

September 26, 2017

The Secretary  
BSE Limited  
Corporate Relationship Department, 1<sup>st</sup> Floor  
New Trading Ring, Rotunda Building, P.J.Tower  
Dalal Street, Fort,  
Mumbai – 400001  
[corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

(022)22723121/3719  
22722037/39/41/61

The Manager  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, C-1, Block G, 5<sup>th</sup> Floor,  
Bandra-Kurla Complex  
Bandra (E), Mumbai – 400051  
[cmlist@nse.co.in](mailto:cmlist@nse.co.in)

(022)66418125 / 26  
(022)26598237/8238

**Sub: Voting results- Regulation 44(3) of SEBI (LODR) Regulations, 2015**

Dear Sir,

Pursuant to regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) 2015, please find attached voting results of 6<sup>th</sup> Annual General Meeting of the Company held on September 23, 2017.

The detailed Results and Report of Scrutinizer are attached herewith.

This is for your information and record.

Thanking you,

Yours sincerely,

For Orient Cement Limited



Deepanjali Gulati  
(Company Secretary)

Encl: a/a

Voting Results

Name of the Company	Orient Cement Limited
Date of AGM/EGM	23 <sup>rd</sup> September, 2017
Total Number of shareholders as on Record date/ Cut-off date	28,665
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	12 through authorized representative and 6 through proxy
Public	18 in person, 10 through Authorised representative and 6 through proxy
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	N.A
Public	

Item No. 1- To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017, including the audited Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Resolution required ( Ordinary /Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoters Group	E-vote	76829922	0	0	0	0	0	0
	Phy Vote		76829922	100	76829922	0	100	0
	<b>Total</b>	<b>76829922</b>	<b>76829922</b>	<b>100</b>	<b>76829922</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institution	E-vote	65363629	46237845	70.74	46237845	0	100	0
	Phy Vote		0	0	0	0	0	0
	<b>Total</b>	<b>65363629</b>	<b>46237845</b>	<b>70.74</b>	<b>46237845</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Others	E-vote	62675209	30567	0.05	30567	0	100	0
	Phy Vote		18094130	28.87	18094130	0	100	0
	<b>Total</b>	<b>62675209</b>	<b>18124697</b>	<b>28.92</b>	<b>18124697</b>	<b>0</b>	<b>100</b>	<b>0</b>

Item No. 2- To declare a final dividend of Rupee 0.50 per equity share of face value of Rupee 1 each for the financial year ended 31<sup>st</sup> March, 2017.

Resolution required ( Ordinary /Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoters Group	E-vote	76829922	0	0	0	0	0	0
	Phy Vote		76829922	100	76829922	0	100	0
	<b>Total</b>	<b>76829922</b>	<b>76829922</b>	<b>100</b>	<b>76829922</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institution	E-vote	65363629	50412412	77.13	50412412	0	100	0
	Phy Vote		0	0	0	0	0	0
	<b>Total</b>	<b>65363629</b>	<b>50412412</b>	<b>77.13</b>	<b>50412412</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Others	E-vote	62675209	30567	0.05	30337	230	99.25	0.75
	Phy Vote		18094130	28.87	18094130	0	100	0
	<b>Total</b>	<b>62675209</b>	<b>18124697</b>	<b>28.92</b>	<b>18124697</b>	<b>230</b>	<b>100</b>	<b>0.00</b>

Item No. 3- To appoint a director in place of Mr. Chandrakant Birla (DIN 00118473), who retires by rotation and being eligible, seeks re-appointment.

Resolution required ( Ordinary /Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda / resolution?					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoters Group	E-vote	76829922	0	0	0	0	0	0
	Phy Vote		76829922	100	76829922	0	100	0
	<b>Total</b>	<b>76829922</b>	<b>76829922</b>	<b>100</b>	<b>76829922</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institution	E-vote	65363629	50412412	77.13	50395942	16470	99.97	0.03
	Phy Vote		0	0.00	0	0	0	0
	<b>Total</b>	<b>65363629</b>	<b>50412412</b>	<b>77.13</b>	<b>50395942</b>	<b>16470</b>	<b>99.97</b>	<b>0.03</b>
Public Others	E-vote	62675209	30427	0.05	30355	72	99.76	0.24
	Phy Vote		18094130	28.87	18094130	0	100	0
	<b>Total</b>	<b>62675209</b>	<b>18124557</b>	<b>28.92</b>	<b>18124485</b>	<b>72</b>	<b>100.00</b>	<b>0.00</b>

Item No. 4- To ratify the appointment of Statutory Auditors as required under section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and to authorise the Board of Directors to fix their remuneration.

Resolution required ( Ordinary /Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoters Group	E-vote	76829922	0	0	0	0	0	0
	Phy Vote		76829922	100	76829922	0	100	0
	<b>Total</b>	<b>76829922</b>	<b>76829922</b>	<b>100</b>	<b>76829922</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institution	E-vote	65363629	50412412	77.13	50412412	0	100	0
	Phy Vote		0	0	0	0	0	0
	<b>Total</b>	<b>65363629</b>	<b>50412412</b>	<b>77.13</b>	<b>50412412</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Others	E-vote	62675209	30427	0.05	29817	610	98	2
	Phy Vote		18094130	28.87	18094130	0	100	0
	<b>Total</b>	<b>62675209</b>	<b>18124557</b>	<b>28.92</b>	<b>18123947</b>	<b>0</b>	<b>100</b>	<b>0</b>

Item No. 5- Appointment of Mr. I.Y.R. Krishna Rao (DIN 00481367) as an Independent Director

Resolution required ( Ordinary /Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoters Group	E-vote	76829922	0	0	0	0	0	0
	Phy Vote		76829922	100	76829922	0	100	0
	<b>Total</b>	<b>76829922</b>	<b>76829922</b>	<b>100</b>	<b>76829922</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institution	E-vote	65363629	50366912	77.06	50366912	0	100	0
	Phy Vote		0	0	0	0	0	0
	<b>Total</b>	<b>65363629</b>	<b>50366912</b>	<b>77.06</b>	<b>50366912</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Others	E-vote	62675209	30427	0.05	29815	612	97.99	2.01
	Phy Vote		18094130	28.87	18094130	0	100	0
	<b>Total</b>	<b>62675209</b>	<b>18124557</b>	<b>28.92</b>	<b>18123945</b>	<b>612</b>	<b>100</b>	<b>0</b>

Item No. 6 Waiver of recovery of excess remuneration paid to Mr. Desh Deepak Khetrapal, Managing Director & CEO (DIN 02362633) of the Company for the financial year 2016-17

Resolution required ( Ordinary /Special)					Special			
Whether promoter/ promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoters Group	E-vote	76829922	0	0	0	0	0	0
	Phy Vote		76829922	100	76829922	0	100	0
	<b>Total</b>		<b>76829922</b>	<b>76829922</b>	<b>100</b>	<b>76829922</b>	<b>0</b>	<b>100</b>
Public Institution	E-vote	65363629	45313845	69.33	35894899	9418946	79.21	20.79
	Phy Vote		0	0	0	0	0	0
	<b>Total</b>		<b>65363629</b>	<b>45313845</b>	<b>69.33</b>	<b>35894899</b>	<b>9418946</b>	<b>79.21</b>
Public Others	E-vote	62675209	30427	0.05	22625	7802	74.36	25.64
	Phy Vote		18094130	28.87	18094130	0	100	0
	<b>Total</b>		<b>62675209</b>	<b>18124557</b>	<b>28.92</b>	<b>18116755</b>	<b>7802</b>	<b>99.96</b>

Item No. 7 Approval of the terms of remuneration of Mr. Desh Deepak Khetrapal, Managing Director & CEO (DIN 02362633)

Resolution required ( Ordinary /Special)					Special			
Whether promoter/ promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoters Group	E-vote	76829922	0	0	0	0	0	0
	Phy Vote		76829922	100	76829922	0	100	0
	<b>Total</b>		<b>76829922</b>	<b>76829922</b>	<b>100</b>	<b>76829922</b>	<b>0</b>	<b>100</b>
Public Institution	E-vote	65363629	46237845	70.74	36889697	9348148	79.78	20.22
	Phy Vote		0	0	0	0	0	0
	<b>Total</b>		<b>65363629</b>	<b>46237845</b>	<b>70.74</b>	<b>36889697</b>	<b>9348148</b>	<b>79.78</b>
Public Others	E-vote	62675209	26427	0.04	24555	1872	92.92	7.08
	Phy Vote		18094130	28.87	18094130	0	100	0
	<b>Total</b>		<b>62675209</b>	<b>18120557</b>	<b>28.91</b>	<b>18118685</b>	<b>1872</b>	<b>99.99</b>

Item No. 8 Conversion of loan into equity

Resolution required ( Ordinary /Special)					Special			
Whether promoter/ promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoters Group	E-vote	76829922	0	0	0	0	0	0
	Phy Vote		76829922	100	76829922	0	100	0
	<b>Total</b>		<b>76829922</b>	<b>76829922</b>	<b>100</b>	<b>76829922</b>	<b>0</b>	<b>100</b>
Public Institution	E-vote	65363629	50412412	77.13	37436470	12975942	74.26	25.74
	Phy Vote		0	0	0	0	0	0
	<b>Total</b>		<b>65363629</b>	<b>50412412</b>	<b>77.13</b>	<b>37436470</b>	<b>12975942</b>	<b>74.26</b>
Public Others	E-vote	62675209	30392	0.05	25002	5390	82.27	17.73
	Phy Vote		18094130	28.87	18094130	0	100	0
	<b>Total</b>		<b>62675209</b>	<b>18124522</b>	<b>28.92</b>	<b>18119132</b>	<b>5390</b>	<b>99.97</b>

Item No. 9 - Commission to directors

Resolution required ( Ordinary /Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoters Group	E-vote	76829922	0	0	0	0	0	0
	Phy Vote		76829922	100	76829922	0	100	0
	<b>Total</b>	<b>76829922</b>	<b>76829922</b>	<b>100</b>	<b>76829922</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institution	E-vote	50412412	50412412	77.13	49488412	924000	98.17	1.83
	Phy Vote	65363629	0	0	0	0	0	0
	<b>Total</b>	<b>65363629</b>	<b>50412412</b>	<b>77.13</b>	<b>49488412</b>	<b>924000</b>	<b>98.17</b>	<b>1.83</b>
Public Others	E-vote	62675209	26373	0.04	23292	3081	88.32	11.68
	Phy Vote		18094130	28.87	18094130	0	100	0
	<b>Total</b>	<b>62675209</b>	<b>18120503</b>	<b>28.91</b>	<b>18117422</b>	<b>3081</b>	<b>99.98</b>	<b>0.02</b>

Item No. 10-Increase in borrowing limits

Resolution required ( Ordinary /Special)					Special			
Whether promoter/ promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoters Group	E-vote	76829922	0	0	0	0	0	0
	Phy Vote		76829922	100	76829922	0	100	0
	<b>Total</b>	<b>76829922</b>	<b>76829922</b>	<b>100</b>	<b>76829922</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institution	E-vote	50412412	50412412	77.13	42424264	7988148	84.15	15.85
	Phy Vote	65363629	0	0	0	0	0	0
	<b>Total</b>	<b>65363629</b>	<b>50412412</b>	<b>77.13</b>	<b>42424264</b>	<b>7988148</b>	<b>84.15</b>	<b>15.85</b>
Public Others	E-vote	62675209	30567	0.05	21141	9426	69.16	30.84
	Phy Vote		18094130	28.87	18094130	0	100	0
	<b>Total</b>	<b>62675209</b>	<b>18124697</b>	<b>28.92</b>	<b>18115271</b>	<b>9426</b>	<b>99.95</b>	<b>0.05</b>

Item No. 11- Creation of Charges / Mortgages on the movable and immovable properties of the Company, both present and future, in respect of borrowings

Resolution required ( Ordinary /Special)					Special			
Whether promoter/ promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoters Group	E-vote	76829922	0	0	0	0	0	0
	Phy Vote		76829922	100	76829922	0	100	0
	<b>Total</b>	<b>76829922</b>	<b>76829922</b>	<b>100</b>	<b>76829922</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institution	E-vote	50412412	50412412	77.13	42661747	7750665	84.63	15.37
	Phy Vote	65363629	0	0	0	0	0	0
	<b>Total</b>	<b>65363629</b>	<b>50412412</b>	<b>77.13</b>	<b>42661747</b>	<b>7750665</b>	<b>84.63</b>	<b>15.37</b>
Public Others	E-vote	62675209	26277	0.04	24705	1572	94.02	5.98
	Phy Vote		18094130	28.87	18094130	0	100	0
	<b>Total</b>	<b>62675209</b>	<b>18120407</b>	<b>28.91</b>	<b>18118835</b>	<b>1572</b>	<b>99.99</b>	<b>0.01</b>

Item No. 12-Fixing the remuneration of Mr. Somnath Mukherjee, Cost Auditor of the Company

Resolution required ( Ordinary /Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoters Group	E-vote	76829922	0	0	0	0	0	0
	Phy Vote		76829922	100	76829922	0	100	0
	<b>Total</b>	<b>76829922</b>	<b>76829922</b>	<b>100</b>	<b>76829922</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institution	E-vote	65363629	50412412	77.13	50412412	0	100	0
	Phy Vote		0	0	0	0	0	0
	<b>Total</b>	<b>65363629</b>	<b>50412412</b>	<b>77.13</b>	<b>50412412</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Others	E-vote	62675209	30427	0.05	29765	662	97.82	2.18
	Phy Vote		18094130	28.87	18094130	0	100	0
	<b>Total</b>	<b>62675209</b>	<b>18124557</b>	<b>28.92</b>	<b>18123895</b>	<b>662</b>	<b>100.00</b>	<b>0.00</b>

Item No. 13- Raising of funds through issuance of securities

Resolution required ( Ordinary /Special)					Special			
Whether promoter/ promoter group are interested in the agenda / resolution?					No			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoters & Promoters Group	E-vote	76829922	0	0	0	0	0	0
	Phy Vote		76829922	100	76829922	0	100	0
	<b>Total</b>	<b>76829922</b>	<b>76829922</b>	<b>100</b>	<b>76829922</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institution	E-vote	65363629	50412412	77.13	49488412	924000	98.17	1.83
	Phy Vote		0	0	0	0	0	0
	<b>Total</b>	<b>65363629</b>	<b>50412412</b>	<b>77.13</b>	<b>49488412</b>	<b>924000</b>	<b>98.17</b>	<b>1.83</b>
Public Others	E-vote	62675209	30427	0.05	25937	4490	85.24	14.76
	Phy Vote		18094130	28.87	18094130	0	100	0
	<b>Total</b>	<b>62675209</b>	<b>18124557</b>	<b>28.92</b>	<b>18120067</b>	<b>4490</b>	<b>99.98</b>	<b>0.02</b>

Note:

1. All the resolutions were passed with requisite majority.
2. In each resolution invalid votes were 17570.





## A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013  
☎ (033) 2221-9381 / 3296-7770, Fax : (033) 2221-9381  
Mobile : 98300-55689 / 93312-13190  
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com  
website : [www.aklabh.com](http://www.aklabh.com)

### **CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

The Chairman  
of the 6<sup>th</sup> Annual General Meeting of  
Orient Cement Limited  
Unit VIII, Plot No. 7, Bhoinagar, Bhubaneswar  
Odisha-751 012

*Dear Sir,*

I, Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 6<sup>th</sup> Annual General Meeting of the members of "*Orient Cement Limited*" ("*Company*") held on Saturday, 23<sup>rd</sup> September, 2017 at Unit –VIII, Plot No. 7, Bhoinagar, Bhubaneswar-751012, (Odisha) at 2.00 P.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 8<sup>th</sup> August, 2017. My responsibility as a scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system of National Securities Depository Limited (NSDL) and of voting through physical ballots as provided by MCS Share Transfer Agent Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.





## A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013  
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e-mail : aklabh@aklabh.com / aklabhcs@gmail.com  
website : [www.aklabh.com](http://www.aklabh.com)

I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Wednesday, the 20<sup>th</sup> September, 2017 up to 5.00 P.M. IST on Friday, the 22<sup>nd</sup> September, 2017.
2. The Shareholders holding shares as on the "cut off" date, i.e. 16<sup>th</sup> September, 2017 were entitled to vote on the proposed 13 (Thirteen) resolutions as mentioned in the notice dated 8<sup>th</sup> August, 2017 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Saturday, the 23<sup>rd</sup> September, 2017 around 02:50 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108/1, Sarat Chatterjee Road, Howrah – 711102 and Mr. Asit Kumar Labh, residing at 71, N. D. Road, Kolkata-700008 who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVEN : 106950] and votes casted through physical ballot papers distributed at the AGM venue are as under:







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## <A> ORDINARY BUSINESS:

### a) Resolution 1

To receive, consider and adopt the financial statements of the Company for the financial year ended 31st March, 2017, including the audited Balance Sheet as at 31st March, 2017, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon

(i) Voted in favour of the Resolution:

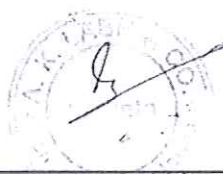
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	106	46268412	
Voting by ballot	44	94924052	
<b>Total</b>	<b>150</b>	<b>141192464</b>	<b>100.0000%</b>

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.0000%</b>

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	17570





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## b) Resolution 2

To declare a final dividend of Rupee 0.50 per equity share of face value of Rupee 1 each for the financial year ended 31st March, 2017

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	112	50442749	
Voting by ballot	44	94924052	
<b>Total</b>	<b>156</b>	<b>145366801</b>	<b>99.9998%</b>

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	2	230	
Voting by ballot	0	0	
<b>Total</b>	<b>2</b>	<b>230</b>	<b>0.0002%</b>

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
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## c) Resolution 3

To appoint a director in place of Mr. Chandrakant Birla (DIN: 00118473), who retires by rotation and being eligible, seeks re-appointment

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	109	50426297	
Voting by ballot	44	94924052	
Total	153	145350349	99.9886%

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	16542	
Voting by ballot	0	0	
Total	4	16542	0.0114%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	17570





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## d) Resolution 4

To ratify the appointment of Statutory Auditors as required under Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and to authorize the Board of Directors to fix their remuneration

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	110	50442229	
Voting by ballot	44	94924052	
<b>Total</b>	<b>154</b>	<b>145366281</b>	<b>99.9996%</b>

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	3	610	
Voting by ballot	0	0	
<b>Total</b>	<b>3</b>	<b>610</b>	<b>0.0004%</b>

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	17570





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<B> SPECIAL BUSINESS:

e) Resolution 5 : Ordinary Resolution

*Appointment of Mr. I.Y.R. Krishna Rao (DIN: 00481367) as an Independent Director*

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	108	50396727	
Voting by ballot	44	94924052	
<b>Total</b>	<b>152</b>	<b>145320779</b>	<b>99.9996%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	3	612	
Voting by ballot	0	0	
<b>Total</b>	<b>3</b>	<b>612</b>	<b>0.0004%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	17570





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## f) Resolution 6 : Special Resolution

*Waiver of recovery of excess remuneration paid to Mr. Desh Deepak Khetrpal, Managing Director & CEO (DIN: 02362633) of the Company for the financial year 2016-17*

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	54	35917524	
Voting by ballot	44	94924052	
<b>Total</b>	<b>98</b>	<b>130841576</b>	<b>93.2795%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	50	9426748	
Voting by ballot	0	0	
<b>Total</b>	<b>50</b>	<b>9426748</b>	<b>6.7205%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	17570





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## g) Resolution 7 : Special Resolution

*Approval of the terms of remuneration of Mr. Desh Deepak Khetrapal, Managing Director & CEO (DIN: 02362633)*

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	65	36914252	
Voting by ballot	44	94924052	
<b>Total</b>	<b>109</b>	<b>131838304</b>	<b>93.3776%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	39	9350020	
Voting by ballot	0	0	
<b>Total</b>	<b>39</b>	<b>9350020</b>	<b>6.6224%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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## h) Resolution 8 : Special Resolution

*Conversion of loan into equity*

(i) *Voted in favour of the Resolution:*

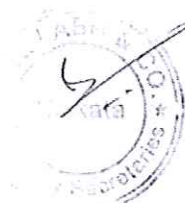
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	73	37461472	
Voting by ballot	44	94924052	
<b>Total</b>	<b>117</b>	<b>132385524</b>	<b>91.0700%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	40	12981332	
Voting by ballot	0	0	
<b>Total</b>	<b>40</b>	<b>12981332</b>	<b>8.9300%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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## i) Resolution 9 : Ordinary Resolution

### *Commission to directors*

#### *(i) Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	96	49511704	
Voting by ballot	44	94924052	
<b>Total</b>	<b>140</b>	<b>144435756</b>	<b>99.3622%</b>

#### *(ii) Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	15	927081	
Voting by ballot	0	0	
<b>Total</b>	<b>15</b>	<b>927081</b>	<b>0.6378%</b>

#### *(iii) Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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## j) Resolution 10 : Special Resolution

*Increase in borrowing limits*

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	74	42445405	
Voting by ballot	44	94924052	
<b>Total</b>	<b>118</b>	<b>137369457</b>	<b>94.4984%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	40	7997574	
Voting by ballot	0	0	
<b>Total</b>	<b>40</b>	<b>7997574</b>	<b>5.5016%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
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## k) Resolution 11 : Special Resolution

*Creation of Charges / Mortgages on the movable and immovable properties of the Company, both present and future, in respect of borrowings*

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	77	42686452	
Voting by ballot	44	94924052	
<b>Total</b>	<b>121</b>	<b>137610504</b>	<b>94.6670%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members, voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	35	7752237	
Voting by ballot	0	0	
<b>Total</b>	<b>35</b>	<b>7752237</b>	<b>5.3330%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	17570





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**I) Resolution 12 : Ordinary Resolution**

*Fixing the remuneration of Mr. Somnath Mukherjee, Cost Auditor of the Company*

*(i) Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	109	50442177	
Voting by ballot	44	94924052	
<b>Total</b>	<b>153</b>	<b>145366229</b>	<b>99.9995%</b>

*(ii) Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	4	662	
Voting by ballot	0	0	
<b>Total</b>	<b>4</b>	<b>662</b>	<b>0.0005%</b>

*(iii) Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	17570





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## m) Resolution 13 : Special Resolution

*Raising of funds through issuance of securities*

(i) *Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	105	49514349	
Voting by ballot	44	94924052	
<b>Total</b>	<b>149</b>	<b>144438401</b>	<b>99.3613%</b>

(ii) *Voted against the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	8	928490	
Voting by ballot	0	0	
<b>Total</b>	<b>8</b>	<b>928490</b>	<b>0.6387%</b>

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	17570





# A. K. LABH & Co.

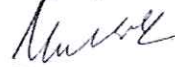
*Company Secretaries*

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website : www.aklabh.com

8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly  
For A. K. LABH & Co.  
*Company Secretaries*

  
(CS A. K. LABH)  
*Practicing Company Secretary*  
FCS - 4848 / CP No. - 3238



Place: Kolkata  
Dated: 25.09.2017



# A. K. LABH & Co.

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Witness :

1.

(Narayan Chandra Saha)  
108/1, Sarat Chatterjee Road  
Howrah - 711 102

2.

(Asit Kumar Labh)  
71, N. D. Road  
Kolkata - 700 008

