

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

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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 7th Annual General Meeting of
Orient Cement Limited
Unit VIII, Plot No. 7
Bhoinagar, Bhubaneswar
Odisha-751012

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 7th Annual General Meeting of the members of "*Orient Cement Limited*" ("*Company*") held on Friday, 17th August, 2018 at Unit-VIII, Plot No. 7, Bhoinagar, Bhubaneswar-751012, (Odisha) at 02.00 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 3rd May, 2018. 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.



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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Tuesday, the 14th August, 2018 up to 5.00 P.M. IST on Thursday, the 16th August, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 10th August, 2018 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice dated 3rd May, 2018 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 Friday, the 17th August, 2018 around 03:15 P.M. 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, if any, 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 : 108481] 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, 2018, including the audited Balance Sheet as at 31st March, 2018, 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:

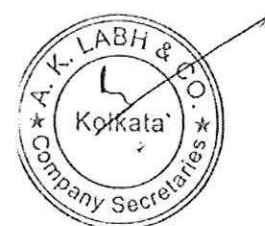
| Mode of voting | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 103 | 146056325 | |
| Voting by ballot | 28 | 3679995 | |
| Total | 131 | 149736320 | 99.999997% |

(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 | 1 | 5 | |
| Voting by ballot | 0 | 0 | |
| Total | 1 | 5 | 0.000003% |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |



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b) Resolution 2

To declare a final dividend of Re. 0.75/- per equity share of face value of Re. 1 each for the financial year ended 31st March, 2018

(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 | 111 | 149253019 | |
| Voting by ballot | 27 | 3679495 | |
| Total | 138 | 152932514 | 100.00% |

(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 | |
| Total | 0 | 0 | 0.00% |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |



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c) Resolution 3

To appoint a director in place of Mrs. Amita Birla (DIN: 00837718), who retires by rotation and being eligible, seeks reappointment

(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 | 79 | 139745521 | |
| Voting by ballot | 27 | 3679495 | |
| Total | 106 | 143425016 | 93.783207% |

(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 | 32 | 9507498 | |
| Voting by ballot | 0 | 0 | |
| Total | 32 | 9507498 | 6.216773% |

(iii) *Invalid Votes:*

| <i>Total number of members whose votes were declared invalid</i> | <i>Total number of votes cast by them</i> |
|--|---|
| 0 | 0 |



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d) Resolution 4

To ratify the appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 301003E/E300005), Statutory Auditors as required under section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorise 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 | 108 | 149252988 | |
| Voting by ballot | 28 | 3679995 | |
| Total | 136 | 152932983 | 99.999996% |

(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 | 6 | |
| Voting by ballot | 0 | 0 | |
| Total | 2 | 6 | 0.000004% |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |



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 SPECIAL BUSINESS:

e) Resolution 5 : Ordinary Resolution

To ratify the remuneration of Mr. Somnath Mukherjee, Cost Auditor of the Company for the financial year 2018-19

(i) Voted in favour of the Resolution:

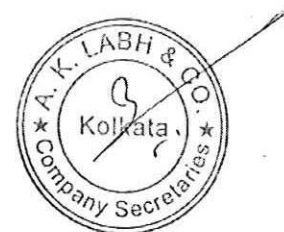
| Mode of voting | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-voting | 108 | 149252988 | |
| Voting by ballot | 28 | 3679995 | |
| Total | 136 | 152932983 | 99.999996% |

(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 | 6 | |
| Voting by ballot | 0 | 0 | |
| Total | 2 | 6 | 0.000004% |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 0 | 0 |



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f) Resolution 6 : Special Resolution

To approve the terms of remuneration of Mr. Desh Deepak Khetrpal (DIN: 02362633), Managing Director & CEO of the Company for the period from 1st April, 2018 to 31st March, 2019

(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 | 89 | 117339279 | |
| Voting by ballot | 28 | 3679995 | |
| Total | 117 | 121019274 | 86.014402% |

(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 | 9 | 19677250 | |
| Voting by ballot | 0 | 0 | |
| Total | 9 | 19677250 | 13.985598% |

(iii) Invalid Votes:

| <i>Total number of members whose votes were declared invalid</i> | <i>Total number of votes cast by them</i> |
|--|---|
| 0 | 0 |



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g) Resolution 7 : Special Resolution

To approve 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 | 87 | 135873098 | |
| Voting by ballot | 28 | 3679995 | |
| Total | 115 | 139553093 | 91.251138% |

(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 | 23 | 13379896 | |
| Voting by ballot | 0 | 0 | |
| Total | 23 | 13379896 | 8.748862% |

(iii) *Invalid Votes:*

| <i>Total number of members whose votes were declared invalid</i> | <i>Total number of votes cast by them</i> |
|--|---|
| 0 | 0 |



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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 the 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: 17.08.2008

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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



Received the Report of the Scrutinizer
For Orient Cement Limited


(Nidhi Bisaria)
Company Secretary