

August 17, 2018

Bombay Stock Exchange Limited  
New Trading Ring,  
Rotunda Building, P J Towers, Dalal  
Street, Fort Mumbai-400001  
Security Code: 535754

National Stock Exchange of India Limited  
"Exchange Plaza", Plot No. C-1, Block G  
Bandra – Kurla Complex, Bandra (East),  
Mumbai – 400 051  
Symbol: ORIENTCEM

**Sub:-Gist of the proceedings of the 7<sup>th</sup> Annual General Meeting-Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

We hereby wish to inform you that the 7<sup>th</sup> Annual General Meeting ("AGM") of the Company was held on Friday, August 17, 2018 at 2:00 p.m. at Registered Office of the Company at Unit-VIII, Plot No. 7, Bhoinagar, Bhubaneswar, Odisha-751012 and the business mentioned in notice dated May 3, 2018 were transacted.

In this regard, we enclose herewith the gist of the proceedings of the 7<sup>th</sup> AGM of the Company and the Scrutinizer's Report for reference and records.

Thanking you,

Yours faithfully,  
For **Orient Cement Limited**

  
**Nidhi Bisaria**  
**(Company Secretary)**

Encls: As stated

**GIST OF PROCEEDINGS OF THE SEVENTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, AUGUST 17, 2018 AT 2:00 P.M. AT UNIT-VIII, PLOT NO. 7, BHOINAGAR, BHUBANESWAR, ODISHA-751012**

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Mr. Vinod Kumar Dhall, elected as the Chairman of the Annual General Meeting ("AGM" or the "Meeting"), took the Chair and welcomed the members to the 7<sup>th</sup> AGM of the Company.

Total 45 members including Authorised Representatives and 4 persons holding proxies on behalf of 9 shareholders attended the meeting in person as per the records of attendance. The requisite quorum being present, the Chairman declared the meeting in order.

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), the Company had provided the facility, to the members, to cast their vote electronically (remote e-voting) through NSDL e-voting platform in respect of all the businesses mentioned in the Notice dated May 3, 2018. The e-voting commenced at 9:00 a.m. on August 14, 2018 and ended at 5:00 p.m. on August 16, 2018. Cutoff date for determining the name of the members eligible for voting at the Annual General Meeting was August 10, 2018. The facility of voting through Ballot paper was available at the Annual General Meeting. The members attending the Meeting, who had not cast their vote by remote e-voting, may exercise their right at the Annual General Meeting through Ballot Paper.

The Board of Directors had appointed Mr. A.K. Labh of M/s A.K. Labh & Co., Company Secretaries, as the scrutinizer for the purpose of scrutinizing both, the remote e-voting and physical voting at the Meeting, in a fair and transparent manner.

With the permission of the members present, the Statutory Auditor's Report and the Secretarial Auditor's Report were taken as read.

The Chairman, with the permission of members present, took up the following agenda items as per the Notice of AGM dated May 3, 2018:

Ordinary Business:

1. Adoption of the audited financial statements of the Company for the financial year ended March 31, 2018 together with the Report of the Board of Directors and Auditors thereon.
2. Declaration of final dividend of Rupee 0.75 (75%) per equity share (face value of Rupee 1 each) for the financial year ended March 31, 2018.
3. Re-appointment of Mrs. Amita Birla (DIN 00837718) as director of the Company, who retires by rotation.



4. Ratification of the appointment of M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.

Special Business:

5. Approval of the terms of remuneration of Mr. Somnath Mukherjee, Cost Auditor of the Company for the financial year ended March 31, 2019.
6. Approval of the terms of remuneration of Mr. Desh Deepak Khetrapal, Managing Director & CEO (DIN 02362633) for the financial year ended March 31, 2019.
7. Raising of funds through issuance of securities.

The Chairman briefed the members about the resolutions which were passed by the members and welcomed their views, suggestions, query or clarifications, if any, on the agenda items.

The Chairman thanked the members present at the meeting for their participation and requested them to proceed for the ballot voting. The Chairman also announced that the consolidated results of voting (remote e-voting at NSDL platform and physical voting at the Meeting) shall be placed on the website of the Company as well as of NSDL. The above results and scrutinizer's report shall also be submitted to BSE Limited and National Stock Exchange of India Limited within 48 hours of conclusion of the AGM.

Based on the votes which were casted through remote e-voting and physical voting through ballot paper at the AGM, the scrutinizer prepared and submitted the consolidated Scrutinizer's Report to the Company Secretary as authorized by the Chairman of the AGM in this regard. The Chairman of the AGM also authorized the Company Secretary to declare the results based on the consolidated Scrutinizer's Report.

The AGM concluded at 3:00 p.m. with a vote of thanks to the Chair.

Based on the consolidated Scrutinizer's Report, all the aforesaid resolutions nos. 1 to 7 as set out in the Notice of 7<sup>th</sup> AGM, have been passed with requisite majority.

For **Orient Cement Limited**

  
(Nidhi Bisaria)  
Company Secretary



## A. K. LABH

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



## A. K. LABH & Co.

*Company Secretaries*

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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 7<sup>th</sup> 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 7<sup>th</sup> Annual General Meeting of the members of “*Orient Cement Limited*” (“*Company*”) held on Friday, 17<sup>th</sup> 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 3<sup>rd</sup> 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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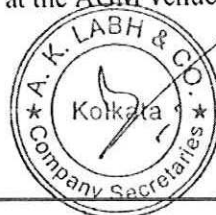
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I submit my report as under:

1. The remote e-voting period remained open from 9.00 A.M. IST on Tuesday, the 14<sup>th</sup> August, 2018 up to 5.00 P.M. IST on Thursday, the 16<sup>th</sup> August, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 10<sup>th</sup> August, 2018 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice dated 3<sup>rd</sup> 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 17<sup>th</sup> 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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Practicing Company Secretary



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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:

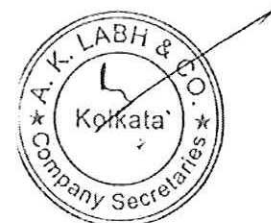
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	103	146056325	
Voting by ballot	28	3679995	
<b>Total</b>	<b>131</b>	<b>149736320</b>	<b>99.999997%</b>

#### (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	1	5	
Voting by ballot	0	0	
<b>Total</b>	<b>1</b>	<b>5</b>	<b>0.000003%</b>

#### (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:*

<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	111	149253019	
Voting by ballot	27	3679495	
<b>Total</b>	<b>138</b>	<b>152932514</b>	<b>100.00%</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	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>

(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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## 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	
<b>Total</b>	<b>106</b>	<b>143425016</b>	<b>93.783207%</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	32	9507498	
Voting by ballot	0	0	
<b>Total</b>	<b>32</b>	<b>9507498</b>	<b>6.216773%</b>

(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:

<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	149252988	
Voting by ballot	28	3679995	
<b>Total</b>	<b>136</b>	<b>152932983</b>	<b>99.999996%</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	2	6	
Voting by ballot	0	0	
<b>Total</b>	<b>2</b>	<b>6</b>	<b>0.000004%</b>

(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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## <B> 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	
<b>Total</b>	<b>136</b>	<b>152932983</b>	<b>99.999996%</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	6	
Voting by ballot	0	0	
<b>Total</b>	<b>2</b>	<b>6</b>	<b>0.000004%</b>

#### (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	
<b>Total</b>	<b>117</b>	<b>121019274</b>	<b>86.014402%</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	9	19677250	
Voting by ballot	0	0	
<b>Total</b>	<b>9</b>	<b>19677250</b>	<b>13.985598%</b>

*(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	
<b>Total</b>	<b>115</b>	<b>139553093</b>	<b>91.251138%</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	23	13379896	
Voting by ballot	0	0	
<b>Total</b>	<b>23</b>	<b>13379896</b>	<b>8.748862%</b>

(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

## A. K. LABH

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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

