

A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

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SCRUTINIZER'S REPORT

To
The Chairman
ORIENT CEMENT LIMITED
Unit VIII, Plot No.7, Bhoinagar,
Bhubaneswar-751 012
Orissa

Dear Sir,

- (1) The Board of Directors of the Company vide its meeting held on the 7th day of August, 2014 have appointed us as Scrutinizer for conducting the postal ballot voting process.
- (2) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and postal ballot on the resolution contained in the Notice of the postal ballot dated the 7th day of August, 2014. Our responsibility as a scrutinizer for the voting process through electronic means and postal 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 postal ballots as provided by the Registrar and Transfer Agent of the Company, M/s MCS Share Transfer Agent Limited, the agencies engaged by the Company to provide e-voting / postal ballot facilities.
- (3) We submit our report as under :
 - (a) The Company has completed the dispatch of physical postal ballot forms along with postage prepaid business reply envelope and postal ballot via electronic mode on 16th day of December, 2014 to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on the 7th day of November, 2014.
 - (b) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
 - (c) The postal ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes commencing the scrutiny of such postal ballot forms.
 - (d) The ballot boxes were opened after the closure of the working hours of the Company on the 22nd day of January, 2015 (5:30PM) in our presence.
 - (e) The postal ballot forms were duly opened in our presence and scrutinized.



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- (f) All postal ballot forms received upto 5:30PM on the 22nd day of January, 2015, the last date and time fixed by the Company for receipt of the forms, were considered for our scrutiny.
- (g) Envelopes containing postal ballot forms received after 5:30PM on the 22nd day of January, 2015, if any, were not considered for our scrutiny.
- (h) We did not find any defaced ballot paper.
- (i) Summary of the Postal Ballot votes casted through Physical Mode is as follows :-

	RESOLUTION NO. 1
Total No. of Postal Ballot Forms Received	133
Total No. of Invalid Postal Ballot Forms	21
Total No. of Valid Postal Ballot Forms	112
Total No. of Valid Postal Ballot Forms in favour of the Resolution	103
Total No. of Valid Postal Ballot Forms against the Resolution	09
Total No. of valid votes/shares casted	7009113
Total No. of valid votes/shares in favour of the Resolution	2014018 (28.73%)
Total No. of valid Votes / Shares against the Resolution	4995095 (71.27%)



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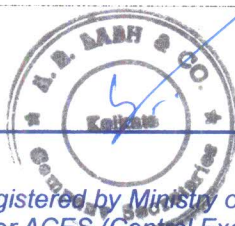
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- (j) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by NSDL e-voting system (www.evoting.nsdl.com).
- (k) The e-voting period remained open from 09.00 A.M. IST on Wednesday, the 24th day of December, 2014 up to 5.30 PM IST on Thursday, the 22nd day of January, 2015.
- (l) The Shareholders holding shares as on the "cut off" date, i.e. 7th day of November, 2014 were entitled to vote on the proposed resolution as mentioned in the notice of the postal ballot dated 7th day of August, 2014.
- (m) The result of the electronic voting was downloaded after 5:30PM on the 22nd day of January, 2015 from NSDL website providing the platform for e-voting system (www.evoting.nsdl.com) and were unlocked in the presence of Mr. **Narayan Chandra Saha** and Ms. **Suchita Tiwari** (not being the employees of the Company) and has been included in our report.
- (n) Summary of the votes casted through Electronic Voting System [EVEN: 101469] is as follows :

	RESOLUTION NO. 1
Total Folios Voted	162
Total No. of Folios voted in favour	126
Total No. of Folios voted against	36
Total No. of Votes/Shares casted through e-voting system	140834086
Total No. of Votes/Shares casted in favour of the Resolution	136013928 (96.58%)
Total No. of Votes/Shares casted against of the Resolution	4820158 (3.42%)



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- (o) Hence, final summary of the votes casted (aggregate of Physical and Electronic Voting System) is as follows :-

Resolution No. 1 (Special Resolution u/s 180 (1)(a) of the Companies Act, 2013)

Sr. No.	Votes casted	By Physical Ballot	By Electronic Voting	Total No. of Votes / Shares	%
1.	Favour	2014018	136013928	138027946	93.36
2.	Against	4995095	4820158	9815253	6.64
Total				147843199	100.00

- We have handed over the postal ballot forms, e-voting register and other related papers / registers and records for safe custody to Ms. Deepanjali Gulati, Company Secretary, authorised by the Board to supervise the postal ballot process.
- The proposed resolution has therefore been approved by the Shareholders of the Company with the requisite majority.
- You may accordingly declare the result of the voting by Postal Ballot.

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: 24.01.2015