

K. LABH

Com., MBA, FCS, ACMA (ICAI), ACS (Lond)
J.M., DHRD, PGHOSM, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
(033) 2221-9381, 4063-0236, Fax: (033) 2221-9381
Mobile: 98300-55689 / 98300-57689
e-mail: aklabh@aklabh.com / aklabhcs@gmail.com
Website: www.aklabh.com

SCRUTINIZER'S REPORT

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

The Chairman
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 4th Annual General Meeting of the members of "**Orient Cement Limited**" ("**Company**") held on Saturday, 25th day of July 2015 at 2:00 P.M. at Unit - VIII, Plot No. 7, Bhoinagar, Bhubaneswar-751012 (Odisha), for the purpose of scrutinizing the e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority on e-voting and voting through physical ballot process carried out 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 e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated the 8th May, 2015. My responsibility as a scrutinizer for the voting process through electronic means and 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 M/s MCS Share Transfer Agent Limited, the agencies engaged by the Company to provide e-voting / physical ballot facilities.

I submit my report as under:

1. The e-voting period remained open from 9:00 AM IST on Wednesday, the 22nd day of July, 2015 up to 5.00 PM IST on Friday, the 24th July, 2015.



Certified Filing Center for e-filing under MCA-21, Registered by Ministry of Corporate Affairs, Govt. Of India
Certified Filing Center for e-filing under ACES (Central Excise & Service Tax)



A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9
e-mail aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

2. The Shareholders holding shares as on the "cut off" date, i.e. 18th July, 2015 were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the notice dated 8th day of May, 2015 of the Annual General Meeting of the Company.
3. The votes were unblocked on Monday, the 27th day of July, 2015 around 4.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah - 711 102 and Mr. Raju Chowdhury residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata - 700 021 who are not in employment of the Company.
4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of NSDL (<https://www.evoting.nsdl.com>).
5. The result of the e-voting [EVEN : 101969] is as under:

<A> ORDINARY BUSINESS:

a) Resolution 1

To receive, consider & adopt the Financial Statements of the Company for the year ended 31.03.2015 together with the report of the Directors and Auditors thereon.

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 55425531 | 55425531 | 0 |

b) Resolution 2

To declare a final dividend of Re. 1 per equity share of face value of Re. 1 each and to confirm the interim dividend of Re. 0.75 per equity share, already paid for the financial year ended March 31, 2015

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 55425531 | 55425531 | 0 |



Certified Filing Center for e-filing under MCA-21, Registered by Ministry of Corporate Affairs, Govt. Of India
Certified Filing Center for e-filing under ACES (Central Excise & Service Tax)



A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
☎ (033) 2221-9381, 4063 0236, Fax : (033) 2221-9381
Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9
e-mail aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

c) Resolution 3

To appoint a director in place of Mr. C. K. Birla (DIN- 00118473), who retires by rotation and being eligible, seeks reappointment.

| <i>Total No. of votes cast</i> | <i>Total No. of votes cast in favour</i> | <i>Total No. of votes cast against</i> |
|--------------------------------|----------------------------------------------|------------------------------------------------|
| 55425531 | 55425480 | 51 |

d) Resolution 4

To ratify the appointment of Statutory Auditors and to authorize the Board of Directors to fix their remuneration.

| <i>Total No. of votes cast</i> | <i>Total No. of votes cast in favour</i> | <i>Total No. of votes cast against</i> |
|--------------------------------|----------------------------------------------|------------------------------------------------|
| 55425281 | 55425280 | 1 |

 SPECIAL BUSINESS:

e) Resolution 5

Appointment of Ms. Amita Birla as Non-Executive Director

| <i>Total No. of votes cast</i> | <i>Total No. of votes cast in favour</i> | <i>Total No. of votes cast against</i> |
|--------------------------------|----------------------------------------------|------------------------------------------------|
| 55425531 | 54174190 | 1251341 |



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACS (IInd)
 DIM, DHRD, PGIDSM, DIRPM
Practicing Company Secretary

**A. K. LABH & Co.****Company Secretaries**

40, Weston Street, 3rd Floor, Kolkata - 700 013
 ☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
 Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9
 e-mail aklabh@aklabh.com / aklabhcs@gmail.com
 Website : www.aklabh.com

f) Resolution 6

Re-appointment of Mr. Desh Deepak Khetrpal as the Managing Director & Chief Executive Officer of the Company

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 55425531 | 55425275 | 256 |

g) Resolution 7

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

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 55425531 | 55425530 | 1 |

h) Resolution 8

Create, offer, issue and allot Options under Employee Stock Option Scheme

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 48174577 | 41264101 | 6910476 |

6. 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.
7. The result of the voting through ballot forms are as under:



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), 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, 4063-0236, Fax : (033) 2221-9381
Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9
e-mail aklabh@aklabh.com / aklabhcs@gmail.com
Website www.aklabh.com

<A> ORDINARY BUSINESS:

a) Resolution 1

To consider & adopt the Financial Statements of the Company for the year ended 31.03.2015 together with the report of the Directors and Auditors thereon.

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|--------------------------------------|---------------------------------------|
| 105453406 | 105453406 | 0 |

b) Resolution 2

To declare a final dividend of Re. 1 per equity share of face value of Re. 1 each and to confirm the interim dividend of Re. 0.75 per equity share, already paid for the financial year ended March 31, 2015

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|--------------------------------------|---------------------------------------|
| 105453406 | 105453406 | 0 |

c) Resolution 3

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

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|--------------------------------------|---------------------------------------|
| 105453406 | 105453406 | 0 |



A. K. LABH

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

**A. K. LABH & Co.****Company Secretaries**

40, Weston Street, 3rd Floor, Kolkata - 700 013
 ☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
 Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9
 e-mail aklabh@aklabh.com / aklabhcs@gmail.com
 Website : www.aklabh.com

d) Resolution 4

To ratify the appointment of Statutory Auditors and to authorize the Board of Directors to fix their remuneration.

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 105453406 | 105453406 | 0 |

** SPECIAL BUSINESS:****e) Resolution 5**

Appointment of Ms. Amita Birla as Non-Executive Director

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 105453406 | 105453406 | 0 |

f) Resolution 6

Re-appointment of Mr. Desh Deepak Khetrpal as the Managing Director & Chief Executive Officer of the Company

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 105453406 | 105453406 | 0 |



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACS (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, 4063-0236, Fax: (033) 2221-9381
 Mobile: 98300-55689 / 98300-57689
 e-mail: aklabh@aklabh.com / aklabhcs@gmail.com
 Website: www.aklabh.com

g) Resolution 7

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

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 105453406 | 105453406 | 0 |

h) Resolution 8

Create, offer, issue and allot Options under Employee Stock Option Scheme

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 105453406 | 105453406 | 0 |

8. Thus, the combined result of the e-voting [EVEN : 101969] and votes casted through physical ballot papers distributed at the venue are as under:

<A> ORDINARY BUSINESS:**a) Resolution 1**

To consider & adopt the Financial Statements of the Company for the year ended 31.03.2015 together with the report of the Directors and Auditors thereon.

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 160878937 | 160878937 | 0 |
| | (100.00%) | (0.00%) |



A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
Mobile : 98 300 - 55 689 / 98 300 - 57 689
e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

b) Resolution 2

To declare a final dividend of Re. 1 per equity share of face value of Re. 1 each and to confirm the interim dividend of Re. 0.75 per equity share, already paid for the financial year ended March 31, 2015

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 160878937 | 160878937 (100.00%) | 0 (0.00%) |

c) Resolution 3

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

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 160878937 | 160878886 (99.99997%) | 51 (0.00003%) |

d) Resolution 4

To ratify the appointment of Statutory Auditors and to authorize the Board of Directors to fix their remuneration.

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|-----------------------------------|---------------------------------|
| 160878687 | 160878686 (99.999999%) | 1 (0.000001) |



A. K. LABH

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

**A. K. LABH & Co.****Company Secretaries**

40, Weston Street, 3rd Floor, Kolkata - 700 013
 ☎ (033) 2221-9381, 4063-0236, Fax (033) 2221-9381
 Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9
 e-mail aklabh@aklabh.com / aklabhcs@gmail.com
 Website : www.aklabh.com

** SPECIAL BUSINESS:****e) Resolution 5*****Appointment of Ms. Amita Birla as Non-Executive Director***

| <i>Total No. of votes cast</i> | <i>Total No. of votes cast in favour</i> | <i>Total No. of votes cast against</i> |
|--------------------------------|----------------------------------------------|------------------------------------------------|
| 160878937 | 159627596 (99.22%) | 1251341 (0.78%) |

f) Resolution 6***Re-appointment of Mr. Desh Deepak Khetrpal as the Managing Director & Chief Executive Officer of the Company***

| <i>Total No. of votes cast</i> | <i>Total No. of votes cast in favour</i> | <i>Total No. of votes cast against</i> |
|--------------------------------|----------------------------------------------|------------------------------------------------|
| 160878937 | 160878681 (99.9998%) | 256 (0.0002%) |

g) Resolution 7***Fixing the remuneration of Mr. Somnath Mukherjee, Cost Auditor of the Company***

| <i>Total No. of votes cast</i> | <i>Total No. of votes cast in favour</i> | <i>Total No. of votes cast against</i> |
|--------------------------------|----------------------------------------------|------------------------------------------------|
| 160878937 | 160878936 (99.999999%) | 1 (0.000001%) |



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), 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, 4063-0236, Fax : (033) 2221-9381
Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9
e-mail aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

h) Resolution 8

Create, offer, issue and allot Options under Employee Stock Option Scheme

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against |
|-------------------------|--------------------------------------|---------------------------------------|
| 153627983 | 146717507 (95.50%) | 6910476 (4.50%) |

9. All the resolutions proposed hereinabove have been passed with requisite majority.

10. The Registers, physical ballots and all relevant records relating to electronic voting and ballot papers are duly returned herewith.

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: 27.07.2015

Verified the contents and received the Report of the Scrutinizer.

For Orient Cement Limited

Managing Director & CEO