

A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lead)
DIP, DHRD, PGDMS, DIRPM
Practising 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

REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies
(Management and Administration) Rules, 2014]

The Chairman
Orissa Sponge Iron & Steel Limited
OSIL House, Gangadhar Meher Marg,
Bhubaneswar - 751 024

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 34th Annual General Meeting of the members of "Orissa Sponge Iron & Steel Limited" ("Company") to be held on Friday, 26th September, 2014 at Hotel Swosti, Bhubaneswar at 11.00 AM for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and sub-rule (3) (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

1. The e-voting period remained open from 09.00.00 A.M IST on Saturday, the 20th day of September, 2014 up to 6.00 PM IST on Monday, the 22nd day of September, 2014.
2. The Shareholders holding shares as on the "cut off" date, i.e. 22nd day of August, 2014 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the notice dated 14th day of August, 2014 of the Annual General Meeting of the Company.
3. The votes were unblocked on Tuesday, the 23rd day of September, 2014 around 4.00 PM 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.



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSF (IInd)
 DDM, DHRD, PGDMS, DRPM
 Practising 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

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-Voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>)
5. The result of the e-voting [EVEN : 140822061] is as under:

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

To receive consider and adopt the Directors Report and Audited Accounts for the year ended 31.03.2014

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 12891769 | 12891769 (100%) | NIL | Carried Unanimously |

b) Resolution 2

To appoint a Director in place of Mr. P. C. Mohanty (DIN: 05211242) who retires by rotation and being eligible offers himself for re-appointment

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 12891769 | 12891769 (100%) | NIL | Carried Unanimously |

c) Resolution 3

To appoint M/s. L. N. More & Co., Chartered Accountants (Registration No. : 307042E) as auditors of the Company

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 12891769 | 12891769 (100%) | NIL | Carried Unanimously |



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)
DIP, DHRD, PGHDSM, DIRPM
Practising 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 ::

d) Resolution 4

To appoint Mr. A. K. Mukherjee (DIN: 00047844) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 12891769 | 12891769 (100%) | NIL | Carried Unanimously |

e) Resolution 5

To appoint Mr. S. K. Khetan (DIN: 01297082) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 12891769 | 12891769 (100%) | NIL | Carried Unanimously |

f) Resolution 6

To appoint Mr. B. K. Sarkar (DIN: 00670952) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 12891769 | 12891769 (100%) | NIL | Carried Unanimously |



A. K. LABH

M Com., MBA, FCS, ACMA (ICAI), ACSF (Lond)
 CIM, DHRD, PGDMS, DIRPM
 Practising 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

g) Resolution 7

Ratification of the remuneration payable to the Cost Auditors of the Company

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 12891769 | 12891769 (100%) | NIL | Carried Unanimously |

6. The Company has also issued the ballot forms to enable the shareholders to cast the votes physically instead of electronically. All the physical ballot forms received up to the closure of working hours on 22nd day of September, 2014 were taken into record for the said purpose.

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

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

To receive consider and adopt the Directors Report and Audited Accounts for the year ended 31.03.2014

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 2481 | 2480 (99.99%) | 1 (0.01%) | Carried by Majority |

b) Resolution 2

To appoint a Director in place of Mr. P. C. Mohanty (DIN: 05211242) who retires by rotation and being eligible offers himself for re-appointment

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 2481 | 2420 (97.54%) | 61 (2.46%) | Carried by Majority |



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSJ (Lond)
 DIM, DHRD, PGDMS, DIRPM
 Practising 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 M/s. L. N. More & Co., Chartered Accountants (Registration No. : 307042E) as auditors of the Company

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 2481 | 2480 (99.99%) | 1 (0.01%) | Carried by Majority |

** SPECIAL BUSINESS ::****d) Resolution 4**

To appoint Mr. A. K. Mukherjee (DIN: 00047844) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 2481 | 2420 (97.54%) | 61 (2.46%) | Carried by Majority |

e) Resolution 5

To appoint Mr. S. K. Khetan (DIN: 01297082) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 2481 | 2420 (97.54%) | 61 (2.46%) | Carried by Majority |



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSF (Lond)
DIP, DHRD, PGDSDM, DIRPM
Practising 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

To appoint Mr. B. K. Sarkar (DIN: 00670952) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 2481 | 2420 (97.54%) | 61 (2.46%) | Carried by Majority |

g) Resolution 7

Ratification of the remuneration payable to the Cost Auditors of the Company.

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 2481 | 2420 (97.54%) | 61 (2.46%) | Carried by Majority |

8. Thus, the combined result of the e-voting [EVEN : 140822061] and physical ballot form is as under :

<A> ORDINARY BUSINESS ::

a) Resolution 1

To receive consider and adopt the Directors Report and Audited Accounts for the year ended 31.03.2014

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 12894250 | 12894249 (99.99%) | 1 (0.01%) | Carried by Majority |



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACS (Lands)
 DIM, DHRD, PGD3M, DIRPM
 Practising Company Secretary

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

40, Weston Street, 3rd Floor, Kolkata - 700 013
 ☎ (033) 2221-9381, 4083-0238, 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

b) Resolution 2

To appoint a Director in place of Mr. P. C. Mohanty (DIN: 05211242) who retires by rotation and being eligible offers himself for re-appointment

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 12894250 | 12894189 (99.99%) | 61 (0.01%) | Carried by Majority |

c) Resolution 3

To appoint M/s. L. N. More & Co., Chartered Accountants (Registration No. : 307042E) as auditors of the Company

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 12894250 | 12894249 (99.99%) | 1 (0.01%) | Carried by Majority |

** SPECIAL BUSINESS ::****d) Resolution 4**

To appoint Mr. A. K. Mukherjee (DIN: 00047844) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 12894250 | 12894189 (99.99%) | 61 (0.01%) | Carried by Majority |



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACS (Lond)
 OIM, DHRD, PGDSDM, DIRPM
 Practising 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

e) Resolution 5

To appoint Mr. S. K. Khetan (DIN: 01297082) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 12894250 | 12894189 (99.99%) | 61 (0.01%) | Carried by Majority |

f) Resolution 6

To appoint Mr. B. K. Sarkar (DIN: 00670952) as an Independent Director of the Company

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 12894250 | 12894189 (99.99%) | 61 (0.01%) | Carried by Majority |

g) Resolution 7

Ratification of the remuneration payable to the Cost Auditors of the Company.

Type of Resolution: Ordinary Resolution

| Total No. of votes cast | Total No. of votes cast in favour | Total No. of votes cast against | Result |
|-------------------------|-----------------------------------|---------------------------------|---------------------|
| 12894250 | 12894189 (99.99%) | 61 (0.01%) | Carried by Majority |



A. K. LABH

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



A. K. LABH & Co.

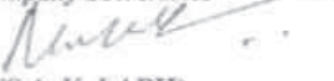
Company Secretaries

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

9. The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking You,

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


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



Place: Kolkata
Dated: 24.09.2013

