

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

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CONSOLIDATED SCRUTINIZER'S REPORT

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

Dear Sir,

- (1) We have been appointed as Scrutinizer by the Company for conducting the postal ballot and e-voting process in a fair and transparent manner in terms of the resolutions of the Board of Directors of the Company dated 11th November, 2017.
- (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 resolutions contained in the Notice of the postal ballot and e-voting dated the 20th November, 2017. 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 Central Depository Services (India) Limited (CDSL) and of voting received through postal ballots as provided by Link Intime India Pvt. Ltd., Kolkata, 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 Postal Ballot Notice and Postal Ballot forms (containing e-voting instructions) through e-mail / other permitted modes as applicable on 30th November, 2017 to its Members, whose name(s) appeared on the Register of Members / list of beneficiaries as on the close of business hours on 24th day of November, 2017.
 - (b) The postal ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes.
 - (c) The ballot boxes were opened after 5:30 p.m. on Tuesday, 2nd day of January, 2018 in our presence.



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- (d) The postal ballot forms were duly opened in our presence and scrutinized.
- (e) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
- (f) All postal ballot forms received on or before 5:30 p.m. on Tuesday, 2nd day of January, 2018, the last date as fixed by the Company for receipt of the forms, were considered for our scrutiny.
- (g) Envelopes containing postal ballot forms received after 5:30 p.m. on Tuesday, 2nd day of January, 2018, *if any*, were not considered for our scrutiny.
- (h) We did not find any defaced ballot paper.
- (i) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by CDSL e-voting system (www.evotingindia.com).
- (j) The e-voting period remained open from 09:00 A.M. IST on Monday, the 4th day of December, 2017 up to 5:30 P.M. IST on Tuesday, the 2nd day of January, 2018.
- (k) The Shareholders holding shares as on the “cut off” date, i.e. 24th day of November, 2017 were entitled to vote on the proposed resolutions as mentioned in the notice of the postal ballot and e-voting dated 20th day of November, 2017.
- (l) The result of the electronic voting was downloaded after 5:30 p.m. on Tuesday, 2nd day of January, 2018 from CDSL website providing the platform for e-voting system (www.evotingindia.com) and were unblocked in the presence of two witnesses, namely, Mr. Vijay Kumar Gupta, residing at 38/5 D, Khudiram Bose Sarani, Kolkata -700037 and Ms. Sunayna Jaiswal, residing at 17, Karbala Tank Lane, Kolkata – 700006 and has been included in our report.
- (m) The consolidated summary of the votes casted [aggregate of Physical and Electronic Voting System (EVSN: 171124002)] is as follows :-



**SPECIAL BUSINESS:****(a) Resolution 1 : Special Resolution*****Amendment in Memorandum of Association of the Company******(i) Voted in favour of the Resolution:***

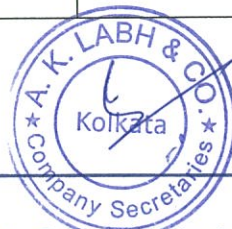
<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
E-voting	19	8156218	
Voting by ballot	18	9620816	
Total	37	17777034	99.9999%

(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>
E-voting	1	22	
Voting by ballot	0	0	
Total	1	22	0.0001%

(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) Resolution 2 : Special Resolution

Amendment in Articles of Association of the Company

(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>
E-voting	19	8156218	
Voting by ballot	18	9620816	
Total	37	17777034	99.9999%

(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>
E-voting	1	22	
Voting by ballot	0	0	
Total	1	22	0.0001%

(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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4. The proposed resolutions have therefore been passed with requisite majority by the Shareholders of the Company.
5. You may accordingly declare the result of e-voting and Postal Ballot.
6. The postal ballot forms, e-voting register and other related papers / registers and records shall remain in our safe custody until the Chairman considers, approves and signs the minutes of postal ballot and e-voting.

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: 05.01.2018

Witness:

1.

(Vijay Kumar Gupta)

38/5 D, Khudiram Bose Sarani

Kolkata -700037

2.

(Sunayna Jaiswal)

17, Karbala Tank Lane

Kolkata – 700006

Received the Report of the Scrutinizer

For **Orissa Sponge Iron & Steel Limited**

(Ankur Gupta)

Company Secretary