

**THE ORISSA MINERALS DEVELOPMENT COMPANY LIMITED**

CIN: L51430WB1918GOI003026  
 Registered Office : AG-104,"Sourav Abasan"2nd Floor, Sector-II,Salt Lake City, Kolkata-700091  
 Tel: 91 33 4016-9200 Fax: 91 33 4016-3267,  
 E-mail-info.birdgroup@nic.in , Website: www.birdgroup.gov.in

Annexure to the Notice dated 17th August, 2017 of the Annual General Meeting to be held on 15st September, 2017.

**ATTENDANCE SLIP**

I/We hereby record my/our presence at the 99th Annual General Meeting of the Company, being held at Purbashree Auditorium of Eastern Zonal Cultural Centre at Bhartiyam Cultural Multiplex, IB-201, Sector-III, Salt Lake, Kolkata-700106 on Friday, September 15, 2017 at 11:00 hours or any adjournment thereof.

Registered Folio No/ DP ID & Client Id	
Name and Address of the Shareholder	
Name of joint holders, if any	
No. of Equity Share(s) held	
Name of the Proxy / Representative, if any	

\_\_\_\_\_  
SIGNATURE OF THE SHAREHOLDER(S)

\_\_\_\_\_  
SIGNATURE OF PROXY/AUTHORISED REPRESENTATIVE

Notes : 1. Members/Proxy holders are requested to bring this slip with them when they come to the Meeting and hand it over at the entrance of the Meeting Hall duly signed.

**THE ELECTRONIC VOTING PARTICULARS**

Shareholders may please note the electronic voting particulars set out below for the purpose of e-voting in terms of section 108 of the Companies Act, 2013 and Clause 35 B of the Listing Agreement.

EVEN (E-Voting Event Number)	USER ID	PASSWORD / PIN

Note:

- Note:
- The Voting starts from 9.00 am on 12th September, 2017 and ends at 5.00 pm on 14th September, 2017.
  - Please read the e-voting instructions printed overleaf before exercising the vote. These e-voting details and instructions form an integral part of the Notice of the 99th AGM.

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**PROXY FORM  
FORM No. MGT-11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.]

Annexure to the Notice dated 17th August, 2017 of the Annual General Meeting to be held on 15st September, 2017.

Name of the Member (s):	
Registered address :	
E-mail Id: Folio No./Client Id: DPID:	

I/We, being the Member(s) of ..... shares of the above named Company, hereby appoint

- Name:  
Address:  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failinghim;
- Name:  
Address:  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failinghim;
- Name:  
Address:  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_

As my/our proxy to attend and vote for me/us on my/our behalf at the 99th Annual General Meeting of the Company, to be held at Purbashree Auditorium of Eastern Zonal Cultural Centre at Bhartiyam Cultural Multiplex, IB-201, Sector-III, Salt Lake, Kolkata-700106 on Friday, September 15, 2017 at 11:00 hours and at any adjournment thereof in respect of resolutions as indicated below:

S. No.	Resolution	For*	Against*
1	Adoption of the audited financial statements of the Company for the financial year ended March 31, 2017, together with the Report of the Board of Directors, Auditors and Comments of the Comptroller and Auditor General of India (CAG) thereon.		
2	Declaration of dividend on Equity Shares for the Financial Year ended March 31, 2017.		
3	Fixation of remuneration of M/s Nandy Halder & Ganguli (firm registration number: CA0136 ) appointed by CAG as the Statutory Auditors of the Company, for the financial year 2017-2018 under provision of Section 142 of the Companies Act, 2013		
4	Appointment of Smt. Pally Kundu (DIN- 07871558) as Director of the Company		
5.	Appointment of Shri V. V. Venu Gopal Rao (DIN- 02950920) as Director of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Affix  
Revenue  
Stamp

\_\_\_\_\_  
Signature of Proxy holder(s)

\_\_\_\_\_  
Signature of Shareholder(s)

Notes:

- This form of Proxy, in order to be effective, should be deposited at the Registered of the Company, not later than 48 Hours before the commencement of the aforesaid meeting.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 99th Annual General Meeting.
- A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
- Proxy/proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolutions/authority as applicable.

\*This is only optional. Please put a '?' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

## **INSTRUCTION FOR VOTING THROUGH ELECTRONIC MEANS**

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 99th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
3. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
4. The remote e-voting period commences on 12.09.2017 (9:00 am) and ends on 14.09.2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 08.09.2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
5. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
    - (i) Open email and open PDF file viz; "The Orissa Minerals Development Company Limited remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "The Orissa Minerals Development Company Limited."
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ..... with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
    - (i) Initial password is provided at the bottom of the Attendance Slip for the AGM .
    - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
6. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
7. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
8. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
9. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 08.09.2017.
10. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e 08.09.2017 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rt@cbmsl.com](mailto:rt@cbmsl.com) .
11. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the Companies in which you are the shareholder.
12. Login to e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through "Forgot Password" option available on the website to reset the same.
13. In case of joint-holders, only one of the joint holders may cast his vote.
14. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e- voting as well as voting at the 99th Annual General Meeting through Ballot Paper.
15. A member may participate in the Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting
16. Mr. Mohan Ram Goenka , Practising Company Secretary (Membership No. ...., C.P. No. ....) and sole proprietor M/s M.R.& Associates, Company Secretaries, has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
17. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "ballot paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
18. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
19. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.birdgroup.co.in](http://www.birdgroup.co.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE Limited, BSE Limited and CSE Limited.