

THE ORISSA MINERALS DEVELOPMENT COMPANY LIMITED

CIN: L51430WB1918GOI003026

Regd. Office: "SOURAV ABASAN", 2nd Floor, AG- 104, Sector- II, Saltlake, Kolkata- 700091

Email id: info.birdgroup@birdgroup.co.in **Website:** www.birdgroup.co.in

NOTICE OF POSTAL BALLOT / E-VOTING

Dear Member(s),

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/ Conducting postal ballot process, vide General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs in view of COVID-19, (including any statutory modification(s) or re-enactment thereof for the time being in force) Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") and other applicable laws, Rules and Regulations, if any, The Orissa Minerals Development Company Limited (the "Company") hereby seeks your approval by way of Special Resolutions through Postal Ballot/e-voting in respect of the following special business(es).

In terms of aforesaid MCA Circulars under current extraordinary circumstances due to COVID-19 pandemic situation, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now propose to obtain the consent of the shareholders by way of Postal Ballot for the matter as considered in the Resolutions appended below. Detailed Explanatory Statement setting out the material facts concerning the resolutions and instructions for e-voting are annexed to the Notice of Postal Ballot/e-voting (the "Notice").

Special Business(es):

Item No. 1

Shifting of Registered Office of the Company from the State of West Bengal to the State of Odisha.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“Resolved that pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the **“Act”**) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of West Bengal to the State of Odisha and that Clause 2 of the Memorandum of Association of the Company be substituted with the following clause:

2. The Registered Office of the Company will be situated in the State of Odisha.

“RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the registered office of the Company be shifted from West Bengal situated under the jurisdiction of the Registrar of Companies, Kolkata to Odisha situated under the jurisdiction of Registrar of Companies, Odisha.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to make necessary application(s)/petition with the Central Government through the office of the Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, for the aforesaid shifting of registered office; to agree to such conditions or modifications that may be imposed, required or suggested by the Central Government, the Regional Director, Ministry of Corporate Affairs and other competent authorities, if any, or that may otherwise be deemed fit or proper by the Board of Directors; to settle all questions or difficulties that may arise with regard to the aforesaid in such manner as it may determine in its absolute discretion, without requiring the Board of Directors to secure any further consent or approval of the members of the Company; and to take such steps and to do all such acts, deeds, matters and things as may be required, necessary, proper or expedient, to give effect to this Resolution.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the aforesaid powers/authorities to any committee of Directors, to Director(s), officers, legal counsel, advisors or consultants of the Company.”

By order of the Board

FOR THE ORISSA MINERALS DEVELOPMENT COMPANY LIMITED,

Arijit Chakravarty
Chief Financial Officer

Registered Office:

"SOURAV ABASAN", 2ND FLOOR, AG-104, SECTOR-II,
SALT LAKE, KOLKATA, West Bengal - 700091 IN

CIN: L51430WB1918GOI003026

Email id: info.birdgroup@birdgroup.co.in

Place: Kolkata

Date: 23rd March, 2020

NOTES:

1. The statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposals is annexed herewith and forms part of the notice.

2. As per Section 110 and other applicable provision of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ('**Rules**') and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot process, vide General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 on account of COVID-19 ('**MCA Circulars**'), this Postal Ballot Notice is being sent in electronic form only to the Members whose email addresses is registered and whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 17/04/2020.

It is however, clarified that all members of the Company as on the Record Date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified in the Notice. The Postal Ballot Notice will be available on the Company's website www.birdgroup.co.in and at the respective websites of Stock Exchanges and also on the website of the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) at www.nsdl.co.in

3. Members whose names appear on the Register of Members/List of Beneficial Owners as on 17/04/2020 will be considered for the purpose of voting.

4. The Board of Directors of the Company has appointed CS Mohan Ram Goenka, Partner, MR & Associates, Company Secretaries, Kolkata, as the Scrutinizer for conducting the postal ballot process in accordance with law in a fair and transparent manner.

5. As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the items of business set out in

the attached Notice are proposed to be passed by postal ballot. The Members can opt for only e-voting. The procedure for e-voting is attached as **Annexure- A**

6. The Company hereby requests all its members to register their e-mail IDs if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through e-mail.

7. In case of shareholders who have not registered their email address, it is likely to state that, on account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered. The Company has sent sms to the shareholders requesting them to register their email address. The shareholders will receive sms for procedure of registering their email address.

8. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on 17/04/2020. A person who is not a Member on the relevant date should treat this Notice for information purpose only.

9. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by NSDL. The e-voting facility is available at the link <https://www.evoting.nsdl.com>. Please refer to the instructions for e-voting given along with this Notice in Note No. 13 for the process and manner in which e-voting can be carried out.

10. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before 24/05/2020 and the same will also be displayed on the website of the Company www.birdgroup.co.in besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents. In the event the national lockdown on account of COVID-19 situation is eased off and the Company's Offices are open for business, the Company will also display the result of the postal ballot on the Corporate Office and the registered office of the Company.

11. The resolutions, where assented to by the requisite majority of the shareholders by means of postal ballot (which shall also include the results of e-voting), will be deemed to have been duly passed on 22/05/2020, i.e. the last date of e-voting.

12. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement will be posted on the website of the Company www.birdgroup.co.in to facilitate online inspection of relevant documents until 22/05/2020 being the date of announcement of the results of this Postal Ballot.

13. For shareholders opting for e-voting, the process and manner of e-voting will be as follows:

A. The e-voting period commences from 9.00 A.M. on 23/04/2020 and ends at 5.00 P.M. on 22/05/2020 during this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e.17/04/2020, may cast their vote electronically. The e-voting module shall be disabled by NSDL/ CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Voting through electronic means

Instructions for e-voting enclosed in Annexure - A

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”)

Item No. 1

Your Company was incorporated in the State of West Bengal on **16th day of August, 1918** under the provisions of the Companies Act, 1956 as a Company Limited by shares in the name and style of **THE ORISSA MINERALS DEVELOPMENT COMPANY LIMITED**. The CIN No. of the Company is L51430WB1918GOI003026 and the company is presently engaged in the business of Mining Activity.

It is proposed to shift the registered office from the state of West Bengal to the state of Odisha so that the business of the company may be carried on more efficiently as Odisha is one of the States having largest mining coalfields in India. The Company’s main business is related to mining which is situated in the state of Odisha so the Board of Directors of the Company strongly feels that the shifting of the registered office to the State of Odisha would make the operations of your Company even better, economical, more cohesive, smoother and efficient due to better infrastructure facilities and good business environment and it will be more beneficial for the company in terms of cost effectiveness as well as for better control of day to day affairs of the Company.

The shifting of Registered Office from the State of West Bengal to the State of Odisha would be in the interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Further, alteration in Clause-II of the Memorandum of Association of the Company will also be required as to mention that registered office be situated in the State of Odisha.

Copy of the existing Memorandum of Association, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, in the manner stated above in the notes to the notice.

The Special Resolution as set out in the Notice is intended for the purpose.

The Board of Directors commends that the resolution be passed in the interest of the Company and its business. After passing the Special Resolution, the Company will submit necessary application to the Regional Director, Eastern Region, Kolkata.

None of the Directors, Managers, Key Managerial Personnel of the Company and their respective relatives is concerned or interested in the aforesaid resolution, except to the extent of their shareholding, if any.

By order of the Board

FOR THE ORISSA MINERALS DEVELOPMENT COMPANY LIMITED,

Arijit Chakravarty

Chief Financial Officer

Registered Office:

"SOURAV ABASAN", 2ND FLOOR, AG-104, SECTOR-II,
SALT LAKE, KOLKATA, West Bengal -700091 IN

CIN: L51430WB1918GOI003026

Email id: info.birdgroup@birdgroup.co.in

Place: Kolkata

Date: 23rd March, 2020

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is |

| | |
|---|--|
| | 12***** |
| c) For Members holding shares in Physical Form. | <p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p> |

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to goenkamohan@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in