

August 1, 2023

Bombay Stock Exchange Limited
New Trading Ring,
Rotunda Building, P J Towers, Dalal
Street, Fort Mumbai-400001
Security Code: 535754

National Stock Exchange of India Limited
“Exchange Plaza”, Plot No. C-1, Block G
Bandra – Kurla Complex, Bandra (East),
Mumbai – 400 051
Symbol: ORIENTCEM

Sub: - Gist of the proceedings of the 12th Annual General Meeting-Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

We hereby wish to inform you that the 12th Annual General Meeting (“AGM”) of the Company was held on Tuesday, August 1, 2023, at 3:30 p.m. through Video Conferencing (VC) which concluded at 4:27 p.m. on the same day and the businesses mentioned in notice dated April 28, 2023, were transacted.

In this regard, we enclose herewith the gist of the proceedings of the 12th AGM of the Company.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For **Orient Cement Limited**

Nidhi Bisaria
(Company Secretary)

Encls: As stated

GIST OF PROCEEDINGS OF THE 12th ANNUAL GENERAL MEETING OF THE COMPANY HELD ON TUESDAY, AUGUST 1, 2023, AT 3:30 P.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS

Mrs. Nidhi Bisaria, Company Secretary of the Company, welcomed the members to the 12th Annual General Meeting (“**AGM**” or the “**Meeting**”), of the Company and informed the members that the AGM is being held through Video Conferencing /other audio-visual means in accordance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India and in compliance of the applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She informed the members, that Register of Directors & Key Managerial Personnel, the Register of Contracts or Arrangements in which Directors are interested along with other documents as required were made available for inspection electronically on the e-voting portal of NSDL and the website of the Company. She also provided instructions to the members for participation in the AGM and guidelines for speaker shareholders.

Mr. Chandrakant Birla, Chairman of the Board, chaired the AGM and welcomed the members to the 12th AGM of the Company. Mr. Deepak Khetrapal, the Managing Director & CEO of the Company, Mrs. Amita Birla, a Non-Executive Director and Mr. Prakash Chand Jain, Chief Financial Officer of the Company were present with him in the meeting. He then requested the other members of the Board present in the meeting to introduce themselves.

Mr. I. Y. R. Krishna Rao, Independent Director and Chairman of Audit Committee and Risk Management Committee; Mr. Rabindranath Jhunjunwala, Independent Director and Chairman of Nomination and Remuneration cum Compensation Committee; Mrs. Varsha Vasant Purandare, Independent Director and Chairperson of Stakeholders’ Relationship Committee; Mr. Swapan Dasgupta, Independent Director; Mr. Rajeev Jhawar, Independent Director; and Mr. Janat Shah, Independent Director and Chairman of Corporate Social Responsibility Committee, introduced themselves and confirmed their presence in the Meeting. The Chairman also acknowledged the attendance of Statutory Auditors, Secretarial Auditors and Scrutinizer.

The Chairman confirmed that the requisite quorum is present and called the meeting to order. He then requested the Company Secretary to brief the Shareholders regarding the e-voting process.

The Company Secretary informed the members that in terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility, to the members, to cast their

vote electronically (remote e-voting) through e-voting platform of National Securities Depository Limited ("NSDL") in respect of all the businesses mentioned in the Notice dated April 28, 2023. The e-voting commenced at 9:00 a.m. IST on July 29, 2023 and ended at 5:00 p.m. IST on July 31, 2023. The members attending the Meeting, who had not cast their vote by remote e-voting, were provided the facility to exercise their right of voting at the Annual General Meeting through electronic means. Cut-off date for determining the name of the members eligible for voting (remote e-voting and e-voting at the AGM) and for attending the AGM was July 25, 2023.

Thereafter, the Chairman addressed the members with his speech.

With the permission of the members present, the Notice of 12th AGM, as already circulated, was taken as read. There were no qualification, observation or adverse remark in the Statutory Auditor's Report on the financials of the Company for the financial year 2022-23 and the Secretarial Auditor's Report, the same were also taken as read.

The following items of business, as per the Notice of AGM dated April 28, 2023, were transacted at the Meeting. The Chairman read out the resolutions nos. 1 and 2 and requested Mr. I.Y.R. Krishna Rao, Independent Director, to chair the meeting for resolution no. 3, since Mr. Birla was interested in that agenda item and resumed as Chairman for resolution nos. 4, 5, 6 and 7.

Ordinary Business:

1. Ordinary Resolution for adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with reports of the Board of Directors and Auditors' thereon.
2. Ordinary Resolution for declaration of final dividend of Re. 1/- (100%) per equity share of face value of Re. 1/- each for the financial year ended March 31, 2023, and confirmation of the interim dividend of Rs. 0.50/- (50%) per equity share, paid during the financial year 2022-23.
3. Ordinary Resolution for appointment of a Director in place of Mr. Chandrakant Birla (DIN 00118473), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. Ordinary Resolution for ratification of the remuneration payable to Mr. Somnath Mukherjee, Cost Auditor of the Company for the financial year 2023-2024.
5. Ordinary Resolution for approval of the terms of remuneration of Mr. Desh Deepak Khetrupal, Managing Director & Chief Executive Officer (DIN 02362633) for the financial year 2023-24.

Orient Cement Limited

Corporate Office: Birla Tower, 3rd fl, 25 Barakhamba Road, New Delhi 110001, India. 011 42092100

Registered Office: Unit VIII, Plot No.7, Bhoinagar, Bhubaneswar, Odisha 751012, India. www.orientcement.com

6. Special Resolution for approval of the amendment in the Orient Cement Employees Stock Option Scheme 2015.
7. Special Resolution for approval of the Orient Cement Employee Stock Option Scheme 2023.

Thereafter, the Chairman requested the shareholders to vote during the AGM who have not already cast their vote.

The Chairman requested the members who have registered themselves as Speaker Shareholders, to give their valuable opinions and suggestions. The Chairman responded to the queries of the Speaker Shareholders.

The Chairman again requested the members who have not cast their vote, to do so. He informed that Mr. A.K. Labh of M/s A.K. Labh & Co., Company Secretaries, has been appointed as the scrutinizer for the purpose of scrutinizing both, the remote e-voting and electronic voting at the AGM, in a fair and transparent manner. The results will be declared based on scrutinizer's report after considering the e-voting done by the members participating in this AGM and also the remote e-voting already done by the members. The results would be published on the Company's website and also uploaded on the websites of the Stock Exchanges, NSE and BSE.

The Chairman authorized Mr. Desh Deepak Khetrpal, Managing Director & CEO and Mrs. Nidhi Bisaria, the Company Secretary of the Company, severally, to receive the Scrutinizer's report on voting and declare the result of the voting to the Stock Exchanges within two working days from the end of this meeting. The Chairman announced that the resolutions, as set forth in the Notice of AGM, shall be deemed to be passed on August 1, 2023, subject to receipt of requisite number of votes.

The Chairman thanked the members, the Directors and Auditors present at the meeting for their participation. The Meeting concluded with a vote of thanks to the Chair.

The AGM concluded at 04:27 p.m. after being open for 15 minutes for e-voting by the members.

For Orient Cement Limited

(Nidhi Bisaria)
Company Secretary

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