

Orient Cement Limited

CIN:L26940OR2011PLC013933

Registered Office: Unit VIII, Plot No. 7, Bhoinagar, Bhubaneswar, Odisha-751 012

Tel: 0674-2396930 | Fax No. 0674-2396364

Corporate Office: Birla Tower, 3rd Floor, 25, Barakhamba Road, New Delhi-110 001

Tel: 011-42092100, 011-42092190

investors@orientcement.com | www.orientcement.com

NOTICE

NOTICE is hereby given that the 12th Annual General Meeting of the Members of Orient Cement Limited will be held on **Tuesday, the 1st day of August, 2023** at 3:30 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

Ordinary Business

- To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2023, including the audited Balance Sheet as at March 31, 2023, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.
- To declare a final dividend of ₹1/- (100%) per equity share for the financial year ended March 31, 2023 and to confirm the interim dividend of ₹0.50 (50%) per equity share paid during the financial year 2022-23.
- To appoint a Director in place of Mr. Chandrakant Birla (DIN 00118473), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

Special Business

Item No. 4- To ratify the remuneration payable to Mr. Somnath Mukherjee, Cost Auditor of the Company for the financial year 2023-24 and in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Members of the Company hereby ratify the payment of remuneration, as approved by the Board of Directors, to Mr. Somnath Mukherjee, Cost Accountant in Practice (M.NO.-F5343), the Cost Auditor of the Company, amounting to ₹1,00,000/- (Rupees one lakh only) plus applicable taxes and out of pocket expenses to

conduct the audit of the cost records of the cement activity for the financial year 2023-24.”

Item No. 5- To consider and approve the terms of remuneration of Mr. Desh Deepak Khetrpal, Managing Director & Chief Executive Officer (DIN 02362633) for the financial year 2023-24 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and the provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time and subject to such approvals as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such approval(s) and as agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorized by the Board in this behalf), the consent of the Members be and is hereby accorded for payment of remuneration to Mr. Desh Deepak Khetrpal (DIN 02362633) as the Managing Director and Chief Executive Officer (“MD & CEO”) of the Company for the financial year 2023-24 as per the following terms and conditions, with the authority to the Board, on the recommendation of Nomination and Remuneration cum Compensation Committee, to alter and vary the terms and conditions related to remuneration payable to him in such manner as may be agreed between the Board and Mr. Desh Deepak Khetrpal:

Particulars	Per Month (Rupees)	Per Annum (Rupees)
Basic Salary/ Basic Pay	44,00,000	5,28,00,000
Allowances and perquisites		
Special Allowance/ Pay	6,97,410	83,68,920
Medical Allowance/ Reimbursements	10,000	1,20,000
Leave Travel Allowance	1,00,000	12,00,000
Gross Salary	52,07,410	6,24,88,920

In addition to the above, Mr. Khetrpal will be entitled to:

- (i) Suitable Company leased accommodation/house rent allowance of ₹3,40,000/- (Rupees three lakh forty thousand) per month.
- (ii) Company car fully maintained and chauffeur driven.
- (iii) Annual performance linked variable pay of ₹2,66,76,000/- (Rupees two crore sixty six lakh and seventy six thousand only), payable up to 120% of the said amount subject to the performance of the Company and achievement of agreed targets as may be decided by the Board.
- (iv) Perquisite value, if any, arising on account of exercise of Employee Stock Options granted earlier under the Employee Stock Option Plan 2015 of the Company.
- (v) Contribution to Provident Fund, Gratuity Fund and National Pension Scheme as per the Rules of the Company.
- (vi) Encashment of un-availed leave at the end of the tenure or at specified intervals as per the Rules of the Company.
- (vii) Appointment will be terminable by either party by giving three months' notice or salary in lieu thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits during the financial year, the aggregate salary, perquisites, bonus, benefits, allowances and other payments paid to Mr. Desh Deepak Khetrpal shall be paid as minimum remuneration subject to compliance with the provisions of Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act and the rules, circulars, orders and notifications issued there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 for the time being in force.

RESOLVED FURTHER THAT the Directors of the Company and the Company Secretary be and are hereby severally authorized to take all such steps as may be necessary for obtaining necessary approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be necessary, proper, expedient or incidental for giving effect to this resolution."

Item No. 6- To consider and approve the amendment in the Orient Cement Employees Stock Option Scheme 2015 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Clause 16.1 of the Orient Cement Employees Stock Option Scheme 2015 ("Scheme"), the consent of the members be and is hereby accorded to modify the definition of the term 'Exercise Period' at Clause 3.1.17 of the Scheme as the time period after Vesting within which the Participant can Exercise his right to apply for Shares to be issued to him against the Options vested in him in pursuance of this Scheme and shall be as set out in the Award Agreement. The maximum Exercise Period shall not exceed 4 years from the date of Vesting.

RESOLVED FURTHER THAT the term 'Exercise Period' used in any other clause of the Scheme or any another reference to the maximum period within which the options are required to be exercised shall be read and understood as per the revised definition."

Item No. 7- To consider and approve the Orient Cement Employee Stock Option Scheme 2023 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "SEBI SBEB & SE Regulations"), Foreign Exchange Management Act, 1999 and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, and upon recommendation of the Nomination & Remuneration cum Compensation Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded for the approval of the Orient Cement Employee Stock Option Scheme – 2023' (hereinafter referred to as the "Scheme") the salient features of which are furnished in the Explanatory Statement to this Notice and to the Board of Directors of the Company hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration cum Compensation Committee ("Committee") which the Board has constituted/ delegated in order to exercise its powers, including the powers, conferred by this resolution to create, grant, offer, issue and allot employee stock options ("Options") under the Scheme from time to time, in one or more tranches not exceeding 36,00,000 (thirty six lakh) Options, exercisable into 36,00,000 equity shares of the Company having face value of INR 1/- per equity share ("Equity Shares") to the Employees (as defined in the Scheme and the SEBI SBEB & SE Regulations), specifically, (i) an employee as designated by the Company, who is exclusively working in India or outside India; or (ii) a director of the Company, whether a whole time director or not, including a non - executive director who is not a promoter or member of the promoter group, but excluding an independent director; or (iii) an employee as defined in sub – clauses (i) or (ii), of a group company including a subsidiary or its associate company, in India or outside India, or of a holding company of the Company, but does not include (a) an employee who is a promoter or a person belonging to the promoter group; or (b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the Company as selected in accordance with the Scheme ("Eligible Employees"), at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board/Committee in accordance with the Scheme and applicable law.

RESOLVED FURTHER THAT the maximum number of Equity Shares granted/offered to Eligible Employees under the Scheme may exceed 1% of the paid-up equity share capital of the Company on the date of this resolution but shall not exceed 36,00,000 Equity Shares of the Company having face value of INR 1/- per equity share (as adjusted for any corporate action and/or change in the capital structure) at such price or prices as may be determined by the Board in its sole and absolute discretion.

RESOLVED FURTHER THAT the Committee shall act as the Compensation Committee in terms of Regulation 5 of the SBEB & SE Regulations and shall be authorised to implement, administer, alter and supervise the Scheme, in the manner as it may deem fit, which authority shall include but not limited to, determine the criteria of the Employee (as defined in the Scheme and the SBEB & SE Regulations) who will be eligible to grant of Options under the Scheme, the quantum of Options to be granted to Eligible Employee, the number of Options to be granted in each tranche, the terms or combination of terms subject to which the said Options are to be granted, the exercise period, the vesting period, the vesting conditions, instances where such Options shall lapse and to grant such number of Options, to such Eligible Employees, at par or at such other price, at such time and on such terms and conditions as set out in the Scheme, the acceleration of the vesting of the Options, and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in terms and conditions of the Scheme including but not limited to amendments with respect to vesting period, exercise price, eligibility criteria, vesting schedule, vesting conditions, etc., as the Committee may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Committee shall do all such acts, deeds and things as may be required, and to execute all such deeds, documents, writings, including but not limited to the letter of grant, award letter and to give such directions and/or instructions as may be necessary for proper administration and implementation of the Scheme and to determine, in its absolute discretion, all the questions of interpretation, disputes, discrepancy or disagreement which shall arise under, or as a result of, or pursuant to, or in connection with the Scheme.

RESOLVED FURTHER THAT the Board and the Committee is hereby authorised to issue and allot Equity Shares to the Eligible Employees from time to time in accordance with the Scheme and other applicable laws in force and such Equity Shares shall rank pari passu in all respects including dividend with the existing Equity Shares.

RESOLVED FURTHER THAT the Scheme shall be implemented through direct route, for extending the benefits to the eligible employees by way of fresh allotment of equity shares and will follow cash mechanism.

RESOLVED FURTHER THAT the Board/Committee is empowered to make fair and reasonable adjustment, in its sole and absolute discretion in accordance with applicable law to the terms of grant and/or offer made under the Scheme in case of any corporate action(s) such as rights issue, bonus issue, change in capital structure,

merger and sale of division/undertaking or other re-organisation, change in capital and others, or sub-division or consolidation of Equity Shares.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the Scheme as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, offer, issue, allotment or listing of Equity Shares, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to sign any documents, deeds, settle any issues, questions, difficulties or doubts that may arise in this regard, including to sign stock option agreements/ issue grant letter/s and do all such acts, deeds and things for and on behalf of the Company as may be necessary for granting Options to the eligible employees as may be determined by the Board from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any powers conferred herein, to the Committee, with power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc., as may be necessary in this regard.

RESOLVED FURTHER THAT the Directors of the Company and the Company Secretary of the Company be and are hereby severally authorised to take requisite steps for listing of the Equity Shares allotted under the Scheme on the stock exchanges where the Equity Shares are listed and in due compliance with SEBI SBEB & SE Regulations and other applicable laws.

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme (including but not limited to terms of grant under the Scheme) subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification,

change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI SBEB & SE Regulations and any other applicable laws in force.

RESOLVED FURTHER THAT the Company should confirm to the accounting policies prescribed from time to time under the SEBI SBEB & SE Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme.

RESOLVED FURTHER THAT any of the Directors, Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable

for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

By order of the Board of Directors

Nidhi Bisaria

Company Secretary
(M.No.FCS-5634)

Place: New Delhi

Date: 28-4-2023

NOTES:

1. The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), in respect to the special businesses to be transacted at the AGM is annexed hereto. Additional information as per Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard -2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this AGM are furnished in the Notice of AGM.
2. The Ministry of Corporate Affairs ("MCA") vide its General Circular dated December 28, 2022 read with its earlier circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars"), permitted the companies to hold their Annual General Meeting ("AGM") through video conferencing ("VC") or other audio visual means ("OAVM") up to September 30, 2023 without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Unit VIII, Plot No. 7, Bhoinagar, Bhubaneswar – 751012, Odisha, which shall be deemed venue of the AGM.
3. Since the AGM will be held through VC/ OAVM, pursuant to the MCA Circulars, physical attendance of the members is not required at the AGM, and attendance of the members through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act. Route map of the venue of the Meeting is accordingly not annexed hereto.

4. Pursuant to the provisions of section 105 of the Act and Regulation 44(4) of the Listing Regulations, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the applicable MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of Proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. For enabling the Members to participate at the 12th AGM, **the Company has entered into an agreement with National Securities Depository Limited ("NSDL") to provide VC/OAVM facility and e-voting facility for the Annual General Meeting.** The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first-come-first-served basis as per the MCA Circulars.
6. Corporate/Institutional members (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting during the e-voting period and / or during the AGM. Corporate/ Institutional members 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 / attend AGM, to the Scrutinizer by e-mail at aklabhcs@gmail.com with a copy marked to National Securities Depositories Limited ('NSDL') (agency for providing the Remote e-Voting facility) at evoting@nsdl.co.in and the Company at investors@orientcement.com. They can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login at e-voting portal.

7. **Dispatch of Annual Report through Electronic Mode:**

In compliance with the MCA Circulars and the Securities and Exchange Board of India ("SEBI") circular dated January 5, 2023 read with circular dated May 12, 2020, January 15, 2021 and May 13, 2022 (hereinafter referred to as "SEBI Circulars"), Notice of the 12th AGM along with the Annual Report for the financial year 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant/ Registrar and Share Transfer Agent of the Company. The Company shall send physical copy of the Annual Report for the financial year 2022-23 to those members who request for the same at investors@orientcement.com mentioning their Folio No./DP ID and Client ID. Members may note that this Notice along with the Annual Report for the financial year 2022-23 will also be available on the website of the Company at www.orientcement.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of NSDL at www.evoting.nsdl.com.

8. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, July 26, 2023 to Tuesday, August 1, 2023**, both days inclusive, for annual closing and for determining the entitlement of the Members to the final dividend for financial year 2022-23, if approved at the AGM.

9. **Payment of Dividend:** The dividend on Equity Shares, if declared at the AGM, will be paid, subject to deduction of tax at source, on or before August 30, 2023 to the Members whose names appear on the Company's Register of Members as on the close of business hours on Tuesday, July 25, 2023 and whose bank mandate are registered in the records of the Depository Participants/RTA. For Members whose bank mandates are not updated with the Depository Participants /RTA as on the book closure date, demand drafts or warrants or cheques shall be sent through post.

10. **Tax Deduction at Source on Dividend:** Pursuant to Income-Tax Act, 1961, as amended, the dividend income is now taxable in the hands of members and therefore, the Company shall be required to deduct tax at source ('TDS') at the prescribed rates from dividend paid to members. For the prescribed rates for various categories, members are requested to refer to the Finance Act, 2020 and amendments thereof.

For Resident members, TDS shall be deducted under Section 194 of the Income-Tax Act, 1961 @ 10% on the amount of Dividend declared and paid by the Company during the financial year 2022-23, provided PAN is provided by the member. If PAN is not submitted to the Company / RTA (in case shares are held

in physical mode) / updated in their demat account (in case shares are held in demat mode), TDS would be deducted @ 20% as per Section 206AA of the Income-Tax Act, 1961.

However, no TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during the financial year 2023-24 does not exceed ₹5,000.

A resident individual member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Further, in terms of Section 206AB of the Income Tax Act, 1961, effective from July 1, 2021, TDS deducted shall be higher of the following i.) Twice the rate specified in the relevant provision of the Income-tax Act; or ii) Twice the rate or rates in force; or iii) the rate of 5%, in case the person has not furnished the return of income for the assessment year relevant to the previous year immediately preceding the financial year in which tax is required to be deducted/collected, for which the time limit for furnishing the return of income under sub-section (1) of section 139 has expired and aggregate of tax deducted at source and tax collected at source in his case is rupees fifty thousand or more in the said previous year. It shall not be limited to TDS only on dividend income received by the member but will include all TDS transactions of the member during the relevant financial year.

Non-resident members can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

Members may submit the aforementioned documents by sending an email to einward.ris@kfintech.com or by uploading the self-attested documents at <https://ris.kfintech.com/form15/> on or before Tuesday, July 25, 2023 in order to enable the Company to determine and deduct appropriate tax. No communication on the tax determination / deduction shall be entertained post Tuesday, July 25, 2023. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details / documents from the members, there would still be an option available with the members to file the return of income and claim an appropriate refund, if eligible.

Members may download the TDS certificate from the Income Tax Department's website <https://www.incometax.gov.in/> (refer to Form 26AS). If any member need assistance in obtaining the TDS certificate, he / she may write to the Company at investors@orientcement.com or to RTA at einward.ris@kfintech.com.

11. Members are requested to address all correspondences, including for dividends, to the RTA of the Company, at:

Name	KFin Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500 032.
Email ID	einward.ris@kfintech.com
Toll Free	1800 309 4001
WhatsApp Number	(91) 910 009 4099
KPRISM	https://kprism.kfintech.com
KFin Corporate Website Link	https://www.kfintech.com
Corporate Registry (RIS) Website Link	https://ris.kfintech.com
Investor Support Centre Link	https://ris.kfintech.com/clientservices/isc

As an ongoing endeavour to enhance Investor experience and leverage new technology, our Registrar and Share Transfer Agent, KFin Technologies Limited has been continuously developing new applications. Here is a list of applications that has been developed for our investors.

Investor Support Centre: A webpage accessible via any browser enabled system. Investors can use a host of services like post a query, raise a service request, track the status of their DEMAT and REMAT request, dividend status, interest and redemption status, upload exemption forms (TDS), download all ISR and other related forms.

URL: <https://ris.kfintech.com/clientservices/isc>

eSign Facility: Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests and can be accessed via the link below.

URL: <https://ris.kfintech.com/clientservices/isc>

KYC Status: Shareholders can access the KYC status of their folio. The webpage has been created to ensure that shareholders have the requisite information regarding their folios.

URL: <https://ris.kfintech.com/clientservices/isc/kycqry.aspx>

KPRISM: A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services.

URL: <https://kprism.kfintech.com/signin.aspx>

WhatsApp: Modern technology has made it easier to communicate with shareholder across multiple levels. WhatsApp has a wider reach today with majority having a know-how of the application. In order to facilitate the shareholders, KFin has a dedicated WhatsApp number that can be used for a bouquet of services. WhatsApp Number: (91) 910 009 4099

12. Procedure for updating / registering the email address and mobile numbers for receiving Annual Report and other communications from the Company electronically and updation of bank account mandate for receipt of dividend:**Members holding shares in Physical Form:**

Members who have not registered their e-mail address and as a consequence are not receiving communications from the Company electronically (viz. the Annual Report, Notice of AGM, e-voting details, etc.) may get their email address and mobile number registered by providing the same to the Company's RTA, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for receiving such communications electronically. Members are requested to follow the process as provided in the link for updating their email address and mobile number for receiving the soft copy of the notice(s), Annual Reports and other communications over email in future. In case of any query on registering the email addresses and mobile number, the member may write to RTA at einward.ris@kfintech.com.

Alternatively, Members may send a request to the Company/ RTA, along with the following details / documents for registering / validating / updating their information in database viz. Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and AADHAR (self-attested scanned copy of Aadhar Card) at investors@orientcement.com or to RTA at einward.ris@kfintech.com.

Following additional details need to be provided in case of registration / updation in Bank Account details viz. Name and Branch of the Bank in which you wish to receive the dividend, Type of Bank Account, Bank Account Number allotted by their banks after implementation of Core Banking Solutions, 9 digit MICR Code Number, 11 digit IFSC Code and Scanned copy of the cancelled cheque bearing the name of the first shareholder.

The Members may also send the above documents at the following address:

M/s. KFin Technologies Limited

Unit: Orient Cement Limited

Selenium Building, Tower-B,

Plot No 31 & 32, Financial District,

Nanakramguda, Serilingampally,

Hyderabad, Rangareddy, Telangana - 500 032.

Members holding shares in Dematerialized Form:

Members holding shares in electronic form are requested to intimate any change in their email address and / or mobile number and/ or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of above-mentioned particulars.

13. **IEPF related information:** Dividends, if not encashed for a consecutive period of 7 years, from the date of transfer to Unpaid/Unclaimed Dividend Account of the Company, are liable to be transferred to Investor Education and Protection Fund ('IEPF'). Further, the shares of a member who does not encash his/ her dividend for a continuous period of 7 years, are also liable to be transferred to the demat account of IEPF Authority.

Members who have not encashed their dividend paid by the Company so far up to and during the financial year ended March 31, 2023, may immediately approach the Company / RTA for claiming dividend amount. Information in respect of the unclaimed dividend up to March 31, 2023, will be uploaded on the website of Investor Education and Protection Fund ("IEPF") Authority of the Government, i.e., www.iepf.gov.in and on the website of the Company, www.orientcement.com after the AGM.

Please note that the unpaid/unclaimed final dividend for the financial year 2015-16 shall become due to transfer to IEPF on **August 28, 2023** upon completion of seven years in terms of section 124(6) of the Act. The corresponding shares shall be transferred to relevant Demat Account of the IEPF Authority as per Rule 6 of the IEPF Rules, 2016, as amended. You are thus requested to claim the unclaimed dividend by sending a written application to KFin Tech or to the Company's Registered / Corporate Office address along with (a) copy of PAN Card; (b) a cancelled cheque of your registered bank account; and (c) the original un-encashed Dividend warrant or a duly filled in indemnity letter in the format available on the website of the Company www.orientcement.com. The said application should reach the Company on or before **August 18, 2023** so as to enable us to submit your request to the bankers for transfer by NEFT or issuance of Demand Draft. In case no claim is received with respect to the above dividend, the shares (whether held in physical or electronic form) will be transferred by the Company to the Demat Account of the IEPF Authority.

14. **KYC updation for physical members:** SEBI vide its circular number SEBI/HO/MIRSD/MIRSD-POD-1/P/CIR/2023/37 dated March 16, 2023 mandated for furnishing of details of PAN, email address, mobile number, bank account details and nomination by holders of physical securities. Folios wherein any one of the cited document / details are not available **on or after October 01, 2023**, shall be frozen by the Registrar and Share Transfer Agent of the Company (RTA) and you will be eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as mentioned herein (i) above and shall also be eligible for receipt of dividend, interest or redemption payment in respect of such frozen folios, only through electronic mode with effect from April 1, 2024 upon receipt of such communication by the Company and furnishing of the complete documents / details as mentioned herein (i) above in this regard. If such folios continue to remain frozen as on December 31, 2025, such frozen folios, thereafter, are required to be reported to administrative authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002. Therefore, members of the Company, holding shares in physical mode are requested to immediately update their aforesaid KYC details with the RTA of the Company to avoid any hardship / consequences as above. For facilitating to update their aforesaid KYC details, the Company has uploaded required forms – ISR1, ISR2, ISR3, ISR4, SH13 and SH14, as applicable, on its website viz. www.orientcement.com.

Members can download the Forms, as applicable / required, fill in the details and send to the RTA of the Company for updating the details.

15. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact RTA to seek guidance for the demat procedure. Members may also visit website of depositories viz. National Securities Depository Limited viz. <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited viz. <https://www.cdslindia.com/investors/open-demat.html> for further understanding of the demat procedure.
16. **Procedure for Inspection of Documents:** The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts, Certificate from the Secretarial Auditors on the implementation of ESOP Scheme and other relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during

the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to investors@orientcement.com.

17. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Tuesday, July 25, 2023 by sending e-mail to investors@orientcement.com. The same will be replied by the Company suitably. Please note that the shareholders' questions will be answered only if the shareholder continues to hold the shares as on the cut-off date, i.e., Tuesday, July 25, 2023.

18. VOTING THROUGH ELECTRONIC MEANS AND ATTENDING THE AGM THROUGH VC/OAVM:

i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI Listing Regulations read with circular of SEBI no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 regarding e-Voting facility provided by Listed Entities, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means ("e-Voting").

ii. **Remote e-Voting:** Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-Voting"). The facility of casting the votes by remote e-Voting will be provided by NSDL.

iii. The remote e-Voting period commences on **Saturday, July 29, 2023**, at 9.00 a.m. IST and ends on **Monday, July 31, 2023** at 5.00 p.m. IST. During this period, Members of the Company holding shares either in physical or dematerialized form, as on the cut-off date of **Tuesday, July 25, 2023** ("Cut-off Date") may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter.

iv. **Voting at the AGM:** Members who have not voted through remote e-Voting may avail the e-Voting facility provided in the AGM by NSDL. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote through remote e-Voting are eligible to vote through e-Voting at the AGM. However, Members who have voted through remote e-Voting will be eligible to attend the AGM. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned for remote e-Voting.

v. A Member can opt for only one mode of voting, i.e., either through remote e-Voting or through e-Voting during the Meeting. If a Member cast's votes by both the modes, then voting done through remote e-Voting shall prevail.

vi. The Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, that is, **Tuesday, July 25, 2023**.

vii. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote at the 12th AGM.

viii. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

ix. Members who have acquired shares of the Company after the dispatch of this Notice and holding shares as on the cut-off date / member who has forgotten the User ID and Password, may approach NSDL at evoting@nsdl.co.in, for issuance of User ID and Password for exercising their right to vote by electronic means as explained in e-Voting instructions. However, if he/she is already registered with NSDL for remote e-voting then he/ she can use his/her existing User ID and Password for casting the vote. Individual members holding securities in dematerialized mode may follow steps mentioned below under "Login method for remote e-voting and joining virtual meeting for individual members holding securities in dematerialized mode."

x. **The instructions for remote e-Voting and joining the AGM are as under: -**

A. VOTING THROUGH ELECTRONIC MEANS:

Process to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-voting system

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





Details on Step 1 are mentioned below:

1) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/ Depositories Participants ('DPs') to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating

seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for individual members holding securities in dematerialized mode is given below:

Type of members	Login Method
Individual members holding securities in dematerialized mode with NSDL	<p>A. NSDL IDeAS facility</p> <p>If you are already registered with IDeAS, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser and type the following URL: https://eservices.nsdl.com/ either on a computer or on a mobile. 2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 3. A new screen will open. You will need to enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services. 4. Click on "Access to e-voting" appearing on the left-hand side under e-voting services and you will be able to see e-voting page. 5. Click on options available against Company name or e-voting service provider-NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting. <p>If you are not registered with IDeAS, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com. 2. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Please follow steps given in points 1-5 above. <p>B. E-voting website of NSDL:</p> <ol style="list-style-type: none"> 1. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a computer or on a mobile phone. 2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 3. A new screen will open. You will need to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting. <p>C. Shareholders/Members can also download NSDL mobile app "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>

Type of members	Login Method
Members holding securities in dematerialized mode with CDSL	<ol style="list-style-type: none"> Users who are registered at CDSL Easi/Easiest, can login through their existing User ID and Password. The option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from the e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual members (holding securities in dematerialized mode) login through their DPs	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see the e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on options available against Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

II) Login method for e-voting and joining virtual meeting for members holding securities in physical mode.

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

- Visit the e-voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a computer or on a mobile.
- Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

- iii. A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.
- iv. Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- v. 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.	EVEN Number followed by Folio Number registered with the Company For example: If EVEN is 123456 and folio number is 001*** then User ID is 123456001***

- vi. Password details for members, other than Individual members, 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 by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your Password.
 - c. How to retrieve your 'initial password'?
 - i. If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the e-mail 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. In case you have not registered your e-mail address with the Company/ Depository, please follow instructions mentioned in this Notice.
- vii. 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. Click on "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, PAN, name and registered address.
 - d. Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
- viii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- ix. Now, you will have to click on "Login" button.
- x. After you click on the "Login" button, home page of e-voting will open.

Details on Step 2 are given below:**How to cast your vote electronically and join AGM on NSDL e-voting system?**

- i. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and general meeting is in active status.
- ii. Select "EVEN" of Company, which is 124166 for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- iii. Now you are ready for e-voting as the voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- v. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for members

- i. 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 <https://www.evoting.nsdl.com> to reset the Password.
- ii. In case of any queries related to e-voting, you may refer the Help/Frequently Asked Questions ("Help/FAQs") and e-voting user manual available at the download section of <https://www.evoting.nsdl.com>. For any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Senior Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala

Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: evoting@nsdl.co.in, toll free no: 022 - 4886 7000 / 022 - 2499 7000.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL-IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL-IDS FOR E-VOTING:

- i. In case shares are held in physical mode please provide Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@orientcement.com.
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@orientcement.com. If you are an Individual member holding securities in demat mode, you are requested to refer to the login method explained above at **Step 1**, i.e., **Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode**.
- iii. Alternatively, member may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

B. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- i. Members will be able to attend the AGM through VC/OAVM through the NSDL e-voting system. After successful login, you can see VC/ OAVM link placed under Join meeting menu against the Company name. This link will be enabled 30 minutes before the schedule time of AGM. **You are requested to click on VC/OAVM link placed under "Join Meeting" menu.** Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, members can also use the OTP based login for logging into the e-voting system of NSDL.
- ii. Members are encouraged to join the AGM through Laptops / computers for better experience and use internet with a good speed to avoid any disturbance during the AGM.
- iii. Please note that members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- iv. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM.
 - v. Members who need assistance before or during the meeting, can contact NSDL on evoting@nsdl.co.in or call at **022-4886 7000 and 022-2499 7000**. Contact Person at NSDL: **Ms. Pallavi Mhatre, Senior Manager, NSDL**.
 - vi. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker shareholder by sending request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at investors@orientcement.com between July 29, 2023 (9.00 a.m. IST) and July 31, 2023 (5.00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for speaking, depending on the availability of time for the AGM.
 - vii. Further members, who have registered themselves as speaker shareholder, will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
19. The Board of Directors of the Company has appointed Mr. Atul Kumar Labh, a Practicing Company Secretary, (Membership No. FCS 4848/CP 3238), as the Scrutiniser to scrutinise the e-voting process before and during the AGM in a fair and transparent manner.
20. The Scrutiniser shall immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast prior to AGM) and make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or any officer of the Company so authorised by the Board.
21. The results shall be declared along with the Scrutiniser's report within 2 working days from the conclusion of AGM and shall be placed on the website of the Company www.orientcement.com and on the website of NSDL at www.evoting.nsdl.com immediately. The Company shall simultaneously communicate the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The recorded transcript of the 12th AGM shall also be made available on the website of the Company, www.orientcement.com in the Investor's section, as soon as possible after the AGM is over.
22. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM, i.e., Tuesday, August 1, 2023.

By order of the Board of Directors

Nidhi Bisaria

Company Secretary
(M.No.FCS-5634)

Place: New Delhi
Date: 28-4-2023

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

In accordance with the provisions of section 148 of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 (the "Rules"), the Company is required to appoint a Cost Auditor to audit the cost records of the Company.

On the recommendation of the Audit Committee at its meeting held on April 28, 2023, the Board has approved the re-appointment of Mr. Somnath Mukherjee, Cost Accountant in Practice (M.NO.-F5343), as Cost Auditor of the Company for conducting the audit of the cost records of the Company for the financial year ending March 31, 2024, required to be audited under the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), at a Cost Audit fees of ₹1,00,000/- (Rupees one lakh only) plus applicable taxes and out of pocket expenses.

In accordance with the provisions of section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Cost Audit fees to be paid to the Cost Auditors of the Company has to be ratified by the shareholders of the Company. Accordingly, the members are requested to ratify the remuneration of the Cost Auditors for the financial year 2023-24 as set out in the resolution for the aforesaid services to be rendered by him.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution.

The Board recommends the Ordinary resolution set forth in Item no. 4 of the Notice for the ratification by the members.

Item No. 5

The shareholders on June 19, 2022, by way of Postal Ballot, approved the re-appointment of Mr. Desh Deepak Khetrapal (DIN 02362633) as Managing Director of the Company for another term of 2 years commencing April 1, 2022 up to March 31, 2024, not liable to retire by rotation on such remuneration as may be recommended by the Nomination and Remuneration cum Compensation Committee from time to time, subject to the approval of the Board and the shareholders of the Company. Mr. Desh Deepak Khetrapal is not debarred for such appointment by any order of the SEBI or any authority.

Further, on the recommendation of the Nomination & Remuneration cum Compensation Committee of the Company, the Board of Directors in their meeting held on April 28, 2023 has recommended revision in the remuneration of Mr. Khetrapal for the financial year 2023-24 as set out in resolution no. 5 of the Notice, subject to the approval by the Members of the Company and such other consents and approvals that may be required.

Mr. Khetrapal, aged 67 years, is a professional, holding Honours Degree in Business & Economics and Masters Degree in Business Administration, in Marketing & Finance from the Delhi University. He has vast work experience in service, manufacturing, consumer and retail businesses with a focus on ESG and climate change. He has been associated with the Company as Managing Director and CEO since 2012. Mr. Khetrapal is the driving force behind the Company. Mr. Khetrapal is a man with a vision to create a business of excellence and is an inspiration for all, as he spearheads the Company's management and operations; strategizing and directing it through its next phase of growth.

Mr. Khetrapal continues to hold 4,99,140 stock options vested in him during his term as the Managing Director and Chief Executive Officer of the Company from April 2015 up to March 2020.

None of the Directors, except Mr. Khetrapal, Key Managerial Personnel of the Company and their respective relatives (to the extent of their shareholding in the Company, if any) is in any way concerned or interested, financially or otherwise, in the said Resolution. All relevant documents are available for inspection by Members electronically up to the date of e-voting. Members seeking to inspect such documents can send an email to investors@orientcement.com.

The Board recommends the Ordinary Resolution set forth in Item no. 5 of the Notice for the approval of the Members.

Item No. 6

The shareholders in the Annual General Meeting held on July 25, 2015 approved the Orient Cement Employees Stock Option Scheme 2015 ("Scheme") with a tenure of 10 years effective from July 25, 2015, till July 24, 2025.

Presently, the Exercise Period has been defined to mean the time period within which a Participant (as defined under the Scheme) can exercise his vested options with a rider that the Exercise Period cannot exceed beyond the Closing Date or 4 years from the date of vesting, whichever is earlier. The objective of the Scheme is to incentivise the employees of the Company by aligning their interests with that of the interest and growth of the Company. The exercise period as defined presently in the Scheme restricts the Company's ability to determine a vesting period ensuring to keep it in line with the exercise period, which ultimately restricts the employees to avail of a reasonable period of time to exercise their options.

Therefore, in order to give the employees a reasonable period of time to exercise the stock options, the Board of Directors on the recommendation of Nomination and Remuneration cum Compensation Committee in its meeting held on April 28, 2023, has proposed to amend Clause 3.1.17 of the Scheme, that is, the

definition of 'Exercise Period' across the Scheme and the said term used at any other place in the Scheme be read and understood as per the revised definition, pursuant to Clause 16.1 of the Scheme.

The resolution seeks the approval of the members for the amendment to the Scheme in terms of substituting the Clause 3.1.17 with the following language: "Exercise Period means the time period after Vesting within which the Participant can Exercise his right to apply for Shares to be issued to him against the Options vested in him in pursuance of this Scheme and shall be as set out in the Award Agreement. The maximum Exercise Period shall not exceed 4 years from the date of Vesting".

The draft Scheme is available for inspection by the members in the manner provided in the Notes to this Notice. The directors and key managerial personnel of the Company may be deemed to be concerned or interested in this Resolution only to the extent of any stock incentives that may be granted to them (along with the resultant equity shares issued) in accordance with the Scheme.

The Board recommends the Special resolution set forth at Item no. 6 of the Notice for the approval of the members.

Item No. 7

In today's competitive world, the employees of a company are one of its most important resource and asset. Your Company fully recognizes the same and therefore wants its employees to participate and share the fruits of growth and prosperity along with the Company.

Equity based compensation is an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan. Your Company believes in rewarding its employees including Directors of the Company for their continuous hard work, dedication, and support, which has led the Company on the growth path. Accordingly, the Company proposes to implement the Orient Cement Employee Stock Option Scheme - 2023 (hereinafter referred to as the "Scheme") to align the interests of its employees with the long-term interests of the Company by motivating the employees with incentives and reward opportunities under the Scheme to create a sense of ownership and participation amongst the employees in the sustained growth of the Company. The Scheme was adopted by the Company's Board of Directors ("Board") through resolution dated April 28, 2023, subject to the approval of the members by a special resolution.

Pursuant to provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (hereinafter referred to as "SEBI SBEB & SE Regulations"), the Company seeks members' approval in respect of the Scheme and grant share-based incentives and thereby issue equity shares of the Company having face value of INR 1 per share ("Equity Shares") to the employees/ Directors of the Company and that of its holding company or subsidiary company(ies) ("Eligible Employees")

as decided by the Nomination & Remuneration cum Compensation Committee ("Committee") on such terms and conditions and at such price from time to time in due compliance of the SEBI SBEB & SE Regulations.

The main features of the Scheme are as under:

a. Brief Description of the Scheme:

This proposed Scheme called the Orient Cement Employee Stock Option Scheme – 2023, provides the Company the ability to grant share incentives to Eligible Employees (as selected by the Committee) and subject to applicable law and terms and conditions of Scheme, the Eligible Employees shall be entitled to receive Equity Shares upon fulfillment of those conditions at such price as is determined by the Committee. Under the Scheme, options will be granted to the Eligible Employee which will entitle him to subscribe to the Equity Shares within a certain period of time ("Exercise Period") at a price determined by the Committee ("Exercise Price") upon fulfilment of vesting conditions ("Vesting").

Thus, the incentives are intended to reward the Eligible Employees for their performance and to motivate them to contribute to the growth and profitability of the Company.

b. The objectives of the Scheme are:

- (i) create a sense of ownership and participation amongst the Employees;
- (ii) motivate the Employees with incentives and reward opportunities;
- (iii) drive entrepreneurship mindset of value creation for the organization;
- (iv) provide means to enable the Company to attract and retain appropriate human talent in the employment of the Company; and
- (v) achieve sustained growth of the Company and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.

c. Total number of Options to be offered and granted under the Scheme:

The total number of options to be granted under the Scheme shall not exceed 36,00,000 options ("Plan Pool"). Each option when exercised would be converted in to one equity share of face value INR 1 (Indian Rupees One). Further, SEBI SBEB & SE Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale of division etc., a fair and reasonable adjustment needs to be made to the options granted. In this regard, the Committee shall adjust the number and price of the options granted in such a manner that the total value of the options granted under the Scheme remain the same after any such corporate action.

Options not vested due to non-fulfillment of any of the vesting conditions, vested Options which the grantees expressly refuse to exercise, Options (vested and not exercised and unvested) which have been surrendered and any Option granted but not vested or exercised within the stipulated time due to any reason in accordance with the Scheme, shall lapse and these Options will be available for grant under this Scheme.

d. Identification of classes of employees entitled to participate in the Scheme and be beneficiaries in the Scheme:

All employees falling within the ambit of 'employee' as defined in the SEBI SBEB & SE Regulations.

The Committee will, from time to time, identify the employees eligible for the purpose of the Scheme after taking into consideration such factors but not limited to performance appraisal, seniority, period of service, role, the present and potential contribution to the growth of the Company.

e. Transferability of the award under the Scheme:

Any Options granted or offer received under the Scheme cannot be assigned, alienated, pledged, attached, hypothecated, sold or otherwise transferred or encumbered by the Eligible Employee except under the circumstances provided under the Scheme. Any purported assignment, alienation, pledge, attachment, sale, transfer or encumbrance not permitted herein shall be void and unenforceable against the Company.

f. Requirements of vesting and period of vesting:

The Vesting criteria and the period of vesting, at the time of grant and thereafter subject to the terms of the Scheme, for the Options Granted to Eligible Employees shall be determined by the Committee in accordance with the Scheme, applicable law and as provided in the Award Letter. Subject to the terms and conditions of the Scheme and SEBI SBEB & SE Regulations, there shall be a minimum period of one year between Grant and Vesting. The Options granted under the Scheme may vest in one or more tranches.

g. Maximum period within which the options shall be vested:

The Vesting Period will be determined by the Committee at the time of grant of options and will be detailed in the Award letter.

h. Exercise price or pricing formula:

The Exercise Price will be determined by the Committee at the time of grant of Options and will be detailed in the award letter, which under no circumstance shall be below 20% of the market price of the share on the date of grant, however, in no event shall it be below the face value of each share.

The Committee will in accordance with the Scheme and the applicable laws, lay down the procedure for making a fair and reasonable adjustment to the number of Options and to

the Exercise Price in case of Corporate Action in accordance with SEBI SBEB & SE Regulations and shall provide necessary procedures and/or mechanism for exercising such options/ subscription to Equity Shares.

i. Exercise Period and the process of Exercise:

The Exercise period will be the period as provided in the Award Letter or such other period as may be intimated by the Committee, from time to time, within which the Eligible Employee may elect to Exercise the Vested Options. The vested Option shall be exercisable by the option grantees by a written application to the Company expressing his/ her desire to exercise such options in such manner and in such format as may be prescribed by the Committee from time to time. Exercise of options shall be entertained only after payment of requisite exercise price and satisfaction of applicable taxes by the option grantee. Upon Exercise of Options, the Committee shall cause, within a reasonable period of time, to allot such number of Shares underlying the Vested Options as are Exercised, to the Option Holder, Nominee or former Employee, as the case may be. The Options shall lapse if not exercised within the specified exercise period.

j. The appraisal process for determining the eligibility of employees under the Scheme:

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time which shall be based on the factors such as performance of the employee for the past financial years (or for the period of his service), onboarding incentive for new employees, attracting talent, position and responsibilities of the concerned employee, the nature of employee's services to the Company and / or to its employing entity, the period for which the employee has rendered his services to the Company or and / or to its employing entity, the employee's present and potential contribution to the success of the Company or its and / or to its employing entity and such other factors as the Committee deems relevant for accomplishing the purpose of the Scheme and as mentioned in the award letter provided to the Eligible Employee.

k. Maximum number of options to be granted and equity shares to be issued per employee and in aggregate:

The maximum number of Options that may be granted to an Eligible Employee will be determined by the Committee on a case to case basis. The number of options granted or offer to subscribe to Equity Shares that may be granted to the Eligible Employees of the Company under the Scheme, in any financial year and in aggregate may exceed 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company but the same shall be within the overall limit of Plan Pool of the Scheme as approved by the shareholders, i.e. 36,00,000 Equity Shares of the Company having face value of INR 1/- each.

The Company does not have any holding or subsidiary company as on the date of this Notice, and therefore separate approval of members by way of special resolution to extend the benefits to the employees of subsidiary company(ies) or holding company(ies) is not proposed as of now, and will be undertaken, if required, at the relevant time.

The Company does not intend to grant Options / benefits to an identified employee during any one year, equal to or exceeding 1% of the issued, subscribed capital of the Company, and therefore separate approval of members by way of special resolution is not proposed as of now, and will be undertaken, if required, at the relevant time.

l. Maximum quantum of benefits to be provided per employee under the Scheme:

Same as the above.

m. Whether the Scheme is proposed to be implemented and administered directly by the Company or through a trust:

The Scheme shall be implemented and administered directly through the Board/Committee of the Company.

n. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both:

The Scheme contemplates only issue of new shares by the Company.

o. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.:

Not Applicable.

p. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:

Not Applicable.

q. Confirmation to the accounting Policies:

The Company shall comply with the fair value method or such valuation method as may be prescribed from time to time in

accordance with applicable laws for valuation of the Options granted to calculate the employee compensation cost.

r. The method which the company shall use to value its options:

The Committee will specify the method which the Company shall use to value its Options in accordance with the SBEB & SE Regulations.

s. Statement with regard to Disclosure in Board's Report:

In case the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the Company shall also be disclosed in the Directors' report.

t. Period of lock-in:

There is no lock-in period.

u. Terms & conditions for buyback, if any, of specified securities covered under these Regulations:

The Committee would determine the procedure for buy-back of Options granted under the Plan, if to be undertaken at any time by the Company, and the applicable terms and conditions in accordance with Applicable Laws.

The Options to be granted under the Scheme shall not be treated as an offer or invitation to the public for subscription of securities of the Company. The Scheme conforms with the SEBI SBEB & SE Regulations. The draft Scheme is available for inspection by the members in the manner provided in the Notes to this Notice.

The directors and key managerial personnel of the Company may be deemed to be concerned or interested in the special resolution only to the extent of any stock incentives that may be granted to them (along with the resultant equity shares issued) in accordance with the Scheme. Save as aforesaid, none of the other Directors/Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said special resolution.

The Board recommends passing of the resolution as set out under Item No. 7 of the Notice for approval of the members as Special resolution.

Details of Directors seeking appointment and re-appointment at the Annual General Meeting pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings

Name	Mr. Chandrakant Birla
DIN	00118473
Age	68 years
Qualifications	Bachelor of Arts
Experience	46 years
Terms and conditions of appointment/ re-appointment including remuneration proposed to be paid	Re-appointment upon retirement by rotation.
Details of last remuneration drawn during FY 2022-23	₹ 41.50 lacs (Sitting fees and commission)
Date of first appointment on the Board	July 23, 2011
Occupation	Industrialist
Expertise in specific functional areas	Industrialist having rich business experience in managing diversified industrial enterprises
Directorships held in other listed entities in India	<ol style="list-style-type: none"> 1. Orient Paper & Industries Limited 2. HIL Limited 3. Orient Electric Limited 4. Birlasoft Limited
Memberships/ Chairmanships of Committees of Board in listed entities in India	<ol style="list-style-type: none"> 1. Orient Electric Limited <ul style="list-style-type: none"> • Nomination & Remuneration Committee - Member 2. Orient Cement Limited <ul style="list-style-type: none"> • Nomination & Remuneration cum Compensation Committee- Member 3. HIL Limited <ul style="list-style-type: none"> • Nomination & Remuneration cum Compensation Committee- Member
Shareholding in the Company	31,53,570 No. of Shares (as on March 31, 2023)
Relationship with any other Director/Key Managerial Personnel of the Company	None of the other directors are related to Mr. Chandrakant Birla, except Mrs. Amita Birla, a non-executive Director of the Company, who is the spouse of Mr. Chandrakant Birla.
Number of Board Meetings attended during the year 2022-23	Attended all 5 meetings
Names of listed entities from which the person has resigned in the past three years	NIL