

Orient Cement Limited

CIN: L26940OR2011PLC013933

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

Tel: 0674-2396930

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

Tel: 011-42092100, 011-42092190

investors@orientcement.com | www.orientcement.com

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to Sections 108 and 110, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including Circular no.09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and other applicable provisions of the Listing Regulations, Secretarial Standard-2 on general meeting ("SS-2") issued by the Institute of Company Secretaries of India (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the Ordinary Resolutions as set out in this Postal Ballot Notice ("Notice") is proposed for consideration by the Members of Orient Cement Limited ("the Company") for passing by means of Postal Ballot by voting through electronic means only ("remote e-voting").

In accordance with the provisions of the MCA Circulars, this Notice is being sent by email only, to the members whose e-mail IDs are registered with the Company/ Depository Participants ('DP')/Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the members on the resolutions proposed in this Notice will be considered only through the remote e-voting system. Detailed statement pursuant to Section 102 of the Act setting out the material facts pertaining to said resolutions and instructions for remote e-voting are annexed to this Notice.

SPECIAL BUSINESS

Item No. 1- Re-appointment of Mr. Desh Deepak Khetrpal (DIN: 02362633) as the Managing Director and Chief Executive Officer of the Company.

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, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V to the Act and the Rules made thereunder, and Regulation 17(1C) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Articles of Association of the Company and subject to such approvals as may be necessary and expedient in this regard, if required 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), and upon the recommendation and approval of the Nomination & Remuneration cum Compensation Committee, and that of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Desh Deepak Khetrpal (DIN:02362633) as the Managing Director and Chief Executive Officer of the Company for a term of 1(one) year, commencing April 1, 2024 up to March 31, 2025 not liable to retire by rotation, on the terms and conditions as approved by the Members from time to time, with the authority to the Board, on the recommendation of Nomination & Remuneration cum Compensation Committee, to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed between the Board and Mr. Desh Deepak Khetrpal.

RESOLVED FURTHER THAT Mr. Desh Deepak Khetrpal, subject to superintendence, control and directions of the Board, continues to be responsible for the management of the whole or substantially the whole of the affairs of the Company, exercise all the powers and authorities, discharge all the

duties and responsibilities, as entrusted to, or conferred upon, him during the previous term from April 1, 2022 to March 31, 2024, as required under various statutes as applicable on the Company for the conduct of its business.

RESOLVED FURTHER THAT the Board be and is hereby 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. 2- Approve the terms of remuneration of Mr. Desh Deepak Khetrpal, Managing Director & Chief Executive Officer (DIN: 02362633) for the financial year 2024-25.

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 applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, Articles of Association of the Company and subject to such approvals as may be necessary in this regard, if any 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), and upon the recommendation and approval of the Nomination & Remuneration cum Compensation Committee, and that of the Board of Directors, 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 2024-25 as detailed below, with the authority to the Board 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	50,00,000	6,00,00,000
Allowances and perquisites		
Special Allowance/ Pay	8,31,557	99,78,684
Medical Allowance/ Reimbursements	10,000	1,20,000
Leave Travel Allowance	1,00,000	12,00,000
Gross Salary	59,41,557	7,12,98,684

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

- (i) Suitable Company leased accommodation/house rent allowance of Rs. 4,00,000/- (Rupees Four lakh only) per month.
- (ii) Company car fully maintained and chauffeur driven.
- (iii) Annual performance linked variable pay of Rs.3,04,20,000/- (Rupees Three Crore Four Lakh Twenty 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 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 to Mr. Desh Deepak Khetrpal as approved above shall be paid as minimum remuneration subject to compliance with the provisions of the Act, Rules framed thereunder and Schedule V thereto 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.”

**By the order of the Board
For Orient Cement Limited**

**Diksha Singh
Company Secretary
Membership No. A44999**

May 1, 2024
New Delhi

Notes:

1. The statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) read with relevant Rules made thereunder, setting out material facts and reasons, in respect of proposed ordinary resolutions is annexed herewith. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) is also annexed herewith.
2. In compliance with the MCA Circulars, the Postal Ballot Notice (“Notice”) is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (“Depositories”) as on the **cut-off date** i.e. **Friday, May 10, 2024** and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.8.
3. In accordance with the MCA Circulars, physical copies of the Notice along with the ballot paper are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules and Regulation 44 of Listing Regulations, SS-2 and MCA Circulars, the Company is pleased to offer remote e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of NSDL as the agency to provide remote e-voting facility. The instructions for remote e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
5. The Notice is also available on the website of the Company at **www.orientcement.com**, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively and on the website of NSDL at **www.evoting.nsd.com** engaged for e-voting.
6. The remote e-voting facility will be available during following period:

Commencement of e-voting	9:00 AM (IST) on Tuesday, May 14, 2024
End of e-voting	5:00 PM (IST) on Wednesday, June 12, 2024

The e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories, as on the **cut-off date i.e. Friday, May 10, 2024** are entitled to vote electronically on the Resolution set forth in this Notice. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, May 10, 2024, being the cut-off date fixed for the purpose.

8. Manner of Registering/Updating email address:

- Members holding shares in physical mode and who have not updated their email ID with the Company are requested to update their email addresses by writing to the Company's RTA, KFin Technologies Limited ("Kfin/ RTA") at einward.ris@kfintech.com along with the copy of the signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member. Form ISR -1 can be downloaded from the website of the Company. Members can also submit above details to KFin Technologies Limited, Unit: Orient Cement Limited, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India –500032.
- Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail IDs, Members may write to einward.ris@kfintech.com.

9. Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the last date of remote e-voting itself i.e., June 12, 2024.
10. Mr. Atul Kumar Labh, Practising Company Secretary (Membership No. FCS 4848), of M/s. A.K. Labh & Co., Company Secretaries, Kolkata, has been appointed as the Scrutinizer to scrutinize the Postal Ballot process, in a fair and transparent manner.
11. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any other authorized officer of the Company. The results of remote e-voting will be announced within two working days after the last date of voting and will be displayed on the Company's website www.orientcement.com and will also be communicated to the Stock Exchanges and NSDL. The Company will also display the results of the Postal Ballot at its Registered Office and Corporate Office.
12. All the material documents referred to in the statement pursuant to Section 102 of the Act will be available for inspection electronically until the last date for receipt of votes through the remote e-voting process. Members seeking to inspect such documents can send an email to investors@orientcement.com from their registered e-mail IDs mentioning their name, folio number, DP ID and Client ID during the voting period of the Postal Ballot.
13. In terms of Regulation 40 of Listing Regulations the Company can issue shares only in demat form while processing the service requests including transmission and transposition requests. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are therefore advised to dematerialize the shares held by them in physical form.


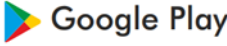


14. INSTRUCTIONS FOR E-VOTING BY MEMBERS

The way to vote electronically on NSDL e-voting system consists of "Two Steps" as under:

Step 1: Access to NSDL e-voting system:

- A) Login method for Individual shareholders holding securities in demat mode:

Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the e-voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting agency 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.

Shareholder	Login Method
Individual shareholders holding securities in demat mode with NSDL	<p>a) Users already registered for NSDL IDeAS facility:</p> <p>(i) Open web browser by typing the following URL: https://eservices.nSDL.com/ either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</p> <p>(ii) A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page.</p> <p>(iii) 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.</p> <p>b) Users not registered with IDeAS e-services: Option to register is available at https://eservices.nSDL.com/. Select “Register Online for IDeAS” Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>c) Visit the E-voting website of NSDL:</p> <p>(i) Open web browser and type the following URL: https://www.evoting.nSDL.com/ either on a personal computer or on a mobile phone. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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.</p> <p>(ii) After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on the 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.</p> <p>d) Shareholders/Members can also download NSDL mobile app “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
Individual shareholders holding securities in demat mode with CDSL	<p>(i) 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.</p> <p>(ii) 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. 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. 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.</p> <p>(iii) 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</p>

	<p>Myeasi Tab and then click on registration option.</p> <p>(iv) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN 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.</p>
Individual shareholders (holding securities in demat mode) login through their Depository Participants	Shareholders 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, shareholder 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 shareholder can see e-voting feature. Click on Company name or e-voting service provider-NSDL and shareholder will be redirected to e-voting website of NSDL for casting vote during the remote e-voting period.

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 for issues related to login through Depository i.e. NSDL and CDSL

NSDL	CDSL
Email: evoting@nsdl.com Phone No.: 022 - 4886 7000	Email: helpdesk.evoting@cdslindia.com Toll free no. 1800 225533

B) Login method for e-voting for members other than Individual shareholders holding securities in demat mode and for members holding securities in physical mode.

- i. Visit the e-voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- ii. 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.
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.
- iv. 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 folio number is 001*** and EVEN is 101456 then User ID is 101456001***

- v. 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'?
- 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'.
 - In case you have not registered your e-mail ID with the Company/ Depository, please follow instructions mentioned in this Notice.
- vi. 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.com mentioning your demat account number/ folio number, PAN, name and registered address, etc.
 - d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, home page of e-voting will open.

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

- i. After successful login 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 for which you wish to cast your vote during the remote e-voting period.
- 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.
- 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. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., to the Scrutinizer 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.com and the Company at investors@orientcement.com.
- ii. 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.
- iii. 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 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.com, toll free no: 022 - 4886 7000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, 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 shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
- iii. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

15. Introduction of Online Dispute Resolution (ODR) Portal by SEBI

Please note that SEBI, vide its various circulars, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Please note, post exhausting the option to resolve their grievance with the Company /its Registrar and Share Transfer Agent directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>). Members can access the SEBI Circulars on the website of SEBI at <https://www.sebi.gov.in/> and the same are also available on the website of the Company at <https://orientcement.com/wp-content/uploads/2023/12/Click-here-for-circular.pdf>.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1 and 2 collectively:**

The members on June 19, 2022, by way of Postal Ballot, approved the re-appointment of Mr. Desh Deepak Khetrpal (DIN: 02362633) as Managing Director of the Company for a term of 2 years commencing April 1, 2022 up to March 31, 2024. The term of Mr. Khetrpal as Managing Director of the Company expired on March 31, 2024.

In view of the invaluable contribution and dynamic leadership of Mr. Khetrpal the Board of Directors in their meeting held on February 5, 2024, upon recommendation made by the Nomination and Remuneration cum Compensation Committee approved his re-appointment for another term of 1 year w.e.f. April 1, 2024, 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 Khetrpal is not debarred for such appointment by any order of the SEBI or any authority. He is also the Vice-Chairman and Managing Director of Orient Electric Limited, a public limited listed entity w.e.f. July 15, 2023.

Mr. Desh Deepak Khetrpal holds an Honours degree in Business and Economics from Shri Ram College of Commerce and an MBA degree from Faculty of Management Studies, Delhi University. He has a rich experience in industrial, consumer, and retail businesses. He is a business leader with a track record of leading and transforming large and diversified organisations across various industries, including services, industrials, and consumer and retail businesses. He is associated with the Company as Managing Director and CEO since 2012. Mr. Khetrpal is the driving force behind the Company. Mr. Khetrpal 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.

Further, on the recommendation of the Nomination & Remuneration cum Compensation Committee of the Company, the Board of Directors in their meeting held on May 1, 2024 has recommended revision in the remuneration of Mr. Khetrpal for the financial year 2024-25 as set out in resolution no. 2 of the Notice, subject to the approval by the Members of the Company and such other consents and approvals that may be required. The remuneration recommended and approved by the Board subject to the shareholders' approval, is within the limits prescribed under the Companies Act, 2013 ("the Act") read with Schedule V thereto and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Pursuant to Section 196, 197 read with Schedule V of the Act, appointment/re-appointment of a Managing Director shall be approved by the shareholders of the Company in the next general meeting and Regulation 17(1C) of the Listing Regulations requires that the Company shall ensure that approval of shareholders for re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In terms of the applicable provisions of the Act and Listing Regulations, the Company has received requisite disclosures / declarations from Mr. Khetrpal including (i) consent to act as Directors u/s 152 of the Act in prescribed format (Form DIR-2); (ii) disclosure of interest u/s 184(1) of the Act (Form MBP-1) (iii) declarations u/s 164 of the Act (Form DIR- 8) to the effect that he is not disqualified to become Director including a declaration that he is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; and all other necessary information/declarations. The Company has also received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Managing Director.

All relevant documents are available for inspection by Members electronically up to the last date of remote e-voting. Members seeking to inspect such documents can send an email to investors@orientcement.com.

Additional details of Mr. Khetrpal, required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are given in Annexure to this Notice.

The details set out in the resolutions read along with explanatory statement may be treated as written memorandum setting out the terms of appointment of Mr. Desh Deepak Khetrpal under Section 190 of the Act.

None of the Directors except Mr. Khetrpal being an appointee, 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 resolutions.

The Board recommends the Ordinary Resolutions set forth in item nos. 1 and 2 of the Notice for the approval of the Members.

**By the order of the Board
For Orient Cement Limited**

May 1, 2024
New Delhi

Diksha Singh
Company Secretary
Membership No. A44999

Details of the Director seeking re-appointment pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as applicable.

Name	Mr. Desh Deepak Khetrpal
DIN	02362633
Age	68 years
Qualifications	Honours Degree in Business & Economics and master's degree in business administration in Marketing & Finance from the Delhi University
Experience	46 years
Terms and conditions of appointment/re-appointment including remuneration proposed to be paid	As detailed in Resolution Nos. 1 and 2 read with statement under Section 102 of the Companies Act, 2013
Details of remuneration last drawn	Rs. 996.64 lakhs (paid during FY 2023-24)
Date of first appointment on the Board	April 2, 2012
Expertise in specific functional areas	Marketing, Finance and Business administration
No. of Board Meetings attended during FY 2023-24	All the 7 meetings
Directorships held in other Indian Public Limited Companies including listed entities	<ul style="list-style-type: none"> • HIL Limited • Orient Electric Limited (<i>Vice Chairman and MD</i>)
Name of listed entities from which the person has resigned in the past three years as Director	Nil
Memberships/ Chairmanships of Committees of Board in other Indian Public Limited Companies including listed entities	<p>Orient Cement Limited</p> <ul style="list-style-type: none"> • Audit Committee - Member • Stakeholders' Relationship Committee - Member • Corporate Social Responsibility Committee - Member • Risk Management Committee - Member • Fund Raising Committee - Member <p>HIL Limited</p> <ul style="list-style-type: none"> • Audit Committee - Member • Corporate Social Responsibility Committee - Chairman • Risk Management Committee - Member <p>Orient Electric Limited</p> <ul style="list-style-type: none"> • Audit Committee - Member • Corporate Social Responsibility Committee - Member • Risk Management Committee - Member • Stakeholders' Relationship Committee - Member
Shareholding in the Company (including shareholding as a beneficial owner)	Nil
Relationship with any other Director/Key Managerial Personnel of the Company	No