

April 22, 2025

Ref: OCL/SE/2025-26/07

**National Stock Exchange
of India Limited**
Exchange Plaza, 5th Floor
Plot No.C/1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai 400 051

BSE Limited
Corporate Relations
Department
P.J. Towers, Dalal Street
Mumbai 400 001

Scrip Code: ORIENTCEM

Scrip Code: 535754

Dear Sir/ Madam,

Sub.: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Change in Directorate, KMP and Statutory Auditors of Orient Cement Limited ("the Company")

This is to inform that the Board of Directors of the Company ("**Board**") at their meeting held today, i.e., on April 22, 2025, which commenced at 6:00 p.m. and concluded at 6.20 p.m., *inter alia*, considered and approved the following:

I. Resignation and Appointment of Directors

A. Resignation of Non-Executive Non-Independent Directors:

• **Mr. Chandrakant Birla (DIN:00118473):**

Mr. Chandrakant Birla has tendered his resignation from the position of Non-Executive - Non Independent Director and Chairman of the Company, with effect from conclusion of the meeting, due to transfer of shareholding of certain members of the existing Promoters and Promoter Group in the Company to Ambuja Cements Limited, an Adani Group company, pursuant to the Share Purchase Agreement dated October 22, 2024, and the consequent cessation of control of existing promoters over the Company.

• **Mrs. Amita Birla (DIN:00837718)**

Mrs. Amita Birla, Non- Executive - Non Independent Director, has tendered her resignation from the Board of the Company, with effect from conclusion of the meeting, due to transfer of shareholding of certain members of the existing Promoters and Promoter Group in the Company to Ambuja Cements Limited, an Adani Group company, pursuant to the Share Purchase Agreement dated October 22, 2024, and the consequent cessation of control of existing promoters over the Company.

Orient Cement Limited

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

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

CIN No: L26940OR2011PLC013933

B. Resignation of Executive Directors:

• **Mr. Desh Deepak Khetrapal (DIN:02362633):**

Mr. Desh Deepak Khetrapal, Executive Director, Chief Executive Officer and Managing Director, has tendered his resignation from the Board of the Company, which is to take effect from close of business hours, due to transfer of shareholding of certain members of the existing Promoters and Promoter Group in the Company to Ambuja Cements Limited, an Adani Group company, pursuant to the Share Purchase Agreement dated October 22, 2024, and the consequent cessation of control of existing promoters over the Company.

The disclosures required under Regulation 30 of SEBI Listing Regulations and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 in respect of the resignation of non-executive non-independent directors and executive directors are set out in **Annexure 1**. Resignation letters pursuant to Regulation 30 and Schedule III of SEBI Listing Regulations are enclosed herewith as **Annexure 2 to 4**.

C. Resignation of Independent Directors:

The following Independent Directors of the Company have tendered their resignations from the Board of the Company, which were accepted by the Board with effect from conclusion of the meeting:

- Mr. Swapan Dasgupta (DIN: 07113693);
- Mr. Yasodhara Rama Krishna Rao Ippagunta (DIN: 00481367);
- Mrs. Varsha Vasant Purandare (DIN: 05288076);
- Mr. Kartick Maheshwari (DIN: 07969734).

The disclosures required under Regulation 30 of SEBI Listing Regulations and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 in respect of the resignation of independent directors are set out in **Annexure 5**. Resignation letters pursuant to Regulation 30 and Schedule III of SEBI Listing Regulations are enclosed herewith as **Annexure 6-9**.

D. Appointment of Directors:

The Board has appointed the following Directors as additional directors on the Board of the Company:

i. Executive Director

Mr. Vaibhav Dixit, Whole Time Director & Chief Executive Officer & KMP (DIN: 09085118) for a term of three years with effect from April 23, 2025;

ii. **Non-Executive Non-Independent Directors:**

- Mr. Vinod Bahety, Chairman & Non-Executive Non-Independent Director (DIN: 09192400) – with effect from conclusion of the meeting on April 22, 2025;
- Mr. Rakesh Tiwary, Non-Executive Non-Independent Director (DIN: 06895533) – with effect from conclusion of the meeting on April 22, 2025;

iii. **Independent Directors:**

- Mr. Sudhir Nanavati, Independent Director (DIN: 00050236) – for a term of three years with effect from 22 April 2025;
- Ms. Shruti Shah, Independent Director (DIN: 08337714) – for a term of three years with effect from 22 April 2025; and
- Mr. Ravi Kapoor, Independent Director (DIN:00003847) – for a term of three years with effect from 22 April 2025.

The appointment of the Executive Director, Non-Executive Non-Independent Director and Non-Executive Independent Directors, as stated above, will be subject to the approval of the shareholders of the Company. We hereby confirm that the above stated Independent Directors satisfy the criteria of independence prescribed under the Companies Act, 2013 and SEBI Listing Regulations.

In accordance with the circular dated June 20, 2018, issued by the Stock Exchanges, we hereby confirm that none of the Directors are debarred from holding the office of Director by virtue of any order passed by SEBI or any other such authority and none of the Directors are related to any of the Directors of the Company.

The composition of the Board of Directors of the Company continues to be in compliance with the requirements prescribed under the Companies Act, 2013 and SEBI Listing Regulations. The Committees of the Board have also been re-constituted with effect from April 23, 2025.

The Disclosures required under Regulation 30 of SEBI Listing Regulations and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, for appointment of directors along with brief profiles, are enclosed herewith as “**Annexure 10**”.

II. **Change in Key Managerial Personnel relating to CFO and CS of the Company:**

The Board of Directors of the Company at its meeting held today i.e., on April 22, 2025, based on the recommendation of necessary Committee Meetings held on the same day, *inter alia*, considered and approved the following:

- Resignation of Mr. Prakash Chand Jain as Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) with effect from close of the business hours of April, 22, 2025.
- Appointment of Ms. Kajal Sarda as Chief Financial Officer (CFO) and Key Managerial Personnel (KMP) of the Company with effect from April 23, 2025.

- Resignation of Ms. Diksha Singh as Company Secretary (CS), Compliance Officer and Key Managerial Personnel (KMP) with effect from close of the business hours on April 22, 2025.
- Appointment of Ms. Shrishti Jain as Company Secretary (CS), Compliance Officer and Key Managerial Personnel (KMP) of the Company with effect from April 23, 2025.

The Disclosures required under Regulation 30 of SEBI Listing Regulations and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, for resignation and appointment CFO and CS are enclosed herewith as "**Annexure 11**".

Resignation letters pursuant to Regulation 30 and Schedule III of SEBI Listing Regulations are enclosed herewith as **Annexure 11B**.

This information will also be available on the website of the Company at <https://orientcement.com/>.

You are requested to take the above on record.

Thanking you,

Yours Sincerely,

For **ORIENT CEMENT LIMITED**

Diksha Singh
Company Secretary & Compliance Officer

Annexure – 1

Disclosures and confirmations under Regulation 30 and Clause 7 of Para A Part A of Schedule III of SEBI Listing Regulations and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as under:

➤ **Resignation of Directors:**

S. no.	Particulars	Information		
1.	Name of Director/ Nature of Directorship	Mr. Chandrakant Birla, Non-Executive - Non Independent Director and Chairman (DIN:00118473)	Mrs. Amita Birla, Non- Executive - Non Independent Director (DIN:00837718)	Mr. Desh Deepak Khetrpal, Chairman & Managing Director (DIN: 02362633)
2.	Reasons for change	Resignation (<i>Resignation letters are attached herewith</i>).		
3.	Date of appointment/ cessation	22 April, 2025 (with effect from conclusion of the board meeting)		22 April, 2025 (with effect from effect from close of business hours)
4.	Term of Appointment	Not Applicable		
5.	Brief profile (in case of appointment)	Not Applicable		
6.	Disclosure of Relationship between Directors (in case of appointment)	Not Applicable		

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CK. Birla

"SUNDARAM"
24, Dr. A.P.J. Abdul Kalam Road
New Delhi – 110 011


 22 April 2025

To

The Board of Directors
Orient Cement Limited
Unit VIII, Plot No.7, Bhoinagar,
Bhubaneswar, Orissa, 751012

Subject: Resignation Letter

Dear Sir(s), Madam

Please be informed that I, Chandrakant Birla (DIN: 00118473), Non-Executive - Non Independent Director & Chairperson, would like to resign from the Board of Directors ("Board") of Orient Cement Limited ("Company") and from the committee of the Board with effect from 22 April 2025. (Close of Board meeting) 

My reason to resign as a Non-Executive - Non Independent Director & Chairperson of the Company is due to the change in control of the Company.

There are no other material reasons for my resignation apart from the reason stated above.

I request that a notice of my resignation letter be given to the concerned registrar of companies and the stock exchanges where the equity shares of the Company are listed.

I would like to convey my sincere gratitude and thank the Board for their support and guidance extended to me during my tenure.

Kindly acknowledge receipt.



Chandrakant Birla
(DIN: 00118473)

Amita Birla

"SUNDARAM"
24, Dr. A.P.J. Abdul Kalam Road
New Delhi – 110 011


 22 April 2025

To

The Board of Directors
Orient Cement Limited
Unit VIII, Plot No.7, Bhoinagar,
Bhubaneswar, Orissa, 751012

Subject: Resignation Letter

Dear Sir(s), Madam

 Please be informed that I, Amita Birla (DIN: 00837718), Non-Executive - Non-Independent Director, would like to resign from the Board of Directors ("Board") of Orient Cement Limited ("Company") with effect from 22 April 2025. (Close of Board meeting)

My reason to resign as the Non-Executive - Non Independent Director of the Company is due to the change in control of the Company.

There are no other material reasons for my resignation apart from the reason stated above.

I request that a notice of my resignation letter be given to the concerned registrar of companies and the stock exchanges where the equity shares of the Company are listed.

I would like to convey my sincere gratitude and thank the Board for their support and guidance extended to me during my tenure.

Kindly acknowledge receipt.


Amita Birla
(DIN: 00837718)

Desh Deepak Khetrapal

**3/11, 1st Floor,
Shanti Niketan,
New Delhi-110021**

22 April 2025

To

The Board of Directors
Orient Cement Limited
Unit VIII, Plot No.7, Bhoinagar,
Bhubaneswar, Orissa, 751012

Subject: Resignation Letter

Dear Sir(s), Madam

Please be informed that I, Desh Deepak Khetrapal (DIN: 02362633), Executive Director-MD & CEO, would like to resign from the Board of Directors ("Board") of Orient Cement Limited ("Company") and from the committees of the Board with effect from 22 April 2025. (Close of business hours)

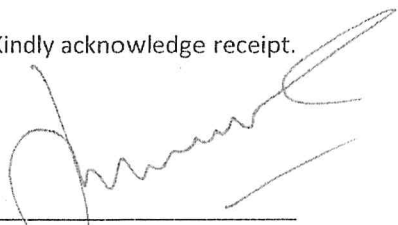
My reason to resign as an Executive Director-MD & CEO of the Company is due to the change in control of the Company.

There are no other material reasons for my resignation apart from the reason stated above.

I request that a notice of my resignation letter be given to the concerned registrar of companies and the stock exchanges where the equity shares of the Company are listed.

I would like to convey my sincere gratitude and thank the Board for their support and guidance extended to me during my tenure.

Kindly acknowledge receipt.


Desh Deepak Khetrapal
(DIN: 02362633)

Annexure – 5

Disclosures and confirmations under Regulation 30 and Clause 7B of Para A Part A of Schedule III of SEBI Listing Regulations and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as under:

➤ **Resignation of Independent Directors:**

S. no.	Particulars	Information			
1.	Name of Director/ Nature of Directorship	Mr. Swapan Dasgupta, Independent Director (DIN: 07113693).	Mr. Ippagunta Yasodhara Rama Krishna Rao Independent Director, (DIN: 00481367)	Mrs. Varsha Vasant Purandare, Independent Director, (DIN: 05288076)	Mr. Kartick Maheshwari, Independent Director, (DIN: 07969734)
2.	Reasons for change	Resignation (Resignation letters are attached herewith).			
3.	Date of appointment/ cessation	April 22, 2025 (with effect from conclusion of the board meeting)			
4.	Term of Appointment	Not Applicable			
5.	Brief profile (in case of appointment)	Not Applicable			
6.	Disclosure of Relationship between Directors (in case of appointment)	Not Applicable			
7.	Other Directorships/ memberships in listed entities (only in case of resignation of Independent Directors)	Directorship: Orient Cement Limited Committees: <u>Orient Cement Limited:</u> 1. Audit Committee – Member 2. Nomination and Remuneration cum Compensation Committee – Chairman 3. Stakeholders Relationship Committee – Member 4. Risk Management Committee – Member 5. Corporate Social Responsibility Committee – Chairperson 6. Employee Stock Option Allotment Committee – Chairperson	Directorship: Orient Cement Limited Committees: <u>Orient Cement Limited:</u> 1. Audit Committee – Chairperson 2. Risk Management Committee – Chairperson 3. Corporate Social Responsibility Committee – Member	Directorship: - Orient Cement Limited - The Federal Bank Ltd - Deepak Fertilizers & Petrochemicals Corporation Ltd Committees: <u>Orient Cement Limited:</u> 1. 1.Risk Management Committee – Member 2. Audit Committee – Member 3. Stakeholders Relationship Committee – Chairperson 4. Nomination & Remuneration cum Compensation Committee – Member <u>The Federal Bank Ltd</u> 1. Credit, Investment & Raising Capital Committee – Member 2. Information Technology and	Directorship: - Orient Cement Limited - Pradeep Metals Limited Committees: <u>Orient Cement Limited:</u> 1. Audit Committee – Member 2. Nomination and Remuneration cum Compensation Committee – Member 3. Stakeholders Relationship Committee – Member 4. Risk Management Committee – Member 5. Corporate Social Responsibility Committee – Member 6. 6.Employee Stock Option Allotment Committee – Member <u>Pradeep Metals Limited</u>

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				<p>Operation Committee – Member</p> <p>3. Customer Service, Marketing Strategy & Digital Banking Committee- Chairperson</p> <p><u>Deepak Fertilisers & Petrochemicals Corporation Ltd</u></p> <p>1. Securities issue Committee – Chairperson</p> <p>2. Project and Funding Committee – Member</p> <p>3. Finance Committee – Member</p> <p>4. Audit Committee - Member</p>	<p>1. Audit Committee – Chairman</p> <p>2. Nomination and Remuneration Committee – Member</p>
8.	The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.	Confirmed.	Confirmed.	Confirmed.	Confirmed.

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CIN No: L26940OR2011PLC013933

Swapan Dasgupta

44B Mahanirban Road
Kolkata 700029

22 April 2025

To

The Board of Directors
Orient Cement Limited
Unit VIII, Plot No.7, Bhoinagar,
Bhubaneswar, Orissa, 751012

Subject: Resignation Letter

Dear Sir(s), Madam

Please be informed that I, Swapan Dasgupta (DIN: 07113693), Non-Executive - Independent Director, would like to resign from the Board of Directors ("**Board**") of Orient Cement Limited ("**Company**") and from the committees of the Board with effect from 22 April 2025.

Sw. (Close of Board Meeting)

Given my substantial engagement with other important responsibilities, I have decided to resign from my role as a Non-Executive - Independent Director of the Company. This decision will allow me to focus more effectively on these commitments.

There are no other material reasons for my resignation apart from the reason stated above.

I request that a notice of my resignation letter be given to the concerned registrar of companies and the stock exchanges where the equity shares of the Company are listed.

I would like to convey my sincere gratitude and thank the Board for the support and guidance extended to me during my tenure.

Kindly acknowledge receipt.

Swapan Dasgupta

Swapan Dasgupta
(DIN: 07113693)

Ippagunta Yasodhara Rama Krishna Rao

Plot No. 182, Road No. 72, Street No.11,
Prashasan Nagar, Hyderabad-500033

22 April 2025

To

The Board of Directors
Orient Cement Limited
Unit VIII, Plot No.7, Bho Nagar,
Bhubaneswar, Orissa, 751012

Subject: Resignation Letter

Dear Sir(s), Madam

Please be informed that I, Ippagunta Yasodhara Rama Krishna Rao (DIN: 00481367), Non-Executive - Independent Director, would like to resign from the Board of Directors ("**Board**") of Orient Cement Limited ("**Company**") and from the committees of the Board with effect from 22 April 2025. *(Close of Board Meeting)*

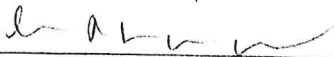
My decision to resign as a Non-Executive - Independent Director of the Company is necessitated by my significant involvement in other professional obligations which require my full attention and dedication, thereby limiting my ability to effectively fulfill my duties in this role.

There are no other material reasons for my resignation apart from the reason stated above.

I request that a notice of my resignation letter be given to the concerned registrar of companies and the stock exchanges where the equity shares of the Company are listed.

I would like to convey my sincere gratitude and thank the Board for the support and guidance extended to me during my tenure.

Kindly acknowledge receipt.


Ippagunta Yasodhara Rama Krishna Rao
(DIN: 00481367)

Varsha Vasant Purandare

Flat No. 906, Building A,
Yuthika Paranjpe Apartments,
Baner, Pune - 411045

22 April 2025

8/ To

The Board of Directors
Orient Cement Limited
Unit VIII, Plot No.7, Bhoingar,
Bhubaneswar, Orissa, 751012

Subject: Resignation Letter

Dear Sir(s), Madam

Please be informed that I, Varsha Vasant Purandare (DIN:05288076), Non-Executive - Independent Director, would like to resign from the Board of Directors ("Board") of Orient Cement Limited ("Company") and from the committees of the Board with effect from 22 April 2025. (Close of Board Meeting)
8/

I tender my resignation from the position of Non-Executive - Independent Director of the Company, owing to my preoccupation with other professional commitments.

There are no other material reasons for my resignation apart from the reason stated above.

I request that a notice of my resignation letter be given to the concerned registrar of companies and the stock exchanges where the equity shares of the Company are listed.

I would like to convey my sincere gratitude and thank the Board for the support and guidance extended to me during my tenure.

Kindly acknowledge receipt.




Varsha Vasant Purandare
(DIN: 05288076)

Kartick Maheshwari

B 4401 and 4402, Indiabulls Blu,
Dr. Elijah Moses Road, Worli Naka,
Upper Worli
Mumbai - 400018


22 April 2025

To

 The Board of Directors
Orient Cement Limited
Unit VIII, Plot No.7, Bhoinagar,
Bhubaneswar, Orissa, 751012

Subject: Resignation Letter

Dear Sir(s), Madam

Please be informed that I, Kartick Maheshwari (DIN: 07969734), Non-Executive - Independent Director, would like to resign from the Board of Directors ("**Board**") of Orient Cement Limited ("**Company**") and from the committees of the Board with effect from 22 April 2025. (Close of Board Meeting) 

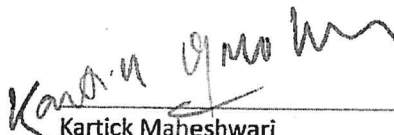
Due to the substantial demands of my other professional commitments, I resign from my position as a Non-Executive - Independent Director of the Company. These commitments require my undivided attention, thereby limiting my ability to fully dedicate myself to my duties in this role.

There are no other material reasons for my resignation apart from the reason stated above.

I request that a notice of my resignation letter be given to the concerned registrar of companies and the stock exchanges where the equity shares of the Company are listed.

I would like to convey my sincere gratitude and thank the Board for the support and guidance extended to me during my tenure.

Kindly acknowledge receipt.


Kartick Maheshwari
(DIN: 07969734)

Annexure – 10

Disclosures and confirmations under Regulation 30 and Clause 7 of Para A Part A of Schedule III of SEBI Listing Regulations and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as under:

➤ **Appointment of Directors:**

S. no.	Particulars	Information					
1.	Name of Director/ Nature of Directorship	Mr. Vaibhav Dixit, Whole Time Director & Chief Executive Officer & KMP (DIN: 09085118)	Mr. Vinod Bahety, Chairman & Non- Executive Non- Independent Director (DIN: 09192400)	Mr. Rakesh Tiwary, Non-Executive Non- Independent Director (DIN: 06895533)	Mr. Sudhir Nanavati, Independent Director (DIN: 00050236)	Ms. Shruti Shah, Independent Director (DIN: 08337714)	Mr. Ravi Kapoor, Independent Director (DIN:00003847)
2.	Reasons for change	Appointment	Appointment	Appointment	Appointment	Appointment	Appointment
3.	Date of appointment/ cessation	April 23, 2025	April 22, 2025 (Close of the Board Meeting)	April 22, 2025 (Close of the Board Meeting)	April 22, 2025 (Close of the Board Meeting)	April 22, 2025 (Close of the Board Meeting)	April 22, 2025 (Close of the Board Meeting)
4.	Term of Appointment	- Retirement by Rotation - Without remuneration - Three years or superannuation date, whichever is earlier.	Retirement by Rotation	Retirement by Rotation	- Three years -Independent non retire by rotation	- Three years -Independent non retire by rotation	- Three years -Independent non retire by rotation
5.	Brief profile (in case of appointment)	As per Annexure [10A]	As per Annexure [10A]	As per Annexure [10A]	As per Annexure [10A]	As per Annexure [10A]	As per Annexure [10A]
6.	Disclosure of Relationship between Directors (in case of appointment)	Mr. Vaibhav Dixit is not related to any Director of the Company.	Mr. Vinod Bahety is not related to any Director of the Company.	Mr. Rakesh Tiwary, is not related to any Director of the Company.	Mr. Sudhir Nanavati, is not related to any Director of the Company.	Ms. Shruti Shah is not related to any Director of the Company.	Mr. Ravi Kapoor is not related to any Director of the Company.

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BRIEF PROFILE OF APPOINTED DIRECTORS**Brief profile of Mr. Vaibhav Dixit, Whole Time Director & Chief Executive Officer & KMP**

Mr. Vaibhav Dixit holds a Bachelor of Engineering degree in Mechanical Engineering from Madhav Institute of Technology and Sciences, Gwalior, under Jiwaji University. Mr. Dixit is presently serving as the Head- Manufacturing at Cement business. His career spans over 24 years in the cement industry, with significant roles at ACC Limited, including Unit Head of Jamul Cement Works, Unit Head of Sindri Cement Works, Project Head at Sindri, Head Engineering of Bargarh Cement Works, and Chief Manager Maintenance of Kymore Cement Works.

Mr. Dixit is recognized for his expertise in plant operations, project implementation, and stakeholder management. His core competencies include domain knowledge, operational excellence, leadership, P&L management, and stakeholder management.

Brief profile of Mr. Vinod Bahety, Chairman & Non-Executive Non-Independent Director

Mr. Vinod Bahety is a Wholetime Director and Chief Executive Officer of Ambuja Cements Limited and ACC Limited (“**Cement business**”) effective from 1st April 2025 and prior to this, he held the position of Chief Financial Officer of Cement business. He has more than 25 years of corporate experience in various leadership positions in the Manufacturing and Finance industries. Prior to joining as the CFO of Cement business, he served as the Group Head for Merger & Acquisition at Adani Group.

He played a crucial role in several major M&A mandates for the Group. During his tenure in the banking industry, he successfully led some of the largest mandates in infrastructure projects financing, contributing significantly to nation building. He holds qualifications as a Chartered Accountant (CA) and a Cost and Works Accountant (CWA).

Brief profile of Mr. Rakesh Kumar Tiwary, Non-Executive Non-Independent Director

Mr. Rakesh Tiwary is a qualified Chartered Accountant, Cost Accountant, Company Secretary and MBA with around 25 years of experience. Prior to Adani Group, Mr. Tiwary worked with various reputed companies like Indian Oil, Reliance Industries Limited and JSW Steel Limited. He joined the Adani Group in February 2016. From 2016 to 2022, he served as the CFO of Mundra Solar Photovoltaic Limited (Adani Solar) and Adani Electricity Mumbai Limited. In April 2022, he transitioned to the role of Head of Financial Management and Control for the Airports Business and later became CFO of the Airports Business.

He has over two decades of experience in spearheading a wide spectrum of accounts finance. His expertise is in finance, accounts and commercial functions of business, fund raising management, working capital assessment, credit control, taxation and audit.

Brief profile of Mr. Sudhir Nanavati, Independent Director

Mr. Nanavati is a multifaceted, magnanimous, and charismatic personality shouldering responsibility as the President of GLS University. He is a Senior Advocate in the Gujarat High Court and the Supreme Court, with more than 50 years of legal experience. While he is widely known for

his expertise and acumen in the legal domain, he has broad institution-building capabilities. He is also appointed as Ambassador of Gujarat for "Swachh Bharat Abhiyan" by the Hon'ble Chief Minister of Gujarat State and the Government of India. He has been awarded "The Contemporary Achiever Award" by Divya Bhaskar, the "Gold Star Award" by the Indian Achievers Forum for Excellence in Education and the "Indian Achiever Award" by the Indo-Thai Business Community Forum.

Brief profile of Ms. Shruti Shah, Independent Director

Mrs. Shruti Shah is a Chartered Accountant by profession. She is a partner of Pravin P. Shah & Company since August 2006. Earlier she worked as a manager with Haribhakti & Company and prior to that with Aneja Associates. She is engaged in providing Tax Advisory and Estate Planning Services. Mrs. Shruti has over 15 years of rich and diverse experience in a various fields. Mrs. Shruti has a degree in commerce from the NM College and a degree in law from JCCL, both under the University of Mumbai.

Brief profile of Mr. Ravi Kapoor, Independent Director

Mr. Ravi Kapoor is a post graduate in commerce, a Fellow Member of ICSI, Post graduate diploma on Intellectual property from National Law School of India, Bangalore, an Insolvency Professional and has also cleared CAIIB examinations. With initial exposure as a bank employee, he shifted to private job as Company Secretary in 1989. After working with corporate for seven years started his independent practice in 1996. In his professional career he has been involved and handled various corporate level assignments, restructuring, mergers, including cross border merger and is also a Trademark agent and advises his clients on IPR. Has not only handled assignments as IRP/RP and Liquidator but has also submitted resolution plans for the clients.

He has been involved in institute activities since 1989 and had been Chairman of Ahmedabad Chapter of ICSI and also Chairman of Western India Regional Council.

He is also on the Board of several companies including listed entities.

Annexure – 11

Disclosures and confirmations under Regulation 30 and Clause 7 of Para A Part A of Schedule III of SEBI Listing Regulations and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024:

➤ **Change in Key Managerial Personnel:**

S. no.	Particulars	Information			
1.	Name	Ms. Kajal Sarda, Chief Financial Officer	Ms. Shrishti Jain, Company Secretary	Mr. Prakash Chand Jain, Chief Financial Officer	Mrs. Diksha Singh, Company Secretary
2.	Reasons for change	Appointment	Appointment	Cessation (Reasons disclosed in the resignation letter which is attached herewith as Annexure 11B)	Cessation (Reasons disclosed in the resignation letter which is attached herewith as Annexure 11B)
3.	Date of appointment/cessation	April 23, 2025	April 23, 2025	April 22, 2025 (close of business hours)	April 22, 2025 (close of business hours)
4.	Term of Appointment	As recommended by the Nomination & Remuneration Committee, Audit Committee and approved by the Board of Directors	As recommended by the Nomination & Remuneration Committee and approved by the Board of Directors	NA	NA
5.	Brief profile (in case of appointment)	As per Annexure 11A	As per Annexure 11A	NA	NA

Orient Cement Limited

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

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

Annexure 11-A**Brief Profile of Appointed CFO and CS****Brief profile of Ms. Kajal Sarda, Chief Financial Officer**

Ms. Kajal Sarda, a Chartered Accountant, brings over 20 years of experience in Business finance, Corporate accounts, statutory compliance, and commercial function. She is currently handling significant positions as Head Financial Reporting in Adani Cement. Prior to Joining Adani, she worked with Vedanta Group as Corporate Finance Controller in Hindustan Zinc Limited and Marketing Controller at Bharat Aluminium Company Limited.

Brief profile of Ms. Shrishti Jain, Company Secretary

Ms. Shrishti Jain is a highly skilled professional with a diverse educational background, holding qualifications in Company Secretary, B. Com, and LLB. She is currently serving as a Senior Officer at Adani Group (Cement Vertical) since October 2023. Her previous roles include Company Secretary at iWire Global IOT Communication Private Limited, Senior Analyst at Deloitte Touche Tohmatsu India LLP, and Assistant Manager at Makarand M Joshi & Company (MMJC).

Ms. Shrishti has extensive experience in handling compliance and support work for private, public, listed, and IFSC companies, with a strong focus on SEBI, Companies Act, and RBI/FEMA compliances. She has also been involved in internal audits, compliance audits, and research in various industries, including IT, pharmaceutical, and logistics.

Prakash Chand Jain

C-303, Necklace Pride Apartment,
Kavadiguda, Secunderabad,
Telanagana-500003

P.C. ✓
22 April 2025

To

The Board of Directors
Orient Cement Limited
Unit VIII, Plot No.7, Bhoinagar,
Bhubaneswar, Orissa, 751012

Subject: Resignation Letter

Dear Sir(s), Madam

Please be informed that I, Prakash Chand Jain would like to resign as Chief Financial Officer of Orient Cement Limited ("Company") with effect from 22 April 2025. *(Close of Business hours)*

My reason to resign as Chief Financial Officer of the Company is due to my other professional commitments.

There are no other material reasons for my resignation apart from the reason stated above.

I request that a notice of my resignation letter be given to the relevant authorities including the registrar of companies and the stock exchanges where the equity shares of the Company are listed.

I would like to convey my sincere gratitude and thank the board of directors for their support and guidance extended to me during my tenure.

Kindly acknowledge receipt.

P.C.

Prakash Chand Jain

Diksha Singh

C-302, Stellar Kings Court,
F-32, Sector 50,
Noida- 201301

22 April 2025

To

The Board of Directors
Orient Cement Limited
Unit VIII, Plot No.7, Bhoinagar,
Bhubaneswar, Orissa, 751012

Subject: Resignation Letter

Dear Sir(s), Madam

Please be informed that I, Diksha Singh would like to resign as Company Secretary of Orient Cement Limited ("**Company**") with effect from April 22, 2025 (close of business hours).

My reason to resign as Company Secretary of the Company is due to my other professional commitments.

There are no other material reasons for my resignation apart from the reason stated above.

I request that a notice of my resignation letter be given to the relevant authorities including the registrar of companies and the stock exchanges where the equity shares of the Company are listed.

I would like to convey my sincere gratitude and thank the board of directors for their support and guidance extended to me during my tenure.

Kindly acknowledge receipt.



Diksha Singh