

**Orient Cement Limited**

CIN: L26940OR2011PLC013933

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

Tel: 0674-2396930

Corporate Office: Adani Corporate House Shantigram, S G Highway, Khodiyar, Ahmedabad -  
382 421 Gujarat, India Tel +91 79 2656 5555

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**POSTAL BALLOT NOTICE**

**To,  
The Members,  
Orient Cement Limited**

Notice is hereby given pursuant to the provisions of 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, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 9/2023 dated 25th September 2023 and 9/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**"), Secretarial Standard on General Meetings ("**SS-2**") (as amended) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below is proposed to be passed by the Members of **Orient Cement Limited (the "Company")** by means of Postal Ballot, only by way of remote e-voting ("**e-voting**") process.

The proposed resolutions and the explanatory statement pursuant to Section 102, 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice ("**Notice**"), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Raimeen Maradiya, Partner, Chirag Shah and Associates, Practicing Company Secretary (Membership No. 11283 & C.P. No. 17554) as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head 'General information and instructions relating to e-voting' in this Notice and record their assent ("**FOR**") or dissent ("**AGAINST**") on the proposed resolution through the e-voting process not later than 5:00 p.m. (IST) on Saturday, 28th June 2025 failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of National Securities Depository Limited (hereinafter referred to as "**NSDL**" or "**Service Provider**") for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with KFin Technologies Ltd, Registrar and Share Transfer Agent ("**RTA**") to enable the Members to register their e-mail

address. Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.

The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://orientcement.com/> and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to the National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Saturday, 28th June 2025.

## **SPECIAL BUSINESS**

### **Item No. 1**

#### **Appointment of Mr. Vinod Bahety (DIN: 09192400) as Director (Non-Executive, Non-Independent) 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 Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Vinod Bahety (DIN: 09192400) who was appointed by the Board of Directors as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from April 22, 2025 in terms of Section 161 of the Act and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with no remuneration and no sitting fees.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof if any), be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

### **Item No. 2**

#### **Appointment of Mr. Rakesh Kumar Tiwary (DIN: 06895533) as Director (Non-Executive, Non-Independent) 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 Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Rakesh Kumar Tiwary (DIN: 06895533) who was appointed by the Board of Directors as an Additional Director (Non-Executive, Non-Independent) of the Company with effect from April 22, 2025, and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act

from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation, with no remuneration and no sitting fees.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof if any), be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

#### **Item No. 3**

##### **Appointment of Mr. Vaibhav Dixit (DIN: 09085118) as Director 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 Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Vaibhav Dixit (DIN: 09085118) who was appointed by the Board of Directors as an Additional Director with effect from April 23, 2025, and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as the Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof if any), be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

#### **Item No. 4**

##### **Appointment of Mr. Vaibhav Dixit (DIN: 09085118) as Wholetime Director and Chief Executive Officer of the Company**

To consider and, if thought fit, to pass the following Resolution as **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the appointment of Mr. Vaibhav Dixit (DIN: 09085118) as the Wholetime Director and Chief Executive Officer of the Company with effect from April 23, 2025, for a term of three (3) years, with no remuneration or sitting fees to be paid.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof if any), be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

#### **Item No. 5**

##### **Appointment of Mr. Sudhir Nanavati (DIN: 00050236) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act"), if any, and the Rules made thereunder, Regulation 17, 25 and any other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, and upon the recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors, Mr. Sudhir Nanavati (DIN: 00050236), who was appointed as an Additional Director, designated as an Non-Executive, Independent Director w.e.f. April 22, 2025, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and being eligible for appointment under the provisions of the Act and the Rules framed thereunder, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three(3) consecutive years with effect from April 22, 2025 upto April 21, 2028.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof if any), be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval be and is hereby also granted for the Directorship of Mr. Sudhir Nanavati as an Independent Director of the Company as he has attained the age of 75 years."

#### **Item No. 6**

#### **Appointment of Mr. Ravi Kapoor (DIN: 00003847) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act"), if any, and the Rules made thereunder, Regulation 17, 25 and any other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, and upon the recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors, Mr. Ravi Kapoor (DIN: 00003847), who was appointed as an Additional Director, designated as an Non-Executive, Independent Director w.e.f. April 22, 2025, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and being eligible for appointment under the provisions of the Act and the Rules framed thereunder, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three(3) consecutive years with effect from April 22, 2025 upto April 21, 2028.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof if any), be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

**Item No. 7****Appointment of Ms. Shruti Shah (DIN: 08337714) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act"), if any, and the Rules made thereunder, Regulation 17, 25 and any other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, and upon the recommendation of the Nomination and Remuneration Committee, and that of the Board of Directors, Ms. Shruti Shah (DIN: 08337714), who was appointed as an Additional Director, designated as an Non-Executive, Independent Director w.e.f. April 22, 2025, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and being eligible for appointment under the provisions of the Act and the Rules framed thereunder, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three(3) consecutive years with effect from April 22, 2025 up to April 21, 2028.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof if any), be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

**Item No. 8****Approval of Material Related Party Transactions with Ambuja Cements Limited for Financial Year 2025-26.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder {including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any}, and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ('Board'), for entering into related party transactions / contracts / arrangements / agreements {whether individually or series of transaction(s) taken together or otherwise}, with Ambuja Cements Limited, a related party of the Company, for the Financial Year 2025-26, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board (including its committee thereof) be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter, vary the terms and conditions of such contracts / arrangements / transactions (including master supply agreement and master service agreement) and to settle all questions, difficulties or doubts that may arise in this regard".

**Item No. 9****Approval of Material Related Party Transactions with ACC Limited for Financial Year 2025-26.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder {including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any}, and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ('Board'), for entering into related party transactions / contracts / arrangements / agreements {whether individually or series of transaction(s) taken together or otherwise}, with ACC Limited, a related party of the Company for the Financial Year 2025-26, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board (including its committee thereof) be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter, vary the terms and conditions of such contracts / arrangements / transactions (including master supply agreement and master service agreement) and to settle all questions, difficulties or doubts that may arise in this regard".

#### **Item No. 10**

#### **Approval of Material Related Party Transactions with Adani Enterprises Limited for Financial Year 2025-26.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder {including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any}, and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company ('Board'), for entering into related party transactions / contracts / arrangements / agreements {whether individually or series of transaction(s) taken together or otherwise}, with Adani Enterprises Limited, a related party of the Company, for the Financial Year 2025-26, as per the details set out in the explanatory statement annexed to this notice, notwithstanding the fact that the aggregate value of all these transaction(s), may exceed the prescribed thresholds as per provisions of the SEBI Listing Regulations as applicable from time to time, provided, however, that the said contract(s) / arrangement(s) / transaction(s) shall be carried out at an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Board (including its committee thereof) be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter, vary the terms and conditions of such contracts / arrangements / transactions (including master supply agreement and master service agreement) and to settle all questions, difficulties or doubts that may arise in this regard".

#### **Item No. 11**

#### **Appointment of M/s G. K. Choksi & Co., Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139(8), 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules framed thereunder, pursuant to the recommendation made by the Audit Committee and the Board of Directors ('Board'), M/s. G. K. Choksi & Co., Chartered Accounts (Firm Registration Number: 101895W), who have given their consent letter along with required certificate under Section 141 to the effect that their appointment, if made, would be within the limits specified under Section 139 of the Act, be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of B S R Associates & LLP, Chartered Accountants (Firm Registration Number: 116231W/W-10024) and they shall hold the office till the conclusion of the ensuing 14<sup>th</sup> Annual General Meeting of the Company to be held in calendar year 2025 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board.

**RESOLVED FURTHER THAT** the Board (including its committee thereof) be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution and to settle all questions, difficulties or doubts that may arise in this regard".

#### **Item No. 12**

#### **Ratification of remuneration payable to M/s. P.M. Nanabhoy & Co., Cost Auditors, for the financial year 2025-26**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. P.M. Nanabhoy & Co., Cost Accountants, the Cost Auditors appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, to conduct the audit for the FY 2025-26 at a remuneration of Rs. 3,00,000 (Rupees Three Lakhs Only) per annum plus reimbursement of the travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board (including its committee thereof) be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution and to settle all questions, difficulties or doubts that may arise in this regard".

#### **Item No. 13**

#### **Shifting of registered office of the Company from the State of Orissa to the State of Gujarat**

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

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

**"II. The Registered Office of the Company will be situated in the State of Gujarat."**

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee or any officer / executive / representative and / or any other person so authorized by the Board), be and is hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions as stipulated by any authority, while according approval / consent, as may be considered necessary and further authorized to appoint counsels / consultant and advisors, file applications / petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the concerned authorities and to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary and 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."

Registered Office:  
Orient Cement Limited  
Unit VIII, Plot No 7,  
Bhoinagar, Bhubaneswar,  
Orissa - 751012

By the order of the Board of Directors  
For Orient Cement Limited  
Shrishti Jain  
Company Secretary  
Membership No. A66563

Date: 23<sup>rd</sup> April 2025  
Place: Ahmedabad

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the resolution as set out in the postal ballot notice is annexed hereto and forms part of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 23<sup>rd</sup> May 2025 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, KFin Technologies Ltd., in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India on General Meetings, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.



5. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, KFin Technologies Ltd., by clicking the link: <https://kprism.kfintech.com/>

Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to [evoting@kfintech.com](mailto:evoting@kfintech.com).

6. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
7. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the shares held by them as on Friday, 23<sup>rd</sup> May 2025 being the Cut-Off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-Off date, can cast their vote electronically.
8. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
9. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to [raimeen.maradiya@gmail.com](mailto:raimeen.maradiya@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com)
10. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
11. Postal Ballot (e-voting) period commences from **Friday, 30<sup>th</sup> May 2025 (9:00 a.m. IST)** and ends on **Saturday, 28<sup>th</sup> June 2025 (5:00 p.m. IST)**. At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time.
12. The proposed resolution, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Saturday, 28<sup>th</sup> June 2025**. The resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
13. This Notice shall also be available on the website of the Company at <https://orientcement.com/> websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com))

All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to [investors@orientcement.com](mailto:investors@orientcement.com). In respect of Material Related Party Transactions at Item No. 8 and 9, for ease of reference, execution versions of Master Supply Agreement and Master Service Agreement (MSAs) with Ambuja Cements Limited and ACC Limited are also placed

on the website of the Company at <https://orientcement.com/> **General information and instructions relating to e-voting:**

- i. The voting period begins on **Friday, 30<sup>th</sup> May 2025 (9:00 a.m. IST)** and ends on **Saturday, 28<sup>th</sup> June 2025 (5:00 p.m. IST)**. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) viz., Friday, 23<sup>rd</sup> May 2025 may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242, dated 9th December 2020 and under Regulation 44 of the SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolution. Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
- iii. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- iv. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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





#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal 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. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 is</li> </ol>

	<p>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> <ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your 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 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need 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 email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [raimeen.maradiya@gmail.com](mailto:raimeen.maradiya@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) 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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager – NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) or contact at NSDL, 3rd - 7th Floor, Naman Chambers, Plot C32, G - Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051, India

**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 resolutions set out in this notice:**

1. 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](mailto:investors@orientcement.com)
2. 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](mailto:investors@orientcement.com). If you are an Individual shareholders 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**.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**Contact Details:**

Company	<p>Orient Cement Limited  <b>Registered Office:</b> Unit VIII, Plot No 7, Bhoinagar,  Bhubaneswar, Orissa - 751012  Phone: +91 79 2656 5555  Email: <a href="mailto:investors@orientcement.com">investors@orientcement.com</a></p>
Registrar and Transfer Agent	<p><b>KFin Technologies Ltd</b>  Ms. C. Shobha Anand  Vice President – Corporate Registry</p> <p><b>Registered Office:</b> Selenium Tower B, Plot 31-32, Gachibowli,  Financial District, Nanakramguda, Hyderabad, 500 032  Phone No.: +91 40 6716 1700  Toll-free Nos.: 1800-309-8998/ 1800-309-4001 (from  9:00 a.m. IST to 6:00 p.m. IST on all working days)</p> <p>E-mail: <a href="mailto:shobha.anand@kfintech.com">shobha.anand@kfintech.com</a> or  <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a></p>
e-voting Agency	<p>National Securities Depository Limited  Ms. Pallavi Mhatre, Senior Manager  <b>Registered Office:</b>  3rd - 7th Floor, Naman Chambers, Plot C32, G - Block, Bandra Kurla  Complex, Bandra (E), Mumbai - 400 051, India  Email: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a>  Phone: 022 - 4886 7000</p>
Scrutinizer	<p>CS Raimeen Maradiya  Partner, Chirag Shah and Associates,  Practicing Company Secretary  E mail: <a href="mailto:raimeen.maradiya@gmail.com">raimeen.maradiya@gmail.com</a></p>



## ANNEXURE TO NOTICE

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

In terms of the provisions of Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard on General Meetings ("SS-2") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the following statement sets out the material facts relating to Agenda items as set out in this Notice.

#### Item No 1:

The Board of Directors ("Board") on the recommendation of the Nomination & Remuneration Committee ("NRC") at their meeting held on April 22, 2025, approved the appointment of Mr. Vinod Bahety (DIN: 09192400) as an Additional Director of the Company and designated him as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with no remuneration and no sitting fees to be paid, subject to approval of the shareholders by way of ordinary resolution.

Pursuant to the provisions of Section 161 of the Act, Mr. Vinod Bahety will hold office upto the date of ensuing Annual General Meeting. However, in terms of Regulation 17(1C) of the Listing Regulations, approval of shareholders of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of shareholders is being sought for the appointment of Mr. Bahety, through this Postal Ballot.

In terms of the applicable provisions of the Act and SEBI Listing Regulations, the Company has received requisite disclosures / declarations from Mr. Vinod Bahety including (i) consent to act as Directors u/s 152 of the Act in Form DIR-2; (ii) disclosure of interest under Section 184(1) of the Act in Form MBP-1 (iii) declarations under Section 164 of the Act in 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 notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Vinod Bahety for the office of Non-Executive, Non-Independent Director of the Company.

Further, in the opinion of the NRC and the Board, Mr. Vinod Bahety possesses the requisite skills experience and knowledge required for the role of a Non-Executive, Non-Independent Director of the Company, considering his qualifications and expertise. Keeping in view knowledge, acumen, expertise, experience and positive attributes and upon the recommendation of the NRC, the Board approved appointment of Mr. Vinod Bahety as a Non-Executive, Non-Independent Director of the Company.

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).



Further, except Mr. Vinod Bahety and his relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the ordinary resolution set forth at item no. 1 of the Notice for the approval of shareholders for the appointment of Mr. Vinod Bahety as Non-Executive, Non-Independent Director of the Company.

Additional details of Mr. Vinod Bahety, required under Regulation 36 of the SEBI Listing Regulations and SS-2, issued by the Institute of Company Secretaries of India, are given in Annexure to this Notice.

## **Item No 2:**

The Board of Directors ("Board") on the recommendation of the Nomination & Remuneration Committee ("NRC") at their meeting held on April 22, 2025, approved the appointment of Mr. Rakesh Kumar Tiwary (DIN: 06895533) as an Additional Director of the Company and designated him as a Non-Executive, Non-Independent Director of the Company liable to retire by rotation, with no remuneration and no sitting fees to be paid, subject to approval of the shareholders by way of ordinary resolution.

Pursuant to the provisions of Section 161 of the Act, , Mr. Rakesh Tiwary will hold office upto the date of ensuing Annual General Meeting. However, in terms of Regulation 17(1C) of the Listing Regulations, approval of shareholders of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of shareholders is being sought for the appointment of Mr. Tiwary, through this Postal Ballot.

In terms of the applicable provisions of the Act and SEBI Listing Regulations, the Company has received requisite disclosures / declarations from Mr. Rakesh Kumar Tiwary including (i) consent to act as Directors u/s 152 of the Act in Form DIR-2; (ii) disclosure of interest under Section 184(1) of the Act in Form MBP-1 (iii) declarations under Section 164 of the Act in 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 notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Rakesh Tiwary for the office of Non-Executive, Non-Independent Director of the Company.

Further, in the opinion of the NRC and the Board, Mr. Rakesh Tiwary possess the requisite skills experience and knowledge required for the role of a Non-Executive, Non-Independent Director of the Company, considering his qualifications and expertise. Keeping in view knowledge, acumen, expertise, experience and positive attributes and upon the recommendation of the NRC, the Board approved appointment of Mr. Rakesh Tiwary as a Non-Executive, Non-Independent Director of the Company.

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.

Further, except Mr. Rakesh Tiwary and his relative, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the ordinary resolution set forth at item no. 2 of the Notice for the approval of shareholders for the appointment of Mr. Rakesh Kumar Tiwary as Non-Executive, Non-Independent Director of the Company.

Additional details of Mr. Rakesh Tiwary, required under Regulation 36 of the SEBI Listing Regulations and SS-2, issued by the Institute of Company Secretaries of India, are given in Annexure to this Notice.

#### **Item No. 3 & 4:**

The Board on the recommendation of the NRC at their meeting held on April 22, 2025, approved the appointment of Mr. Vaibhav Dixit (DIN: 09085118) as an Additional Director and Whole Time Director & Chief Executive Officer (CEO) & KMP of the Company, liable to retire by rotation, for a period of three (3) years w.e.f. 23<sup>rd</sup> April 2025 upto 22<sup>nd</sup> April 2028, with no remuneration and no sitting fees to be paid, subject to approval of the shareholders by way of ordinary resolution.

Pursuant to the provisions of Section 161 of the Act, Mr. Dixit will hold office upto the date of ensuing Annual General Meeting. However, in terms of Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of shareholders is being sought for the appointment of Mr. Dixit, through this Postal Ballot.

In terms of the applicable provisions of the Act and SEBI Listing Regulations, the Company has received requisite disclosures / declarations from Mr. Vaibhav Dixit including (i) consent to act as Directors u/s 152 of the Act in Form DIR-2; (ii) disclosure of interest under Section 184(1) of the Act in Form MBP-1 (iii) declarations under Section 164 of the Act in 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 notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Dixit for the office of Whole Time Director & CEO & KMP of the Company.

Further, in the opinion of the NRC and the Board, Mr. Dixit possess the requisite skills experience & knowledge required for the role of Whole Time Director & CEO & KMP of the Company, considering his qualifications and expertise. Keeping in view knowledge, acumen, expertise, experience and positive attributes and upon the recommendation of the NRC, the Board approved appointment of Mr. Dixit as Whole Time Director & CEO & KMP of the Company.

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. He aims to lead the cement manufacturing function in the short term and the overall cement business in the long term.

Further, except Mr. Vaibhav Dixit and his relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the ordinary resolution set forth at item no. 3 & 4 of the Notice for the approval of shareholders for the appointment of Mr. Vaibhav Dixit as Whole Time Director & CEO & KMP of the Company.

Additional details of Mr. Vaibhav Dixit, required under Regulation 36 of the SEBI Listing Regulations and SS-2, issued by the Institute of Company Secretaries of India, are given in Annexure to this Notice.

#### **Item No 5:**

The Board on the recommendation of the NRC at their meeting held on April 22, 2025, approved the appointment of Mr. Sudhir Nanavati (DIN: 00050236) as an Additional Director (Non-executive and Independent Director) of the Company for a term of three(3) consecutive years with effect from April 22, 2025 and upto April 21, 2028, subject to approval of the shareholders by way of ordinary resolution.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Mr. Nanavati will hold office upto the date of ensuing Annual General Meeting. However, in terms of Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of shareholders is being sought for the appointment of Mr. Nanavati, through this Postal Ballot.

In terms of the applicable provisions of the Act and SEBI Listing Regulations, the Company has received requisite disclosures / declarations from Mr. Sudhir Nanavati including (i) consent to act as Directors u/s 152 of the Act in Form DIR-2; (ii) disclosure of interest under Section 184(1) of the Act in Form MBP-1 (iii) declarations under Section 164 of the Act in 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; (iv) declaration of independence under Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations; and all other necessary information/declarations. Mr. Nanavati has also confirmed that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The Company has also received notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Nanavati for the office of Independent Director of the Company.

Further, pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval be and is hereby also granted for the Directorship of Mr. Sudhir Nanavati as an Independent Director of the Company as he has attained the age of 75 years.

Further, in the opinion of the NRC and the Board, Mr. Nanavati possess the requisite skills experience & knowledge required for the role of an Independent Director of the Company, considering his qualifications and expertise. Keeping in view knowledge, acumen, expertise, experience and positive attributes and upon the recommendation of the NRC, the Board approved appointment of Mr. Nanavati as an Independent Director of the Company.

Mr. Sudhir 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. One of the leading educationists, the Gujarat Law Society has made significant progress under his leadership. He is also an Honorary Doctorate recipient from Gujarat University for his noble service in the fields of legal education and social welfare. He is actively involved in various educational associations, including Forum of Private Universities, GSFC University, Shreyarth University, and National Law University, Delhi, to name a few. 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.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Sudhir Nanavati will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings and also profit related commission, of such sum as may be recommended by the NRC Committee and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

The terms and conditions of the appointment of Independent Director are uploaded on the website of the Company at <https://orientcement.com/disclosure-reg-46/T-C-for-appointment-of-independent-directors/> and would also be made available for inspection to the shareholders of the Company as per the details mentioned in the notes of this Notice.

Further, except Mr. Sudhir Nanavati and his relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the ordinary resolution set forth at item no. 5 of the Notice for the approval of shareholders for the appointment of Mr. Sudhir Nanavati as an Independent Director of the Company.

Additional details of Mr. Sudhir Nanavati, 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.

#### **Item No 6:**

The Board on the recommendation of the NRC Committee at their meeting held on April 22, 2025, approved the appointment of Mr. Ravi Kapoor (DIN: 00003847) as an Additional Director (Non-Executive and Independent Director) of the Company for a term of three(3) consecutive years with effect from April 22, 2025 and upto April 21, 2028, subject to approval of the shareholders by way of ordinary resolution.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Mr. Kapoor will hold office upto the date of ensuing Annual General Meeting. However, in terms of Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of shareholders is being sought for the appointment of Mr. Kapoor, through this Postal Ballot.

In terms of the applicable provisions of the Act and SEBI Listing Regulations, the Company has received requisite disclosures / declarations from Mr. Ravi Kapoor including (i) consent to act as Directors u/s 152 of the Act in Form DIR-2; (ii) disclosure of interest under Section 184(1) of the Act in Form MBP-1 (iii) declarations under Section 164 of the Act in 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; (iv) declaration of independence under Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations; and all other necessary information/declarations. Mr.

Kapoor has also confirmed that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The Company has also received notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Kapoor for the office of Independent Director of the Company.

Further, in the opinion of the NRC and the Board, Mr. Kapoor possess the requisite skills experience & knowledge required for the role of an Independent Director of the Company, considering his qualifications and expertise. Keeping in view knowledge, acumen, expertise, experience and positive attributes and upon the recommendation of the NRC, the Board approved appointment of Mr. Kapoor as an Independent Director of the Company.

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 in handled various corporate level assignments, restructuring, mergers, including cross border merger and is also a Trademark agent and advises his clients on IPR. Widely travelled has visited Frankfurt, Korea, London, Hong Kong, Dubai, Singapore, Indonesia on professional assignments. 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.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Ravi Kapoor will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings and also profit related commission, of such sum as may be recommended by the NRC Committee and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

The terms and conditions of the appointment of Independent Director are uploaded on the website of the Company at <https://orientcement.com/disclosure-reg-46/T-C-for-appointment-of-independent-directors/> and would also be made available for inspection to the shareholders of the Company as per the details mentioned in the notes of this Notice.

Further, except Mr. Ravi Kapoor and his relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the ordinary resolution set forth at item no. 6 of the Notice for the approval of shareholders for the appointment of Mr. Ravi Kapoor as an Independent Director of the Company.

Additional details of Mr. Ravi Kapoor, 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.

#### **Item No 7:**

The Board on the recommendation of the NRC Committee at their meeting held on April 22, 2025, approved the appointment of Ms. Shruti Shah (DIN: 08337714) as an Additional Director (Non-executive and Independent Director) of the Company for a term of three(3) consecutive

years with effect from April 22, 2025 and upto April 21, 2028 subject to approval of the shareholders by way of ordinary resolution.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Ms. Shah will hold office upto the date of ensuing Annual General Meeting. However, in terms of Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of shareholders is being sought for the appointment of Ms. Shah, through this Postal Ballot.

In terms of the applicable provisions of the Act and SEBI Listing Regulations, the Company has received requisite disclosures / declarations from Ms. Shruti Shah including (i) consent to act as Directors u/s 152 of the Act in Form DIR-2; (ii) disclosure of interest under Section 184(1) of the Act in Form MBP-1 (iii) declarations under Section 164 of the Act in Form DIR- 8 to the effect that she is not disqualified to become Director including a declaration that she is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (iv) declaration of independence under Section 149(7) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations; and all other necessary information/declarations. Ms. Shah has also confirmed that she has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The Company has also received notice in writing under Section 160 of the Act from a member proposing the candidature of Ms. Shah for the office of Independent Director of the Company.

Further, in the opinion of the NRC and the Board, Ms. Shah possess the requisite skills experience & knowledge required for the role of an Independent Director of the Company, considering her qualifications and expertise. Keeping in view knowledge, acumen, expertise, experience and positive attributes and upon the recommendation of the NRC, the Board approved appointment of Ms. Shah as an Independent Director of the Company.

Ms. 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. Shruti has over 15 years of rich and diverse experience in a various fields. Shruti has a degree in commerce from the NM College and a degree in law from JCCL, both under the University of Mumbai.

In conformity with the Company's Nomination and Remuneration Policy, Ms. Shruti Shah will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by her, reimbursement of expenses for participation in the meetings and also profit related commission, of such sum as may be recommended by the NRC Committee and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

The terms and conditions of the appointment of Independent Director are uploaded on the website of the Company at <https://orientcement.com/disclosure-reg-46/T-C-for-appointment-of-independent-directors/> and would also be made available for inspection to the shareholders of the Company as per the details mentioned in the notes of this Notice.

Further, except Ms. Shruti Shah and her relatives, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the ordinary resolution set forth at item no. 7 of the Notice for the approval of shareholders for the appointment of Ms. Shruti Shah as an Independent Director of the Company.

Additional details of Ms. Shruti Shah, 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.

**Item No. 8:**

The provisions of the SEBI Listing Regulations mandate prior approval of shareholders of a listed entity by means of an ordinary resolution for all Material Related Party Transactions (RPTs), even if such transactions are in the ordinary course of business of the concerned Company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed(s) ₹1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Audit Committee (comprising of 100% Independent Directors) and the Board of Directors of the Company at their meetings held on April 23, 2025, on the basis of relevant details provided by the management, as required by law, have approved seeking shareholders' approval for the Financial Year 2025-26 as per the details set out in the table below and accorded their consent for entering into related party transactions / contracts / arrangements / agreements {whether individually or series of transaction(s) taken together or otherwise}, with Ambuja Cements Limited ("Ambuja") in the ordinary course of business and at arms' length basis for the aforesaid period, subject to the approval of the Members of the Company.

In order to maximize synergies between the Company and Ambuja, the Audit Committee and the Board recommended passing of the Ordinary Resolution as set out in the Notice for the approval of the Members of the Company.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall not vote in favour of the proposed resolution.

Mr. Vinod Bahety and Mr. Rakesh Kumar Tiwary, Non-executive Directors, being director(s) and/or key managerial personnel of Ambuja, and their relatives, are deemed to be concerned or interested in this resolution.

None of the other Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested financially or otherwise in the Resolutions set out at item no. 8 of the Notice, except to the extent of their shareholding, if any, in the Company.

Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is as under:

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Ambuja Cements Limited
2.	Type of transaction	1) Purchase and sale of cement, clinker, raw materials, fuel, stores, spare parts, toll grinding services, power, cut and torn materials, RMX concrete etc. 2) Transactions relating to rendering and receiving services under common functions. 3) Deputation of Employees 4) Reimbursements received / payable. 5) Other Residual RPTs.

Sr. No.	Particulars	Details
3.	Material terms and particulars of the proposed Transaction	<p>Material terms and conditions are based on the Contracts which <i>inter alia</i> include the rates which are based on prevailing market price and commercial terms as on the date of entering into the Contracts.</p> <p>The execution versions of Master Supply Agreement and Master Service Agreement (MSAs) with ACC and its unlisted subsidiaries are also placed on the website of the Company (<i>please refer sr. no. 14 of the 'Notes' section forming part of this Notice for the weblink</i>) <i>inter alia</i> incorporating the arm's length pricing to be followed. In order to ensure arm's length margin, true-up/true-down entries, as required, shall be passed before the end of next month.</p>
4.	Tenure of the proposed transaction	Financial Year 2025-26
5.	Value of the proposed transaction (not to exceed)	Rs. 1,424 Crore
6.	Reasons for reduction in fresh limits	NA
7.	(i) Value of RPT as % (appx.) of Company's audited consolidated annual turnover for the financial year 2024-25 ( <i>i.e. Rs. 2708.83 Crore</i> )	FY 2025-26: 52.57%
	(ii) RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided	Not Applicable
8.	If the transaction relates to any loans, inter – corporate deposits, advances or investments made or given by the listed entity or its subsidiary then:	
a)	Details of the source of funds in connection with the proposed transactions	<p>The Company may avail financial assistance on need basis, in the form of corporate guarantee / revolving interest bearing inter corporate deposits / loans / advances or by way of issuance of securities. The financial assistance would be unsecured with repayment over a period of one to three years from the date of disbursement and upto ten years in case of issuance of securities by the issuer; however, OCL will have the right to make pre-payment, without any pre-payment penalty during the tenor of relevant financial assistance.</p> <p>The financial assistance provided to OCL carry interest at an appropriate market rate prevailing at the time of disbursement and may vary depending upon the credit profile of the Company.</p>



Sr. No.	Particulars	Details
b)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;	Financial assistance/proceeds from the issuance of securities will be utilised by the Company, for its business purposes including expansion, working capital requirements and other business purposes.
c)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPTs	
9.	Justification as to why the RPTs are in the interest of the Company.	<p><b>1) Transactions with respect to purchase and sale of cement, clinker, raw materials, spare parts, toll grinding services, power, cut and torn materials, RMX concrete etc.:</b> The Company and OCL are both engaged in the building material business. The proposed transactions are aimed to achieve synergies and economies of scale; reduce operational costs; strengthen sustainability; optimize capacity utilization and conserve natural resources.</p> <p><b>2) Transactions relating to rendering and receiving of services under common functions:</b> The transactions are aimed at creating a common pool of common functions including but not limited to as Technical Services, Sustainability, Procurement and Taxation etc. The cost of employees of each department in the payrolls of each company is proposed to be charged to the other company with Arm's Length markup.</p> <p><b>3) For Reimbursements received/paid:</b> The transactions will be on actual basis on the basis of day-to-day business requirements.</p> <p><b>4) For Deputation in/ out of employees:</b> The transactions aims at better manpower planning in various roles, purely on the basis of organizational needs, which will ultimately lead to better utilization and productivity.</p> <p><b>5) Other Residual RPTs:</b> The transactions will be purely on the basis of day-to-day business requirements.</p>
10.	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
11.	A statement that the valuation or	The Company has obtained the arm's length

Sr. No.	Particulars	Details
	other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	<p>opinion from an independent reputed external firm. The said report confirms that proposed terms of the contracts meet the arm's length testing criteria. The transaction under the contracts also qualifies as contracts in the ordinary course of business.</p> <p>The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.</p>
12.	Any other relevant information	The RPTs proposed to be entered with Ambuja Cements Limited shall be in the ordinary course of business and on arm's length basis.

**Item No. 9:**

The provisions of the SEBI Listing Regulations mandate prior approval of shareholders of a listed entity by means of an ordinary resolution for all Material Related Party Transactions (RPTs), even if such transactions are in the ordinary course of business of the concerned Company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed(s) ₹1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Audit Committee (comprising of 100% Independent Directors) and the Board of Directors of the Company at their meetings held on April 23, 2025, on the basis of relevant details provided by the management, as required by law, have approved seeking shareholders' approval for the Financial Year 2025-26 as per the details set out in the table below and accorded their consent for entering into related party transactions / contracts / arrangements / agreements {whether individually or series of transaction(s) taken together or otherwise}, with ACC Limited ("ACC") in the ordinary course of business and at arms' length basis for the aforesaid period, subject to the approval of the Members of the Company.

In order to maximize synergies between the Company and ACC, the Audit Committee and the Board recommended passing of the Ordinary Resolution as set out in the Notice for the approval of the Members of the Company.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall not vote in favour of the proposed resolution.

Mr. Vinod Bahety and Mr. Rakesh Kumar Tiwary, Non-executive Directors, being director(s) and/or key managerial personnel of ACC, and their relatives, are deemed to be concerned or interested in this resolution.

None of the other Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested financially or otherwise in the Resolutions set out at item no. 9 of the Notice, except to the extent of their shareholding, if any, in the Company.

Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is as under:

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	ACC Limited
2.	Type of transaction	<ol style="list-style-type: none"> <li>1) Purchase and sale of cement,clinker, raw materials, fuel, stores, spare parts, toll grinding services, power, cut and torn materials, RMX concrete etc.</li> <li>2) Transactions relating to rendering and receiving services under common functions.</li> <li>3) Deputation of Employees</li> <li>4) Reimbursements received / payable</li> <li>5) Other Residual RPTs.</li> </ol>
3.	Material terms and particulars of the proposed Transaction	<p>Material terms and conditions are based on the Contracts which <i>inter alia</i> include the rates which are based on prevailing market price and commercial terms as on the date of entering into the Contracts.</p> <p>The execution versions of Master Supply Agreement and Master Service Agreement (MSAs) with Ambuja Cements Limited and its unlisted subsidiaries are also placed on the website of the Company (<i>please refer sr. no. 14 of the 'Notes' section forming part of this Notice for the weblink</i>) <i>inter alia</i> incorporating the arm's length pricing to be followed. In order to ensure arm's length margin, true-up/true-down entries, as required, shall be passed before the end of next month.</p>
4.	Tenure of the proposed transaction	Financial Year 2025-26
5.	Value of the proposed transaction (not to exceed)	Rs. 1,250 Crore
6.	Reasons for reduction in fresh limits	NA
7.	(i) Value of RPT as % (appx.) of Company's audited consolidated annual turnover for the financial year 2024-25 ( <i>i.e. Rs. 2708.83 Crore</i> )	FY 2025-26: 46.14%
	(ii) RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided	Not Applicable
8.	If the transaction relates to any loans, inter – corporate deposits, advances or investments made or given by the listed entity or its subsidiary then:	

Sr. No.	Particulars	Details
a)	Details of the source of funds in connection with the proposed transactions	<p>The Company may avail financial assistance on need basis, in the form of corporate guarantee / revolving interest bearing inter corporate deposits / loans / advances or by way of issuance of securities. The financial assistance would be unsecured with repayment over a period of one to three years from the date of disbursement and upto ten years in case of issuance of securities by the issuer; however, OCL will have the right to make pre-payment, without any pre-payment penalty during the tenor of relevant financial assistance.</p> <p>The financial assistance provided to OCL carry interest at appropriate market rate prevailing at the time of disbursement and may vary depending upon the credit profile of the Company.</p>
b)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;	Financial assistance/proceeds from the issuance of securities will be utilised by the Company, for its business purposes including expansion, working capital requirements and other business purposes.
c)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPTs	
9.	Justification as to why the RPTs are in the interest of the Company.	<p><b>1) Transactions with respect to purchase and sale of cement, clinker, raw materials, spare parts, toll grinding services, power, cut and torn materials, RMX concrete etc.:</b> The Company and OCL are both engaged in the building material business. The proposed transactions are aimed to achieve synergies and economies of scale; reduce operational costs; strengthen sustainability; optimize capacity utilization and conserve natural resources.</p> <p><b>2) Transactions relating to rendering and receiving of services under common functions:</b> The transactions are aimed at creating a common pool of common functions including but not limited to as Technical Services, Sustainability, Procurement and Taxation etc. The cost of employees of each department in the payrolls of each company is proposed to be charged to the other company with Arm's Length markup.</p> <p><b>3) For Reimbursements received/paid:</b> The transactions will be on actual basis on the basis of day-to-day business requirements.</p>

Sr. No.	Particulars	Details
		<p><b>4) For Deputation in/ out of employees:</b> The transactions aims at better manpower planning in various roles, purely on the basis of organizational needs, which will ultimately lead to better utilization and productivity.</p> <p><b>5) Other Residual RPTs:</b> The transactions will be purely on the basis of day-to-day business requirements.</p>
10.	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
11.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	<p>The Company has obtained the arm's length opinion from an independent reputed external firm. The said report confirms that proposed terms of the contracts meet the arm's length testing criteria. The transaction under the contracts also qualifies as contracts in the ordinary course of business.</p> <p>The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.</p>
12.	Any other relevant information	The RPTs proposed to be entered with ACC Limited shall be in the ordinary course of business and on arm's length basis.

#### Item No. 10:

The provisions of the SEBI Listing Regulations mandate prior approval of shareholders of a listed entity by means of an ordinary resolution for all Material Related Party Transactions (RPTs), even if such transactions are in the ordinary course of business of the concerned Company and at an arm's length basis. Effective from April 1, 2022, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed(s) ₹1,000 crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The Audit Committee (comprising of 100% Independent Directors) and the Board of Directors of the Company at their meetings held on April 23, 2025, on the basis of relevant details provided by the management, as required by law, have approved seeking shareholders' approval for the Financial Year 2025-26 as per the details set out in the table below and accorded their consent for entering into related party transactions / contracts / arrangements / agreements {whether individually or series of transaction(s) taken together or otherwise}, with Adani Enterprises Limited ("AEL") and its unlisted subsidiaries in the ordinary course of business and at arms' length basis for the aforesaid period, subject to the approval of the Members of the Company.

In order to maximize synergies between the Company and AEL, the Adani Group Entity, the Audit Committee and the Board recommended passing of the Ordinary Resolution as set out in the Notice for the approval of the Members of the Company.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall not vote in favour of the proposed resolution.

Mr. Vinod Bahety and Mr. Rakesh Kumar Tiwary, Non-executive Directors, being director(s) and/or key managerial personnel of Ambuja, and their relatives, are deemed to be concerned or interested in this resolution.

None of the other Directors, Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested financially or otherwise in the Resolutions set out at item no. 10 of the Notice, except to the extent of their shareholding, if any, in the Company.

Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated November 22, 2021 is as under:

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Adani Enterprises Limited
2.	Type of transaction	1) Purchase of Coal/Petcoke 2) Rendering/Receiving of Services
3.	Material terms and particulars of the proposed Transaction	Material terms and conditions would be based on the contracts which inter alia include the rates based on prevailing market price and commercial terms as on the date of entering into the contract(s).  Where market price is not available, alternative method including reimbursement of actual cost incurred or cost-plus mark-up as applicable and as determined by an independent consulting firm: will be considered.
4.	Tenure of the proposed transaction	Financial Year 2025-26
5.	Value of the proposed transaction (not to exceed)	Rs. 550 Crore
6.	Reasons for reduction in fresh limits	NA
7.	(i) Value of RPT as % (appx.) of Company's audited consolidated annual turnover for the financial year 2024-25 (i.e. Rs. 2708.83 Crore)	FY 2025-26: 20.30%
	(ii) RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided	Not Applicable

Sr. No.	Particulars	Details
8.	If the transaction relates to any loans, inter – corporate deposits, advances or investments made or given by the listed entity or its subsidiary then:	
a)	Details of the source of funds in connection with the proposed transactions	Not Applicable
b)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, nature of indebtedness; cost of funds; and tenure;	Not Applicable
c)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
d)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPTs	
9.	Justification as to why the RPTs are in the interest of the Company.	AEL operational excellence ensures the Company receives high-quality coal, minimizing disruptions and maximizing productivity. Consequently, the partnership offers strategic benefits, including long-term relationships, cost efficiency, operational synergy, and enhanced shareholder value, making the transaction with AEL a valuable asset to the Company.
10.	Copy of the valuation or other external party report, if any such report has been relied upon.	The transactions at present do not contemplate any valuation.
11.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	<p>The Company has obtained the arm's length opinion from an independent reputed external firm. The said report confirms that proposed terms of the contracts meet the arm's length testing criteria. The transaction under the contracts also qualifies as contracts in the ordinary course of business.</p> <p>The report is available for inspection by the Members of the Company. They may follow the process for inspection of document as mentioned in 'Notes' section forming part of this Notice.</p>
12.	Any other relevant information	The RPTs proposed to be entered with Adani Enterprises Limited and its subsidiaries shall be in the ordinary course of business and on arm's length basis.

**Item No 11:**

In order to fill the casual vacancy caused due to resignation tendered by M/s. B S R Associates & LLP, Statutory Auditors of the Company, it is proposed to appoint M/s G. K. Choksi & Co.,

Chartered Accountants (Firm Registration No. 101895W) as Statutory Auditors of the Company and they shall hold the office till the conclusion of the ensuing 14<sup>th</sup> annual general meeting of the Company to be held in calendar year 2025, on remuneration i.e. Rs. 37.50 Lakh (excluding applicable taxes, out of pocket expenses and certification fees) in connection with the audit of the Company.

Brief profile of M/s G K Choksi & Co., Chartered Accountants is provided herein below:

GKC, headquartered in Ahmedabad with branches in New Delhi, Mumbai, and IFSC, has evolved since the early 90s to become a prominent firm with over 200 personnel. The firm offers a wide range of services including audit, tax, accounting consultancy, litigation support, and startup services. GKC specializes in areas like international taxation, mergers and acquisitions, transfer pricing, and regulatory matters. The firm is committed to providing value-added services and maintaining high standards of professional education, as evidenced by awards from ICAI. GKC serves diverse clients across sectors such as pharmaceuticals, infrastructure, FMCG, IT, and financial services, and is actively involved in advisory roles for entities in Gift City.

The Company has received eligibility certificate as required under Section 141 of the Companies Act, 2013 from M/s G. K. Choksi & Co., Chartered Accountants (Firm Registration No. 101895W) and they have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that their appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board recommends the Ordinary resolution set forth in Item no. 11 of the Notice for the approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested financially or otherwise, in the proposed resolution.

#### **Item No 12:**

In accordance with the provisions of Section 148 of 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 23, 2025, the Board has approved the appointment of M/s. P.M. Nanabhoy & Co., Cost Accountants (Firm Registration No. 000012), as Cost Auditors of the Company for conducting the audit of the cost records of the Company for the financial year ending March 31, 2026, at a Cost Audit fees of Rs.3,00,000/- (Rupees Three Lakhs only) plus applicable taxes and out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Rules, 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 2025-26 as set out in the resolution for the aforesaid services to be rendered by him.

The Board recommends the Ordinary resolution set forth in Item no. 12 of the Notice for the ratification by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested financially or otherwise, in the proposed resolution.

#### **Item No 13:**

Presently, the Registered Office of the Company is situated in the State of Orissa at Unit VIII, Plot No. 7, Bhoynagar, Bhubaneswar, Odisha-751 012, India while pursuant to the change in control over the Company now, the day to day operations of the Company shall be carried out from office situated in the State of Gujarat at Adani Corporate House, Shantigram, Nr. Vaishno Devi Circle, S G Highway, Khodiyar, Ahmedabad, Gujarat, 382421, India. To exercise better administrative and economic control and enable the Company to rationalize and streamline its



operations as well as the management of affairs, the Board of Directors of the Company, by way of its resolution dated April 23, 2025, has approved the shifting of the Registered Office of the Company from the State of Orissa to the State of Gujarat, subject to the approval of the members and requisite statutory / regulatory approvals.

The shifting of Registered Office from the State of Orissa to the State of Gujarat is in the best interest of the Company, shareholders, all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees in any manner whatsoever.

Pursuant to the provisions of Section 12, 13, 110 and all other applicable provisions, if any, of the Act read with applicable Rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of members of the Company by means of a Special Resolution and approval of the Central Government (power delegated to the Regional Director).

Therefore, the approval of the members is sought through Postal Ballot / e-voting for shifting of the Registered Office of the Company from State of Orissa to the State of Gujarat and consequently, for altering Clause II of the MOA.

The copy of the existing MOA indicating the proposed amendments, resolution passed by the Board of Directors and other allied documents, if any, being referred in the resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company on all working days except Saturdays, Sundays and National Holidays between 11:00 A.M. (IST) and 1:00 P.M. (IST) from the date of dispatch of the Notice upto the last date of e-voting i.e. Friday, 28<sup>th</sup> June 2025.

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 the Notice upto the closure of the voting period. Members seeking to inspect such documents can send an email to [investors@orientcement.com](mailto:investors@orientcement.com)

The Board, accordingly, recommends passing of the Special Resolution as set forth in the item no. 13 of the Notice, for the approval of the members.

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives is deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

Registered Office:  
Orient Cement Limited  
Unit VIII, Plot No 7,  
Bhoinagar, Bhubaneshwar,  
Orissa - 751012

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

Shrishti Jain  
Company Secretary  
Membership No. A66563

Date: 23<sup>rd</sup> April 2025  
Place: Ahmedabad

## Annexures

Details of the Director seeking 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.

## Item No. 1:

<b>Name</b>	Mr. Vinod Bahety
<b>DIN</b>	09192400
<b>Age</b>	48 years
<b>Qualification</b>	Chartered Accountant (CA) and a Cost and Works Accountant (CWA)
<b>Experience</b>	25 years
<b>Terms and conditions of appointment including remuneration proposed to be paid</b>	As detailed in resolution read with explanatory statement thereto
<b>Details of remuneration last drawn</b>	Not Applicable
<b>Date of first appointment on the Board</b>	April 22, 2025
<b>Expertise in specific functional areas</b>	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.
<b>No. of Board Meetings attended during FY 2024-25</b>	Not Applicable
<b>Directorships held in other entities in India<sup>#</sup></b>	1. ACC Limited 2. Ambuja Cements Limited 3. Sanghi Industries Limited 4. Marwar Cement Limited 5. Counto Microfine Products Private Limited 6. Alcon Cement Company Private Limited 7. Aakaash Manufacturing Company Private Limited
<b>Name of listed entities from which the person has resigned in the past three years as Director<sup>#</sup></b>	Nil
<b>Memberships/ Chairmanships of Committees of Board in listed entities in India</b>	1. Sanghi Industries Limited – Stakeholders Relationship Committee (Member) 2. Orient Cement Limited – Corporate Social Responsibility Committee (Member) 3. ACC Limited – Stakeholders Relationship Committee (Member) – Risk Management Committee (Member)
<b>Shareholding in the Company (including shareholding as a beneficial owner)</b>	Nil
<b>Relationship with any other Director/Key Managerial Personnel of the Company</b>	No

Details of the Director seeking 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.

Item No. 2:

<b>Name</b>	Mr. Rakesh Kumar Tiwary
<b>DIN</b>	06895533
<b>Age</b>	54 years
<b>Qualification</b>	Chartered Accountant, Cost Accountant, Company Secretary and MBA
<b>Experience</b>	25 years
<b>Terms and conditions of appointment including remuneration proposed to be paid</b>	As detailed in resolution read with explanatory statement thereto
<b>Details of remuneration last drawn</b>	Not Applicable
<b>Date of first appointment on the Board</b>	April 22, 2025
<b>Expertise in specific functional areas</b>	His expertise is in finance, accounts and commercial functions of business, fund raising management, working capital assessment, credit control, taxation and audit.
<b>No. of Board Meetings attended during FY 2024-25</b>	Not Applicable
<b>Directorships held in other entities in India<sup>#</sup></b>	Adani Green Technology Limited
<b>Name of listed entities from which the person has resigned in the past three years as Director<sup>#</sup></b>	Nil
<b>Memberships/ Chairmanships of Committees of Board in listed entities in India</b>	Nil
<b>Shareholding in the Company (including shareholding as a beneficial owner)</b>	Nil
<b>Relationship with any other Director/Key Managerial Personnel of the Company</b>	No

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Details of the Director seeking 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.

**Item No. 3 & 4:**

<b>Name</b>	Mr. Vaibhav Dixit
<b>DIN</b>	09085118
<b>Age</b>	46 years
<b>Qualification</b>	Bachelor of Engineering degree in Mechanical Engineering from Madhav Institute of Technology and Sciences, Gwalior, under Jiwaji University.
<b>Experience</b>	24 years
<b>Terms and conditions of appointment including remuneration proposed to be paid</b>	As detailed in resolution read with explanatory statement thereto
<b>Details of remuneration last drawn</b>	Not Applicable
<b>Date of first appointment on the Board</b>	April 22, 2025 (w.e.f. April 23, 2025)
<b>Expertise in specific functional areas</b>	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.
<b>No. of Board Meetings attended during FY 2024-25</b>	Not Applicable
<b>Directorships held in other entities in India<sup>#</sup></b>	Nil
<b>Name of listed entities from which the person has resigned in the past three years as Director<sup>#</sup></b>	Nil
<b>Memberships/ Chairmanships of Committees of Board in listed entities in India</b>	Nil
<b>Shareholding in the Company (including shareholding as a beneficial owner)</b>	Nil
<b>Relationship with any other Director/Key Managerial Personnel of the Company</b>	No

Details of the Director seeking 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.

Item No. 5:

<b>Name</b>	Mr. Sudhir Nanavati
<b>DIN</b>	00050236
<b>Age</b>	77 years
<b>Qualification</b>	Please insert the details
<b>Experience</b>	50 years
<b>Terms and conditions of appointment including remuneration proposed to be paid</b>	As detailed in resolution read with explanatory statement thereto
<b>Details of remuneration last drawn</b>	Not Applicable
<b>Date of first appointment on the Board</b>	April 22, 2025
<b>Expertise in specific functional areas</b>	His has expertise and acumen in the legal domain and has broad institution building capabilities. He is one of the leading educationists.
<b>No. of Board Meetings attended during FY 2024-25</b>	Not Applicable
<b>Directorships held in other entities in India<sup>#</sup></b>	<ul style="list-style-type: none"> <li>• Sanghi Industries Limited</li> <li>• Leadership Entrepreneurship and Acceleration Foundation</li> <li>• AIC-GLS Foundation</li> </ul>
<b>Name of listed entities from which the person has resigned in the past three years as Director<sup>#</sup></b>	<ul style="list-style-type: none"> <li>• The Sandesh Limited</li> <li>• Sterling Abrasives Limited</li> </ul>
<b>Memberships/ Chairmanships of Committees of Board in listed entities in India</b>	<ul style="list-style-type: none"> <li>• Sanghi Industries Limited: <ul style="list-style-type: none"> <li>- Audit Committee- Member</li> <li>- Nomination and Remuneration Committee- Member</li> <li>- Stakeholders Relationship Committee- Chairman</li> <li>- Corporate Social Responsibility Committee- Member</li> <li>- Risk Management Committee- Member</li> </ul> </li> </ul>
<b>Shareholding in the Company (including shareholding as a beneficial owner)</b>	Nil
<b>Relationship with any other Director/Key Managerial Personnel of the Company</b>	No

Details of the Director seeking 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.

Item No. 6:

<b>Name</b>	Mr. Ravi Kapoor
<b>DIN</b>	00003847
<b>Age</b>	61 years
<b>Qualification</b>	He 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.
<b>Experience</b>	35 years
<b>Terms and conditions of appointment including remuneration proposed to be paid</b>	As detailed in resolution read with explanatory statement thereto
<b>Details of remuneration last drawn</b>	Not Applicable
<b>Date of first appointment on the Board</b>	April 22, 2025
<b>Expertise in specific functional areas</b>	He has handled various corporate level assignments, restructuring, mergers, including cross border merger and is also a Trademark agent and advises his clients on IPR.
<b>No. of Board Meetings attended during FY 2024-25</b>	Not Applicable
<b>Directorships held in other entities in India<sup>#</sup></b>	<ul style="list-style-type: none"> <li>• Sanghi Industries Limited</li> <li>• Coroney Technologies Private Limited</li> <li>• Marine Infrastructure Developer Private Limited</li> <li>• Adani Green Energy ( UP ) Limited</li> <li>• Wardha Solar (Maharashtra) Private Limited</li> <li>• Kodangal Solar Parks Private Limited</li> <li>• Concord Biotech Limited</li> <li>• Surajkiran Renewable Resources Limited</li> <li>• Spinel Energy &amp; Infrastructure Limited</li> </ul>
<b>Name of listed entities from which the person has resigned in the past three years as Director<sup>#</sup></b>	Nil
<b>Memberships/ Chairmanships of Committees of Board in listed entities in India</b>	<ul style="list-style-type: none"> <li>• Sanghi Industries Limited</li> <li>- Audit Committee- Member</li> <li>- Nomination and Remuneration Committee- Chairman</li> <li>- Risk Management Committee- Member</li> <li>- Stakeholders Relationship Committee- Member</li> <li>- Corporate Social Responsibility Committee- Chairman</li> </ul>
<b>Shareholding in the Company (including shareholding as a beneficial owner)</b>	Nil
<b>Relationship with any other Director/Key Managerial Personnel of the Company</b>	No

Details of the Director seeking 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.

Item No. 7:

<b>Name</b>	Ms. Shruti Shah
<b>DIN</b>	08337714
<b>Age</b>	44 years
<b>Qualification</b>	She is a Chartered Accountant, also, she has a degree in commerce from the NM College and a degree in law from JCCL, both under the University of Mumbai.
<b>Experience</b>	15 years
<b>Terms and conditions of appointment including remuneration proposed to be paid</b>	As detailed in resolution read with explanatory statement thereto
<b>Details of remuneration last drawn</b>	Not Applicable
<b>Date of first appointment on the Board</b>	April 22, 2025
<b>Expertise in specific functional areas</b>	She is engaged in providing Tax Advisory and Estate Planning Services. Has a rich and diverse experience in various fields.
<b>No. of Board Meetings attended during FY 2024-25</b>	Not Applicable
<b>Directorships held in other entities in India<sup>#</sup></b>	<ul style="list-style-type: none"> <li>• Jai Corp Limited</li> <li>• Kalyani Steels Ltd.</li> <li>• Kalyani Investment Company Limited</li> <li>• Balkrishna Industries Limited</li> <li>• Ajmera Realty &amp; Infra India Limited</li> <li>• Health and Education Foundation</li> <li>• Sanghi Industries Limited</li> </ul>
<b>Name of listed entities from which the person has resigned in the past three years as Director<sup>#</sup></b>	Nil
<b>Memberships/ Chairmanships of Committees of Board in listed entities in India</b>	<ul style="list-style-type: none"> <li>• Jai Corp Limited <ul style="list-style-type: none"> <li>- Nomination and remuneration committee- Member</li> </ul> </li> <li>• Kalyani Steels Ltd. <ul style="list-style-type: none"> <li>- Audit Committee- Member</li> </ul> </li> <li>• Balkrishna Industries Limited <ul style="list-style-type: none"> <li>- Audit Committee- Member</li> <li>- Nomination and Remuneration Committee- Member</li> <li>- Stakeholders Relationship Committee- Member</li> <li>- Corporate Social Responsibility Committee- Member</li> </ul> </li> <li>• Kalyani Investment Company Limited <ul style="list-style-type: none"> <li>- Audit Committee- Member</li> </ul> </li> <li>• Ajmera Realty &amp; Infra India Ltd. <ul style="list-style-type: none"> <li>- Audit Committee- Member</li> <li>- Stakeholders Relationship Committee- Chairperson</li> <li>- Nomination and Remuneration Committee- Member</li> </ul> </li> </ul>

	<ul style="list-style-type: none"> <li>• Sanghi Industries Limited</li> <li>- Audit Committee- Chairperson</li> <li>- Nomination and Remuneration Committee- Member</li> <li>- Risk Management Committee- Chairperson</li> <li>- Corporate Social Responsibility Committee- Member</li> </ul>
<b>Shareholding in the Company (including shareholding as a beneficial owner)</b>	Nil
<b>Relationship with any other Director/Key Managerial Personnel of the Company</b>	No

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