

**Orient Cement Limited**  
**CIN: L26940GJ2011PLC171878**  
**Registered Office:** Adani Corporate House, Shantigram, Near Vaishno Devi Circle,  
S G Highway, Khodiyar, Ahmedabad - 382 421, Gujarat, India  
**Tel +91 79 2656 5555**  
**Email:** [investors@orientcement.com](mailto:investors@orientcement.com) | **Website:** [www.orientcement.com](http://www.orientcement.com)

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

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

Notice is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of Companies Act, 2013 (**the "Act"**), read together with Rules 20 and 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 April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023, 9/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 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 are 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(s) 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 are 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. Chirag Shah, Partner, Chirag Shah and Associates, Practicing Company Secretary (Membership No. 5545 & C.P. No. 3498) 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 resolutions through the e-voting process not later than 5:00 p.m. (IST) on **Wednesday, April 1, 2026** 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 Limited, 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, by the requisite majority of Members by means of Postal Ballot will be taken as having duly passed on the last date specified for e-voting i.e. **Wednesday, April 1, 2026**.

#### **SPECIAL BUSINESS:**

##### **Item No. 1**

#### **Approval of material related party transactions with Ambuja Cements Limited for financial year 2026-27**

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

**"RESOLVED THAT** pursuant to the applicable provisions, if any, 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**'), read with SEBI Circular dated June 26, 2025 with respect to revised Industry Standards on "Minimum Information to be provided to the audit committee and shareholders for approval of Related Party Transactions" ("**SEBI Circular on RPTs Industry Standards**") as amended from time to time, read with the Company's Policy on Related Party Transactions and based on the approval of the Audit Committee and recommendation of the Board of Directors of the Company and subject to the other requisite statutory / regulatory approvals, if any, required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "**Board**", which expression shall include any Committee thereof or person(s) authorized by the Board), for entering into related party transaction(s) and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s)

of contracts / arrangements / transactions or as fresh and independent transaction(s) or otherwise {whether individually or series of transaction(s) taken together or otherwise}, with **Ambuja Cements Limited ("Ambuja")**, Holding Company, a related party of the Company, during the financial year 2026-27, 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 / master service agreement) and to settle all questions, difficulties or doubts that may arise in this regard".

## Item No. 2

### Approval of material related party transactions with ACC Limited for financial year 2026-27

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

**"RESOLVED THAT** pursuant to the applicable provisions, if any, 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'**), read with SEBI Circular dated June 26, 2025 with respect to revised Industry Standards on "Minimum Information to be provided to the audit committee and shareholders for approval of Related Party Transactions" (**"SEBI Circular on RPTs Industry Standards"**) as amended from time to time, read with the Company's Policy on Related Party Transactions and based on the approval of the Audit Committee and recommendation of the Board of Directors of the Company and subject to the other requisite statutory / regulatory approvals, if any, required, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which expression shall include any Committee thereof or person(s) authorized by the Board), for entering into related party transaction(s) and / or carrying out and / or continuing with existing contracts / arrangements / transactions or modification(s) of contracts / arrangements / transactions or as fresh and independent transaction(s) or otherwise {whether individually or series of transaction(s) taken together or otherwise}, with **ACC Limited ("ACC")**, a related party of the Company, during the financial year 2026-27, 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 / master service agreement) and to settle all questions, difficulties or doubts that may arise in this regard".

Place: Ahmedabad  
Date: January 29, 2026

By Order of the Board  
For Orient Cement Limited

**Registered Office:**

"Adani Corporate House", Shantigram,  
Nr. Vaishno Devi Circle, S.G. Highway,  
Khodiyar, Ahmedabad – 382421  
CIN: L26940GJ2011PLC171878

Vaibhav Dixit  
Wholetime Director and CEO  
DIN: 09085118

**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, February 27, 2026** (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 RTA, KFin Technologies Limited 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 Limited, 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 **Friday, February 27, 2026** 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 [chi118\\_min@yahoo.com](mailto:chi118_min@yahoo.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 **Tuesday, March 03, 2026 (9:00 a.m. IST)** and ends on **Wednesday, April 01, 2026 (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 **Wednesday, April 01, 2026**. 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(s) 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).

**General information and instructions relating to e-voting:**

- i. The voting period begins on **Tuesday, March 03, 2026 (9:00 a.m. IST)** and ends on **Wednesday, April 01, 2026 (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, February 27, 2026** 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 December 9, 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 | 1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.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 |

| Type of shareholders | Login Method   |
|----------------------|--|
| with NSDL.           | <p>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.</p> <ol style="list-style-type: none"> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.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 'IDeAS' 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>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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>5. 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; margin-top: 10px;">   </div> </div> |

| Type of shareholders   | Login Method   |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL                                     | <ol style="list-style-type: none"> <li>1. 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>2. 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 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.</li> <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 | <p>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.</p>   |

**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<br>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<br>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<br>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.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
  8. 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 [chi118\\_min@yahoo.com](mailto:chi118_min@yahoo.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                      | Orient Cement Limited<br>Registered Office: Adani Corporate House, Shantigram, Near Vaishno Devi Circle, S G Highway, Khodiyar, Ahmedabad - 382 421 Gujarat, India<br>Phone: +91 79 2656 5555<br>Email: <a href="mailto:investors@orientcement.com">investors@orientcement.com</a>   |
| Registrar and Transfer Agent | <b>KFin Technologies Limited</b><br>Ms. C. Shobha Anand<br>Vice President – Corporate Registry<br><br><b>Registered Office:</b> Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad, 500 032<br><br>Phone No.: +91 40 6716 1700<br>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)<br><br>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> |
| e-voting Agency              | National Securities Depository Limited<br>Ms. Pallavi Mhatre, Senior Manager<br><br><b>Registered Office:</b><br>3rd - 7th Floor, Naman Chambers, Plot C32,  |

|                                      |   |
|--------------------------------------|---|
|                                      | G - Block, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051, India<br>Email: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a><br>Phone: 022 - 4886 7000 |
| Scrutinizer                          | CS Chirag Shah<br>Partner, Chirag Shah and Associates, Practicing Company Secretary.<br>E mail: <a href="mailto:chi118_min@yahoo.com">chi118_min@yahoo.com</a>  |
| QR Code of accessing the information |    |

## 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**") read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93, dated June 26, 2025 with respect to revised Industry Standards on "Minimum Information to be provided to the audit committee and shareholders for approval of Related Party Transactions" ("**SEBI Circular on RPTs Industry Standards**"), the following statement sets out the material facts relating to Agenda items, as set out in this Notice.

#### Item No. 1

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 and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the company and at arm's length basis.

As per the amended SEBI Listing Regulations effective from December 18, 2025, a transaction by the Company 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) ₹ 270.90 crore.

The Members of the Company, through postal ballot notice dated April 23, 2025 (approved on June 28, 2025), granted their approval for entering into material RPTs with Ambuja Cements Limited ("**Ambuja**"), holding company and a related party of the Company for Rs. 1,424 crore in FY 2025-26, in the ordinary course of business of the Company and on arm's length basis under Master Supply Agreement and Master Service Agreement (collectively "**MSAs**"/"**Contracts**"/"**Arrangements**").

The Audit Committee of the Company (comprising of 100% Independent Directors) and the Board of Directors of the Company at their meetings held on January 29, 2026 on the basis of relevant details provided by the management in line with the requirements under SEBI Circular on RPTs Industry Standards have reviewed and accorded their consent for entering into and/or carrying out and/or continuing with existing contracts / arrangements / transactions or modification(s) of earlier contracts / arrangements / transactions or as fresh and independent transaction(s) or otherwise [whether individually or series of transaction(s) taken together or otherwise] with Ambuja, in the ordinary course of business and at arms' length basis for the aforesaid periods, subject to the approval of the Members of the Company.

In addition to transactions under the MSAs, it is also proposed to enter into transaction with respect to financial assistance in the form of loans/inter-corporate deposits with Ambuja. It may be noted that the Board of Directors, at its meeting held on December 22, 2025, approved the Scheme of Amalgamation between Orient Cement Limited ("Transferor Company") and Ambuja Cements Limited ("Transferee Company") with an appointed date of May 1, 2025 Subject to receipt of required approvals, the effective date of the Scheme is expected to occur in FY27. As per the Scheme, during this transition period, all business activities, assets, profits, liabilities, and tax obligations of the Transferor Company are to be treated as those of the Transferee Company, whether held, incurred, or exercised, and all related actions are

deemed to be performed on behalf of the Transferee Company. Considering the impending amalgamation of the Company with Ambuja, the proposed transactions relating to financial assistance is temporary arrangement to optimise the use surplus funds without undertaking any lending/investment risk.

The Company and Ambuja have benefitted from such transactions in the past and in order to maximize synergies between the Company and Ambuja, the Audit Committee and the Board of Directors of the Company recommend passing of the Ordinary Resolution as set out in this Notice of Postal Ballot.

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. Rohit Soni, Non-executive Directors of the Company are Wholetime Director & CEO and Chief Financial Officer of Ambuja respectively, and with 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 Resolution set out in the Notice, except to the extent of their shareholding, if any, in the Company.

The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 issued on July 11, 2023 (as updated on January 30, 2026) and SEBI Circular on RPTs Industry Standards are as follows:

| Sr. No.   | Particulars   | Details  |
|-----------|---|--|
| <b>A1</b> | <b>Basic details of the related party</b>   |  |
| 1         | Name of the related party   | Ambuja Cements Limited (Ambuja)  |
| 2         | Country of incorporation of the related party   | India  |
| 3         | Nature of business of the related party   | Ambuja is engaged in the business of manufacturing and selling of cement, cement related products. |
| <b>A2</b> | <b>Relationship and ownership of the related party</b>  |  |
| 1         | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Ambuja is Company's Holding Company  |
| A         | Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.   | Nil  |
| B         | Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/                 | Not Applicable   |

| Sr. No.   | Particulars  | Details   |
|-----------|--|---|
|           | subsidiary (in case of transaction involving the subsidiary).  |   |
| C         | <p>Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).</p> <p><b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p> | <p>Ambuja holds 72.66% shareholding of the Company.</p> <p>Hence, the Company is a subsidiary of Ambuja.</p>  |
| <b>A3</b> | <b>Details of previous transactions with the related party</b>   |   |
| 1         | <p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <p><b>Explanation:</b> Details need to be disclosed separately for listed entity and its subsidiary.</p>  | Nil   |
| 2         | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter (April 25 - December 25) immediately preceding the quarter in which the approval is sought.  | ₹ 694.19 crore  |
| 3         | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial year.   | No defaults made.   |
| <b>A4</b> | <b>Amount of the proposed transactions</b>   |   |
| 1         | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.   | <p>The Company is seeking consolidated approval of ₹ 4,100 crore which includes transactions as under:</p> <p>(i) ₹ 3,000 crore for the following transactions covered under Master Supply Agreement and Master Service Agreement (collectively referred to as MSAs) during FY 2026-27:</p> |

| Sr. No. | Particulars   | Details   |
|---------|---|---|
|         |   | <ul style="list-style-type: none"> <li>• Purchase / Sale of Cement; Clinker; Raw material related to cement &amp; clinker; ready mix concrete (RMC); Power; Admixture &amp; Building material solutions; Aggregates; Stores &amp; Spares;</li> <li>• Rendering / Receiving Services</li> <li>• Availing / providing lease</li> <li>• Reimbursement of expenses and deputation charges.</li> <li>• Other residual RPTs</li> </ul> <p>Since the merger of Sanghi Industries Limited and Penna Cement Industries Limited with Ambuja will take effect in near future, all transactions between these entities and Orient that occur during FY26 will be consolidated into Ambuja and hence, the limit is set at Rs.3,000 crore.</p> <p><b>Transactions outside MSAs:</b></p> <p>(ii) Financial assistance in the form of inter-corporate deposits (ICDs) for an amount not exceeding ₹ 1,100 crore (including interest).</p> |
| 2       | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?  | Yes.  |
| 3       | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.  | <p>Transactions proposed are 151.36 % of Company's consolidate turnover for FY 25, which are bifurcated as under:</p> <p>(i) 110.75 % of transactions under MSAs;</p> <p>(ii) 40.61% of transactions relating to financial assistance</p>   |
| 4       | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction) | Not applicable  |

| Sr. No.   | Particulars  | Details  |
|-----------|--|--|
| 5         | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | Transactions proposed are 12.16% of Ambuja's consolidated turnover for FY25, which are bifurcated as under:<br><br>(i) 8.90% of transactions under MSAs;<br>(ii) 3.26% of transactions relating to financial assistance  |
| 6         | Financial performance of the related party for the immediately preceding financial year (FY 2024-25):<br><br><b>Explanations:</b><br>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.                  |  |
|           | Standalone Turnover  | ₹ 19,079.73 crore  |
|           | Standalone Profit / (Loss) After Tax   | ₹ 3,754.95 crore   |
|           | Standalone Net Worth   | ₹ 48,605.65 crore  |
| <b>A5</b> | <b>Basic details of the proposed transaction</b>   |  |
| 1         | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)   | As per A4(1) above   |
| 2         | Details of each type of the proposed transaction   | As per A4(1) above   |
| 3         | Tenure of the proposed transaction (tenure in number of years or months to be specified)   | Financial Year 2026-27   |
| 4         | Whether omnibus approval is being sought?  | Yes  |
| 5         | Value of the proposed transaction during a financial year.<br><br>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.  | As per A4(1) above   |
| 6         | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.   | <b>Purchase / Sale of Cement</b><br><br>Orient and Ambuja are engaged in the manufacture and sale of cement and related products. The proposed arrangements are intended to support the expansion of their distribution network and strengthen market presence, thereby contributing to the planned increase in total cement manufacturing capacity to 155 MTPA by FY 2027-28. |

| Sr. No. | Particulars | Details  |
|---------|-------------|--|
|         |             | <p>Further, MSAs between Orient and Ambuja ensure reliable and efficient supply of cement and other materials across key markets. These arrangements will enhance geographical reach, improve customer service efficiency, and support business continuity. It also facilitates logistics optimization, improved asset utilisation, and reduced lead times in servicing customer demand, ultimately enhancing customer satisfaction and overall market competitiveness.</p> <p><b><i>Purchase / Sale of Clinker</i></b></p> <p>Given the growth outlook for Indian cement industry, driven by continued investment in infrastructure and urban development, the need for reliable and efficient clinker supply is critical to meet the projected capacity utilization and market demand for cement. The MSAs between the Company and Ambuja enables to purchase / sale of clinker on need basis with minimum turnaround time supporting uninterrupted production, minimizing logistics costs and reducing external procurement dependency.</p> <p><b><i>Purchase / Sale of Raw Materials related to Cement / Clinker</i></b></p> <p>The cement industry is energy and raw-material intensive, and any disruption in the supply of fuel and key raw materials could affect production costs and continuity.</p> <p>The proposed arrangement will ensure a steady and flexible supply of key raw materials across various manufacturing units, enabling better production planning and responsiveness to demand fluctuations. This results into improved operational efficiency, reduced procurement lead times, and optimized logistics and inventory costs, thereby strengthening cost competitiveness and uninterrupted plant operations.</p> |

| Sr. No. | Particulars | Details   |
|---------|-------------|---|
|         |             | <p><b><i>Purchase / Sale of Ready-Mix Concrete (RMC)</i></b></p> <p>The RMC industry is vital to infrastructure and construction growth, with rising expectations for consistent quality, timely delivery, and sustainable practices. To address these demands and strengthen market leadership, enhanced market reach is essential. The proposed arrangement will ensure a reliable and efficient supply of RMC across key markets, strengthens geographical presence, improves customer service efficiency, and supports business continuity. It also enables logistics optimization, better asset utilization, and reduced lead times, thereby enhancing customer satisfaction.</p> <p><b><i>Purchase / Sale of Power</i></b></p> <p>The cement industry is power-intensive with the power requirement of cement plants varying in accordance with the heat treatment process used. Power and fuel cost accounting for 30-32% of the total cost of sales of cement players. This proposed transaction is primarily intended to ensure reliable, cost-effective, and uninterrupted power supply across manufacturing units. Depending on generation capacity and consumption needs at different locations, power is transferred between group entities to facilitate better planning of energy resources and support compliance with regulatory and grid requirements.</p> <p><b><i>Purchase / Sale of Admixture &amp; Building material solutions</i></b></p> <p>The admixture and building material solutions business is an essential part of modern construction, with growing demand for enhanced performance, consistent quality, and sustainable practices. The proposed arrangement will ensure a reliable and efficient supply across key markets, strengthen geographical reach, improve customer service efficiency, and support business continuity. It will also enable logistics optimization, better asset</p> |

| Sr. No. | Particulars | Details  |
|---------|-------------|--|
|         |             | <p>utilization, and reduced lead times, thereby enhancing customer satisfaction and overall market competitiveness.</p> <p><b><i>Purchase / Sale of Aggregates</i></b></p> <p>The aggregates and building materials segment are key input for infrastructure and construction activities, with growing demand driven by infrastructure development and urbanization. The proposed arrangement will ensure a reliable and efficient supply across key markets, strengthen geographical reach, improve customer service efficiency, and support business continuity. It will also enable logistics optimization, better asset utilization, and reduced lead times, thereby enhancing customer satisfaction and market competitiveness.</p> <p><b><i>Purchase / Sale of stores &amp; spares</i></b></p> <p>The cement industry relies heavily on timely availability of critical stores and spares to ensure uninterrupted plant operations and maintenance. Any delay in procurement or unavailability of such items can lead to production downtime and increased maintenance costs.</p> <p>Under the MSAs, the sale and purchase of stores and spares between entities enables efficient sharing and allocation of inventory/assets across plants based on operational needs. This ensures timely availability of essential components, reduces procurement lead times, avoids stockouts or overstocking, and helps optimize working capital.</p> <p><b><i>Avail / Render services</i></b></p> <p>It is proposed to avail and render services as per terms and conditions covered under MSAs between Orient and Ambuja. Such services will be related to various functions including but not limited to Finance, Tax, Treasury, Common Procurement Services, Administration, Secretarial and any other services that may be agreed upon from time to time.</p> |

| Sr. No. | Particulars | Details  |
|---------|-------------|--|
|         |             | <p><b><i>Reimbursement of expenses including deputation charges</i></b></p> <p>The proposed transaction pertains to the reimbursement and recovery of expenses incurred by Ambuja on behalf of the Company, including deputation charges related to the transfer of employees between the two entities. Such inter-company reimbursements are a standard and well-established practice within group companies to ensure fair allocation of costs and resources and transparent and compliant accounting of inter-company expenses. The transaction includes the settlement of accrued employee benefits such as gratuity and leave encashment, which are customary components of employee transfer arrangements.</p> <p><b><i>Availing / Providing lease</i></b></p> <p>It is proposed to enter into lease transaction(s) to enable efficient utilization of group assets, ensure operational continuity, and achieve cost and administrative efficiencies. The arrangement(s) will provide access to strategically located assets without significant upfront capital expenditure while generating stable returns, thereby supporting the Group's overall financial and operational objectives.</p> <p><b>Other Residual RPTs</b></p> <p>The transactions will be purely on the basis of day to day business requirements.</p> <p><b><i>Financial assistance in the form of Inter-corporate deposits</i></b></p> <p>The proposed arrangement will facilitate optimal deployment of surplus funds within the cement vertical, ensure liquidity management, and support the working capital requirements without resorting to external borrowings. Further, it will help in efficient utilization of resources, enhances financial stability, and contributes to the overall operational and strategic objectives</p> |

| Sr. No. | Particulars   | Details   |
|---------|---|---|
|         |   | <p>of the cement vertical.</p> <p>All the above-mentioned transaction(s) are / shall be at arm's length and in the ordinary course of business, as confirmed by an opinion obtained from an independent reputed external firm, a copy of which is available on the website of the Company at:</p> <p><a href="https://orientcement.com/disclosure-reg-46/postal-ballot/">https://orientcement.com/disclosure-reg-46/postal-ballot/</a></p>  |
| 7       | <p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><b>Explanation:</b> Indirect interest shall mean interest held through any person over which an individual has control.</p> |   |
| a       | Name of the Promoter / Director / KMP   | <p>Ambuja is the Promoter of the Company.</p> <p>Mr. Vinod Bahety, Chairman of the Company is the Wholetime Director &amp; CEO of Ambuja Cements Limited.</p> <p>Mr. Rohit Soni, Non-Executive Director of the Company is the Chief Financial Officer of Ambuja.</p>  |
| b       | Shareholding of the director / KMP, whether direct or indirect, in the related party  | Ambuja holds 72.66% shareholding of the Company.  |
| 8       | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.   | The transactions at present do not contemplate any valuation. Valuation Report shall be obtained, if required.  |
| 9       | Other information relevant for decision making.   | <p>The Company has obtained arm's length opinion from an independent reputed external firm. The said report confirms that proposed terms of the transaction(s) meet the arm's length testing criteria. The transaction(s) under the MSAs also qualifies as transaction(s) in the ordinary course of business. The said report is available for inspection of the members of the Company as mentioned in the "Notes" section forming part of the Notice and is uploaded on the website of the Company at:</p> <p><a href="https://orientcement.com/disclosure-reg-46/postal-ballot/">https://orientcement.com/disclosure-reg-46/postal-ballot/</a></p> |
| B1      | <b>Sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>   |   |
| 1       | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or   | This arrangement is made with an objective of achieving group synergies, timely delivery, consistent product quality, competitive /   |

| Sr. No. | Particulars                      | Details   |
|---------|----------------------------------|---|
|         | services.                        | consistent pricing and customer / price confidentiality, to ensure standardized service arrangements and processes, maintain confidentiality, operational alignment, and commercial efficiency. Orient and Ambuja rely on each other to meet customers' demand at various locations in a timely and cost-effective manner.  |
| 2       | Basis of determination of price. | <p><b><i>Purchase / Sale of Cement</i></b></p> <p>The proposed price is fixed at ex-plant price of previous month of Ambuja / Orient based on net selling price charged to third parties less 2% discount (discount % is mutually negotiated between the parties).</p> <p><b><i>Purchase / Sale of Clinker</i></b></p> <p>The pricing is fixed at selling company ('Ambuja/Orient', as the case may be) plant's variable cost of production of immediately preceding quarter plus 35% markup.</p> <p><b><i>Purchase / Sale of Raw Materials</i></b></p> <p>The price is fixed at selling company's ('Orient/Ambuja', as the case may be) landed cost plus carrying cost of 10% per annum for holding period.</p> <p><b><i>Purchase / Sale of Ready-Mix Concrete (RMC)</i></b></p> <p>The pricing will be based on prevailing region's market price.</p> <p><b><i>Purchase / Sale of Power</i></b></p> <p>The grid power / other power charges will be charged at an average prevailing market prices for the month in the respective consumption areas / location, after deduction of actual charges incurred by respective unit which is consuming the said power.</p> <p><b><i>Purchase / Sale of Admixture &amp; Building material solutions</i></b></p> <p>The pricing is fixed at total cost (raw material cost plus production expense,</p> |

| Sr. No. | Particulars   | Details  |
|---------|---|--|
|         |   | <p>depreciation etc.) of selling company's (Ambuja/Orient, as the case may be) plant plus 5% mark-up.</p> <p><b><i>Purchase / Sale of Aggregates</i></b></p> <p>The pricing will be based on prevailing region's market price.</p> <p><b><i>Purchase / Sale of spare parts related to Cement /Clinker</i></b></p> <p>The price is fixed at selling company's (Orient/Ambuja, as the case may be) landed cost plus carrying cost of 10% per annum for holding period and market value whichever is lower.</p> <p><b><i>Avail / Render services</i></b></p> <p>Cost of providing common support services shall be allocated on a cost-to-cost basis allocated on the basis of net sales as per last audited standalone financial statement.</p> <p><b><i>Reimbursement of expenses including deputation charges</i></b></p> <p>The reimbursement including deputation charges will be made on cost-to-cost basis.</p> <p><b><i>Availing / providing lease</i></b></p> <p>A benchmark analysis by an independent and recognized valuation expert will be conducted for determination of lease rental from time to time.</p> <p><i>[Note: In order to ensure arm's length margin, true-up/true-down entries, as applicable, shall be passed before the end of next month for applicable transactions].</i></p> |
| 3       | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: |  |
| a       | Amount of Trade advance   | As per MSAs  |
| b       | Tenure  | As per MSAs  |
| c       | Whether same is self-liquidating?   | As per MSAs  |
| B(2)    | Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary.  |  |

| Sr. No. | Particulars   | Details  |
|---------|---|--|
| 1       | <p>Source of funds in connection with the proposed transaction.</p> <p>Note: This item of disclosure is not applicable to listed banks / NBFCs / insurance companies / housing finance companies.</p>   | Internal accruals  |
| 2       | <p>Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following:</p> <p>Note: This item of disclosure is not applicable to listed banks / NBFCs / insurance companies / housing finance companies.</p>   | No   |
| a.      | Nature of indebtedness  | Not applicable   |
| b.      | Total cost of borrowing   | Not applicable   |
| c.      | Tenure  | Not applicable   |
| d.      | Other details   | Not applicable   |
| 3.      | <p>Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers / other lenders.</p> <p><b>Note:</b></p> <p>(1) This item of disclosure is not applicable to listed banks/ NBFCs / insurance companies / housing finance companies.</p> <p>(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan / ICD being granted by the listed entity.</p> | Not applicable   |
| 4       | Proposed interest rate to be charged by listed entity or its subsidiary from the related party.   | At prevailing market rate from date of disbursement (which shall not be less than the guidance provided under the provisions of the Companies Act, 2013) |
| 5       | Maturity / due date   | Not exceeding one year   |
| 6       | Repayment schedule & terms  | As per the agreement between the parties (not exceeding one year)  |
| 7       | Whether secured or unsecured?   | Unsecured  |
| 8       | If secured, the nature of security & security coverage ratio  | Not applicable   |
| 9       | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.   | For business purpose including expansion, working capital requirements and other business purposes.  |

| Sr. No. | Particulars   | Details                     |
|---------|---|-----------------------------|
| C1      | Disclosure <i>only</i> in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary  |                             |
| 1       | <p>Latest credit rating of the related party.</p> <p><b>Note:</b></p> <p><i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i></p>   | CARE AAA; Stable / CARE A1+ |
| 2       | <p>Default on borrowings, <i>if any</i>, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p><b>Note:</b></p> <p><i>This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p><b>In addition, state the following:</b></p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> | Not applicable              |

| Sr. No. | Particulars   | Details        |
|---------|---|----------------|
|         | <p><b>Note:</b></p> <p><i>Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p> |                |
|         | FY 2024-25  | Not applicable |
|         | FY 2023-24  | Not applicable |
|         | FY 2022-23  | Not applicable |

All relevant information pertaining to the proposed Related Party Transactions (RPTs) were placed before the Audit Committee in the format prescribed by the SEBI Circular on RPTs Industry Standards. Furthermore, the Company has obtained certificates from the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as required under the said SEBI circular, confirming that the proposed transactions are in the best interest of the Company, which was also placed before the Audit Committee Meeting held on January 29, 2026.

## Item No. 2

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 and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the company and at arm's length basis.

As per the amended SEBI Listing Regulations effective from December 18, 2025, 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) ₹ 270.90 crore.

The Members of the Company, through postal ballot notice dated April 23, 2025 (approved on June 28, 2025), granted their approval for entering into material RPTs with ACC Limited ("ACC"), a related party of the Company for Rs. 1,250 crore in FY 2025-26 in the ordinary course of business of the Company and on arm's length basis under Master Supply Agreement and Master Service Agreement (collectively "MSAs"/"Contracts"/"Arrangements").

The Audit Committee of the Company (comprising of 100% Independent Directors) and the Board of Directors of the Company at their meetings held on January 29, 2026 on the basis of relevant details provided by the management, as required under the SEBI Circular dated June 26, 2025 w.r.t. revised Industry Standards on "Minimum Information to be provided to the audit committee and shareholders for approval of Related Party Transactions (**SEBI Circular on RPTs Industry Standards**)", have reviewed and accorded their consent for entering into and/or carrying out and/or continuing with existing contracts / arrangements / transactions or modification(s) of earlier contracts / arrangements / transactions or as fresh and independent transaction(s) or otherwise [whether individually or series of transaction(s) taken together or otherwise] with ACC, in the ordinary course of business and at arms' length basis for the aforesaid periods, subject to the approval of the Members of the Company.

In addition to the transactions under MSAs, it is proposed to enter into transactions in the form of loans/inter-corporate deposits (ICDs) with ACC.

The Company and ACC have benefitted from such transactions in the past and in order to maximize synergies between the Company and ACC, the Audit Committee and the Board of Directors of the Company recommend passing of the Ordinary Resolution as set out in this Notice of Postal Ballot.

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, Mr. Rohit Soni, Non-executive Directors and Ms. Shruti Shah, Independent Director of the Company are Wholetime Director & CEO, Chief Financial Officer and Independent Director of ACC respectively, and with their relatives, may be 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 Resolution set out in the Notice, except to the extent of their shareholding, if any, in the Company.

The details as required under Regulation 23 of the SEBI Listing Regulations read with SEBI Master Circular bearing reference no. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 issued on July 11, 2023 (as updated on January 30, 2026) and SEBI Circular on RPTs Industry Standards are as follows:

| Sr. No.   | Particulars  | Details  |
|-----------|--|--|
| <b>A1</b> | <b>Basic details of the related party</b>  |  |
| 1         | Name of the related party  | ACC Limited ("ACC")  |
| 2         | Country of incorporation of the related party  | India  |
| 3         | Nature of business of the related party  | ACC is engaged in the business of manufacturing and selling of cement, cement related products and ready-mix concrete. |
| <b>A2</b> | <b>Relationship and ownership of the related party</b>   |  |
| 1         | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:  | Fellow Subsidiary.<br><br>(ACC is subsidiary of Ambuja, Holding Company of Orient).                                    |
| A         | Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.  | Nil  |
| B         | Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary). | Not Applicable   |

| Sr. No.   | Particulars  | Details   |
|-----------|--|---|
| C         | <p>Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).</p> <p><b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p> | <p>Nil.</p> <p>Ambuja Cements Limited, holding Company of Orient, is also a holding Company of ACC and holds 50.05% of Equity shares of ACC.</p>  |
| <b>A3</b> | <b>Details of previous transactions with the related party</b>   |   |
| 1         | <p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <p><b>Explanation:</b> Details need to be disclosed separately for listed entity and its subsidiary.</p>  | Nil   |
| 2         | <p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter (April 25 - December 25) immediately preceding the quarter in which the approval is sought.</p>   | ₹ 827.93 crore  |
| 3         | <p>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial year.</p>  | No defaults made.   |
| <b>A4</b> | <b>Amount of the proposed transactions</b>   |   |
| 1         | <p>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</p>  | <p>The Company is seeking consolidated approval of ₹ 4,100 crore which includes transactions as under:</p> <p>(i) ₹ 3,000 crore for the following transactions covered under Master Supply Agreement and Master Service Agreement (collectively referred to as MSAs) during FY 2026-27:</p> <ul style="list-style-type: none"> <li>▪ Purchase / Sale of Cement; Clinker; Raw material related to cement &amp; clinker; ready mix concrete (RMC);</li> </ul> |

| Sr. No. | Particulars  | Details   |
|---------|--|---|
|         |  | <p>Power; Admixture &amp; Building material solutions; Aggregates; Stores &amp; Spares;</p> <ul style="list-style-type: none"> <li>▪ Rendering / Receiving Services;</li> <li>▪ Availing / providing lease;</li> <li>▪ Reimbursement of expenses and deputation charges.</li> <li>▪ Other residual RPTs.</li> </ul> <p><b>Transactions outside MSAs:</b></p> <p>(ii) Financial assistance in the form of Inter-<br/>corporate deposits (ICDs) for an amount not exceeding ₹ 1,100 crore (including interest).</p> |
| 2       | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?   | Yes.  |
| 3       | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.   | <p>Transactions proposed are 151.36% of the Company's consolidated turnover for FY 25' which are bifurcated as under:</p> <p>(i) 110.75% towards transactions under MSAs.</p> <p>(ii) 40.61% towards for financial assistance.</p>  |
| 4       | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)                  | Not applicable  |
| 5       | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | <p>Transactions proposed are 19.72% of ACC's Consolidated turnover for FY25' which are bifurcated as under:</p> <p>(i) 14.43% towards transactions under MSAs.</p> <p>(ii) 5.29% towards financial assistance.</p>  |
| 6       | Financial performance of the related party for the immediately preceding financial year (FY 2024-25):  |   |

| Sr. No.   | Particulars  | Details   |
|-----------|--|---|
|           | <p><b>Explanations:</b></p> <p>The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis</p>   |   |
|           | Standalone Turnover  | ₹ 20,709.78 crore   |
|           | Standalone Profit / (Loss) After Tax   | ₹ 2,424.56 crore  |
|           | Standalone Net Worth   | ₹ 18,270.93 crore   |
| <b>A5</b> | <b>Basic details of the proposed transaction</b>   |   |
| 1         | Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)   | As per A4(1) above.   |
| 2         | Details of each type of the proposed transaction   | As per A4(1) above.   |
| 3         | Tenure of the proposed transaction (tenure in number of years or months to be specified)   | Financial Year 2026-27.   |
| 4         | Whether omnibus approval is being sought?  | Yes   |
| 5         | <p>Value of the proposed transaction during a financial year.</p> <p>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</p> | As per A4(1) above  |
| 6         | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.   | <p><b><i>Purchase/Sale of Cement</i></b></p> <p>ACC and Orient are engaged in the manufacture and sale of cement and related products. The proposed arrangements are intended to support the expansion of their distribution network and strengthen market presence, thereby contributing to the planned increase in total cement manufacturing capacity of the group to 155 MTPA by FY 2027-28.</p> <p>Further, MSAs between Orient and Ambuja ensure reliable and efficient supply of cement and other materials across key markets. These arrangements will enhance geographical reach, improve customer service efficiency, and support business continuity. It also facilitates logistics optimization, improved asset utilisation, and reduced lead times in servicing customer</p> |

| Sr. No. | Particulars | Details   |
|---------|-------------|---|
|         |             | <p>demand, ultimately enhancing customer satisfaction and overall market competitiveness.</p> <p><b><i>Purchase/Sale of Clinker</i></b></p> <p>Given the growth outlook for Indian cement industry, driven by continued investment in infrastructure and urban development, the need for reliable and efficient clinker supply is critical to meet the projected capacity utilization and market demand for cement. The MSAs between the Company and ACC enables to purchase / sale clinker on need basis with minimum turnaround time supporting uninterrupted production, minimizing logistics costs and reducing external procurement dependency.</p> <p><b><i>Purchase / Sale of Raw Materials related to Cement /Clinker</i></b></p> <p>The cement industry is energy and raw-material intensive, and any disruption in the supply of fuel and key raw materials could affect production costs and continuity.</p> <p>The proposed arrangement will ensure a steady and flexible supply of key raw materials across various manufacturing units, enabling better production planning and responsiveness to demand fluctuations. This results into improved operational efficiency, reduced procurement lead times, and optimized logistics and inventory costs, thereby strengthening cost competitiveness and uninterrupted plant operations.</p> <p><b><i>Purchase / Sale of Ready-Mix Concrete (RMC)</i></b></p> <p>The RMC industry is vital to infrastructure and construction growth, with rising expectations for consistent quality, timely delivery, and sustainable practices. To address these demands and strengthen market leadership, enhanced market reach is essential. The proposed arrangement will ensure a reliable and efficient supply of RMC across key markets, strengthens geographical presence, improves customer</p> |

| Sr. No. | Particulars | Details  |
|---------|-------------|--|
|         |             | <p>service efficiency, and supports business continuity. It also enables logistics optimization, better asset utilization, and reduced lead times, thereby enhancing customer satisfaction.</p> <p><b><i>Purchase / Sale of Power</i></b></p> <p>The cement industry is power-intensive with the power requirement of cement plants varying in accordance with the heat treatment process used. Power and fuel cost accounting for 30-32% of the total cost of sales of cement players. This proposed transaction is primarily intended to ensure reliable, cost-effective, and uninterrupted power supply across manufacturing units. Depending on generation capacity and consumption needs at different locations, power is transferred between group entities to facilitate better planning of energy resources and support compliance with regulatory and grid requirements.</p> <p><b><i>Purchase / Sale of Admixture &amp; Building material solutions</i></b></p> <p>The admixture and building material solutions business is an essential part of modern construction, with growing demand for enhanced performance, consistent quality, and sustainable practices. The proposed arrangement will ensure a reliable and efficient supply across key markets, strengthen geographical reach, improve customer service efficiency, and support business continuity. It will also enable logistics optimization, better asset utilization, and reduced lead times, thereby enhancing customer satisfaction and overall market competitiveness.</p> <p><b><i>Purchase / Sale of Aggregates</i></b></p> <p>The aggregates and building materials segment are key input for infrastructure and construction activities, with growing demand driven by infrastructure development and urbanization. The proposed arrangement will ensure a reliable and efficient supply across key markets, strengthen geographical reach,</p> |

| Sr. No. | Particulars | Details  |
|---------|-------------|--|
|         |             | <p>improve customer service efficiency, and support business continuity. It will also enable logistics optimization, better asset utilization, and reduced lead times, thereby enhancing customer satisfaction and market competitiveness.</p> <p><b><i>Purchase / Sale of stores &amp; spares</i></b></p> <p>The cement industry relies heavily on timely availability of critical stores and spares to ensure uninterrupted plant operations and maintenance. Any delay in procurement or unavailability of such items can lead to production downtime and increased maintenance costs.</p> <p>Under the MSAs, the sale and purchase of stores and spares between entities enables efficient sharing and allocation of inventory/assets across plants based on operational needs. This ensures timely availability of essential components, reduces procurement lead times, avoids stockouts or overstocking, and helps optimize working capital.</p> <p><b><i>Avail / Render services</i></b></p> <p>It is proposed to avail and render services as per terms and conditions covered under MSAs between the Company and ACC. Such services will be related to various functions including but not limited to Finance, Tax, Treasury, Common Procurement Services, Administration, Secretarial and any other services that may be agreed upon from time to time.</p> <p><b><i>Reimbursement of expenses including deputation charges</i></b></p> <p>The proposed transaction pertains to the reimbursement and recovery of expenses incurred by ACC on behalf of the Company, including deputation charges related to the transfer of employees between the two entities. Such inter-company reimbursements are a standard and well-established practice within group companies to ensure fair allocation of costs and</p> |

| Sr. No. | Particulars | Details   |
|---------|-------------|---|
|         |             | <p>resources and transparent and compliant accounting of inter-company expenses. The transaction includes the settlement of accrued employee benefits such as gratuity and leave encashment, which are customary components of employee transfer arrangements.</p> <p><b><i>Availing / Providing lease</i></b></p> <p>It is proposed to enter into lease transaction(s) to enable efficient utilization of group assets, ensure operational continuity, and achieve cost and administrative efficiencies. The arrangement(s) will provide access to strategically located assets without significant upfront capital expenditure while generating stable returns, thereby supporting the Group's overall financial and operational objectives.</p> <p><b>Other Residual RPTs</b></p> <p>The transactions will be purely on the basis of day to day business requirements.</p> <p><b>Transactions outside MSAs:</b></p> <p><b><i>Financial assistance in the form of Inter-corporate deposits</i></b></p> <p>The proposed arrangement will facilitate optimal deployment of surplus funds within the cement vertical, ensure liquidity management, and support the working capital requirements without resorting to external borrowings. Further, it will help in efficient utilization of resources, enhances financial stability, and contributes to the overall operational and strategic objectives of the cement vertical.</p> <p>All the above-mentioned transaction(s) are / shall be at arm's length and in the ordinary course of business, as confirmed by an opinion obtained from an independent reputed external firm, a copy of which is available on the website of the Company at:</p> <p><a href="https://orientcement.com/disclosure-reg-46/postal-ballot/">https://orientcement.com/disclosure-reg-46/postal-ballot/</a></p> |

| Sr. No.   | Particulars   | Details   |
|-----------|---|---|
| 7         | <p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p><b>Explanation:</b> Indirect interest shall mean interest held through any person over which an individual has control.</p> |   |
| a         | Name of the Promoter / Director / KMP   | <p>Ambuja Cements Limited (Ambuja), holding Company is a Promoter of ACC.</p> <p>Mr. Vaibhav Dixit is Wholetime Director and Chief Executive Officer of the Company.</p> <p>Ms. Kajal Sarada is Chief Financial Officer of the Company.</p>   |
| b         | Shareholding of the director / KMP, whether direct or indirect, in the related party.   | Ambuja, the promoter of the Company, holds 50.05% of Equity Shares of ACC.  |
| 8         | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.   | The transactions at present do not contemplate any valuation. Valuation Report shall be obtained, if required.  |
| 9         | Other information relevant for decision making.   | <p>The Company has obtained arm's length opinion from an independent reputed external firm. The said report confirms that proposed terms of the transaction(s) meet the arm's length testing criteria. The transaction(s) under the MSAs also qualifies as transaction(s) in the ordinary course of business. The said report is available for inspection of the members of the Company as mentioned in the "Notes" section forming part of the Notice and is uploaded on the website of the Company at:</p> <p><a href="https://orientcement.com/disclosure-reg-46/postal-ballot/">https://orientcement.com/disclosure-reg-46/postal-ballot/</a></p> |
| <b>B1</b> | <b>Sale, purchase or supply of goods or services or any other similar business transaction and trade advances</b>   |   |
| 1         | Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.   | This arrangement is made with an objective of achieving group synergies, timely delivery, consistent product quality, competitive / consistent pricing and customer / price confidentiality, to ensure standardized service arrangements and processes, maintain confidentiality, operational alignment, and commercial efficiency. The Company and ACC rely on each other to meet customers' demand at various locations in a timely and cost-effective manner.  |
| 2         | Basis of determination of price.  | <p><b>Purchase/Sale of Cement</b></p> <p>The proposed price is fixed at ex-plant price of previous month of Orient / ACC based on</p>   |

| Sr. No. | Particulars | Details  |
|---------|-------------|--|
|         |             | <p>net selling price charged to third parties less 2% discount (discount % is mutually negotiated between the parties).</p> <p><b><i>Purchase/Sale of Clinker</i></b></p> <p>The pricing is fixed at selling company ('Orient/ACC' as the case may be) plant's variable cost of production of immediately preceding quarter plus 35% markup.</p> <p><b><i>Purchase / Sale of Raw Materials</i></b></p> <p>The price is fixed at selling company's ('ACC/Orient' as the case may be) landed cost plus carrying cost of 10% per annum for holding period.</p> <p><b><i>Purchase / Sale of Ready-Mix Concrete (RMC)</i></b></p> <p>The pricing will be based on prevailing regions market price.</p> <p><b><i>Purchase / Sale of Power</i></b></p> <p>The grid power / other power charges will be charged at an average prevailing market prices for the month in the respective consumption areas / location after deduction of actual charges incurred by respective unit which is consuming the said power.</p> <p><b><i>Purchase / Sale of Admixture &amp; Building material solutions</i></b></p> <p>The pricing is fixed at total cost (raw material cost plus production expense, depreciation etc.) of selling company's ('Orient/ACC' as the case may be) plant plus 5% mark-up.</p> <p><b><i>Purchase / Sale of Aggregates</i></b></p> <p>The pricing will be based on prevailing region's market price.</p> <p><b><i>Purchase / Sale of spare parts related to Cement /Clinker</i></b></p> <p>The price is fixed at selling company's</p> |

| Sr. No.      | Particulars  | Details  |
|--------------|--|--|
|              |  | <p>('ACC/Orient' as the case may be) landed cost plus carrying cost of 10% per annum for holding period or market value whichever is lower.</p> <p><i>Avail / Render services</i></p> <p>Cost of providing common support services shall be allocated on a cost-to-cost basis allocated on the basis of net sales as per last audited standalone financial statement.</p> <p><i>Reimbursement of expenses including deputation charges</i></p> <p>The reimbursement including deputation charges will be made on cost-to-cost basis.</p> <p><i>Availing / providing lease</i></p> <p>A benchmark analysis by an independent and recognized valuation expert will be conducted for determination of lease rental from time to time.</p> |
| 3            | In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:                      |  |
| a            | Amount of Trade advance  | As per MSAs  |
| b            | Tenure   | As per MSAs  |
| c            | Whether same is self-liquidating?  | As per MSAs  |
| <b>B (2)</b> | <b>Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary.</b>  |  |
| 1            | <p>Source of funds in connection with the proposed transaction.</p> <p>Note: This item of disclosure is not applicable to listed banks / NBFCs / insurance companies / housing finance companies.</p>  | Internal accruals.   |
| 2            | <p>Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:</p> <p>Note: This item of disclosure is not applicable to listed banks / NBFCs / insurance companies / housing finance companies.</p> | No   |

| Sr. No.     | Particulars  | Details  |
|-------------|--|--|
| a.          | Nature of indebtedness   | Not applicable   |
| b.          | Total cost of borrowing  | Not applicable   |
| c.          | Tenure   | Not applicable   |
| d.          | Other details  | Not applicable   |
| 3.          | <p>Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.</p> <p><b>Note:</b></p> <p>(1) This item of disclosure is not applicable to listed banks/ NBFCs / insurance companies / housing finance companies.</p> <p>(2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan / ICD being granted by the listed entity.</p> | Not applicable   |
| 4.          | Proposed interest rate to be charged by listed entity or its subsidiary from the related party.  | At prevailing market rate from date of disbursement. (which shall not be less than the guidance provided under the provisions of the Companies Act, 2013). |
| 5.          | Maturity / due date  | Not exceeding one year   |
| 6.          | Repayment schedule & terms   | As per the agreement between the parties (not exceeding one year)  |
| 7.          | Whether secured or unsecured?  | Unsecured  |
| 8.          | If secured, the nature of security & security coverage ratio   | Not applicable   |
| 9.          | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.  | For business purpose including expansion, working capital requirements and other business purposes.  |
| <b>B(5)</b> | <b>Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary.</b>  |  |
| 1           | Material covenants of the proposed transaction   | Not applicable   |
| 2           | Interest rate ( <i>in terms of numerical value or base rate and applicable spread</i> )  | At prevailing market rate from date of disbursement (which shall not be less than the guidance provided under the provisions of the Companies Act, 2013).  |
| 3           | <p>Cost of borrowing</p> <p>Note: This shall include all costs associated with the borrowing</p>   | None, except the interest on the loan to be paid which shall be at prevailing market rate from date of disbursement.)                                      |
| 4           | Maturity / due date  | Not exceeding one year   |
| 5           | Repayment schedule & terms   | As per the agreement between the parties (not exceeding one year)  |
| 6           | Whether secured or unsecured   | Unsecured  |

| Sr. No. | Particulars   | Details   |
|---------|---|---|
| 7       | If secured, the nature of security & security coverage ratio  | Not applicable  |
| 8       | The purpose for which the funds will be utilized by the listed entity / subsidiary  | For business purpose including expansion, working capital requirements and other business purposes. |
| C1      | <b>Disclosure <i>only</i> in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary</b>   |   |
| 1       | <p>Latest credit rating of the related party.</p> <p><b>Note:</b></p> <p><i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i></p>   | CARE AAA; Stable / CARE A1+   |
| 2       | <p>Default on borrowings, <b><i>if any</i></b>, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.</p> <p><i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i></p> <p><b>In addition, state the following:</b></p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> | Not applicable  |

| Sr. No.     | Particulars   | Details        |
|-------------|---|----------------|
|             | d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.<br><br><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i> |                |
|             | FY 2024-25  | Not applicable |
|             | FY 2023-22  | Not applicable |
|             | FY 2022-23  | Not applicable |
| <b>C(4)</b> | <b>Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</b>  |                |
| <b>1</b>    | Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements.<br><b>Note:</b><br>This shall not be applicable to listed banks / NBFC / insurance companies / housing finance companies.   |                |
|             | a. Before transaction   | Not applicable |
|             | b. After transaction  | 0.57           |
| <b>2</b>    | Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements.<br><b>Note:</b><br>This shall not be applicable to listed banks / NBFC / insurance companies / housing finance companies. (in times)   |                |
|             | a. Before transaction   | 15.74          |
|             | b. After transaction  | 2.21           |

All relevant information pertaining to the proposed Related Party Transactions (RPTs) were placed before the Audit Committee in the format prescribed by the SEBI Circular on RPTs Industry Standards. Furthermore, the Company has obtained certificates from the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), as required under the said SEBI circular, confirming that the proposed transactions are in the best interest of the Company, which was also placed before the Audit Committee Meeting held on January 29, 2026.

Place: Ahmedabad  
Date: January 29, 2026

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

**Registered Office:**

"Adani Corporate House", Shantigram, Nr. Vaishnodevi Circle, S.G. Highway, Khodiyar, Ahmedabad – 382421  
CIN: L26940GJ2011PLC171878

**Vaibhav Dixit  
Wholetime Director and CEO  
DIN: 09085118**