

Orient Cement Limited

CIN:L26940OR2011PLC013933

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

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

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

Tel: 011-42092100, 011-42092190

investors@orientcement.com I www.orientcement.com

Notice

NOTICE is hereby given that the 7th Annual General Meeting (AGM) of the Members of Orient Cement Limited (CIN:L26940OR2011PLC013933) will be held on Friday 17th August, 2018 at 2:00 p.m. at Unit-VIII, Plot No. 7, Bhoinagar, Bhubaneswar-751012, (Odisha) to transact the following businesses:-

Ordinary Business

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2018, including the audited Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of ₹0.75/- per equity share of face value of ₹1 each for the financial year ended 31st March, 2018.
3. To appoint a director in place of Mrs. Amita Birla (DIN 00837718), who retires by rotation and being eligible, seeks re-appointment.
4. To ratify the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 301003E/E300005), Statutory Auditors as required under section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

Special Business

Item No. 5-Fixing the remuneration of Mr. Somnath Mukherjee, Cost Auditor of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 148(3) and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Cost Audit fees amounting to ₹85,000/- (Rupees Eighty five thousand only) plus out of pocket expenses to be paid to Mr. Somnath Mukherjee, Cost Accountant in Practice (M.NO.-F5343), appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2018-19, required to be audited under the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), be and is hereby ratified and approved."

Item No. 6 Approval of the terms of remuneration of Mr. Desh Deepak Khetrpal, Managing Director & CEO (DIN 02362633)

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

"RESOLVED THAT pursuant to the provisions of sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V to the Act and the Rules made thereunder, as amended from time to time, and subject to such approvals as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such approval(s) and as agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorized by the Board in this behalf), the consent of the Members of the Company be and is hereby accorded for paying remuneration to Mr. Desh Deepak Khetrpal-Managing Director & CEO (DIN 02362633) for the period from 1st April, 2018 to 31st March, 2019, including the remuneration to be paid in the event of loss or inadequacy of profits in the financial year, as set out in the Explanatory Statement annexed to the Notice.

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

Item No. 7 Raising of funds through issuance of securities

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 along with Rules enacted thereunder ("**Companies Act**") (including any amendment(s), statutory modification(s) or re-enactment thereof), enabling provisions of the Memorandum and Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") read with the listing agreements entered into by the Company with the stock exchanges where equity shares of the Company of face value ₹1/- each are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("SEBI (ICDR) Regulations"), Foreign Exchange Management Act, 1999 as amended, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds (through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time and clarifications issued thereon from time to time and subject to other required rules, regulations, guidelines, notifications and circulars issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Government of India ("GOI"), the stock exchanges, Department of Industrial Policy & Promotion and / or any other competent authorities from time to time to the extent applicable, subject to such approvals, permissions, consents and sanctions as may be necessary from SEBI, stock exchanges, RBI, Foreign Investment Promotion Board, GOI and/or any other concerned statutory or other relevant authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and/or sanctions which may be agreed to by the Board of Directors of the Company ("Board" which term shall include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), consent of the Company be and is hereby accorded to the Board in its absolute discretion to offer, issue and allot equity shares ("Equity Shares") and /or Global Depository Receipts ("GDRs") and / or American Depository Receipts ("ADRs") ("Securities") in the course of domestic and / or international offerings representing either equity shares or a combination of the foregoing for an amount not exceeding ₹500 crores (Rupees five hundred crores only), inclusive of permissible green shoe option, for cash and at such premium / discount, as applicable, as the Board deems fit to all eligible investors including but not limited to existing equity shareholders as on record date, residents and / or non-residents, whether institutions, incorporated bodies, foreign institutional investors, qualified institutional buyers, banks, mutual funds, insurance companies, pension funds, trusts, stabilizing agents and / or otherwise and / or a combination thereof, whether or not such investors are members, promoters, directors or their relatives / associates of the Company, in the course of domestic and / or international offerings through public issue and / or private placement and /or rights issue and / or qualified institutional placement ("QIP") and / or any other permitted modes through prospectus and/or an offer document and / or private placement offer letter and/or such other documents/writings/ circulars / memoranda in such manner, by way of cash at such time or times in such tranche or tranches and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company, so as to enable the Company to list on any Stock Exchange in India and / or Luxembourg and /or London and /or New York and /or Singapore and /or Hong Kong and / or any of the Overseas Stock Exchanges as may be permissible.

RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the international market and may be governed by the applicable laws.

RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Issue of Foreign Currency Convertible Bonds (through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time and other applicable provisions, as amended from time to time.

RESOLVED FURTHER THAT in the event the equity shares are issued in the course of QIP under Chapter VIII of SEBI (ICDR) Regulations, as amended from time to time, the pricing shall be determined in compliance with principles and provisions set out in Regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations, as amended from time to time. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time.

RESOLVED FURTHER THAT in the event the equity shares are issued in the course of QIP under Chapter VIII of SEBI (ICDR) Regulations, as amended from time to time, the relevant date for the purpose of the pricing of the equity shares shall be the meeting in which the Board decides to open the issue.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agencies or bodies as are authorized by the Board for the issue of GDRs and / or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international / domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and / or international practice and regulations, and under the norms and practices prevalent in the domestic/ international capital markets and subject to applicable laws and regulations and the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the consent of the Company be and hereby accorded to the Board to do all such acts, deeds, matters and things including but not limited to finalization and approval of the offer documents(s), private placement offer letter, determining the form and manner of the issue, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price, face value, fixing the record date, execution of various transaction documents, as the Board may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the proceeds as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Securities to be created, issued, allotted and offered in terms of this Resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the equity shares shall be listed with the stock exchanges, where the existing Equity Shares of the Company are listed and the same shall rank pari passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of rights issue, the Board shall be authorized to determine the rights entitlement ratio, issue price, issue size, number of Equity Shares, record date, issue period, any other terms of rights issue or any matters pertaining to the rights issue.

RESOLVED FURTHER THAT in the event the Equity Shares are issued in the course of rights issue, if the Equity Shares are not subscribed, the same may be disposed of by the Board in such manner which is not dis-advantageous to the shareholders and the Company.

RESOLVED FURTHER THAT the approval of the Company is hereby accorded to the Board to appoint merchant bankers, underwriters, depositories, custodians, registrars, trustees, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like (including reimbursement of their actual expenses) and also to enter into and execute all such arrangements, contracts/ agreements, memorandum, documents, etc., with such agencies, to seek the listing of Securities on one or more recognized stock exchange(s), to affix common seal of the Company on any arrangements, contracts/ agreements, memorandum, documents, etc. as may be required.

RESOLVED FURTHER THAT the issue of Securities, which are convertible into Equity Shares at a later date, shall be, inter alia, subject to the following terms and conditions:

- (a) In the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) In the event of the Company making rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the

entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing shareholders;

- (c) In the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price, and the time period as aforesaid shall be suitably adjusted; and
- (d) In the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other Securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board in consultation with the merchant banker(s), advisors and/or other intermediaries as may be appointed by the Company in relation to the issue of Securities, be and is hereby authorised on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issue and allotment of Securities and listing thereof with the stock exchanges or otherwise as may be required in relation to the issue and to resolve and settle all questions and difficulties that may arise in the issue, offer and allotment of Securities, including finalization of the number of Securities to be issued in each tranche thereof, form, terms and timing of the issue of Securities including for each tranche of such issue of Securities, identification of the investors to whom Securities are to be offered, utilization of the proceeds and other related, incidental or ancillary matters as the Board may deem fit at its absolute discretion, to make such other applications to concerned statutory or regulatory authorities as may be required in relation to the issue of Securities and to agree to such conditions or modifications that may be imposed by any relevant authority or that may otherwise be deemed fit or proper by the Board and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deems fit and to settle any questions, difficulties or doubts that may arise in relation to the any of the aforesaid or otherwise in relation to the issue of Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any officer of the Company."

By order of the Board of Directors

Place: New Delhi
Date: May 3, 2018

Nidhi Bisaria
Company Secretary
(M.No.FCS-5634)

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out the details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than 50 (fifty) members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
3. Corporate Members intending to send their authorised representatives to attend the meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours (between 10:00 A.M. and 5:30 P.M.) of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members/ proxies should bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the meeting.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 13th day of August, 2018 to Friday, 17th day of August, 2018, both days inclusive, for annual closing and for determining the entitlement of the shareholders to the final dividend for financial year 2017-18.
9. The dividend on Equity Shares, if declared at the AGM, will be credited / dispatched by the 30th day of August, 2018 to those members whose names will appear on the Company's Register of Members as on the book closure date.
10. Members holding shares in electronic form are requested to intimate any change in their address and / or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. The Members holding shares in physical form are requested to advise any change of address and / or bank mandate immediately to M/s. MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi – 110020.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities. Members holding shares in physical form can submit their PAN details to M/s. MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi – 110020 or to the Company.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s)

dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

13. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms an integral part of the notice. The directors have furnished the requisite declarations for their appointment/ re-appointment.
14. Members desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
15. Pursuant to section 101 and section 136 of the Companies Act, 2013 read with relevant Rules issued thereunder, companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their email address/es either with the Company or with the Depository Participants. It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This is a golden opportunity for every shareholder of Orient Cement Limited to contribute to the cause of Green Initiative. Members who have not registered their e-mail address with the Company are requested to register the same by submitting the letter to M/s. MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi – 110020. The Members holding shares in electronic form are requested to register their e-mail address with their Depository Participants only. The Members of the Company, who have registered their e-mail address, are entitled to receive communications in physical form, upon request.
16. Copies of the Annual Report 2017-18 are being sent by electronic mode only to the Members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2017-18 are being sent by the permitted mode.
17. The Notice of the 7th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
18. Members may also note that the Notice of the 7th AGM and the Annual Report 2017-18 will be available on the Company's website www.orientcement.com.
19. In accordance with the provisions of section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agent, M/s. MCS Share Transfer Agent Limited and have it duly filled and send back to them.
20. Members wishing to claim dividends, which remain unclaimed are requested to correspond with M/s. MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase I, New Delhi – 110020 or with the Company at Birla Tower, 3rd Floor, 25, Barakhamba Road, New Delhi-110 001.
21. The route map to the venue of the meeting is separately attached for the convenience of the members.
22. Voting through electronic means
 - I. In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 'Amended Rules 2015' and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the members, facility to exercise their right to vote on resolutions proposed to be considered at the 7th Annual General Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through Ballot Paper shall be made available at the Annual General Meeting and the members

attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.

- III. The members who cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 14th August, 2018 (9:00 A.M.) and ends on 16th August, 2018 (5:00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. 10th August, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V (1) The process and manner of remote e-voting are as under:

A. In case a Member receives an e-mail from NSDL (for members whose e-mail ID's are registered with the Company/ Depository Participant(s)):

- i. Open the e-mail and also open PDF file attached with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for remote e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iii. Click on **Shareholder-Login**
- iv. Put user ID and password as an initial password/ PIN noted in step (i) above. Click Login.
- v. **Password Change Menu** appears, change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of remote e-voting opens. Click on remote e-voting: **Active Voting Cycles**.
- vii. Select the **EVEN (E-Voting Event Number)** of Orient Cement Limited.
- viii. Now you are ready for remote e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on **"Submit"** and also **"Confirm"** when prompted.
- x. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Institutional shareholders (i.e other than individuals, HUF, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc., together with the attested specimen signature(s) of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer via email at: scrutinizerocl@gmail.com, with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of Annual General Meeting (for Members whose email addresses are not registered with the Company/Depository Participant(s) or requesting physical copy):

- i. Initial password is provided with the copy of this notice in separate sheet.
 - ii. Please follow all steps from Sl. No ii to Sl. No. xii above, to cast vote.
- (2)
- i. In case of any query, you may refer the Frequently Asked Questions (FAQ's) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.
 - iii. You can also update your mobile number and email id in the user profile details of the folio which may be

used for sending future communication(s).

iv. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut off date i.e. 10th August, 2018.

v. Any person who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e 10th August, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

vi. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. Shareholders who forgot the User Details/ Password can use "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No. + Folio No.).

vii. A member may participate in the Annual General Meeting even after exercising his/ her right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.

viii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through Ballot Paper.

ix. Mr. Atul Kumar Labh, Practicing Company Secretary (Membership No. FCS - 4848 / CP - 3238), has been appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

x. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

xi. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, within 48 hours of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

xii. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. www.orientcement.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the stock exchanges at which the shares of the Company are listed.

By order of the Board of Directors

Place: New Delhi
Date: May 3, 2018

Nidhi Bisaria
Company Secretary
(M.No. FCS-5634)

UPDATION OF EMAIL ID

Kindly ensure to update your fresh Email ID with the Company/Depository if you have changed the same.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

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

On the recommendation of the Audit Committee at its meeting held on 3rd May, 2018, the Board has approved the re-appointment of Mr. Somnath Mukherjee, Cost Accountant in Practice (M.NO.-F5343), as Cost Auditors of the Company for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2019, required to be audited under the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), at a Cost Audit fees of ₹85,000/- (Rupees eighty five thousand only) plus out of pocket expenses.

In accordance with the provisions of section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Cost Audit fees to be paid to the Cost Auditors of the Company has to be approved by the shareholders of the Company. Accordingly, the members are requested to approve the remuneration of the Cost Auditors for the financial year 2018-19 as set out in the resolution for the aforesaid services to be rendered by him.

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

The Board recommends an Ordinary resolution set forth in Item no. 5 of the Notice for the approval of the members.

Item No. 6

The Members at their Annual General Meeting held on 25th July, 2015 re-appointed Mr. Desh Deepak Khetrapal (DIN 02362633) as Managing Director & CEO ("MD & CEO") of the Company for a period of 5 years w.e.f 1st April, 2015, subject to revision in his remuneration every year. Taking into consideration the duties and responsibilities cast on the MD & CEO and considering his knowledge of various aspects relating to the Company's affairs, and on the recommendation of the Nomination & Remuneration cum Compensation Committee of the Company, the Board at their meeting held on 3rd May, 2018 revised Mr. Khetrapal's (DIN 02362633) remuneration with effect from 1st April, 2018, subject to the approval by the Shareholders' of the Company and such other consents and approvals that may be required.

Pursuant to the Notification no. S.O.2922(E) dated 12th September, 2016 issued by the Ministry of Corporate Affairs ("Notification"), the Company with the approval of Members by passing special resolution can pay the remuneration to the MD & CEO in case it has no profit or inadequacy of profit, without the approval of Central Government if, the managerial person is:-

- (i) not having any interest in the capital of the Company or its holding company or any of its subsidiaries directly or indirectly or through any other statutory structures and not having any direct or indirect interest or
- (ii) not related to the directors or promoters of the Company or its holding company or any of its subsidiaries at any time during the last two years before or on or after the date of appointment and possesses graduate level qualification with expertise and specialized knowledge in the field in which the Company operates.

Mr. Khetrapal fulfills the conditions mentioned in the aforesaid Notification.

Mr. Khetrapal is a professional and he holds Honours Degree in Business & Economics and Masters Degree in Business Administration in Marketing & Finance from the Delhi University.

The information as required by second provision of Paragraph B of Section-II of Part-II of Schedule V of the Companies Act, 2013, is given below:-

I. General Information:

(1) Nature of industry

The Company is primarily engaged in the manufacture and sale of cement and its manufacturing facilities at present are located at Devapur in Telangana, Chittapur in Karnataka and Jalgaon in Maharashtra.

(2) Date or expected date of commencement of commercial production

Devapur – 16th September, 1982

Jalgaon – 28th November, 2000

Chittapur- 26th September, 2015

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable

(4) Financial performance based on given indicators

(₹ in crores)			
Particulars	2017-18	2016-17	2015-16
Gross Sales	2310.85	2,170.89	1,691.63
Earnings before interest, depreciation, amortisation & taxation	325.41	190.39	193.11
Net Profit before taxation	70.03	(66.48)	60.85
Net profit	44.22	(32.10)	62.36
Dividend on equity shares	10.24	20.49	20.49
EPS	2.16	(1.57)	3.04

(5) (1) Foreign investments or collaborations, if any.

Nil

II. Information about the appointee:

(1) Background details

Mr. Khetrapal, aged 62, holds Honours Degree in Business & Economics and Masters Degree in Business Administration in Marketing & Finance from Delhi University. He has vast work experience in service, industrial, consumer and retail businesses.

Before joining Orient Cement Limited, Mr. Khetrapal was the Group Chief Executive Officer of Jumbo Group of Companies. He has also worked with Raymond Limited as Chief Operating Officer.

(2) Past remuneration (p.a)

(Amount in ₹)			
Particulars	2017-18	2016-17	2015-16
Salary	2,58,24,000	2,08,32,000	1,68,00,000
Allowance and Perquisites :			
Personal allowance/ Pay	1,29,60,000	98,40,000	72,96,000
Special allowance/ Pay	1,33,76,520	1,01,56,560	75,48,000
Medical allowance	1,00,000	1,00,000	1,00,000
LTA	21,52,000	17,36,000	14,00,000
Driving allowance	-	-	-
Performance bonus	1,50,00,000	1,21,50,000	99,00,000
Company leased accommodation/ House rent allowance	48,00,000	48,00,000	48,00,000
Leave Encashment	8,68,000	7,00,000	-
Total	7,50,80,520	6,03,14,560	4,78,44,000

In addition to the above, the MD & CEO was:

- (i) Provided Company's car (fully maintained and chauffeur driven) for official use.
- (ii) Entitled to the shares of the Company in accordance with the Employees Stock Option Scheme as adopted by the Company.
- (iii) Entitled for contribution to Provident Fund, Gratuity and Superannuation Fund as per the Rules of the Company.
- (iv) Entitled for encashment of un-availed leave at the end of the tenure or at specified intervals as per the Rules of the Company .

(3) Recognition or awards

Under the dynamic leadership of Mr. Desh Deepak Khetrpal (DIN 02362633) as MD & CEO, the Company was awarded several prestigious awards including the following Awards to name a few:

Financial year 2017-18

Devapur Plant:

- (a) Best Management Award, issued by Labour Department, Govt. of Telangana on May Day 2017
- (b) National Energy Management Gold Award from Society of Energy Engineers & Energy Managers (SEEM) -2016
- (c) National Award for Excellence in Energy Management 2017 from CII
- (d) Mines Safety Week 2017 Awards by Director General of Mines Safety
 - Overall performance – 2nd Prize
 - Electrical Installation – 1st Prize
 - Best Practices in Mines – 1st Prize
 - Crusher & Belt Conveyor – 1st Prize
 - Swatch Bharat – 2nd Prize
 - Safe Mine Workings – 2nd Prize

Chittapur Plant:

- (a) Safety awards from the Mines Safety Association Karnataka (MSAK) 2017-18
 - Contractual Work vis Safety is my responsibility cards 1st Prize
 - Publicity & Propaganda & Innovation 1st Prize
 - Safety Management System 2nd Prize
 - Maintenance of Mining Machinery & Crusher 2nd Prize
 - Swachh Bharat Abhiyan 3rd Prize
- b. Mines Environment & Mineral Conservation Week Awards 2017-18 by Indian Bureau of Mines
 - Waste Dump Management 3rd Prize
 - Reclamation and Rehabilitation 3rd Prize
- c. Best Safe Performance of Plant, Best Training & Resources Award by KRISC (Kalburgi Regional Industrial Safety Committee) under the aegis of Department of Factories, Boilers, Industrial Safety & Health.

(4) Job profile and his suitability

Taking into consideration the size of the Company, the complex nature of its operations, and Mr. Khetrpal's broad functional and general management skills, his rich experience of over 40 years, the Board re-appointed Mr. Desh Deepak Khetrpal (DIN 02362633) as MD & CEO for a period of 5 years w.e.f 1st April, 2015, subject to revision in his remuneration every year.

Mr. Khetrpal, MD & CEO of the Company is the driving force behind the Company. Mr. Khetrpal is a man with a vision to create a business of excellence and is the inspiration for all, as he spearheads the Company's management and operations; strategizing and directing it through its next phase of growth. Mr. Khetrpal is a professional business leader with a track record of leading and transforming large and diversified organisations, across various industries including service, industrial, consumer and retail businesses.

(5) Remuneration proposed

(from 1st April, 2018-31st March, 2019)

Particulars	Monthly (₹)	Annual (₹)
Basic salary/ Basic pay	26,00,000	3,12,00,000
Allowances and perquisites:		
Personal allowance/ pay	13,50,000	1,62,00,000
Special allowance/ pay	13,58,986	1,63,07,830
Medical allowance/ reimbursements	10,000	1,20,000
LTA	2,16,667	26,00,000
Gross Salary	55,35,653	6,64,27,830

In addition to the above:

- provision of suitable Company leased accommodation/ house rent allowance of ₹4,00,000/-(four lacs only) per month and Company car (fully maintained and chauffeur driven) for official use.
- entitled to an annual performance linked compensation up to ₹1,80,00,000/- (Rupees one crore eighty lacs only). The performance linked pay can be paid upto 120% of ₹1,80,00,000/-on achieving certain additional performance criteria as specified by the Nomination & Remuneration cum Compensation Committee of the Company from time to time.
- Entitlement to the shares of the Company in accordance with the Employees Stock Option Scheme as adopted by the Company.
- Contribution to Provident Fund, Gratuity and Superannuation Fund will be as per the Rules of the Company.
- Encashment of un-availed leave at the end of the tenure or at specified intervals will be as per the Rules of the Company and does not form part of the abovementioned compensation.

Appointment will be terminable by either party by giving three months notice or salary in lieu thereof.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The proposed remuneration is comparable considering the industry, size of the Company, the managerial position, the credentials and responsibilities of the MD & CEO.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Except the remuneration and perquisites as stated above, Mr. Desh Deepak Khetrapal has no direct or indirect pecuniary relationship with the Company or managerial personnel. Further, he does not hold any shares in the Company.

III. Other information
(1) Reasons of loss or inadequate profits

The country's cement industry is witnessing increasing competition on account of the geographic concentration of cement plants, supply overhang and low levels of capacity utilization. Increased competition can create pressure on margins, market share etc. Increase in the costs of raw material, power and fuel due to inflation or global price trends may impact profitability. Further, the Indian cement industry is labour-intensive; it is exposed to health and injury risks due to accidents or negligence. As a result of which there are likely to be losses or inadequate profits during his tenure of appointment.

(2) Steps taken or proposed to be taken for improvement

- The Company is leveraging its expertise and experience, investing continuously in enhancing the equity of its Birla A1 brand by focusing on quality, cost, timely delivery, customer service, advertising and brand promotion. The

Company is investing in marketing and promotions to sustain brand equity in its areas of operation, strengthen brand salience in new markets and enhance its competitiveness.

- (a) The Company is employing various means to reduce the impact of rising costs through better fuel sourcing processes, dynamic fuel mix capabilities to capitalise on emerging price trends and the use of alternative fuels.
- (b) As regards labour problems, the Company has implemented various measures which include the development and implementation of critical safety standards across units and project sites, establishment of processes for safety training across levels, promotion of a safety culture for staff members, and contract workers with appropriate insurance coverage.

(3) Expected increase in productivity and profits in measurable terms

The renewed push by the government in various construction and infrastructure initiatives, augurs well for the sector in the years ahead. It is expected that given the outlook for cement demand, the Company will witness robust growth led by demand recovery. Existing plants in Jalgaon, Devapur and Chittapur are expected to gain from price improvement across the markets. With the expected demand recovery and the Company being one of the low cost cement producers, it is expected that the profitability in the coming year is likely to improve.

All documents relevant for remuneration are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) during normal business hours (between 10:00 A.M. and 5:30 P.M.) upto date of the Annual General Meeting.

Mr. Khetrpal (DIN 02362633) is a non-executive Director, of HIL Limited and Orient Electric Limited; and Non-Executive Independent Director of Oriental Bank of Commerce. Mr. Khetrpal along with his relatives does not hold any shares in the Company nor has any relationship with any of the Directors of the Company. Mr. Khetrpal has been granted 8,31,900 stock options convertible into equivalent number of equity shares of the Company in terms of the Employees Stock Option Scheme 2015.

Mr. Khetrpal (DIN 02362633) is directly concerned and interested in this resolution, as it relates to his remuneration. Except Mr. Khetrpal (DIN 02362633), no other Director or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the proposed resolution.

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

Item No. 7

The Company, in accordance with its vision statement, proposes to achieve 15 Million Ton per annum cement capacity. Towards this objective, the Company is continuously looking at organic and inorganic growth opportunities. In order to fund the growth, there would be need to raise funds through issue of equity shares or equity linked securities. The Company proposes to raise the capital for the purpose of capital expenditure for ongoing and future expansion projects, acquisition(s), working capital, repayment of loans and for general corporate purposes.

In this regard, the Company has been exploring various avenues for raising funds by way of issue of equity shares ("Equity Shares") and /or Global Depository Receipts ("GDRs") and /or American Depository Receipts ("ADRs") ("Securities") to all eligible investors including but not limited to existing equity shareholders as on record date, residents and / or non-residents, whether institutions, incorporated bodies, foreign institutional investors, qualified institutional buyers, banks, mutual funds, insurance companies, pension funds, trusts, stabilizing agents and / or otherwise and / or a combination thereof, whether or not such investors are members, promoters, directors or their relatives / associates of the Company in the course of domestic and / or international offerings through public issue and / or private placement and /or rights issue and / or qualified institutional placement ("QIP") and / or any other permitted modes through prospectus and/or an offer document and / or private placement offer letter and/or such other documents/writings/ circulars / memoranda in such manner, at such time or times in such tranche or tranches for an amount not exceeding ₹500 crores (Rupees five hundred crores only), inclusive of permissible green shoe option, for cash and at such premium / discount, as applicable, as the Board deems fit and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors. The Equity Shares shall rank pari passu with the existing equity shares of the Company.

In the event of the issue of the Equity Shares as aforesaid by way of QIP, it will be ensured that:

- a) The relevant date for the purpose of pricing of the Equity Shares would, pursuant to Chapter VIII of the SEBI (ICDR) Regulations, be the date of the meeting in which the Board or duly authorised committee thereof decides to open the proposed issue of Equity Shares;
- b) The pricing for this purpose shall be in accordance with regulation 85 of Chapter VIII of the SEBI (ICDR) Regulations. The Company may offer a discount of not more than 5% (Five percent) on the price calculated for the QIP or such other discount as may be permitted under SEBI (ICDR) Regulations, as amended from time to time;
- c) The issue and allotment of Equity Shares shall be made only to Qualified Institutional Buyers (QIBs) within the meaning of SEBI (ICDR) Regulations and such Equity Shares shall be fully paid up on its allotment;
- d) The total amount raised in such manner and all previous QIPs made by the Company in a financial year would not exceed 5 times of the Company's net worth as per the audited balance sheet for the previous financial year;
- e) The Equity Shares shall not be eligible to be sold for a period of 1 year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI (ICDR) Regulations.
- f) The Equity Shares shall be allotted within 12 months of the date of passing of the shareholders resolution.

For making any further issue of shares to any person(s) other than existing equity shareholders of the Company approval of members is required to be obtained by way of passing a special resolution, in pursuance to section 62 (1) (c) of the Companies Act.

The proposed issue is in the interest of the Company and your Directors commend the resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution, except to the extent of their respective shareholdings in the Company, if any.

Therefore, the Board recommends the Special resolution set forth in Item No. 7 of the Notice for the approval of the members.

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

Particulars	Mrs. Amita Birla	Mr. Desh Deepak Khetrpal
DIN	00837718	02362633
Age	61	63
Qualifications	GCE-A Level	Honours Degree in Business & Economics and Masters Degree in Business Administration in Marketing & Finance from the Delhi University
Experience	37 years	40 years
Terms and conditions of appointment/re-appointment	Re-appointment upon retirement by rotation.	–
Date of first appointment on the Board	27 th March, 2015	2 nd April, 2012
Occupation	Industrialist	Managing Director & CEO
Expertise in specific functional areas	Expertise in Management and Operation of diverse nature of business	Marketing, Finance and Business Administration
Directorships held in other bodies corporates	<ol style="list-style-type: none"> Hindusthan Discounting Co. Ltd Birlasoft India Ltd Neosym Industry Limited National Engineering Industries Ltd Birlasoft INC. USA Birlasoft (U.K) Limited, London 	<ol style="list-style-type: none"> HIL Limited Oriental Bank of Commerce Orient Electric Limited
Memberships/ Chairmanships of Committees other than Orient Cement Limited	<ol style="list-style-type: none"> Birla (Soft) India Ltd – Nomination & Remuneration Committee –Member National Engineering Industries Ltd – CSR Committee –Member 	<ol style="list-style-type: none"> HIL Limited <ul style="list-style-type: none"> Audit Committee-Member Nomination & Remuneration Committee – Member Corporate Social Responsibility Committee –Chairman Oriental Bank of Commerce <ul style="list-style-type: none"> IT Strategy Committee of Board- Chairman HR Committee of Board-Member Management Committee of the Board –Member Special Committee of Board for monitoring of Large Value Frauds - Member Supervisory Committee of Directors on Risk Management - Member Appellate & Reviewing Authority Committee of Board - Member Review Committee of Board on Non-Cooperative Borrowers & Wilful Defaulters – Member Orient Electric Limited <ul style="list-style-type: none"> Audit Committee-Member Nomination & Remuneration Committee –Member Corporate Social Responsibility Committee –Member
Shareholding in the Company	3,88,000 No. of Shares (as on March 31, 2018)	Nil
Number of Board Meetings attended during the year	4 meetings out of 6 meetings	All the 6 meetings

Orient Cement Limited

CIN: L26940OR2011PLC013933

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

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

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

Tel: 011-42092100, 011-42092190

investors@orientcement.com | www.orientcement.com

ATTENDANCE SLIP

Registered Folio no. / DP ID & Client ID:

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Number of shares held:

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I hereby record my presence at the 7th Annual General Meeting of the Company on Friday, 17th day of August, 2018 at 2:00 P.M. at Unit VIII, Plot No. 7, Bhoinagar, Bhubaneswar, Odisha-751 012.

Name of the member/proxy
(in BLOCK letters)

Signature of the member/ proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the Annual General Meeting.



Orient Cement Limited

CIN: L26940OR2011PLC013933

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

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

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

Tel: 011-42092100, 011-42092190

investors@orientcement.com | www.orientcement.com

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014)

Name of the member(s):	<input type="text"/>
Registered address:	<input type="text"/>
E-mail ID:	<input type="text"/>
Folio No./ Client Id:	<input type="text"/>
DP ID:	<input type="text"/>

I/We, being the member(s) ofequity shares of the above named company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:, or failing him/ her
2. Name:
Address:
E-mail Id:
Signature:, or failing him/ her
3. Name:
Address:
E-mail Id:
Signature:

as my/ our proxy to attend and vote (on a poll) for me/ us and my/ our behalf at the **7th Annual General Meeting** of the Company, to be held at **Unit VIII, Plot No. 7, Bhoinagar, Bhubaneswar, Odisha-751 012**, on **Friday, 17th day of August, 2018** at **2:00 P.M.** and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Description	Vote (Please see Note 2)		
		For	Against	Abstain
Ordinary business				
1.	To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2018.			
2.	To declare a final dividend.			
3.	To appoint a director in place of Mrs. Amita Birla (DIN 00837718), who retires by rotation and being eligible, seeks re-appointment.			
4.	To ratify the appointment of Statutory Auditors.			
Special business				
5.	To fix the remuneration of Mr. Somnath Mukherjee, Cost Auditor of the Company.			
6.	To approve the terms of remuneration of Mr. Desh Deepak Khetrpal, Managing Director & CEO (DIN 02362633).			
7.	To approve raising of funds through issuance of securities.			

Signed this..... day of..... 2018

Affix ₹ 1
Revenue Stamp

Signature of the Member

Signature of Proxy Holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The holder may vote, either, for or against each resolution or may abstain from voting.
3. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.

Route Map of the AGM Venue

