

# 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, 3<sup>rd</sup> 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 8<sup>th</sup> Annual General Meeting (AGM) of the Members of Orient Cement Limited (CIN:L26940OR2011PLC013933) will be held on Thursday, the 1<sup>st</sup> day of August, 2019 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 March 31, 2019, including the audited Balance Sheet as at March 31, 2019, 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 March 31, 2019.
3. To appoint a director in place of Mr. Chandrakant Birla (DIN 00118473), who retires by rotation and being eligible, seeks re-appointment.
4. **Re-appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 301003E/E300005), as Statutory Auditors 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 provisions of section 139 of Companies Act, 2013 read with the applicable Rules, M/s S.R. Batliboi & Co. LLP, Chartered Accountants, (ICAI Firm Registration Number 301003E/E300005), be and are hereby re-appointed as the Statutory Auditors of the Company for a term of two years, from the conclusion of this Annual General Meeting till the conclusion of the tenth Annual General Meeting to be held in the year 2021, on such remuneration and reimbursement of out of pocket expenses, as may be approved by the Board of Directors, from time to time."

### Special Business

#### Item No. 5- Appointment of Mrs. Varsha Vasant Purandare (DIN 05288076) as an Independent Director

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 sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Varsha Vasant Purandare (DIN 05288076), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 8, 2019 and holds the office up to the date of Annual General Meeting in terms of section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold the office upto February 7, 2024, not liable to retire by rotation."

#### Item No. 6- Re-appointment of Mr. Janat Shah (DIN 01625535) as an Independent Director

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Janat Shah (DIN 01625535), whose term as an Independent Director expired on April 29, 2019, be and is hereby re-appointed as an Independent Director of the Company for another term of five years to hold the office from April 30, 2019 upto April 29, 2024, not liable to retire by rotation."

**Item No. 7- Re-appointment of Mr. Rabindranath Jhunjhunwala (DIN 00050729) as an Independent Director**

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rabindranath Jhunjhunwala (DIN 00050729), whose term as an Independent Director would expire on August 8, 2019, be and is hereby re-appointed as an Independent Director of the Company for another term of five years to hold the office from August 9, 2019 upto August 8, 2024, not liable to retire by rotation."

**Item No. 8- Re-appointment of Mr. Rajeev Jhawar (DIN 00086164) as an Independent Director**

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajeev Jhawar (DIN 00086164), whose term as an Independent Director would expire on August 8, 2019, be and is hereby re-appointed as an Independent Director of the Company for another term of five years to hold the office from August 9, 2019 upto August 8, 2024, not liable to retire by rotation."

**Item No. 9- 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 2019-20, 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. 10- 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 April 1, 2019 to March 31, 2020, 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."

**By order of the Board of Directors**

Place: New Delhi  
Date: April 29, 2019

**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 per cent of the total Share Capital of the Company. Members holding more than ten per cent 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 upto the date of the meeting.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 26, 2019 to Thursday, August 1, 2019, both days inclusive, for annual closing and for determining the entitlement of the shareholders to the final dividend for financial year 2018-19.
9. The dividend on Equity Shares, if declared at the AGM, will be credited / dispatched by the 9<sup>th</sup> day of August, 2019 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. Karvy Fintech Private Limited, 6F – 025, 6<sup>th</sup> Floor, Karvy Selenium (Tower B), Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
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. Karvy Fintech Private Limited, 6F – 025, 6<sup>th</sup> Floor, Karvy Selenium (Tower B), Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
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. Karvy Fintech Private Limited, 6F – 025, 6<sup>th</sup> Floor, Karvy Selenium (Tower B), Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. 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 2018-19 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 2018-19 are being sent by the permitted mode.
17. The Notice of the 8<sup>th</sup> 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 8<sup>th</sup> AGM and the Annual Report 2018-19 will be available on the Company's website [www.orientcement.com](http://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. Karvy Fintech Private 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. Karvy Fintech Private Limited, 6F – 025, 6<sup>th</sup> Floor, Karvy Selenium (Tower B), Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 or with the Company at Birla Tower, 3<sup>rd</sup> 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. The businesses as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Standard 2 of the Secretarial Standards on General Meetings and Reg. 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to offer the facility of voting through electronic means, as an alternate, to all its Members to enable them to cast their votes electronically. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by Karvy Fintech Private Limited (Karvy).

- II. The facility for voting shall be made available at the AGM and the Members attending the Meeting who have not cast their vote through remote e-voting shall be able to exercise their right at the meeting through Ballot Paper. Please note that the voting through electronic means is optional for shareholders.
- III. 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 of Thursday, July 25, 2019 shall be entitled to avail the facility of remote e-voting or voting at the AGM. Persons who are not members as on the cut-off date should treat this notice for information purposes only.
- IV. The Notice will be displayed on the website of the Company [www.orientcement.com](http://www.orientcement.com) and on the website of Karvy.
- V. The members who have cast their vote through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- VI. The remote e-voting period commences on Monday, July 29, 2019 at 9.00 A.M and ends on Wednesday, July 31, 2019 at 5.00 P.M. During this period members of the Company holding shares either in physical or dematerialised form, as on the cut-off date of Thursday, July 25, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy for voting thereafter.
- VII. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, July 25, 2019, i.e. the cut-off date are entitled to vote on the Resolutions set forth in this Notice. Eligible members who have acquired shares after the dispatch of the Annual Report and holding shares as on the cut-off date i.e Thursday, July 25, 2019 may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.
- VIII. Members who are already registered with Karvy for remote e-voting can use their existing user ID and password for casting their vote. In case they don't remember their password, they can reset their password by using "Forgot User Details/Password" option available on <https://evoting.karvy.com>.
- IX. The Company has appointed Mr. Atul Kumar Labh, Practicing Company Secretary, (Membership No. FCS 4848/CP 3238), to act as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
- X. Members are requested to follow the instructions below to cast their vote through e-voting:
  - A. **In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/ Depository Participants):**
    - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
    - (ii) Enter the login credentials (i.e. User ID and Password which are mentioned in the email). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
    - (iii) After entering these details appropriately, click on "LOGIN".
    - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
    - (v) You need to login again with the new credentials.
    - (vi) On successful login, the system will prompt you to select the "EVENT" i.e., Orient Cement Limited.
    - (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off

date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
- (ix) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
- (xi) 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com), with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com).
- (xii) In case of any queries, please visit Help and Frequently Asked Questions (FAQs) section available at Karvy's website [www.evoting.karvy.com](http://www.evoting.karvy.com).

**B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depository Participants or requesting physical copy):**

1. User ID and initial password are provided in a separate sheet alongwith the Annual Report in the following format:

User ID	Password
-	-

2. Please follow all steps from Sr. No. (i) to Sr. No. (xi) above in (A), to cast your vote.

- XI. Based on the report received from the scrutiniser, the Company will submit within 48 hours of the conclusion of the Meeting to the stock exchanges details of the voting results as required under Reg. 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- XII. A Member can opt for only one mode of voting i.e. either through remote e-voting or at the Meeting. If a Member casts votes by both modes, then voting done through e-voting shall prevail.
- XIII. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The result of the voting on the Resolutions at the Meeting shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.
- XIV. The results declared alongwith the Scrutinizer's report, will be posted on the website of the Company [www.orientcement.com](http://www.orientcement.com) and on the website of Karvy at [www.evoting.karvy.com](http://www.evoting.karvy.com) and will be displayed on the Notice Board of the Company at its Registered Office immediately after the declaration of the result by the Chairman or any person authorised by him in writing and will be communicated to the Stock Exchanges.

**By order of the Board of Directors**

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

**Place: New Delhi**  
**Date: April 29, 2019**

**UPDATION OF EMAIL ID**

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

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 4**

M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 301003E/ E300005) was appointed as Statutory Auditors of the Company by the shareholders at the Annual General Meeting (AGM) held in the year 2014 to hold office as Statutory Auditors from the conclusion of AGM held in the year 2014 till the conclusion of eighth AGM of the Company to be held in the year 2019, subject to ratification of their appointment at every AGM.

Prior to this, M/s S.R. Batliboi & Co. LLP, Chartered Accountants was appointed as the first Auditors of the Company at the Board Meeting held on July 27, 2011 to hold office upto the first AGM held in the year 2012 and thereafter reappointments were held at every AGM.

In terms of the provisions of section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the term of an auditor prior to the commencement of the Companies Act 2013 shall be taken into account for calculating the period of five consecutive years or ten consecutive years, as the case may be.

Accordingly, the re-appointment of M/s S.R. Batliboi & Co. LLP, as the Statutory Auditors of the Company is proposed for the balance term of two years, i.e., to hold office as Statutory Auditors from the conclusion of this AGM till the conclusion of tenth AGM of the Company to be held in the year 2021.

A letter, confirming that they are eligible for appointment as auditors of the Company under section 139 of the Companies Act, 2013 and meet the criteria for appointment specified in section 141 of the Companies Act, 2013, has been received from them.

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 the Ordinary resolution set forth in Item no. 4 of the Notice for the approval of the members.

**Item No. 5**

Mrs. Varsha Vasant Purandare was appointed as an Additional Director of the Company in the category of Independent Director with effect from February 8, 2019, by the Board of Directors based on the recommendation of Nomination & Remuneration cum Compensation Committee of the Board.

Pursuant to the provisions of section 161 of the Companies Act, 2013, Mrs. Varsha Vasant Purandare (DIN 05288076) will hold office up to the date of the ensuing Annual General Meeting of the Company. The Company has received notice in writing under the provisions of section 160 of the Companies Act, 2013, from a member proposing the candidature of Mrs. Purandare for the office of an Independent Director, to be appointed as such under the provisions of section 149 of the Companies Act, 2013.

Requisite consent has been received from Mrs. Purandare pursuant to provisions of section 152 of the Companies Act, 2013. In the opinion of the Board, Mrs. Purandare who is proposed to be appointed as an Independent Director of the Company fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Varsha Vasant Purandare as an Independent Director.

Mrs. Varsha Vasant Purandare is directly concerned and interested in this resolution as it relates to her appointment and no other Director or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution.



Mrs. Varsha Vasant Purandare along with her relatives does not hold any shares in the Company and has no relationship with any other Director of the Company.

The resolution seeks the approval of members for the appointment of Mrs. Varsha Vasant Purandare as an Independent Director of the Company, not liable to retire by rotation, for the period of 5 years upto February 7, 2024, pursuant to section 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

The shareholders of the Company in the Annual General Meeting held on August 9, 2014, approved the appointment of Mr. Janat Shah (DIN 01625535) as an Independent Director of the Company for a period of five years upto April, 29, 2019. In terms of the provisions of section 149(10), Mr. Janat Shah is eligible for re-appointment as an Independent Director of the Company for another term of five years by passing special resolution in this regard.

The Company has received notice in writing under the provisions of section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Janat Shah for the office of an Independent Director, to be re-appointed as such under the provisions of section 149 of the Companies Act, 2013.

Requisite consent has been received from Mr. Janat Shah pursuant to provisions of section 152 of the Companies Act, 2013. In the opinion of the Board, Mr. Janat Shah who is proposed to be re-appointed as an Independent Director of the Company fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Janat Shah as an Independent Director.

Mr. Janat Shah is directly concerned and interested in this resolution as it relates to his re-appointment and no other Director or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution.

Mr. Janat Shah along with his relatives does not hold any shares in the Company and has no relationship with any other Director of the Company.

The resolution seeks the approval of members for the appointment of Mr. Janat Shah as an Independent Director of the Company, not liable to retire by rotation, for the period of 5 years upto April 29, 2024, pursuant to section 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

#### **Item No. 7 & 8**

The shareholders of the Company in the Annual General Meeting held on August 9, 2014, approved the appointment of Mr. Rabindranath Jhunjunwala (DIN 0050729) and Mr. Rajeev Jhawar (DIN 00086164) as Independent Directors of the Company for a period of five years upto August 8, 2019. In terms of the provisions of section 149(10), Mr. Rabindranath Jhunjunwala and Mr. Rajeev Jhawar are eligible for re-appointment as Independent Directors of the Company for another term of five years by passing special resolution in this regard.

The Company has received notice in writing under the provisions of section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Rabindranath Jhunjunwala and Mr. Rajeev Jhawar for the office of an Independent Director, to be re-appointed as such under the provisions of section 149 of the Companies Act, 2013.

Requisite consents have been received from Mr. Rabindranath Jhunjunwala and Mr. Rajeev Jhawar pursuant to provisions of section 152 of the Companies Act, 2013. In the opinion of the Board, Mr. Rabindranath Jhunjunwala and Mr. Rajeev Jhawar who are proposed to be appointed as Independent Directors of the Company fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rabindranath Jhunjunwala and Mr. Rajeev Jhawar as Independent Directors.



Mr. Rabindranath Jhunjunwala and Mr. Rajeev Jhavar are directly concerned and interested in their respective resolutions as it relates to their re-appointment and no other Director or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolutions.

Mr. Rabindranath Jhunjunwala and Mr. Rajeev Jhavar along with their relatives do not hold any shares in the Company and have no relationship with any other Director of the Company.

The resolutions seek the approval of members for the appointment of Mr. Rabindranath Jhunjunwala and Mr. Rajeev Jhavar as Independent Directors of the Company, not liable to retire by rotation, for the period of 5 years upto August 8, 2024, pursuant to section 160 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the Special resolutions set forth at Item nos. 7 and 8 of the Notice for the approval of the members.

#### **Item No. 9**

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 April 29, 2019, 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 March 31, 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 2019-20 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 the Ordinary resolution set forth in Item no. 9 of the Notice for the approval of the members.

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

The Members at their Annual General Meeting held on July 25, 2015 re-appointed Mr. Desh Deepak Khetrpal (DIN 02362633) as Managing Director & CEO ("MD & CEO") of the Company for a period of 5 years w.e.f 1<sup>st</sup> 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 April 29, 2019 revised Mr. Khetrpal's remuneration with effect from April 1, 2019, subject to the approval by the members of the Company and such other consents and approvals that may be required.

Pursuant to the Notification no. S.O.2922(E) dated September 12, 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. Khetrpal fulfills the conditions mentioned in the aforesaid Notification.

Mr. Khetrpal 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 – 16<sup>th</sup> September, 1982

Jalgaon – 28<sup>th</sup> November, 2000

Chittapur- 26<sup>th</sup> 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	2018-19	2017-18	2016-17
Gross Sales	2522.17	2310.85	2,170.89
Earnings before interest, depreciation, amortisation & taxation	326.01	325.41	190.39
Net Profit before taxation	74.79	70.03	(66.48)
Net profit	47.55	44.22	(32.10)
Dividend on equity shares	15.37	10.24	20.49
<b>EPS</b>	<b>2.32</b>	<b>2.16</b>	<b>(1.57)</b>

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

Nil

## II. Information about the appointee:

### (1) Background details

Mr. Khetrpal, aged 63, holds Honours Degree in Business & Economics and Masters Degree in Business Administration in Marketing & Finance from the Delhi University. He has vast work experience in service, industrial, consumer and retail businesses.

Before joining Orient Cement Limited, Mr. Khetrpal 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	2018-19	2017-18	2016-17
Salary	3,12,00,000	2,58,24,000	2,08,32,000
<b>Allowance and Perquisites:</b>			
Personal allowance/ Pay	1,62,00,000	1,29,60,000	98,40,000
Special allowance/ Pay	1,63,07,832	1,33,76,520	1,01,56,560
Medical allowance	1,20,000	1,00,000	1,00,000
LTA	26,00,000	21,52,000	17,36,000
Performance variable pay	1,62,00,000	1,50,00,000	1,21,50,000
Company leased accommodation/ House rent allowance	48,00,000	48,00,000	48,00,000
Leave Encashment	9,32,533	8,68,000	7,00,000
<b>Total</b>	<b>8,83,60,365</b>	<b>7,50,80,520</b>	<b>6,03,14,560</b>

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 Khetrapal as MD & CEO, the Company was awarded several prestigious awards including the following awards to name a few during the financial year 2018-19:

#### Devapur Plant:

1. SEEM National Energy Management Gold Award - 2017 received from Society of Energy Engineers & Managers (SEEM) at New Delhi on May 25, 2018.
2. Apex India Excellence Award 2017 in the Category of "Platinum" for Environment, "Gold" for Safety and "Gold" for Energy Efficiency received on May 29, 2018 at New Delhi.
3. Mines Environment & Mineral Conservation Week 2017-18 Awards;

• Reclamation & Rehabilitation	1 <sup>st</sup> Prize
• Waste Dump Management	2 <sup>nd</sup> Prize
• Overall performance	2 <sup>nd</sup> Prize

4. Mines Safety Week 2018 Awards under the aegis of DGMS

• Overall performance	2 <sup>nd</sup> Prize
• Drilling & Blasting	1 <sup>st</sup> Prize
• Swatch Bharat	1 <sup>st</sup> Prize
• Best Practices in Mines	1 <sup>st</sup> Prize
• Crusher & Belt conveyor	2 <sup>nd</sup> Prize

5. Telangana Best Employer Brand Award 2018 on November 16, 2018.
6. Organization with Innovative HR Practice 2018 by World HRD Congress received on September 4, 2018.
7. Apex India Excellence Award 2018 received on February 18, 2019 at New Delhi in the Category of "Platinum" for Environment, "Gold" for Safety and "Gold" for Energy Efficiency.
8. Mines Environment & Mineral Conservation Week 2018 Awards:

• Overall performance	1 <sup>st</sup> Prize
• Mineral Beneficiation	1 <sup>st</sup> Prize
• Publicity and Propaganda	1 <sup>st</sup> Prize
• Waste Dump Management	2 <sup>nd</sup> Prize
• Mineral Conservation	3 <sup>rd</sup> Prize

#### Chittapur Plant:

1. Safety awards from the Mines Safety Association Karnataka (MSAK) 2018-19

• Contractual Work and Safety is my responsibility cards	1 <sup>st</sup> Prize
• Publicity & Propaganda and Innovation	3 <sup>rd</sup> Prize
• Safety Management System	1 <sup>st</sup> Prize
• Maintenance of Mining Machinery and Crusher	1 <sup>st</sup> Prize
• Drilling and Blasting	2 <sup>nd</sup> Prize
• Mine workings	2 <sup>nd</sup> Prize
• Loading & Transportation	3 <sup>rd</sup> Prize
• Overall performance (zonal level)	1 <sup>st</sup> Prize
• Overall performance (state level)	1 <sup>st</sup> Prize

2. Mines Environment & Mineral Conservation Week Awards 2018-19 by Indian Bureau of Mines
 

• Waste Dump Management	1 <sup>st</sup> Prize
• Reclamation and Rehabilitation	3 <sup>rd</sup> Prize
• Systematic and scientific development	2 <sup>nd</sup> Prize
3. State level award from department of factories, boilers, industrial safety & health, Karnataka –Govt. of Karnataka for the year 2018
  - Received 2<sup>nd</sup> prize under large category of industries.
4. Orient Cement Ltd., has been declared winner of “**GOLD AWARD**” in cement sector for outstanding achievement in “**Environment Management & Energy Efficiency**”.

**Jalgaon Plant:**

1. Gold Award received from APEX for “Occupation Health and Safety 2018”.
2. “Energy Efficient Unit” in 19<sup>th</sup> National Award for Excellence in Energy Management 2018, CII, Hyderabad.

**(4) Job profile and his suitability**

Taking into consideration the size of the Company, the complex nature of its operations, and Mr. Khetrapal’s broad functional and general management skills, his rich experience of over 41 years, the Board re-appointed Mr. Desh Deepak Khetrapal (DIN 02362633) as MD & CEO for a period of 5 years w.e.f April 1, 2015, subject to revision in his remuneration every year.

Mr. Khetrapal, MD & CEO of the Company is the driving force behind the Company. Mr. Khetrapal 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. Khetrapal 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 1<sup>st</sup> April, 2019–31<sup>st</sup> March, 2020)

Particulars	Monthly (₹)	Annual (₹)
Basic salary/ Basic pay	30,00,000	3,60,00,000
Allowances and perquisites:		
Personal allowance/ pay	16,00,000	1,92,00,000
Special allowance/ pay	15,77,820	1,89,33,840
Medical allowance/ reimbursements	10,000	1,20,000
LTA	2,50,000	30,00,000
<b>Gross Salary</b>	<b>64,37,820</b>	<b>7,72,53,840</b>

In addition to the above:

- (i) provision of suitable Company leased accommodation/ house rent allowance of ₹4,00,000/- (Rupees four lacs only) per month and Company car (fully maintained and chauffeur driven) for official use.
- (ii) entitled to an annual performance variable pay upto ₹2,07,00,000/- (Rupees two crore seven lacs only). The performance linked pay can be paid upto 120% of ₹2,07,00,000/- on achieving certain additional performance criteria as specified by the Nomination & Remuneration cum Compensation Committee of the Company from time to time.
- (iii) Entitlement to the shares of the Company in accordance with the Employees Stock Option Scheme as adopted by the Company.
- (iv) Contribution to Provident Fund, Gratuity and Superannuation Fund will be as per the Rules of the Company.
- (v) 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 Khetrpal 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**

- (a) 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.
- (b) 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.
- (c) 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 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 is directly concerned and interested in this resolution, as it relates to his remuneration. Except Mr. Khetrpal, 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. 10 of the Notice for the approval of the members.

## Details of Directors seeking appointment and re-appointment at the Annual General Meeting pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings

Particulars	Mr. Chandrakant Birla	Mr. Desh Deepak Khetrapal	Mrs. Varsha Vasant Purandare	Mr. Janat Shah	Mr. Rabindranath Jhurjhunwala	Mr. Rajeev Jhawar
<b>DIN</b>	00118473	02362633	05288076	01625535	00050729	00086164
<b>Age</b>	64 years	63 years	60 years	60 years	46 years	54 years
<b>Qualifications</b>	Bachelor of Arts	Honours Degree in Business & Economics and Masters Degree in Business Administration in Marketing & Finance from the Delhi University	Bachelor of Science (Chemistry)	Fellow of IIMA (equivalent to PhD) in Operations Management; B. Tech (Mechanical) from IIT Mumbai	B.A., LL.B (Hons) from National Law School of India University, Bangalore	Commerce Graduate and Management Development Course from London Business School
<b>Experience</b>	42 years	41 years	36 years	35 years	20 years	34 years
<b>Terms and conditions of appointment/ re-appointment</b>	Re-appointment upon retirement by rotation.	-	Appointment as an Independent Director	Re-appointment as an Independent Director	Re-appointment as an Independent Director	Re-appointment as an Independent Director
<b>Date of first appointment on the Board</b>	July 23, 2011	April 2, 2012	February 8, 2019	April 30, 2014	August 9, 2014	August 9, 2014
<b>Occupation</b>	Industrialist	Managing Director & CEO	Retired Banker	Service	Partner in Khaitan & Co.	Industrialist
<b>Expertise in specific functional areas</b>	Industrialist having rich business experience in managing diversified industrial enterprises.	Marketing, Finance and Business Administration	Credit, forex, treasury, capital markets, investment banking, and private equity businesses	Operations Strategy and Supply Chain Management	Corporate Laws-domestic and cross border mergers & acquisitions, private equity investment, foreign investments advisor (both inbound and outbound)	Industrialist having rich business experience in managing diversified industrial enterprises
<b>Directorships held in other listed entities in India</b>	1. Orient Paper & Industries Limited 2. HIL Limited 3. Orient Electric Limited 4. Birlasoft Limited	1. HIL Limited 2. Oriental Bank of Commerce 3. Orient Electric Limited	--	1. Future Supply Chain Solutions Limited	1. TCPL Packaging Limited	1. Usha Martin Limited 2. Usha Martin Education & Solutions Limited
<b>Memberships/ Chairmanships of Committees of Board in listed entities in India</b>	1. Orient Electric Limited • Nomination & Remuneration Committee –Member 2. Orient Cement Limited • Nomination & Remuneration cum Compensation Committee- Member	1. HIL Limited • Audit Committee- Member • Nomination & Remuneration Committee - Member • Corporate Social Responsibility Committee –Chairman 2. Oriental Bank of Commerce • IT Strategy Committee of Board- Chairman • HR Committee of Board-Member • Special Committee of Board for monitoring of Large Value Frauds - Member	Orient Cement Limited • Audit Committee- Member • Risk Management Committee- Member • Nomination & Remuneration cum Compensation Committee- Member • Stakeholders Relationship Committee - Chairman	1. Future Supply Chain Solutions Limited • Audit Committee – Member 2. Orient Cement Limited • Audit Committee- Member • Nomination & Remuneration Committee –Chairman • Corporate Social Responsibility Committee –Member • Risk Management Committee –Chairman • Risk Management Committee – Member	1. TCPL Packaging Limited • Stakeholders Relationship Committee – Member 2. Orient Cement Limited • Audit Committee- Member • Nomination & Remuneration Committee –Chairman • Corporate Social Responsibility Committee –Member • Risk Management Committee – Member	1. Usha Martin Education & Solutions Limited • Stakeholders Relationship Committee – Chairman 2. Usha Martin Limited • Investment & Strategy Committee- Member • Risk Management Committee – Member

Particulars	Mr. Chandrakant Birla	Mr. Desh Deepak Khetrapal	Mrs. Varsha Vasant Purandare	Mr. Janat Shah	Mr. Rabindranath Jhunjhunwala	Mr. Rajeev Jhawar
		<ul style="list-style-type: none"> <li>Supervisory Committee of Directors on Risk Management - Member</li> <li>Appellate &amp; Reviewing Authority Committee of Board - Member</li> <li>Review Committee of Board on Non-Cooperative Borrowers &amp; Wilful Defaulters - Member</li> <li>Audit Committee of Board-Member</li> <li>Committee for overseeing of progress under Monitorable Action Plan &amp; PSB Reforms Agenda - Member</li> <li>Sub Committee of Board for Monitoring of NPAs - Member</li> </ul>				3. Orient Cement Limited – Audit Committee- Member Stakeholders' Relationship Committee –Member Nomination and Remuneration cum Compensation Committee –Member Risk Management Committee – Member
		3. Orient Electric Limited Audit Committee- Member Nomination & Remuneration Committee –Member Corporate Social Responsibility Committee –Member Risk Management Committee – Member 4. Orient Cement Limited Audit Committee- Member Stakeholders' Relationship Committee –Member Corporate Social Responsibility Committee –Member Risk Management Committee – Member				
Shareholding in the Company	31,53,570 No. of Shares (as on March 31, 2019)	Nil	Nil	Nil	Nil	Nil
Number of Board Meetings attended during the year 2018-19	All the 5 meetings	All the 5 meetings	All the 2 meetings held during her tenure as Director	3 meetings out of 5 meetings	3 meetings out of 5 meetings	2 meetings out of 5 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, 3<sup>rd</sup> 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 8<sup>th</sup> Annual General Meeting of the Company on Thursday, 1<sup>st</sup> day of August, 2019 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, 3<sup>rd</sup> 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) of .....equity 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 **8<sup>th</sup> Annual General Meeting** of the Company, to be held at **Unit VIII, Plot No. 7, Bhoinagar, Bhubaneswar, Odisha-751 012**, on **Thursday, 1<sup>st</sup> day of August, 2019 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 31 <sup>st</sup> March, 2019.			
2.	To declare a final dividend.			
3.	To appoint a director in place of Mr. Chandrakant Birla, who retires by rotation and being eligible, seeks re-appointment.			
4.	To re-appoint the Statutory Auditors of the Company for a term of two years.			
Special business				
5.	To appoint Mrs. Varsha Vasant Purandare as an Independent Director			
6.	To re-appoint Mr. Janat Shah as an Independent Director			
7.	To re-appoint Mr. Rabindranath Jhunjhunwala as an Independent Director			
8.	To re-appoint Mr. Rajeev Jhawar as an Independent Director			
9.	To fix the remuneration of Mr. Somnath Mukherjee, Cost Auditor of the Company.			
10.	To approve the terms of remuneration of Mr. Desh Deepak Khetrapal, Managing Director & CEO (DIN 02362633).			

Signed this..... day of..... 2019

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

