

September 3, 2020

Bombay Stock Exchange Limited
New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort
Mumbai-400001
Security Code: 535754

National Stock Exchange of India Limited
“Exchange Plaza”, Plot No. C-1, Block G
Bandra – Kurla Complex, Bandra (East),
Mumbai – 400 051
Symbol: ORIENTCEM

Dear Sir,

Sub: Postal Ballot Notice

Pursuant to Regulation 30 read with Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Postal Ballot dated August 31, 2020 as sent to the members on their registered email address for seeking approval for special businesses as set out in the said Postal Ballot Notice.

In compliance with the guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/conducting postal ballot process through e-voting process vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 22/2020 dated June 15, 2020 in view of COVID-19 pandemic, and owing to the difficulties involved in dispatching of physical copies, hard copy of the Postal Ballot Notice alongwith Postal Ballot Form and pre-paid business reply envelopes is not being sent to the members for this Postal Ballot and the members are required to communicate their assent or dissent through the remote e-voting system only.

The Company has engaged M/s KFin Technologies Private Limited for providing facility for remote e-voting. The remote e-voting period shall commence on Saturday, September 5, 2020 at 9:00 A.M. (IST) and end on Sunday, October 4, 2020 at 5:00 P.M. (IST). 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., August 28, 2020, may cast their vote by remote e-voting.

Orient Cement Limited

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

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

CIN No: L26940OR2011PLC013933

The Notice shall also be uploaded on the website of the Company, i.e. www.orientcement.com and on the e-voting website of KFin Technologies Private Limited (“KFin”), <https://evoting.karvy.com>.

Kindly take the same on record.

Yours faithfully,
For **Orient Cement Limited**

Nidhi Bisaria
(Company Secretary)

Encl. As stated

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

Email: investors@orientcement.com | Website: www.orientcement.com

POSTAL BALLOT NOTICE

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for holding general meetings/conducting postal ballot process through e-voting process vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 22/2020 dated June 15, 2020 in view of COVID-19 pandemic (“**MCA Circulars**”), that the Company is seeking the consent of the members to transact the below mentioned special businesses by way of postal ballot through remote e-voting (“**Postal Ballot**”).

The resolutions proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts and reasons thereof, concerning the said resolutions are annexed hereto for your consideration.

Pursuant to Rule 22(5) of the Rules, Mr. A.K. Labh, Practicing Company Secretary (Membership No. FCS - 4848 / CP - 3238) has been appointed by the Board of Directors of the Company as the ‘**Scrutiniser**’ to scrutinise the Postal Ballot process in a fair and transparent manner.

In compliance with the requirements of MCA Circulars and owing to the difficulties involved in dispatching of physical copies, hard copy of the Postal Ballot Notice alongwith Postal Ballot Form and pre-paid business reply envelopes is not being sent to the members for this Postal Ballot and the members are required to communicate their assent or dissent through the remote e-voting system only. Members are requested to carefully read the instructions given in the Notes. E-voting shall commence on **Saturday, September 5, 2020 at 9:00 A.M. (IST) and end on Sunday, October 4, 2020 at 5:00 P.M. (IST)**. Upon completion of scrutiny of the e-voting, the Scrutiniser shall submit his report to the Chairman of the Company or to any other person authorised by him and the result of the Postal Ballot will be announced **not later than 5:00 P.M. (IST) on Tuesday, October 6, 2020** and displayed at the Corporate Office of the Company. The result of the Postal Ballot alongwith Scrutiniser’s Report will be posted on the Company’s website, www.orientcement.com and will be simultaneously communicated to the National Stock Exchange of India Limited and BSE Limited, on which the shares of the Company are listed.

Item No. 1-Approval of the re-appointment and terms of re-appointment of Mr. Desh Deepak Khetrpal (DIN 02362633) as the Managing Director & Chief Executive Officer for the period from August 1, 2020 to March 31, 2022.

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, 203 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 and expedient 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 to the re-appointment of Mr. Desh Deepak Khetrpal (DIN 02362633) as the Managing Director & Chief Executive Officer of the Company for the term commencing August 1, 2020 to March 31, 2022, not liable to retire by rotation, on the terms and conditions set out in the Explanatory Statement annexed to the Notice of Postal Ballot, with the authority to the Board / Nomination and Remuneration cum Compensation Committee to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed between the Board and Mr. Desh Deepak Khetrpal.

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. 2- Approval of the terms of remuneration of Mr. Desh Deepak Khetrpal, Managing Director & Chief Executive Officer (DIN 02362633) for the period from August 1, 2020 to March 31, 2021.

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 the provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 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 payment of remuneration, to Mr. Desh Deepak Khetrpal (DIN 02362633) as the Managing Director & Chief Executive Officer of the Company for the period from August 1, 2020 to March 31, 2021, not exceeding the remuneration set out in the Explanatory Statement annexed to the Notice of Postal Ballot, with the authority to the Board / Nomination and Remuneration cum Compensation Committee to alter and vary the remuneration payable to Mr. Desh Deepak Khetrpal in such manner as may be agreed between the Board and Mr. Desh Deepak Khetrpal, within the overall limits approved by the shareholders and the same be treated as the minimum remuneration to be paid in the event of loss or inadequacy of profits in the financial year 2020-21.

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. 3- Ratification of the re-appointment of Mr. Desh Deepak Khetrpal, (DIN 02362633) as the Managing Director & Chief Executive Officer for the period from April 1, 2020 to July 31, 2020.

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, 203 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 ratifying the re-appointment of Mr. Desh Deepak Khetrpal (DIN 02362633) as Managing Director & Chief Executive Officer of the Company for the term April 1, 2020 to July 31, 2020, not liable to retire by rotation, on the terms and conditions set out in the Explanatory Statement annexed to the Notice of Postal Ballot.

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. 4- Ratification of payment of remuneration of Mr. Desh Deepak Khetrpal (DIN 02362633) as the Managing Director & Chief Executive Officer for the period from April 1, 2020 to July 31, 2020.

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 the provisions of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 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 ratification of payment of remuneration to Mr. Desh Deepak Khetrpal (DIN 02362633) as the Managing Director & Chief Executive Officer for the period from April 1, 2020 to July 31, 2020 not exceeding the remuneration set out in the Explanatory Statement annexed to the Notice of Postal Ballot, with the authority to the Board / Nomination and Remuneration cum Compensation Committee to alter and vary the remuneration payable to Mr. Desh Deepak Khetrpal in such manner as may be agreed between the Board and Mr. Desh Deepak Khetrpal, within the overall limits approved by the shareholders and the same be treated as the minimum remuneration to be paid in the event of loss or inadequacy of profits in the financial year 2020-21.

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 the order of the Board
For Orient Cement Limited**

Place: New Delhi
Dated: August 31, 2020

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

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the proposed resolutions are annexed hereto.
2. In terms of section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the businesses set out in the notice are sought to be passed by Postal Ballot.
3. This notice of Postal Ballot along with the instruction regarding e-voting is being sent only by email to all those Members, whose email address is registered with the Company or with the Depositories/Depository Participants and whose names appear in the register of members or list of beneficial owners as on the cut-off date, August 28, 2020 and voting rights shall be reckoned on the shares registered in the name of the shareholders as on the same date.

The Notice shall also be uploaded on the website of the Company, i.e. www.orientcement.com and on the e-voting website of KFin Technologies Private Limited (“KFin”), <https://evoting.karvy.com>.

All the Members of the Company as on the cut-off date (including those Members who may have not received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to cast their vote electronically in accordance with the process specified in Note No. 9. As per MCA Circulars and in view of restricted availability of postal and courier services, physical copy of the Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

4. In compliance with the provisions of Section 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of SEBI Listing Regulations and in accordance with the MCA Circulars, the Company has engaged the services of KFin as the agency for facilitating remote e-voting to enable members to cast their votes electronically (“**remote e-voting**”). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
5. The dispatch of Notice shall be deemed to be completed on **Thursday, September 3, 2020**.
6. A member cannot exercise his vote by proxy on Postal Ballot.
7. E-voting shall commence on **Saturday, September 5, 2020 at 9:00 A.M. (IST) and end on Sunday, October 4, 2020 at 5:00 P.M. (IST)**. The e-voting module shall be disabled by KFin for voting thereafter.
8. The Board has appointed Mr. A. K. Labh, Practicing Company Secretary (Membership No. FCS - 4848 / CP - 3238), as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
9. The **instructions for remote e-voting** are as under:

(A) In case of Members receiving email from KFin:

 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - (ii) Enter the login credentials as under:

First Time Users	User ID and Password as given in the email
Existing Users	
User ID	For Members holding shares in Demat Form
	a. For NSDL: 8 character DP ID following by 8 digit Client ID
	b. Form CDSL: 16 digit Beneficiary ID/Client ID
	For Members holding shares in Physical Form:
	Event No. (EVEN) followed by Folio No. registered with the Company
Password	Your existing password

- (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 certified true copy of the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote on their behalf, to the Scrutinizer through e-mail to aklabhcs@gmail.com, with a copy marked to evoting@karvy.com. Alternatively, the aforesaid documents can be directly uploaded on the portal of KFin, while casting the vote.
- (B) In case of Members who have not registered their email address:**
- (i) Members who have not registered their email addresses and in consequence could not receive the Notice, may temporarily get their email address registered with the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: https://ris.kfintech.com/email_registration/ and following the registration process as guided thereafter. Post successful registration of the email, the Member would get soft copy of the Notice and the procedure for e-voting along with User ID and the Password to enable e-voting for Postal Ballot. Alternatively, members may send a request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio.
 - (ii) It is clarified that for permanent registration of email address, the Members are requested to register their email address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, India by following due procedure.
 - (iii) Those members who have already registered their email address are requested to keep their email addresses updated with their Depository Participants/ Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notice/documents/Annual Reports electronically to their email address.
10. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman of the Company or any other person authorised by him. The result of the Postal Ballot will be declared by the Chairman or any other person authorised by him, **not later than 5:00 P.M. (IST) on Tuesday, October 6, 2020** and displayed at the Corporate Office of the Company. The result shall also be announced to the Stock Exchanges where shares of the Company are listed and will also be put on the Company’s website www.orientcement.com. The resolution, if passed with requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. **Sunday, October 4, 2020**.

11. In case of any queries, Members may refer the (i) remote e-voting user manual or (ii) Help and Frequently Asked Questions (FAQs), available at the downloads section of <https://evoting.karvy.com> or contact Mr. Raju S.V. of KFin Technologies Pvt. Ltd. at 040 67161500 or at 1800 345 4001 (toll free) or at email id, einward.ris@kfintech.com; or may write to the Company Secretary at investors@orientcement.com.

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

Item No 1, 2, 3 and 4 collectively:

The shareholders at their Annual General Meeting held on July 25, 2015 re-appointed Mr. Desh Deepak Khetrapal (DIN 02362633) as Managing Director & Chief Executive Officer ("MD & CEO") of the Company for a period of 5 years w.e.f. April 1, 2015 till March 31, 2020.

The Board of Directors of the Company in their meeting held on March 23, 2020 approved the re-appointment of Mr. Desh Deepak Khetrapal as the MD & CEO of the Company for a further period of 2 (two) years based on the recommendation of the Nomination and Remuneration cum Compensation Committee, subject to the approval of the members and shareholders of the Company in the forthcoming general meeting.

The remuneration payable to Mr. Desh Deepak Khetrapal for the financial year 2020-21 was recommended by the Nomination and Remuneration cum Compensation Committee at its meeting held on April 27, 2020 and approved by the Board of Directors of the Company at the Board meeting held on April 27, 2020, subject to the approval of the members and shareholders of the Company by means of a special resolution in the forthcoming general meeting.

The 9th Annual General Meeting ("AGM") of the Company was called, convened and conducted on Friday, July 31, 2020. At the said Annual General Meeting the combined special resolution proposing the re-appointment of Mr. Desh Deepak Khetrapal as the MD & CEO of the Company for a further period of 2 (two) years, i.e., from April 1, 2020 up to March 31, 2022 and payment of remuneration for the period April 1, 2020 up to March 31, 2021 was not passed by the members and shareholders of the Company with requisite majority. In the premises aforesaid, Mr. Desh Deepak Khetrapal ceased to be the MD & CEO of the Company with effect from July 31, 2020.

A meeting of the Nomination and Remuneration cum Compensation Committee and the Board of Directors was convened on August 1, 2020 to take note of the outcome of the AGM and to take appropriate steps to ensure compliance of requirements under various applicable laws and smooth functioning of the Company. Based on the recommendation of the Nomination and Remuneration cum Compensation Committee, the Board of Directors considered that Mr. Desh Deepak Khetrapal has extensive experience and expertise. The Board also noted his contribution to the Company's business and that the Company must have at least one whole time director who is duly qualified and who can be entrusted with appropriately delegated powers for effective day-to-day management of the business and affairs of the Company. The Board further acknowledged that Mr. Khetrapal is a crucial key managerial person of the Company, and that his re-appointment is crucial for the Company to ensure legal compliance as well as sound functioning of the Company.

Accordingly, the Board of Directors in the meeting held on August 1, 2020 re-appointed Mr. Desh Deepak Khetrapal as MD & CEO of the Company for the period from August 1, 2020 upto March 31, 2022 at the recommendation of the Nomination and Remuneration cum Compensation Committee. Further, based on the feedback received by the Nomination and Remuneration cum Compensation Committee from various stakeholders, the Committee at its meeting held on August 31, 2020, re-considered the remuneration payable to Mr. Khetrapal for the entire financial year 2020-21 and recommended the terms and conditions to the Board of Directors. The following terms and conditions as recommended by the Nomination and Remuneration cum Compensation Committee, were approved by the Board of Directors in their meeting held on August 31, 2020:

A Remuneration as follows:

Particulars	Per Month (Rupees)	Per Annum (Rupees)
Basic Salary/ Basic Pay	30,00,000	3,60,00,000
Allowance and Perquisites:		
Medical Allowance/Reimbursements	8,333	1,00,000
LTA	1,00,000	12,00,000
Gross Salary	31,08,333	3,73,00,000

- B. In addition to the above, the Managing Director & Chief Executive Officer shall be provided suitable Company leased accommodation/ House Rent Allowance of ₹ 2,50,000/- per month and Company car (fully maintained and chauffeur driven) for official use.
- C. Mr. Khetrpal shall also be entitled to an annual performance linked variable pay of up to ₹ 1,72,50,000/-.
- D. Contribution to provident fund, gratuity and superannuation fund will be as per the Rules of the Company.
- E. 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.
- F. Appointment will be terminable by either party by giving three months' notice or salary in lieu thereof.

The Board of Directors hereby propose that the remuneration as stated above be proportionately paid to Mr. Khetrpal for the period from August 1, 2020 to March 31, 2021 and accordingly, special resolutions set forth at item nos. 1 and 2 of the Notice are recommended by the Board for the approval of the members.

The Board recommends that the said remuneration be paid as the minimum remuneration to Mr. Desh Deepak Khetrpal for the period April 1, 2020 to March 31, 2021 in the event of insufficiency or absence of profits for the financial year 2020-21.

Further, in view of the absence of shareholders' approval for the period of re-appointment of Mr. Desh Deepak Khetrpal as Managing Director of the Company for the period from April 1, 2020 up to July 31, 2020, there is a compliance requirement to regularise the re-appointment and remuneration paid to Mr. Desh Deepak Khetrpal for the period from April 1, 2020 to July 31, 2020.

In view of the provisions of the Companies Act, 2013, it is necessary and expedient that the re-appointment and terms and conditions of re-appointment of Mr. Desh Deepak Khetrpal as the Managing Director and Chief Executive Officer of the Company be ratified and approved by the members and shareholders of the Company. Accordingly, it is proposed that the remuneration as stated above be proportionately paid to Mr. Khetrpal for the period from April 1 to July 31, 2020 and the same be ratified by the members and shareholders of the Company. Any remuneration already paid during the term April 1, 2020 to July 31, 2020, if found in excess of the remuneration approved by the members and shareholders of the Company by way -of this Postal Ballot, will have to be recovered from Mr Khetrpal. Such excess remuneration may be recovered from the monthly salary payable during the term August 1, 2020 up to March 31, 2021 and/or from the variable pay payable to Mr. Khetrpal for the financial year 2020-21, as per section 197(9) of the Companies Act, 2013.

Accordingly, special resolutions set forth at item nos. 3 and 4 of the Notice are recommended by the Board for the approval of the members.

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

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	2019-20	2018-19	2017-18
Revenue from operations	2,421.80	2,522.17	2,310.85
Earnings before interest, depreciation, amortisation & taxation	400.59	326.01	325.41
Net Profit before taxation	137.40	74.79	70.03
Net profit	86.59	47.55	44.22
Dividend on equity shares	15.37	15.37	10.24
EPS	4.23	2.32	2.16

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

NIL

- II. Information about the appointee:

- (1) Background details

Mr. Khetrupal, aged 64, 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. Khetrupal 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	2019-20	2018-19	2017-18
Salary	3,60,00,000	3,12,00,000	2,58,24,000
Allowance and Perquisites:			
Personal allowance/ Pay	1,92,00,000	1,62,00,000	1,29,60,000
Special allowance/ Pay	1,89,33,840	1,63,07,832	1,33,76,520
Medical allowance	1,20,000	1,20,000	1,00,000
LTA	30,00,000	26,00,000	21,52,000
Performance variable pay	1,75,95,000	1,62,00,000	1,50,00,000
Company leased accommodation/ House rent allowance	48,00,000	48,00,000	48,00,000
Leave Encashment	7,80,000	9,32,533	8,68,000
Total	10,04,28,840	8,83,60,365	7,50,80,520

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

- Provided Company's car (fully maintained and chauffeur driven) for official use.
- Entitled for contribution to Provident Fund, Gratuity and Superannuation Fund as per the Rules of the Company.
- 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 Khetrupal as MD & CEO, the Company was awarded several prestigious awards including the following awards to name a few during the financial year 2019-20:

Devapur Plant:

- Birla.A1 Premium Cement (PPC) awarded with the 'GreenPro Certification' by CII - Green Products and Services Council at the 15th Green CemenTech – 2019 held in Hyderabad on 30th May, 2019.
- "EXCELLENCE IN ENERGY MANAGEMENT 2019" award as Energy Efficiency Unit by CII received at Hyderabad on 18th Sep, 2019 during 20th National Award function.
- AWARDS received from Apex India Foundation for 2019 in Cement Sector on 24th Sep, 2019 at Goa.
 - "PLATINUM AWARD" for Energy Efficiency
 - "PLATINUM AWARD" for Environment Excellence
 - "GOLD AWARD" for Occupational Health & Safety
- SEEM NATIONAL ENERGY MANAGEMENT PLATINUM AWARD - 2019 received from Society of Energy Engineers & Managers (SEEM) at New Delhi on 26th Sep, 2019.

- 5) Winner in Cement Sector with "Greentech Safety Award 2019" from Greentech Foundation for outstanding achievements in Safety Management received on 8th Dec, 2019 at New Delhi.

Chittapur Plant:

- 1) Unnatha Suraksha Puraskara from National Safety Council, Karnataka Chapter on 9th Sep, 2019.
- 2) Apex India Occupational Health and Safety Platinum Award on 25th Sep, 2019
- 3) Greentech Safety Award on 8th Dec, 2019
- 4) Apex India Environment Excellence Gold Award on 25th Sep, 2019.
- 5) National Energy Management Award from CII on 18th Sep, 2019.
- 6) Apex India Energy Efficiency Platinum Award on 25th Sep, 2019.
- 7) SEEM National Energy Management Award on 26th Sep, 2019.
- 8) International Safety Award - RoSPA 2020 Silver Award from "Royal Society for the prevention of accident" (This will be presented to us on 8th Sep,20 at London UK).

Jalgaon Plant:

- 1) Green Tech Safety Award - Winner in Cement Sector received from Green Tech Foundation, New Delhi.
- 2) "Energy Efficient Unit" in 20th National Award for Excellence in Energy Management, CII, Maharashtra.
- (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 42 years, the Board re-appointed Mr. Desh Deepak Khetrpal (DIN 02362633) as MD & CEO for another period of 2 years w.e.f. April 1, 2020, 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:

As mentioned above.

- (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, as of date of this notice, he does not hold any shares in the Company. Mr. Khetrpal continues to hold 8,31,900 stock options vested in him during his term as the Managing Director and Chief Executive Officer of the Company from April 2015 up to March 2020. Mr Khetrpal is entitled to but not obliged to exercise these stock options up to August, 2023.

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 re-appointment.

Further, the ongoing impact of COVID 19 pandemic and the nationwide lockdown since 25th March 2020 is likely to affect the business of the Company and its operations in terms of demand, supply chain disruption and adverse liquidity. These events are likely to impact the overall performance of the Company during the financial year 2020-21.

(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.
 - (d) Taking into consideration the unprecedented level of uncertainty in current scenario and its impact on operations, the Company has decided to adopt a strategy of preserving cash to appropriately deal with unpredictable emergent events. As one of such measures the Company has reduced the remuneration payable to the Key Managerial Personnel and Senior Management Personnel with effect from April 1, 2020, till the business conditions stabilise.
- (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.

Mr. Khetrpal is a non-executive Director of HIL Limited and Orient Electric Limited. 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 and his relatives shall be deemed to be concerned or interested in the resolution set out at Item Nos. 1, 2, 3 and 4. Except Mr. Khetrpal and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 1, 2, 3 and 4.

The Board recommends the Special resolutions set forth at Item Nos. 1, 2, 3 and 4 of the Notice for the approval of the members.

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

Nidhi Bisaria
Company Secretary
M. No. FCS-5634

Place: New Delhi
Dated: August 31, 2020

Details of Director pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings

Particulars	Mr. Desh Deepak Khetrpal
DIN	02362633
Age	64 years
Qualifications	Honours Degree in Business & Economics and Masters Degree in Business Administration in Marketing & Finance from the Delhi University
Experience	42 years
Terms and conditions of appointment/ re-appointment	Re-appointment as Managing Director & CEO
Date of first appointment on the Board	April 2, 2012
Occupation	Managing Director & CEO
Expertise in specific functional areas	Marketing, Finance and Business Administration
Directorships held in other listed entities in India	<ol style="list-style-type: none"> 1. HIL Limited 2. Orient Electric Limited
Memberships/ Chairmanships of Committees of Board in listed entities in India	<ol style="list-style-type: none"> 1. HIL Limited <ul style="list-style-type: none"> • Audit Committee-Member • Nomination & Remuneration Committee-Member • Corporate Social Responsibility Committee-Chairman • Risk Management Committee-Member 2. Orient Electric Limited <ul style="list-style-type: none"> • Audit Committee-Member • Nomination & Remuneration Committee-Member • Corporate Social Responsibility Committee-Member • Risk Management Committee-Member 3. Orient Cement Limited <ul style="list-style-type: none"> • Audit Committee-Member • Stakeholders' Relationship Committee-Member • Corporate Social Responsibility Committee-Member • Risk Management Committee- Member
Shareholding in the Company	Nil
Number of Board Meetings attended during the year 2019-20	All the 5 meetings