

July 7, 2021

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: Notice of 10th Annual General Meeting, Annual Report 2020-21 and payment of Final Dividend for the financial year 2020-21

In continuation to our letter dated May 17, 2021, this is to inform you that:

1. The 10th Annual General Meeting (AGM) of the Members of Orient Cement Limited will be held on Thursday, 5th day of August, 2021 at 2:00 P.M. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) in compliance with the provisions of the Companies Act, 2013 and circular dated January 13, 2021 read with earlier circulars dated May 5, 2020, April 8, 2020 and April 13, 2020 issued by the Ministry of Corporate Affairs (hereinafter referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) circular dated January 15, 2021 read with circular dated May 12, 2020 (hereinafter referred to as “SEBI Circulars”).
2. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 10th AGM along with the Annual Report for the financial year 2020-21 including financial statements (along with Board's Report, Auditor's Report or other documents required to be attached therewith) has been sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ Registrar and Share Transfer Agent of the Company.
3. In compliance with Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), copy of Notice of the AGM and the Annual Report for the financial year 2020-21 as sent to the Members is attached herewith. It is hereby confirmed that the Notice convening the 10th AGM and the Annual Report for the financial year 2020-21 has been electronically sent to the Members of the Company on July 7, 2021.

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, Bhubaneshwar, Odisha 751012, India. www.orientcement.com

CIN No: L26940OR2011PLC013933

4. The Company has fixed **Thursday, 29th July, 2021**, as the **Cut-off Date** for the purpose of determining the Members who would be entitled to attend the AGM through VC/OAVM and vote on resolutions set out in the Notice of 10th AGM either through remote e-voting or Insta Poll during the AGM. The Company has engaged M/s KFin Technologies Private Limited for providing facility for remote e-voting, participation in the AGM through VC/OAVM and e-voting during the AGM through Insta Poll. **The remote e-voting period commences on 2nd August, 2021 (9:00 A.M. IST) and ends on 4th August, 2021 (5:00 P.M. IST).**
5. As already informed in our letter dated May 17, 2021, pursuant to Regulation 42 of the Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 30th July, 2021 to Thursday, 5th August, 2021, both days inclusive, for AGM and for determining the entitlement of the Members to the final dividend for 2020-21.
6. The final dividend on Equity Shares, if declared at the AGM, will be credited on or before 3rd September, 2021 to the bank account of the Members whose bank mandate are updated in the records of the Depository Participants/Company as on the book closure date. For Members whose bank mandates are not updated with the Depository Participants /Company as on the book closure date, demand drafts or warrants or cheques shall be dispatched upon normalization in terms of SEBI Circular.

Kindly take the same on record.

Yours faithfully,
For **Orient Cement Limited**

Nidhi Bisaria
(Company Secretary)

Encl. As stated

Orient Cement Limited

CIN:L269400R2011PLC013933

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

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

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

Tel: 011-42092100, 011-42092190

investors@orientcement.com | www.orientcement.com

Notice

NOTICE is hereby given that the 10th Annual General Meeting of the Members of Orient Cement Limited will be held on **Thursday, the 5th day of August, 2021** at 2:00 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:-

Ordinary Business

- To consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2021, including the audited Balance Sheet as at March 31, 2021, 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.
- To declare a final dividend of ₹ 1.50/- (150%) per equity share for the financial year ended March 31, 2021 and to confirm the interim dividend of ₹ 0.50/- (50%) per equity share paid during the financial year 2020-21.
- To appoint a Director in place of Mr. Chandrakant Birla (DIN 00118473), who retires by rotation under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
- To appoint statutory auditors of the Company and fix their remuneration and in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 139 and 142 of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s B S R & Associates LLP, Chartered Accountants, (ICAI Firm Registration Number 116231W/W-100024), be and hereby appointed as the Statutory Auditors of the Company for a term of five years, to hold such office from the conclusion of 10th Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company to be held in the year 2026 on such remuneration and out of pocket expenses, as may be determined by the Board of Directors, from time to time.”

Special Business

Item No. 5- To re-appoint Mr. I.Y.R. Krishna Rao (DIN 00481367) as an Independent Director and in this regard, to consider and if thought fit, pass 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. I.Y.R. Krishna Rao (DIN 00481367), whose term as an Independent Director would expire on May 4, 2022, be and is hereby re-appointed as an Independent Director of the Company for the second term of five consecutive years to hold the office from May 5, 2022 up to May 4, 2027, not liable to retire by rotation.”

Item No. 6- To ratify the remuneration payable to Mr. Somnath Mukherjee, Cost Auditor of the Company for the financial year 2021-22 and in this regard, to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Members of the Company hereby ratify the payment of remuneration, as approved by the Board of Directors, to Mr. Somnath Mukherjee, Cost Accountant in Practice (M.NO.-F5343), the Cost Auditor of the Company, amounting to ₹ 90,000/- (Rupees ninety thousand only) plus applicable taxes and out of pocket expenses to conduct the audit of the cost records of the cement activity for the financial year 2021-22.”

Item No. 7 - To approve the terms of remuneration payable to Mr. Desh Deepak Khetrpal, Managing Director & CEO (DIN 02362633) of the Company for the financial year 2021-22 and to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Rules made thereunder and the provisions of the Securities and 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 and Chief Executive Officer (“MD & CEO”) of the Company for the period from April 1, 2021 to March 31, 2022 as per following terms and conditions, with the authority to the Board / Nomination and Remuneration cum Compensation Committee to alter and vary the remuneration payable to Mr. Desh Deepak Khetrpal within the limit of 5% of the net profit of the Company in such manner as may be agreed between the Board and Mr. Desh Deepak Khetrpal:

Particulars	Per Month (Rupees)	Per Annum (Rupees)
Basic Salary/ Basic Pay	34,00,000	4,08,00,000
Allowances and perquisites		
Special Allowance/ Pay	2,15,370	25,84,440
Medical Allowance/ Reimbursements	10,000	1,20,000
LTA	1,00,000	12,00,000
Gross Salary	37,25,370	44,704,440

In addition to the above, Mr. Khetrpal will be entitled to:

- (i) Suitable Company leased accommodation/ house rent allowance of ₹ 3,00,000/- (Rupees three lakhs) per month.
- (ii) Company car fully maintained, and chauffeur driven, for official use.
- (iii) The MD & CEO shall also be entitled to annual performance linked variable pay of ₹ 2,03,55,000/- (Rupees two crore three lakh fifty-five thousand only), payable upto 120% of the said amount subject to the performance of the Company and achievement of agreed targets as may be decided by the Board.
- (iv) Contribution to provident fund, gratuity and superannuation fund as per the Rules of the Company.
- (v) Encashment of un-availed leave at the end of the tenure or at specified intervals as per the Rules of the Company.
- (vi) Appointment will be terminable by either party by giving three months notice or salary in lieu thereof.

RESOLVED FURTHER THAT the aggregate salary, perquisites, bonus, benefits, allowances and other payments paid to Mr. Desh Deepak Khetrpal shall be subject to the limits prescribed under Section 197 of the Companies Act, 2013 and other applicable provisions of the Companies Act and the rules, circulars, orders and notifications issued there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 for the time being in force.

RESOLVED FURTHER THAT the Directors of the Company and the Company Secretary be and are hereby severally 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

Nidhi Bisaria

Place: Ghaziabad
Date: May 17, 2021

Company Secretary
(M. No. FCS-5634)

NOTES:

1. In view of the ongoing COVID-19 pandemic across the country, the Ministry of Corporate Affairs (“MCA”), vide its circular dated January 13, 2021 read with its earlier circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”), permitted the companies to hold their Annual General Meeting (“AGM”) through video conferencing (“VC”) or other audio visual means (“OAVM”) for the calendar year 2021 without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the Companies Act, 2013 (the ‘Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The venue of the AGM shall be deemed to be the Registered Office of the Company at Unit VIII, Plot No. 7, Bhoinagar, Bhubaneswar – 751012, Odisha.
2. A statement pursuant to Section 102(1) of the Companies Act, 2013 (“Act”), in respect to certain ordinary business and the special businesses to be transacted at the AGM is annexed hereto.
3. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. **Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.** The Route Map for the AGM is also not annexed with this AGM Notice.
4. **As per the provisions of Section 103 of the Act, Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum.**
5. The details as per Regulation 36 of SEBI Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, are provided in the Notice of AGM.
6. **Dispatch of Annual Report through Electronic Mode:** In compliance with the aforesaid MCA Circulars and the Securities and Exchange Board of India (“SEBI”) circular dated January 15, 2021 read with circular dated May 12, 2020 (hereinafter referred to as “SEBI Circulars”), Notice of the 10th AGM along with the Annual Report for the financial year 2020 - 21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant/ Registrar and Share Transfer Agent of the Company. Members may note that this Notice alongwith Annual Report for the financial year 2020-21 will also be available on the website of the Company at www.orientcement.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and also on the website of KFin Technologies Private Limited, Registrar and Share Transfer Agent (“RTA”) of the Company at <https://evoting.kfintech.com>.

7. **Procedure for updating / registering the email address and mobile number for receiving Annual Report and other communications from the Company electronically and updation of bank account mandate for receipt of dividend:**

Members holding shares in Physical Form:

Members who have not registered their e-mail address and as a consequence are not receiving communications from the Company electronically (viz. the Annual Report, Notice of AGM, e-voting details, etc.) may get their email address and mobile number registered by providing the same to the Company's RTA, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for receiving such communications electronically. Members are requested to follow the process as provided in the link for updating their email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any query on registering the email addresses and mobile number, the shareholder may write to inward.ris@kfintech.com.

Alternatively, Members may send a request to the Company/ RTA, alongwith following details / documents for registering / validating / updating their information in database viz. Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card) and AADHAR (self-attested scanned copy of Aadhar Card) at investors@orientcement.com or to RTA at inward.ris@kfintech.com.

Following additional details need to be provided in case of registration / updation in Bank Account details viz. Name and Branch of the Bank in which you wish to receive the dividend, Type of Bank Account, Bank Account Number allotted by their banks after implementation of Core Banking Solutions, 9 digit MICR Code Number, 11 digit IFSC Code and scanned copy of the cancelled cheque bearing the name of the first shareholder.

The Members may also send the above documents at the following address:

M/s. KFin Technologies Private Limited
Unit: Orient Cement Limited
Selenium Tower B, Plot 31 & 32
Financial District, Nanakramguda
Serilingampally Mandal
Hyderabad - 500 032, Telangana

Members holding shares in Dematerialized Form:

Members holding shares in electronic form are requested to intimate any change in their email address and / or mobile number and/ or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of above mentioned particulars.

8. **For enabling the Members to participate at the 10th AGM, the Company has appointed M/s KFin Technologies Private**

Limited, the Registrar and Share Transfer Agent ("KFin Tech" or "RTA"), to provide VC/OAVM facility and e-voting facility for the Annual General Meeting. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.

9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact RTA to seek guidance for the demat procedure. Members may also visit web site of depositories viz. National Securities Depository Limited viz. <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited viz. <https://www.cdslindia.com/investors/open-demat.html> for further understanding of the demat procedure.
10. **Procedure for Inspection of Documents:** The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts, Certificate from the Statutory Auditors on the implementation of ESOP Scheme and other relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to investors@orientcement.com.
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Thursday, July 29, 2021, by sending e-mail to investors@orientcement.com. The same will be replied by the Company suitably. Please note that the shareholders' questions will be answered only if the shareholder continues to hold the shares as of the cut-off date, i.e., Thursday, July 29, 2021.
12. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and cast their votes through remote e-voting or through e-voting at the AGM. Corporate/Institutional Members intending to authorize their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutiniser at e-mail ID - aklabhcs@gmail.com with a copy marked to the Company at investors@orientcement.com, authorising its representative(s) to attend and vote through VC/ OAVM on their behalf at the Meeting, pursuant to Section 113 of the Act.
13. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, July 30, 2021 to Thursday, August 5, 2021**, both days inclusive, for annual closing and for determining the entitlement of the Members to the final dividend for financial year 2020-21.

14. **Payment of Dividend:** The dividend on Equity Shares, if declared at the AGM, will be paid, subject to deduction of tax at source, on or before September 3, 2021 to the Members whose names appear on the Company's Register of Members as on the close of business hours on Thursday, July 29, 2021 and whose bank mandate are registered in the records of the Depository Participants/RTA. For Members whose bank mandates are not updated with the Depository Participants / RTA as on the book closure date, demand drafts or warrants or cheques shall be sent through post only after the situation, currently impacted by COVID-19 pandemic, normalises.

15. **Tax Deduction at Source on Dividend:** Pursuant to Income-tax Act, 1961, as amended, dividend income will be taxable in the hands of Shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source at the prescribed rates from dividend to be paid to shareholders. For the prescribed rates under various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

For Resident Shareholders, tax shall be deducted at source under Section 194 of the Income-tax Act, 1961 @ 10% on the amount of Dividend declared and paid by the Company during the financial year 2021-22 provided PAN is provided by the shareholder. If PAN is not submitted, TDS would be deducted @ 20% as per Section 206AA of the Income-tax Act, 1961. However, no TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during the financial year 2021-22 does not exceed ₹ 5,000.

A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source. Further, in terms of newly inserted Section 206AB effective from July 1, 2021 by the Finance Act, 2021, TDS deducted shall be higher of the following i.) Twice the rate specified in the relevant provision of the Income-tax Act; or ii) Twice the rate or rates in force; or iii) the rate of 5%; in case a person has not filed his/her Return of Income for each of the two preceding financial years and the aggregate of TDS in his/her case is ₹ 50,000 or more in each of these two financial years which shall not be limited to TDS only on dividend income received by the shareholder but will include all TDS transactions of the shareholder during the relevant financial year.

Shareholders are also informed that, the TDS shall be deducted at a higher rate of 20% instead of 10% in case where PAN shall stand invalid in absence of its non-linking with Aadhar within the time frame as provided by the Government of India.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits.

Shareholders may submit the aforementioned documents by sending an email to einward.ris@kfintech.com or by uploading the self-attested documents at <https://ris.kfintech.com/form15/> on or before Thursday, July 29, 2021 in order to enable the Company to determine and deduct appropriate tax. No communication on the tax determination / deduction shall be entertained post Thursday, July 29, 2021. It may be further noted that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the afore mentioned details / documents from the Shareholders, there would still be an option available with the Shareholders to file the return of income and claim an appropriate refund, if eligible.

Shareholders may download the TDS certificate from the Income Tax Department's website <https://incometaxindiaefiling.gov.in> (refer to Form 26AS). If any shareholder need assistance in obtaining the TDS certificate, may write to the Company at investors@orientcement.com or to RTA at einward.ris@kfintech.com.

A separate email communication has also been sent at the registered email id of the Members regarding the process to submit the documents/declarations alongwith the relevant formats to avail the benefit of applicable tax rates of deduction of tax at source on the final equity dividend payout.

16. **IEPF related information:** Members who have not encashed their dividend paid by the Company so far up to and during the financial year ended March 31, 2021, may immediately approach the Company / RTA for claiming dividend amount. Information in respect of the unclaimed dividend up to March 31, 2021, will be uploaded on the website of Investor Education and Protection Fund ("IEPF") Authority of the Government, i.e., www.iepf.gov.in and on the website of the Company, www.orientcement.com after the AGM.

Please note that the unpaid/unclaimed final dividend for the financial year 2013-14 shall become due to transfer to IEPF on **September 12, 2021** upon completion of seven years in terms of section 124(6) of the Act. The corresponding shares shall be transferred to relevant Demat Account of the IEPF Authority as per Rule 6 of the IEPF Rules, 2016, as amended. You are thus requested to claim the unclaimed dividend by sending a written application to KFin Tech or to the Company's Registered / Corporate Office address along with (a) copy of PAN Card; (b) a cancelled cheque of your registered bank account; and (c) the original un-encashed Dividend warrant or a duly filled in indemnity letter in the format available on the website of the Company www.orientcement.com. The said application should reach the Company on or before **September 5, 2021** so as to enable us to submit your request to the bankers for transfer by NEFT or issuance of Demand Draft. In case no claim is received with respect to the above dividend, the shares (whether held in physical or electronic form) will be transferred by the Company to the Demat Account of the IEPF Authority.

In compliance to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company

has, during financial year 2020-21, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, that is, September 11, 2020 and March 7, 2021, respectively. Details of shares so far transferred to the IEPF Authority are available on the website of the Company <https://www.orientcement.com> and on the website of IEPF Authority of the Government, i.e., www.iepf.gov.in.

However, the Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same as well as the corresponding dividend by making an application to the IEPF Authority, in Web Form No. IEPF-5 available on www.iepf.gov.in. The shareholder can file only one consolidated claim in a financial year as per the IEPF Rules.

17. **Nomination:** Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members holding shares in physical form, desiring to avail of this facility, may send their nomination in the prescribed Form No. SH-13 duly filled-in to RTA. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
18. **Voting through electronic means (e-Voting and Insta Poll):**
 - i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, the Company is providing to its Members facility to exercise their right to vote on resolutions proposed to be passed at the AGM by electronic means ("**e-Voting**").
 - ii. **Remote e-Voting:** Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("**remote e-Voting**"). The facility of casting the votes by remote e-Voting will be provided by KFin Tech.
 - iii. **Voting at the AGM:** Members who could not vote through remote e-Voting may avail the e-Voting facility provided at the AGM through Insta Poll by KFin Tech. Only those Members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote through remote e-Voting are eligible to vote through e-Voting at the AGM. However, Members who have voted through remote e-Voting will be eligible to attend the AGM. The Insta Poll will remain active till the expiry of 15 minutes after the conclusion of the AGM.
 - iv. The remote e-Voting period commences on **Monday, August 2, 2021**, at 9.00 a.m. IST and ends on **Wednesday, August 4, 2021** at 5.00 p.m. IST. During this period, Members of the Company holding shares either in physical or dematerialised form, as on the cut-off date of **Thursday, July 29, 2021** ("**Cut-off Date**") may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by KFin Tech for voting thereafter.
 - v. A Member can opt for only one mode of voting, i.e., either through remote e-Voting or through Insta Poll at the Meeting. If a Member casts votes by both the modes, then voting done through remote e-Voting shall prevail.
 - vi. The Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the cut-off date, that is, **Thursday, July 29, 2021**.
 - vii. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote at the 10th AGM.
 - viii. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
 - ix. 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 29, 2021 or any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the User ID and Password from KFin Tech in the manner as mentioned below:
 - a) If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate password.
 - b) Member may call on KFin Tech's toll-free number 1800 309 4001 (from 9:00 a.m. to 6:00 p.m. on all working days).
 - c) Member may send an e-mail request to evoting@kfintech.com. After due verification of the request, User ID and password will be sent to the Member.
 - d) If the Member is already registered with KFinTech's e-voting platform, then he/she/it can use his/her/its existing password for logging-in.
 - e) However, for attending the meeting through VC/OAVM all the members should login at <https://emeetings.kfintech.com> to participate in the meeting and also to cast vote in case they have not voted during remote e-voting period. For details on login method of e-voting please refer the instructions below under the head "Voting through electronic means".
 - x. **The Board of Directors of the Company has appointed Mr. Atul Kumar Labh, a Practicing Company Secretary, (Membership No. FCS 4848/CP 3238), as the Scrutiniser to scrutinise the remote e-voting and Insta Poll process for the AGM in a fair and transparent manner.**

xi. **INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:**

Members are requested to follow the instructions below to cast their vote through remote e-Voting:

I) For Individual Members holding securities in Demat mode:

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

Login method for Individual Members holding securities in Demat mode is given below:

Procedure to login through websites of Depositories	
National Securities Depository Limited (“NSDL”)	Central Depository Services (India) Limited (“CDSL”)
<p>1. User already registered for IDeAS facility of NSDL:</p> <ul style="list-style-type: none"> i. Type in the browser/click on the e-Services link: https://eservices.nsdl.com ii. Click on the ‘Beneficial Owner’ icon under ‘IDeAS’ section. iii. A new page will open. Enter your User ID and Password. Post successful authentication, click on “Access to e-Voting” under Value Added Services iv. Click on ‘Active e-Voting Cycles’ option under e-Voting. v. Click on Company Name: ‘Orient Cement Limited’ or e-Voting service provider ‘KFin Tech’ and you will be re-directed to the e-Voting page of KFin Tech to cast your vote without any further authentication. <hr/> <p>2. User not registered for IDeAS e-Services facility of NSDL:</p> <ul style="list-style-type: none"> i. To register type in the browser /click on, any of the following e-Service link: https://eservices.nsdl.com or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp ii. Select ‘Register Online for IDeAS’ iii. Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details. iv. After successful registration, follow the steps mentioned under Para 1 above to cast your vote. <hr/> <p>3. User may directly access the e-Voting website of NSDL</p> <ul style="list-style-type: none"> i. Type in the browser /click on the following link: https://www.evoting.nsdl.com/ ii. Click on the icon ‘Login’ which is available under ‘Shareholder/Member’ section. iii. Enter User ID (i.e. 16-digit demat account number held with NSDL starting with IN), Password/OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be redirected to e-Voting page on NSDL website. v. Click on ‘Active E-Voting Cycles / VC or OAVMs’ option under e-Voting. vi. Click on Company Name: ‘Orient Cement Limited’ or e-Voting service provider ‘KFin Tech’ and you will be re-directed to the e-Voting page of KFin Tech to cast your vote without any further authentication. 	<p>1. User already registered for Easi / Easiest of CDSL</p> <ul style="list-style-type: none"> i. Type in the browser/click on any of the following links: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com ii. Click on New System Myeasi/ Login to My Easi option under Quick Login iii. Enter your User ID and Password for accessing Easi/ Easiest. iv. Click on Company Name: ‘Orient Cement Limited’ or select e-Voting service provider ‘KFin Tech’ and you will be re-directed to the e-Voting page of KFin Tech to cast your vote without any further authentication. <hr/> <p>2. User not registered for Easi/Easiest facility of CDSL:</p> <ul style="list-style-type: none"> i. To register type in the browser /click on the following link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration ii. Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details. iii. After successful registration, follow the steps mentioned under Para 1 above to cast your vote. <hr/> <p>3. User may directly access the e-Voting website of CDSL</p> <ul style="list-style-type: none"> i. Type in the browser /click on the following link: www.cdslindia.com or https://www.evotingindia.com ii. Provide demat account number and PAN. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat account. iv. After successful authentication, you will enter e-voting module of CDSL. v. Click on Company Name: ‘Orient Cement Limited’ or e-Voting service provider ‘KFin Tech’ and you will be re-directed to the e-Voting page of KFin Tech to cast your vote without any further authentication.

Procedure to login through demat accounts of Members / Website of Depository Participant

Individual Members (holding securities in demat mode) may also login through their depository participants using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click against Company name ('**Orient Cement Limited**') or e-Voting service provider '**KFin Tech**' and you will be re-directed to e-Voting page of service provider, i.e., **KFin Tech** for casting the vote during the remote e-Voting period. You can now cast your vote without any further authentication.

IMPORTANT NOTE:

Members who are unable to retrieve User ID/ Password are advised to use **Forget User ID and Forget Passwords** option available on the above websites of Depositories/Depository Participants.

Contact details of NSDL – In case shareholders face any technical issue

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Contact details of CDSL – In case shareholders face any technical issue

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

II) For non-Individual Members and Members holding shares in physical form

Login method for non-individual Members and Members holding shares in physical form are given below:

A. In case a Member receives an e-mail from the Company / KFin Tech (RTA) [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:

- (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- (ii) Enter the login credentials (User ID and password mentioned in the email communication). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging-in.
- (iii) After entering these details appropriately, click on LOGIN.
- (iv) If you are logging for the first time, you will reach the password change menu wherein you will be 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, e-mail address, 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 not to share your password with any other person and 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 e-Voting Event Number 'EVEN', i.e., **OREINT CEMENT LIMITED**.
- (vii) On the voting page you will see Resolution description and the number of shares (which represents the number of votes) held by you as on the cut-off date. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose the option '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 folio/demat account.
- (ix) You may then cast your votes 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 subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution(s).

- (xi) Corporate / Institutional Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF/JPG Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: **aklabhcs@gmail.com** with a copy marked to the Company at **investors@orientcement.com**. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".

B. In case of a shareholder whose e-mail address is not registered / updated with the Company / KFin Tech / Depository Participant(s), please follow the following steps to generate your login credentials:

- i. **Members holding shares in physical mode**, who have not registered / updated their e-mail address with the Company, are requested to register / update the same by clicking on **<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>** or by providing the necessary details like Folio No., Name of the Member, scanned copy of the share certificate (front and back), self-attested copy of PAN card and self-attested copy of AADHAR card by email to **evoting@kfintech.com** or **investors@orientcement.com**.
- ii. **Members holding shares in dematerialised mode** who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.
- iii After due verification, the Company / KFin Tech will forward your login credentials to your registered e-mail address.
- iv Follow the instructions at II.(A). (i) to (xi) to cast your vote.

C. In case of any queries, you may refer the 'Frequently Asked Questions' (FAQs) for members and e-voting User Manual available at the 'Downloads' section of <https://evoting.kfintech.com>

kfintech.com or call at toll free no. 1800 309 4001. Any grievance relating to e-voting / AGM may be addressed to Mr. S V Raju, Deputy General Manager, at e-mail id: emeetings@kfintech.com.

19. Instructions for the Members for attending the AGM through VC/OAVM and voting through Insta Poll:

- a. Members will be provided with a facility to attend the AGM through VC/OAVM platform and voting through Insta Poll facility by the RTA of the Company. Members may access the same at **<https://emeetings.kfintech.com>** under shareholders/members login by using the e-voting credentials.
- b. Shareholders are requested to follow the procedure given below:
 - Launch internet browser (chrome/firefox/safari) by typing the URL: **<https://emeetings.kfintech.com>**.
 - Enter the login credentials (i.e., User ID and password for e-voting).
 - After logging in, click on 'Video Conference' option
 - Then click on camera icon appearing against AGM **EVEN 5962** of Orient Cement Limited to attend the AGM.
- c. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice.
- d. The facility for participation at the AGM through VC / OAVM platform shall open 15 minutes before the time scheduled for the AGM and will be closed on expiry of 15 minutes from the scheduled time of the AGM. The facility will be made available for 1000 members on first come first serve basis. This will not include large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration cum Compensation Committee and Stakeholder's Relationship Committee, Auditors, who are allowed to attend the AGM without restriction on account of first come first serve basis.
- e. Members are encouraged to join the Meeting through laptops with Google Chrome for better experience.
- f. While all efforts will be made to make the VC/ OAVM meeting smooth, Members connecting from mobile devices or tablets or through laptop, connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- g. Facility to vote through Insta Poll will be made available on the Meeting page (after you log into the Meeting) and will be activated once the Insta Poll is announced at the Meeting. An icon, "Vote", will be available at the bottom left on the Meeting Screen. Once the voting at the Meeting is announced by the Chairman, Members who have not cast their vote using remote e-voting will be able to cast their vote by clicking on this icon.
- h. Members who need technical assistance before or during the AGM, can contact the KFin Tech at emeetings@kfintech.com or evoting@kfintech.com or Toll Free helpline No. - 1800 309 4001.
- i. Members who would like to express their views/ask questions during the AGM may register themselves as Speaker Shareholder at <https://emeetings.kfintech.com/> by clicking on the 'Speaker Registration' option available on the screen after login in. Members may also post their queries/views/questions in the window provided by mentioning the name, demat account number/folio number, email id, mobile number. **Speaker Registration will be open from August 2, 2021 (9:00 a.m. IST) to August 4, 2021 (5:00 p.m. IST).** Only those shareholders who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of speakers, number of questions and time for each speaker depending upon the availability of time for smooth conduct of the AGM, and therefore, the opportunity to speak at the AGM would be dependent upon the availability of time inspite of registration as speaker.
- j. A video guide assisting the members attending the AGM either as a speaker or participant is available for quick reference at: <https://emeetings.kfintech.com/video/howitworks.aspx>
20. The recorded transcript of the 10th AGM shall also be made available on the website of the Company, www.orientcement.com in the Investor's section, as soon as possible after the AGM is over.
21. The Scrutiniser shall, after the conclusion of voting at the AGM, first count the votes cast during the meeting and thereafter, count the votes cast through remote e-voting and shall submit a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or any officer of the Company so authorised by the Board. Result of the voting shall be declared forthwith, but within 2 working days from the conclusion of the AGM. The results declared alongwith the Scrutiniser's report, will be posted on the website of the Company www.orientcement.com and on the website of KFin Tech at www.evoting.kfintech.com and will be communicated to the Stock Exchanges, where the Company's shares are listed.
22. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM, i.e., Thursday, August 5, 2021.

By order of the Board of Directors

Nidhi Bisaria

Company Secretary
(M. No. FCS-5634)

Place: Ghaziabad
Date: May 17, 2021

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

Item No. 4

The Members of the Company at the 8th Annual General Meeting ('AGM') held on August 1, 2019 approved the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration Number 301003E/ E300005) to hold office as Statutory Auditors from the conclusion of AGM held in the year 2019 till the conclusion of tenth AGM of the Company 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. M/s S.R. Batliboi & Co. LLP, Chartered Accountants will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. B S R & Associates LLP, Chartered Accountants, (ICAI Firm Registration Number 116231W/W-100024), as the Statutory Auditors of the Company for a term of five years, from the conclusion of 10th Annual General Meeting till the conclusion of the 15th Annual General Meeting to be held in the year 2026 on such remuneration and out of pocket expenses, as may be determined by the Board of Directors, from time to time.

The Committee considered various parameters like audit experience, market standing of the firm, clientele served, technical knowledge, etc., and found M/s. B S R & Associates LLP to be best suited to handle the audit of the financial statements of the Company.

M/s. B S R & Associates LLP, have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 of the Act.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends the Ordinary resolution set forth at item no. 4 of the Notice for the approval of the members.

Item No. 5

The shareholders of the Company in the Annual General Meeting held on September 23, 2017, approved the appointment of Mr. I.Y.R. Krishna Rao as an Independent Director of the Company for a period of five years upto May 4, 2022. In terms of the provisions of section 149(10), Mr. I.Y.R. Krishna Rao is eligible for re-appointment as an Independent Director of the Company for a second term of five consecutive 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. I.Y.R. Krishna Rao for the office of 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. I.Y.R. Krishna Rao pursuant to provisions of section 152 of the Companies Act, 2013. In the opinion of the Board, Mr. I.Y.R. Krishna Rao 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 his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. I.Y.R. Krishna Rao as an Independent Director.

Mr. I.Y.R. Krishna Rao 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. I.Y.R. Krishna Rao along with his relatives do not hold any shares in the Company and has no relationship with any other Director of the Company.

The Board recommends the special resolution set forth at item no. 5 of the Notice for the approval of members for the re-appointment of Mr. I.Y.R. Krishna Rao as an Independent Director of the Company, not liable to retire by rotation, for the period of 5 years from May 5, 2022 upto May 4, 2027, 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.

Item No. 6

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 May 17, 2021, 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, 2022, 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 ₹ 90,000/- (Rupees ninety thousand only) plus applicable taxes and 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 ratify the remuneration of the Cost Auditors for the financial year 2021-22 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. 6 of the Notice for the ratification by of the members.

Item No. 7**Explanatory Statement**

The Members by way of Postal Ballot on October 4, 2020, re-appointed Mr. Desh Deepak Khetrapal (DIN 02362633) as Managing Director and CEO of the Company for a period of 2 years w.e.f. 1st April, 2020, subject to revision in his remuneration every year.

Mr. Khetrapal, aged 65 years, is a professional, holding Honors 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. He is associated with the Company as Managing Director and CEO since 2012. Mr. Khetrapal 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.

Further, on the recommendation of the Nomination & Remuneration cum Compensation Committee of the Company, the Board of Directors in their meeting held on May 17, 2021 has recommended revision in the remuneration of Mr. Khetrapal for the financial

year 2021-22, subject to the approval by the members of the Company and such other consents and approvals that may be required. All relevant documents are available for inspection by members electronically up to the date of the AGM. Members seeking to inspect such documents can send an email to investors@orientcement.com.

Mr. Khetrapal is a non-executive Director of HIL Limited and Orient Electric Limited.

Except the remuneration and perquisites as stated above, Mr. Desh Deepak Khetrapal has no direct or indirect pecuniary relationship with the Company or managerial personnel. Further, as of date of this notice, Mr. Khetrapal alongwith his relatives does not hold any shares in the Company and has no relationship with any other Director of the Company. Mr Khetrapal 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 Khetrapal is entitled to, but not obliged to, exercise these stock options up to August, 2023. Except Mr. Khetrapal, 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 Ordinary Resolution set forth in Item no. 7 of the Notice for the approval of the members.

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

Particulars	Mr. Chandrakant Birla	Mr. I.Y.R. Krishna Rao
DIN	00118473	00481367
Age	66 years	65 years
Qualifications	Bachelor of Arts	M.A. (Economics)
Experience	44 years	40 years
Terms and conditions of appointment/re-appointment	Re-appointment upon retirement by rotation.	Re-appointment as an Independent Director
Date of first appointment on the Board	July 23, 2011	May 5, 2017
Occupation	Industrialist	Retired IAS - Chief Secretary, Andhra Pradesh
Expertise in specific functional areas	Industrialist having rich business experience in managing diversified industrial enterprises.	Administration, Economics and Finance.
Directorships held in other listed entities in India	1. Orient Paper & Industries Limited 2. HIL Limited 3. Orient Electric Limited 4. Birlasoft Limited	NIL
Memberships/ Chairmanships of Committees of Board in listed entities in India	1. Orient Electric Limited · Nomination & Remuneration Committee - Member 2. Orient Cement Limited · Nomination & Remuneration cum Compensation Committee- Member 3. HIL Limited · Nomination & Remuneration cum Compensation Committee- Member	1. Orient Cement Limited – · Audit Committee-Chairman · Risk Management Committee – Chairman · Corporate Social Responsibility Committee-Member
Shareholding in the Company	3,88,000 No. of Shares (as on March 31, 2021)	Nil
Number of Board Meetings attended during the year 2020-21	Attended all the 8 meetings	Attended all the 8 meetings