

May 19, 2022

**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**

Please find enclosed herewith the Notice of Postal Ballot dated May 11, 2022, 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 Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 (collectively referred as "**MCA Circulars**"), 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 requirements of MCA Circular(s), this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, May 13, 2022 ("**Cut-off date**").

The Company has engaged M/s KFin Technologies Limited (formerly *KFin Technologies Private Limited*) ("**KFintech**"), for providing facility for remote e-voting. The remote e-voting period shall commence on Saturday, May 21, 2022 at 9:00 A.M. (IST) and end on Sunday, June 19, 2022 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., May 13, 2022, 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, Bhojnagar, Bhubaneswar, Odisha 751012, India. [www.orientcement.com](http://www.orientcement.com)

CIN No : L26940OR2011PLC013933



The Board has appointed Mr. A. K. Labh, Practicing Company Secretary (Membership No. FCS - 4848), of M/s A.K. Labh & Co. Company Secretaries, Kolkata, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

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 Tuesday, June 21, 2022 and displayed at the Registered Office of the Company.

The Notice shall also be uploaded on the website of the Company, i.e. [www.orientcement.com](http://www.orientcement.com) and on the e-voting website of KFintech at <https://evoting.kfintech.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, 3<sup>rd</sup> Floor, 25, Barakhamba Road, New Delhi-110 001

Tel: 011-42092100, 011-42092190

Email: [investors@orientcement.com](mailto:investors@orientcement.com) | Website: [www.orientcement.com](http://www.orientcement.com)

### POSTAL BALLOT NOTICE

(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 and 22 OF THE 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, as amended from time to time, (**'Management Rules'**), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (collectively referred to as **'MCA Circulars'**), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**'Listing Regulations'**) and other applicable provisions of the Listing Regulations, for the time being in force and as amended from time to time, that the Resolutions set out below in this Notice are proposed for consideration by the shareholders of Orient Cement Limited (**'the Company'**) for passing by means of Postal Ballot by voting through electronic means only (**'remote e-voting'**). Shareholders are requested to peruse the proposed resolutions along with the explanatory statement, carefully read the instructions in the Notes in this Postal Ballot notice and cast their vote electronically by indicating Assent (For) or Dissent (Against) for the said Resolutions not later than 5:00 p.m. IST on Sunday, June 19, 2022 (the last day to cast vote electronically).

**Item No. 1- To consider and approve the re- appointment of Mr. Desh Deepak Khetrpal (DIN 02362633) as the Managing Director of the Company for a term of 2 years commencing from April 1, 2022 up to March 31, 2024.**

To consider and if thought fit, to pass the following resolution as an Ordinary 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 of the Company for a term of 2 years, commencing April 1, 2022 up to March 31, 2024, not liable to retire by rotation, on the terms and conditions as approved by the Members from time to time, with the authority to the Board, on the recommendation of 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** Mr. Desh Deepak Khetrpal, subject to superintendence, control and directions of the Board, continues to be responsible for the management of the whole or substantially the whole of the affairs of the Company, exercise all the powers and authorities, discharge all the duties and responsibilities, as entrusted to, or conferred upon, him during the previous term from April 1, 2020 to March 31, 2022, as required under various statutes as applicable on the Company for the conduct of its business.

**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- To consider and approve the terms of remuneration of Mr. Desh Deepak Khetrpal, Managing Director & Chief Executive Officer (DIN 02362633) for the financial year 2022-23.**

To consider and if thought fit, to 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 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 financial year 2022-23 as detailed below, with the authority to the Board to alter and vary the terms and conditions related to remuneration payable to him 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	39,00,000	4,68,00,000
<b>Allowances and perquisites</b>		
Special Allowance/ Pay	5,33,050	63,96,600
Medical Allowance/ Reimbursements	10,000	1,20,000
Leave Travel Allowance	1,00,000	12,00,000
<b>Gross Salary</b>	<b>45,43,050</b>	<b>5,45,16,600</b>

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

- (i) Suitable Company leased accommodation/house rent allowance of Rs. 3,00,000/- (Rupees three lakh) per month.
- (ii) Company car fully maintained and chauffeur driven.
- (iii) Annual performance linked variable pay of Rs. 2,34,00,000/- (Rupees two crore thirty-four lakh only), payable up to 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) Perquisite value, if any, arising on account of exercise of Employee Stock Options granted earlier under the Employee Stock Option Plan of the Company.
- (v) Contribution to Provident Fund, Gratuity Fund and National Pension Scheme as per the Rules of the Company.
- (vi) Encashment of un-availed leave at the end of the tenure or at specified intervals as per the Rules of the Company.
- (vii) Appointment will be terminable by either party by giving three months' notice or salary in lieu thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits during the financial year, the aggregate salary, perquisites, bonus, benefits, allowances and other payments paid to Mr. Desh Deepak Khetrpal shall be paid as minimum remuneration subject to compliance with the provisions of 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 the order of the Board  
For Orient Cement Limited**

Place: New Delhi  
Dated: May 11, 2022

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

**Notes:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“Act”), setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto and forms part of this notice.
2. In accordance with the aforesaid MCA Circulars, the Postal Ballot Notice is being sent in electronic mode to those Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, May 13, 2022 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company/ the Depository Participant(s). For members who have not registered their e-mail IDs, please follow the instructions given under note no. 4. In compliance with MCA Circulars, physical copies of the Postal Ballot Notice are not being sent to Members for this Postal Ballot.
3. The Postal Ballot Notice is also available on the website of the Company at [www.orientcement.com](http://www.orientcement.com), on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of the agency i.e. KFin Technologies Limited (“**KFintech**”) (formerly KFin Technologies Private Limited) at <https://evoting.kfintech.com> hired for e-voting.
4. Members whose email addresses are not registered can register the same in the following manner:
  - a. Members holding share(s) in physical mode can register their e-mail address and mobile no. on the KFintech weblink at <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> by providing the requisite details. In case of any query, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or contact Mr. S V Raju, Deputy Vice President of KFin Technologies Limited at **1800 309 4001** (Toll Free).
  - b. Members holding share(s) in electronic mode are requested to register/update their e-mail address with their respective Depository Participants (“DPs”) for receiving all communications from the Company electronically.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Management Rules and Regulation 44 of SEBI Listing Regulations, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of KFintech as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the Members are requested to read carefully before casting their vote.
6. The e-voting period commences at **9:00 AM (IST) on Saturday, May 21, 2022 and ends at 5:00 PM (IST) on Sunday, June 19, 2022**. The e-voting module shall be disabled by KFintech for voting thereafter. During this period, shareholders of the Company, holding shares, either in physical form or in dematerialized form, as on the cut-off date of **Friday, May 13, 2022**, may cast their vote electronically. Once the vote on a resolution is cast, the shareholder shall not be allowed to change it subsequently. A person who is not a member as on the cut- off date should treat this notice for information purpose only.
7. Subject to receipt of requisite number of votes, the resolutions proposed in the Notice shall be deemed to be passed on the last date of e-voting itself i.e., **Sunday, June 19, 2022**.
8. Mr. Atul Kumar Labh, Practising Company Secretary (Membership No. FCS 4848), of M/s. A.K. Labh & Co., Company Secretaries, Kolkata, has been appointed as the Scrutinizer to scrutinize the Postal Ballot process, in a fair and transparent manner.
9. Within a period of 2 working days from the conclusion of the e-voting, the Scrutinizer will submit his report after completion of scrutiny, to the Chairman or any person authorised by him, on or before **Tuesday, June 21, 2022**, who will declare the results of Postal Ballot.
10. The declared results along with the report of the scrutinizer shall be forwarded to BSE and NSE and shall be uploaded on the website of the Company [www.orientcement.com](http://www.orientcement.com) and on the website of KFintech at <https://evoting.kfintech.com/> and will be displayed at its Registered Office immediately after the declaration of the result.
11. All documents referred to in the notice are available for inspection by the Members through electronic mode up to the last date specified for voting. The Members may write to the Company at [investors@orientcement.com](mailto:investors@orientcement.com), in this regard.

## 12. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

### I. FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT

In terms of the SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual shareholders holding shares of the Company in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email address in their demat accounts to access e-voting facility.

Login method for Individual shareholders holding shares in demat mode, as devised by the Depositories/ Depository participants, is given below:

NSDL	CDSL
<p>1. User already registered for IDeAS facility of NSDL:</p> <p>i. Type in the browser/click on the e-Services link: <b><a href="https://eservices.nsd.com">https://eservices.nsd.com</a></b></p> <p>ii. Click on the 'Beneficial Owner' icon under 'IDeAS' section.</p> <p>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'.</p> <p>iv. Click on 'Active e-voting Cycles' option under e-voting.</p> <p>v. Click against Company name ('<b>Orient Cement Limited</b>') or e-voting service provider ('KFintech') and you will be re-directed to e-voting page of the service provider i.e. KFintech for casting your vote during the remote e-voting period. You can now cast your vote without any further authentication.</p>	<p>1. User already registered for Easi/Easiest facility of CDSL:</p> <p>i. Type in the browser/click on any of the following links: <b><a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a></b> or <b><a href="http://www.cdslindia.com">www.cdslindia.com</a></b></p> <p>ii. Click on New System Myeasi/Login to My Easi option under Quick Login.</p> <p>iii. Enter your User ID and Password for assessing Easi/Easiest.</p> <p>iv. Click against Company name ('<b>Orient Cement Limited</b>') or e-voting service provider ('KFintech') and you will be re-directed to e-voting page of the service provider i.e. KFintech for casting your vote during the remote e-voting period. You can now cast your vote without any further authentication.</p>
<p>2. User not registered for IDeAS e-Services facility of NSDL:</p> <p>i. To register type in the browser/click on, any of the following e-Service link: <b><a href="https://eservices.nsd.com">https://eservices.nsd.com</a></b> or <b><a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></b></p> <p>ii. Select 'Register Online for IDeAS'</p> <p>iii. Proceed to complete your registration using your DP ID, Client ID, mobile number and other required details.</p> <p>iv. After successful registration, follow the steps mentioned under Para 1 above to cast your vote.</p>	<p>2. User not registered for Easi/Easiest facility of CDSL:</p> <p>i. To register type in the browser/click on the following link: <b><a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></b></p> <p>ii. Proceed to complete your registration using your DP ID, Client ID, mobile number and other required details.</p> <p>iii. After successful registration, follow the steps mentioned under Para 1 above to cast your vote.</p>
<p>3. User may directly access the e-voting website of NSDL:</p> <p>i. Type in the browser /click on the following link: <b><a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a></b></p> <p>ii. Click on the icon 'Login' which is available under 'Shareholder/Member' section.</p>	<p>3. User may directly access the e-voting website of CDSL:</p> <p>i. Type in the browser /click on the following link: <b><a href="http://www.cdslindia.com">www.cdslindia.com</a></b> or <b><a href="https://www.evotingindia.com">https://www.evotingindia.com</a></b></p> <p>ii. Click on e-voting and enter your DP ID &amp; Client ID and PAN.</p>

<p>iii. Enter User ID (i.e. 16-digit demat account number held with NSDL starting with IN), Password/OTP and the Verification Code as shown on the screen.</p> <p>iv. Post successful authentication, you will be redirected to e-voting page on NSDL website.</p> <p>v. Click on 'Active e-voting Cycles / VC or OAVMs' option under e-voting.</p> <p>vi. Click against Company name ('<b>Orient Cement Limited</b>') or e-voting service provider ('KFintech') and you will be re-directed to the e-voting page of service provider i.e. KFintech for casting your vote during the remote e-voting period. You can now cast your vote without any further authentication.</p>	<p>iii. System will authenticate user by sending OTP on registered mobile no. &amp; email address as recorded in the demat Account.</p> <p>iv. After successful authentication, you will enter e-voting module of CDSL.</p> <p>v. Click against Company name ('<b>Orient Cement Limited</b>') or e-voting service provider ('KFintech') and you will be re-directed to e-voting page of the service provider i.e. KFintech for casting your vote during the remote e-voting period. You can now cast your vote without any further authentication.</p>
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### Procedure to Login through Demat accounts of shareholders/Website of Depository Participants

Individual shareholders (holding shares in demat mode) can access e-voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts/websites of Depository Participants registered with NSDL/ CDSL. An option for 'e-voting' will be available after successful login. Click on the option 'e-voting' and you will be redirected to e-voting modules of NSDL/CDSL (as may be applicable). Click against Company name ('**Orient Cement Limited**') or e-voting service provider ('KFintech') and you will be re-directed to e-voting page of service provider, i.e., KFintech for casting your vote during the remote e-voting period. You can now cast your vote without any further authentication.

### IMPORTANT NOTE

Shareholders who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

<p><b>Contact details of NSDL – In case shareholders face any technical issue</b></p> <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> or <b>1800 22 44 30</b></p>	<p><b>Contact details of CDSL – In case shareholders face any technical issue</b></p> <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>.</p>
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## II. FOR NON-INDIVIDUAL SHAREHOLDERS AND SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM

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

### A. In case a shareholder receives an e-mail from the Company/KFintech (RTA) [for shareholders 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 (i.e., user-id and password) mentioned in the email communication. The e-voting Event Number and your Folio Number or your DP ID Client ID will be your User- ID.

### User – ID: For shareholders holding shares in Demat form:

For NSDL: 8 Character DP ID starting with IN followed by 8 Digits Client ID

For CDSL: 16 digits beneficiary ID

**User – ID: For shareholders holding shares in Physical Form:**

EVEN 6583 followed by Folio No. registered with the Company/RTA.

Password: Your unique password is sent via e-mail forwarded through the electronic notice.

Captcha: Please enter the verification code i.e., the alphabets and numbers in the exact way as they are displayed for security reasons.

iii. After entering these details correctly, click on 'LOGIN'.

iv. If you are logging for the first time, you will 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 e-voting Event Number 'EVEN' i.e., **Orient Cement Limited**.

vii. On the voting page you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. 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 shareholder 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. Shareholders 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, shareholders can login any number of times till they have voted on the resolution(s).

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

i. Shareholders holding shares in physical mode, who have not registered/updated their email addresses with the Company, are requested to register/update the same by clicking on <https://ris.kfintech.com/client services/mobilereg/mobileemailreg.aspx> or by providing necessary details like folio no., name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to [evoting@kfintech.com](mailto:evoting@kfintech.com) or [investors@orientcement.com](mailto:investors@orientcement.com).

ii. Shareholders holding shares in dematerialised mode, shall provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by email to [evoting@kfintech.com](mailto:evoting@kfintech.com) or [investors@orientcement.com](mailto:investors@orientcement.com).

iii. After due verification, the Company/KFintech will forward your login credentials at your registered e-mail address.

iv. Follow the instructions at II (A) (i) to (x) to cast your vote.

**III. Any member who has forgotten the User ID and Password, may obtain/generate/retrieve the same from KFintech in the manner as mentioned below:**



- a. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD <space> e-voting Event Number+ Folio No. or DP ID Client ID to 9212993399  
Example for NSDL: MYEPWD <SPACE> IN12345612345678  
Example for CDSL: MYEPWD <SPACE> 1402345612345678  
Example for Physical: MYEPWD <SPACE> XXXX123456789
- b. 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.
- c. Member may send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@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 KFin Tech's e-voting platform, then he/she/it can use his/her/its existing password for logging-in.

#### IV. GENERAL INSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS

- i. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., to the Scrutinizer at [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and [investors@orientcement.com](mailto:investors@orientcement.com).
- ii. In case of any queries, please visit 'Help' and 'Frequently Asked Questions' (FAQs) section/e-voting user manual available through a dropdown menu in the 'Downloads' section available at RTA's website <https://evoting.kfintech.com> or call at toll free no. **1800-309-4001**. Any grievance relating to e-voting may be addressed to Mr. S V Raju, Deputy Vice President, at e-mail id: [emeetings@kfintech.com](mailto:emeetings@kfintech.com), Ph. No. **1800-309-4001**.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No 1 and 2 collectively:**

The term of Mr. Desh Deepak Khetrpal (DIN 02362633) as Managing Director of the Company expired on March 31, 2022 and the Board of Directors in their meeting held on January 31, 2022 approved his re-appointment for another term of 2 years w.e.f. 1<sup>st</sup> April, 2022 on such remuneration as may be recommended by the Nomination and Remuneration cum Compensation Committee from time to time, subject to the approval of the Board and the shareholders of the Company. Mr. Desh Deepak Khetrpal is not debarred for such appointment by any order of the SEBI or any authority.

Mr. Khetrpal, aged 66 years, is a professional, holding 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. He is associated with the Company as Managing Director and CEO since 2012. Mr. Khetrpal is the driving force behind the Company. Mr. Khetrpal is a man with a vision to create a business of excellence and is an 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 11, 2022 has recommended revision in the remuneration of Mr. Khetrpal for the financial year 2022-23 as set out in resolution no. 2 of the Notice, 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 e-voting. Members seeking to inspect such documents can send an email to [investors@orientcement.com](mailto:investors@orientcement.com).

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 but not obliged to exercise, 3,32,760 stock options up to August 3, 2022, after which they shall lapse and the balance 4,99,140 stock options up to August 3, 2023. No additional stock options are proposed or intended to be granted to Mr. Khetrpal under the Employee Stock Option Scheme 2015 of the Company.

None of the Directors except Mr. Khetrpal being an appointee, Key Managerial Personnel of the Company and their respective relatives (to the extent of their shareholding in the Company, if any) is in any way concerned or interested, financially or otherwise, in the said Resolutions.

The Board recommends the Ordinary Resolutions set forth in item nos. 1 and 2 of the Notice for the approval of the Members.

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

Place: New Delhi  
Dated: May 11, 2022

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

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

<b>Name</b>	<b>Mr. Desh Deepak Khetrpal</b>
<b>DIN</b>	02362633
<b>Age</b>	66 years
<b>Qualifications</b>	Honours Degree in Business & Economics and Masters Degree in Business Administration in Marketing & Finance from the Delhi University
<b>Experience</b>	44 years
<b>Terms and conditions of appointment/re-appointment including remuneration proposed to be paid</b>	As detailed in Resolution No. 1 and 2 read with explanatory statement(s) thereto
<b>Details of remuneration last drawn</b>	Rs. 790.49 Lakhs (paid during FY 2021-22)
<b>Date of first appointment on the Board</b>	April 2, 2012
<b>Expertise in specific functional areas</b>	Marketing, Finance and Business Administration
<b>Directorships held in other listed entities in India</b>	1. HIL Limited 2. Orient Electric Limited
<b>Memberships/ Chairmanships of Committees of Board in listed entities in India</b>	1. HIL Limited <ul style="list-style-type: none"> <li>• Audit Committee-Member</li> <li>• Corporate Social Responsibility Committee –Chairman</li> <li>• Risk Management Committee- Member</li> </ul> 2. Orient Electric Limited <ul style="list-style-type: none"> <li>• Audit Committee-Member</li> <li>• Corporate Social Responsibility Committee –Member</li> <li>• Risk Management Committee – Member</li> </ul> 3. Orient Cement Limited <ul style="list-style-type: none"> <li>• Audit Committee-Member</li> <li>• Stakeholders' Relationship Committee –Member</li> <li>• Corporate Social Responsibility Committee –Member</li> <li>• Risk Management Committee – Member</li> </ul>
<b>Shareholding in the Company</b>	Nil
<b>Relationship with any other Director/Key Managerial Personnel of the Company</b>	No
<b>Number of Board Meetings attended during the year 2021-22</b>	All the 6 meetings during FY 2021-22
<b>Names of listed entities from which the person has resigned in the past three years</b>	Oriental Bank of Commerce