

May 28, 2019

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

Re. Secretarial Compliance Report

Dear Sir(s),

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Secretarial Compliance Report for the year ended March 31, 2019.

Thanking you,

Yours faithfully,
For **Orient Cement Limited**



Nidhi Bisaria
Company Secretary
Membership No. F5634

Encl. As stated

RANJEET PANDEY & ASSOCIATES

Company Secretaries

Secretarial Compliance Report of Orient Cement Limited for the year ended on 31st day of March, 2019

We, Ranjeet Pandey & Associates, a firm of practicing Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by Orient Cement Limited ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the BSE Limited and National Stock Exchange of India Limited (hereinafter to be referred as "Stock Exchanges")
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st day of March, 2019 ("Review Period") in respect of compliance with the provisions of:

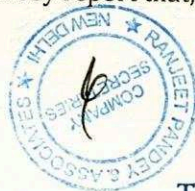
- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:



A-62, Basement, Defence Colony,
New Delhi-110024

Tel:- 011-46074119, +91-9810558049
Email- rpa@rpalegal.com; cs.ranjeet@gmail.com

- a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-


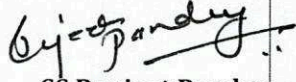
Sr. No.	Compliance Requirement (Regulations / circulars / guideline including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Regulation 30 of (Listing Obligations and Disclosure Requirements): Notice of Annual General Meeting	<i>The notice of AGM was not provided to the Stock Exchange.</i>	On July 17, 2018, due information has been given to Stock Exchanges regarding AGM to be held on 17 th August, 2018, however, complete copy of notice of AGM was not enclosed.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action Taken By	Details of Violation	Details of action taken e.g. fines, warning letter, debarment etc.	Observations / remarks of the Practicing Company Secretary, if any
N.A.	N.A.	NIL	NIL	None



- d) The listed entity has taken the following actions to comply with the observations made in previous reports: Not Applicable for the year ended on 31st March, 2019, being the first year of its applicability on the listed entity.

<p>Place: New Delhi Date: 28/05/2019</p>	<p style="text-align: right;">For Ranjeet Pandey & Associates Company Secretaries</p> <div style="text-align: center;"></div> <p style="text-align: right;"> CS Ranjeet Pandey FCS- 5922, CP No.- 6087</p>
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