

August 13, 2024

Ref: OCL/SE/2024-25/43

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

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

Scrip Code: 535754

Symbol: ORIENTCEM

Dear Sir/ Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot

Please find enclosed herewith the Notice of Postal Ballot (‘Notice’) dated August 5, 2024, along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 (the ‘Act’) read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for seeking approval of the Members of the Company on the following Special business, as set out in the said Postal Ballot Notice (“Notice”):

Special Business	Type of Resolution
Appointment of Mr. Kartick Maheshwari (DIN: 07969734) as an Independent Director of the Company.	Special

In compliance with the requirements of the Act read with various circulars issued by Ministry of Corporate Affairs, 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, August 9, 2024. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The Company has engaged National Securities Depositories Limited (“NSDL”), for providing facility for remote e-voting. The remote e-voting period shall commence on **Wednesday, August 14, 2024, at 9:00 A.M. (IST)** and end on **Thursday, September 12, 2024, at 5:00 P.M. (IST)**. During this period, members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e., August 9, 2024, may cast their vote by remote e-voting. Thereafter, the e-voting module shall be disabled by NSDL. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently. The communication of the assent or dissent of the Members would only take place through the e-voting system.

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

CIN No: L26940OR2011PLC013933

The Notice shall also be uploaded on the website of the Company, i.e. <https://orientcement.com/disclosure-reg-46/postal-ballot/> and on the e-voting website of NSDL at www.evoting.nsdl.com.

Kindly take the same on record.

Yours faithfully,
For **Orient Cement Limited**

Diksha Singh
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

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

Tel: 011-42092100, 011-42092190

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

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given pursuant to Sections 108 and 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, ("Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars, including Circular no.09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars"), 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, Secretarial Standard-2 on general meeting ("SS-2") issued by the Institute of Company Secretaries of India (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the Special Resolution as set out in this Postal Ballot Notice ("Notice") is proposed for consideration by the Members of Orient Cement Limited ("the Company") for passing by means of Postal Ballot by voting through electronic means only ("e-voting"/ "remote e-voting").

In accordance with the provisions of the MCA Circulars, this Notice is being sent by email only, to the members whose e-mail addresses are registered with the Company/ Depository Participants ('DP')/Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the members on the resolution proposed in this Notice will be considered only through the remote e-voting system. Detailed statement pursuant to Section 102 of the Act setting out the material facts pertaining to said resolution and instructions for e-voting are annexed to this Notice.

SPECIAL BUSINESS

Item No. 1: Appointment of Mr. Kartick Maheshwari (DIN: 07969734) as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act"), if any, and the Rules made thereunder, Regulation 17, 25 and any other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, and upon the recommendation of the Nomination and Remuneration cum Compensation Committee, and that of the Board of Directors, Mr. Kartick Maheshwari (DIN: 07969734), who was appointed as an Additional Director, designated as an Independent Director w.e.f. August 9, 2024, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and being eligible for appointment under the provisions of the Act and the Rules framed thereunder, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years w.e.f. August 9, 2024 till August 8, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof if any), be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

By the order of the Board of Directors
For Orient Cement Limited
Sd/-

Diksha Singh

Company Secretary

Membership No. A44999

Date: August 5, 2024

Place: New Delhi

Notes:

1. The statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) read with relevant Rules made thereunder, setting out material facts and reasons, in respect of proposed special resolution is annexed herewith. Details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) is also annexed herewith.
2. In compliance with the MCA Circulars, the Postal Ballot Notice (“Notice”) is being sent by electronic mode alone to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company and as received from National Securities and Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (“Depositories”) as on the **cut-off date i.e. Friday, August 9, 2024** and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.7.
3. 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 Listing Regulations, SS-2 and MCA Circulars, 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 NSDL 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.
4. The Notice is also available on the website of the Company at **www.orientcement.com**, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively and on the website of NSDL at **www.evoting.nsd.com** engaged for e-voting. Any member seeking electronic copy of this notice may write to us at **investors@orientcement.com**.
5. The e-voting facility will be available during following period:

Commencement of e-voting	9:00 AM (IST) on Wednesday, August 14, 2024
End on e-voting	5:00 PM (IST) on Thursday, September 12, 2024

The e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members whose names appear in the Register of Members / List of Beneficial Owners as received from Depositories, as on the **cut-off date i.e. Friday, August 9, 2024**, are entitled to vote electronically on the Resolution set forth in this Notice. 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.

6. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, August 9, 2024, being the cut-off date fixed for the purpose.

7. Manner of Updating KYC details and Registering email address:

- For facilitating to update their aforesaid KYC details, the Company has uploaded required forms – ISR1, ISR2, ISR3, ISR4, SH13 and SH14, as applicable, on its website at www.orientcement.com. Members can download the Forms, as applicable / required, fill in the details and send to the Company's RTA, KFin Technologies Limited ("Kfin/ RTA") for updating the details at einward.ris@kfintech.com. Further, Members holding shares in physical mode and who have not updated their email ID with the Company are requested to update their email addresses by writing to the Company's RTA, at einward.ris@kfintech.com along with the copy of the signed request letter in Form ISR-1 mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member. Members can also submit above details to KFin Technologies Limited, Unit: Orient Cement Limited, Selenium Building, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India –500032.
 - Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail IDs, Members may write to einward.ris@kfintech.com.
8. 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., September 12, 2024. Further, resolution passed by the members through postal ballot is deemed to be passed as if it is passed at the general meeting of the Members of the Company.
 9. 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.
 10. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any other authorized officer of the Company. The results of e-voting will be announced within two working days after the last date of voting and will be displayed on the Company's website www.orientcement.com and will also be communicated to the Stock Exchanges and NSDL. The Company will also display the results of the Postal Ballot at its Registered Office and Corporate Office.
 11. All the material documents referred to in the statement pursuant to Section 102 of the Act will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investors@orientcement.com from their registered e-mail IDs mentioning their name, folio number, DP ID and Client ID during the voting period of the Postal Ballot.
 12. SEBI vide notification dated January 24, 2022, has amended Regulation 40 of Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form.





13. INSTRUCTIONS FOR E-VOTING BY MEMBERS

The way to vote electronically on NSDL e-voting system consists of "Two Steps" as under:

Step 1: Access to NSDL e-voting system:

- A) Login method for Individual shareholders holding securities in demat mode:

Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the e-voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting agency thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Shareholder	Login Method
Individual shareholders holding securities in demat mode with NSDL	<p>a) Users already registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> i. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. ii. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services under Value Added Services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. iii. Click on options available against Company name or e-voting service provider-NSDL and you will be re-directed to NSDL e-voting website for casting your vote during the remote e-voting period. <p>b) Users not registered with IDeAS e-services: Option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>c) Visit the E-voting website of NSDL:</p> <ol style="list-style-type: none"> i. Open web browser and type the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will need to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. ii. After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on the Company name or e-voting service provider-NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. <p>d) Shareholders/Members can also download NSDL mobile app “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Shareholder	Login Method
Individual shareholders holding securities in demat mode with CDSL	<p>a) Users who are registered at CDSL Easi/Easiest, can login through their existing User ID and Password. The option will be made available to reach e-voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>b) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>c) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>d) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from the e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual shareholders (holding securities in demat mode) login through their Depository Participants	Shareholders can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. Once logged-in, shareholder will be able to see the e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein shareholder can see e-voting feature. Click on Company name or e-voting service provider-NSDL and shareholder will be redirected to e-voting website of NSDL for casting vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat for issues related to login through Depository i.e. NSDL and CDSL

NSDL	CDSL
Email: evoting@nsdl.com Phone No.: 022 - 4886 7000	Email: helpdesk.evoting@cdslindia.com Toll free no. 1800 2109911

- B) Login method for e-voting for members other than Individual shareholders holding securities in demat mode and for members holding securities in physical mode.
- Visit the e-voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
 - Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
 - A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
 - Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: If your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: If your Beneficiary ID is 12***** then your User ID is 12*****
c. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example: If folio number is 001*** and EVEN is 101456 then User ID is 101456001***

- v. Password details for members, other than Individual members, are given below:
- If you are already registered for e-voting, then you can use your existing Password to login and cast your vote.
 - If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your Password.
 - How to retrieve your 'initial password'?
 - If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file.
The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - In case you have not registered your e-mail ID with the Company/ Depository, please follow instructions mentioned in this Notice.
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/ folio number, PAN, name and registered address, etc.
 - Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- viii. Now, you will have to click on "Login" button.
- ix. After you click on the "Login" button, home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system

- After successful login you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and general meeting is in active status.
- Select "EVEN" of Company for which you wish to cast your vote during the remote e-voting period.
- Now you are ready for e-voting as the voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.

- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General guidelines for members

- 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** with a copy marked to National Securities Depositories Limited ('NSDL') (agency for providing the Remote e-Voting facility) at evoting@nsdl.com and the Company at investors@orientcement.com.
- ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the Password.
- iii. In case of any queries related to e-voting, you may refer the Help/Frequently Asked Questions ("Help/FAQs") and e-voting user manual available at the download section of www.evoting.nsdl.com. For any grievances connected with facility for e-voting, please contact **Ms. Pallavi Mhatre, Senior Manager, NSDL**, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: evoting@nsdl.com, toll free no: 022 - 4886 7000.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@orientcement.com.
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@orientcement.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
- iii. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No 1:**

The Board of Directors on the recommendation of the Nomination & Remuneration cum Compensation Committee ("NRC Committee") at their meeting held on August 5, 2024, approved the appointment of Mr. Kartick Maheshwari (DIN: 07969734) as an Additional Director of the Company and designated him as an Independent Director of the Company for a period of 5 (five) years commencing from August 9, 2024 upto August 8, 2029, subject to approval of the shareholders by way of special resolution.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Mr. Maheshwari will hold office upto the date of ensuing Annual General Meeting. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), approval of shareholders of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of shareholders is being sought for the appointment of Mr. Maheshwari, through this Postal Ballot.

In terms of the applicable provisions of the Act and Listing Regulations, the Company has received requisite disclosures / declarations from Mr. Kartick Maheshwari including (i) consent to act as Directors u/s 152 of the Act in Form DIR-2; (ii) disclosure of interest under Section 184(1) of the Act in Form MBP-1 (iii) declarations under Section 164 of the Act in Form DIR- 8 to the effect that he is not disqualified to become Director including a declaration that he is not debarred from holding the office of Directors by virtue of any SEBI order or any other such authority; (iv) declaration of independence under Section 149(7) of the Act and Regulation 16(1)(b) of the Listing Regulations; and all other necessary information/declarations. Mr. Maheshwari has also confirmed that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The Company has also received notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Maheshwari for the office of Independent Director of the Company.

Further, in the opinion of the NRC Committee and the Board, Mr. Maheshwari possess the requisite skills experience & knowledge required for the role of an Independent Director of the Company, considering his qualifications and expertise. Keeping in view knowledge, acumen, expertise, experience and positive attributes and upon the recommendation of the NRC Committee, the Board of Directors of the Company approved appointment of Mr. Maheshwari as an Independent Director of the Company.

Mr. Kartick Maheshwari is a Senior Partner at Khaitan & Co. His areas of expertise include Private Equity and Mergers & Acquisitions. He represents family offices, financial sponsors and corporate clients in a range of transactions in the healthcare, real estate, financial services, manufacturing, e-commerce and renewables sectors. This has included several transactions involving (a) complex restructurings and workouts in India; (b) buyout / M&A and growth equity situations; and (c) JV and other strategic investment arrangements.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Kartick Maheshwari will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof of which membership, if any, is held by him, reimbursement of expenses for participation in the meetings and also profit related commission, of such sum as may be recommended by the NRC Committee and approved by the Board, subject to the overall limits as specified under the Act and the Rules framed thereunder.

The terms and conditions of the appointment of Independent Director are uploaded on the website of the Company at <https://orientcement.com/disclosure-reg-46/T-C-for-appointment-of-independent->

[directors/](#) and would also be made available for inspection to the shareholders of the Company as per the details mentioned in the notes of this Notice.

Further, none of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the special resolution set forth at item no. 1 of the Notice for the approval of shareholders for the appointment of Mr. Kartick Maheshwari as an Independent Director of the Company.

Additional details of Mr. Kartick Maheshwari, required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are given in Annexure to this Notice.

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

Sd/-

Diksha Singh

Company Secretary

Membership No. A44999

Place: New Delhi
Date: August 5, 2024

Details of the Director seeking appointment pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, as applicable.

Name	Mr. Kartick Maheshwari
DIN	07969734
Age	43
Qualification	LLM from University of Pennsylvania Law School, BA LLB (Hons) from National Law School of India University, Bangalore
Experience	19 years
Terms and conditions of appointment including remuneration proposed to be paid	As detailed in resolution read with explanatory statement thereto
Details of remuneration last drawn	Not Applicable
Date of first appointment on the Board	August 9, 2024
Expertise in specific functional areas	His areas of expertise include Private Equity and Mergers & Acquisitions.
No. of Board Meetings attended during FY 2024-25	Not Applicable
Directorships held in other entities in India[#]	<ul style="list-style-type: none"> • Pradeep Metals Limited • MJIC Consultancy Private Limited • Eagan Holdco India Private Limited • Hubspot India Private Limited
Name of listed entities from which the person has resigned in the past three years as Director[#]	None
Memberships/ Chairmanships of Committees of Board in listed entities in India	Pradeep Metals Limited - Audit Committee (Chairman) - Nomination & Remuneration Committee (Member)
Shareholding in the Company (including shareholding as a beneficial owner)	Nil
Relationship with any other Director/Key Managerial Personnel of the Company	No

[#] As per disclosure received from the Director