

December 17, 2014

The Secretary
BSE Limited
Corporate Relationship Department, 1st Floor
New Trading Ring, Rotunda Building, P.J.Tower
Dalal Street, Fort,
Mumbai – 400001
corp.relations@bseindia.com

(022)22723121/3719
22722037/39/41/61

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G, 5th Floor,
Bandra-Kurla Complex
Bandra (E), Mumbai – 400051
cmllist@nse.co.in

(022)66418125 / 26
(022)26598237/8238

Sub: Postal Ballot Notice

Dear Sir,

Pursuant to clause 31 of the Listing Agreement, please find attach the Postal Ballot Notice as sent to shareholders for seeking approval of members for creation of charge/ providing of security.

This is for your information and record.

Thanking you,

Yours sincerely,

For Orient Cement Limited



Deepanjali Gulati
(Company Secretary)

Encl: a/a

Orient Cement Limited

CIN:L26940OR2011PLC013933

Registered Office: Unit VIII, Plot No. 7, Bhoinagar, Bhubaneswar, Orissa-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

POSTAL BALLOT NOTICE

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

TO THE SHAREHOLDERS OF THE COMPANY,

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with Companies (Management and Administration) Rules, 2014 (hereinafter referred to as "the Rules") the Company is seeking the consent of the Shareholders' by passing a Special Resolution through process of Postal Ballot under Section 180(1)(a) of the Companies Act, 2013 for creating charge/ providing security on the moveable/ immovable properties of the Company.

The Shareholders of the Company at their Annual General Meeting held on August 13, 2012, had passed an Ordinary Resolution pursuant to Section 293(1)(a) & all other applicable provisions of the Companies Act, 1956 authorised Board of Directors of the Company to create charge/provide security for the sum borrowed on such terms and conditions and in such form and manner and with such ranking, as the Board in its absolute discretion thinks fit, on the assets of the Company.

In terms of Section 180(1)(a) of the Act, which has replaced Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of the Company can create charge/provide security on assets of Company only with the consent of the Company by passing a Special Resolution.

Creation of charge/providing of security on the assets of the Company for the purpose of borrowing may be deemed as disposal of the whole or substantially whole of one or more of the Company's undertaking. In terms of Section 180(1)(a) of the Act, the Board of Directors can exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertaking, only with the consent of the Company, by passing a special resolution. It also attracts the provisions of Section 110 of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014, with respect to matters requiring approval by Postal Ballot.

Keeping in view the above provisions, the Company proposes to obtain shareholders' consent to the proposed Special Resolution by means of Postal Ballot. The members' consideration and approval is sought for the special resolution annexed hereto. The statement to be annexed to the notice under section 102(1) of the Act, setting out the material facts and reasons for the resolution is also appended herewith and is being sent to the members along with Postal Ballot Form for consideration.

Mr. A.K.Lab, Practicing Company Secretary (Membership No. FCS - 4848 / CP - 3238) has been appointed by the Board of Directors of your Company as the scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the completed form in the enclosed self-addressed postage prepaid envelope (if posted in India), so as to reach the Scrutinizer, Mr. A. K. Lab, Scrutinizer for Postal Ballot, Unit: Orient Cement Limited, 40, Weston Street, 3rd Floor, Kolkata-700 013 on or before the close of business hours i.e by 5:30 P.M., on Thursday, January 22, 2015 the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelopes shall be borne and paid by the Company.

E-Voting option

We are pleased to offer e-voting facility also, as an alternate for our members, which would enable them to cast votes electronically, instead of physical postal ballot form. Please carefully read and follow the instructions on e-voting printed in this notice.

The scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the Postal Ballot will be announced on Tuesday, January 27, 2015 by 5:30 P.M at the Birla Tower, 3rd Floor, 25, Barakhamba Road, New Delhi-110 001, Corporate Office of the Company. The result of the Postal Ballot will be posted on the

Company's website : www.orientcement.com besides communicating the same to the National Stock Exchange of India Limited and BSE Limited.

SPECIAL RESOLUTION-CREATION OF CHARGE/ PROVIDING OF SECURITY:

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT in supersession of the Ordinary Resolution passed at the Annual General Meeting held on August 13, 2012, the consent of the Company be and is hereby accorded, in terms of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Board of Directors of the Company ("the Board"), to create such mortgages/charges/hypothecation and/or other encumbrances in addition to the existing mortgage, charges, hypothecation and all other encumbrances, if any, created by the Company on all or any part of the immovable and /or movable properties, current and/or fixed assets, tangible or intangible assets, book debts and /or claims of the Company, where so ever situate, present and future, such charge to rank either pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecation and other encumbrances created or to be created by the Company in favour of Indian or Foreign Institution, Banks and other Lending Institution, and /or to such person, if any(collectively hereinafter called "Parties"), from whom the Company, has already borrowed or proposed to borrow, money/ sums of money by way of term loan(s), cash credit(s), overdraft(s), discounting of bill(s), inter corporate deposit(s), commercial paper(s) or such other financial instrument(s) permitted to be used by the appropriate authorities from time to time together with interest cost thereon, additional interest, compound interest, charges and other incidental expenses in terms of agreement(s) entered /to be entered into by the Board of Directors of the Company, shall not, at any time exceed the limit of Rs. 3,000 crores (Rupees three thousand crores).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalise with the aforesaid Parties or any one of them, the documents for creating the mortgages/charges and accepting or making any alterations, changes, variations to or in the terms and conditions thereof and to do all such acts, deeds, matters and things and to execute all such documents and writings with them as it may consider necessary, for the purposes of giving effect to the forgoing resolution."

By the order of the Board
For Orient Cement Limited

Sd/

Deepanjali Gulati
(Company Secretary)
M. No. FCS-5304

Place : New Delhi
Dated : 7.8.2014

Notes:

1. The Explanatory Statement for the proposed Special Business pursuant to Section 102(1) of the Act is annexed hereto.
2. In terms of section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the business set out in the notice is sought to be passed by postal ballot.
3. The notice of postal ballot is being sent to the members, whose names appear in the register of members or list of beneficial owners as received from National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on November 7, 2014 and voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders as on the same date.
4. The special resolution mentioned above shall be declared as passed, if the number of votes cast in favour of the resolution is three times more than the votes, if any, cast against the said resolution.
5. You are requested to read carefully the instructions printed on the attached Postal Ballot Form and return the Form duly completed, signed, in the enclosed self-addressed postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer on or before the close of business hours i.e. by 5:30 P.M., Thursday January 22, 2015, the last day for receipt of the completed Postal Ballot Forms. Any postal ballot form received after this date and time shall be treated as invalid and shall be rejected.

6. The Board has appointed Mr. A. K. Labh, Practicing Company Secretary (Membership No. FCS - 4848 / CP - 3238), as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
7. The shareholders are requested to exercise their voting rights by using the attached postal ballot form. Shareholders who do not receive the postal ballot form may apply to Company's Corporate Office, Birla Tower, 3rd Floor, Barakhamba Road, New Delhi-110 001 and obtain a duplicate thereof.
8. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman of the Company. The result of the postal ballot will be declared by the Chairman or any one of the Directors of the Company, on Tuesday, January 27, 2015 by 5:30 P.M at the Birla Tower, 3rd Floor, 25, Barakhamba Road, New Delhi-110 001, Corporate Office of the Company. The result shall also be announced to the Stock Exchanges where shares of the Company are listed and intimated through a Press Release in newspapers. The result will also be put on the Company's website www.orientcement.com. The resolution, if approved, will be taken as passed effectively on the date of declaration of results.
9. Company also offers e-voting facility. Please see the instruction below for details:
In compliance with provisions of clause 35B of the Listing Agreement and Section 110 of the Act read with Rule 22 of Companies (Management and Administration) Rules 2014, the Company also offers e-voting facility to all the shareholders. For this purpose, the Company has signed an agreement with National Securities Depository Limited (NSDL) for facilitating e-Voting and is pleased to offer e-Voting facility as an alternate, for its Shareholders to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-Voting is optional.
10. Shareholders' who have registered their e-mail IDs for receipt of documents in electronic mode as prescribed under the Rule 35 of the (Incorporation) Rules, 2014 are sent Notice of Postal Ballot etc. by e-mail through NSDL and to other shareholders are sent by post along with Postal Ballot Forms and Self-addressed Business Reply Envelops.
11. Shareholders to whom documents have been sent physically have the option to vote either through e-Voting or through Postal Ballot Form. In case shareholder who have received Notice of Postal Ballot through e-mail but who wish to vote through Ballot Form can seek duplicate form from the Company's Corporate Office, Birla Tower, 3rd Floor, 25, Barakhamba Road, New Delhi-110 001, fill in the details and send the same to Scrutinizer.
12. In case of e-voting on the website : www.evoting.nsdl.com, voting will commence on and from 9:00 a.m. on Wednesday, December 24, 2014 and end at 5:30 p.m. on Thursday, January 22, 2015.

The instructions for members for voting electronically are as under:-

A. In case of Members receiving the Postal Ballot Form by E-mail:

Log on to the e-voting website: www.evoting.nsdl.com and Click on 'Shareholder-login'.

- i. Enter following details in the appropriate boxes and click "SUBMIT":

	Details
User ID	For NSDL - 8 characters DP ID + 8 digits demat Client ID. For CDSL - 16 digits Beneficial Owner ID. For Physical - EVEN of Company + Registered Folio Number with the Company.
Password	Your unique password has been provided in the Postal Ballot Form or the e mail forwarded by NSDL.

- ii. Insert user id and password as noted in point no (i) above and click login.
- iii. Logging in for the first time, Password change menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. Home page of "e-voting" opens. Click on "e-voting":- Active Voting Cycles. Select the "Electronic Voting Event Number" (EVEN) of the 'Orient Cement Limited'.
- v. Now you are ready for "e-voting" as "Cast Vote" page opens. Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
- vi. Once you have voted on a resolution, you will not be allowed to modify your vote.
- vii. You can log in for any number of times till you have voted on all resolutions during the e-voting period i.e Wednesday, December 24, 2014 to Thursday, January 22, 2015.

viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant board resolution / authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the scrutinizer through e-mail at scrutinizerocl@gmail.com with a copy marked to evoting@nsdl.co.in. The documents can be sent before/immediately after casting the vote. However, in case the same do not reach before closure of voting, the vote so exercised will be rejected in the system.

B. In case a Member receives Postal Ballot Form by Post (for Members whose email addresses are not registered with the Company/Depositories):

- i. Initial User ID and Password is provided with the copy of this Postal Ballot Notice in separate sheet.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (viii) above, to cast vote.

If you are already registered with NSDL for e-voting then you can use your existing user ID and password for login to cast your vote.

In case of queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at "downloads" section for www.evoting.nsdl.com or call on 022-2499 4600.

E-Voting period commence on and from 9:00 a.m. on Wednesday, December 24, 2014 and ends at 5:30 p.m. on Thursday, January 22, 2015. E-voting shall be disabled by NSDL at 5:30 p.m. on Thursday, January 22, 2015.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.1

In terms of Section 180(1)(a) and Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company, shall exercise the power to sell, lease or otherwise dispose of Company's assets and also the power to borrow money, where money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business only with the consent of the Company by passing Special Resolutions.

The Ministry of Corporate Affairs (MCA) vide their Notification dated September 12, 2013 had notified inter-alia the applicability of provisions of Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 with effect from September 12, 2013, which stipulates obtaining prior approval of the Shareholders of the Company by way of Special Resolutions for exercising the specified powers of the Board of Directors relating to borrowing and selling/ disposing off etc. of undertaking(s) of the Company respectively. Therefore Company is now required to obtain consent of the Company by a Special Resolution(s).

The Shareholders of the Company had, at their Annual General Meeting held on August 09, 2014, already authorised the Board by way of Special Resolution under the provisions of Section 180(1)(d) of the Companies Act, 2013, to borrow monies for the Company provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained / to be obtained from the Company's Bankers in the ordinary course of business, shall not exceed Rs. 3,000 crore (Rupees three thousand crores).

In terms of Section 110 of the Companies Act, 2013 read with Rules framed there under, the resolution under section 180(1)(a) of the Companies Act, 2013 has to be passed through Postal Ballot.

The Board of the Directors of your Company recommends the Special Resolution as set out in the Notice for approval of the Members through Postal Ballot.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution except to the extent of their holding of Equity Shares in the Company.

By the order of the Board
For Orient Cement Limited

Sd/

Deepanjali Gulati
(Company Secretary)
M. No. FCS-5304

Place : New Delhi
Dated : 7.8.2014