

Form no. MR-1

[Pursuant to Section 196 read with Section 197 and Schedule V of the Companies Act, 2013 and pursuant to Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014]



Return of appointment of managerial personnel

Form Language English Hindi

Refer instruction kit for filing the form.

1.(a) *Corporate identity number (CIN) of company

(b) Global location number (GLN) of company

2.(a) Name of the company

(b) Address of the registered office of the company

3.(a) *Director Identification number (DIN) or income-tax permanent account number (PAN) or membership number

(b) *Name

4. *Designation Manager Managing Director Whole-time Director

5. *Date of the resolution by the board of directors (DD/MM/YYYY)

6. *Effective date of appointment (DD/MM/YYYY)

7. Terms and conditions including remuneration

(a) Remuneration Per month Per annum

i. Salary (in Rs.)

ii. Perquisites (in Rs.)

iii. Others (in Rs.)

iv. Total of (i) to (iii) (in Rs.)

(b) *Tenure of appointment From (DD/MM/YYYY)

To (DD/MM/YYYY)

(c) Other terms, if any

As per the Board Resolution attached, including, but not limited to:
1. Entitlement to shares of the Company in accordance with the Employees Stock Option Scheme of the Company.
2. Encashment of un-availed leave at the end of the tenure or at specified intervals will be as per the Rules of the Company.

8.*(a) Whether the age of the appointee is more than 70 years Yes No

9.*(a) Whether the appointee had been convicted or detained under any of the Acts mentioned in Part I of Schedule V
 Yes No

10.*(a) Whether the approval for such appointment has been obtained from the members in general meeting
 Yes No

11.*(a) Whether the appointee has been disqualified for appointment of director under section 164 of the Act
 Yes No

Attachments

List of attachments

1.* Copy of board resolution

Attach

2.* Copy of letter of consent to act as
Managing Director/ Whole time Director/Manager ;

Attach

3. Copy of certificate by the Nomination and

Attach

Remuneration Committee of the company, if any, to the effect that
the remuneration is as per remuneration policy of the company

Consent -DDK-DIR-2.pdf
CTC- BM -27-04-2020-VC.pdf
Clarification for Form MR-1.pdf
CTC- 23-03-2020 -VC.pdf

Remove Attachment

4. Optional attachments, if any

Attach

Declaration

I am authorized by the Board of Directors of the Company vide resolution no.* dated*
to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in
respect of the subject matter of this form and matters incidental thereto have been complied with.

I also declare that all the information given herein above is true, correct and complete including the attachments
to this form and nothing material has been suppressed.

*To be digitally signed by



*Designation

Company Secretary

*DIN of the director; or DIN or PAN of the manager or CEO or CFO; or

Membership number of the company secretary

5634

Certificate by practicing professional

I declare that I have been duly engaged for the purpose of certification of this form. It is hereby certified that I have gone through the provisions of the Companies Act, 2013 and Rules thereunder for the subject matter of this form and matters incidental thereto and I have verified the above particulars(including attachment(s)) from the original records maintained by the Company which is subject matter of this form and found them to be true, correct and complete and no information material to this form has been suppressed. I further certify that;

- a. The said records have been properly prepared, signed by the required officers of the Company and maintained as per the relevant provisions of the Companies Act, 2013 and were found to be in order;
- b. All the required attachments have been completely and legibly attached to this form.

*To be digitally signed by



- Chartered accountant (in whole-time practice) or
 Cost accountant (in whole-time practice) or
 Company secretary (in whole-time practice)

Whether Associate or Fellow Associate Fellow

Membership No.

4816

Certificate of Practise number

3222

Note: Attention is drawn to provisions of Section 448 and 449 which provide for punishment for false statement / certificate and punishment for false evidence respectively.

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company

Form DIR-2

Consent to act as a director of a company

[Pursuant to section 152(5) and rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014]

To

Orient Cement Limited
3rd Floor, Birla Tower,
25, Barakhamba Road,
New Delhi-110 001

Subject: Consent to act as a director

I, Desh Deepak Khetrpal, hereby give my consent to act as a Managing Director of Orient Cement Limited, pursuant to sub-section (5) of section 152 of the Companies Act, 2013 and certify that I am not disqualified to become a director under the Companies Act, 2013.

- | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| 1. Director Identification Number (DIN): | 02362633 |
| 2. Name (in full): | Desh Deepak Khetrpal |
| 3. Father's Name (in full): | Amar Nath Khetrpal |
| 4. Address: | 3/11, 1 st Floor, Shanti Niketan,
New Delhi - 110021 |
| 5. E-mail id: | deepak.khetrapal@orientcement.com |
| 6. Mobile No: | 8800177711 |
| 7. Income-tax PAN : | AAIPK8004C |
| 8. Occupation: | Service |
| 9. Date of birth: | 05-07-1955 |
| 10. Nationality: | Indian |
| 11. No. of companies in which I am already a director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager. | 3 |
| 12. Particulars of membership No. and Certificate of practice No. if the applicant is a member of any professional Institute. | N/A..... |

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Declaration

I declare that I have not been convicted of any offence in connection with the promotion, formation or management of any company or LLP and have not been found guilty of any fraud or misfeasance or of any breach of duty to any company under this Act or any previous company law in the last five years. I further declare that if appointed my total Directorship in all the companies shall not exceed the prescribed number of companies (*) in which a person can be appointed as a Director.

- (*)
1. Directorship in 20 companies including alternate directorship, out of which maximum no. of public companies shall not exceed 10.
 2. For reckoning the limit of public companies, directorship in private companies that are either holding or subsidiary company of a public company shall be included.

Place: New Delhi

Date: 13/03/2020

Signature:.....

Name: Desh Deepak Khetrapal

DIN : 02362633

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Attachments:

1. Proof of identity
2. Proof of residence

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY BOARD OF DIRECTORS OF ORIENT CEMENT LIMITED IN THEIR MEETING HELD ON MARCH 23, 2020, THROUGH VIDEO CONFERENCING, AT NEW DELHI

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“**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 and subject to the approval of the shareholders of the Company, approval of Central Government and/ or approval of other Government/ regulatory authorities/ agencies, as may be necessary, consent of the Board be and is hereby accorded to the re-appointment of Mr. Desh Deepak Khetrpal (DIN 02362633) as Managing Director & Chief Executive Officer of the Company with effect from April 1, 2020 for a period of 2 (two) years on the below mentioned terms & conditions including remuneration:-

A. Tenure of Re-appointment

From April 1, 2020 to March 31, 2022

B. Remuneration

From April 1, 2020 to March 31, 2021

Particulars	P.M (Rupees)	P.A (Rupees)
Basic Salary/ Basic Pay	27,00,000	3,24,00,000
Allowances and perquisites:		
Personal Allowance/ Pay	14,00,000	1,68,00,000
Special Allowance/ Pay	14,11,538	1,69,38,456
Medical Allowance/Reimbursements	10,000	1,20,000
LTA	2,25,000	27,00,000
Gross Salary	57,46,538	6,89,58,456



Orient Cement Limited

Corporate Office: Birla Tower, 3rd fl, 25 Barakhamba Road, New Delhi 110001, India. 011 42092100

Registered Office: Unit VIII, Plot No.7, Bhoinagar, Bhubaneswar, Odisha 751012, India www.orientcement.com

CIN No: L26940OR2011PLC013933

- C. In addition to the above, the Managing Director & Chief Executive Officer shall be provided suitable Company leased accommodation/ House Rent Allowance of ₹ 4,00,000/- per month and Company car (fully maintained and chauffeur driven) for official use.
- D. Mr. Khetrupal shall also be entitled to an Annual performance linked variable pay of up to ₹ 1,86,00,000/-. The performance linked variable pay can be paid up to 120% of ₹ 1,86,00,000/- on achieving certain additional performance criteria as specified by the Nomination & Remuneration cum Compensation Committee of the Company from time to time.
- E. Entitlement to shares of the Company in accordance with the Employees Stock Option Scheme as adopted by the Company.
- F. Contribution to provident fund, gratuity and superannuation Fund will be as per the Rules of the Company.
- G. Encashment of un-availed leave at the end of the tenure or at specified intervals will be as per the Rules of the Company and does not form part of the abovementioned compensation.
- H. Appointment will be terminable by either party by giving three months' notice or salary in lieu thereof.

RESOLVED FURTHER THAT the re-appointment of Mr. Desh Deepak Khetrupal shall not be subject to retirement by rotation.

RESOLVED FURTHER THAT the aggregate salary, perquisites, bonus, benefits, allowances and other payments payable to Mr. Desh Deepak Khetrupal shall be subject to the limits prescribed under Section 197 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 for the time being in force.



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RESOLVED FURTHER THAT the aggregate salary, perquisites, bonus, benefits, allowances and other payments paid to Mr. Desh Deepak Khetrpal shall be subject to revision w.e.f. April 1, 2021.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, in the event of loss or inadequacy of profits in any financial year during his tenure, the Company will subject to applicable laws and such sanctions and approvals as may be required, pay remuneration to Mr. Desh Deepak Khetrpal as provided in this resolution, as minimum remuneration even if it exceeds 5 (five) percent of the net profits of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including seeking approvals/ sanctions of the Government and/ or other authorities/ agencies as may be applicable and to settle any question or doubt that may arise in relation thereto, in order to give effect to the foregoing resolution.”

For **Orient Cement Limited**




Nidhi Bisaria

(Company Secretary)

Flat No. 506, SG Impression,

Sector 4B, Vasundhara,

Ghaziabad -201012

M.No.-F5634

Email: Nidhi.bisaria@orientcement.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY BOARD OF DIRECTORS OF ORIENT CEMENT LIMITED IN THEIR MEETING HELD ON APRIL 27, 2020, THROUGH VIDEO CONFERENCING, AT NEW DELHI

“RESOLVED THAT in partial modification of the resolution passed by the Board at its meeting held on March 23, 2020 and pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“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, the Nomination & Remuneration Policy of the Company and subject to the approval of the shareholders of the Company, approval of Central Government and/ or approval of other Government/ regulatory authorities/ agencies, as may be necessary, consent of the Board be and is hereby accorded to the revision in remuneration payable to Mr. Desh Deepak Khetrupal (DIN 02362633), Managing Director & Chief Executive Officer of the Company for the financial year 2020-21 as under:-

B. Remuneration

From April 1, 2020 to March 31, 2021

Particulars	P.M (Rupees)	P.A (Rupees)
Basic Salary/ Basic Pay	30,00,000	3,60,00,000
Allowances and perquisites:		
Personal Allowance/ Pay	12,00,000	1,44,00,000
Special Allowance/ Pay	11,88,608	1,42,63,296
Medical Allowance/Reimbursements	10,000	1,20,000
LTA	2,50,000	30,00,000
Gross Salary	56,48,608	6,77,83,296



- C. In addition to the above, the Managing Director & Chief Executive Officer shall be provided suitable Company leased accommodation/ House Rent Allowance of ₹4,00,000/- per month and Company car (fully maintained and chauffeur driven) for official use.
- D. Mr. Khetrupal shall also be entitled to an Annual performance linked variable pay of up to ₹ 1,12,29,500/-. The performance linked variable pay can be paid up to 120% of ₹ 1,12,29,500/- on achieving certain additional performance criteria as specified by the Nomination & Remuneration cum Compensation Committee of the Company from time to time.
- E. Entitlement to shares of the Company in accordance with the Employees Stock Option Scheme as adopted by the Company.
- F. Contribution to provident fund, gratuity and superannuation Fund will be as per the Rules of the Company.
- G. Encashment of un-availed leave at the end of the tenure or at specified intervals will be as per the Rules of the Company and does not form part of the abovementioned compensation.
- H. Appointment will be terminable by either party by giving three months' notice or salary in lieu thereof.

RESOLVED FURTHER THAT all other terms of appointment of Mr. Desh Deepak Khetrupal approved by the Board and approvals accorded in this regard at its meeting held on March 23, 2020 shall remain the same.”

For **Orient Cement Limited**




Nidhi Bisaria

(Company Secretary)

Flat No. 506, SG Impression,

Sector 4B, Vasundhara,

Ghaziabad -201012

M.No.-F5634

Email: Nidhi.bisaria@orientcement.com

FORM 'DIR-8'

Intimation by Director

[Pursuant to Section 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014]

Registration No. of Company : L269400R2011PLC013933
Nominal Capital : Rs. 50,00,00,000/-
Paid-up Capital : Rs. 20,48,68,760/-
Name of Company : Orient Cement Limited
Address of its Registered Office : Unit VIII, Plot No. 7, Bhoinagar,
Bhubaneswar, Orissa-751 012

To
The Board of Directors of
Orient Cement Limited

I, Desh Deepak Khetrpal s/o Shri Amar Nath Khetrpal, resident of 3/11, 1st Floor, Shanti Niketan, New Delhi -110021, being a Managing Director in the Company hereby give notice that I am/was a Director in the following Companies during the last three years: -

S. No.	Name of the Company(ies)	Date of Appointment	Date of Cessation
1	Orient Cement Limited	02-04-2012	-
2.	HIL Limited	28-10-2013	-
3.	Orient Electric Limited	19-01-2018	-
4.	Oriental Bank of Commerce	30-09-2014	-

I further confirm that I have not incurred disqualification under Section 164(2) of the Companies Act, 2013 in any of the above Companies, in the previous financial year, and that I, at present, stand free from any disqualification from being a Director.

Date: 13/03/2020

Signature: 
Name: DESH DEEPAK KHETRPAAL
DIN No: 02362633

KB