

NOTICE

NOTICE is hereby given that the 2nd Annual General Meeting of the Members of Orient Cement Limited will be held on Wednesday, August 7, 2013 at 2:00 P.M. at Unit –VIII, Plot No. 7, Bhoinagar, Bhubaneswar-751012, Orissa to transact the following businesses:-

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013, the Profit & Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon.
2. To declare a dividend on Equity Shares for the financial year ended March 31, 2013.
3. To elect Director in place of Director retiring by rotation.
4. To appoint auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution thereof:-

“RESOLVED THAT M/s S.R. Batliboi & Co. LLP, Chartered Accountants, be and are hereby re-appointed as the auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors.”

Special Business

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions, if any, of the Companies Act, 1956, Mr. Vinod Kumar Dhall, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation, in terms of the provisions of the Articles of Association of the Company.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 257 and other applicable provisions, if any, of the Companies Act, 1956, Mr. Rabindranath Jhunjhunwala, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company, liable to retire by rotation, in terms of the provisions of the Articles of Association of the Company.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Article 105 and Article 115 of the Articles of Association of the Company and Sections 198, 269, 309, 311 and all other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956 (hereinafter referred to as “the Act”), (including any statutory modification(s) or re-enactment(s) thereof, for time being in force), consent of the Company be and is hereby accorded to the appointment of Mr. Desh Deepak Khetrpal, as Managing Director of the Company for a period of three years effective from April 02, 2012, with liberty to either party to terminate the appointment on three month’s notice in writing to the other, at a remuneration and on terms set out below:-

(i) Salary (Basic) per month:

₹ 8,50,000/- subject to such increments as the Board may approve from time to time provided that the monthly salary shall not exceed ₹ 12,50,000/-.

(ii) Other Allowances (per month):

Personal allowance ₹ 2,36,000/

Special allowance ₹ 2,36,000/-

Subject to such increments as the Board may approve from time to time provided that the monthly allowances shall not exceed ₹ 8,00,000/-

(iii) **Other Perquisites**

(a) **Housing**

Expenditure by the Company on hiring accommodation for the Managing Director

(b) **Medical/ Allowance Reimbursement**

₹ 8,50,000/- per annum

(c) **Leave**

In accordance with the rules framed by the Company

(d) **Leave Travel Allowance/ LTC**

₹ 8,50,000/- per annum

(e) Contribution to Provident Fund and Superannuation/ Annuity Fund will be as per Scheme of the Company.

(f) Gratuity payable shall be at a rate not exceeding 15 days salary for each completed year of service or part thereof in excess of six months as per Scheme of the Company.

(g) Encashment of unavailed leave at the end of the tenure or at specified intervals will be as per Scheme of the Company.

(h) Provision of chauffeur driven car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for Private purpose shall be billed by the Company to the Managing Director.

(iv) In addition to the above, the Managing Director will be entitled to an Annual performance linked compensation of up to ₹ 50,00,000/- subject to achievement of agreed targets and performance parameters as assigned by the Board of Directors.

Minimum Remuneration: The remuneration as specified above shall continue to be paid to Mr. Desh Deepak Khetrpal as and by way of minimum remuneration notwithstanding the loss or inadequacy of profit during the tenure of his office.

FURTHER RESOLVED THAT Mr. Desh Deepak Khetrpal shall be entrusted with substantial power of management of the whole or substantially the whole of the affairs of the Company subject to superintendence, control and directions of the Board of Directors of the company and he shall also perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred upon him by the Board.

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary of the Company be and are hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 310 and all other applicable provisions, if any, of the Companies Act, 1956, ("the Act") and Schedule XIII to the said Act (including any statutory modification(s) or re-enactment(s) thereof, for time being in force) and in supersession of any earlier resolution passed in this regard, consent of the Company be and is hereby accorded for revision in the Salary, Allowances and Perquisites (hereinafter referred as "Total Remuneration") of Mr. Desh Deepak Khetrpal, CEO and Managing Director of the Company w.e.f. April 1, 2013 for the remaining period of his tenure on the following terms and conditions

(i) **Salary (Basic) per month**

₹ 10,50,000/- subject to such increments as the Board may approve from time to time provided that the monthly salary shall not exceed ₹ 12,50,000/-

(ii) **Other Allowances (per month)**

Personal allowance ₹ 3,10,000/-.

Special allowance ₹ 3,10,000/-.

Subject to such increments as the Board may approve from time to time provided that the monthly allowances shall not exceed ₹ 8,00,000/-.

(iii) **Other Perquisites**

(a) **Housing**

Expenditure by the Company on hiring accommodation for the Managing Director

(b) **Medical/ Allowance Reimbursement**

₹ 10,50,000/- per annum.

(c) **Leave**

In accordance with the rules framed by the Company.

(d) **Leave Travel Allowance/ LTC**

₹ 10,50,000/- per annum.

(e) **Driving Allowance**

₹ 20,000/- per month.

- (f) Contribution to Provident Fund and Superannuation/ Annuity Fund will be as per Scheme of the Company.
- (g) Gratuity payable shall be at a rate not exceeding 15 days salary for each completed year of service or part thereof in excess of six months as per Scheme of the Company.
- (h) Encashment of unavailed leave at the end of the tenure or at specified intervals will be as per Scheme of the Company.
- (i) Provision of chauffeur driven car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for Private purpose shall be billed by the Company to the Managing Director.
- (j) In addition to the above, the Managing Director will be entitled to an Annual performance linked compensation of up to ₹ 50,00,000/- subject to achievement of agreed targets and performance parameters as assigned by the Board of Directors.

The Company or Mr. Desh Deepak Khetrpal be

entitled to terminate this appointment by giving three month's notice in writing.

Minimum Remuneration: The remuneration as specified above shall continue to be paid to Mr. Desh Deepak Khetrpal as and by way of minimum remuneration notwithstanding the loss or inadequacy of profit during the tenure of his office.

FURTHER RESOLVED THAT Mr. Desh Deepak Khetrpal shall be entrusted with substantial power of management of the whole or substantially the whole of the affairs of the Company subject to superintendence, control and directions of the Board of Directors of the company and he shall also perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred upon him by the Board.

RESOLVED FURTHER THAT the Board of Directors and/ or Company Secretary of the Company be and are hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

NOTES:

1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 27th July, 2013 to Friday, 2nd August, 2013 (both days inclusive).
4. The dividend for the financial year ended 31st March, 2013 as recommended by the Board, if approved at the meeting, will be paid on or after 7th August 2013 to those Members whose names appear in the Company's Register of Members as on the book closure dates.
5. Members holding shares in demat / electronic form are hereby informed that bank particulars registered with their respective depository participants will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat / electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
6. Members are encouraged to utilise the Electronic Clearing System (ECS) for receiving Dividends.
7. Members holding shares in electronic form are requested to intimate any change in their address and / or bank mandates to their Depository Participants with whom they are maintaining their demat accounts immediately. Members holding shares in physical form are requested to advise any change of address and / or bank mandate immediately to M/s. MCS Limited, Unit: Orient Cement Limited, 77/2A, Hazra Road, Kolkata-700 029.

8. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by issuing circulars allowing paperless compliances by Companies through electronic mode. Further, in line with recent circular issued by the Securities and Exchange Board of India (SEBI) and consequent changes in the listing agreement, Companies can send Annual Report in electronic mode to Members who have registered their e-mail addresses for the purpose. Members who have not registered their e-mail address with the Company can now register the same by submitting the letter to M/s. MCS Limited, Unit: Orient Cement Limited, 77/2A, Hazra Road, Kolkata-700 029. The Members holding shares in electronic form are requested to register their e-mail address with their Depository Participants only. The Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form, upon request.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. MCS Limited, Unit: Orient Cement Limited, 77/2A, Hazra Road, Kolkata-700 029.

10. Members desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.

By Order of the Board

Place: New Delhi
Date: May 2, 2013

Deepanjali Gulati
(Company Secretary)

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956

Item No. 5

The Board of Directors of the Company had appointed Mr. Vinod Kumar Dhall as an Additional Director of the Company with effect from November 1, 2012. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Vinod Kumar Dhall will hold office only upto the date of the forthcoming Annual General Meeting of the Company and is eligible for appointment as Director.

The Company has received notice in writing from the member along with deposit of ₹ 500/- proposing the candidature of Mr. Vinod Kumar Dhall for the office of Director under the provisions of Section 257 of the Companies Act, 1956.

Mr. Vinod Kumar Dhall may be deemed to be concerned or interested in the resolution relating to his appointment.

The Board accordingly recommends the Ordinary Resolution set out at item no. 5 of the accompanying Notice for approval of the Members.

Item No. 6

The Board of Directors of the Company had appointed Mr. Rabindranath Jhunjunwala as an Additional Director of the Company with effect from March 25, 2013. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Rabindranath Jhunjunwala will hold office only upto the date of the forthcoming Annual General Meeting of the

Company and is eligible for appointment as Director.

The Company has received notice in writing from the member along with deposit of ₹ 500/- proposing the candidature of Mr. Rabindranath Jhunjunwala for the office of Director under the provisions of Section 257 of the Companies Act, 1956.

Mr. Rabindranath Jhunjunwala may be deemed to be concerned or interested in the resolution relating to his appointment.

The Board accordingly recommends the Ordinary Resolution set out at item no. 6 of the accompanying Notice for approval of the Members.

Item No. 7

The Board of Directors at their meeting held on April 2, 2012, resolved to appoint Mr. Desh Deepak Khetrpal as the Managing Director of the Company, commencing April 2, 2012.

The appointment is subject to the approval of members. The terms and conditions of his appointment are as follows:

1. Period of appointment: Three years beginning April 02, 2012.
2. Details of remuneration: As provided in the resolution.

3. The Company or Mr. Desh Deepak Khetrpal may terminate this appointment by giving three month's notice in writing.
4. Mr. Desh Deepak Khetrpal shall be entrusted with substantial power of management of the whole or substantially the whole of the affairs of the Company subject to superintendence, control and directions of the Board of Directors of the company and shall also perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred upon him by the Board.

The resolution seeks the approval of the members in terms of Section 269, read with Schedule XIII and other applicable provisions of the Companies Act, 1956 for the appointment of Mr. Desh Deepak Khetrpal as the Managing Director of the Company for a period of three years commencing April 2, 2012.

No director, except Mr. Desh Deepak Khetrpal, is interested or concerned in the appointment and remuneration payable to Mr. Desh Deepak Khetrpal as the Managing Director.

The terms of appointment of Mr. Desh Deepak Khetrpal, as stated in this notice, may be treated as the abstract under Section 302 of the Companies

Act, 1956. The Board accordingly recommends the resolution as set out in Item No.7 for approval of the members.

Item No. 8

The Board in its meeting held on May 2, 2013 considered the revision in the remuneration structure of Mr. Desh Deepak Khetrpal, CEO & Managing Director of the Company and recommended to the shareholders for its approval. The revision will be effective from April 1, 2013 for the remaining period of his tenure.

In terms of Section 310 read with Schedule XIII of the Companies Act, 1956, the revision in remuneration of Mr. Desh Deepak Khetrpal requires the consent of the Members.

Except Mr. Desh Deepak Khetrpal, CEO & Managing Director of the Company, none of the Directors are concerned or interested in the proposed Resolution.

The terms of revision in the remuneration payable to Mr. Desh Deepak Khetrpal, as stated in Resolution No. 8, may be treated as the abstract under Section 302 of the Companies Act, 1956.

The Board accordingly recommends the resolution as set out in Item No.8 for approval of the members.

DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING

Name of the Director	Mr. Vinod Kumar Dhall
Expertise in specific functional area	Competition Law, Corporate Affairs, Industry and Commerce, Economic Regulation and Finance.
List of other Directorship held (excluding Directorship in Private Limited and Foreign Companies)	1. ICICI Prudential Life Insurance Company Limited 2. ICICI Prudential Trust Limited 3. Schneider Electric Infrastructure Limited 4. ICICI Prudential Pension Funds Management Co. Limited 5. Bharti Infratel Limited
Chairman/ Member of the Committees of the Board of the Companies on which he is director	1. Orient Cement Limited -Member-Remuneration Committee -Member- Shareholders/Investors Grievance Committee - Chairman-Audit Committee

Name of the Director	Mr. Rabindranath Jhunjunwala
Expertise in specific functional area	Corporate Laws-domestic and cross border mergers and acquisitions, private equity investment, foreign investments advisor (both inbound and outbound).
List of other Directorship held (excluding Directorship in Private Limited and Foreign Companies)	1. Trett Consulting (India) LIMITED 2. Khaitan Consultants Limited
Chairman/ Member of the Committees of the Board of the Companies on which he is director	NIL

ORIENT
CEMENT

DRIVEN. BY VALUES.

Annual Report
2012-13



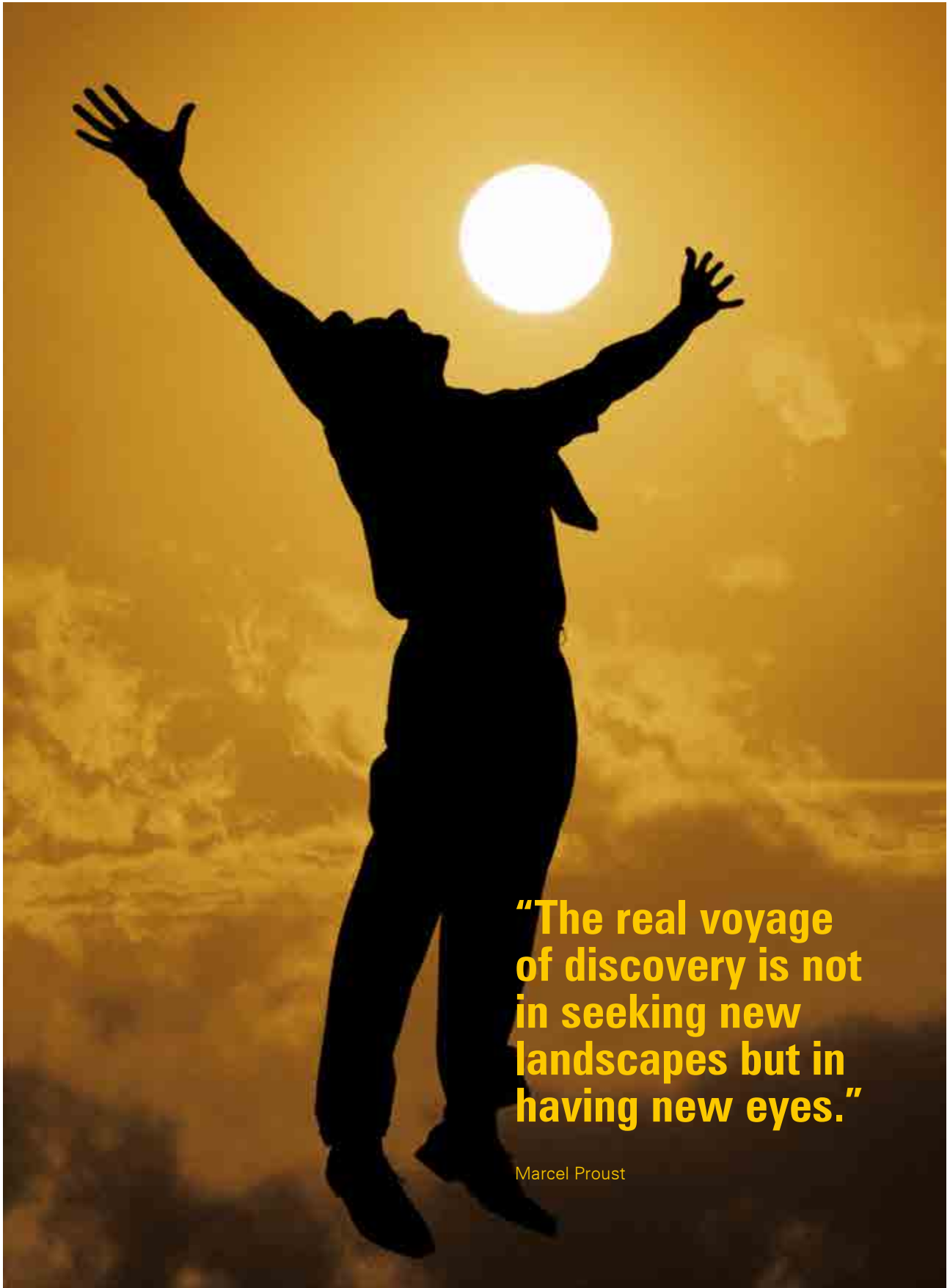
Orient Cement Limited

Caution regarding forward-looking statements

This document contains statements about expected future events and financial and operating results of Orient Cement Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of the Orient Cement Limited Annual report 2012-13.

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**“The real voyage
of discovery is not
in seeking new
landscapes but in
having new eyes.”**

Marcel Proust

**Chairman's
message**

