

NOTICE

NOTICE is hereby given that the 47th Annual General Meeting of the Members of ORIENT ABRASIVES LIMITED will be held on Wednesday, 26th September, 2018 at 3.30 p.m. at Hotel Lords Eco Inn, Near Circuit House, Chaupati, Porbunder - 360575 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2018, together with the Directors' and Auditors' Reports thereon.
2. To declare dividend @ 25% i.e. Re. 0.25/- per Equity Shares face value of Rs. 1/- each for the Financial Year ended 31st March, 2018.
3. To appoint a Director in place of Mr. Manubhai Rathod (DIN: 07618837), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment and Payment of remuneration to Cost Auditors:

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

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time and subject to such guidelines and approval as may be required, appointment of M/s. S. K. Rajani & Co., Cost Accountants as Cost Auditors, for conducting audit of the cost accounting records relating to the Company's Products for the Financial Year 2018-2019 at the remuneration of Rs. 1,75,000/- (Rupees One Lakh Seventy Five Thousand only) per annum (including reimbursement of actual travel & out of pocket expenses and applicable taxes), as approved by the Board of Directors of the Company, be and is hereby ratified.”

5. Appointment of Mr. Harish Motiwalla (DIN: 00029835) as a Non-Executive, Independent Director of the Company:

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 & other applicable provisions of Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”), and on the recommendation of Nomination & Remuneration Committee/Board of Directors of the Company, Mr. Harish Motiwalla (DIN: 00029835), be appointed as Independent Director, for a period of five (5) years w.e.f. 12th February, 2018 and the term shall not be liable to retirement by rotation”

6. Appointment of Mrs. Chaitali Salot (DIN: 02036868) as a Non-Executive, Woman Director of the Company:

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and 160 of the Companies Act, 2013 & other applicable provisions of Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”), and on the recommendation of Nomination & Remuneration Committee/Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to appoint Mrs. Chaitali Salot (DIN: 02036868), to hold office as a Non-Executive, Woman Director of the Company and the term shall be liable to retire by rotation.”

7. Re-appointment of Mr. Pundarik Sanyal (DIN: 01773295) as a Non-Executive, Independent Director of the Company for second term:

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

RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 & other applicable provisions of Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”), and on the recommendation of Nomination & Remuneration Committee, Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Pundarik Sanyal (DIN: 01773295), to the office of Independent Director, for a second term for a period of Three (3) years from 15th July, 2018 to 14th July, 2021 and the term shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

8. Re-appointment of Mrs. Sangeeta Bohra (DIN: 02036626) as a Non-Executive, Independent Director of the Company for second term:

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

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 & other applicable provisions of Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”), and on the recommendation of Nomination & Remuneration Committee, Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to re-appoint Mrs. Sangeeta Bohra (DIN: 02036626), to the office of Independent Director, for a second term for a period of One (1) year from 29th September, 2018 to 28th September, 2019 and the term shall not be liable to retirement by rotation.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

By Order of the Board of Directors

Sd/-

BIMAL PARMAR
COMPANY SECRETARY

Place: Mumbai

Date: 13th August, 2018

Registered Office:

GIDC Industrial Area, Porbandar,
Gujarat – 360577

CIN: L24299GJ1971PLC093248

Email: investor@oalmail.co.in

Website: www.orientabrasives.com

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NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY (IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their Authorised Representative(s) to attend the Annual General Meeting are requested to send a duly certified copy of the Board Resolution authorising him/them to attend and vote at the meeting.
5. Members are requested to bring their copies of Annual Report and Attendance Slip for attending the Meeting.
6. Brief details of the directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standards on General Meetings (SS-2), are provided as “Annexure I” to this Notice.
7. Members are requested to address all correspondences, including dividend matters, if any, to the Registrar and Share Transfer Agent, Skyline Financial Services Pvt. Ltd, D-153-A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi - 110020.
8. The members are requested to intimate, well in advance, to the Company and to the Depositories, as the case may be, of the changes in their addresses with the postal pin code numbers and also the e-mail ids & particulars of their Bank Account Numbers to minimise the chances of fraudulent encashment of the future dividend warrants/cheques/drafts, if any.
9. Members, holding shares in physical form, may avail of the facility of nomination in terms of Section 72 of the Act and Rules made thereunder, by filing prescribed Form No. SH. 13 (in duplicate) with the Company’s Registrar & Share Transfer Agent. In case of shares held in dematerialized form, the nomination has to be lodged with the respective Depository Participants (DP).
10. The Company’s Transfer Books will remain closed from Thursday, 20th September, 2018 to Wednesday, 26th September, 2018 (both days inclusive).
11. The dividend, if declared, at the AGM will be paid on or after Thursday, 27th September, 2018 to those members whose names appear in the register of members of the company on the close of business hours on Wednesday, 19th September, 2018 (Record date).
12. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto (‘IEPF Rules’), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Accordingly, the Company had transferred Rs. 28,35,893/- & Rs. 30,06,886/- Interim Dividend for the year 2009-10 & 2010-11 respectively, to the IEPF.

The Due dates for transferring unclaimed and unpaid dividends declared by the Company are as under:

Financial Year ended	Date of Declaration of Dividend	Due date of transfer of unclaimed & unpaid Dividend
31.03.2012	24.09.2012	31.10.2019
31.03.2013	18.07.2013	22.08.2020
31.03.2014	24.09.2014	27.10.2021
31.03.2015	29.09.2015	05.11.2022
31.03.2016	28.09.2016	03.10.2023
31.03.2017	16.09.2017	21.10.2024

13. Members are requested to note that shares on which dividend remains unclaimed for seven consecutive years, are required to be transferred by the Company to the designated Demat Account of the IEPF Authority (‘IEPF Account’) within a period of thirty days of

such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company had transferred 243,627 & 27,067 equity shares of Rs. 1/- each to the IEPF Account for the year 2009-10 & 2010-11, on which the dividends remained unpaid or unclaimed for seven consecutive years after following the prescribed procedure.

14. Members may note that the unclaimed dividend and Equity Shares transferred to the IEPF can be claimed by them by making an online application, the details of which are available at www.iepf.gov.in
15. 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 their PAN to their Depository Participant (DP) and Members holding shares in physical form are required to submit their PAN to the Company’s R & T Agent. SEBI has also mandated that for registration of transfer of shares, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card for registration of transfer of shares.
16. Queries on accounts and operations of the Company, if any, may please be sent to the Company ten days in advance of the Meeting so that the answers may be made available at the Meeting.
17. The Ministry of Corporate Affairs (MCA) has adopted/implemented “Green Initiative in Corporate Governance” allowing paperless compliances by Companies through electronic mode. The Companies are now permitted to send various notices/documents to its shareholders through electronic mode to the registered email addresses of the shareholders.
18. To support this green initiative and to receive communication from the Company through electronic mode, members who have not registered their e-mail addresses and holding shares in physical form are requested to contact the Company’s Registrar & Share Transfer Agent and register their e-mail ID and Members holding shares in dematerialised form are requested to contact their Depository Participant (DP). Members may please note that notices, annual reports, etc. will also be available on the Company’s website viz. www.orientabrasives.com.
19. The route map showing directions to reach the venue of the 47th AGM is annexed.
20. The Notice of the Meeting along with the Annual Report 2017-2018 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
21. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, NECS / ECS mandate, email address, power of attorney, change of address / name, etc., to their DP only and not to the Company’s R & T Agent. Changes intimated to DP will then be automatically reflected in the Company’s records which will help the Company and its R & T Agent to provide efficient and better service to the members. Members holding shares in physical form are requested to advise such changes to the Company’s R & T Agent.
22. Members are requested to address all correspondence, including dividend matters, to the Company’s R & T Agent.
23. E-Voting Facility:
 1. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 47th Annual General Meeting (AGM), by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).
 2. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 3. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 4. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on Sunday, 23rd September, 2018 and ends on Tuesday, 25th September, 2018. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date Wednesday, 19th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, 19th September, 2018.
 6. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, 19th September, 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or investor@oalmail.com.
 7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 8. Ms. Dipti Gohil, Practicing Company Secretary (Membership No. 14736) has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
 9. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 10. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 11. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.orientabrasives.com and on the website of CDSL www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Bombay Stock Exchange Limited & the National Stock Exchange of India Limited.

By Order of the Board of Directors

Sd/-

**BIMAL PARMAR
COMPANY SECRETARY**

Place: Mumbai
Date: 13th August, 2018

Registered Office:
GIDC Industrial Area, Porbandar,
Gujarat – 360577

CIN: L24299GJ1971PLC093248
Email: investor@oalmail.co.in
Website: www.orientabrasives.com

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Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013:

Item No. 4:

Appointment and Payment of remuneration of Cost Auditors:

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint a Cost Auditor to audit the cost records for applicable products of the Company.

On the recommendation of the Audit Committee, the Board of Directors at its meeting held on 13th August, 2018 considered and approved the appointment of M/s. S. K. Rajani & Co., Cost Accountants as Cost Auditors for the fiscal year 2018-19 at a remuneration of Rs. 1,75,000/- (Rupees One Lakh Seventy Five Thousand only) per annum (including reimbursement of actual travel & out of pocket expenses and applicable taxes).

The Board of Directors recommend the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the shareholders.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned with or interested in, financially or otherwise, the said resolution.

Item No.5:

Appointment of Mr. Harish Motiwalla (DIN: 00029835) as a Non-Executive, Independent Director of the Company:

In order to strategically broaden the Board of Directors by co-opting Professionals from varied fields to expand and get varied representation on the Board of Directors of the Company, the Company had approached few professionals to serve as Directors on the Board of the Company. Accordingly, the Company on the recommendation of Nomination and Remuneration Committee co-opted Mr. Harish Motiwalla as an Additional, Non-Executive (Independent Director) w.e.f. 12th February, 2018.

Mr. Motiwalla, is a Practicing Chartered Accountant & Law Graduate, has a specialised knowledge in the field of Accounts, Finance and Corporate Governance. He brings to the Board of the Company, his rich experience in Finance, Accounts, Accounting Standard and Corporate Laws.

In the opinion of the Board, Mr. Motiwalla fulfil the conditions specified in Section 149 (6) & Section 149 (7) of the Companies Act, 2013 and the Listing Regulations for appointment as Independent Director and he is independent of the management. Considering the Mr. Motiwalla's expertise and rich experience, your Board is of the view that Mr. Motiwalla's appointment as an Independent Director would be of immense value to the Company.

Accordingly, the Board, on the recommendation from Nomination & Remuneration Committee, proposes to appoint Mr. Motiwalla as Independent Director of the Company for a period of 5 years with effect from 12th February, 2018 as set out at Item No. 5 of this Notice for approval of Members as an Ordinary Resolution. Further, in terms of Section 149(13) of the said Act, Mr. Motiwalla shall not be liable to retire by rotation.

Brief profile of the said Independent Director, in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) is provided after this Notice as 'Annexure-I'.

Except Mr. Motiwalla, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM.

Item No. 6:

Appointment of Mrs. Chaitali Salot (DIN: 02036868) as a Non-Executive, Woman Director of the Company:

In order to strategically broaden the Board of Directors by co-opting Professionals from varied fields to expand and get varied representation on the Board of Directors of the Company, the Company had approached Mrs. Chaitali Salot as an esteemed Promoter group member to serve as Directors on the Board of the Company. Accordingly, the Company on the recommendation of Nomination and Remuneration Committee co-opted Mrs. Chaitali Salot as an Additional, Non-Executive (Woman Director) w.e.f. 12th February, 2018.

Mrs. Chaitali Salot is a Commerce Graduate, has a more than 15 years of experience in the field of Minerals processing & export marketing including advance Refractories Materials.

Considering Mrs. Chaitali Salot's expertise in the field of Minerals processing & export marketing, your Board is of the view that Mrs. Salot's appointment as a Non-Executive, Woman Director would be of immense value to the Company.

Accordingly, the Board, on the recommendation from Nomination & Remuneration Committee, proposes to appoint Mrs. Chaitali Salot as Woman Director of the Company who is liable to retire by rotation as set out at Item No. 6 of this Notice for approval of Members as an Ordinary Resolution.

The Company has received consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Brief profile of Mrs. Salot, in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) is provided after this Notice as **'Annexure-I'**.

Except Mrs. Chaitali Salot and Mr. Manan Shah-Key Managerial Personnel of the Company, none of the Directors and KMP of the Company are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 7:

Re-appointment of Mr. Pundarik Sanyal (DIN: 01773295) as a Non-Executive, Independent Director of the Company for second term:

Mr. Pundarik Sanyal was appointed as an Non-Executive, Independent Director of the Company by the members at the 44th AGM of the Company held on 15th July, 2015 for a period of Three (3) years commencing from 15th July, 2015 upto 14th July, 2018.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sanyal, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of Three (3) years from 15th July, 2018 to 14th July, 2021.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Sanyal fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Non-Executive Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sanyal as an Independent Director. Accordingly, The Board recommends the resolution at Item No. 7 of this Notice for the approval of the Members as a Special Resolution.

Brief profile of the said Independent Director, in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) is provided after this Notice as **'Annexure-I'**.

Except Mr. Sanyal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice of the AGM.

Item No. 8:

Re-appointment of Mrs. Sangeeta Bohra (DIN: 02036626) as an Non-Executive, Independent Director of the Company for second term:

Mrs. Sangeeta Bohra was appointed as a Non-Executive, Independent Director of the Company by the members at the 45th AGM of the Company held on 28th September, 2016 for a period of Three (3) years commencing from 29th September, 2015 upto 28th September, 2018.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read

with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Bohra, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of One (1) year from 29th September, 2018 to 28th September, 2019.

The Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mrs. Bohra fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her re-appointment as an Non-Executive Independent Director of the Company and is independent of the management.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Bohra as an Independent Director. Accordingly, The Board recommends the resolution at Item No. 8 of this Notice for the approval of the Members as a Special Resolution.

Brief profile of the said Independent Director, in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meeting (SS-2) is provided after this Notice as 'Annexure-A'.

Except Mrs. Bohra, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice of the AGM.

By Order of the Board of Directors

Sd/-

**BIMAL PARMAR
COMPANY SECRETARY**

Place: Mumbai

Date: 13th August, 2018

Annexure 'I'

**Details of Director seeking re-appointment at the forthcoming Annual General Meeting
(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meetings**

Name of Director	Mr. Manubhai Rathod	Mr. Harish Motiwalla	Mrs. Chaitali Salot	Mr. Pundarik Sanyal	Mrs. Sangeeta Bohra
Date of Birth	20/04/1968	24/03/1945	15/06/1982	28/01/1950	14/02/1967
Qualification	BSC (Chemistry Graduate)	Chartered Accountant, LL.B.	Commerce Graduate	B.Sc. Tech. (Textile Technology)	MA (Eco), PhD (Corporate Law)]
Brief Profile & Expertise in specific functional area	Mr. Manubhai Rathod, Whole Time Director & CEO of the Orient Abrasives Limited has more than decades of rich experience in the field of mining & processing (operations) of Bauxite and allied minerals. Prior to taking charge as Whole Time Director & CEO at the Company, Mr. Manubhai Rathod was associate with Ashapura Minechem Limited, the Company's Associate Company as a unit head.	Mr. Harish Motiwalla is a practicing Chartered Accountant and has a vast expertise in the field of Accounts, Finance and Corporate Governance.	Mrs. Chaitali Salot is a Commerce Graduate, has more than 15 years of experience in the field of Minerals processing & export marketing including advanced Refractories Materials.	Mr. Pundarik Sanyal, has more than 30 years of experience in various areas of banking sector. He showed consistent high performance as MD on deputation to a lending NBFC & Equity Broking & Commodity Broking Company. He was nominated as a Director by Govt. of India in Central Warehousing Corporation of India under the Ministry of Food & Agriculture.	Mrs. Sangeeta Bohra is a practicing lawyer and possess expertise in the field of Accountancy, Law and Economics. Mrs. Bohra has a rich experience in the matter relating to insolvency and corporate laws.
Directorship in other Public Companies	Prashansa Ceramics Ltd.	Ashapura Minechem Ltd. Excel Industries Ltd. Hitech Plast Ltd. Balkrishna Synthetics Ltd. Gujarat Organics Ltd. Multibase India Ltd. Siyaram Silk Mills Ltd.	Manico Minerals International Pvt. Ltd.	Asit C. Mehta Financial Services Ltd. Asit C Mehta Investment Intermediates Ltd. Corpbank Securities Ltd. Ashapura Minechem Limited.	-
Chairmanship / Membership of the Committees of the Board*	- Membership: Orient Abrasives Limited- SRC	Chairman: Excel Industries Ltd.- AC Multibase India Ltd.- AC Membership: Excel Industries Ltd.- AC Hitech Plast Ltd.-SRC Multibase India Ltd.- SRC Orient Abrasives Ltd.- AC & SRC	- Membership: Orient Abrasives Limited- SRC	Chairman: Corpbank Securities Ltd.-AC Orient Abrasives Ltd.-AC Membership: Ashapura Minechem Ltd.-AC Orient Abrasives Ltd.-SRC	- Membership: Orient Abrasives Limited- AC
No. of shares held in the Company as on 31.03.2018	30,000 Equity Shares of Rs. 1/- each.	-	1,11,000 Equity Shares of Rs. 1/- each.	-	-

*Represents only membership/chairmanship of the Audit Committee (AC) and the Stakeholders Relationship Committee (SRC) of Indian Public Limited Companies.

DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure in presenting the Forty Seventh Annual Report of the Company together with the Annual Statements of Accounts for the year ended 31st March, 2018.

FINANCIAL PERFORMANCE:

(₹ In Lakhs)

PARTICULARS	2017-2018	2016-2017
Profit/(Loss) before Interest, Depreciation and Tax	3,499.21	2192.01
Interest	612.64	451.89
Depreciation	953.56	796.77
Profit / (Loss) before Tax	1,933.01	943.44
Provision for Taxation:		
Current	233.78	242.34
Earlier years' Tax	-	-
Deferred Tax	-	-
Profit / (Loss) after Tax	1,699.23	697.53
Prior Period Adjustments	-	-
Items not be reclassified to profit and loss	(3.26)	(3.57)
Total Comprehensive Income After Tax	1,695.97	697.53
Balance brought forward from the previous year	8,123.39	7,782.28
Balance Carried to Balance Sheet	9,462.63	8,123.39

COMPANY PERFORMANCE AND OPERATIONS:

Financial Year 2017-2018 witnessed challenges in capacity utilization, majorly on account of competition from Chinese suppliers, weak global demand and volatile exchange rates in Indian Economy. Your Company supplies products to refractory and abrasive industry wherein it was observed that refractory industry has faced various challenges due to major impact on steel industry.

In spite of that, the Company's revenue from operations for the year ended 31st March, 2018, increased by approx. 34% and stood at Rs 32,737 Lakhs as against Rs. 24,279.25 Lakhs in previous year, the increase in turnover was mainly attributable to robust and innovative marketing approach by the management. Further, the Company reported a robust growth in Export sales during the year under review and stood at Rs. 4,553.96 Lakhs as against Rs. 330.25 Lakhs for the previous year ended 31st March, 2017. The Company achieved a significant growth in the Net Profit after Tax of Rs. 1,695.97 Lakhs as against Rs. 697.53 lakhs for the previous FY 2016-17.

Your Company also runs wind power plants of 11.1 M.W. in Rajasthan and Karnataka. Both the plants in Karnataka and Rajasthan are operating satisfactorily. However, the generation of power has reduced to some extent as compared to that of the previous year. During the year, the gross revenue from sale of power to respective state power distribution companies stood at Rs. 754.60 Lakhs as compared to Rs. 808.72 Lakhs in previous year showing moderate reduction in performance on power count. However, your Company is taking control of the situation and deliberating on measures required to be taken for improvement on this count as well.

Your Company has a power plant capacity of 18 Mega Watt (M.W.) out of which 9.6 M.W. is coal based whereas 9.0 M.W. is on furnace oil. Due to unaffordable price of furnace oil, the furnace oil based power plant is used as and when required.

The management is getting accustomed to state of affairs of your Company, hence in time to come your management is of the view that the performance of the Company shall improve. Your Company envisages better performance for the Financial Year 2018-19, considering the positive changes in the economy at the domestic and global levels. Further to increase in potential demand, your Company has invested in expansion for increased capacity and modernisation of the plant resulting in better operational efficiency in order to reduce the cost at various levels.

DIVIDEND:

Your Directors are pleased to recommend dividend @ 25 % per share, on the face value of Rs.1/- each viz. Re.0.25/- per Equity Share for the

financial year ended 31st March, 2018. Payment of dividend is subject to the approval of the shareholders at the ensuing Annual General Meeting.

The Dividend, if declared will involve total outflow of Rs. 359.99 Lakhs wherein Rs. 299.10 Lakhs will be towards dividend and Rs. 69.89 Lakhs towards dividend tax.

The company has not proposed to transfer any amount to General Reserves.

INCREASE IN AUTHORISED SHARE CAPITAL:

During the year under review, the Authorised Share Capital of the Company has been increased from Rs. 16,00,00,000/- (Rupees Sixteen Crores only) [consisting of 12,00,00,000 (Twelve Crores) Equity Shares of Re. 1/- each and 4,00,000 (Four Lakhs) 6% Redeemable cumulative preference Rs. 100/- each], to Rs. 18,00,00,000/- (Rupees Eighteen Crores only) [consisting of 14,00,00,000 (Fourteen Crores Only) Equity Shares of Re. 1/- each and 4,00,000 (Four Lakhs) 6% Redeemable Cumulative Preference Shares of Rs. 100/- each] through Postal Ballot Process duly completed on 19th January, 2018.

PREFERENTIAL ALLOTMENT OF WARRANTS:

Pursuant to the resolution passed by the shareholders of the Company through Postal Ballot process on 19th January, 2018, the Committee of Directors allotted 62,96,800 convertible warrants of the face value of Rs. 1/- each to warrant holder Viz. Mr. Manan Shah, a Promoter Group Member for which the Company received consideration of 25% of the exercise price i.e. Rs. 51.31/- at the time of subscription. The Warrants are convertible into one or more tranches within a period 18 months from the date of allotment i.e. 2nd February, 2018, in event that warrants are not convertible within the 18 months of allotment, the consideration paid shall be forfeited.

TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules') all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after the completion of seven years. Further, according to the Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. Accordingly, your Company has transferred the unclaimed and unpaid dividends of Rs. 28,35,893/- & Rs. 30,06,886/- for the financial years 2009-2010 and 2010-2011 respectively. Further, 2,43,627 & 27,067 equity shares for the corresponding years were transferred to IEPF Authority as per the requirements of IEPF rules. The details are provided on the website of the Company at www.orientabrasives.com.

INDIAN ACCOUNTING STANDARDS (IND AS):

Pursuant to the provisions of Companies (Indian Accounting Standards) Rules, 2015, the Indian Accounting Standards (Ind AS) has been adopted and implemented in the Company w.e.f. 1st April, 2017. Accordingly, the Company has prepared the 'Ind AS' compliant Financial Statements for the Financial Year 2017-2018.

DEPOSITS:

During the year under review, your Company did not accept any deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANY:

The Company does not have Subsidiary/Joint Venture or Associate Company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN 31st MARCH, 2018 AND 13th AUGUST, 2018 (DATE OF THE REPORT):

The Management taking into account certain untoward event had shut down the plant and closed the operations w.e.f 27th June, 2018. However, the operations at the plant has been partially started w.e.f 13th July, 2018 but the issue is still impacting the operations of the Company. The Management is working hard to amicably resolve the situation & restore the operations on full-fledge basis at the earliest. Apart from this there are no material changes and commitments affecting the financial positions of the Company between end of the financial year and the date of the report.

SIGNIFICANT AND MATERIAL ORDERS BY THE REGULATIONS:

During the year under review, no significant material orders were passed by the regulators or courts or tribunals impacting the going concern status and the Company's operations save and except as mentioned above.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

A report on 'Corporate Governance' along with the Certificate from M/s Sanghavi & Co., Chartered Accountants, regarding its compliance and 'Management Discussion and Analysis' Report as stipulated by Regulation 34 of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) are set out separately which form part of this Annual Report.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- (a) in the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the **PROFIT** of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively and
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The following persons are the Key Managerial Personnel of the Company as per the provisions of Section 203 of the Companies Act, 2013.

- Mr. Manubhai Rathod, Whole-time Director & CEO
- Mr. Bimal Parmar, Company Secretary

The Board of Directors at its meeting held on 12th December, 2017, on the recommendation of the Nomination & Remuneration Committee thought it fit to recognize Mr. Manan Shah, President of the Company as Key Managerial Personnel of the Company.

The Board of Directors at their meeting held on 13th August, 2018, on the recommendation of the Nomination & Remuneration Committee appointed Mr. V. Shashidharan as a Chief Financial Officer (CFO) of the Company as required under Section 203 of the Companies Act, 2013.

Further, the statement containing particulars of employees in terms of section 197(12) of the Companies Act, 2013, read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in a separate statement and that forms part of the annual report.

Considering the provisions to section 136 of the Companies Act, 2013, the annual report, excluding the aforesaid statement, is being sent to the shareholders of the company and others entitled thereto. The said statement is available for inspection of members at the Registered Office of the Company during working hours upto the date of the Annual General Meeting and shall be made available to any shareholder on request.

Appointment/ re-appointment of Directors:

- I. The Board of Directors of the Company at its meeting held on 12th February, 2018, on the recommendation of the Nomination & Remuneration Committee, co-opted Mr. Harish Motiwalla (DIN: 00029835) as an Additional Director (Non-Executive, Independent Director) of the Company subject to the approval of shareholders at the ensuing Annual General Meeting, in accordance with the provisions of Sections 149, 152, 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder.

The Board, on the recommendation from Nomination & Remuneration Committee, proposes to recommends for the approval of the Members through Ordinary Resolution to appoint Mr. Motiwalla as an Independent Director of the Company for a period of 5 years with effect from 12th February, 2018.

- II. Pursuant to the provisions of the Companies Act, 2013 (“the Act”) and Clause 49 of the erstwhile Listing Agreement, Mr. Pundarik Sanyal was appointed as Non-Executive, Independent Director of the Company to hold office for a Three (3) years for a term up to 14th July, 2018 by the Members of the Company in the 43rd Annual General Meeting held on 29th September, 2015. He is eligible for re-appointment as Independent Directors for another term of upto five years.

Pursuant to the provisions of the Act, based on the recommendation of the Nomination and Remuneration Committee, the Board recommend for the approval of the Members through Special Resolution at the ensuing Annual General Meeting re-appointment of Mr. Pundarik Sanyal as an Independent Directors for another Three (3) years from 15th July, 2018.

The above proposal for re-appointment forms part of the Notice of the 47th Annual General Meeting and the relevant Resolutions are recommended for your approval therein.

- III. Pursuant to the provisions of the Companies Act, 2013 (“the Act”) Mrs. Sangeeta Bohra was appointed as Non-Executive Independent Director of the Company to hold office for a Three (3) years for a term up to 28th September, 2018 by the Members of the Company in the 45th Annual General Meeting held on 28th September, 2016. She is eligible for re-appointment as an Independent Directors for another term of upto five years.

Pursuant to the provisions of the Act, based on the recommendation of the Nomination and Remuneration Committee, the Board recommend for the approval of the Members through Special Resolution at the ensuing Annual General Meeting for re-appointment of Mrs. Sangeeta Bohra as Independent Directors for another One (1) year from 29th September, 2018.

The above proposal for re-appointment forms part of the Notice of the 47th Annual General Meeting and the relevant Resolutions are recommended for your approval therein.

- IV. The Board of Directors of the Company at its meeting held on 12th February, 2018, on the recommendation of the Nomination & Remuneration Committee, co-opted Mrs. Chaitali Salot (DIN: 02036868) as an Additional Director (Non-Executive, Woman Director) of the Company subject to the approval of shareholders at the ensuing Annual General Meeting, in accordance with the provisions of Section 161 and second proviso to Section 149 (1) read with Section 152 and any other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder.

The Board, on the recommendation from Nomination & Remuneration Committee, proposes to recommend for the approval of the Members through Ordinary Resolution to appoint Mrs. Chaitali Salot as Non-Executive Woman Director of the Company with effect from 12th February, 2018.

- V. In accordance with the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company, Mr. Manu Bhai Rathod, Whole time Director & CEO, retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

The brief particulars and expertise of the aforesaid Directors appointed/re-appointed and regularisation as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 forms part of the notice convening the ensuing Annual General Meeting.

Cessation:

During the year under review, Mr. Mihir Dewani resigned from the office of Whole-Time Director & CEO of the company w.e.f. 15th June, 2017

Your Board of Directors take this opportunity to express their appreciation for the valuable services rendered by Mr. Mihir Devani during his tenure as Whole- Time Director & CEO of the Company.

Declaration by Independent Directors:

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence in accordance with the provisions of the Companies Act, 2013 and the Listing Regulations.

PERFORMANCE EVALUATION:

Pursuant to the provisions of Companies Act, 2013, Listing Regulations and Performance Evaluation Policy of the Company, the Board of Directors, in consultation with the Nomination & Remuneration Committee and Independent Directors, carried out & analysed the annual performance evaluation of all the Directors, the Board as a whole and its Committees.

The performance evaluation framework was designed keeping in view the Guidance Note on Board Evaluation issued by SEBI and accordingly, a structured questionnaire was formulated having qualitative parameters such as functioning, information availability, leadership qualities, compliance and governance, effectiveness etc.

Evaluation of the Board was based on criteria such as composition and role of the Board, Board communication and relationships, functioning of Board Committees, strategic planning, etc.

Evaluation of Directors was based on criteria such as participation and contribution in Board and Committee meetings, experience and expertise to provide feedback and guidance to top management on business strategy, governance and risk, understanding of the organization's strategy, risk and environment, etc.

Based on the annual performance evaluation the Board expressed its satisfaction with the evaluation process.

NOMINATION & REMUNERATION POLICY:

Pursuant to the provisions of the Company Act, 2013 and Listing Regulations, the Nomination & Remuneration Committee formulated the Nomination & Remuneration Policy that was duly adopted by the Board of Directors to ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and to meet appropriate performance benchmark. The Nomination & Remuneration Policy lays down the framework for selection and appointment of Directors including determining qualifications and independence of a Director, Key Managerial Personnel, Senior Management Personnel and their remuneration.

The Nomination & Remuneration Committee, after identifying and ascertaining the integrity, quotient, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management Level, recommends his/her appointment to the Board of Directors. The remuneration and commission paid to the Whole-time Director is in accordance with the percentage/slabs/ conditions as per the provisions of the Companies Act, 2013. The KMPs, Senior Management Personnel and other employees of the Company are paid monthly remuneration as per the Company's HR policies and/or as may be approved by the Committee. If the remuneration of KMPs or any other officer is to be specifically approved by the Committee and/or the Board of Directors then such approval will be accordingly procured.

The Policy on Nomination & Remuneration is available on the website of the Company viz. www.orientabrasives.com. The details about the Nomination & Remuneration Committee and payment of remuneration to the Directors are provided in the Report on Corporate Governance which forms part of this Annual Report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/ employees of your Company is set out in "Annexure A" to this Report.

MEETINGS OF THE BOARD:

During the year under review, the Board of Directors met Six (6) times. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Regulations. The dates of the meetings alongwith the attendance of the Directors therein have been disclosed in the Corporate Governance Report.

AUDIT COMMITTEE:

The Company has an Audit Committee of the Board of Directors in place. The terms of reference of the Audit Committee are in line with Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of the Listing Regulations. Detailed information pertaining to the Audit Committee including its composition has been provided in the Corporate Governance Report, which forms part of this Annual Report.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors:

M/s. Sanghavi & Co., Chartered Accountants (FRN:109099W) were appointed as statutory auditors of the Company at the 46th AGM held on 16th September, 2017 for a period of five years from the conclusion of the 46th AGM until the conclusion of the 51st AGM to be held in the year 2022, subject to ratification by members of the Company at every AGM to be held thereafter. However, pursuant to notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending Section 139 of the Companies Act, 2013 and the rules framed thereunder, the mandatory requirement for ratification of appointment of auditors by the members at every AGM has been omitted and accordingly, the Company is not proposing ratification of appointment of auditors at this AGM.

The Auditor's Report for the Financial Year ended 31st March, 2018 does not contain any qualification, reservation or adverse remark and is prepared as per "Ind AS".

Cost Auditors:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Board of Directors has, on recommendation of the Audit Committee, appointed M/s. S. K. Rajani & Co., Cost Accountants as the Cost Auditors of the Company to conduct audit of the Company's Cost Accounting Records in respect of the products of the Company for the financial year 2018-2019 at the remuneration of Rs. 1,75,000/- (Rupees One Lakh Seventy Five Thousand Only) per annum (including taxes and reimbursement of actual travel & out of pocket expenses).

Your Company has received consent from M/s. S. K. Rajani & Co., Cost Accountants, to act as the Cost Auditors of your Company for the financial year 2018-2019 along with a certificate confirming their independence. As per the provisions of the Companies Act, 2013, a resolution seeking approval of the Members for the remuneration payable to the Cost Auditors forms part of the Notice convening Annual General Meeting.

Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014, the Company has appointed Ms. Dipti Gohil, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the Financial Year ended 31st March, 2018.

The Secretarial Audit Report in Form MR-3 is annexed herewith as **"Annexure B"**.

Secretarial Auditors observations:

The Secretarial Auditors report contained the following qualification, reservation or adverse remarks:

The Company has not appointed Chief Financial Officer (CFO) as required under Section 203 (1) of the Companies Act, 2013, during the audit period under review.

Board explanation/ comments on above remarks:

The Company was looking for suitable person to be appointed as Chief Financial Officer (CFO) of the Company. However, in order to comply with requirement of Section 203 of the Companies Act, 2013 the Board of Directors, on the recommendation of Nomination and Remuneration Committee and considering the financial and accounting expertise of Mr. V. Shashidharan, appointed as Chief Financial Officer of the Company w.e.f. 13th August, 2018.

INTERNAL CONTROL SYSTEM & THIER ADEQUACY:

The Company has in place internal control systems commensurate with the size and nature of the business and has experienced personnel positioned adequately in the organization to ensure internal control processes and compliances.

The Company takes abundant care in designing, reviewing and monitoring regularly the working of inter control systems and their compliances for all important financial internal control processes. Internal Auditors comprising of professional firms of Chartered Accountants have been entrusted the job to conduct regular internal audit at all units/location and report to the management the observation, if any. The Audit findings are reported on quarterly basis to the Audit Committee of the Board headed by a Non-executive Independent Director.

CORPORATE SOCIAL RESPONSIBILITY:

Your Company embraces responsibility for impact of its operations and actions on all stakeholders including society and community at large. As per requirements of Companies Act, 2013, the Company had duly constituted Corporate Social Responsibility Committee. The brief outline of the Corporate Social Responsibility (CSR) policy of the Company and the initiative undertaken by the Company on CSR activities during the year are set out in **"Annexure C"** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The details of composition of CSR Committee etc. are provided under the Corporate Governance Report.

VIGIL MECHANISM-WHISTLE BLOWER POLICY:

The Company has established a 'vigil mechanism' for its directors and employees to report genuine concerns or grievances and accordingly formulated the Whistle Blower Policy in compliance with the provisions of Section 177 of the Companies Act, 2013 and the Listing Regulations. The Policy has been formulated with an objective to build and strengthen a culture of transparency and trust within the Company and to provide a framework to its directors and employees for responsible and secure reporting of improper activities (whistle blowing); and also to provide for adequate safeguards against victimization of directors/employees, who avail of the mechanism; and for direct access to the Chairman of the Audit Committee. The said Policy is available on the website of the Company viz. www.orientabrasives.com.

During the year under review, no compliant has been received under the Whistle Blower Policy (Vigil Mechanism). Further information on the Vigil Mechanism and the Whistle Blower Policy of your Company can be referred to in the Report on Corporate Governance.

RISK MANAGEMENT POLICY:

Your Company has a Risk Management Policy that identifies elements of risks inherent to the business and have entrusted the Audit Committee with the responsibility of reviewing the said policy.

RELATED PARTY TRANSACTIONS:

All contracts/arrangements/transactions entered by the Company during the financial year under review with the Related Parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with the Related Parties which could be considered as material in accordance with the Company's Policy on Related Party Transactions. In view thereof, the disclosure in Form AOC-2 is not required to be provided.

The Company places all Related Party Transactions before the Audit Committee and also before the Board of Directors for approval on quarterly basis. The omnibus approval was obtained from the Audit Committee in respect of transactions which are repetitive in nature in accordance with the Company's Policy on Related Party Transactions. The Audit Committee also reviewed the details of such Related Party Transactions entered into by the Company pursuant to each of the omnibus approval given on a quarterly basis.

The Policy on Related Party Transactions as approved by the Board of Directors of the Company is available on the website of the Company viz. www.orientabrasives.com.

Your Directors draw attention of the members to Note no. 28 to the financial statements which sets out related party disclosures.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED:

During the year under review no loans given, investments made, guarantees given and securities provided in accordance with the provisions of Section 186 of the Companies Act, 2013.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Companies Act, 2013, are provided in "Annexure D" to this Report.

EXTRACT OF ANNUAL RETURN:

The Extract of Annual Return of the Company in Form MGT-9 as provided under Section 92(3) of the Companies Act, 2013 is annexed herewith as "Annexure E" to this Report.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

The Company has adopted a Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Company has set up an Internal Complaint Committee to redress the complaints, if any, received.

During the year under review, no complaint was received from any employee of the Company involving sexual harassment and thus, no case was filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENT:

Your Directors wish to express their appreciation for the assistance and co-operation received from the financial institutions, banks, employees, investors, customers, Government & Government agencies, Members & Shareholders and all other business associates for the continuous support given by them to the Company and their confidence in its management during the year under review and look forward for their contributed support in future.

For and on Behalf of the Board of Directors

Sd/-
MANUBHAI RATHOD
WHOLE TIME DIRECTOR & CEO
(DIN: 07618837)

Sd/-
HEMUL SHAH
DIRECTOR (NON-EXECUTIVE)
(DIN: 00058558)

Place : Mumbai
Date : 13th August, 2018
- E & OE are regretted

DISCLOSURE ON THE REMUNERATION OF THE MANAGERIAL PERSONNEL

- a) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year; 11.99 times*

(NOTE: i) "median" means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one
ii) If there is an even number of observations, the median shall be the average of the two middle values

- b) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year; 12%
- c) the percentage increase in the median remuneration of employees in the financial year; 7.44%
- d) the number of permanent employees on the rolls of company; 241
- e) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

Overall Increased in salary	: 28.93%
Increased in salary for Managerial person	: -3.03%
Increased in salary for other than Managerial person	: 31.71%

Increase in salary is due to increase in employee from 223 in March 2017 to 241 in March 2018 & Annual increment

- f) affirmation that the remuneration is as per the remuneration policy of the company. It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel (KMP) and other employees is as per the remuneration policy of the company
- (2) Considering the provision of section 136 of the Companies Act 2013, the annual report, excluding the remuneration paid to top ten employee is being sent to shareholders of the company. The said details of remuneration paid to top ten employees is available for inspection of members at the registered office of the company during working hours up to the date of the Annual General Meeting and shall be made available to any shareholder on request.

FORM NO. MR-3**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31.03.2018
[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9
of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To,
The Board of Directors

Orient Abrasives Limited (The Company)
CIN : L24299GJ1971PLC093248
GIDC Industrial Area Porbandar,
Gujarat - 360577

I have conducted the Secretarial Audit of compliance of applicable statutory provisions and adherence to good corporate practices by Orient Abrasives Limited (hereinafter referred to as 'the Company'). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, statutory Registers, Records, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company during the audit period covering the financial year ended on March 31, 2018 has prima facie complied with the statutory provisions listed hereunder:

- i. The Companies Act, 2013 (hereinafter referred as 'Act') and Rules made there under and various allied acts warranting compliance; as also Secretarial Standards 1 & 2 Issued by the Institute of Company Secretaries of India;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye - Laws framed thereunder ;
- iv. Foreign Exchange Management Act, 1999 & the rules & regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment & External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2009;
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

Though the following laws are prescribed in the format of Secretarial Audit Report by the Authority(ies), the same were not applicable to the Company for the financial year ended 31st March, 2018:-

- a) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - b) The Securities & Exchange Board of India (Issue & listing of Debt securities) Regulations, 2008 (Not applicable during the audit period);
 - c) The Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable during the audit period);
 - d) The Securities & Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (v) Further based on the discussion had with and reports obtained from the Management, the concerned Departmental Heads and the Management Representation Letter furnished, the Company has inter-alia complied with the following laws:
- (a) Industrial Disputes Act, 1947
 - (b) The Payment of Wages Act, 1936
 - (c) The Minimum Wages Act, 1948
 - (d) The Employees Provident Fund & Miscellaneous Provisions Act, 1952
 - (e) The Payment Of Bonus Act, 1965
 - (f) The Payment of Gratuity Act, 1972

- (g) The Contract Labour (Regulations & Abolition) Act, 1970
- (h) Mines Act, 1952
- (i) Metalliferous Mines Regulations, 1961
- (j) Water (Prevention & Control) of Pollution Act, 1974
- (k) Air (Prevention & Control) of Pollution Act, 1981
- (l) Customs Act, 1962
- (m) Hazardous Wastes (M&H) Rules
- (n) Environment Protection Rules, 1986
- (o) Mineral Conservation & Development Rules, 1988

(vi) I have also examined compliance with the applicable clauses of the following:

- a. The Listing agreements entered into by the Company with Stock Exchange read with Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 [Hereinafter referred to as ' LODR']
- b. Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India.

I report that the Company has not appointed Chief Financial Officer as required under Section 203 (1) of the Companies Act, 2013 during the audit period under review, hence my Report is qualified to the extent.

I further report that I have relied on the Statutory Auditor's Reports in relation to the financial statements and accuracy of financial figures for, Sales Tax, Wealth Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under financial statements, Accounting Standard 18 & note on foreign currency transactions during the audit period and I have not verified the correctness and appropriateness of the books of accounts of the Company.

I further report that:

- i. the Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other Companies and interest in other entities;
- ii. the Company has obtained all necessary approvals under various provisions of the Act where necessary;
- iii. there was no prosecution initiated against or show cause notice received by the Company during the year under review under the Companies Act and rules, regulations and guidelines under these Acts.

I further report that there are prima facie adequate systems & processes in the Company commensurate with the size & operations of the Company to monitor & ensure compliance with applicable laws, rules, regulations & guidelines.

Further, the Management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/records required by the concerned authorities and internal control of the concerned department.

I further report that during the audit period the Company issued and allotted 62,96,800 Convertible Warrants on Preferential basis to one of the Promoter Group Member and obtained all the necessary permissions / approvals for the same. The said Warrants will be convertible into Equity Shares within 18 months of the date of allotment as prescribed under SEBI (Issue of Capital Disclosure Requirements) Regulations, 2009. No other specific events like Public/Right issue of shares/debentures/sweat equity, etc. took place.

I further report that during the year:

The status of the Company has been a widely held listed Company (listed on BSE and NSE) and I am informed that Company is regular in complying with applicable provisions. The Compliance to that effect has been made, this fact has been examined from the perusal of various records maintained by the Company and for which a representation certificate too have been issued to me.

- (i) The Board of Directors of the Company and the various Committees thereof as required under the Companies Act, 2013, and the LODR are duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors and various Committees that took place during the period under review are carried out in compliance with the provisions of the said Act / Regulations.
- (ii) Adequate notices are given to all directors in respect of the Board Meetings and/ or Committee Meetings alongwith the agenda and detailed notes. The said documents are sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that:-

- 1. Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on the audit.
- 2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.

3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of compliances / processes on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Place: Mumbai
Date: 08.08.2018

Sd/-

Dipti Gohil
Practicing Company Secretary
CPNo.: 11029
ACS No.: 14736

DETAILS OF CSR ACTIVITIES FOR THE FY 2017-2018

1.	A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs	The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. During the year under review, your Company undertook CSR activities for promotion of education and establishment of museum for protection of national heritage, art & culture as set out below.
2.	The Composition of the CSR Committee	1. Mr. Pundarik Sanyal - Chairman 2. Mr. Hemul Shah - Member 3. Mr. Manubhai Rathod - Member 4. Mr. Harish Motiwalla - Member
3.	Average net profit of the company for last 3 financial years	Rs. 2140.29 Lakhs
4.	Prescribed CSR Expenditure (2% of the amount as in item 3 above)	Rs. 42.81 Lakhs
5.	Details of CSR spent during the financial year: (1) Total amount to be spent for the F.Y. (2) Amount unspent, if any (3) Manner in which the amount spent during the financial year	Rs. 44.92 Lakhs NA The manner in which the amount is spent is detailed below

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs 1) Local area or other 2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs 1) Direct Expenditure on projects or programs 2) Overhead	Cumulative Expenditure up to the reporting period	Amount spent: Direct or through implementing agency
1.	Women Empowerment	Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups	Bhuj – Kutch	Rs. 14.55 Lakhs	Rs. 14.55 Lakhs	Rs. 14.55 Lakhs	Implementing Agency
2.	Rural Development	Rural Development projects	Bhuj – Kutch	Rs. 17.48 Lakhs	Rs. 17.48 Lakhs	Rs. 17.48 Lakhs	Implementing Agency
3.	Promoting Education	promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood	Bhuj – Kutch	Rs. 6.29 Lakhs	Rs. 6.29 Lakhs	Rs. 6.29 Lakhs	Implementing Agency

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
4	Handicraft artisan	Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts.	Bhuj – Kutch	Rs. 2.75 Lakhs	Rs. 2.75 Lakhs	Rs. 2.75 Lakhs	Implementing Agency
5	Promoting Education	promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;	Porbandar-Gujarat	Rs. 0.26 Lakhs	Rs. 0.26 Lakhs	Rs. 0.26 Lakhs	Direct
6	Promoting health care including preventive health care	Eradicating hunger, poverty and malnutrition and sanitation, promoting health care including preventive health care	Porbandar-Gujarat	Rs. 3.59 Lakhs	Rs. 3.59 Lakhs	Rs. 3.59 Lakhs	Direct
Total				Rs. 44.92 Lakhs	Rs. 44.92 Lakhs	Rs. 44.92 Lakhs	

Details of implementing agency:

Ashapura Foundation and Kutch Navnirman Trust are involved in various welfare and social activities, inter alia, for rura development and woman empowerment. The activities are namely woman empowerment and education, promotion of handicrafts, rur development etc.

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.– **NA**
7. A responsibility statement of the CSR committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

For and on behalf of the Board of Directors

Sd/-

Sd/-

**MANUBHAI RATHOD
WHOLE TIME DIRECTOR & CEO
(DIN: 07618837)**

**HEMUL SHAH
DIRECTOR (NON-EXECUTIVE)
(DIN: 00058558)**

Date: 13th August, 2018
Place: Mumbai

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND
FOREIGN EXCHANGE EARNINGS AND OUTGO**

A. CONSERVATION OF ENERGY:

Your Company is committed to ensure a clean and green, pollution free environment as well a safe and healthy work place at all locations and department of the Plant. Your Company has made all efforts to optimize the use of energy and minimise its wastage. To ensure minimum consumption of energy for a given level of production, operating parameters of production have been standardized. Your Company is also committed to fulfil its statutory RPO obligations without any default.

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

Your Company is constantly trying to provide its customers with products that incorporate latest available technology. Though indigenously available materials and technology are preferred, efforts are being made, wherever possible, to make use of best contemporary imported technology also. Your Company has taken various steps in technology up gradation by way of converting of sinter fines into sale able grade fines, utilization of carbon paste in block furnace, partial replacement of one grade of calcined alumina with other grade, procurement of three numbers of PLC controlled high temperature furnaces for laboratory, procurement of one number of laboratory model tilting furnace, etc. Your Company is of the view that the overall performance would improve gradually over a period of time by using such innovative technologies.

During the year, your Company has not incurred any expenditure on research and development, the reason being that substantial research and development of Rs. 58.28 Lakhs was already incurred during the previous year. However, your Company would carry out research and development activities in the future based on the radical business outlook.

C. EXPENDITURE ON RESEARCH & DEVELOPMENT
(Rs. In Lakhs)

Particulars	2017-2018	2016-2017
a) Capital	—	—
b) Recurring	—	58.28
c) Total	—	58.28
d) Total R & D Expenditure as a Percentage of total turnover	0.00 %	0.24 %

D. FOREIGN EXCHANGE EARNING OUTGO:
(Rs. In Lakhs)

Particulars	2017-2018	2016-2017
Foreign Exchange earned in terms of actual inflows during the year (F.O.B.)	5,462.03	2,417.75
Foreign Exchange outgo during the year in terms of actual outflows	1,007.56	1814.61

For and on behalf of the Board of Directors

Sd/-

Sd/-

**MANUBHAI RATHOD
WHOLE TIME DIRECTOR & CEO
(DIN: 07618837)**

**HEMUL SHAH
DIRECTOR (NON-EXECUTIVE)
(DIN: 00058558)**

Date: 13th August, 2018
Place: Mumbai

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March, 2018
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L24299GJ1971PLC093248
ii)	Registration Date	12/11/1971
iii)	Name of the Company	Orient Abrasives Limited
iv)	Category / Sub-Category of the Company	Company Limited by Shares/Indian-Non Government Company
v)	Address of the Registered office and contact details	GIDC Industrial Area, Porbandar, 360577, Gujarat Tel. No.: 0286- 2221788 Email Id: investor@oalmail.co.in
vi)	Whether listed company Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any: -	M/s. Skyline Financial Services Pvt. Ltd. D-153A, 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020. Tel: 011 -41044923, Fax: +91 11 26812682 Web: www.skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:-

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/services	NIC Code of the Product/Services	% to total turnover of the Company
1	Fused Grains	2391	49.17 %
2	Monolithics	2391	34.40 %
3	Calcined Products	2391	09.78 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:- N.A
IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(I) Indian									
a) Individual/ HUF	4,51,285	-	4,51,285	0.38	7,10,067	-	7,10,067	0.59	0.22
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	4,67,82,953	-	4,67,82,953	39.10	4,67,82,953	-	4,67,82,953	39.10	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (I)	4,72,34,238	-	4,72,34,238	39.48	4,74,93,020	-	4,74,93,020	39.70	0.22

(2) Foreign									
a) NRI Individuals	1,65,315	-	1,65,315	0.14	1,65,315	-	1,65,315	0.14	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	2,83,89,494	-	2,83,89,494	23.73	2,83,89,494	-	2,83,89,494	23.73	-
d) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	2,85,54,809	-	2,85,54,809	23.87	2,85,54,809	-	2,85,54,809	23.87	-
TOTAL (A) (1) +(2)	7,57,89,047	-	7,57,89,047	63.35	7,60,47,829	-	7,60,47,829	63.56	0.22
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	21,577	5,000	26,577	0.02	49,225	5,000	54,225	0.05	0.02
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g)FIIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	28,605	-	28,605	0.02	-	-	-	-	-
b.Foreign Portfolio Investor (Corporate)	1,57,95,429	-	1,57,95,429	13.20	1,58,24,034	-	1,58,24,034	13.23	0.02
Sub-total (B)(1):-	1,58,45,611	5,000	1,58,50,611	13.25	1,58,73,259	5,000	1,58,78,259	13.27	0.02
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	39,30,974	26,240	39,57,214	3.31	46,30,014	46,240	46,76,254	3.91	0.60
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	1,52,83,834	23,74,448	1,76,58,282	14.76	1,60,98,788	19,78,800	1,80,77,588	15.11	0.35
ii) Individual shareholders holding nominal share capital in excess of Rs 2lakh	50,13,531	-	50,13,531	4.19	28,63,427	-	28,63,427	2.39	-1.80
c) NBFCs Registered with RBI	250	-	250	0.00	13,207	-	13,207	0.01	0.01
d)Non Resident Indians (Repat & Non-Rept).	4,31,909	2,500	4,34,409	0.36	4,55,459	2,500	4,57,959	0.38	0.02
e)Oversease Corporate Bodies	-	-	-	-	-	-	-	-	-
f)Foreign Nationals	-	-	-	-	-	-	-	-	-
g)Clearing Members	1,70,525	-	1,70,525	0.14	4,19,155	-	4,19,155	0.35	0.21
h) Market Makers	-	-	-	-	-	-	-	-	-
i)Trusts	10,000	-	10,000	0.01	8,150	2,000	10,150	0.01	0.00
j)Foreign Bodies –DR	-	-	-	-	-	-	-	-	-
k)Other Directors	-	-	-	-	-	-	-	-	-
l) Hindu Undivided Family	7,55,331	-	7,55,331	0.63	9,51,745	-	9,51,745	0.80	0.16
m)Qualified Foreign Investor-Corporate	-	-	-	-	-	-	-	-	-
K. Others-IEPF	-	-	-	-	2,43,627	-	2,43,627	0.20	-
Sub-total (B)(2):-	2,55,96,354	24,03,188	2,79,99,542	23.40	2,52,64,417	20,29,540	2,77,13,112	23.16	-0.24
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	0.00
Sub Total (B1+B2+C)	11,72,31,012	24,08,188	11,96,39,200	100	11,71,85,505	20,34,540	11,96,39,200	100	0.00

ii) Shareholding of Promoter

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Bombay Minerals Limited	4,67,82,953	39.10%	0.00%	4,67,82,953	39.10%	0.00%	0.00
2	Cura Global Holdings Limited	2,83,89,494	23.73%	0.00%	2,83,89,494	23.73%	0.00%	0.00
3	Chetan Navnitlal Shah	2,81,440	0.24%	0.00%	78,860	0.06%	0.00%	-0.18
4	Himani Chetan Shah	1,65,315	0.14%	0.00%	1,65,315	0.14%	0.00%	0.00
5	Chaitali Chetan Shah	1,11,000	0.09%	0.00%	1,11,000	0.09%	0.00%	0.00
6	Manan Chetan Shah	-	0.00%	0.00%	5,20,207	0.43%	0.43%	0.43
7	Dina Chetan Shah	58,845	0.05%	0.00%	-	0.00%	0.00%	-0.05

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr.No	Name of Shareholder	No of Shares At the Beginning of Year	% To the Total Shares	Transaction Date	Increase / Decrease	Reason	Cummulative Shareholding during the year	% of Total Shares of the Company
1	Chetan Navnitlal Shah	281440	0.24	30-06-2017	-269636	Sale	11804	0.01
				07-07-2017	17056	Purchase	28860	0.02
				28-07-2017	50000	Purchase	78860	0.07
2	Dina Chetan Shah	58845	0.05	14-04-2017	28129	Purchase	86974	0.07
				21-04-2017	-86974	Sale	0	0.00
3	Manan Chetan Shah	0	0.00	07-04-2017	16739	Purchase	16739	0.01
				14-04-2017	4261	Purchase	21000	0.02
				21-04-2017	281440	Purchase	302440	0.25
				28-04-2017	125000	Purchase	427440	0.36
				05-05-2017	92767	Purchase	520207	0.43

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)									
Sr. No	Name of the Shareholder	No of Shares At the Beginning of Year	% To the Total Shares	Changes during the year				Cumulative Shareholding Holding during the year	
				Date	No. of Shares (Increased/Decreased)	% of Total Shares	Reason	No. of shares	% of Total Shares
1	JM FINANCIAL SERVICES LIMITED	0.00	0.00	07-04-2017	6916	0.01	Purchase	6916	
				14-04-2017	30058	0.03	Purchase	36974	
				21-04-2017	-27498	0.01	Sale	9476	
				28-04-2017	-1216	0.01	Sale	8260	
				05-05-2017	105812	0.10	Purchase	114072	
				12-05-2017	-108650	0.00	Sale	5422	
				19-05-2017	-3205	0.00	Sale	2217	
				26-05-2017	28778	0.03	Purchase	30995	
				02-06-2017	79925	0.09	Purchase	110920	
				09-06-2017	-100025	0.01	Sale	10895	
				16-06-2017	78310	0.07	Purchase	89205	
				23-06-2017	-11280	0.07	Sale	77925	
				30-06-2017	80304	0.13	Purchase	158229	
				07-07-2017	100	0.13	Purchase	158329	
				14-07-2017	800	0.13	Purchase	159129	
				21-07-2017	7001	0.14	Purchase	166130	
				28-07-2017	-60705	0.09	Sale	105425	
				04-08-2017	113	0.09	Purchase	105538	
				11-08-2017	395	0.09	Purchase	105933	
				18-08-2017	5993	0.09	Purchase	111926	
				25-08-2017	-6873	0.09	Sale	105053	
				01-09-2017	9931	0.10	Purchase	114984	
				08-09-2017	-1889	0.09	Sale	113095	
				09-09-2017	10638	0.10	Purchase	123733	
				15-09-2017	2570	0.11	Purchase	126303	
				22-09-2017	52192	0.15	Purchase	178495	
				29-09-2017	11025	0.16	Purchase	189520	
				06-10-2017	-7257	0.15	Sale	182263	
				13-10-2017	19435	0.17	Purchase	201698	
				20-10-2017	-40591	0.13	Sale	161107	
				27-10-2017	10564	0.14	Purchase	171671	
				31-10-2017	13171	0.15	Purchase	184842	
				03-11-2017	-19929	0.14	Sale	164913	
				07-11-2017	121862	0.24	Purchase	286775	
				10-11-2017	-104113	0.15	Sale	182662	
				17-11-2017	-38304	0.12	Sale	144358	
				24-11-2017	52882	0.16	Purchase	197240	
				01-12-2017	35562	0.19	Purchase	232802	
				08-12-2017	-4550	0.19	Sale	228252	
				15-12-2017	-42365	0.16	Sale	185887	
				22-12-2017	-46050	0.12	Sale	139837	
				29-12-2017	5156	0.12	Purchase	144993	
				30-12-2017	473	0.12	Purchase	145466	
				05-01-2018	7692	0.13	Purchase	153158	
				12-01-2018	1269	0.13	Purchase	154427	
				19-01-2018	-21271	0.11	Sale	133156	
				25-01-2018	-115280	0.01	Sale	17876	
				26-01-2018	69646	0.07	Purchase	87522	
				02-02-2018	-3605	0.07	Sale	83917	

				09-02-2018	-1017	0.07	Sale	82900	
				16-02-2018	-300	0.07	Sale	82600	
				23-02-2018	20307	0.09	Purchase	102907	
				02-03-2018	-65239	0.03	Sale	37668	
				09-03-2018	50	0.03	Purchase	37718	
				16-03-2018	22363	0.05	Purchase	60081	
				23-03-2018	-9232	0.04	Sale	50849	
				30-03-2018	-27839	0.02	Sale	23010	
				31-03-2018	421247	0.37	Purchase	444257	0.37
2	ORIENT ABRASIVES LTD UNCLAIMED SHARES DEMAT SUSPENSE ACCOUNT	2965680	2.48	12-05-2017	-3250	2.48	Sale	2962430	
				19-05-2017	-4000	2.47	Sale	2958430	
				02-06-2017	-6000	2.47	Sale	2952430	
				23-06-2017	-2000	2.47	Sale	2950430	
				30-06-2017	-20000	2.45	Sale	2930430	
				07-07-2017	-20000	2.43	Sale	2910430	
				28-07-2017	-2000	2.43	Sale	2908430	
				09-09-2017	20000	2.45	Purchase	2928430	
				15-09-2017	-20000	2.43	Sale	2908430	
				22-09-2017	19250	2.45	Purchase	2927680	
				06-10-2017	-20000	2.43	Sale	2907680	
				31-10-2017	20000	2.45	Purchase	2927680	
				03-11-2017	-20000	2.43	Sale	2907680	
				07-11-2017	20000	2.45	Purchase	2927680	
				10-11-2017	-20000	2.43	Sale	2907680	
				29-11-2017	-2887680	0.02	Sale	20000	
				01-12-2017		2.43	Purchase	2907680	
				15-12-2017	20000	2.45	Purchase	2927680	
				18-12-2017	-2907680	0.02	Sale	20000	
				22-12-2017	2887680	2.43	Purchase	2907680	
				29-12-2017	-4000	2.43	Sale	2903680	
				30-12-2017	20000	2.44	Purchase	2923680	
				31-12-2017	-2903680	0.02	Sale	20000	
				05-01-2018	2883680	2.43	Purchase	2903680	
				16-03-2018	-1000	2.43	Sale	2902680	
				23-03-2018	18000	2.44	Purchase	2920680	
				30-03-2018	-8000	2.43	Sale	2912680	2.43
3	NEW LEAINA INVESTMENTS LIMITED	4333158	3.62					4333158	3.62
4	LTS INVESTMENT FUND LTD	3264273	2.73					3264273	2.73
5	LGOF GLOBAL OPPORTUNITIES LIMITED	2639852	2.21					2639852	2.21
6	THE GREAT INDIAN TUSKER FUND	5558146	4.65					5558146	4.65
		5558146							
7	VIRPAL SINGH	210650	0.18					210650	0.18

8	VISHNU VITHALDAS GUJARATHI	345221	0.29	24-11-2017	-35000	0.26	Sale	310221	0.26
9	ALOK KUMAR RAJGARHIA	2263325	1.89	14-04-2017	-43542	1.86	Sale	2219783	
				05-05-2017	-30000	1.83	Sale	2189783	
				26-05-2017	-14584	1.82	Sale	2175199	
				02-06-2017	-13960	1.81	Sale	2161239	
				16-06-2017	-52500	1.76	Sale	2108739	
				23-06-2017	-4870	1.76	Sale	2103869	
				21-07-2017	-10000	1.75	Sale	2093869	
				28-07-2017	-12501	1.74	Sale	2081368	
				04-08-2017	-14000	1.73	Sale	2067368	
				18-08-2017	-13588	1.72	Sale	2053780	
				25-08-2017	-6412	1.71	Sale	2047368	
				01-09-2017	-30000	1.69	Sale	2017368	
				08-09-2017	-25000	1.67	Sale	1992368	
				15-09-2017	-35000	1.64	Sale	1957368	
				22-09-2017	-21011	1.62	Sale	1936357	
				29-09-2017	-65832	1.56	Sale	1870525	
				06-10-2017	-86805	1.49	Sale	1783720	
				13-10-2017	-81653	1.42	Sale	1702067	
				20-10-2017	-2000	1.42	Sale	1700067	
				27-10-2017	-25000	1.40	Sale	1675067	
				31-10-2017	-1000	1.40	Sale	1674067	
				03-11-2017	-35552	1.37	Sale	1638515	
				07-11-2017	-40000	1.34	Sale	1598515	
				24-11-2017	-103750	1.25	Sale	1494765	
				01-12-2017	33417	1.28	Purchase	1528182	
				22-12-2017	-5000	1.27	Sale	1523182	
				29-12-2017	4623	1.28	Purchase	1527805	
				12-01-2018	-32556	1.25	Sale	1495249	
				25-01-2018	-1088891	0.34	Sale	406358	
				26-01-2018	698728	0.92	Purchase	1105086	
				02-02-2018	406358	1.26	Purchase	1511444	
				09-02-2018	20000	1.28	Purchase	1531444	
				31-03-2018	-426358	0.92	Sale	1105086	0.92
10	ASHOK KUMAR RAJGARHIA	1682326	1.41	07-04-2017	-7116	1.40	Sale	1675210	
				14-04-2017	-20981	1.38	Sale	1654229	
				21-04-2017	-10000	1.37	Sale	1644229	
				28-04-2017	-2290	1.37	Sale	1641939	
				05-05-2017	-45775	1.33	Sale	1596164	
				12-05-2017	-10000	1.33	Sale	1586164	
				19-05-2017	-11023	1.32	Sale	1575141	
				26-05-2017	-20000	1.30	Sale	1555141	
				02-06-2017	-11000	1.29	Sale	1544141	
				08-09-2017	-10000	1.28	Sale	1534141	
				15-09-2017	-51873	1.24	Sale	1482268	
				22-09-2017	-30000	1.21	Sale	1452268	
				06-10-2017	-10000	1.21	Sale	1442268	
				13-10-2017	-31278	1.18	Sale	1410990	
				27-10-2017	-30196	1.15	Sale	1380794	
				31-10-2017	-10000	1.15	Sale	1370794	
				03-11-2017	-35000	1.12	Sale	1335794	

11	JYOTSNA RAJGARHIA	512009	0.43	07-11-2017	-50000	1.07	Sale	1285794	
				10-11-2017	-8324	1.07	Sale	1277470	
				24-11-2017	-40000	1.03	Sale	1237470	1.03
				14-04-2017	-33200	0.40	Sale	478809	
				21-04-2017	-30085	0.38	Sale	448724	
				28-04-2017	-5110	0.37	Sale	443614	
				05-05-2017	-40000	0.34	Sale	403614	
				12-05-2017	-10000	0.33	Sale	393614	
				19-05-2017	-16526	0.32	Sale	377088	
				26-05-2017	-64014	0.26	Sale	313074	
				02-06-2017	-50	0.26	Sale	313024	
				28-07-2017	-80571	0.19	Sale	232453	
				04-08-2017	-14642	0.18	Sale	217811	
				08-09-2017	-10000	0.17	Sale	207811	
				15-09-2017	-53024	0.13	Sale	154787	
				22-09-2017	-43098	0.09	Sale	111689	
				06-10-2017	-28939	0.07	Sale	82750	
				13-10-2017	-10295	0.06	Sale	72455	
				27-10-2017	-14188	0.05	Sale	58267	
				31-10-2017	-1200	0.05	Sale	57067	
07-11-2017	-20000	0.03	Sale	37067					
24-11-2017	-9067	0.02	Sale	28000	0.02				
12	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS	0	0.00	01-12-2017	243627	0.20	Transfer	243627	0.20

(v) Shareholding of Directors and Key Managerial Personnel:

Sr.No	Name of Shareholder	No of Shares At the Beginning of Year	% To the Total Shares	Transaction Date	Increase /Decrease	Reason	Cummulative Shareholding Holding during the year	% of Total Shares of the Company
1	RATHOD MANUBHAI SOMABHAI	35000	0.03	07-11-2017	-5000	Sale	30000	0.03
2	HEMUL RAMESH SHAH	57256	0.05	19-05-2017	-9000	Sale	48256	0.04
				26-05-2017	-10000	Sale	38256	0.03
3	BHARATKUMAR PRABHUDAS MAKHECHA	20416	0.02	05-05-2017	-6000	Sale	14416	0.01
				03-11-2017	-9000	Sale	5416	0.00
				07-11-2017	-1416	Sale	4000	0.00
				10-11-2017	-1500	Sale	2500	0.00
4	MANAN CHETAN SHAH	0	0.00	07-04-2017	16739	Purchase	16739	0.01
				14-04-2017	4261	Purchase	21000	0.02
				21-04-2017	281440	Purchase	302440	0.25
				28-04-2017	125000	Purchase	427440	0.36
				05-05-2017	92767	Purchase	520207	0.43
5	CHAITALI CHETAN SHAH	111000	0.09	-	-	-	111000	0.09

V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ In Lakhs)

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i. Principal amount	4,699.05	600.00	---	5,299.05
ii. Interest due but not paid	---	6.92	---	6.92
iii. Interest accrued but not due	11.08	---	---	11.08
Total (i + ii + iii)	4,710.13	606.92	---	5,317.05
Changes in Indebtedness during the financial year				
? Addition	---	1500.00	---	1500.00
? Reduction	(91.18)	(606.92)	---	(698.10)
Net Change	(91.18)	893.08	---	801.90
Indebtedness at the end of the Financial Year				
i. Principal amount	4,595.58	1,500.00	---	6,095.58
ii. Interest due but not paid	---	---	---	---
iii. Interest accrued but not due	23.37	---	---	23.37
Total (i + ii + iii)	4,618.95	1,500.00	---	6,118.95

VI. REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Director and/or Manager:

During the year under review, Mr. Manubhai Rathod, Whole Time Director & Chief Executive Officer was paid remuneration of Rs. 35,38,886/- only. (TDS as applicable was deducted).

B. Remuneration to other directors:

During the year under review, the Non-Executive Independent Directors were paid sitting fees of Rs. 15,000/- and Rs. 25,000/- respectively, for attending the every meeting of the Audit Committee and Board of Directors.

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:

During the year under review, Remuneration paid to the Company Secretary and other Whole Time Key Managerial Personnel (as recognized by the Board of Directors) aggregates to approximately Rs. 73,83,516/-.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

During the year under review, no penalty was levied, nor any punishment was pronounced or meted out neither any offences were compounded against the Company and/or any of its Directors and/or any of its officers in default.

For and on behalf of the Board of Directors

Sd/-

Sd/-

MANUBHAIRATHOD
WHOLE TIME DIRECTOR & CEO
 (DIN: 07618837)

HEMULSHAH
DIRECTOR (NON-EXECUTIVE)
 (DIN: 00058558)

Date: 13th August, 2018
 Place: Mumbai

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Effective Corporate Governance ensures that the business environment is fair and transparent and also strengthens the stakeholders' confidence and enhances the shareholders' value. Good Governance can deliver sustainable business performance.

The Corporate Governance framework at Orient Abrasives Limited ensures timely disclosures of all mandatory & reportable events, based on performance/activities undertaken by the Management under the guidance of the Board of Directors of the Company and is committed to meet the aspirations of all the Stakeholders be it Shareholders, Employees, Suppliers, Customers, Investors, Banks, Government and Community at large.

The Company is in compliance with the requirements stipulated under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015. A report on compliance with the principles of Corporate Governance as prescribed by the Securities and Exchange Board of India (SEBI), is given below:

2. BOARD OF DIRECTORS:

A. Composition and category of Board of Directors:

During the year under review, the Board of Directors had optimum combination of Executive, Non-Executive and Independent Directors.

The composition of the Board is in conformity with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, as on 31st March, 2018, the Board of Directors of the Company comprised of Seven (7) Directors, including One (1) Executive Director, Four (4) Non-Executive Independent Directors (including One Woman Director) and Two (2) Non-Executive Directors.

The Company has obtained the requisite disclosures from the Directors in respect of their Directorships in other Public Limited Companies and their Memberships in Committees of other Public Limited Companies.

The Composition of the Board of Directors and their attendance at the Board Meetings during the year and at the previous Annual General Meeting as also number of Directorships/Memberships of committees of other Companies are as under:

Name of Directors	DIN	Category	No. of Board Meetings Attended	Attendance at last AGM Held on 16 th September, 2017	No. of Directorships in other companies as on 31 st , March, 2018 ⁵	No. of Committee Positions held including Orient Abrasives Ltd. as on 31 st March, 2018 ⁶	
						Member	Chairman
Mr. Mihir Devani ¹	07238089	Whole-Time Director & Chief Executive Officer (CEO)	1	N.A	-	-	-
Mr. Manubhai Rathod ²	07618837	Whole Time Director & Chief Executive Officer (CEO)	3	Present	1	-	-
Mr. Hemul Shah	00058558	Non-Executive Director	7	Present	7	1	2
Mr. Pundarik Sanyal	01773295	Non-Executive, Independent Director	7	Present	5	-	2
Mr. Bharatkumar Makhecha	01351080	Non-Executive, Independent Director	2	Present	-	-	-
Mrs. Sangeeta Bohra	02036626	Non-Executive, Independent Director	3	Absent	-	1	-
Mr. Harish Motiwalla ³	00029835	Non-Executive, Independent Director	2	N.A	8	4	5
Mrs. Chaitali Salot ⁴	02036868	Non-Executive Director	2	N.A	-	-	1

- The Board of Directors at their meeting held on 13th June, 2017 took on record the resignation of Mr. Mihir Devani from the post of Whole- Time Director & CEO of the Company pursuant to provisions of Section 168(1) of the Companies Act, 2013 w.e.f 15th June, 2017.

The Company places on record its sincere appreciation for assistance and guidance provided by Mr. Mihir Devani during his tenure as Whole Time Director & CEO and other Committee member of the Company.

- Mr. Manubhai Rathod has been appointed as a Whole- Time Director & CEO of the Company for a period of three years w.e.f. 15th June, 2017.
- Mr. Harish Motiwalla has been appointed as an Additional (Independent) Director of the Company w.e.f. 12th February, 2018.
- Mrs. Chaitali Salot has been appointed as an Additional, Non-Executive Woman Director of the Company w.e.f 12th February, 2018.
- Exclude directorships in Private Limited Companies, Foreign Companies, Companies incorporated under Section 8 of the Companies Act, 2013 and Alternate Directorships.
- Represents only Membership/Chairmanship of the Audit Committee and the Stakeholders' Relationship Committee of Indian Public Companies.

B. Number of shares held by Non-Executive Directors:

The details of number of shares held by the Non-Executive Directors as on 31st March, 2018 is given below:

Name of Director	Designation	Number of Shares Held
Mr. Pundarik Sanyal	Non-Executive, Independent	-
Mr. Hemul Shah	Non-Executive, Non- Independent	38256
Mr. Harish Motiwalla [#]	Non-Executive, Independent	-
Mr. Bharatkumar Makhecha	Non-Executive, Independent	2500
Mrs. Sangeeta Bohra	Non-Executive, Independent	-
Mrs. Chaitali Salot [*]	Non-Executive, Non- Independent	111000

[#] Mr. Harish Motiwalla has been appointed as an Additional (Independent) Director of the Company w.e.f. 12th February, 2018.

^{*} Mrs. Chaitali Salot has been appointed as an Additional, Non-Executive Woman Director of the Company w.e.f. 12th February, 2018.

C. Number of Meetings held during Financial Year 2017-2018:

During the Financial Year 2017-2018, the Board of Directors of the Company met Six (6) times on 30th May, 2017, 13th June, 2017, 10th August, 2017, 5th September, 2017, 12th December, 2017 and 12th February, 2018 and that the time elapsed between any two consecutive meetings never exceeded 120 days. The necessary quorum was present for all the meetings.

D. Independent Directors:

- A formal Letter of Appointment is issued to Independent Directors upon their appointment at the General Meeting of the Company. A model letter of appointment is available at the website of the Company at www.orientabrasives.com.
- The Company has received necessary declarations from the Independent Directors of the Company, confirming that they meet the criteria of independence as prescribed.
- During the Financial Year 2017-2018, following events were held as regard to Independent Directors:
 - A separate meeting of Independent Directors was held on 12th February, 2018 to review the performance of Non-Independent Directors, Chairman of the Board and the Board as a whole, which was attended by all the Independent Directors. The process for evaluation of Board performance, Non- Independent Non-Executive Directors and the Board Chairman is detailed in the Board's Report.
 - The Company has an appropriate induction programme for new Directors and an ongoing Familiarisation Programme, with respect to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business

model of the Company etc. The details of the Familiarisation Programme are disclosed on the Company's website of the Company at www.orientabrasives.com.

E. CEO Certificate:

A Compliance Certificate, pursuant to the provisions of Regulation 17(8) of the SEBI Listing Regulations read with Part B of Schedule II thereunder, duly signed by the Whole Time Director & CEO and DGM Finance & Accounts in respect of the financial year ended 31st March, 2018 was taken on record by the Board of Directors of the Company.

F. Code of Conduct:

The Company has adopted Orient's Code of Conduct for the Board Members, Senior Management and all employees in and above Officers level and the same is posted on the website of the Company.

A declaration from the Whole-Time Director & CEO that all Board Members and senior management personnel have affirmed compliance with the Code of Conduct for the Financial Year ended 31st March, 2018 forms part of the Annual Report.

The Company is in due compliance of all the provisions of Regulation 17 of the Listing Regulation for the Financial Year 2017-2018.

3. COMMITTEES OF BOARD OF DIRECTORS:

Currently, there are Five Committees of the Board such as Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Executive Committee. The terms of reference to the Board Committees are determined by the Board from time to time. Meetings of each Board Committee are convened by the respective Committee Chairman. The minutes of the Board Committee meetings are placed for ratification of the Board.

A. AUDIT COMMITTEE:

The Board has constituted a qualified and independent Audit Committee in line with the provisions of Regulation 18 of Listing Regulations, read with Section 177 of the Companies Act, 2013 and is in due compliance of all the provisions stated therein.

a. Terms of Reference:

The terms of reference of the Audit Committee are in line with the regulatory requirements which among other are specified herein below:

- 1 Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- 1 Reviewing with the management, the quarterly/half yearly/annual financial statements before submission to the Board and wherever required necessary recommendations are made to comply with applicable legislations.
- 1 Approving or subsequently modifying transactions of the Company with related parties and to grant omnibus approval after confirming that they satisfy the requirement of law.
- 1 Reviewing the adequacy of internal audit function, reporting structure, coverage and frequency of internal audit.
- 1 Discussion with auditors before the audit commences on nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 1 Overseeing/Reviewing the Vigil (Whistle Blower) Mechanism.
- 1 Recommending appointment, removal and terms of remuneration of Auditors.
- 1 Reviewing statement of deviations, if any.
- 1 To review all other information as requested by the Board of Directors and/or are required under SEBI Regulations.

b. Composition:

As on 31st March, 2018, the Audit Committee comprised of Four (4) Directors. The composition of the Audit Committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the F.Y. 2017-2018	
		Held	Attended
Mr. Pundarik Sanyal (Chairman)	Independent, Non-Executive	5	5
Mr. Harish Motiwalla [#]	Independent, Non-Executive	5	1
Mr. Hemul Shah	Non- Independent, Non-Executive	5	5
Mrs. Sangeeta Bohra	Independent, Non-Executive	5	3

Mr. Harish Motiwalla co-opted as an Audit Committee Member w.e.f 12th February, 2018

Mr. Pundarik Sanyal, Chairman of the Audit Committee was present at the 46th Annual General Meeting of the Company held on 16th September, 2017.

Representative of Finance & Accounts, the representative of Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee Meetings.

Mr. Bimal Parmar, Company Secretary acts as the Secretary of the Audit Committee.

c. Meetings:

During the Financial Year 2017-2018, the members of the Audit Committee met Five (5) times on 30th May, 2017, 10th August, 2017, 5th September, 2017, 12th December, 2017 and 12th February, 2018 and that time elapsed between any two consecutive meetings never exceeded 120 days. The necessary quorum was present for all the meetings.

B. NOMINATION AND REMUNERATION COMMITTEE:

The Board has constituted the Nomination and Remuneration Committee in line with the provisions of Regulation 19 of Listing Regulations, read with Section 178 of the Companies Act, 2013 and is in compliance of all the provisions stated therein.

a. Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee are in line with the regulatory requirements which among other are specified herein below:

- 1 To form criteria/policy for appointment/remuneration/removal of Directors including Whole-Time Director / Managing Director, if any and Senior Management Executives.
- 1 To identify deserving candidates for Directorships & senior management positions.
- 1 To form policy for performance evaluation of Directors/CEO/Committee of Directors and to alter and modify the same to be in line with Companies Act, 2013 and Listing Regulations.
- 1 To devise guidelines for Diversity of Board of Directors of the Company.
- 1 To recommend extension/termination of the term of appointment of the Independent Directors, on the basis of the report of performance evaluation of the Independent Directors.

b. Composition:

As on 31st March, 2018, the Nomination & Remuneration Committee comprised of Four (4) Directors. The composition of Nomination & Remuneration Committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the F.Y. 2017-2018	
		Held	Attended
Mr. Pundarik Sanyal (Chairman)	Independent, Non-Executive	4	4
Mr. Harish Motiwalla #	Independent, Non-Executive	4	1
Mrs. Sangeeta Bohra	Independent, Non-Executive	4	1
Mr. Hemul Shah	Non- Independent, Non-Executive	4	4

Mr. Harish Motiwalla co-opted as a Audit Committee Member w.e.f 12th February, 2018

c. Meetings:

During the Financial Year 2017-2018, the members of the Nomination & Remuneration Committee met Four (4) times on 13th June, 2017, 12th December, 2017, 12th February, 2017, 26th March, 2018.

d. Remuneration of Directors:

The Non-Executive Directors have no pecuniary relationships or transactions with the Company in their personal capacity except that the Sitting Fees is paid for attending the Board Meetings and Audit Committee Meetings (detailed herein below) as recommended by

the Board pursuant to the provisions of the Companies Act, 2013 and rules framed thereunder. Besides payment of sitting fees, no other fees/compensation/commission is paid to the Non-Executive Directors.

The criteria for making payments to Non-Executive Directors of the Company is disseminated on the website of the Company and can be accessed at;

weblink: <http://www.orientabrasives.com/OAL%20policies/Criteria-of-Making-Payments-to-Non-Executive-Directors.pdf>

The details of sitting fees paid to Non-Executive Directors for the year ended 31st March, 2018 are as under:

Name of the Directors	Sitting fees paid for Board Meetings (Rs.)	Sitting Fees paid for Audit Committee Meetings (Rs.)
Mr. Hemul Shah	1,50,000/-	75,000/-
Mr. Pundarik Sanyal	1,50,000/-	75,000/-
Mr. Harish Motiwalla [#]	50,000/-	25,000/-
Mrs. Sangeeta Bohra	75,000/-	45,000/-
Mr. Bharatkumar Makhecha	1,50,000/-	N.A
Mrs. Chaitali Salot [@]	25,000/-	N.A

[#] Mr. Harish Motiwalla has been appointed as an Additional (Independent) Director of the Company w.e.f. 12th February, 2018.

^{*} Mrs. Chaitali Salot has been appointed as an Additional, Non-Executive Woman Director of the Company w.e.f. 12th February, 2018.

The details of Remuneration paid to Executive Director for the year ended 31st March, 2018 are as under:

Name of the Directors	Salaries & Perquisites including allowance	Tenure as per agreement upto
Mr. Mihir Devani [#]	Rs. 41,00,000/- [@]	5 th August, 2018 (3 Years w.e.f 6 th August, 2015) [#]
Mr. Manubhai Rathod ^{\$}	Rs. 35,38,886/- [^]	14 th June, 2020 (3 years w.e.f 15 th June, 2017)

[@] The remuneration paid to Mr. Mihir Devani, Whole Time Director & CEO, was approved by the Board and shareholders are within the overall limit fixed under the law and in compliance with Schedule V of the Companies Act, 2013.

[#] Mr. Mihir Devani resigned from the office of Whole time Director & CEO w.e.f 15th June, 2017.

^{\$} Mr. Manubhai Rathod appointed as a Whole time Director & CEO w.e.f 15th June, 2017.

[^] The remuneration paid to Mr. Manubhai Rathod, Whole Time Director & CEO, was approved by the Board and shareholders are within the overall limit fixed under the law and in compliance with Schedule V of the Companies Act, 2013.

e. Performance Evaluation:

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Regulations, the Board, in consultation with its Nomination & Remuneration Committee, has formulated a policy containing, inter-alia, the process, format, attributes and criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors.

As a part of the said policy, a structured questionnaire covering various aspects has been framed depending on the category of Director, Board & Committee, whose performance is to be evaluated. Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the financial year 2017-2018 by Independent Directors at their separate Meeting as also by the Nomination & Remuneration Committee and the same was analyzed & confirmed by the Board of Directors.

Details of methodology adopted for performance evaluation of Directors including that of the Board as a whole and its Committee have been provided in the Board's Report.

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board has constituted the Stakeholders' Relationship Committee in line with the provisions of Regulation 20 of the Listing Regulations, read with Section 178 of the Companies Act, 2013 and is in due compliance of all the provisions stated therein.

a. Terms of Reference:

The terms of reference of the Stakeholders' Relationship Committee are in line with the regulatory requirements which among other are specified herein below:

- i Issue of Duplicate Share Certificates.
- i Matters connected with transfer/credit of securities/transmission.

- 1 Redressal of Shareholders'/Investors' complaints related to non-receipt of declared dividend, transfer of shares, non-receipt of annual reports, non receipt of duplicate share certificates, etc.
- 1 To review the periodicity and effectiveness of the share transfer process, statutory certifications, depository related issues and activities of the Registrar and Share Transfer Agent.
- 1 Any other function as may be stipulated by the Companies Act, 2013, SEBI, Stock Exchange or any other regulatory authorities from time to time.

b. Composition:

As on 31st March, 2018, the Stakeholders' Relationship Committee comprised of Four (4) Directors. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the F.Y. 2017-2018	
		Held	Attended
Mr. Hemul Shah (Chairman)	Non- Independent- Non-Executive	7	7
Mr. Pundarik Sanyal	Independent, Non-Executive	7	7
Mr. Mihir Devani [#]	Whole time Director & CEO	7	2
Mr. Manubhai Rathod [@]	Whole time Director & CEO	7	5
Mrs. Chaitali Salot ^{\$}	Non-Independent, Non-Executive	7	1

[#] Mr. Mihir Devani resigned from the office of Whole-time Director and CEO close of business hours on 15th June, 2017.

[@] Mr. Manubhai Rathod Co-opted as a Member w.e.f 15th June, 2017.

^{\$} Mrs. Chaitali Salot co-opted as a Member w.e.f 12th February, 2018.

c. Meetings:

During the Financial Year 2017-2018, the members of the Stakeholders' Relationship Committee met Six (6) times on 13th April, 2017, 30th May, 2017, 30th June, 2017, 1st September, 2017, 14th November, 2017 and 2nd February, 2018.

d. Compliance Officer:

Mr. Bimal Parmar, Company Secretary acts as the Compliance Officer for ensuring compliance with the regulatory requirements of Securities Laws and Listing Regulations.

Compliance officer may be reached at the following address :

Jeevan Udyog Building, 3rd Floor, 278, D.N. Road,
Fort, Mumbai- 400001
Tel:- +91 22 66651700;
Email- investor@oalmail.co.in

e. Stakeholder's Grievance Redressal :

The Secretarial Department and the Registrar & Share Transfer Agents attend to all grievances received from the shareholders either directly or through SEBI and Stock Exchanges. Efforts are made to ensure that all the grievances of the shareholders are redressed expeditiously and satisfactory. The details of the complaints received from the shareholders and redressed upto their satisfaction during the Financial Year 2017-2018 are as follows:

No. of complaints pending at the beginning of the financial year i.e. April 1, 2017	NIL
No. of complaints received during the financial year	5
No. of complaints resolved during the financial year	5
Complaints pending at the end of the financial year i.e. March 31, 2018	NIL

A separate e-mail ID investor@oalmail.co.in, has been designated by the Company for the shareholders to lodge their complaints/queries.

D. EXECUTIVE COMMITTEE OF DIRECTORS:
a. Terms of Reference:

The terms of reference of the Committee of Directors are as follows:

- | To open/close bank account(s) in the name of the Company & avail such other facilities as may be provided by the bank and to review & revive the signatories authorised to operate the bank account(s);
- | To authorise executives/officers/representatives to do all such acts, deeds and things for & on behalf of the Company as also to present the Company before various authorities;
- | To acquire/give property/assets for/of the Company on lease/leave & license basis;
- | To issue power of attorney in favour of executives/officers/representatives for carrying out business affairs of the Company;
- | To consider setting-up/closure of units/branches for the business affairs of the Company and for said purpose to verify and take on record the project report as may be tabled before the Committee meetings;
- | To consider registering of the Company with Financial/other Institutions;
- | To participate in tender/bid for the business of the Company;
- | To make application to government/semi-government authorities/registrars/local bodies/ corporations and to receive requisite;
- | To initiate/defend legal/other proceedings for & on behalf of and in the name of the Company.

b. Composition and Meetings:

During the year under review, Seven (7) meetings of the Executive Committee of Directors were held on the dates mentioned below:

5th June, 2017, 7th July, 2017, 1st September, 2017, 2nd November, 2017, 16th January, 2018, 2nd February, 2018 and 27th February, 2018.

The Composition of the Executive Committee of Board of Directors and the particulars of attendance of the Executive Committee Members are as follows:

Name of Directors	Category	No. of Meetings during the F.Y. 2017-2018	
		Held	Attended
Mr. Hemul Shah (Chairman)	Non- Independent, Non-Executive,	7	7
Mr. Bharatkumar Makhecha	Non-Executive, Independent	7	7
Mr. Mihir Devani [#]	Executive, Whole time Director	7	1
Mr. Manubhai Rathod [@]	Executive, Whole time Director	7	6
Mrs. Chaitali Salot ^{\$}	Non-Independent, Non-Executive	7	1

[#] Mr. Mihir Devani resigned from the office of Whole-time Director and CEO w.e.f close of business hours on 15th June, 2017.

[@] Mr. Manubhai Rathod co-opted as a Member w.e.f 15th June, 2017.

^{\$} Mrs. Chaitali Salot co-opted as a Member w.e.f 12th February, 2018.

E. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Corporate Social Responsibility (CSR) Committee of the Company is constituted in line with the provisions of Section 135 of the Companies Act, 2013 and is in due compliance of all the provisions stated therein.

The terms and reference of CSR Committee is as follows:

- | Formulate and recommend to the Board, a CSR Policy indicating the activities to be undertaken by the Company after taking into consideration Schedule VII of the Act.
- | Recommend the amount of expenditure to be incurred on the activities referred above.
- | Monitor the CSR activities of the Company from time to time.
- | To finalize the budget for CSR expenditure and recommend the same to the Board for approval considering the applicable rules/regulations.

During the year under review, Two (2) meetings of the CSR Committee were held on 10th August, 2017, and 26th March, 2018.

The composition of the CSR Committee and details of the meeting attended by its members are given below:

Name of Directors	Category	No. of Meetings during the FY 2017-2018	
		Held	Attended
Mr. Pundarik Sanyal (Chairman)	Non-Executive, Independent	2	2
Mr. Hemul Shah	Non-Executive, Non-Independent	2	2
Mr. Mihir Devani [#]	Executive, Whole Time Director & CEO	2	N.A
Mr. Manubhai Rathod	Executive, Whole Time Director & CEO	2	NIL
Mr. Harish Motiwalla [@]	Non-Executive, Independent	2	1

[#] Mr. Mihir Devani resigned from the office of Whole-time Director and Chief Executive officer w.e.f close of business hours on 15th June, 2017.

[@] Mr. Harish Motiwalla Co-opted as a Member w.e.f 12th February, 2018.

4. GENERAL BODY MEETINGS:

Details of Annual General Meetings (AGMs) of the last three years:

Financial Year	Date	Time	Location	Special resolution Passed
2014-2015	29 th September, 2015	12.30 p.m.	Hotel Lords Eco Inn Porbandar, Near Circuit House, Chaupati, Porbandar-360575	? To replace the Articles of Association as per Companies Act, 2013. ? To ratify and approve related party transactions entered with M/s. Orient Refectories Ltd. ? To ratify and approve related party transactions entered with M/s. Bombay Minerals Ltd. ? To ratify, confirm and approve the remuneration of Mr. P.P. Khanna Executive Director during the period from 2 nd May, 2015 to 15 th July, 2015, who has resigned w.e.f 15 th July, 2015. ? To appoint Mr. Mihir Devani as Whole Time Director & CEO for a period of 3 years w.e.f 6 th August, 2015 to 5 th August, 2018.
2015-2016	28 th September, 2016	10.00 a.m.	Hotel Lords Eco Inn Porbandar Near Circuit House, Chaupati, Porbandar- 360575	No
2016-2017	16 th September, 2017	10.30 a.m.	Hotel Lords Eco Inn Porbandar Near Circuit House, Chaupati, Porbandar- 360575	No

Postal Ballot

During the year under review, the Company has passed one Special Resolution for Issue of Convertible Warrants on preferential basis to Promoter/Promoter Group Members through Postal Ballot pursuant to the provision of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014. The details are as under:

Date of Postal Ballot Notice:- 12th December, 2017

Voting Period:- Thursday, 21st December, 2017 to Friday, 19th January, 2018

Date of Declaration of results:- 25th January, 2018

Name of Resolution	Type of Resolution	No. votes polled	Votes cast in favour	Votes casts against
Issue of Convertible Warrants on preferential basis to Promoter/Promoter Group Members	Special Resolution	281191	96.19%	3.81%

Ms. Dipti Gohil, Practicing Company Secretary was appointed as the scrutinizer for carrying out Postal Ballot process in fair and transparent manner.

Procedure for Postal Ballot:

Pursuant to the Provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with applicable Rules, the Company has provided electronic voting (e-voting) facility to its members in addition to the physical ballot, to all its members. For this purpose, the Company availed the services provided by National Securities Depository Limited (NSDL).

The Postal Ballot notice and forms were dispatched along with postage-prepaid business reply envelop to registered address of the members/beneficiaries. The Company also published the newspaper advertisement providing details and requirement as mandated as per the Companies Act, 2013 and Rules made thereunder.

Voting rights were reckoned on the paid-up capital value of shares registered in the name of member as on the cut-of date. Members who intended to exercise vote by postal ballot were requested to turn the complete form to scrutinizer on or before the close of voting period. Those who were voting through e-voting were requested to vote before the close of business hours on the last day of e-voting.

All the Postal Ballot forms and voting done through e-voting were scrutinized and a report was submitted to Chairman. The result of the Postal Ballot is uploaded on the website of the Company and published in newspapers.

5. MEANS OF COMMUNICATION:

Pursuant to Listing Regulations, the announcement of Quarterly, Half-Yearly and Yearly Financial Results will be made within the statutory period as per the regulations. The Company from time to time has provided information as required under Listing Regulations to Stock Exchanges and the same has been updated on the website of the Company at www.orientabrasives.com.

The Quarterly, Half-Yearly and Yearly Financial Results are published in Business Standard (English) and Pulchab (Gujarati) newspaper.

A separate section under 'Investor Relations' on the Company's website gives information on various announcements made by the Company, Quarterly/ Half Yearly Results and Annual Financial Results of the Company.

The Company has also separate email id- investor@oalmail.co.in for investor grievance.

The Company has not made any presentation to any institutional investor or to any analyst during the year under review.

Annual Reports and any other communication will be sent to email ids of members whose emails are available with the Company. For other a copy of Annual Report would be dispatched at the registered address of the shareholder with the Company.

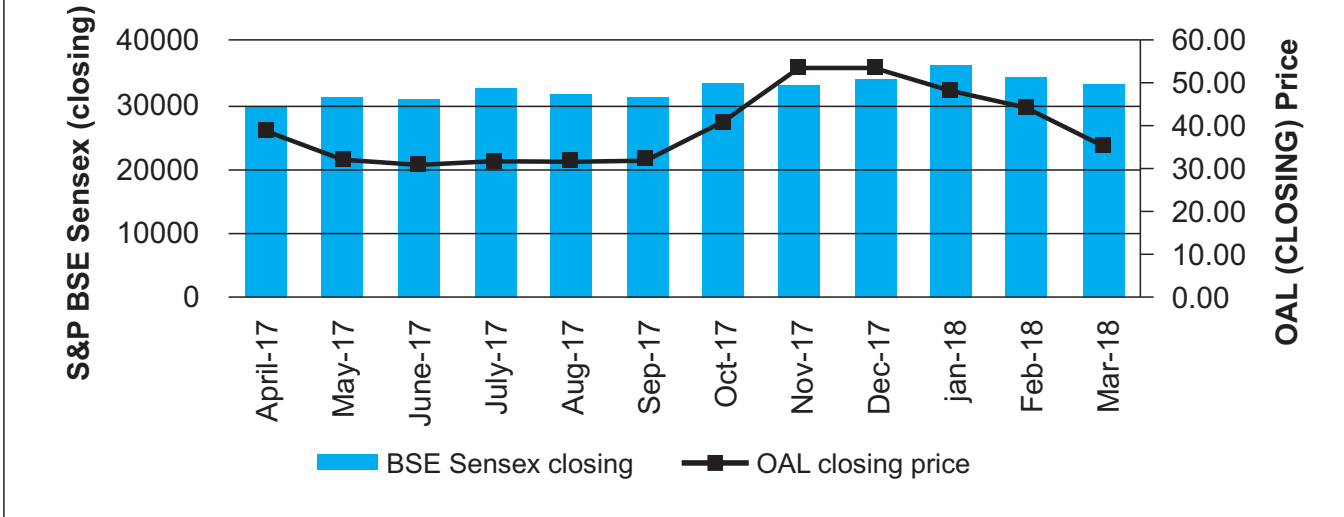
6. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting:	Day & Date : Wednesday, 26 th September, 2018 Time : 3.30 p.m. Venue : Hotel Lords Eco Inn, Near Circuit House, Chaupati, Porbandar-360575
Tentative Financial Calendar:	Financial reporting for the quarter ending 30 th June, 2018: On or before 14 th August, 2018 Financial reporting for the quarter ending 30 th September, 2018: On or before 14 th November, 2018 Financial reporting for the quarter ending 31 st December, 2018 : On or before 14 th February, 2019 Financial reporting for the quarter year ended 31 st March, 2019 On or before 30 th May, 2019
Date of Book Closure:	20 th September, 2018 to 26 th September, 2018 (Both days inclusive)
Dividend Payment Date:	Credit/Dispatch of dividend warrants on or after 27 th September 2018
Listing Details:	Equity Shares are listed on the following Stock Exchanges: 1. Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. 2. National Stock Exchange of India Limited, “Exchange Plaza”, Bandra Kurla Complex, Bandra (East), Mumbai – 400051. The Annual Listing Fees for the year 2017-2018 have been paid to the said Stock Exchanges.
Stock Code:	Bombay Stock Exchange Ltd. 504879 National Stock Exchange of India Ltd. ORIENTABRA
ISIN Number:	INE569C01020
ISIN Number for Convertible Warrant	INE569C13017
Corporate Identification Number (CIN):	L24299GJ1971PLC093248

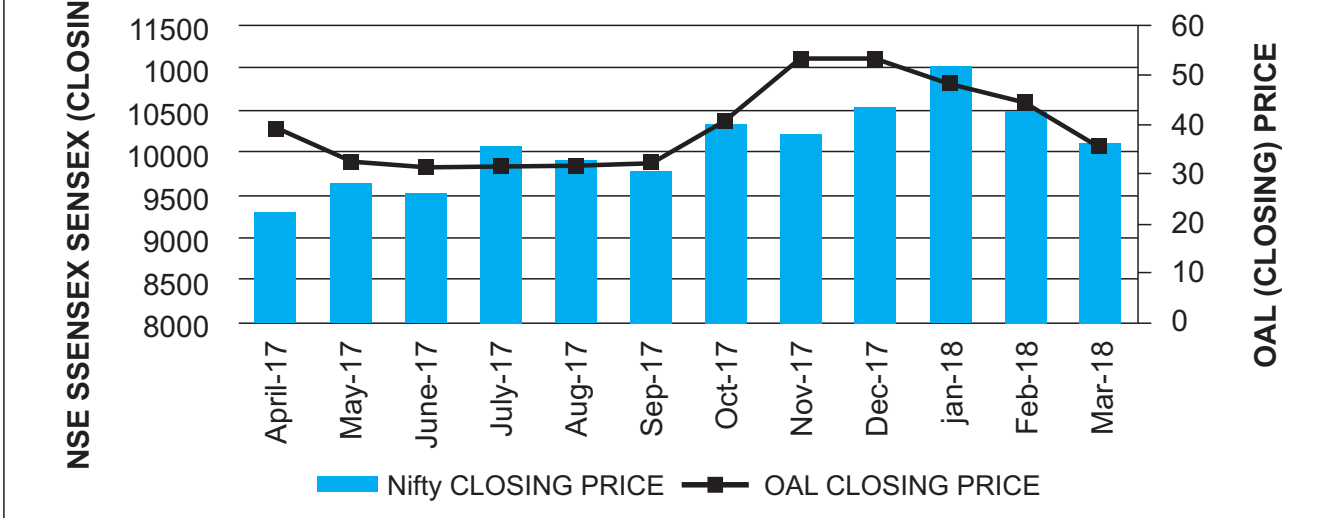
Market Price Data:

Period	Bombay Stock Exchange Limited				National Stock Exchange Limited			
	Sensex (Rs.)		OAL Share price (Rs.)		Nifty (Rs.)		OAL Share price (Rs.)	
	High	Low	High	Low	High	Low	High	Low
Apr-17	30184.22	29241.48	40.00	35.40	9342.65	9282.25	39.75	35.00
May-17	31255.28	29804.12	42.00	30.00	9649.60	9609.25	42.00	29.80
Jun-17	31522.87	30680.66	35.00	30.10	9535.80	9448.75	35.00	30.40
Jul-17	32672.66	31017.11	33.70	30.40	10085.90	10016.95	33.90	30.40
Aug-17	32686.48	31128.02	32.80	27.90	9925.10	9856.95	33.90	26.70
Sep-17	32524.11	31081.83	37.95	30.50	9854.00	9775.35	38.00	30.50
Oct-17	33340.17	31440.48	41.90	31.45	10367.70	10323.95	42.00	31.65
Nov-17	33865.95	32683.59	67.00	41.00	10332.70	10211.25	67.40	41.00
Dec-17	34137.97	32565.16	59.65	45.70	10538.70	10488.65	59.85	45.60
Jan-18	36443.98	33703.37	62.70	48.00	11058.50	10979.30	62.50	48.00
Feb-18	36256.83	27590.10	49.90	41.30	10535.50	10461.55	49.90	41.15
Mar-18	34278.63	32483.84	45.00	30.85	10158.35	10096.90	45.00	30.85

Share Performance of the Company in Comparison to BSE Sensex:



Share Performance of the Company in Comparison to NSE Nifty:



Registrar and Share Transfer Agent:	M/s. Skyline Financial Services Pvt. Ltd. D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi - 110020.																		
Share Transfer System:	<p>The Company's shares are traded on the Stock Exchanges in Demat Mode as well as in Physical Mode.</p> <p>In Demat Mode, the transfers are effected through National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Majority of the share transfers take place in this mode.</p> <p>In Physical Mode, the share transfer are normally processed within the stipulated time i.e. within 15 days as mentioned in the Listing Regulations, from the date of receipt, subject to documents being valid and complete in all respects. The Company also need to obtain half yearly certificate from Company Secretary in Practice to the effect that all certificates have been issued within 30 days of the date of lodgment of the transfer, sub division, consolidation and renewal as required under Regulation 40 (9) of the Listing Regulations and filed copy of the said certificate with the Stock Exchanges.</p> <p>SEBI vide notification dated 8th June, 2018, has mandated that securities of listed companies can be transferred only in dematerialized form from 5th December, 2018. In view of the same and to avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.</p>																		
Distribution of Shareholding & Category - wise distribution:	Refer Table A & B																		
Dematerialization of shares and liquidity:	<p>As on 31st March, 2018, 98.30% of the paid up share capital (face value of Equity Shares of Rs. 1 each) is held in Demat form with NSDL and CDSL.</p> <table border="1" data-bbox="656 1166 1329 1368"> <thead> <tr> <th>Mode</th> <th>No. of equity shares</th> <th>% to the Total Share Capital</th> </tr> </thead> <tbody> <tr> <td>Physical</td> <td>2034540</td> <td>1.70%</td> </tr> <tr> <td>Electronic:</td> <td></td> <td></td> </tr> <tr> <td>(A) NSDL</td> <td>110392480</td> <td>92.27%</td> </tr> <tr> <td>(B) CDSL</td> <td>7212180</td> <td>6.03%</td> </tr> <tr> <td>TOTAL</td> <td>119639,200</td> <td>100.00%</td> </tr> </tbody> </table>	Mode	No. of equity shares	% to the Total Share Capital	Physical	2034540	1.70%	Electronic:			(A) NSDL	110392480	92.27%	(B) CDSL	7212180	6.03%	TOTAL	119639,200	100.00%
Mode	No. of equity shares	% to the Total Share Capital																	
Physical	2034540	1.70%																	
Electronic:																			
(A) NSDL	110392480	92.27%																	
(B) CDSL	7212180	6.03%																	
TOTAL	119639,200	100.00%																	
Outstanding GDR / ADR / Warrants or any Convertible Instruments and their likely impact on Equity:	The total outstanding convertible warrants as on 31 st March, 2018 is 62,96,800 and the said warrants can be convertible into equity shares of the company within the period of 18 months from the date of allotment i.e. 2 nd February, 2018																		
Plant Locations:	GIDC Industrial Area, Porbandar, Gujarat – 360 577.																		
Address for Correspondence:	<p>The Company's Registrar and Share Transfer Agent viz. M/s Skyline Financial Services Pvt. Ltd. provides all shareholder related services.</p> <p>Any query relating to shares and requests for transactions such as transfers, transmissions and nomination facilities, duplicate share certificates, change of address and also dematerialization of shares may please be taken up with:</p> <p>M/s. Skyline Financial Services Pvt. Ltd. D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi - 110020 Tel.: +011 3085 7575 Fax: +91 11 26812682 E-mail: info@skylinerta.com</p>																		

7. OTHER DISCLOSURES:

- a. All transactions entered into with Related Parties as defined under Regulation 23 of Listing Regulations during the financial year were in the ordinary course of business and on an arm's length pricing basis and approved by the Audit Committee. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web link is at <http://www.orientabrasives.com/startpage/Company-Policy.aspx>

- b. The Company has in place a policy (uploaded and available on the Company's website - www.orientabrasives.com) on Related Party Transactions approved by the Board of Directors to deal with the related party transactions entered into by the Company. The Board of Directors has entrusted responsibility on the Audit Committee to grant omnibus approval for the transactions which are repetitive in nature and to confirm that they meet the criteria of having entered into ordinary course of business and at arm's length basis. Related party transactions have been disclosed under Note 28 to the Accounts for the year under review. A Statement in summary form of transactions with related parties in the ordinary course of business are placed periodically before the Audit Committee/Board for review and approval.
- c. The Company has complied with various rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India or any other statutory authority relating to the capital markets during the last 3 years. No penalties or strictures have been imposed by them on the Company.
- d. A Vigil Mechanism/Whistle Blower Policy has been established for Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguard against victimization of Director(s)/employee(s) who avail of the mechanism and provides for direct access to the Chairman of the Audit Committee in exceptional cases. No person has been denied access to the Chairman of the Audit Committee. The Policy is available on the Company's website www.orientabrasives.com.
- e. The Company has formulated a Code of Fair Disclosure and Conduct (For Regulating, Monitoring and Reporting of Trading by Insiders) ('Code') in accordance with provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 with a view to regulate trading in securities by the Directors and Designated Employees of the Company.

Mr. Bimal Parmar, Company Secretary as the Compliance Officer of the Company is responsible for complying with the procedures, monitoring, adherence to the rules for the preservation of price sensitive information, pre-clearance of trade, monitoring of trades and implementation of the Code of Conduct under the overall supervision of the Board.

The Code requires pre-clearance for dealing in the Company's shares and prohibits purchase and/or sale of the Company's shares by the Directors and Designated Employees while in possession of unpublished price sensitive information in relation to the Company.

- f. The Company does not have any material subsidiary whose income or net worth exceeds 20% of the consolidated income and net worth respectively of the holding company in immediately preceding accounting year. A policy on material subsidiaries has been formulated by the Company and posted on website of the Company at the link <http://www.orientabrasives.com/startpage/Company-Policy.aspx>

8. Unclaimed Suspense Demat Account:

In accordance with the Regulation 39 of the Listing Regulations, the Company has Unclaimed Suspense Demat Account with Stock Holding Corporation of India Limited and wherever any request for said unclaimed shares were received, equity shares either in electronic or physical forms is issued to the claimant concerned after debiting said Demat Account.

Particulars	No. of Shareholders	No. of Shares
Aggregate number of Shareholders and the outstanding Shares credited to Unclaimed Suspense Demat Account during the Financial Year	1	20000
Number of Shareholders who approached issuer for transfer of Shares from Suspense Account during the Financial Year	15	53000
Number of Shareholders to whom Shares were transferred from Suspense Account during the Financial Year	15	53000
Aggregate number of Shareholders and the outstanding Shares in the Suspense Account lying at the end of the Financial year	1460	2912680

"TABLE A"
DISTRIBUTION OF SHAREHOLDING AS ON 31st MARCH, 2018

No. of Equity Shares held	No. of Shareholders	% of Shareholders	Shares			Total Shares	% age
			Physical	NSDL	CDSL		
1-500	9667	63.36	48660	999745	728647	1777052	1.49
501-1000	2176	14.26	276850	1030403	623297	1930550	1.61
1001-2000	1663	10.90	606710	1605715	730008	2942433	2.46
2001-3000	395	2.59	79300	628866	351501	1059667	0.89
3001-4000	429	2.81	334600	1000422	320505	1655527	1.38
4001-5000	201	1.32	14920	584350	368910	968180	0.81
5001-10000	409	2.68	352000	1815269	912969	3080238	2.57
10001 & above	318	2.08	321500	102727710	3176343	106225553	88.79
Total	15258	100.00	2034540	110392480	7212180	119639200	100.00

"TABLE B"
CATEGORY-WISE DISTRIBUTION AS ON 31ST MARCH, 2018

Categories	Total No. of Shares	% of Holdings
A) Promoters Holding		
Individuals	875382	0.73
Bodies Corporate	75172447	62.83
Total (A)	76047829	63.56
B) Public Holding		
i) Institutions		
Foreign Portfolio Investor	15824034	13.23
Foreign Institutions/Bank	54225	0.05
Total (B)(i)	15878259	13.28
ii) Non-Institutions		
Individual Shareholders holding Nominal Share Capital Up to 2 Lacs	18077588	15.11
Individual Shareholders holding Nominal Share Capital Above 2 Lacs	2863427	2.39
NBFC	13207	0.01
Any others		
Bodies Corporate	4676254	3.91
Non Resident Indian	457959	0.38
Resident Indian Huf	951745	0.80
Trusts	10150	0.01
Clearing Members/House	419155	0.35
Investor Education Protection Fund (IEPF)	243627	0.2
Total (B)(ii)	27713112	23.16
Total (B) (i) + (ii)	186297371	36.44
Grand Total (A) + (B)	119639200	100.00

For and on behalf of the Board of Directors

Sd/-

MANUBHAI RATHOD
WHOLE TIME DIRECTOR & CEO
(DIN: 07618837)

Sd/-

HEMUL SHAH
DIRECTOR (NON-EXECUTIVE)
(DIN: 00058558)

Date: 13th August, 2018
Place: Mumbai

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

**To
The Members of
ORIENT ABRASIVES LIMITED**

We have examined the compliance of conditions of corporate governance by Orient Abrasives Limited ("the Company") for the year ended 31st March, 2018, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") as referred to in Regulation 15(2) of the Listing Regulations.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedure and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above-referred Listing Regulations except that the Company has not appointed Chief Financial Officer during the year under review.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For SANGHAVI & COMPANY
Chartered Accountants
FRN: 109099W**

Sd/-

**MANOJ GANATRA
Partner
Membership No. 043485**

Place : Mumbai :
Date : 13th August, 2018

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR
MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that Company has adopted a Code of Conduct for all the Board Members, Senior Management and all employees in and above Officer Level. These Codes are available on the Company's website.

I further confirm that the Company has in respect of the financial year ended on 31st March, 2018, received from all the Board Members and Senior Management Personnel of the Company, a declaration of compliance with the Code of Conduct as applicable to them.

For and on behalf of the Board,

Sd/-

Manubhai Rathod
Whole-time Director & CEO
(DIN: 07618837)

Date: 13th August, 2018
Place: Mumbai

CEO/CFO CERTIFICATION

To
The Board of Directors
Orient Abrasives Limited

This is to certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2018 and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31st March, 2018 which is fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiency in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee that:
1. there are no significant changes in Internal Control during the year ended 31st March, 2018;
 2. that there are changes in accounting policies during the year on account of Ind AS adoption and the same have been disclosed in the notes to the financial statement; and
 3. there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Orient Abrasives Limited

Sd/-
Manubhai Rathod
Executive Director & CEO

Sd/-
V. Shahidharan
D.G.M- Finance & Accounts

Place: Mumbai
Date:- 22nd May, 2018

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

CAUTIONARY STATEMENT:

Statements made in this report describing the Company's objective, projections, estimates and expectations may be “forward-looking statements” within the meaning of applicable securities laws and regulations. Important factors that could make a difference to the Company operations include, among others, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in government regulations, tax laws and other statutes and incidental factors.

Although the expectations are based on reasonable assumptions, the actual results might differ.

GENERAL AND ECONOMIC REVIEW:

The Company's sales largely depend on the steel and grinding wheel industry, the demand from the steel industry has resulted to improved performance of the company on a year to year basis.

The Indian Steel industry has entered into a new development stage from 2007-2008, riding high on the resurgent economy and rising demand for steel. The rapid rise in the production has resulted in India becoming the 3rd largest producer of crude steel. The New steel policy, 2017 aspires to achieve 300 Metric Ton (MT) of steelmaking capacity by 2030 from the current 120 MT; this would translate into additional investment of Rs 10 lakh Crore (US\$ 153.84 billion) by 2030-31. Furthermore, the policy seeks to increase per capita steel consumption to 160 kilograms (kg.) by 2030 from the current consumption level of around 60 kgs.

The growth in the grinding and abrasive industry had been fairly muted over the two preceding financial years on account of certain regulatory initiatives including the implementation of the Goods and Services Tax, however there has been a relative revival in the second half of 2017-2018 on account of a resurgent demand in the auto & steel sectors. There has been a modest yet sustainable volume growth for your company's sales to the grinding & abrasive industry.

The Company has undertaken and succeeded in several cost rationalization initiatives in this fiscal year which has in turn translated into a sizable and sustainable competitive advantage. The strengthening of the USD v/s other currency including India and outside India is likely to further erode import volume from China.

OVERVIEW OF THE COMPANY'S BUSINESS:

The Company was incorporated in the year 1971 and has three business divisions:

The Abrasives Grains Division at Porbandar, Gujarat that manufactures fused alumina grains and calcined products, the Refractory Monolithics Division that manufactures refractory castables & monolithics and the Power division comprising of thermal power plants and wind turbine generators.

BUSINESS DIVISIONS/SEGMENTS:

There is no change in the nature of business of the Company during the year under review. As mentioned above, the Company has two major business segments in terms of the nature of output (i) Fused Aluminium Oxide Grains including Calcined Products and Refractories Monolithics and (ii) Electricity (Power Division), which have been elucidated in the following paragraphs:

ABRASIVE GRAINS & REFRACTORY MONOLITHICS:

The Abrasives Grains Division at Porbandar is the first manufacturing unit set up by the Company. The Division manufactures calcined bauxite and fused aluminium oxide abrasive grains. Raw bauxite and calcined alumina are the basic raw materials used for the manufacture of abrasive grains. Raw bauxite is procured from mines owned by the Company & others and calcined alumina is purchased from global aluminium majors including Hindalco Industries Limited being prominent amongst them. These products are used in the manufacture of refractories and grinding wheels & coated abrasives. The Company manufactures refractory castables & monolithics used in the cement & steel industries and the plant is also located in Porbandar, Gujarat.

POWER GENERATION:

The Company has a total thermal power plant capacity of 18 M.W. out of which 9 M.W. is based on coal and 9 M.W. on furnace oil. The thermal power plant based on coal is more economical and is operated at full capacity. The electricity from this power division is meant for captive consumption by the manufacturing division at Porbandar.

The Company also has wind power generation capacity of 11.1 M.W. The power generated by these plants is sold to the respective state power distribution companies.

FINANCIALS OF SEGMENTS:

Financials of business segments are given in detail in note 32 (Segment Information) of the Annual Report.

FINANCIALS AND INTERNAL CONTROL:

The Company has put in place adequate system of internal controls commensurate with its size and the nature of its operations.

The Company's internal control system covers the following aspects:

- | Financial propriety of business transactions.
- | Safeguarding the assets of the Company.
- | Compliance with prevalent statutes, regulations, policies and procedures

The Internal Audit team evaluates the effectiveness and adequacy of internal controls, compliance with operating systems, policies and procedures of the Company and recommends improvements, if any.

The Company's strong and dedicated Internal Audit Team function performs regular Audits objectively and independently tests the design and operating effectiveness of the internal control system to provide a credible assurance to the Board and the Audit Committee regarding the adequacy and effectiveness of the internal control system. The Internal Controls are upgraded based on Internal Audit recommendations. Every quarter significant audit findings, the corrective steps recommended and their implementation status are presented to the Audit Committee.

During the year, there were no changes in internal control over financial reporting that have materially affected or are likely to have any financial reporting lapse.

The Company, pursuant to the provisions of Companies (Indian Accounting Standards) Rules, 2015, has adopted and implemented the Indian Accounting Standards (IndAS) w.e.f. 1st April, 2017.

During the year under review the gross turnover of the Company was Rs.24,185.27 Lakhs and gross profit & net profit were Rs. 929.80 Lakhs & Rs. 692.25 lakhs respectively. The turnover of the abrasives grains was Rs. 13,741.89 Lakhs.

During the year, the Company has sold/exported non plant grade bauxite amounting to Rs. 2,449.26 Lakhs. Going forward the Company expects to focus on the manufacturing facility and value added products vis-à-vis minimal focus on mining business. During the year under review, gross revenue for sale of power (wind energy) was Rs. 770.63 Lakhs.

Dividend:

The Board has recommended dividend of Rs.0.25/- per equity share for the Financial Year ended on 31st March, 2018, payable subject to approval at the ensuing Annual General Meeting. This will result in a total payout for the year 2017-18 (including dividend distribution tax) of Rs. 359.99 Lakhs (Rs. 359.99 Lakhs in 2016-17) translating into a dividend payout of 25% (compared to 25% in the previous year) on net profit.

The company believes in maintaining a fair balance between dividend distribution and cash retention. Cash retention is required for future growth, probable acquisitions and to meet any unforeseen contingencies.

RISK FACTORS:

Risks associated with the Company's Business and Industry:

Over all at a global level, Chinese competition is currently at bay but may revive in a volatile exchange rate scenario and on account of Chinese regulatory action. On the other end, the pollution control norms and compliances are getting stricter in India but the Company is well prepared and equipped to comply with the extent pollution control norms in India. As regard to the current scenario of the Steel industry, volatility and consolidation is substantially eminent and has the potential to disrupt the industry.

HUMAN RESOURCES:

Human Resources are capital of the Company. Your Company believes that all employees are instrumental in the success of the Company, as they stand firm in challenging situations of the Company. To retain a sustainable competitive advantage in the new knowledge economy, learning is a key catalyst for an organization's survival and success. To achieve better results the Company has recruited strong technical team at the Plant level and Corporate Level. Moreover, the Management has also consolidated and optimized the marketing teams for capturing niche markets. Therefore, your Company provides learning, training and development opportunities to its employees starting from induction programme to career development program and much more. Your Company provides an Enterprise Resource Planning (ERP) based platform for employees at all levels to interact and connect with their seniors as also with their peer groups which enables them

to share information and feedback on individual and Company's performance and the way forward.

ENVIRONMENT, HEALTH & SAFETY (EHS)

Safety and Health:

The Health and Safety of employees and associates continues to be deeply embedded in the Human Resources Policy, Corporate Social Responsibility and Environment Health and Safety (EHS) policies. The Group's Environment Health and Safety ("EHS") Charter, communicated to all employees, sets out the objectives which include zero loss- time accidents and zero occupational illness. Your Company has drawn up standards and recommendations with regard to specific EHS concerns. The standards are mandatory and apply to all sites of the Group, even if the country or local legislation is less stringent. Orient EHS policy states that as a responsible corporate citizen and employer, we have an obligation to the public, in general, and our employees, in particular, to operate our facilities and to conduct our business in such a way as to; (1) ensure the health and safety of all our employees and (2) to protect the environment. Your Company, at every level from the top to the shop-floor, monitors and reports accidents (loss-time and non-loss-time), first aid cases and near misses. The company also continuously identifies and reduces risks and offers itself for periodic audits. The health and safety policies apply to everyone (employees, service providers, participants of onsite initiatives viz. student interns, apprentices, visitors) at all the departments of your Company. Your Company emphasizes the importance of healthy living of all the employees and facilitates the same by providing regular health check-ups (and other medical advisory interventions) to all its employees.

Environment Footprint and Climate change:

Environment sustainability is one of the key elements in our Corporate Sustainability Model. Conservation of energy, greening of product and environment, reduction and reuse of industrial waste are key focus areas under environment initiatives. Climate change has been identified as one of the greatest challenges facing nations, governments, businesses and citizens in the coming decades. Your Company has laid out systems going beyond regulations, by continuously working on different technologies in effluent management to upgrade waste water treatment in its Units.

CONCERNS AND FUTURE OUTLOOK:

While the long term outlook for the Indian economy remains very positive, the short term outlook is uncertain. The order inflow across businesses, remains muted and there is no pull from the channel. While the implementation of the Goods and Services Tax Act will have a positive impact in the medium term, it has accentuate short term uncertainty. With capacity utilization increasing, inflation expected to remain low, the rupee expected to depreciate gradually and the cumulative impact of the economic reforms initiated by the Government being positive, there are hopes of higher industrial growth in the new fiscal. Overall the Company is optimistic that the environment will remain favorable and in combination with the growth plan the Company will outperform industry trends and will continue to focus on new products, new markets and exports to sustain growth. The Company is optimistic about increasing profitability on the back of increasing revenue and margins in the near term with the endeavor in cost reduction programs and development of new value added products.

The global economic climate continues to be volatile, uncertain and prone to risks. Weak consumer sentiment and low commodity prices are expected to affect global growth adversely. For India, despite challenging global headwinds, a stable macro performance will help to remain an attractive investment destination. However, execution of the reforms agenda and commencing the investment cycle will be key determinants of India's economic performance on a long term basis.

To conclude, the strategic location of manufacturing facility, captive mineral resources and in-house thermal based power generation facility continue to keep us in a leadership position and your company expect renewed innovative focus and efficiency improvement initiatives will contribute to achieve and exceed objectives. Your Company is able to maintain/grow market share due to superior product quality and strong brand image and focus on innovation to stay ahead of competition.

INDEPENDENT AUDITORS' REPORT

To
The Members of
ORIENT ABRASIVES LIMITED

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of Orient Abrasives Limited (“the Company”) which comprise the Balance Sheet as at 31st March 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these Ind AS financial statements to give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows and changes in the equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules 2015 under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act and the rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether these Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal financial control relevant to the Company's preparation of the Ind AS financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2018 and of the profit (including other comprehensive income), its cash flows and changes in equity for the year ended on that date.

Other Matters

The financial information of the Company for the year ended 31st March, 2017 and the transition date opening balance sheet as at 1st April, 2016 included in these Ind AS financial statements are based on the previously issued financial statements for the years ended 31st March, 2017 and 31st March, 2016 prepared in accordance with the Companies (Accounting Standards) Rules, as applicable, which were audited by the predecessor auditors, on which they had expressed their unmodified opinion dated 30th May, 2017 and unmodified opinion dated 26th

May, 2016 respectively. The adjustments to those financial statements for the differences in the accounting principles adopted by the Company on transition to the Ind AS have been audited by us. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India terms of sub section (11) of section 143 of the Act, we give in the Annexure – A, a statement on the matters specified in clause 3 and 4 of the Order, to the extent possible.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act;
 - e) On the basis of written representations received from the directors as on 31st March 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018, from being appointed as a director in terms section 164(2) of the Act;
 - f) With respect to the adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, our separate report in annexure – B may be referred;
 - g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements under note no. 28;
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

For SANGHAVI & COMPANY
Chartered Accountants
FRN: 109099W

Sd/-
MANOJ GANATRA
Partner
Membership No. 043485

Place : Mumbai
Date : May 22, 2018

ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:

1 In respect of fixed assets:

- a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b. The fixed assets were physically verified by the management at reasonable intervals in a phased manner in accordance with a programme of physical verification. No discrepancies were noticed on such verification.
 - c. The title deeds of immovable properties are held in the name of the Company.
- 2 The inventories were physically verified by the management at reasonable intervals during the year. No material discrepancies were noticed on such physical verification carried out by the Company.
 - 3 The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act.
 - 4 The Company has complied with provisions of Section 185 and 186 of the Act in respect of loans, investments, guarantees and security, to the extent applicable.
 - 5 The Company has not accepted any deposits within the meaning of the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder with regard to the deposits accepted from the public. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
 - 6 We have broadly reviewed the cost records maintained by the Company pursuant to Section 148(1) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

7 In respect of statutory and other dues:

- a. The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess, GST and other statutory dues, to the extent applicable, with the appropriate authorities during the year. There are no undisputed statutory dues outstanding for a period of more than six months from the date they became payable.
- b. There are no statutory dues, which have not been deposited on account of dispute except for the followings:

Name of the statute	Nature of dues	Amount (in lakhs)	Forum where dispute is pending
Customs Act, 1962	Differential custom duty on account of misclassification on import of coal.	54.51	Commissioner of Customs (Appeals)
Customs Act, 1962	Redemption fine in lieu of confiscation u/s 125 of the Act	1.59	Additional Commissioner of Customs
Income Tax Act, 1961	Penalty proceedings for error made in the return filed by the Company for the assessment year 2009-10	47.49	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Disallowance of various expenses/deductions (under section 80IA) claimed by the Company for the year 2008-09, 2010-11, 2011-12, 2012-13 and 2013-14 along with the penalty proceedings of the same for the year 2008-09	775.38	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Disallowance of various deductions (under section 80IA) claimed by the Company for the year 2014-15	76.28	Assessing Officer

- 8 The Company has not defaulted in repayment of loans or borrowing to banks. The Company has not obtained any borrowings from any financial institutions or government or by way of debentures.
- 9 Term loans obtained by the Company have been applied for the purpose for which they were obtained. The Company has not raised any money, during the year, by way of public offer (including debt instruments).
- 10 To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company or on the Company by its officers or employees was noticed or reported during the year.
- 11 Managerial remuneration paid or provided by the Company during the year is in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- 12 Since the Company is not a Nidhi Company, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- 13 All transactions with the related parties are in compliance with Section 177 and 188 of the Act and the details have been disclosed in the Ind AS financial statements as required by the applicable accounting standards.
- 14 The Company has complied with provisions of section 42 of the Companies Act, 2013 in respect of the preferential allotment of share warrants issued during the year. (refer note no. 41) The amounts so raised have been used for the purposes for which it was raised.
- 15 The Company has not entered into any non-cash transactions during the year with directors or persons concerned with him.
- 16 The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For SANGHAVI & COMPANY

Chartered Accountants
FRN: 109099W

Sd/-
MANOJ GANATRA
Partner
Membership No. 043485

Mumbai
May 22, 2018

ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

We have audited the internal financial controls over financial reporting of Orient Abrasives Limited (“the Company”) as of 31st March, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for the Internal Financial Statements

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such

internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SANGHAVI & COMPANY

Chartered Accountants
FRN: 109099W

Sd/-

MANOJ GANATRA

Partner
Membership No. 043485

Mumbai
May 22, 2018

BALANCE SHEET AS AT MARCH 31, 2018
(₹ In Lakhs)

Particulars	Notes	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
ASSETS				
Non-current assets				
Property, plant and equipment	3	13,278.90	8,862.25	9,501.64
Capital work-in-progress	3	91.48	3,361.83	548.52
Intangible assets	4	135.31	160.81	-
Intangible assets under development	4	-	-	51.90
Financial assets				
Other financial assets	8	91.74	344.39	182.69
Other non-current assets	9	407.72	638.97	568.83
Total non-current assets		14,005.15	13,368.26	10,853.58
Current assets				
(a) Inventories	10	10,455.04	11,079.16	7,114.85
(b) Financial assets				
(i) Trade receivables	5	8,382.54	7,243.39	8,052.47
(ii) Cash and cash equivalents	6	108.03	114.05	173.17
(iii) Bank balance other than (ii) above	7	508.26	129.98	138.13
(iv) Others financial assets	8	70.20	71.10	64.60
(c) Other current assets	9	2,406.47	1,707.81	1,087.79
Total current assets		21,930.52	20,345.49	16,631.01
Total Assets		35,935.67	33,713.75	27,484.59
EQUITY AND LIABILITIES				
Equity				
Equity share capital	11	1,196.52	1,196.52	1,196.52
Other equity	12	19,157.03	17,013.33	16,675.77
Total equity		20,353.55	18,209.85	17,872.29
LIABILITIES				
Non-current liabilities				
Financial liabilities				
Borrowings	13	1,311.53	567.11	-
Other financial liabilities	15	3.06	8.94	16.09
Provisions	16	133.50	141.39	141.83
Deferred tax liabilities (net)	27	895.32	1,178.54	1,185.09
Other non-current liabilities	17	-	166.72	-
Total non-current liabilities		2,343.40	2,062.70	1,343.01
Current liabilities				
Financial liabilities				
Borrowings	13	4,391.18	4,668.92	3,621.92
Trade payables	14	6,839.44	6,594.63	3,654.34
Other financial liabilities	15	694.10	419.16	121.54
Other current liabilities	17	1,201.78	1,628.56	633.48
Provisions	16	59.85	77.56	101.74
Current tax liabilities (net)	18	52.36	52.36	136.25
Total current liabilities		13,238.71	13,441.19	8,269.28
Total equity and liabilities		35,935.67	33,713.75	27,484.59

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For Sanghavi & Co.
Chartered Accountants
FRN: 109099W

Sd/-
Manoj Ganatra
Partner

Place : Mumbai
Date : 22nd May, 2018

**For and on behalf of the Board of Directors of
Orient Abrasives Limited**

Sd/-
Manubhai Rathod
Whole-Time Director & CEO
DIN: 07618837

Sd/-
Bimal Parmar
Company Secretary

Sd/-
Hemul Shah
Director
DIN: 00058558

Sd/-
V. Shashidharan
DGM - Finance & Accounts

Place : Mumbai
Date : 22nd May, 2018

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31st, 2018
(₹ In Lakhs)

Particulars	Notes	2017-2018	2016-2017
Revenue			
Revenue from operations	19	32,737.00	24,279.25
Other income	20	368.91	92.55
		Total Revenue	24,371.80
		33,105.91	
Expenses			
Cost of materials consumed	21	9,084.58	7,824.41
Purchase of traded goods		4,054.71	1,044.78
Changes in inventories	22	749.61	(1,380.04)
Employee benefits expense	23	2,608.60	2,271.39
Finance costs	24	612.64	451.89
Depreciation and amortisation expense	25	953.56	796.77
Other expenses	26	13,109.20	12,419.17
		Total expenses	23,428.35
		31,172.90	
Profit before tax		1,933.01	943.44
Tax expense			
Current tax	27	439.00	247.00
Less : MAT Credit Entitlement		(699.94)	-
Earlier year's tax		76.28	-
Deferred tax		418.45	(4.66)
		Total tax expense	242.34
		233.78	
Profit for the year		1,699.23	701.10
Other comprehensive income			
Items that will not be reclassified to profit & loss			
Re-measurement on defined benefit plans		(4.99)	(5.46)
Income tax effect		1.73	1.89
		Total other comprehensive for the year, net of tax (VI)	(3.57)
		(3.26)	
Total comprehensive income for the year, net of tax (V+VI)		1,695.97	697.53
		1,695.97	
Basic earning per share (₹)	32	1.42	0.59
Diluted earning per share (₹)	32	1.40	0.59
Face value per share (₹)		1.00	1.00

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For Sanghavi & Co.
Chartered Accountants
FRN: 109099W

Sd/-
Manoj Ganatra
Partner

Place : Mumbai
Date : 22nd May, 2018

For and on behalf of the Board of Directors of
Orient Abrasives Limited

Sd/-
Manubhai Rathod
Whole-Time Director & CEO
DIN: 07618837

Sd/-
Bimal Parmar
Company Secretary

Sd/-
Hemul Shah
Director
DIN: 00058558

Sd/-
V. Shashidharan
DGM - Finance & Accounts

Place : Mumbai
Date : 22nd May, 2018

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2018

(₹ In Lakhs)

Particulars	2017-2018	2016-17
A Cash Flow from Operating Activities		
Profit before tax as per statement of profit and loss	1,933.01	943.44
Adjustments for:		
Depreciation and Amortization expenses	953.56	796.77
(Profit) / loss on sale of property, plant and equipment	3.87	19.98
Unrealised foreign exchange (gain) / loss (net)	(11.17)	20.73
Government grant income	(159.64)	-
Interest expenses	532.49	398.29
Interest income	(28.09)	(21.20)
Liabilities/provisions no longer required, written back	-	(0.31)
Bad debts and miscellaneous balances written off	38.43	-
Provision for doubtful debts (ECL)	111.67	214.08
Operating Profit before Working Capital Changes	3,430.31	2,414.19
Working Capital Changes:		
(Decrease)/Increase in trade payables, provisions and other liabilities	(247.59)	3,891.17
(Increase)/decrease in trade receivables	(1,277.85)	636.85
Decrease / (increase) in inventories	624.12	(3,964.31)
(Increase) in other assets	(653.12)	(627.49)
Cash Generated from Operations	1,875.87	2,350.41
Direct Taxes paid (Net of Income Tax refund)	(387.77)	(189.84)
Net Cash from Operating Activities	1,488.11	2,160.57
B Cash Flow from Investing Activities		
"Purchase of property, plant and equipment (including CWIP and capital advances)"	(2,028.95)	(2,986.86)
Proceeds from sale of property, plant and equipment	12.89	8.79
Deposits made	(574.75)	(127.06)
Deposits redeemed	409.35	-
Interest received	(36.73)	(22.32)
Net cash flow (used in) Investing Activities	(2,218.20)	(3,127.44)
C Cash Flow from Financing Activities		
Proceeds received against issue of share warrants	807.72	-
Proceeds from long term borrowings	1,402.51	630.12
Repayment of long term borrowings	(328.22)	-
Changes in working capital loans (net)	(1,177.74)	447.00
Proceeds from loan from body corporate	1,500.00	600.00
Repayment of loan from body corporate	(600.00)	-
Dividend paid (including dividend distribution tax)	(359.99)	(359.99)
Interest paid	(520.19)	(409.38)
Net Cash flow from Financing Activities	724.08	907.75
Net (Decrease) in cash & cash equivalents	(6.02)	(59.12)
Cash & Cash equivalent at the beginning of the period	114.05	173.17
Cash & Cash equivalent at the end of the period	108.03	114.05

Notes:
a. Component of Cash and Cash Equivalents (Also Refer Note 18)

Particulars	As at March 31, 2018	As at March 31, 2017
Cash on Hand	11.12	9.20
Balances with Banks	96.91	104.85
Cash and cash equivalents at the end of the year	108.03	114.05

b. Amendments to Ind AS 7 Statement of Cash Flows: Disclosure Initiative

The amendments require entities to provide disclosure of changes in their liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes (such as foreign exchange gains or losses). During the year there has been no other change in liabilities arising from financing activities apart from changes arising on account of cash flows.

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For Sanghavi & Co.
Chartered Accountants
FRN: 109099W

Sd/-
Manoj Ganatra
Partner

Place : Mumbai
Date : 22nd May, 2018

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Company Secretary

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Director
DIN: 00058558

Sd/-
V. Shashidharan
DGM - Finance & Accounts

Place : Mumbai
Date : 22nd May, 2018

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018
A. Equity share capital (₹ In Lakhs)

Particulars	Amount
As at April 1, 2016	1,196.52
Changes in Share capital	-
As at March 31, 2017	1,196.52
Changes in Share capital	-
As at March 31, 2018	1,196.52

B. Other equity (₹ In Lakhs)

Particulars	Reserves and Surplus		Share warrants	Total Equity
	General Reserve	Retained Earnings		
Balance as at April 1, 2016	8,979.44	7,782.28	-	16,761.72
Profit for the year	-	701.08	-	701.10
Other comprehensive (loss) for the year	-	-	-	-
Total Comprehensive income for the year	-	701.10	-	701.10
Dividend and distribution tax thereon	-	(359.99)	-	(359.99)
Balance as at March 31, 2017	8,979.44	8,123.39	-	17,102.83
Profit for the year	-	1,699.23	-	1,699.23
Other comprehensive (loss) for the year	-	-	-	-
Total Comprehensive income for the year	-	1,699.23	-	1,699.23
Share warrants issued, pending allotment	-	-	807.72	807.72
Dividend and distribution tax thereon	-	(359.99)	-	(359.99)
Balance as at March 31, 2018	8,979.44	9,462.63	807.72	19,249.80

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For Sanghavi & Co.
Chartered Accountants
FRN: 109099W

Sd/-
Manoj Ganatra
Partner

Place : Mumbai
Date : 22nd May, 2018

**For and on behalf of the Board of Directors of
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Sd/-
V. Shashidharan
DGM - Finance & Accounts

Place : Mumbai
Date : 22nd May, 2018

Notes to the Financial Statements for the year ended March 31, 2018

1. Corporate Information:

Orient Abrasives Limited (the Company) is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on National Stock Exchange (NSE) as well as Bombay Stock Exchange (BSE) in India. The registered office of the Company is located at GIDC Industrial Area, Porbandar 360577, Guajrat, India.

The Company is principally engaged in the business of production and trading of aluminum refractories and monolithics products, mining of bauxite ores and generation of power (including windmill facilities). The Company's manufacturing facilities are located at Porbandar (Gujarat) alongwith thermal power generation, bauxite mines located at various sites in Gujarat and windmill facilities in the state of Rajasthan and Karnataka.

The financial statements were authorised for issue in accordance with a resolution of the directors on 22nd May 2018.

2. Significant accounting policies:

2.1 Basis of preparation:

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

For all accounting periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended March 31, 2018 are the first such statements, the Company has prepared in accordance with Ind AS. Refer to note 40 for information on first time adoption of Ind AS from April 1, 2016 by the Company.

The financial statements have been prepared and presented under the historical cost convention, except for certain financial assets and liabilities measured at fair value at the end of each reporting period, as explained in the accounting policies below. The accounting policies adopted in the preparation of financial statements are consistent for all the period presented, including preparation of the opening Ind AS Balance Sheet as at April 01, 2016 being the beginning of the earliest period for which the Company has presented full comparative information under Ind AS. These financial statements are presented in INR and all values are rounded to the nearest lakhs (INR 00,000), except when otherwise indicated.”

2.2 Summary of significant accounting policies:

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is treated as current when it is:-

Expected to be realised or intended to be sold or consumed in normal operating cycle

- Held primarily for the purpose of trading

- Expected to be realised within twelve months after the reporting period, or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle

- It is held primarily for the purpose of trading

- It is due to be settled within twelve months after the reporting period, or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

The Company has identified twelve months as its operating cycle.

b. Property, plant and equipment

Capital work in progress is stated at cost, net of impairment loss, if any. Property, plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalisation criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use and the present value of the expected cost for the decommissioning of an asset after its use, if the recognition criteria for a provision are met. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of

plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized. The company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

Capital work in progress includes the cost of property, plant and equipment that are not ready for intended use at the balance sheet date. The Company has elected to continue with the carrying value for all of its property, plant and equipment as recognized in its Indian GAAP financial statements as deemed cost at the transition date, viz., 1 April, 2016.

c) Depreciation on property, plant and equipment

Depreciation on property plant and equipment is provided on a straight-line basis using useful lives of the assets as prescribed under Part C of Schedule II of the Companies Act 2013 except for the assets mentioned below for which useful lives estimated by the management based on technical assessment made by technical expert:

- Leasehold land is amortized on a straight line basis over the period of lease.
- Building - 15 / 30 / 60 years
- Plant and equipment - 5 / 15 / 25 years
- Thermal power plant and windmill - 25 years

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The identified components are depreciated over their useful lives. The remaining components are depreciated over the life of the principal assets.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

d. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets comprise of computer software which is amortised over a period of 6 years.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

The company has elected to continue with the carrying value for all of its intangible asset as recognized in its Indian GAAP financial statements as deemed cost at the transition date, viz., 1 April, 2016

e. Foreign currencies

The Company's financial statements are presented in INR. The Company determines the functional currency and items included in the financial statements are measured using that functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

f. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement. For arrangements entered into prior to 1 April 2016, the Company has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

Where the Company is lessee: Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

g. Inventories

Inventories are valued as follows:

- Raw materials, stores and spares: At lower of cost and net realizable value. Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average basis.
- Finished goods and work in progress: At lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity. Cost is determined on weighted average basis.
- Bauxite Ore: At lower of cost and net realizable value. Cost includes excavation cost and other direct costs to bring the inventories to their present location and condition. Cost is determined on weighted average basis.
- Waste: At net realizable value

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Obsolete, slow moving and defective inventories are written off/valued at net realisable value during the year as per policy consistently followed by the Company.

h. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Based on the Educational Material on Ind AS 18 issued by the ICAI, the Company has assumed that recovery of excise duty flows to the Company on its own account. This is for the reason that it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty.

However, sales tax / value added tax (VAT) / goods and services tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of goods

Revenue from the sale of goods/bauxite ore is recognised when the significant risks and rewards of ownership of the goods/bauxite

ore have passed to the buyer, usually on delivery of the goods/bauxite ore. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Power generation income

Revenue from sale of power is recognised on accrual basis in accordance with the provisions of the agreements with the respective state governments/organization.

Interest income

For all debt instruments measured either at amortised cost interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. Interest income is included in other income in the statement of profit and loss.

i. Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When the Company receives grants of non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e. by equal annual instalments.

j. Taxes

The tax expenses comprise of current income tax and deferred tax:

Current income tax

Current income tax (including Minimum Alternative Tax (MAT)) is measured at the amount expected to be paid to the taxation authorities in accordance with Income Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The Company is entitled to a tax holiday under section 80-IA the Income-tax Act, 1961 in respect of certain income, no deferred tax (asset or liability) is recognized in respect of timing differences which reverse during the tax holiday period, to the extent the Company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognized in the year in which the timing differences originate. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax for the year. The deferred tax asset is recognised for MAT credit available only to the extent that it is probable that the concerned company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset, it is created by way of credit to the statement of profit and loss and shown as part of deferred tax asset. The company reviews the “MAT credit entitlement” asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

k. Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Company operates a defined benefit gratuity plan in India, which requires contributions to be made to a separately administered fund. The Company has taken an insurance policy under the Group Gratuity Scheme with the Life Insurance Corporation of India (LIC).

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short term employee benefits. The Company measures the expected cost of such absence as the additional amount that is expected to pay as a result of the unused estimate that has accumulated at the reporting date.

The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. The company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non current liability. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

l. Financial instruments

A financial instrument is any contract which give rise to a financial asset of one entity and financial liability or equity instrument of another entity.

Financial assets: Initial recognition and measurement

Financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of financial assets.

Subsequent measurement:

For the purpose of subsequent measurement, financial assets are classified in the below categories:

- i. Financial assets at amortized cost
- ii. Financial assets at fair value through profit or loss (FVTPL)

i. Financial assets at amortized cost

A financial asset is measured at the amortized cost if both the following conditions are met: a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. After

initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

ii. Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:- The rights to receive cash flows from the asset have expired, or- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement? and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition of a financial asset in its entirety, the difference between the carrying amounts measured at the date of derecognition and consideration received is recognised in the statement of profit and loss.

Financial liabilities

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or as payables, as appropriate. The company's financial liabilities include trade and other payables, loans and borrowings. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The subsequent measurement of financial liabilities depends on their classification, which is described below.

ii. Financial liabilities at amortized cost

Financial liabilities are subsequently carried at amortized cost using the effective interest ('EIR') method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss. This category generally applies to borrowings. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosure, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics, and risks of the assets or liabilities and the level of the fair value hierarchy as explained above. In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions

and risks existing at each reporting date. The method used to determine fair value includes discounted cash flow, available quoted market prices and quotes. All method of assessing fair value results from general approximation of value and the same may differ from the actual realised value.

Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

m. Impairment

Financial assets

The company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. In accordance with Ind-AS 109 Financial instruments, the Company applies expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured using simplified approach, where impairment loss allowance is recognised based on lifetime ECL at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets, ECL is measured at an amount equal to the 12 month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument, The 12 month ECL is a portion of the lifetime ECL which results from default events on a financial instrument that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument;
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/expense in the statement of profit and loss. This amount is reflected under the head 'other expenses' in the statement of profit and loss and presented in the balance sheet as an allowance that reduces the gross carrying amount.

The balance sheet presentation for various financial instruments is described below:

- Financial assets measured as at amortised cost, contractual revenue receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the group does not reduce impairment allowance from the gross carrying amount.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/origination.

Non financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable

amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

n. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

o. Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

p. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the financial statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts, if any, as they are considered an integral part of the Company's cash management.

The Company applied for the first time certain amendments to the standards, which are effective for annual periods beginning on or after April 1, 2017. The nature and the impact of each amendment is described in the statement of cash flows.

q. Segment reporting

Identification of segments

Business Segment

The chief operational decision maker (CODM) monitors the operating results of its business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements, Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

Intersegment Transfers

The Company generally accounts for intersegment sales and transfers as if the sales or transfers were to third parties at current market prices.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Segment Policies

The Company prepares segment information in conformity with the accounting policies adopted for preparing and presenting the

financial statements of the Company as a whole.

r. Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

s. Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

Evaluation of arrangements containing a lease

The Company has assessed applicability of Appendix C of Ind AS – 17 “Lease” with respect to its power purchase agreement (PPA) for its power generation plants. In assessing the applicability, the Company have exercised judgment in relation to the provisions of the Electricity Act, 2003, terms of its Power Purchase Agreement, etc. Based on such assessment, it has concluded that Appendix C of Ind AS 17 is not applicable.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Based on the assessment by the management, it is not probable that the Company will have sufficient taxable profit in future against which, the Company will be able to set off the MAT. Accordingly, the Company has not recognised deferred tax assets in the form of MAT credit entitlement. Refer note 25.

Provision for cost of mines restoration

In determining the fair value of the provision, assumptions and estimates are made in relation to discount rates, the expected cost of mines restoration and the expected timing of those costs. Refer note 14 for the carrying amount of the provision.

Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model. Based on management's assessment, there has been no indication of impairment in non-financial assets.

Notes to the Financial Statements for the year ended March 31, 2018
Note 3 : Property, plant and equipment

(₹ In Lakhs)

Particulars	Freehold Land	Lease hold Land	Building	Plant & Equipment	Furniture & Fixtures	Office Equipments	Vehicles	Total	CWIP
Gross Carrying value (At Deemed Cost)									
Balance as at April 1, 2016	29.16	48.49	1,959.44	18,247.95	33.71	130.03	313.63	20,762.41	548.52
Additions	-	-	50.02	84.68	0.25	19.94	18.05	172.94	2,813.31
Disposals / Transfers	-	-	(0.22)	(12.03)	(0.13)	(1.32)	(16.09)	(29.79)	-
Balance as at March 31, 2017	29.16	48.49	2,009.24	18,320.60	33.83	148.65	315.59	20,905.56	3,361.83
Additions	-	-	1,073.11	4,215.35	25.86	26.69	20.43	5,361.46	2,060.55
Disposals / Transfers	-	-	-	-	-	-	(38.96)	(38.96)	(5,330.89)
Balance as at March 31, 2018	29.16	48.49	3,082.35	22,535.95	59.69	175.34	297.06	26,228.06	91.48
Accumulated Depreciation									
Balance as at April 1, 2016	-	14.86	592.77	10,415.82	12.36	96.31	128.65	11,260.77	-
Depreciation for the year	-	1.79	83.30	650.21	2.59	14.33	31.33	783.55	-
Disposals / Transfers	-	-	-	-	-	-	(1.02)	(1.02)	-
Balance as at March 31, 2017	-	16.65	676.07	11,066.03	14.95	110.64	158.96	12,043.30	-
Depreciation for the year	-	1.79	95.68	780.92	2.85	17.86	28.97	928.06	-
Disposals / Transfers	-	-	-	-	-	-	(22.20)	(22.20)	-
Balance as at March 31, 2018	-	18.44	771.75	11,846.95	17.80	128.50	165.73	12,949.16	-
Net block									
As at April 1, 2016	29.16	33.63	1,366.67	7,832.13	21.35	33.72	184.98	9,501.64	548.52
As at March 31, 2017	29.16	31.84	1,333.17	7,254.57	18.88	38.01	156.63	8,862.26	3,361.83
As at March 31, 2018	29.16	30.05	2,310.60	10,689.00	41.89	46.84	131.33	13,278.90	91.48

Notes:

- For property, plant and equipment existing as on the date of transition to Ind AS, i.e., April 1, 2016, the Company has used Indian GAAP carrying value as deemed costs.
- For assets given on security to the lender for borrowings availed by the Company, refer note 13.

Note 4
Intangible Assets

(₹ In Lakhs)

	Computer Software	Total	Intangible assets under development
Gross Carrying Value (At Deemed Cost)			
Balance as at April 1, 2016	-	-	51.90
Additions	174.03	174.03	-
Disposals / Transfers	-	-	(51.90)
Balance as at March 31, 2017	174.03	174.03	-
Additions	-	-	-
Disposals / Transfers	-	-	-
Balance as at March 31, 2018	174.03	174.03	-
Accumulated Depreciation			
Balance as at April 1, 2016	-	-	-
Amortisation for the year	13.22	13.22	-
Disposals / Transfers	-	-	-
Balance as at March 31, 2017	13.22	13.22	-
Amortisation for the year	25.50	25.50	-
Disposals / Transfers	-	-	-
Balance as at March 31, 2018	38.72	38.72	-
Net block			
As at 1st April, 2016	-	-	51.90
As at 31st March, 2017	160.81	160.81	-
As at 31st March, 2018	135.31	135.31	-

Note 5
Trade receivables

(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Unsecured, considered good	8,382.54	7,243.39	8,052.47
Considered doubtful	374.94	263.27	99.85
Less: Allowances for bad and doubtful receivables	(374.94)	(263.27)	(99.85)
Total trade receivables	8,382.54	7,243.39	8,052.47

Note:

- (a) No trade receivables are due from directors or other officers of the company either severally or jointly with any other person.
- (b) Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days
- (c) For Company's risk management processes, refer Note 38.

Note 6
Cash and cash equivalents
(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Balances with banks:			
Current accounts	96.91	104.85	166.20
Cash on hand	11.12	9.20	6.97
Total cash and cash equivalents	108.03	114.05	173.17

Note 7
Bank balances other than above
(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Deposits with original maturity of more than three months but less than 12 months	49.50	21.90	22.00
Unpaid dividend accounts	89.92	108.08	116.13
Margin money deposit*	368.84	-	-
Total other bank balances	508.26	129.98	138.13

Notes:

*Margin money deposits are given as lien against the bank guarantees given to government authorities, lenders and customers.

Note 8
Other financial assets
(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Non-current			
Security deposits	26.77	50.48	12.69
Bank deposits with original maturity of more than 12 months	-	247.80	4.00
Margin money deposit*	27.29	10.53	127.17
Subsidy receivable	37.68	35.59	36.61
Interest accrued on bank deposits and security deposits	-	-	2.22
	91.74	344.39	182.69
Current			
Security deposits	54.76	24.32	20.00
Interest accrued on bank deposits and security deposits	15.43	6.79	3.45
Unbilled revenue	-	39.99	41.15
	70.20	71.10	64.60
Total financial assets	161.94	415.49	247.29

*Margin money deposits are given as lien against the bank guarantees given to government authorities, lenders and customers.

Note 9
Other assets
(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Non-current			
Capital advances			
Unsecured, considered good	134.00	241.53	183.06
Unsecured, considered doubtful	50.65	50.65	-
Less: Provision for doubtful capital advances	(50.65)	(50.65)	-
	134.00	241.53	183.06
Prepaid expenses			
Material Exports from India Scheme (MEIS) receivable (considered good)	43.74	53.74	53.19
Electricity duty receivable	13.99	-	-
	2.66	2.86	27.82
Tax paid in advance (net of provision)	213.33	340.84	304.76
	407.72	638.97	568.83
Current			
Balance with government authorities	700.18	370.08	248.09
Prepaid expenses	87.06	82.41	65.46
Custom duty recoverable	87.50	89.40	50.58
Export benefits recoverable (considered doubtful)	-	7.36	7.36
Less: Provision for doubtful export benefits recoverable	-	(7.36)	(7.36)
Advances recoverable in cash or kind			
Unsecured, considered good	1,531.72	1,165.92	723.66
Unsecured, considered doubtful	11.07	11.07	11.07
Less: Provision for doubtful advances	(11.07)	(11.07)	(11.07)
	2,406.47	1,707.81	1,087.79
Total other assets	2,814.19	2,346.78	1,656.62

Note 10
Inventories
(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Raw materials*	3,668.71	4,082.20	1,987.83
Work-in-progress	1,837.03	1,453.13	1,724.98
Finished goods	2,450.16	2,336.19	1,363.64
Bauxite Ore	4.43	1,112.97	497.46
Waste	312.94	451.88	388.05
Stores and spares	2,181.77	1,642.79	1,152.89
Total inventories	10,455.04	11,079.16	7,114.85

* including goods-in-transit Rs. Nil (31 March 2017: Nil; 1 April 2016: Rs. 11.56 lacs)

Note 11
Equity share capital

(₹ In Lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Authorised share capital						
Equity shares of Rs.1 each	14,00,00,000	1,400.00	12,00,00,000	1,200.00	12,00,00,000	1,200.00
6% Redeemable cumulative preference shares of Rs. 100/- each	4,00,000	400.00	4,00,000	400.00	4,00,000	400.00
Issued and subscribed share capital						
Equity shares of Rs.1 each	11,96,59,200	1,196.59	11,96,59,200	1,196.59	11,96,59,200	1,196.59
Subscribed and fully paid up						
Equity shares of Rs.1 each	11,96,39,200	1,196.39	11,96,39,200	1,196.39	11,96,39,200	1,196.39
Add: Shares forfeited (amount paid up)	13,044	0.13	13,044	0.13	13,044	0.13
Total share capital	11,96,52,244	1,196.52	11,96,52,244	1,196.52	11,96,52,244	1,196.52

11.1. Terms/Rights attached to the equity shares

The company has only one class of equity shares having a par value of Re. 1.00 per share. The holder of each fully paid equity share is entitled to one vote. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

11.2. Reconciliation of shares outstanding at the beginning and at the end of the Reporting period

(₹ In Lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	11,96,39,200	1,196.39	11,96,39,200	1,196.39
Issued during the year	-	-	-	-
Forfeiture of shares	-	-	-	-
Shares outstanding at the end of the year	11,96,39,200	1,196.39	11,96,39,200	1,196.39

11.3. Number of Shares held by each shareholder holding more than 5% Shares in the company

Name of the Shareholder	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	No. of Shares	% of shareholding	No. of Shares	% of shareholding	No. of Shares	% of shareholding
Bombay Minerals Limited	4,67,82,953	39.10%	4,67,82,953	39.10%	4,67,82,953	39.10%
Cura Global holdings Limited	2,83,89,494	23.73%	2,83,89,494	23.73%	2,83,89,494	23.73%

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of the shares.

Note 12
Other Equity

(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
General reserve		
Balance at the beginning of the year	8,979.44	8,979.44
Balance at the end of the year	8,979.44	8,979.44
Money received against share warrants (refer note 41)	807.72	-
Retained earnings		
Balance at the beginning of the year	8,123.39	7,782.28
Profit for the year	1,699.23	701.10
OCI for the year	-	(3.57)
Appropriations	-	-
Dividend	(299.10)	(299.10)
Tax on dividend	(60.89)	(60.89)
Balance at the end of the year	9,462.63	8,123.39
Other components of equity		
Remeasurements of defined benefits plans (net of tax)	(92.76)	(89.50)
Total Other equity	19,157.03	17,013.33

(a) Dividends on equity shares:

(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Final cash dividend for the year ended on March 31, 2018 : Re. 0.25 per share (March 31, 2017: Re. 0.25)	(299.10)	(299.10)
Division Distribution Tax	(60.89)	(60.89)
Total	(359.99)	(359.99)

Proposed dividends on equity shares are subject to approval at the ensuing annual general meeting and are not recognised as a liability (including Division Distribution Tax) as at March 31.

Note 13
Borrowings

(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Long-term Borrowings (Secured)			
Non-current portion			
Term loan from banks	1,704.41	630.13	-
	1,704.41	630.13	-
Less: Current maturities			
Term loan from banks	(392.88)	(63.01)	-
Total Long-term Borrowings	1,311.53	567.11	-
Short-term Borrowings			
Working capital loans from banks (Secured)	2,891.18	4,068.92	3,621.92
Loan from body corporate (Unsecured)	1,500.00	600.00	-
Total Short-term Borrowings	4,391.18	4,668.92	3,621.92
Total Borrowings	6,095.59	5,299.05	3,621.92
Aggregate secured loans	4,595.58	4,699.05	3,621.92
Aggregate unsecured loans	1,500.00	600.00	-

Terms and repayment of the loans:
(a) Term loans from banks :

The loan is secured by first charge on all property, plant and equipment and current assets of company, both present & future these facilities are secured by equitable mortgage of the following properties: - (i) City Survey ward No. 03, Old survey no. 3480/2 Opp. Collector Bungalow, Lal Palace, Main Road, Porbandar (ii) City Survey ward No. 03, Old survey no. 3481 Lal Palace area, B/h Jadav Pan off. Juri Baug, Main Road, Porbandar. (iii) City Survey ward No. 03, Survey No. 1662 Paiki East Part & West Part Opp. Chopati Cricket Ground, S.T. Depot, New Foundation road Porbandar. (iv) GIDC Plot No. 400. GIDC Main Road GIDC Area Dharampur, Porbandar. These facilities further secured by entire current assets of the company including hypothecation of raw material, semi finished goods and finished goods including goods in transit, books debts and other current assets of the company. The Term loan is repayable in 57 monthly equal instalment starting from January 2018 and carrying interest @ 1year MCLR + 3.75% above MCLR which is presently ranging between 11.70% to 11.85%.

(b) Working capital loans from bank :

The loan is secured by first charge on all current and fixed assets of company, both present & future, including stocks of raw materials, stores, spares, stocks in process & finished goods etc. lying in company premises, godowns, elsewhere including those in transit and all present and future book-debts / receivables of the company. These facilities are further secured by equitable mortgage of the following properties:- (i) City Survey ward No. 03, Old survey no. 3480/2 Opp. Collector Bungalow, Lal Palace, Main Road, Porbandar (ii) City Survey ward No. 03, Old survey no. 3481 Lal Palace area, B/h Jadav Pan off. Juri Baug, Main Road, Porbandar. (iii) City Survey ward No. 03, Survey No. 1662 Paiki East Part & West Part Opp. Chopati Cricket Ground, S.T. Depot, New Foundation road Porbandar. (iv) GIDC Plot No. 400. GIDC Main Road GIDC Area Dharampur, Porbandar. The working capital loan is repayable on demand and carries interest @ 9.20% - 10.55% p.a.

(c) Loan from body corporate :

The loan is repayable on demand and carries a interest ranging between 12% - 15% p.a.

Note 14
Trade payables
(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Current			
Total outstanding dues of creditors other than Micro and Small Enterprises (Refer note below)	6,839.44	6,594.63	3,654.34
Total trade payables	6,839.44	6,594.63	3,654.34

Note:

a. Trade payables are non-interest bearing and are normally settled on 30-90 days terms.

b. Based on information available with the Company, there are no suppliers who are registered as micro, small or medium enterprise under the Micro, Small and Medium Enterprise Development Act, 2006 (Act) till March 31, 2018. Accordingly, no disclosures are required to be made under the said Act.

Note 15
Other financial liabilities
(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Non- Current			
Interest free deposits from staff*	3.06	8.94	16.09
	3.06	8.94	16.09
Current			
Current maturities of long term borrowings (Refer note 12(a))	392.88	63.01	-
Interest accrued but not due on borrowings	23.37	11.08	-
Interest free deposits from staff*	1.03	4.72	3.95
Capital goods creditors	186.89	232.27	1.46
Unpaid dividend	89.92	108.08	116.13
	694.10	419.16	121.54
Total	697.16	428.10	137.63

* Interest free deposits as security from staff against vehicles provided by the Company.

Note 16
Provisions

(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Long-term			
Provision for employee benefits			
Provision for leave encashment	79.37	87.26	85.68
Provision for gratuity	-	-	3.47
Other provisions			
Provision for litigation	37.68	37.68	37.68
Provision for cost of mines restoration (Refer note (b) below)	16.45	16.45	15.00
	133.50	141.39	141.83
Short-term			
Provision for employee benefits			
Provision for leave encashment	6.71	9.00	13.49
Provision for gratuity	53.14	68.56	88.25
	59.85	77.56	101.74
Total provisions	193.35	218.95	243.57

The movement in the provisions during the year is as under:

(₹ In Lakhs)

Particulars	Provision for litigation	Provision for mines restoration
Provision balance as at April 1, 2016	37.68	15.00
Movement during the year:		
Addition	-	1.45
Utilised	-	-
Provision balance as at March 31, 2017	37.68	16.45
Movement during the year:		
Addition	-	-
Utilised	-	-
Provision balance as at March 31, 2018	37.68	16.45

Note:

a. The Company has received certain demand towards custom duty on account of mis-classification on import of coal, although the Company has availed the benefit of exemption notification and paid custom duty at a lower rate. Matter is in appeal but the Company has decided to make provision for the same of Rs.37.68 Lakhs.

b. The Company has made provision towards mines closure obligations based on estimated outflow of resources on past experience.

Note 17
Other liabilities

(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Non-current			
Deferred income (Refer note (a) below)	-	166.72	-
	-	166.72	-
Current			
Deferred income (Refer note (a) below)	14.32	-	-
Advances from customers	132.73	96.43	8.54
Statutory dues	94.15	75.62	133.13
Other payables	960.56	1,456.52	491.81
	1,201.78	1,628.56	633.48
Total other liabilities	1,201.78	1,795.28	633.48

(a) Movement of deferred income
(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Opening balance at April 1	166.72	-
Received during the year	7.24	166.72
Released to statement of profit and loss	(159.64)	-
Closing balance at March 31	14.32	166.72

Note 18
Current tax liabilities
(₹ In Lakhs)

Particulars	For the year ended 2017-18	For the year ended 2016-17	For the year ended 2015-16
Provision for tax	52.36	52.36	136.25
Total	52.36	52.36	136.25

Note 19
Revenue from operations
(₹ In Lakhs)

Particulars	2017-18	2016-17
Sale of products		
Finished goods*	29,342.24	20,449.87
Sale of bauxite ore	2,046.82	2,449.26
Sale of power	754.60	808.72
Other operating revenue		
Sale of waste	454.00	499.04
Subsidy on power generated from windmill	16.03	17.03
Others	123.31	55.32
Total Current tax liabilities	32,737.00	24,279.25

*Revenue from operations for the year ended March 31, 2017 and period upto June 30, 2017 are inclusive of excise duty. Goods and Service Tax ("GST") has been implemented with effect from July 1, 2017 which replaces excise duty and other input taxes. As per Ind AS 18, the revenue for the nine months ended March 31, 2018 is reported net of GST and accordingly, is not comparable to that extent.

Note 20
Other income
(₹ In Lakhs)

Particulars	2017-18	2016-17
Interest income	28.09	21.20
Liabilities no longer required written back	-	0.31
Derivative Income	-	13.41
Government grants	159.64	-
VAT Refund, pertains to earlier years	137.38	-
Miscellaneous income	43.80	57.63
Total other income	368.91	92.55

Note 21
Cost of materials consumed
(₹ In Lakhs)

Particulars	2017-18	2016-17
Inventory at the beginning of the year	4,082.20	1,987.83
Purchases* (Refer note 37)	8,671.09	9,918.78
Less: Inventory at the end of the year	(3,668.71)	(4,082.20)
Total cost of materials consumed	9,084.58	7,824.41

*includes royalty paid on bauxite ores excavated for captive consumption amounting to Rs. 81.39 lacs (2016-17: Rs.284.95 lacs)

Note 22
Changes in inventories
(₹ In Lakhs)

Particulars	2017-18	2016-17
Closing Stock		
Finished Goods	2,450.16	2,336.19
Bauxite Ore	4.43	1,112.97
Work-In-Progress	1,837.03	1,453.13
Waste	312.94	451.88
	4,604.56	5,354.17
Opening Stock		
Finished Goods	2,336.19	1,363.64
Bauxite Ore	1,112.97	497.46
Work-In-Progress	1,453.13	1,724.98
Waste	451.88	388.05
	5,354.17	3,974.13
Total changes in inventories	749.61	(1,380.04)

Note 23
Employee benefits expenses *
(₹ In Lakhs)

Particulars	2017-18	2016-17
Salaries, wages and bonus	2,202.11	2,043.32
Contribution to Provident and Other Funds (refer note 27)	246.94	104.90
Staff welfare expenses	159.55	123.17
Total employee benefits expense	2,608.60	2,271.39

*includes costs relating to sub-contractor's workers, who are entitled to all retirement benefits as per Company's policy

Note 24
Finance costs
(₹ In Lakhs)

Particulars	2017-18	2016-17
Interest:		
- Banks	532.49	357.68
- Others	-	40.61
Other borrowing cost	80.15	53.60
Total finance costs	612.64	451.89

Note 25
Depreciation and amortization
(₹ In Lakhs)

Particulars	2017-18	2016-17
Depreciation on property, plant and equipment	928.06	783.55
Amortization on Intangible assets	25.51	13.22
Total depreciation and amortization	953.56	796.77

Note 26
Other expenses
(₹ In Lakhs)

Particulars	2017-18	2016-17
Power and fuel	6,191.53	4,546.69
Consumption of stores and spares	1,889.07	1,537.15
Royalty and tax levies on export	713.05	551.20
Excise duty	368.53	2,396.25
Mining expenses	175.73	364.23
Packing expenses	426.10	330.55
Freight and forwarding expenses	1,880.82	1,260.12
Repairs and maintenance		
Plant and machinery	267.14	293.13
Buildings	50.01	34.26
Others	178.92	103.09
Research & development	-	58.28
Commission on sales	52.92	29.40
Exchange difference / Derivative Loss (net)	16.25	(5.05)
Rent	28.76	16.95
Rates and taxes	82.85	181.92
Insurance premiums	92.51	71.00
Communication expenses	8.37	14.53
Printing and stationery	7.43	7.70
Travelling and conveyance	105.80	55.70
Legal and professional fees	146.17	105.86
Auditor's remuneration	27.24	26.96
Bad debts written off	26.67	-
Allowances for doubtful receivables and other advances	111.67	214.08
Miscellaneous balances written off	11.76	-
Loss on sale of property, plant & equipments	3.87	19.98
Corporate social responsibility expenses (refer note 34)	44.92	44.51
Donation expenses	4.32	-
Miscellaneous expenses	196.77	160.68
Total other expenses	13,109.20	12,419.14
* Auditors Remuneration		
As Auditor:	15.00	15.00
Audit fee	8.00	7.80
Limited review	3.62	2.25
Certification fees	0.62	1.91
Out of pocket expenses	27.24	26.96

Note 27
Income tax
(₹ In Lakhs)

The major components of income tax expense for the period ended March 31, 2018 and March 31, 2017 are :

Particulars	2017-18	2016-17
Statement of Profit and Loss		
Current tax	439.00	247.00
Current tax	76.27	-
Earllier year's tax		
Deferred tax		
Deferred tax	418.45	(4.66)
Less: Tax (Credit) under Minimum Alternate Tax (MAT) (including tax credit of Rs. 388.11 Lacs pertaining to earlier years)	(699.94)	-
Income tax expense reported in the statement of profit and loss	233.78	242.34

OCI Section (₹ In Lakhs)

Particulars	2017-18	2016-17
Deferred tax related to items recognised in OCI during the year		
Net loss/(gain) on actuarial gains and losses	(1.73)	(1.89)
Income tax effect	(1.73)	(1.89)

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate for the period ended March 31, 2018 and March 31, 2017:
A) Current tax (₹ In Lakhs)

Particulars	2017-18	2016-17
Accounting profit before tax from continuing operations	1,933.01	943.44
Tax @ 34.944% (March 31, 2017: 34.608%) - (A)	668.98	326.51
Adjustment		
Income charged at different tax rate	342.86	(125.16)
Credit under MAT recognised for current and earlier years	(699.94)	247.00
Impact of unutilised exemption U/s 80-IA on Windmill and TPS	(174.44)	(207.42)
Others	96.34	1.41
At the effective income tax rate of 12.09% (March 31, 2017: 25.69%)	233.79	242.34

B) Deferred tax (₹ In Lakhs)

Particulars	Balance Sheet			Statement of Profit & Loss	
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016	For the year ended 2017-18	For the year ended 2016-17
Deferred tax liabilities					
Accelerated depreciation for tax purposes	(1,811.68)	(1,333.07)	(1,292.09)	(478.61)	(40.98)
Deferred Tax Asset					
Provision for doubtful debts, advances and recoverables	132.59	97.49	40.94	35.10	56.55
Employee benefit expenditure debited to the statement of profit and loss but allowable for tax purposes on payment basis	79.09	57.04	66.0	22.05	(9.02)
Others	4.74	-	-	4.74	-
MAT credit entitlement	699.94	-	-	699.94	-
Deferred tax (expense)/income					
Net deferred tax assets/(liabilities)	(895.32)	(1,178.54)	(1,185.09)	283.22	6.55

(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
Reconciliation of deferred tax assets / (liabilities), net		
Opening balance as of April 1	(1,178.54)	(1,185.09)
Tax income/(expense) during the period recognised in profit or loss	281.49	4.66
Tax income/(expense) during the period recognised in OCI	1.73	1.89
Closing balance as at March 31	(895.32)	(1,178.54)

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

The Company is liable to pay Minimum Alternate Tax (MAT) on income for financial year 2017-18 and accordingly the Company has made provision of INR 439 lakhs (2016-17: INR 247 lakhs). Tax provision in the financial results have been made as per Minimum Alternative Tax (MAT) as per provisions of section 115JB of the Income Tax Act, 1961, after considering Company's eligibility to avail benefit under section 80IA of the Income Tax Act 1961 on profit generated from Wind Mill business activities. The Company has also recognised MAT credit of Rs. 699.94 lacs during year ended March 31, 2018. The amount also include Rs. 388.12 lacs recognised relating to earlier years, based on change in management's estimate to realise the MAT credit. The company has recognised MAT credit in the books of INR 699.94 lakhs for the current year (2016-17: Nil) and Rs.699.94 lakhs till date.

Note 28

Contingent liabilities

(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Claims against the Company not acknowledged as debt			
i) Power claim matters decided in favour of the Company the District Court (Civil Court, Senior Division, Porbandar) but Paschim Gujarat Vidyut Company Limited has gone into further appeal before Hon'ble High Court of Gujarat (Refer Note A below)	338.02	338.02	338.02
ii) Sales tax and interest demand raised by Rajkot Sales tax authorities for non-submission of declaration forms for the year 2011-12	-	-	22.01
iii) Demand raised by the Income tax authorities, being disputed by the Company (Refer Note B below)	362.77	439.05	417.53
iv) Demand from Joint Commissioner Customs for payment of differential customs duty	18.42	18.42	18.42
v) Cases pending with Labour Courts (Refer Note C below)		Amount unascertainable	

Note A

In view of decision already in favour of Company by the District Court (Civil Court, Senior Division, Porbandar) and based on discussion with the solicitors, the management believes that the Company has a strong chance and hence no provision there against is considered necessary.

Note B

Demands raised by Income tax authorities substantially pertains to dispute on determination of inter segment price for claiming tax holiday benefits which are disallowed / disputed by such authorities. The management believes that its position is likely to be upheld in the appellate process.

Note C

In view of large number of cases, it is not practicable to disclose individual details of all the cases. On the basis of current status of individual case and as per legal advice obtained by the Company, wherever applicable, the Company is of view that no provision is required in respect of these cases.

Note 29
Capital commitment and other commitments
(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Capital commitments			
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advance and capital work in progress)	78.74	923.05	519.77

Note 30
Disclosure pursuant to Employee benefits
(a) Defined contribution plans

Amount recognised as expenses and included in Note No. 21 "Employee benefit expense"

(₹ In Lakhs)

Particulars	For the year ended 2017-18	For the year ended 2016-17
Contribution to Provident fund	137.87	116.98
	137.87	116.98

(b) Defined benefits plans:

The Company has following post employment benefits which are in the nature of defined benefit plans:

(a) Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The scheme is funded with an insurance company in the form of a qualifying insurance policy.

March 31, 2018 : Changes in defined benefit obligation and plan assets
(₹ In Lakhs)

	Gratuity cost charged to statement of profit and loss					Remeasurement gains/(losses) in other comprehensive income						March 31, 2017
	April 1, 2017	Service cost	"Net interest (expense)/ income"	Sub-total included in statement of profit and loss	Benefit paid	Return on plan assets (excluding amounts included in net interest expense)	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from changes in financial assumptions	Experience adjustments	Sub-total included in OCI	Contributions by employer	
Gratuity												
Defined benefit obligation	(442.10)	(63.58)	(32.45)	(96.03)	54.62	-	(29.51)	(24.08)	(5.43)	-	-	(478.09)
Fair value of plan assets	373.54	-	27.42	34.48	(54.62)	(10.41)	-	-	(10.41)	81.96	-	424.94
Total benefit liability	(68.56)			(61.55)					(4.99)	81.96		(53.14)

Amount in Lakhs

	Gratuity cost charged to statement of profit and loss					Remeasurement gains/(losses) in other comprehensive income						March 31, 2017
	April 1, 2016	Service cost	"Net interest (expense)/ income"	Sub-total included in statement of profit and loss	Benefit paid	Return on plan assets (excluding amounts included in net interest expense)	Actuarial changes arising from changes in demographic assumptions	Actuarial changes arising from changes in financial assumptions	Experience adjustments	Sub-total included in OCI	Contributions by employer	
Gratuity												
Defined benefit obligation	(398.79)	(46.96)	(32.22)	(79.18)	40.24	-	(34.95)	(30.58)	(4.37)	-	-	(442.10)
Fair value of plan assets	307.07	-	24.81	24.81	(40.24)	(1.09)	-	-	(1.09)	82.99	-	373.54
Total benefit liability	(91.72)			(54.37)					(5.46)	82.99		(68.56)

The principal assumptions used in determining above defined benefit obligations for the Company's plans are shown below:

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Expected return on plan assets	7.85%	7.34%	8.08%
Discount rate	7.85%	7.34%	8.08%
Future salary increase	8.00%	8.00%	8.00%
Employee turnover	2.00%	2.00%	2.00%
Mortality rate			

A quantitative sensitivity analysis for significant assumption is as shown below:

(₹ In Lakhs)

Particulars	Sensitivity Level	(increase) / decrease in defined benefit obligation (Impact)		
		As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Discount rate	1% increase	(50.45)	(46.13)	(38.64)
	1% decrease	60.65	55.85	46.43
Salary increase	1% increase	57.59	54.16	45.94
	1% decrease	(49.56)	(45.81)	(39.00)
Employee turnover	1% increase	(1.29)	(3.46)	(0.58)
	1% decrease	1.40	3.94	0.54

The following are the expected future benefit payments for the defined benefit plan :

(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Within the next 12 months (next annual reporting period)	24.54	40.60	30.78
Between 2 and 5 years	101.08	99.10	104.45
Beyond 5 years	1442.43	1,205.46	1,161.25
Total Expected Payments	1,568.05	1,345.16	1,296.48

The average duration of the defined benefit plan obligation at the end of the reporting period is 17 years (March 31, 2017: 17 years).

Note 31

Related Party disclosures

As per the Indian Accounting Standard on "Related Party Disclosures" (Ind AS 24), the related parties of the Company are as follows :

Name of related parties and their relationship :

(a) Key Managerial Personnel (KMP)

Name	Relationship
Mr. Pundarik Sanyal	Non-Executive Chairman, Independent Director
Mr. Mihir Devani	Whole Time Director & CEO (till June 15, 2017)
Mr. Manubhai Rathod	Whole Time Director & CEO (w.e.f. June 15, 2017)
Mr. Hemul Shah	Non-Executive Director
Mr. Bharat Makhecha	Independent Director
Mrs. Sangeeta Bohra	Independent Director
Mr. Manan Chetan Shah	President
Mr. Bimal Parmar	Company Secretary

(b) Enterprises having significant influence over the company and entities owned/controlled by such enterprise.

Ambica Logistics Pvt Ltd
 Ashapura Foundation
 Ashapura International Ltd
 Ashapura Minechem Ltd.
 Ashapura Overseas Pvt. Ltd.
 Ashapura Perfoclay Ltd.
 Bombay Minerals Ltd.
 Ashapura Arcadia Logistics Pvt. Ltd.

(ii) Related Party Transactions

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:
(₹ In Lakhs)

Particulars	Enterprises having Significant influence over the company & entities owned/controlled by such enterprises		Key Managerial Personnel and their relatives		Total	
	As at March 31, 2018	As at March 31, 2017	As at March 31, 2018	As at March 31, 2017	As at March 31, 2018	As at March 31, 2017
Sales						
Ashapura Minechem Ltd.	209.27	1,862.68	-	-	209.27	1,862.68
Ashapura Perfoclay Ltd.	36.19	7.66	-	-	36.19	7.66
Ashapura International Ltd	-	217.68	-	-	-	217.68
Bombay Minerals Ltd.	802.56	157.96	-	-	802.56	157.96
Total	1,048.02	2,245.98	-	-	1,048.02	2,245.98
Purchases						
Ashapura International Ltd.	0.65	0.24	-	-	0.65	0.24
Ashapura Perfoclay Ltd.	46.73	-	-	-	46.73	-
Ashapura Minechem Ltd.	1,493.21	59.50	-	-	1,493.21	59.50
Bombay Minerals Ltd.	6,075.16	1,577.76	-	-	6,075.16	1,577.76
Total	7,615.76	1,637.50	-	-	7,615.76	1,637.50
Rent Paid						
Bombay Minerals Ltd.	1.92	3.15	-	-	1.92	3.15
Ashapura Minechem Ltd.	2.27	-	-	-	2.27	-
Total	4.18	3.15	-	-	4.18	3.15
Interest Expenses						
Ashapura Overseas Pvt. Ltd.	74.01	19.48	-	-	74.01	19.48
Total	74.01	19.48	-	-	74.01	19.48
Managerial Remuneration *						
Mihir Devani	-	-	-	40.74	-	40.74
Manan Chetan Shah	-	-	-	70.43	-	70.43
Total	-	-	-	111.17	-	111.17
Sitting fees to Directors						
	-	-	8.40	5.20	8.40	5.20
Donation Paid						
Ashapura Foundation	-	36.00	-	-	-	36.00
Total	-	36.00	-	-	-	36.00
Purchase of Services						
Bombay Minerals Ltd.	-	7.69	-	-	-	7.69
Ashapura Arcadia Pvt Ltd	105.75	-	-	-	105.75	-
Ambica Logistics Pvt Ltd	161.03	99.59	-	-	161.03	99.59
Total	266.78	107.28	-	-	266.78	107.28
Unsecured Loan Taken						
Ashapura Overseas Pvt. Ltd.	-	600.00	-	-	-	600.00
Ashapura Industrial Finance Limited	500.00	-	-	-	500.00	-
Ashapura Perfoclay Limited	1,000.00	-	-	-	1,000.00	-
Total	1,500.00	600.00	-	-	1,500.00	600.00
Advance received						
Ashapura International Ltd.	200.00	-	-	-	200.00	-
Total	200.00	-	-	-	200.00	-
Share warrants issued, pending allotment						
Manan Chetan Shah	-	-	807.72	-	807.72	-

(₹ In Lakhs)

Particulars	Enterprises having Significant influence over the company & entities owned/controlled by such enterprises			Key Managerial Personnel and their relatives			Total		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Trade Receivables									
Ashapura Minechem Ltd.	-	166.50	-	-	-	-	-	166.50	-
Ashapura Perfoclay Ltd.	30.72	-	3.38	-	-	-	30.72	-	3.38
Ashapura International Ltd	1.22	167.68	-	-	-	-	1.22	167.68	-
Bombay Minerals Ltd.	-	-	-	-	-	-	-	-	-
Total	31.95	334.18	3.38	-	-	-	31.95	334.18	3.38
Trade Payables									
Ashapura International Ltd.	-	0.65	0.22	-	-	-	-	0.65	0.22
Ashapura Perfoclay Ltd.	17.59	0.08	-	-	-	-	17.59	0.08	-
Ambica logistics Pvt Ltd	6.98	8.00	-	-	-	-	6.98	8.00	-
Ashapura Minechem Ltd.	820.15	599.43	242.82	-	-	-	820.15	599.43	242.82
Bombay Minerals Ltd.	1,862.39	1,332.98	543.88	-	-	-	1,862.39	1,332.98	543.88
Mihir Devani	-	-	-	-	4.66	1.79	-	4.66	1.79
Total	2,707.12	1,941.14	786.92	-	4.66	1.79	2,707.12	1,945.80	788.71
Short term Borrowings									
Ashapura Overseas Pvt. Ltd.	-	600.00	-	-	-	-	-	600.00	-
Ashapura Industrial Finance Ltd.	500.00	-	-	-	-	-	500.00	-	-
Ashapura Perfoclay Limited	1,000.00	-	-	-	-	-	1,000.00	-	-
Total	1,500.00	600.00	-	-	-	-	1,500.00	600.00	-
Other Liabilities									
(Interest Accrued and Due on borrowing)									
Ashapura Overseas Pvt. Ltd.	-	6.92	-	-	-	-	-	6.92	-
Total	-	6.92	-	-	-	-	-	6.92	-
Other Liabilities									
(Advance from customer)									
Bombay Minerals Ltd	-	68.13	-	-	-	-	-	68.13	-
Ashapura Perfoclay Ltd.	-	5.47	-	-	-	-	-	5.47	-
Total	-	73.60	-	-	-	-	-	73.60	-
Other Payables									
Ashapura Arcadia Logistics Pvt Ltd	-	250.00	-	-	-	-	-	250.00	-
Total	-	250.00	-	-	-	-	-	250.00	-
Advance received									
Ashapura International Ltd.	200.00	-	-	-	-	-	200.00	-	-
Total	200.00	-	-	-	-	-	200.00	-	-

- Transaction entered into with related party are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash.
- There have been no guarantees provided or received for any related party receivables or payables.

(v) Compensation of key managerial personnel of the Company: (₹ In Lakhs)

Particulars	For the year ended 2017-18	For the year ended 2016-17
Short-term employee benefits	113.46	40.74
Total compensation paid to key management personnel*	113.46	40.74

*As the liability for gratuity and leave encashment is provided on actuarial basis for the Company as a whole, the amount pertaining to the KMP are not included above.

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel.

Note 32
Earnings per share
(₹ In Lakhs)

Particulars	For the year ended 2017-18	For the year ended 2016-17
Earnings per share (Basic and Diluted)		
Profit attributable to ordinary equity holders	1,699.23	701.10
Total no. of equity shares at the end of the year	11,96,52,244	11,96,52,244
Weighted average number of equity shares		
For basic EPS	11,96,52,244	11,96,52,244
For diluted EPS	12,09,64,077	11,96,52,244
Nominal value of equity shares	1	1
Basic earning per share	1.42	0.59
Diluted earning per share	1.40	0.59
Weighted average number of equity shares for basic EPS	11,96,52,244	11,96,52,244
Effect of dilution: Share warrants	13,11,833	-
Weighted average number of equity shares adjusted for the effect of dilution	12,09,64,077	11,96,52,244

Note 33
Leases
Operating Lease : Company as Lessee

The Company has taken various residential, office and warehouse premises and plant and machinery under operating lease agreements. These are cancellable and are renewable by mutual consent on mutually agreed terms. The lease payment recognized in the statement of profit and loss for the year is Rs. 28.76 Lakhs (2016-17: Rs. 16.95 Lakhs)

Note 34
CSR Expenditure

Gross amount required to be spent during the year: Rs. 44.80 lakhs (2016-17: Rs. 44.33 lakhs)

Amount spent during the year (contribution to NPO, promotion of education, sanitation work and others), paid in cash: Rs. 44.92 lakhs (2016-17: Rs. 44.51 lakhs)

Note 35
Segment reporting

For management purposes, the Company is organised into business units based on its products and services and has two reportable segments, as follows:

a) Alumina Refractories & Monolithics products & bauxite ores: Alumina Refractories & Monolithics products manufactures calcined bauxite, fused aluminium oxide abrasive grains and low cement castables which are mainly consumed in steel plants. Plant grade bauxite ores are captively consumed at the plant and Non plant grade bauxite ores are sold in the market

b) Power generation: The Company has a thermal power plant, furnace oil based power plant and windmills. Power generated from thermal power plant and furnace oil based power plant is captively consumed at the plant and power generated from windmills is sold to the respective state power distribution companies

No operating segments have been aggregated to form the above reportable operating segments.

The Executive Management Committee monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The Company's financing (including finance costs and finance income) and income taxes are managed on a Company basis and are not allocated to operating segments.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

(₹ In Lakhs)

Segment Revenues, Results and Other Information Particulars	Alumina Refractories, Monolithics Products & Bauxite Ores		Power Generation		Total	
	For the year ended 2017-18	For the year ended 2016-17	For the year ended 2017-18	For the year ended 2016-17	For the year ended 2017-18	For the year ended 2016-17
REVENUE						
External revenue(gross of Excise duty)	31,966.37	23,454.01	770.63	825.24	32,737.00	24,279.25
Inter Segment revenue	-	-	4,104.95	4,415.41	4,104.95	4,415.41
Total	31,966.37	23,454.01	4,875.58	5,240.65	36,841.95	28,694.66
Less: Elimination- Inter Segment revenue	-	-	(4,104.95)	(4,415.41)	(4,104.95)	(4,415.41)
Total revenue	31,966.37	23,454.01	770.63	825.24	32,737.00	24,279.25
SEGMENT RESULTS	1,882.30	(297.45)	995.31	1,877.95	2,877.61	1,580.50
Less: Unallocable expenditure/(income) net off unallocable income/expenditure					403.67	238.75
Operating Profit					2,473.93	1,341.75
Less: Interest Expenses					540.91	398.29
Profit before tax					1,933.01	943.44
Less: Tax expenses					233.78	242.34
Net Profit after tax					1,699.23	701.10

(₹ In Lakhs)

Segment Assets and Liabilities Particulars	Alumina Refractories, Monolithics Products & Bauxite Ores			Power Generation			Total		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Segment Assets	27,988.94	25,549.33	19,756.78	6,922.42	7,289.86	6,881.37	34,911.36	32,839.19	26,638.15
Unallocated Corporate Assets	-	-	-	-	-	-	1,024.30	874.56	846.44
Total Assets	27,988.94	25,549.33	19,756.78	6,922.42	7,289.86	6,881.37	35,935.66	33,713.75	27,484.59
Segment Liabilities	6,963.36	8,119.38	4,359.49	1,405.04	469.64	183.49	8,368.40	8,589.02	4,542.98
Unallocated Corporate Liabilities							7,213.71	6,914.87	5,069.31
Total Liabilities	6,963.36	8,119.38	4,359.49	1,405.04	469.64	183.49	15,582.11	15,503.89	9,612.29
Capital Expenditure	1,996.69	3,085.07	697.06	94.43	75.20	133.42	2,091.11	3,160.27	830.48
Depreciation	651.63	467.19	532.10	301.93	329.39	352.56	953.56	796.58	884.66

Revenue From External Customers

(₹ In Lakhs)

	For the year ended 2017-18	For the year ended 2016-17
India	26,564.88	21,861.50
Outside India	6,172.12	2,417.75
Total revenue as per statement of profit & loss	32,737.00	24,279.25

The revenue information above is based on the locations of the customers. The Company does not have non current assets located outside India. Revenue from one customer amounted to Rs.4865.51 lakhs (31 March 2017: Rs.3,618.58 lakhs), arising from sales in the Alumina Refractories, Monolithics Products & Bauxite Ores segment.

Note 36

Fair value disclosures for financial assets and financial liabilities

Set out below is a comparison, by class, of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximations of fair values:

(₹ In Lakhs)

Particulars	Carrying amount			Fair value		
	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Financial Assets:						
Other non-current financial assets	91.74	344.39	182.69	91.74	344.39	182.69
Total	91.74	344.39	182.69	91.74	344.39	182.69
Financial liabilities						
Borrowings						
Other non-current financial liabilities	6,095.58	5,299.05	3,621.92	6,095.58	5,299.05	3,621.92
Total	3.06	8.94	16.09	3.06	8.94	16.09
	6,098.64	5,307.98	3,638.01	6,098.64	5,307.98	3,638.01

The management assessed that cash and cash equivalents, trade receivables, trade payables, other current financial asset and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The fair values of long-term variable-rate borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors etc.

Note 37

Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities

Quantitative disclosures fair value measurement hierarchy for financial assets as at March 31, 2018, March 31, 2017 and April 1, 2016

(₹ In Lakhs)

Particulars	Level	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Assets disclosed at fair value				
Other non-current financial assets	Level - 2	91.74	344.39	182.69
Liabilities disclosed at fair value				
Borrowings	Level - 2	6,095.58	5,299.05	3,621.92
Other non-current financial liabilities	Level - 2	3.06	8.94	16.09

There have been no transfers between Level 1 and Level 2 during the period.

Note 38
Financial instruments risk management objectives and policies

The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables, and other financial liabilities. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade and other receivables and cash and cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks and ensures that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as commodity risk. Financial instruments affected by market risk include borrowings, receivables and deposits.

The sensitivity analyses in the following sections relate to the position as at March 31, 2018 and March 31, 2017. The sensitivity analysis has been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and the proportion of financial instruments in foreign currencies are all constant. The analysis excludes the impact of movements in market variables on the carrying values of gratuity and other post retirement obligations/provisions.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Interest rate sensitivity:

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(₹ In Lakhs)

Particulars	Increase/decrease in basis points	Effect of profit before tax
March 31, 2018	+100	(17.04)
	-100	17.04
March 31, 2017	+100	(6.30)
	-100	6.30

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company transacts business in local currency and in foreign currency, primarily in USD. The Company has foreign currency trade payables and receivables etc. and is, therefore, exposed to foreign exchange risk.

The following table sets forth information relating to foreign currency exposure as at March 31, 2018, March 31, 2017 and April 1, 2016:

(₹ In Lakhs)

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 1, 2016	
	Foreign currency (USD)	Amount	Foreign currency (USD)	Amount	Foreign currency (USD)	Amount
Trade receivables	24.02	1,566.53	16.58	1,074.94	24.72	1,640.04
Trade payables	0.53	34.87	2.94	190.39	-	-

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

(₹ In Lakhs)

Particulars	Change in USD rate	Effect of profit before tax
March 31, 2018	+5%	76.58
	-5%	(76.58)
March 31, 2017	+5%	44.23
	-5%	(44.23)

Commodity price risk

The Company is exposed to the risk of fluctuations in prevailing market commodity prices mainly on coal, furnace oil, bauxite ore and calcined bauxite. The Company's policy is to maintain an inventory level of such commodities based on the demand and price variations in the market. It is impracticable to determine the price sensitivity of these commodities.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in separate note. The Company does not hold collateral as security. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

The maximum exposure and ageing analysis of trade receivables is as follow:

(₹ In Lakhs)

Trade receivables as at	Not past due	Past due				Total
		1 to 180 days	181 to 365 days	366 to 730 days	Above 730 days	
As on March 31, 2018	4,118.60	3,837.20	214.12	175.07	37.55	8,382.54
As on March 31, 2017	3,052.06	3,558.07	337.63	216.06	79.43	7,243.26
As on April 1, 2016	1,652.68	6,121.71	174.05	104.03	-	8,052.47

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Company's Finance Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2018, March 31, 2017 and April 1, 2016 is the carrying amounts as illustrated in Note 7.

Reconciliation of impairment allowance on trade receivables:

(₹ In Lakhs)

Particulars	Amount
Impairment allowance measured as per simplified approach:	
Loss allowance on April 1, 2016	99.85
Changes in loss allowance	163.42
Loss allowance on March 31, 2017	263.27
Changes in loss allowance	111.67
Loss allowance on March 31, 2018	374.94

(c) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing through term loans and working capital loans from domestic banks at an optimised cost.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

(₹ In Lakhs)

Particulars	On demand	Less than 1 year	1 year to 5 years	Total
As at March 31, 2018				
Borrowings*	4,391.18	416.25	1,311.53	6,118.96
Trade payables	6,839.44	-	-	6,839.44
Other financial liabilities	277.85	-	3.06	280.91
	11,508.47	416.25	1,314.58	13,239.30
As at March 31, 2017				
Borrowings*	4,668.92	74.09	567.11	5,310.13
Trade payables	6,594.63	-	-	6,594.63
Other financial liabilities	345.07	-	8.94	354.00
	11,608.62	74.09	576.05	12,258.76
As at April 1, 2016				
Borrowings*	3,621.92	-	-	3,621.92
Trade payables	3,654.34	-	-	3,654.34
Other financial liabilities	121.54	-	16.09	137.63
	7,397.81	-	16.09	7,413.90

* Includes current maturities of long term borrowings and interest accrued but not due on borrowings.

**Note 39
Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings less cash and cash equivalents (including other bank balances).

(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Interest-bearing loans and borrowings (including current maturity) (Note 13)	6,095.58	5,299.05	3,621.92
Less: cash and cash equivalent (including other bank balances) (Note 7)	(616.29)	(244.03)	(311.30)
Net debt	5,479.30	5,055.01	3,310.63
Equity share capital (Note 11)	1,196.52	1,196.52	1,196.52
Other equity (Note 12)	19,157.03	17,013.33	16,675.77
Total capital	20,353.56	18,209.85	17,872.29
Capital and net debt	25,832.85	23,264.87	21,182.92
Gearing ratio	21.21%	21.73%	15.63%

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2018, March 31, 2017 and April 1, 2016.

Note 40

The Breakup of expenses relating to raising of Raw Bauxite at Company's own mines is as under :

(₹ In Lakhs)

Particulars	For the year ended	
	2017-18	2016-17
Personnel Expenses		
Salaries, Wages and Bonus	34.64	28.95
Contribution to Provident and other funds	1.68	1.71
Manpower expenses	290.30	1,771.12
Operating and Other Expenses		
Insurance	-	0.01
Legal and Professional Fees	6.81	11.41
Repairs and Maintenance :		
- Plant & Machinery (excluding Stores & Spares Consumed)	0.17	0.94
Traveling & Conveyance	0.92	1.99
Printing and Stationery	-	-
Communication Cost	0.47	0.71
Miscellaneous Expenses	34.63	28.32
Total	369.62	1,845.16

Note 41
Preferential Issue of equity shares

The Company has allotted 62,96,800 warrants ("Warrants") at INR 51.31/- per Warrant for an aggregate consideration of upto INR 3,230.89 lakhs and entitling the Warrant holder(s), being promoter and promoter group entities, to convert the Warrants into equivalent numbers of Equity Shares in the ratio of one equity share for one share warrant held, within eighteen months from the date of allotment of Warrants in accordance with provisions of Chapter VII of the SEBI ICDR Regulations or subject to other applicable laws and regulations as may be prevailing at the time of allotment of Warrants / conversion of Warrants into Equity Shares ("Preferential Issue").

Money received from warrants of Rs. 807.72 lakhs being 25% of exercise price is shown as Money received against share warrants as on balance sheet date.

Note 42
First-time adoption of Ind AS

These financial statements, for the year ended March 31, 2018, are the first annual Ind AS financial statements, the Company has prepared in accordance with Ind AS. For periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on March 31, 2018, together with the comparative period data as at and for the year ended March 31, 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 1, 2016, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at April 1, 2016 and the previously published Indian GAAP financial statements as at and for the year ended March 31, 2017.

A. Exemptions availed:

Ind AS 101 "First-time Adoption of Indian Accounting Standards" allows first-time adopter certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

a) Deemed cost

Since, there is no change in the functional currency, the Company has elected to continue with the carrying value of all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per Indian GAAP and used it as its deemed cost at the date of transition.

B. Exceptions applied:
a) Estimates

Estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Indian GAAP, unless there is objective evidence that those estimates were in error. Ind AS estimates as at April 1, 2016 and March 31, 2017 are consistent with the estimates as at the same date made in the conformity with Indian GAAP.

b) Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

Reconciliations between Indian GAAP and Ind AS
1. Reconciliation of equity as at March 31, 2017 and April 1, 2016

The Company has prepared a reconciliation of equity as at 31st March, 2017 and 1st April, 2016 under the Indian GAAP with the equity as reported in these financial statements under Ind AS, that reflect the impact of Ind AS which is presented below:

(₹ In Lakhs)			
Particulars	Note	As at March 31, 2017	As at April 1, 2016
Equity as per Indian GAAP		18,226.14	17,533.89
Proposed dividend reversed including tax on dividend	1	-	359.99
Loss allowance as per ECL (net of tax)	3, 4	16.29	21.58
Equity as per Ind AS		18,209.85	17,872.30

2. Reconciliation of total comprehensive income for the year ended March 31, 2017

The Company has prepared a reconciliation of the net profit for the previous year ended March 31, 2017 under the Indian GAAP with the total comprehensive income as reported in these financial statements under Ind AS, that reflect the impact of Ind AS which is presented below:

(₹ In Lakhs)		
Particulars	Note	For the year ended 2016-17
Net profit as per Indian GAAP		692.25
Loss allowance as per ECL (net of tax)	3,4	5.28
Remeasurement of net defined benefit liability (net of tax)	2,4	3.57
Net profit as per before OCI as per Ind AS		701.10
Other comprehensive income (net of tax)	2,4,5	(3.57)
Total comprehensive income after tax		697.53

Notes to the reconciliation of equity as at April 1, 2016 and March 31, 2017 and total comprehensive income for the year ended March 31, 2017

1. Proposed dividend

Under Indian GAAP, proposed dividends and related dividend distribution tax was recognised as a provision in the year to which they relate, irrespective of when they are declared. Under Ind AS, dividends and related dividend distribution tax are recognised as a liability in the year in which it is approved by the shareholders in the Annual General Meeting of the Company.

2. Defined benefit plans

Actuarial gain/(loss) - Under Indian GAAP, the actuarial gain/(loss) of defined benefit plans has been recognised in Statement of Profit and Loss. Under Ind AS, the remeasurement gain/(loss) on net defined benefit plans is recognised in Other Comprehensive Income net of tax.

3. Trade receivables

Under Indian GAAP, the Company has created provision for impairment of receivables only in respect of specific amount for incurred losses. Under Ind AS, impairment allowance has been determined based on Expected Loss model (ECL).

4. Deferred tax

Indian GAAP requires deferred tax accounting using the income statement approach, which focuses on differences between taxable profits and accounting profits for the period. Ind AS 12 requires entities to account for deferred taxes using the balance sheet approach, which focuses on temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base. The Company has recognised deferred tax on temporary differences arising on the transitional adjustments.

5. Other comprehensive income

Under Indian GAAP, the Company has not presented other comprehensive income (OCI) separately. Hence, it has reconciled Indian GAAP profit or loss to profit or loss as per Ind AS. Further, Indian GAAP profit or loss is reconciled to total comprehensive income as per Ind AS.

6. Statement of cash flows

There were no significant reconciliation items between cash flows prepared under Indian GAAP and those prepared under Ind AS.

Note 43

Standards issued but not yet effective

The amendments to standards that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these standards when they become effective

The Ministry of Corporate Affairs (MCA) has issued the Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (Indian Accounting Standards) Amendment Rules, 2018 amending the following standard:

Ind AS 115 Revenue from Contracts with Customers: Ind AS 115 was issued on 29 March 2018 and establishes a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115, revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The new revenue standard will supersede all current revenue recognition requirements under Ind AS. Either a full retrospective application or a modified retrospective application is required for annual periods beginning on or after 1 April 2018. The Company plans to adopt the new standard on the required effective date using the full retrospective method. During 2017 - 18, the Company performed a detailed assessment of Ind AS 115 to determine the impact in its financial statement.

The Company is in the business of production and selling of alumina refractories and monolithics products, mining of bauxite ores and generation of power (including windmill). The Company's manufacturing facilities are located at Porbandar (Gujarat) alongwith thermal power generation, bauxite mines located at various sites in Gujarat and windmill facilities in the state of Rajasthan & Karnataka.

a) Sale of goods:-

For contracts with customers in which the sale of goods is generally expected to be the only performance obligation, adoption of Ind AS 115 is not expected to have significant impact on the Company's revenue and profit or loss. The Company expects the revenue recognition to occur at a point in time when control of the goods is transferred to the customer, generally on delivery of goods.

b) Sale of power:-

Revenue from sale of power is recognised on transfer of power to the customer is the only performance obligation, adoption of Ind AS 115 is not expected to have significant impact on the Company's revenue and profit or loss.

Note 44

Events after the reporting date

The board of directors have proposed dividend after the balance sheet date which are subject to approval by the shareholders at the annual general meeting. Refer note 12(a) for details. There have been no other events after the reporting date.

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For Sanghavi & Co.
Chartered Accountants
FRN: 109099W

Sd/-
Manoj Ganatra
Partner

Place : Mumbai
Date : 22nd May, 2018

**For and on behalf of the Board of Directors of
Orient Abrasives Limited**

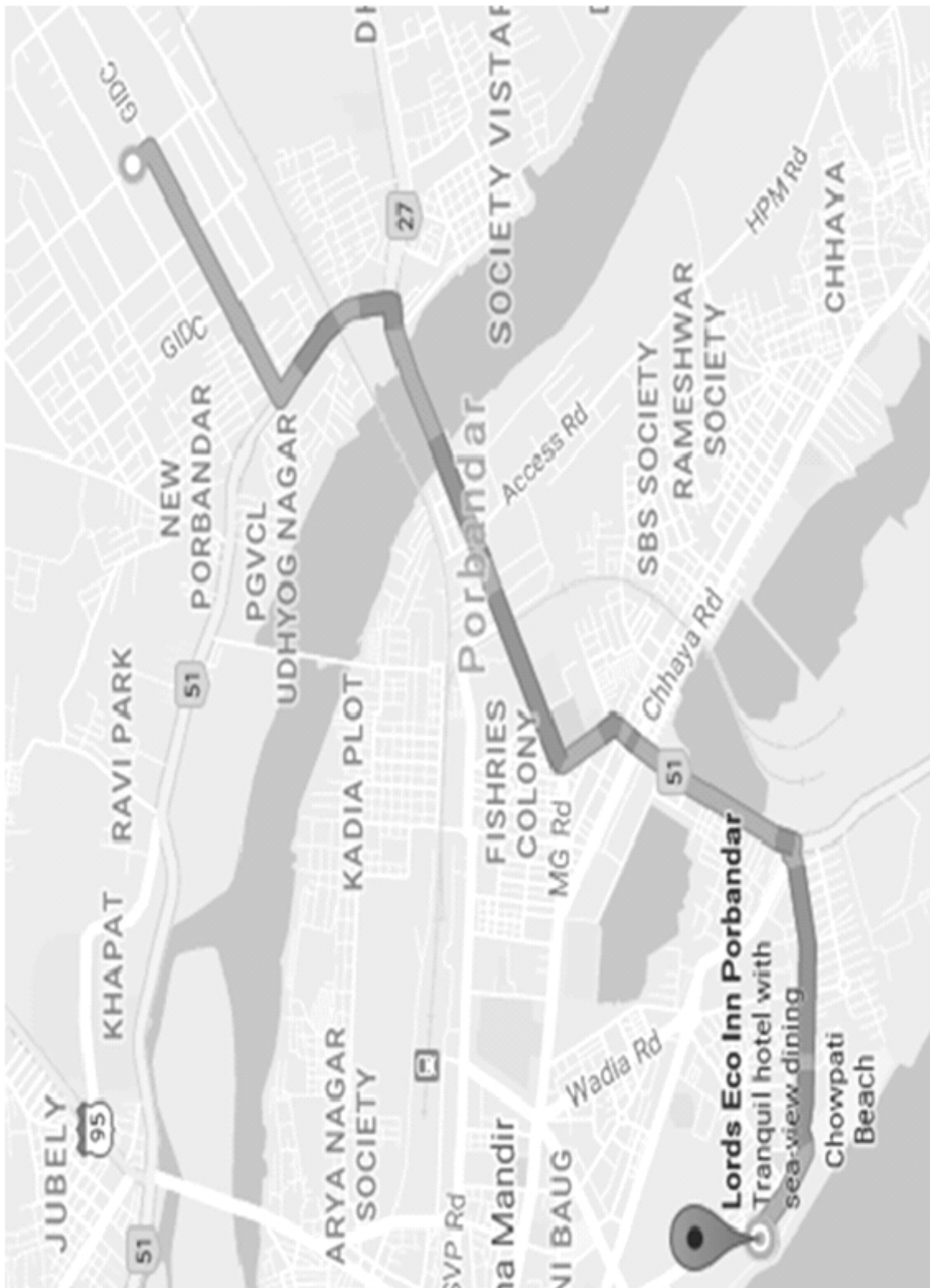
Sd/-
Manubhai Rathod
Whole-Time Director & CEO
DIN: 07618837

Sd/-
Bimal Parmar
Company Secretary

Sd/-
Hemul Shah
Director
DIN: 00058558

Sd/-
V. Shashidharan
DGM - Finance & Accounts

Place : Mumbai
Date : 22nd May, 2018




ORIENT ABRASIVES LIMITED

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 Website: www.orientabrasives.com Email ID: investor@oalmail.co.in

ATTENDANCE SLIP

47th Annual General Meeting – 26th September, 2018
(To be present at the entrance of the Meeting Hall)

Folio No. / DP ID/Client ID :	No. of Shares :

I/We hereby record my/our presence at the **47th Annual General Meeting** of the Company to be held on **Wednesday, 26th September, 2018 at 3.30 p.m. at Hotel Lords ECO Inn, Near Circuit House, Chaupati, Porbandar-360 577. Gujarat**

Name of the Member _____ Signature _____

Name of the Member/Proxy/ _____ Signature _____
 Authorized Representative

Notes:

1. Only Member/Proxy/Authorized Representative can attend the Meeting.
2. Member/Proxy/Authorized Representative should bring his/her copy of the Annual Report for reference at the Meeting.

TEAR HERE


ORIENT ABRASIVES LIMITED

CIN: L24299GJ1971PLC093248
 Regd. Office: GIDC Industrial Area, Porbandar, Gujarat – 360577
 Tel. No.: 0286-2221788 Fax: 0286-2222719
 Website: www.orientabrasives.com, Email ID: investor@oalmail.co.in

FORM NO. MGT-11
PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

47th Annual General Meeting – 26th September, 2018

Name of the Member(s)	
Registered address	
E-mail Id	
Folio No. / Client Id/ DP ID	

I / We, being the member(s) of _____ shares of the above mentioned Company, hereby appoint -

1. Name : _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him/her

2. Name : _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him/her

3. Name : _____ Address: _____

E-mail Id: _____ Signature: _____

----- TEAR HERE -----

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **47th Annual General Meeting of the Company, to be held on Wednesday, 26th September, 2018 at 3.30 p.m. at Hotel Lords Eco Inn, Near Circuit House, Chaupati, Porbandar - 360 577, Gujarat** and at any adjournment thereof, in respect of such resolution as are indicated below:

Resolution No.	Ordinary Business	Optional*	
		For	Against
1.	Adoption of Audited Financial Statements for the year ended 31 st March, 2018, together with the Directors' and Auditors' Reports thereon.		
2.	Declare dividend @ 25% i.e. Re. 0.25/- per Equity Shares face value of Rs. 1/- each for the Financial Year ended 31 st March, 2018.		
3.	Appoint a Director in place of Mr. Manubhai Rathod (DIN: 07618837), who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
4.	Ratification of appointment and remuneration payable to M/s. S. K. Rajani & Co., Cost Accountants, as Cost Auditors for the FY 2018-2019.		
5.	Appointment of Mr. Harish Motiwalla (DIN: 00029835) as a Non-Executive, Independent Director of the Company		
6.	Appointment of Mrs. Chaitali Salot (DIN: 02036868) as an Non-Executive, Woman Director of the Company.		
7.	Re-appointment of Mr. Pundarik Sanyal (DIN: 01773295) as an Non-Executive, Independent Director of the Company for second term (Special Resolution)		
8.	Re-appointment of Mrs. Sangeeta Bohra (DIN: 02036626) as an Non - Executive, Independent Director of the Company for second term (Special Resolution)		

Signed this _____ day of _____, 2018

Signature of Shareholder

Affix Revenue Stamp

Signature of Proxy Holder (s)

- Notes: 1) * It is optional to put a (tick) '?' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
- 2) This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.**