

## NOTICE

NOTICE is hereby given that the 50<sup>th</sup> Annual General Meeting of the Members of **ORIENT ABRASIVES LIMITED** will be held on Thursday, 23<sup>rd</sup> September, 2021 at 3.00 p.m. through Video Conferencing / Other Audio Visual Means (VC) to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March 2021, together with the Directors' and Auditors' Reports thereon.
2. To declare dividend @ 15% i.e. Re. 0.15/- (Fifteen paise) per Equity Share of face value of Re. 1/- each for the Financial Year ended 31<sup>st</sup> March, 2021.
3. To appoint a Director in place of Mr. Hemul Shah (DIN:00058558), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

4. **Re-appointment of Mr. Manubhai Rathod (DIN: 07618837) as the Whole-Time Director & Chief Executive Officer of the Company:**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in terms of recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors, the Company hereby accords its approval and consent for the re-appointment of Mr. Manubhai Rathod (DIN: 07618837) as the Whole-Time Director & Chief Executive Officer of the Company, for a further period of three years with effect from 15<sup>th</sup> June, 2021 to 14<sup>th</sup> June, 2024, on terms and conditions including remuneration as are set out in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice and which forms part of the Agreement between the Company & Mr. Manubhai Rathod, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the duly authorised Committee of the Board including the Nomination & Remuneration Committee) to alter and vary the terms and conditions of the said appointment, including the remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the concerned/appropriate authorities, as may be required in this regard."

5. **Appointment of Mrs. Neeta Shah as a Director (DIN: 07134947) of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules framed thereunder, read with Schedule IV to the Act, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Neeta Shah (DIN:07134947), who was appointed as an Additional Director in the capacity of Independent Director. w.e.f. 2<sup>nd</sup> February 2021, by the Board of Directors of the Company and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Act and in respect of whom the Company has received a notice in writing proposing her candidature pursuant to Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and who shall hold office for a term of three consecutive years w.e.f. 2<sup>nd</sup> February, 2021.

**RESOLVED FURTHER THAT** the Board of Directors of the Company severally or any Committee thereof or Chief Executive Officer or Chief Financial Officer or Company Secretary be and is hereby severally authorized to do all such acts, deeds and things as it may in its absolute discretion think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the concerned/appropriate authorities, as may be required in this regard."

**6. Appointment of Mr. Ketan Shrimankar as a Director (DIN: 00452468) of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules framed thereunder, read with Schedule IV to the Act, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Ketan Shrimankar (DIN: 00452468), who was appointed as an Additional Director in the capacity of Independent Director w.e.f. 11<sup>th</sup> August 2021, by the Board of Directors of the Company and who holds office upto the date of this Annual General Meeting pursuant to Section 161 of the Act and in respect of whom the Company has received a notice in writing proposing his candidature pursuant to Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and who shall hold office for a term of five consecutive years w.e.f 11<sup>th</sup> August, 2021.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any Committee thereof or Chief Executive Officer or Chief Financial Officer or Company Secretary be and is hereby severally authorized to do all such acts, deeds and things as it may in its absolute discretion think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the concerned/appropriate authorities, as may be required in this regard."

**7. 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 2021-2022 at a remuneration of Rs. 1,70,000/- (Rupees One Lakh Seventy Thousand Only) per annum plus Goods & Service Tax and out of pocket expenses, if any, as approved by the Board of Directors of the Company, be and is hereby ratified."

**By Order of the Board of Directors**

Sd/-

**Seema Sharma**

**Company Secretary & Compliance Officer**

**Place: Mumbai**

**Date: 11<sup>th</sup> August, 2021**

## NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.

Brief details of the directors, who are retiring by rotation/ seeking appointment/re-appointment at this meeting, 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.

2. Pursuant to the General Circular numbers 20/2020 dated May 5, 2020 read with General Circular nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020 and 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold Annual General Meeting ("AGM") through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, the AGM of the Company is being held through VC/OAVM.
3. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. The Company's Transfer Books will remain closed from Friday, 17<sup>th</sup> September, 2021 to Thursday, 23<sup>rd</sup> September, 2021 (both days inclusive).
5. The dividend, if declared, at the AGM, will be paid after 23<sup>rd</sup> September, 2021, to those Members whose name appears on the Register of Members of the Company on close of business hours on Thursday, September 16, 2021 (Record Date).

The Company will disburse the dividend vide ECS/NECS to those shareholders whose requisite particulars are available and to other shareholders vide dividend warrants. The intimation of dividend payout/dispatch will be sent within the statutory period.

6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [diptigl@gmail.com](mailto:diptigl@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
7. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31<sup>st</sup> March, 2021 have been sent only to those members whose e-mail id's are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participant(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member.
8. Those shareholders who have not yet registered / updated their email address / contact details are requested to get them registered / updated by following the procedure given below:

Physical Holding	Members are requested to register/update their e-mail addresses and contact details by writing to the Registrar & Share Transfer Agents of the Company, viz. Skyline Financial Services Private Limited, at their email ID <a href="mailto:parveen@skylinerta.com">parveen@skylinerta.com</a> along with the copy of the signed request letter mentioning the name and address of the Shareholder, Folio number and self-attested copy of the PAN Card and Aadhar Card.
Demat Holding	Please contact your Depository Participant (DP) and register your email address / update your mobile number and bank account details in your demat account, as per the process advised by your DP

*\* If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to Skyline Financial Services Private Limited in respect of shares held in physical form and to DPs in respect of shares held in Demat form.*

9. Members who have not updated their bank account details for receiving the dividends directly in their bank accounts through Electronic Clearing Service (ECS) are requested to update their Electronic Bank Mandate with their respective DPs or in case shares are held in physical form are requested to provide/update their Bank Account by request letter along with the cancelled cheque bearing name of the first shareholder to the Registrar & Share Transfer Agents of the Company at its aforesaid email Id.
10. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source ('TDS') from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 (the 'IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN,

Category as per the IT Act with their DPs or in case shares are held in physical form with the Registrar by submitting the required documents in PDF/JPG format through e-mail at [parveen@skylinerta.com](mailto:parveen@skylinerta.com). The Company will send individual communication in this regard to the shareholders whose email ids are registered in the records of the Company/RTA.

11. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The unpaid Dividend and underlying shares (upto FY 2012-13) have been transferred to IEPF. The unpaid Dividend and underlying shares for FY 2013-14 are due to transferred on or after 27th October 2021. The intimation regarding this has been sent to the concerned shareholders.

Unclaimed Dividend- details are available on website at <http://www.orientabrasives.com>

12. The Notice has also been hosted on the website of the Company <http://www.orientabrasives.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

#### PROCEDURE FOR INSPECTION OF DOCUMENTS:

13. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, on basis of the request being sent on [investor@oalmail.co.in](mailto:investor@oalmail.co.in).
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. Members can inspect the same by sending an email to [investor@oalmail.co.in](mailto:investor@oalmail.co.in).

#### OTHER INSTRUCTIONS:

15. 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).
16. The Securities and Exchange Board of India ('SEBI') and the Ministry of Corporate Affairs ('MCA') has mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialized form. In view of the above and the inherent benefits of holding shares in electronic form, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form.
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.

To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Company's RTA –M/s Skyline Financial Services Private Limited in case the shares are held by them in physical form.

18. The Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/ DOP1/CIR/P/2018/73 dated 20th April, 2018 has mandated the registration of Permanent Account Number (PAN) and Bank Account Details of all their shareholders holding shares in physical mode through their RTA.

Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to the Company's RTA, viz. M/s Skyline Financial Services Private Limited, by sending self-attested copy of PAN Card along with self-attested legible copy of Aadhar/passport/utility bill (not older than 3 months) and Original cancelled cheque leaf containing the Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code and the name of the shareholder printed on the cheque leaf.

In cases wherein the cancelled cheque leaf does NOT contain the shareholder's name printed on it, Members are requested to submit the Original cancelled cheque leaf along with legible copy of the bank passbook / bank statement specifying the KYC details of the registered shareholder such as the name, address, bank account number etc. duly attested by the Officer of the same Bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

- 20 . The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of 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.
- 21 . The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.orientabrasives.com](http://www.orientabrasives.com) and on the website of CDSL [www.evotingindia.com](http://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.

## **22. GENERAL INSTRUCTIONS AND PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Corporate Members intending to authorise their representatives to participate the AGM through VC/OAVM on its behalf and to vote through remote e-voting/during the AGM, pursuant to Section 113 of the Act are requested to send a certified copy of the relevant board resolution to the Scrutiniser by email through its registered mail addresses to [diptigl@gmail.com](mailto:diptigl@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The Notice of the 50th AGM along with the Annual Report 2020-21 are being sent only through the electronic mode to Members whose e-mail addresses are registered with the Company/Depositories. Members may also note that Annual Report for the financial year ended 31st March, 2021 including Notice of the 50th AGM is also available on the Company's website at <http://www.orientabrasives.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

## **THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period begins on Monday 20<sup>th</sup> September 2021 at 9.00 A.M. and ends on Wednesday 22<sup>nd</sup> September 2021 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Thursday, 16<sup>th</sup> September 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in Demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
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"> <li>• 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 (v).</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investor@oalmail.co.in](mailto:investor@oalmail.co.in) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM &E-VOTING DURING MEETING AREAS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast five (5) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investor@oalmail.co.in](mailto:investor@oalmail.co.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance five (5) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investor@oalmail.co.in](mailto:investor@oalmail.co.in). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.



All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**By Order of the Board of Directors**

**Sd/-  
Seema Sharma  
Company Secretary & Compliance Officer**

**Place: Mumbai  
Date: 11th August, 2021**

Registered Office:  
GIDC Industrial Area, Porbandar,  
Gujarat – 360577  
CIN: L24299GJ1971PLC093248  
Email: [investor@oalmail.co.in](mailto:investor@oalmail.co.in)  
Website: [www.orientabrasives.com](http://www.orientabrasives.com)  
-E & OE regretted

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

#### **Item No. 4: Re-appointment of Mr. Manubhai Rathod as the Whole-Time Director & Chief Executive Officer of the Company:**

Pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other relevant provisions of the Act, the Board of Directors of the Company had re-appointed Mr. Manubhai Rathod (DIN: 07618837) as the Whole-Time Director & CEO of the Company for a period of One year w.e.f 15<sup>th</sup> June, 2020, up to 14<sup>th</sup> June, 2021.

The term of Mr. Manubhai Rathod as Whole- Time Director & CEO was getting over on 14th June, 2021, however, considering the current state of affairs of the Company and given his exposure & expertise in the field of mining, mineral processing, projects, logistics, resource and business development, the Board of Directors at its meeting held on 11th May, 2021, on the recommendation of Nomination and Remuneration Committee, re-appointed Mr. Manubhai Rathod as an Whole-Time Director & CEO of the Company for a further period of three years with effect from 15<sup>th</sup> June, 2021 and the same is being placed before the Members for approval.

#### **Brief Profile:**

Mr. Manubhai Rathod holds a degree in BSC (Chemistry Graduate) from Saurashtra University has experience & expertise of more than a decade in the field of mining & processing (operations) of Bauxite and allied minerals.

Brief resume of Mr. Manubhai Rathod, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, as required under Regulation 36 of the SEBI LODR Regulations and Secretarial Standards are as below:

Name of Director	Mr. Manubhai Rathod
Director Identification Number (DIN)	07618837
Date of Birth (Age)	20/04/1968 (53 Years)
Nationality	Indian
Date of First appointment	15 <sup>th</sup> June, 2017
Qualifications	BSC (Chemistry Graduate)
Expertise in specific functional areas	Extensive experience and expertise in the field of mining, mineral processing, projects, logistics, resource and business development
Terms and conditions of re-appointment	As per the agreement executed by and between the Company and Mr. Manubhai Rathod.
Number of Meetings of the Board attended during the year ended 31 <sup>st</sup> March, 2021	Four
Relationship with other Directors / Managers / Key Managerial Personnel	Not Applicable
Shareholding in Orient Abrasives Limited	30000
Directorships held in other Companies (excluding foreign, private and section 8 Companies)	Prashansa Ceramics Limited
Chairman/ Member of the Committee of the Board of Directors of other companies in which he is a Director	Membership: Orient Abrasives Limited- SRC
Remuneration details	Rs. 4,483,493 /- Per Annum

\* Terms of re-appointment including Remuneration:

1. He shall be entitled to encashment of earned leave at the end of his tenure as per Company's Rules/Policies, from time to time.
2. Additionally, he shall be entitled to annual/performance increments/incentives as shall be approved by the Board of Directors of the Company and which shall be within the limits as prescribed under Schedule V and other applicable provisions, if any, of the Act.
3. He shall not be paid any fees for attending meetings of the Board of Directors and/or any Committee thereof.
4. He shall be liable to retire by rotation.

The terms and conditions of the appointment of Mr. Manubhai Rathod as Whole-Time Director & CEO shall be as stated in the agreement executed by and between the Company and Mr. Manubhai Rathod. The copy of the agreement is available for inspection electronically as stated in the notice above.

Mr. Manubhai Rathod, is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Whole-Time Director & CEO of the Company.

It is proposed to seek the Member's approval for the re-appointment and payment of remuneration to Mr. Manubhai Rathod as a Whole-Time Director & CEO, in terms of the applicable provisions of the Act and the relevant Rules made thereunder. Except Mr. Manubhai Rathod, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out at Item No. 4 for approval of the Members.

#### **Item No. 5: Appointment of Mrs. Neeta Shah As Non-Executive Independent Director:**

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, at its meeting held on 2<sup>nd</sup> February, 2021, appointed Mrs. Neeta Shah (DIN: 07134947) as an Additional Director in the capacity of Independent Director for a term of three consecutive years, subject to the approval of the Shareholders of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Mrs. Neeta Shah holds office up to the date of the ensuing Annual General Meeting. She is not disqualified from being appointed as director in terms of Section 164 of the Act and has consented to act as an Independent Director of the Company. The Company has also received a notice in writing proposing her candidature to be appointed as Director of the Company.

She has also submitted declaration of independence as required pursuant to section 149 (7) of the Act, stating that she meets the criteria of independence as provided in section 149 (6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Company hereby also complies with the provision of Regulation 17 of SEBI Listing Regulations. Copy of the draft Letter of Appointment of the Independent Director is available for inspection electronically as stated in the notice above.

Mrs. Neeta Shah is Bachelor of Arts and has completed Bachelor of Education. She has good exposure in Marketing and also been prominently involved in various social welfare activities. The Board is of the opinion that Mrs. Neeta Shah possesses requisite skills, experience and knowledge which would be in the best interest of the Company to appoint her as an Independent Director for a period of three consecutive years with effect from 2<sup>nd</sup> February, 2021.

Brief profile of Mrs. Neeta Shah as stipulated in Secretarial Standards on General Meeting (SS-2) and Regulation 36(3) of SEBI Listing Regulations, is given herein below in Annexure I.

Except Mrs. Neeta Shah, being the appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Ordinary Resolution as set out at Item No. 5 for approval of the Members.

#### **Item No. 6: Appointment of Mr. Ketan Shrimankar As Non-Executive Independent Director:**

The Board of directors, on the recommendation of Nomination and Remuneration Committee, at its meeting held on 11<sup>th</sup> August, 2021, appointed Mr. Ketan Shrimankar (DIN: 00452468) as an Additional Director in the capacity of Independent Director for a term of five consecutive years, subject to the approval of the Shareholders of the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Mr. Ketan Shrimankar holds office up to the date of the ensuing Annual General Meeting. He is not disqualified from being appointed as director in terms of Section 164 of the Act and has consented to act as an Independent Director of the Company. The Company has also received a notice in writing proposing his candidature to be appointed as Director of the Company.

He has also submitted declaration of independence as required pursuant to Section 149 (7) of the Act, stating that he meets the criteria of independence as provided in Section 149 (6) of the Act and Regulation 16 of the SEBI Listing Regulations. The Company hereby also complies with the provision of Regulation 17 of SEBI Listing Regulations. Copy of the draft Letter of Appointment of the Independent Director is available for inspection electronically as stated in the notice above.

Mr. Ketan Shrimankar is a Chartered Accountant with over 35 years of experience. He is currently fund manager with a SEBI registered

Category III fund. As a practising CA in the past, he is well versed in fields of company law, audit and taxation. As a management consultant, he is involved in guiding multiple start-ups and SMEs. He is also on the Advisory Board of several start-ups.

The Board is of the opinion that the association of Mr. Ketan Shrimankar and his rich experience & knowledge in various fields viz. taxation, financial structuring, fund raising etc. would definitely benefit the Company and support the Board to discharge its functions and duties effectively.

Brief profile of Mr. Ketan Shrimankar as stipulated in Secretarial Standards on General Meeting (SS-2) and Regulation 36(3) of SEBI Listing Regulations, is given herein below in Annexure I.

Except Mr. Ketan Shrimankar, being the appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested financially or otherwise in the said resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Ordinary Resolution as set out at Item No. 6 for approval of the Members.

**Item No. 7: 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 as amended from time to time, 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 11th August, 2021 considered and approved the appointment of M/s. S. K. Rajani & Co., Cost Accountants as Cost Auditors for the fiscal year 2021-2022 at a remuneration of Rs. 1,70,000/- (Rupees One Lakh Seventy Thousand Only) per annum plus Goods & Service Tax and out of pocket expenses, if any.

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

The Board recommends the Ordinary Resolution as set out at Item No. 7 for approval of the Members.

**By Order of the Board of Directors**

Sd/-  
**Seema Sharma**  
Company Secretary & Compliance Officer

**Place: Mumbai**  
**Date: 11<sup>th</sup> August, 2021**

**Details of Director seeking re-appointment at the 50<sup>th</sup> 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. Hemul Shah	Mrs. Neeta Shah	Mr. Ketan Shrimankar
<b>DIN</b>	00058558	07134947	00452468
<b>Date of Birth</b>	04/01/1961	27/01/1965	24/06/1960
<b>Qualification</b>	Commerce Graduate	Arts Graduate	Chartered Accountant
<b>Brief Profile &amp; Expertise in specific functional areas</b>	Mr. Hemul Shah has been supervising the accounts, marketing and operation functions of the Company and is associated with the Ashapura Group at different levels for more than two decades.	Mrs. Neeta Shah exposure in Marketing and also been prominently involved in various social welfare activities.	Mr. Ketan Shrimankar is a Chartered Accountant with over 35 years of experience. He is currently fund manager with a SEBI registered Cat III fund. He is well versed in fields of company law, audit and taxation. As a management consultant, he is involved in guiding multiple start-ups and SMEs. He is also on the advisory board of several start-ups.
<b>Directorship in other Public Companies (excluding foreign, private and Section 8 Companies)</b>	1. Ashapura Minechem Limited 2. Ashapura Claytech Limited 3. Ashapura International Limited 4. Prashansa Ceramics Limited 5. Bombay Minerals Limited	1. Ashapura Minechem Limited	1. Ashok Alco-Chem Limited
<b>Chairmanship / Membership of the Committees of the Board*</b>	<b>Chairmanship</b> Orient Abrasives Limited –SRC Bombay Minerals Limited-ACM Ashapura International Limited-ACM <b>Membership</b> Orient Abrasives Limited - ACM	Nil	<b>Membership</b> Ashok Alco-Chem Limited – ACM
<b>No. of shares held in the Company as on 31.03.2021</b>	43256 Equity Shares of Re. 1/-each.	Nil	40
<b>Relationship with other Directors and KMPs</b>	NA	NA	NA

**By Order of the Board of Directors**

Sd/-  
**Seema Sharma**  
Company Secretary & Compliance Officer

Place: Mumbai  
Date: 11th August, 2021