



ORIENT ABRASIVES LIMITED

CIN No. : L24299GJ1971PLC093248

Regd. Office: GIDC Industrial Area, Porbandar, Gujarat- 360577 Tel. No.: +91-0286-2221788 Fax: 0286-2222719

Website: www.orientabrasives.com, Investors Relations E-mail ID: investor@oalmail.co.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard-2 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the laws and regulations for the time being in force for transacting the Special Business by the members of Orient Abrasives Limited (the '**Company**') by passing the Resolution appended below for approval by way of Postal Ballot /Electronic Voting (**e-voting**).

The Board of Directors at its meeting held on Monday, 3rd February, 2020, has appointed Ms. Dipti Gohil (ACS No. 14736, COP No. 11029), Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot (physical and e-voting process) in a fair and transparent manner.

This notice is being sent to all members/beneficiaries whose names appear on the Register of Members/Record of Depositories as on Cut-of-date i.e. Friday, 7th February, 2020.

The proposed Resolution and explanatory statement stating material facts, as required under Section 102 of the Companies Act 2013, are annexed herewith for consideration of the members along with the Postal Ballot Form (the 'Form' or the 'Postal Ballot Form').

The members are requested to peruse the proposed Resolution along with the explanatory statement and carefully read the instructions printed in the Postal Ballot Form and return the duly completed form in all respects in the attached self-addressed business reply envelope so as to reach the Scrutinizer not later than on Thursday, 19th March, 2020 at 5:00 p.m. Postal Ballot Forms received after this date shall be treated as if reply from the member has not been received.

Pursuant to Section 108 of the Companies Act, 2013 and other applicable provisions of the Act, read with Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to the members of the Company. Accordingly, the Company is providing e-voting facility for voting electronically on the resolution proposed in this Postal Ballot Notice. Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder. The e-voting will commence on Wednesday, 19th February, 2020 (9.00 a.m.) and end on Thursday, 19th March, 2020 (5.00 p.m.).

If a member has opted for Physical Postal Ballot, then he/she should not vote by e-voting and vice versa. However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith.

The Scrutinizer shall submit his report to the Chairman or in his absence, to any other person authorised by him, after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the Voting by Postal Ballot (including voting through electronic means) will be announced by the Chairman of the Company or in his absence, by any other person authorized by him, on Monday, 23rd March, 2020 on or before 5.00 p.m. at the Corporate Office of the Company at Jeevan Udyog Building, 2nd Floor, 278, D. N. Road, Fort, Mumbai-400001. The said results will be posted on the Company's website viz. www.orientabrasives.com besides communicating to the Stock Exchange where the Company's shares are listed.

SPECIAL BUSINESS:

Item No. 1

Shifting of Registered Office of the Company from the State of Gujarat to the State of Maharashtra in Mumbai:

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

"RESOLVED THAT pursuant to the provisions of Section 12(5), 13(4) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force) (hereinafter referred to as 'the Act'), and subject to approval of the Central Government (Power delegated to Regional Director) and such other approvals, permissions and sanctions, as may be required, under the provisions of the said Act or under any other law for the time being in force, consent of the Members be and is hereby accorded for shifting of Registered Office of the Company from the State of Gujarat to Mumbai, State of Maharashtra.

RESOLVED FURTHER THAT upon shifting of the Registered Office being effective, the existing Clause-2 of the Memorandum of Association of the Company be substituted with the following new clause:

"2. The Registered Office of the Company will be situated in the State of Maharashtra."

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the State of Gujarat to such place in Mumbai, State of Maharashtra as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person(s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) and / or Company Secretary of the Company jointly and/or severally be and are hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this regard.

By Order of the Board of Directors

Sd/-

**Bimal Parmar
Company Secretary**

Place: Mumbai

Date: 3rd February, 2020

NOTES:

- a) The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 setting out material facts in respect of the business specified above is annexed hereto.
- b) The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members / List of beneficial Owners as received from Depositories as at the close of business hours on Friday, 7th February, 2020 (cut-off date). The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with the Depository Participants (in case of electronic shareholding) / the Company's registrar and share transfer agent (in case of physical shareholding). For Members whose email ID are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with the postage-prepaid self-addressed Business Reply Envelope.
- c) The voting rights of the members shall be in the proportion to their share of the paid-up equity share capital as on cut- off date i.e. Friday, 7th February, 2020.
- d) The Members holding shares in physical form are requested to notify change in their address, if any, to the Company at the Registered Office and/or to the Company's Registrar and Share Transfer Agent. The Members holding shares in electronic form may update such details with their respective Depository Participant(s).
- e) Kindly note that the Members can opt for only one mode of voting i.e., either by post or by e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
- f) In case a Member is desirous of obtaining Postal Ballot notice or form in printed form or a duplicate one, the Member may write to the Company or send an e-mail to investor@oalmail.co.in.
- g) The resolution, if approved, by the requisite majority shall be deemed to have been passed on the last date for receipt of duly completed Postal Ballot Forms or e-voting i.e. Thursday, 19th March, 2020.
- h) The Scrutinizer's decision on the validity of the Postal Ballot shall be final

Instructions for Voting:**a) Through Physical Postal Ballot Form:**

1. A Member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send the duly signed form to the Scrutinizer in the enclosed self-addressed postage prepaid Business Reply Envelope so as to reach the Scrutinizer before 5.00 p.m. on Thursday, 19th March, 2020. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received.
2. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

b) Through E-Voting:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on Shareholders / Members
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.

- (vi) 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 (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **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 users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xviii) **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.

(xix) 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.

Members can call on toll free no.: 18002005533 or contact Mr. Rakesh Dalvi, Manager, Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai - 400013,

Email – helpdesk.evoting@cdslindia.com for grievances connected with e-Voting.

You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

By Order of the Board of Directors

Sd/-

Bimal Parmar
Company Secretary

Place: Mumbai

Date: 3rd February, 2020

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item no. 1:

Shifting of Registered Office of the Company from the State of Gujarat to Mumbai, State of Maharashtra:

Orient Abrasives limited (the Company) was incorporated in the year 1971 in the State of NCT of Delhi with plant facility at Porbandar in the State of Gujarat. In the year 2015, M/s. Bombay Minerals Limited (BML), a wholly-owned subsidiary of M/s. Ashapura Minechem Limited acquired the controlling stake in the Company thereby forming part of the Ashapura Group. With the intention to align the activities at one location, the New Management decided to shift its Registered Office from the State of NCT of Delhi to the State of Gujarat.

The Management and majority of the Directors of the Company are based at Mumbai and apart from operational activities all other business functions and decisions including marketing strategy are controlled and coordinated from Mumbai. Further, not only the Company’s Bankers and other service providers are based at Mumbai but also the shareholder ratio based at Mumbai, Maharashtra is considerably higher as compared to other States that allows the company to have more participation and interaction at General Meetings specifically at Annual General Meeting (AGM).

Also, the Management of the Company intends to centralize their activity from its plant located at Porbandar in the State of Gujarat to Mumbai in the State of Maharashtra, citing various indicators such as easy accessibility/reachability to Promoters viz-a-viz the Parent Company, key regulators Viz. Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges which shall facilitate effective, economical and convenient system for carrying out day to day affairs of the Company.

Considering the above the functional, operational and administrative convenience this proposed shifting of the Registered Office from the State of Gujarat to the State of Maharashtra, entails the Company to optimise its efficiencies.

The Management further asserts that the plant would continue to be located at Porbandar, Gujarat and shall continue to carry out its operations from the same location as such that there would be no advance impact on the employment & its workforce at the Porbandar plant due to change in the registered office.

The shifting of Registered Office from the State of Gujarat to the State of Maharashtra is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Section 12, 13, 110 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause 2 of the Memorandum of Association (the "MOA") of the Company requires the approval of the members of the Company by means of a Special Resolution through Postal Ballot and approval of the Central Government (power delegated to Regional Director).

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office and Corporate Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot/e-voting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 1 for approval of the members as a Special Resolution.

By Order of the Board of Directors
Sd/-
Bimal Parmar
Company Secretary

Place: Mumbai
Date: 3rd February, 2020

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