



Orient Ceratech Limited
(Formerly known as Orient Abrasives Limited)
An Ashapura Group Company

Ref No.: Orient/Stock Exch/Letter/401

May 30, 2024

**The Dy. General Manager,
Corporate Relations & Services Dept.,
BSE Limited
P. J. Towers, Dalal Street,
Mumbai - 400 023.**

**The Dy. Gen. Manager,
National Stock Exchange of India Ltd.,
Corporate Relations Dept.,
Exchange Plaza, Bandra-Kurla Complex,
Bandra (E), Mumbai – 400 051.**

Scrip Code: 504879

Scrip Code: ORIENTCER

Sub.: Annual Secretarial Compliance Report for the year ended 31st March, 2024.

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March 2024, issued by Ms. Dipti Gohil, Practicing Company Secretary.

Kindly take the above on record.

Thanking You,

Yours faithfully,

FOR ORIENT CERATECH LIMITED

**SEEMA SHARMA
COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl: As above



DIPTI GOHIL

PRACTISING COMPANY SECRETARY

403, Vasant Vaibhav CHS, M. G. Cross Road No.4,
Kandivali (W), Mumbai – 400067
Mob: 9819606720 Email: diptigl@gmail.com

SECRETARIAL COMPLIANCE REPORT OF ORIENT CERATECH LIMITED
(w.e.f. May 26, 2023 name changed from 'Orient Abrasives Limited' to "Orient Ceratech Limited")
For The Financial Year Ended 31st March, 2024

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of Compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Retirements) Regulations, 2015]

To,
The Members,
ORIENT CERATECH LIMITED
(Formerly known as Orient Abrasives Limited)
CIN of the Company: L24299MH1971PLC366531
Authorised Capital: Rs. 18,00,00,000/-

I, Dipti Gohil, Practicing Company Secretary, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by ORIENT CERATECH LIMITED (formerly known as Orient Abrasives Limited) ("hereinafter referred to as 'the Company' OR 'the listed entity') having its Registered Office at Lawrence & Mayo House, 3rd Floor, 276, D.N. Road, Fort, Mumbai – 400 001. Secretarial Review was conducted in a manner that provided me with a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the Listed entity's books, papers, Minutes Book, forms, and returns filed and other relevant records maintained by the listed entity and also the information provided by the Listed entity, its officers and authorized representatives during the conduct of Secretarial Review, I hereby report that in my opinion, the listed entity has, during the review period covering financial year ended on 31st March, 2024, prima facie complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the report made hereinafter :

I have examined:

- a) all the documents and records made available to us and explanation provided by ORIENT CERATECH LIMITED ("the listed entity")
- b) the filings/ submissions made by the listed entity to the stock exchange,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of :

- (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

(iii) The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period);**
- The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021-**(Not Applicable to the Company during the Audit Period);**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021-**(Not Applicable to the Company during the Audit Period);**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013-**(Not Applicable to the Company during the Audit Period);**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories & Participants) Regulations, 2018;
- Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
- Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992 -**(Not Applicable to the Company during the Audit Period)**
- Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and circulars/ guidelines issued thereunder; -**(Not Applicable to the Company during the Audit Period)**

Based on my examination and verification of the documents and records produced to me and according to information and explanation given to me by the Company, I report that:

Annexure A

1. Based on various discussions with SEBI, following are the additional affirmations to be provided while submitting ASCRI

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	NA
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes Yes	NA NA

3.	<p>Maintenance and disclosures on the Website:</p> <p>* The Listed entity is maintaining a functional website</p> <p>* Timely dissemination of the documents/ information under a separate section on the website</p> <p>* Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</p>	Yes	NA
4.	<p>Disqualification of Director:</p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	NA
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	Yes	The Company has identified its Material Subsidiary named 'Orient Advanced Materials Pvt. Ltd. having CIN U26100GJ2006P TC047900 and registered office at Dwarka Highway, Khambalia - 381305, Gujarat.
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	NA
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations. ASK</p>	Yes	NA
8.	<p>Related Party Transactions:</p> <p>(a)The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.</p>	Yes	NA
		NA	NA

9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	NA
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	NA
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	Yes	<p>There were No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges.</p> <p>However, during the year under review, the Company on 13th June, 2023, paid balance penalty of Rs. 1,01,480/- to NSE towards payment of fine for non-compliance with Reg. 18 of SEBI(LODR) Regulations for the quarter ended June 30, 2019.</p> <p>The said case is closed off.</p>
12.	<p>Additional Non-compliances, if any:</p> <p>No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	NA	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019:

There was no resignation of the Statutory Auditors from the listed entity during the period under review and hence, the below details are not required to be provided.

The Company, at its Annual General Meeting held in the year 2022, has reappointed the Statutory Auditors for a period of 5 years and they hold office till the conclusion of Annual General Meeting to be held in the year 2027.

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<ul style="list-style-type: none"> i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. 		
2.	Other conditions relating to resignation of statutory auditor		
	<ul style="list-style-type: none"> i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee: a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. 		

	<p>ii. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>		
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.		

*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'.

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
					Not applicable					

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations / circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management Response	Remarks
					Not applicable					

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date : 29/05/2024

Place : Mumbai

DIPTI NARENDRA GOHIL
 Digitally signed by DIPTI NARENDRA GOHIL
 DN: cn=IN, postalCode=400067, st=MAHARASHTRA, street=403 VASANT VAIBHAV CHS M G CROSS ROAD NQ4MUMBAIKANDIVALI WESTBEHIND PATEL NAGAR 400067, l=MUMBAI, o=Personal, title=7646, serialNumber=9532614890c35191532ed08a2d b8273dd2e140688f42f2f660553d88e6db4f, pseudonym=764620220928140242859, 2.5.4.20=b98b09c30ee3051afe549ced79957832 725747656b676c57c043861026e2f1, email=DIPTIGL@GMAIL.COM, cn=DIPTI NARENDRA GOHIL
 Date: 2024.05.29 16:28:39 +05'30'

DIPTI GOHIL
 Practising Company Secretary
 ACS : 14736 / COP: 11029
 UDIN : A014736F000485921
 P.R. No. : 2026/2022