



Ref No.: Orient/Stock Exch/Letter/341

May 18, 2023

**The Dy. General Manager,  
Corporate Relations & Services Dept.,  
Bombay Stock Exchange 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: ORIENTABRA**

**Sub: Submission of Proceedings of announcement of results of the resolution passed through postal ballot/e-voting.**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the proceedings of the Postal Ballot.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**FOR ORIENT ABRASIVES LIMITED**

**SEEMA SHARMA  
COMPANY SECRETARY & COMPLIANCE OFFICER**

**RECORD IN BRIEF OF THE PROCEEDINGS OF THE RESOLUTIONS PASSED BY WAY OF THE POSTAL BALLOT THROUGH REMOTE E-VOTING PROCESS BY THE MEMBERS OF ORIENT ABRASIVES LIMITED ON WEDNESDAY, 17<sup>TH</sup> MAY, 2023 RESULTS OF WHICH WERE DECLARED ON THURSDAY, 18<sup>TH</sup> MAY, 2023 AT THE REGISTERED OFFICE OF THE COMPANY, LAWRENCE & MAYO BUILDING, 3RD FLOOR, 276, D. N. ROAD, FORT, MUMBAI - 400 001.**

The Board of Directors of the Company at its meeting held on Wednesday, 12<sup>th</sup> April, 2023, had proposed to conduct a Postal Ballot pursuant to Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('Management Rules') read with 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; 02/2021 dated January 13, 2021; 19/2021 dated December 08, 2021; 21/2021 dated December 14, 2021, 2/2022 dated May 05, 2022 & 11/2022 dated 28<sup>th</sup> December 2022 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD 2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable provisions of the Act, the time being in force and as amended from time to time, Secretarial Standard 2 on General Meeting ("SS-2") and other applicable provisions of the law and regulations for the time being in force, to seek approval of the Member for transacting the special businesses as set out in the Postal Ballot notice dated 12<sup>th</sup> April, 2023.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations & Disclosures Requirements), Regulation 2015, the Company had provided e-voting facility to all Members as on the Specified date /cut-off date (i.e. 14<sup>th</sup> April 2023) and appointed Central Depository Services (India) Limited (CDSL) as an agency to provide the e-voting platform. The Company had completed the dispatch of the Postal Ballot Notice, by way of emails, to the Members on 17<sup>th</sup> April, 2023 and the voting period (e-voting) commenced from Tuesday, 18<sup>th</sup> April, 2023 (9.00 A.M.) and ended on Wednesday, 17<sup>th</sup> May, 2023 (5.00 P.M.).

The Board of Directors at its meeting held on Wednesday, 12<sup>th</sup> April, 2023 had appointed Ms. Dipti Gohil (ACS No. 14736, COP No. 11029), Practicing Company Secretary, as Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner. The deemed date of the passing of the resolution is the last date of closure of the e-voting process i.e. 17<sup>th</sup> May, 2023.

By newspaper advertisement published in the Free Press Journal (English) Edition and Navshakti (Marathi Edition) on 18<sup>th</sup> April, 2023, the Members were informed about the completion of dispatch of the Postal Ballot Notice.

After due scrutiny of all the e-voting confirmations received till Wednesday, 17<sup>th</sup> May, 2023, (5.00 p.m. IST) Ms. Dipti Gohil, Scrutinizer submitted her report and the result was declared on Thursday, 18<sup>th</sup> May, 2023 at the Registered Office of the Company at Lawrence & Mayo Building, 3rd floor, 276,

D. N. Road, Fort, Mumbai - 400 001 by Mrs. Seema Sharma, Company Secretary & Compliance Officer, as duly authorized by the Chairman of the Company.

Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.

Since the voting on Postal Ballot process was conducted only through e-voting, reporting on the finding of defaced or mutilated ballot paper does not arise.

The summary of the result of the Postal Ballot by way of remote E-Voting as per the Scrutinizer's Report in respect of Resolution as set out in the Postal Ballot Notice dated 12<sup>th</sup> April, 2023 read is as under:

Summary of the voting exercised by the Members through remote E-Voting:

**Resolution No.: 1: Special Resolution:**

**Change in name of the Company from "Orient Abrasives Limited" to "Orient Ceratech Limited" and consequential alteration to Memorandum and Articles of Association of the Company:**

Resolution required: Special Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	76066129	75600814	99.39	75600814	0	100	0.00
	poll		0	0	0	0	0	0
	<b>Total</b>		75600814	99.39	75600814	0	100	0.00
Public Institutions	E-Voting	15827034	2639852	16.68	2639852	0	100	0
	poll		0	0	0	0	0	0
	<b>Total</b>		2639852	16.68	2639852	0	100	0

Public Non Instit utions	E- Voting	27746037	221387	0.80	216606	4781	97.84	2.16
	Poll		0	0	0	0	0	0
	<b>Total</b>		221387	0.80	216606	4781	97.84	2.16
<b>Total</b>			<b>119639200</b>	<b>78462053</b>	<b>78457272</b>	<b>4781</b>	<b>99.99</b>	<b>0.01</b>

Details of Invalid Votes/ Abstained	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

**Resolution No.: 2: Special Resolution**

**Appointment of Mr. Manan Shah (DIN: 06378095) as Managing Director of the Company:**

Resolution required: Special Resolution								
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes *					
			*-Mr. MANAN SHAH, Promoter Group Member, holding 6821507 Shares and being interested in the resolution mentioned in Item No. 2 of the Notice Dated 12th April, 2023 abstained from voting, he voted for the resolution and the same was not considered for voting results.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	76066129	68779307	90.42	68779307	0	100	0.00
	poll		0	0	0	0	0	0
	<b>Total</b>		68779307	90.42	68779307	0	100	0.00
	E-Voting	15827034	2639852	16.68	2639852	0	100	0

Public Institutions	poll		0	0	0	0	0	0
	<b>Total</b>		2639852	16.68	2639852	0	100	0
Public Non Institutions	E-Voting	27746037	221387	0.80	217056	4331	98.04	1.96
	poll		0	0	0	0	0	0
	<b>Total</b>		221387	0.80	217056	4331	98.04	1.96
<b>Total</b>		<b>119639200</b>	<b>71640546</b>	<b>59.88</b>	<b>71636215</b>	<b>4331</b>	<b>99.99</b>	<b>0.01</b>

<b>Details of Invalid Votes/ Abstained</b>	
<b>Category</b>	<b>No. of Votes</b>
Promoter and Promoter Group	6821507
Public Institutions	-
Public - Non Institutions	-

Mrs. Seema Sharma, after receiving the Scrutinizer's Report as referred above announced that the Resolutions being resolution no. 1 & 2 as set out in the Postal Ballot Notice dtd. 12<sup>th</sup> April, 2023 have been deemed to be passed with the requisite majority on 17<sup>th</sup> May, 2023 (i.e. last date of Remote E-voting).

The text of the resolutions duly approved by the Members through remote E voting is as under:

**ITEM NO. 1**

**Change in name of the Company from "Orient Abrasives Limited" to "Orient Ceratech Limited" and consequential alteration to Memorandum and Articles of Association of the Company**

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 14, and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with applicable Rules framed thereunder, Regulation 45 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and other applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Registrar of Companies - Mumbai, Ministry of Corporate Affairs, Central Government and/or any such other regulatory or statutory authority(ies), as may be required, consent of the members of the Company be and is hereby accorded to change the name of the Company from "Orient Abrasives Limited" to "Orient Ceratech Limited" as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs.

**RESOLVED FURTHER THAT** Clause I of the Memorandum of Association of the Company be altered as under:

"The Name of the Company is Orient Ceratech Limited."

**RESOLVED FURTHER THAT** upon receipt of a fresh Certificate of Incorporation pursuant to a change of name, the old name, i.e. "Orient Abrasives Limited" be substituted with the new name, i.e. "Orient Ceratech Limited" in the Memorandum and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds, Share Certificates, documents, contracts wherein the Company is a party or an interested entity, common seal and at all other places, wherever appearing.

**RESOLVED FURTHER THAT** any Director and /or Company Secretary of the Company, be and are hereby jointly and / or severally authorized to do and cause to be done all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit.

**RESOLVED FURTHER THAT** Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any of its Committee, the officer(s) or employees of the company or any other person as it may consider appropriate to give effect to this resolution."

## **ITEM NO. 2**

### **Appointment of Mr. Manan Shah (DIN: 06378095) as Managing Director of the Company:**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder, the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof), the provision of Articles of Association of the Company and in terms of recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors, the consent of the members be and is hereby accorded for the appointment of Mr. Manan Shah (DIN :- 06378095), who was appointed as an Additional Director by the Board of Directors with effect from 12th April, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, as a Managing Director of the Company for a period of 3 years i.e. from April 12, 2023 till April 11, 2026, on such terms and conditions including payment of salary, commission based on profit, perquisites and allowances (hereinafter referred to as 'remuneration') etc., even in the event of loss or inadequacy of profits in any financial year during his tenure, as are set out in the explanatory statement pursuant to Section 102 of the Act annexed to this Notice and which forms part of the Agreement between the Company and Mr. Manan Shah.

**RESOLVED FURTHER THAT** the Board and/or any of its authorized Committees be and is hereby authorized to alter/ vary the terms and conditions of the appointment of Mr. Manan Shah, including the remuneration, in compliance with the provisions of 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.”

For **ORIENT ABRASIVES LIMITED**

**SEEMA SHARMA**  
**COMPANY SECRETARY**  
**& COMPLIANCE OFFICER**

**Date: 18<sup>th</sup> May, 2023**