

## NOTICE

NOTICE is hereby given that the 52<sup>nd</sup> Annual General Meeting of the Members of ORIENT CERATECH LIMITED (Formerly known as Orient Abrasives Limited) will be held on Monday, 25<sup>th</sup> September, 2023 at 3.00 p.m. through Video Conferencing / Other Audio Visual Means (VC/OAVM) to transact the following business:

### **ORDINARY BUSINESS:**

1. a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023, together with the Reports of the Board of Directors and the Auditors thereon.  
  
b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023, together with the Report of the Auditors thereon.
2. To declare a dividend of 25% i.e. Re. 0.25/- (Twenty-Five paise) per Equity Share of the face value of Re. 1/- each, for the Financial Year ended 31<sup>st</sup> March, 2023.
3. To appoint a Director in place of Mr. Manubhai Rathod, Whole-Time Director (Operations) (DIN: 07618837), 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 (Operations) of the Company:**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 152, 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(s) 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 (Operations) of the Company, for a further period of three years with effect from 15<sup>th</sup> June, 2024 to 14<sup>th</sup> June, 2027, on such terms and conditions including payment of salary, perquisites and allowances etc. (hereinafter referred to as 'remuneration'), 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. Manubhai Rathod.

**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. Manubhai Rathod, 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."

5. **Re-appointment of Mrs. Neeta Shah (DIN: 07134947) as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder and Regulation 17, 25 and other applicable provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof), and in terms of

recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors, Mrs. Neeta Shah (DIN: 07134947), who was appointed as an Independent Director of the Company, w.e.f. 2<sup>nd</sup> February, 2021 up to 1<sup>st</sup> February, 2024 and who has submitted a declaration confirming the criteria of independence under Section 149(6) of the Act and Regulation 16 of the Listing Regulations, be and is hereby re-appointed as a Non-Executive, Independent Director, not liable to retire by rotation and who shall hold office for a second term of three consecutive years with effect from 2<sup>nd</sup> February, 2024, on the Board of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things which are incidental and ancillary to give effect to this resolution.”

**6. To approve existing as well as new Material Related Party Transaction(s) with Bombay Minerals Limited**

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any duly authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or material modification(s) of earlier arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Bombay Minerals Limited, being a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, for an aggregate value of upto Rs. 15000 Lakhs, subject to the said contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the aforesaid approval shall be valid for one year i.e. from the date of this Annual General Meeting till the conclusion of the 53<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2024 in terms of the Listing Regulations and the circulars issued by the SEBI in this regard.

**RESOLVED FURTHER THAT** the Board or any Committee thereof, be and is hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter, modify and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects.”

**7. To approve existing as well as new Material Related Party Transaction(s) with Ashapura Minechem Limited**

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any duly authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or material modification(s) of earlier arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Ashapura Minechem Limited, being a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, for an aggregate value of upto Rs. 5000 Lakhs subject to the said contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length basis and in the ordinary

course of business of the Company.

**RESOLVED FURTHER THAT** the aforesaid approval shall be valid for one year i.e. from the date of this Annual General Meeting till the conclusion of the 53<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2024 in terms of the Listing Regulations and the circulars issued by the SEBI in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter, modify and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects.”

**8. To approve existing as well as new Material Related Party Transaction(s) between Orient Advanced Materials Private Limited, Wholly Owned Subsidiary of the Company and Bombay Minerals Limited, Promoter Company of the Company**

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

“**RESOLVED THAT** pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), as amended and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or material modification(s) of earlier arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), between two related parties of the Company(in terms of Regulation 2(1)(zb) of the Listing Regulations) of the Company i.e. Orient Advanced Materials Private Limited ('OAMPL'), a wholly owned subsidiary of the Company and Bombay Minerals Limited ('BML'), a Promoter Company of the Company, on such terms and conditions as may be agreed between OAMPL and BML, for an aggregate value of up to Rs. 12,000 Lakhs, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm's length and in the ordinary course of business of OAMPL and BML.

**RESOLVED FURTHER THAT** the aforesaid approval shall be valid for one year i.e. from the date of this Annual General Meeting till the conclusion of the 53<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2024 in terms of the Listing Regulations and the circulars issued by the SEBI in this regard.”

**9) Ratification of Cost Auditor's Remuneration:**

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

“**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s Priyank Vyas & Associates, Cost Accountants (Firm Registration No. 001585), who were appointed by the Board of Directors as Cost Auditors, for conducting audit of the cost accounting records relating to the Company's Products for the Financial Year 2023-2024, amounting to Rs. 1,70,000/- (Rupees One Lakh Seventy Thousand Only) per annum plus Goods & Service Tax (GST), be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution”

**Place: Mumbai**  
**Date: 3<sup>rd</sup> August, 2023**

**By Order of the Board of Directors**  
**Sd/-**  
**Seema Sharma**  
**Company Secretary & Compliance Officer**

**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 A” 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 ; 02/2021 dated January 13, 2021; 19/2021 dated December 08, 2021; 21/2021 dated December 14, 2021, 02/2022 dated May 05, 2022 and 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD 2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 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 and dispatch of Annual Report only in electronic mode. 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 Tuesday, 19<sup>th</sup> September, 2023 to Monday, 25<sup>th</sup> September, 2023 (both days inclusive).
5. The dividend, if declared, at the AGM, will be paid after 25<sup>th</sup> September, 2023, to those Members whose name appears on the register of Members of the Company on close of business hours on Monday, 18<sup>th</sup> September, 2023 (Record Date).

The Company will disburse the dividend via ECS/NECS to those shareholders whose requisite particulars are available and to other shareholders via 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 through their registered email address to the Scrutinizer at [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 aforesaid MCA Circulars and SEBI Circulars, electronic copy of the Notice along with the Annual Report for the Financial Year ended 31<sup>st</sup> March, 2023 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 Participants(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 Agent 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), as available on the website of the Company, 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 2014-15) have been transferred to IEPF. The unpaid Dividend and underlying shares for FY 2015-16 are due to be transferred on or after 3<sup>rd</sup> November, 2023. The intimation regarding this has been sent to the concerned shareholders.

Unclaimed Dividend- details are available on website at [www.orientceratech.com](http://www.orientceratech.com).

12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date i.e. Monday, 18<sup>th</sup> September, 2023, only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
13. Mrs. Dipti Gohil, Practicing Company Secretary (Membership No. 14736) has been appointed as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

#### **PROCEDURE FOR INSPECTION OF DOCUMENTS:**

14. 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).
15. 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: (KYC)**

16. As per the provisions of Section 72 of the Companies Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website [www.orientceratech.com](http://www.orientceratech.com). Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company/RTA in case the shares are held in physical form.

Further, Members are requested to update their details viz. PAN, KYC, Nomination Details etc. by filling the KYC Forms available on the Company's Website viz. [www.orientceratech.com](http://www.orientceratech.com).



17. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization. The Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
19. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least five days prior to the date of AGM at [investor@oalmail.co.in](mailto:investor@oalmail.co.in). The same will be replied by the Company suitably.
20. 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.

21. The Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/ DOP1/CIR/P/2018/73 dated 20<sup>th</sup> 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.

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

### **23. 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, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and 28th December, 2022, 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 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 atleast 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. 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.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with the aforementioned Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on the website of the Company at [www.orientceratech.com](http://www.orientceratech.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:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 21<sup>st</sup> September, 2023 (Thursday) at 9.00 a.m. and end on 24<sup>th</sup> September, 2023 (Sunday) 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 (record date) of 18<sup>th</sup> September, 2023 (Monday) 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. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. 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.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders

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/myeasinew/home/login">https://web.cdslindia.com/myeasinew/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/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/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 Depository Participants	<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>



holding securities in Demat mode is given below:

**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**

Login type	Helpdesk details
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

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

**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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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.</li> </ul>

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) 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.

- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN in the name Orient Ceratech Limited on which you choose to vote.
- 11) 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.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) 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.
- 17) **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 at the email address viz; [diptigl@gmail.com](mailto:diptigl@gmail.com), 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 ARE AS 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 AGMF.
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. For ease of conduct, 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 at least **five days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at 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 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at 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, Central Depository Services (India) Limited (CDSL), A Wing, 25<sup>th</sup> Floor, Marathon Futurex, 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.

24. 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.
25. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.orientceratech.com](http://www.orientceratech.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.

26. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the meeting, i.e. 25<sup>th</sup> September, 2023.

**By Order of the Board of Directors**

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

**Place: Mumbai**

**Date: 3<sup>rd</sup> August, 2023**

**Registered Office:**

Lawrence & Mayo House, 3rd Floor,  
276, D.N. Road, Fort, Mumbai – 400 001,  
Maharashtra.

CIN: L24299MH1971PLC366531

Email: [investor@oalmail.co.in](mailto:investor@oalmail.co.in)

Website: [www.orientceratech.com](http://www.orientceratech.com)

-E & OE regretted

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

**Item No.4 - Re-appointment of Mr. Manubhai Rathod (DIN: 07618837) as the Whole-Time Director (Operations) of the Company:**

Pursuant to the provisions of Sections 152, 196, 197, 198, 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 as the Whole-Time Director & CEO of the Company for a period of Three years from 15<sup>th</sup> June, 2021. Accordingly, his term ends on 14<sup>th</sup> June, 2024.

With effect from 3<sup>rd</sup> August, 2023, the designation of Mr. Manubhai Rathod was changed from Whole-Time Director & CEO to Whole-Time Director (Operations) of the Company.

Considering 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 03<sup>rd</sup> August, 2023, on the recommendation of Nomination and Remuneration Committee (NRC), decided to re-appoint Mr. Manubhai Rathod as the Whole-Time Director (Operations) of the Company for a further period of three years with effect from 15<sup>th</sup> June, 2024 and the same is being placed before the Members for approval.

The brief profile of Mr. Manubhai Rathod as required to be given in terms of Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standards is as enclosed as “Annexure A”.

Further, pursuant to Sections 196, 197, 198, 203 read with Schedule V of the Act as amended from time to time, the approval of the Members through Special Resolution is being sought for the appointment of Mr. Manubhai Rathod as the Whole-Time Director (Operations) of the Company for the period of 3 (three) years starting from 15<sup>th</sup> June, 2024.

1.	Salary, Perquisites & other Allowances*	:	Upto Rs. 45,40,537/- (Forty Five Lakhs Forty Thousand Five Hundred Thirty Seven only) p.a.
		:	He is also eligible for annual increments based on his performance as evaluated by the Board or the NRC and approved by the Board or any committee thereof every year, in compliance with the provisions of schedule V of the Companies Act, 2013.
			Perquisites & other allowances shall be paid as per the policy of the Company, as amended from time to time.
			He shall also be, <i>inter-alia</i> , entitled to receive the following: -
			a) Contribution to Provident Fund, Superannuation Fund and Gratuity as per the rules of the Company.
			b) Encashment of leave at the end of tenure.

\* 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 or any committee thereof 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 above details may be treated as an abstract of terms and conditions of appointment as required under the provisions of the Companies Act, 2013.

The specified information required under Section II of Part II of the Schedule V of the Companies Act, 2013, while seeking approval/consent of the shareholders, for Payment of Remuneration to Mr. Manubhai Rathod as the Whole-Time Director (Operations), is listed below:



<b>I</b>	<b>General Information :</b>																																		
1.	Nature of Industry	(i) Metals, Cement & other related industries (ii) Oil & Gas Industries																																	
2.	Date or expected date of commencement of commercial production	27 <sup>th</sup> November 1971																																	
3.	In case of new companies, the expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable																																	
4.	Financial performance (Audited Statements) based on given indicators: <b>(Rs. in Lakhs)</b> <table border="1"> <thead> <tr> <th></th><th>2022-2023</th><th>2021-2022</th></tr> </thead> <tbody> <tr> <td>Paid up Capital</td><td>1196.39</td><td>1196.39</td></tr> <tr> <td>Reserves &amp; Surplus</td><td>24,689.17</td><td>23,572.40</td></tr> <tr> <td>Revenue from Operations</td><td>28,384.93</td><td>25,877.80</td></tr> <tr> <td>Other Income</td><td>946.71</td><td>647.89</td></tr> <tr> <td>Total Expenditure</td><td>(27,742.18)</td><td>(25,633.79)</td></tr> <tr> <td>Exceptional Items</td><td>-</td><td>-</td></tr> <tr> <td>Profit before Taxation</td><td>1,589.46</td><td>891.90</td></tr> <tr> <td>Tax Expenses including Deferred Tax</td><td>326.81</td><td>189.87</td></tr> <tr> <td>Profit after Taxation</td><td>1,262.65</td><td>702.03</td></tr> <tr> <td>Managerial Remuneration (Total)</td><td>44.83</td><td>43.71</td></tr> </tbody> </table>			2022-2023	2021-2022	Paid up Capital	1196.39	1196.39	Reserves & Surplus	24,689.17	23,572.40	Revenue from Operations	28,384.93	25,877.80	Other Income	946.71	647.89	Total Expenditure	(27,742.18)	(25,633.79)	Exceptional Items	-	-	Profit before Taxation	1,589.46	891.90	Tax Expenses including Deferred Tax	326.81	189.87	Profit after Taxation	1,262.65	702.03	Managerial Remuneration (Total)	44.83	43.71
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Managerial Remuneration (Total)	44.83	43.71																																	
5.	Foreign investments or collaborators, if any	The holdings of Foreign Portfolio Investor (Corporate), Foreign Institutional Investors and NRIs as on 31st March, 2023 is 13.46% of the equity share capital. There is no foreign collaboration in the Company.																																	
<b>II</b>	<b>Information about the Appointee :</b>																																		
1.	Background details & Recognition or awards	Mr. Manubhai Rathod is a BSC (Chemistry Graduate) and has extensive experience of more than a decade and expertise in the field of mining, mineral processing of Bauxite and allied minerals, projects, logistics, resource and business development.																																	
2.	Past remuneration	Details has been mentioned in Corporate Governance Report.																																	
3.	Job profile and his suitability	Being a Whole time Director (Operations), he is entrusted with the responsibility of overall supervision and day to day management of the affairs of the Company, subject to superintendence and directions of the Board of Directors of the Company																																	
4.	Remuneration proposed	As stated in the explanatory statement above.																																	
5.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration proposed to be paid to Mr. Manubhai Rathod has been determined after taking into consideration the current state of affairs; financial performance of the Company viz-a-viz his involvement, experience & expertise in the business of the Company.																																	
6.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any	Mr. Manubhai Rathod has no pecuniary relationship with the Company except for the existing and proposed remuneration paid to him as the Whole time Director (Operations) of the Company.  Mr. Manubhai Rathod is not related to any of the Managerial Personnel of the Company.																																	
<b>III</b>	<b>Other Information</b>																																		
1.	Reasons for loss or inadequate profits	Suspension of operations due to shortage of raw material and closure of units, increase in the regular expenditure items, volatile economic conditions, and certain relative difficulties in the industries, both in India and overseas, with additional pressure on the world economy can lead to inadequate profits.																																	
2.	Steps taken or proposed to be taken for improvement & expected increase in productivity and profits in measurable terms	The Company is endeavoring to explore inventive concepts & planning to include value-added high technology products in its product basket and consolidate its position in the advanced technology-based ceramics domain and looking to target & seize opportunities both at domestic & international markets for better stability, expansion & payback for the Company.																																	

<b>IV. Disclosures:</b>
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The elements of remuneration to be paid to Mr. Manubhai Rathod are as stated in explanatory statement above.
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Further, pursuant to provisions of Section 203 of the Companies Act, 2013, he shall be recognized as Key Managerial Personnel (KMP) of the Company.

In view of above and pursuant to provisions of Section 196 of the Companies Act, 2013, approval of the shareholders is being sought for his appointment as Whole-Time Director (Operations) of the Company, on terms & conditions of his appointment and remuneration that forms part of the agreement executed by and between the Company and Mr. Manubhai Rathod.

The aggregate of the remuneration and perquisites/benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to the Managerial Personnel of the Company taken together, shall be in compliance with the Schedule V of the Companies Act, 2013, or any amendment thereto or modification thereof.

The copy of the agreement containing terms & conditions of the appointment between the Company and Mr. Manubhai Rathod is available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

Mr. Manubhai Rathod is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

Except Mr. Manubhai Rathod, none of the Director/Managers/Key Managerial Personnel and their relatives are 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 accordingly recommends the Resolution as set out in Item No. 4 accompanying the Notice for the approval of Shareholders of the Company as a Special Resolution.

**Item No. 5: Re-appointment of Mrs. Neeta Shah (DIN: 07134947) As Non-Executive Independent Director of the Company:**

At the 50<sup>th</sup> Annual General Meeting (AGM) held on 23<sup>rd</sup> September, 2021, the members had approved the appointment of Mrs. Neeta Shah as an Independent Director for a period of three (3) years from 2<sup>nd</sup> February, 2021. Accordingly, the first term of Mrs. Neeta Shah as Independent Director is due to expire on 1<sup>st</sup> February, 2024.

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of up to 5 consecutive years on the Board of a Company but shall be eligible for re-appointment for another term of up to five consecutive years on passing a special resolution by the Company. Based on the performance evaluation and recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the SEBI LODR') Mrs. Neeta Shah who being eligible and who has offered herself for re-appointment as an Independent Director, is proposed to be re-appointed as Independent Director for another term of three consecutive years with effect from 2<sup>nd</sup> February, 2024 and will not be liable to retire by rotation.

In terms of Section 149(7) of the Act, Mrs. Neeta Shah has submitted the declaration of independence stating that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR. Copies of the draft Letter of Appointment of the Independent Director is available for inspection by Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days upto the date of ensuing Annual General Meeting.

Mrs. Neeta Shah is Bachelor of Arts and 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 she possesses requisite skills & experience relevant to the Company's business and it would be in the interest of the Company to have her association with the

Company as Independent Director.

In the opinion of the Board, the aforesaid Director fulfils the conditions specified in the Act read with the Rules made thereunder and the SEBI LODR for being appointed as an Independent Director of the Company and is independent of the management.

Brief profile of Mrs. Neeta Shah who is proposed to be appointed as Independent Director, as required under Secretarial Standard on General Meeting ('SS-2') and Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is given in "Annexure A".

Mrs. Neeta Shah is not disqualified from being appointed as Director in terms of Section 164 of the Act and is eligible for payment of sitting fees and commission, if any, as payable to Non-Executive Directors of the Company.

Except Mrs. Neeta Shah, none of the other Directors or Key Managerial Personnel ('KMP') or their relatives, is/are in any way concerned or interested, financially or otherwise, in the Resolution at Item No. 5.

The Board accordingly recommends the Resolution as set out in Item No. 5 of the accompanying Notice for the approval of Shareholders of the Company as Special Resolution.

**Item No. 6-8 - To approve Existing as well as New Material Related Party Transaction(s):**

Pursuant to the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the threshold limit for determination of material Related Party Transactions is the lower of Rs.1,000 crores (Rupees One thousand crores) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity and such material related party transactions exceeding the limits, would require prior approval of Members by means of an ordinary resolution.

The related party transactions as mentioned below, in the aggregate, are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, prior approval of the Members is being sought for all such arrangements / transactions to be undertaken by the Company. All the transactions to be entered into would be in the ordinary course of business of the Company and on an arm's length basis.

The Company, along with its wholly owned subsidiary viz. Orient Advanced Materials Private Limited, proposes to enter into transactions with its related party mentioned in Resolutions set out in Item nos. 6 to 8 of the Notice, as per the terms and conditions as mutually agreed upon between the parties. The Audit Committee of the Company has granted omnibus approval for the said related party transactions at its meeting held on 3<sup>rd</sup> February, 2023 and has noted that although the proposed related party transactions are in the ordinary course of business of the Company and shall be entered into at an arm's length basis, they may, in aggregate, cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI (LODR) Regulations, prior approval of the Members is being sought for entering into and/or carrying out and/or continuing with existing contracts/arrangements/ transactions or material modification(s) of earlier/ arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise) undertaken or to be undertaken by the Company along with its subsidiary and that shall be valid for one year i.e. from the date of this Annual General Meeting till the conclusion of the 53<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2024.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided herewith:

**Information pertaining to Item No 6**

1	Name of the Related Party	<b>Bombay Mineral Limited</b>
2	Type of transaction	Purchase of goods, Sale of goods, Rendering of services, Receiving of services, leasing of property and any transfer of resources, services or obligations and such other transactions as mentioned in the Companies Act, 2013 from time to time.
3	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which <i>inter alia</i> include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract.
4	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Promoter Company of the Company
5	Tenure of the proposed transaction	The Approval Shall be valid for one year i.e. from the date of this Annual General Meeting till the conclusion of the 53 <sup>rd</sup> Annual General Meeting of the Company to be held in the year 2024.
6	Value of the proposed transaction	Upto Rs. 15,000 Lakhs
7	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	In excess of 10% of the annual consolidated turnover of the Company as per the last audited financial statements.
8	Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	NA
a)	details of the source of funds in connection with the proposed transaction;	-
b)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness; - cost of funds; and - tenure;	-
c)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	-
d)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	-

9)	Justification as to why the RPT is in the interest of the listed entity	Arrangement is commercially beneficial and logistically convenient.
10)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the share holders.	-
11)	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	-
12)	Any other information relevant or important for the members to take a decision on the proposed transaction.	-
13)	Name of the Director or Key Managerial Personnel, who is related.	Mr. Hemul Shah, Director Mr. Manan Shah, Managing Director Mrs. Chaitali Salot, Director

**Information pertaining to Item No 7**

1	Name of the Related Party	<b>Ashapura Minechem Limited</b>
2	Type of transaction	Purchase of goods, Sale of goods, Rendering of services, Receiving of services, leasing of property and any transfer of resources, services or obligations and such other transactions as mentioned in the Companies Act, 2013 from time to time.
3	Material terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which <i>inter alia</i> include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract.
4	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Holding Company of Bombay Minerals Limited, (Promoter Company of the Company)
5	Tenure of the proposed transaction (particular tenure shall be specified)	The Approval Shall be valid for one year i.e. from the date of this Annual General Meeting till the conclusion of the 53 <sup>rd</sup> Annual General Meeting of the Company to be held in the year 2024.
6	Value of the proposed transaction	Upto Rs 5,000 Lakhs
7	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	In excess of 10% of the annual consolidated turnover of the Company as per the last audited financial statements.
8	Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	NA