



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



ANNUAL REPORT
2023 - 24



Orient Ceratech Limited
(Formerly known as Orient Abrasives Limited)

BOARD OF DIRECTORS

Mr. Harish Motiwalla
(DIN:- 00029835)

Chairman, Non-Executive, Independent Director

Mr. Manan Shah
(DIN:- 06378095)

Managing Director
(Appointed w.e.f. 12th April, 2023)

Mr. Manubhai Rathod
(DIN:- 07618837)

Whole Time Director (Operations)
(designation changed w.e.f. 3rd August, 2023)

Mr. Hemul Shah
(DIN:- 00058558)

Non-Executive, Non-Independent Director

Mrs. Chaitali Salot
(DIN:- 02036868)

Non-Executive, Non-Independent Director

Mr. Ketan Shrimankar
(DIN:- 00452468)

Non- Executive, Independent Director

Mrs. Neeta Shah
(DIN:- 07134947)

Non-Executive, Independent Director

(Note: The Name of the Company has been changed from **Orient Abrasives Limited** to **Orient Ceratech Limited** w.e.f. May 26, 2023.)

Company Secretary
Mrs. Seema Sharma

Chief Financial Officer
Mr. Vikash Khemka

Statutory Auditors
M/s. Sanghavi & Co.
Chartered Accountants

Bankers
State Bank of India



Orient Ceratech Limited
(Formerly known as Orient Abrasives Limited)

CONTENTS	PG. NO.
Notice of Annual General Meeting	1 - 21
Directors' Report	22 - 45
Corporate Governance Report	46 - 72
Management Discussion & Analysis Report	73 - 77
Standalone Independent Auditors' Report	78 - 89
Standalone Financial Statement	90 - 130
Consolidated Independent Auditors' Report	131 - 139
Consolidated Financial Statement	140 - 182
Financial Details of the Subsidiary, Joint Venture & Associate Companies	183 - 184

NOTICE

NOTICE is hereby given that the 53rd Annual General Meeting of the Members of ORIENT CERATECH LIMITED (Formerly known as Orient Abrasives Limited) will be held on Monday, September 30, 2024 at 11.00 a.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 31st March, 2024, 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 31st March, 2024, 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 31st March, 2024.
3. To appoint a Director in place of Mr. Hemul Shah, Director (DIN: 00058558), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **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. 8,000 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 54th Annual General Meeting of the Company to be held in the year 2025 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.”

5. 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. 7,000 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 54th Annual General Meeting of the Company to be held in the year 2025 in terms of the Listing Regulations and the circulars issued by the SEBI in this regard.”

6. 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 2024-2025, 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”

7. Revision in Remuneration of Mr. Manan Shah (DIN: 06378095), Managing Director of the Company:

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

“RESOLVED THAT in partial modification to the resolution passed by the members vide Postal Ballot dated 17th May 2023, for the appointment and remuneration payable to Mr. Manan Shah, the Managing Director (DIN :- 06378095) and pursuant to the provisions of Sections 196, 197 and 198 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 of the Company be and is hereby accorded for revision in the remuneration payable to Mr. Manan Shah (DIN: 06378095), Managing Director, effective from 1st April 2024 for the remaining period of his present term, 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 set out hereinbelow, with other terms of his appointment remaining the same and with liberty to the Board of Directors or its Committee(s) to alter /vary and modify the terms and conditions of appointment and remuneration as may be in the interest of the Company, within ambit of the aforementioned applicable provisions.

a.	Salary, Perquisites & other Allowances*	:	Upto Rs. 70,00,000/- p.a. (Rupees Seventy Lakhs only), with the authority to the Board to increase the aggregate amount of salary, perquisites and other allowances, during his tenure as the Managing Director, subject to the overall limits of Rs. 87,50,000/- p.a. He shall also be eligible for Perquisites & other allowances as per the policy of the Company but within the aforementioned limit. He shall also be 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.
b.	Commission	:	In addition to the salary, Mr. Manan Shah, Managing Director, shall be eligible to receive commission upto 7.5% p.a on the net profits of the Company at the end of each financial year based on the Audited Annual Accounts for that financial year starting from FY 2023-24 as a performance incentive over and above the salary. The specific amount payable to the Managing Director will be based on his performance as evaluated by the Board or the NRC and approved by the Board and will be payable annually after the annual accounts have been approved by the Board.

**Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration as aforesaid.*

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Manan Shah shall be entitled to receive remuneration upto the limit mentioned hereinabove as approved by the members, as minimum remuneration.

RESOLVED FURTHER THAT the Board shall have the discretion and authority to modify the aforesaid terms and remuneration within the limit as approved by the members.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary the remuneration (including the minimum remuneration), that is, the salary, perquisites, allowances, etc. within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Manan Shah and the agreement be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.

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."

By Order of the Board of Directors

Sd/-

Seema Sharma

Company Secretary & Compliance Officer

Place: Mumbai

Date: 14th August, 2024

Registered Office:

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

CIN: L24299MH1971PLC366531

Email: investor@oalmail.co.in

Website: www.orientceratech.com

-E & OE regretted

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, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 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 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 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, 24th September, 2024 to Monday, 30th September, 2024 (both days inclusive).
5. The dividend, if declared, at the AGM, will be paid after 30th September, 2024, to those Members whose name appears on the register of Members of the Company on close of business hours on Monday, 23rd September, 2024 (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 with a copy marked to 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 31st March, 2024 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 parveen@skylinerta.com 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. 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 2015-16) have been transferred to IEPF. The unpaid Dividend and underlying shares for FY 2016-17 are due to be transferred on or after 21st October 2024. The intimation regarding this has been sent to the concerned shareholders.

Unclaimed Dividend- details are available on website at 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, 23rd September, 2024, 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.
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.

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. 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, the Members please be informed that the SEBI vide Circular Dated June 10, 2024 has decided that non-submission of 'choice of nomination' shall not result in freezing of Demat Accounts. The Securityholders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these securityholders. The payments including dividend withheld presently by the Companies/RTAs, only for want of 'choice of nomination' shall be processed accordingly.

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.

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. 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 20th April, 2018 has mandated the registration of Permanent Account Number (PAN) and Bank Account Details of all their shareholders holding shares in physical mode through their RTA.

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

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

22. SEBI introduced Online Dispute Resolution Mechanism (“ODR Mechanism”) through various circulars including its updated Master Circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 i.e. “Master Circular for Online Dispute Resolution”. The said Master Circular and the process note are available on the website of the Company at <https://www.orientceratech.com/>. As per the said circulars, investors shall first take up their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the investor may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal at www.scores.gov.in, in accordance with the process laid out therein. After exhausting all available options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>. Alternatively, the investor/client can initiate dispute resolution through the ODR Portal if the grievance lodged with the Company was not satisfactorily resolved in accordance with and subject to the relevant SEBI circulars. It must be noted that the dispute resolution through the ODR portal can be initiated only if such complaint / dispute is not pending before any arbitral process, court, tribunal or consumer forum or if the same is non-arbitrable under Indian Law. There shall be no fees for registration of a complaint/dispute on the ODR portal, and the fees for conciliation or arbitration process including applicable GST, stamp duty etc. shall be borne by the Investor / Company/other market participant as the case may be.

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

24. 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, 28th December, 2022 and 25th September, 2023, 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. 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 and 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.

THE INTRUCTIONS 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 25th September, 2024 (Wednesday) at 9.00 a.m. and ends on 29th September, 2024 (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 23rd September, 2024 (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.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 & voting during the meeting.
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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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000.

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

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

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.



- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN in the name of Orient Ceratech Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) 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 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.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is mandatory that, 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, 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 AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further, shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **five 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 or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

25. 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 two working days from 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.
26. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.orientceratech.com and on the website of CDSL 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 BSE Limited & the National Stock Exchange of India Limited.
27. 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. 30th September, 2024.

By Order of the Board of Directors

Place: Mumbai
Date: 14th August, 2024

Sd/-
Seema Sharma
Company Secretary & Compliance Officer

Registered Office:
Lawrence & Mayo House, 3rd Floor,
276, D.N. Road, Fort, Mumbai – 400 001, Maharashtra.
CIN: L24299MH1971PLC366531
Email: investor@oalmail.co.in Website: www.orientceratech.com
-E & OE regretted

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

Item No. 4 & 5 - To approve Existing as well as New Material Related Party Transaction(s):

Pursuant to the provisions of 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. 4 & 5 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 13th February, 2024 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 54th Annual General Meeting of the Company to be held in the year 2025.

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 4

1	Name of the Related Party	Bombay Mineral Limited
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 54 th Annual General Meeting of the Company to be held in the year 2025.
6	Value of the proposed transaction	Upto Rs 8,000 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 shareholders;	-
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. Manan Shah, Managing Director Mrs. Chaitali Salot, Director Mr. Hemul Shah, Director

Information pertaining to Item No-5

1	Name of the Related Party	Bombay Minerals Limited
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)	Transactions between Orient Advanced Materials Private Limited, wholly owned subsidiary and 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 54 th Annual General Meeting of the Company to be held in the year 2025.
6	Value of the proposed transaction	Upto Rs. 7,000 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. In excess of 10% of the annual standalone turnover of the wholly owned subsidiary 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 shareholders;	Not Applicable
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. Manan Shah, Managing Director Mrs. Chaitali Salot, Director Mr. Hemul Shah, Director

Your Board of Directors considered the same and recommend passing of the resolutions contained in Item Nos. 4 & 5 of the accompanying Notice.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and Board of Directors of the Company for consideration and approval by the Members.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

Save and except the above, none of the Directors or Key Managerial Personnel of the Company or its respective relatives, other than as mentioned above, is concerned or interested, in the aforementioned resolutions.

The Board accordingly recommends the Resolutions as set out in Item Nos. 4 & 5 of the accompanying Notice for the approval of Shareholders of the Company as an Ordinary Resolutions.

Item No. 6: Ratification of Cost Auditor's Remuneration:

Pursuant to Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to appoint a Cost Auditor to audit the cost records for applicable products of the Company.

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Priyank Vyas & Associates, Cost Accountants as Cost Auditors, of the Company for the Financial Year ending on 31st March, 2025, to conduct audit of cost accounting records of the Company as may be required for cost audit under the Companies Act, 2013, and Rules made thereunder, at a remuneration of Rs. 1,70,000 (Rupees One Lakh Seventy Thousand Only) per annum plus Goods & Service Tax (GST).

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

The Board accordingly recommends the Resolution as set out in Item No. 6 of the accompanying Notice for the approval of Shareholders of the Company as an Ordinary Resolution.

Item No. 7: Revision in Remuneration of Mr. Manan Shah (DIN: 06378095), Managing Director of the Company:

In compliance with the relevant provisions of applicable sections and schedule V of the Companies Act, 2013, the Members of the Company vide special resolution dated 17th May 2023 conducted through postal ballot, had approved the appointment of Mr. Manan Shah (DIN: **06378095**) as the Managing Director of the Company for a tenure of three years effective from 12th April 2023 upto 11th April, 2026 along with the remuneration payable to him.

Mr. Manan Shah is actively involved in the Company's strategic affairs and plays an important role in the Company's strategy planning and development and streamlining its operations. Considering the financial performance of the Company during the FY 2023-2024, sustainable profitability and the significant contribution made by Mr. Manan Shah on a regular basis towards the efficient functioning of the Company, the Board Members, on the recommendation of Audit Committee and Nomination and Remuneration Committee (NRC) in its meeting held on 14th August 2024, proposed a revision in the remuneration for the remaining period of his present term as Managing Director.

Mr. Manan Shah has extensive experience in the field of minerals processing, refractory and abrasives industries, and the oil and gas industry. He holds a Bachelor of Financial Markets degree from Mumbai and has completed his Advanced Derivatives & Risk Management course at Harvard Summer School. Over the last ten years, he has successfully promoted and managed projects in diverse fields including Oil Refining Clay, Industrial Chemicals, Building Materials, Pharmaceutical Intermediates, Specialty Value-added Ceramics products, Advanced Refractory Materials, Information Technology, and is planning to expand his base in a wider field of work. He has a strong track record of positioning research & product development at the core of his business strategy.

As per Schedule V of the Act, where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, it may, pay remuneration to the managerial person in excess of the limits prescribed under Section 197 and Schedule V if the resolution passed by the shareholders, is a special resolution.

Accordingly, pursuant to Sections 196, 197, 198 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 revision in remuneration payable to Mr. Manan Shah as the Managing Director of the Company for the remaining period of his present term of appointment up to 11th April 2026:

a.	Salary, Perquisites & other Allowances*	:	Upto Rs. 70,00,000/- p.a. (Rupees Seventy Lakhs only), with the authority to the Board to increase the aggregate amount of salary, perquisites and other allowances, during his tenure as the Managing Director, subject to the overall limits of Rs. 87,50,000/- p.a. He shall also be eligible for Perquisites & other allowances as per the policy of the Company but within the aforementioned limit. He shall also be 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.
b.	Commission	:	In addition to the salary, Mr. Manan Shah, Managing Director, shall be eligible to receive commission upto 7.5% p.a on the net profits of the Company at the end of each financial year based on the Audited Annual Accounts for that financial year starting from FY 2023-24 as a performance incentive over and above the salary. The specific amount payable to the Managing Director will be based on his performance as evaluated by the Board or the NRC and approved by the Board and will be payable annually after the annual accounts have been approved by the Board.

**Company's contribution to provident fund and superannuation fund or annuity fund, gratuity payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration mentioned aforesaid.*

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. Manan Shah, as Managing Director, is listed below:

I	General Information :		
1.	Nature of Industry	(i) Metals & other related industries, Refractories, Abrasives (ii) Oil & Gas Industries	
2.	Date or expected date of commencement of commercial production	27 th 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:		
		(Rs. in Lakhs)	
		2023-2024	2022-2023
	Paid up Capital	1196.52	1196.52
	Reserves & Surplus	26039.90	24689.17
	Revenue from Operations	31698.41	28384.93
	Other Income	550.04	946.71
	Total Expenditure	30454.91	27742.18
	Exceptional Items	427.21	0.00
	Profit before Taxation	2220.75	1589.46
	Tax Expenses including Deferred Tax	510.18	326.81
	Profit after Taxation	1710.57	1262.65
	Managerial Remuneration (Total)	171.21	44.83
5.	Foreign investments or collaborators, if any	The holdings of Foreign Promoter Company, Foreign Portfolio Investor (Corporate), Foreign Institutional Investors and NRIs as on 30 th June, 2024 was 37.75% of the equity share capital. There is no foreign collaboration in the Company.	
II	Information about the Appointee :		
1.	Background details & Recognition or awards	Refer para 3 above.	
2.	Past remuneration	In his capacity as a President – Operations/ Managing Director, he drew salary of Rs. 44,91,733/- during the FY 2023-2024 and received commission Rs. 85,52,852/-, 5% of Net Profit at the end of financial year 2024, based on the Audited Annual Accounts of FY 2023-2024, as a performance incentive.	

3.	Job profile and his suitability	He as a Managing Director shall devote his full time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
4.	Remuneration proposed	As stated in the resolution & 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. Manan Shah 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. It is comparable to that drawn by his Peers in similar capacity in the industry.
6.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any	Mr. Manan Shah is a Managing Director of the Company and is being paid remuneration including commission based on the Company's net profit. He and his relatives fall under the "Promoter Group" of the Company. Except for Mr. Manan Shah and Ms. Chaitali Salot (being his sister), none of the directors/ Managers/ Key Managerial Personnel and their relatives are in any way concerned or related.
III Other Information:		
1.	Reasons for loss or inadequate profits	Geopolitical Uncertainties, Volatile economic conditions, high expenses and certain relative difficulties in the industries, both in India and overseas, with additional pressure on the world economy have resulted in 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.
IV. Disclosures:		
The elements of remuneration to be paid to Mr. Manan Shah are as stated in explanatory statement above.		

Further, pursuant to provisions of Section 203 of the Companies Act, 2013, he shall continue to be the Key Managerial Personnel (KMP) of the Company.

Except the remuneration, there is no change in the terms and conditions of his employment/ appointment.

Except Mr. Manan Shah and Ms. Chaitali Salot and their relatives, 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 of Directors of your Company accordingly recommends the Resolution as set out in Item No. 7 accompanying the Notice for the approval of Shareholders of the Company as a Special Resolution.

Details of Director seeking re-appointment at the 53rd Annual General Meeting

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 on General Meetings)

Name of Director	Shri Hemul Shah
DIN	00058558
Date of Birth	04/01/1961
Qualification	Commerce Graduate
Brief Profile & Expertise in specific functional areas	He has strong business acumen, strategic intelligence, execution abilities and also has rich experience in Planning, Operational and General Management. He has been associated with the Ashapura Group at different levels for more than 3 decades.
Directorship in other Public Companies (excluding foreign, private and Section 8 Companies)	1. Ashapura Minechem Limited 2. Ashapura Claytech Limited 3. Ashapura International Limited 4. Prashansha Ceramics Limited 5. Bombay Minerals Limited 6. Ashapura Industrial Finance Limited 7. Ashapura Aluminium Limited
Chairmanship / Membership of the Committees of the Board*	# Chairmanship SRC - Orient Ceratech Limited AC - Bombay Minerals Limited Ashapura International Limited Ashapura Industrial Finance Limited # Membership SRC- Ashapura Minechem Limited AC - Orient Ceratech Limited Ashapura Minechem Limited
No. of shares held in the Company as on 31.03.2024	1256 Equity Shares of Re. 1/- each.
Relationship with other Directors and KMPs	NA

* Represents only Membership/Chairmanship of the Audit Committee (AC) and the Stakeholders Relationship Committee (SRC) of Indian Public Companies.

DIRECTORS' REPORT

To
The Members,

Your Directors are pleased to present herewith the 53rd Annual Report of the Company along with the Audited Financial Statements for the year ended 31st March, 2024.

1) FINANCIAL PERFORMANCE:

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	2023-2024	2022-2023	2023-2024	2022-2023
Revenue from Operations	31698.41	28384.93	31336.60	30220.74
Less: Total expenditure before Finance Cost and Depreciation	29094.94	26438.80	27936.09	27653.41
Operating Profit	2603.47	1946.13	3400.51	2567.33
Add: Other Income	550.04	946.71	302.57	787.70
Profit / (Loss) before Finance Cost, Depreciation, Exceptional items and Taxes	3153.51	2892.84	3703.08	3355.03
Less: Finance Costs	333.35	351.49	323.00	352.01
Less: Depreciation	1026.62	951.89	1352.83	1192.39
Add: Exceptional items	427.21	-	405.99	-
Profit / (Loss) before Tax	2220.75	1589.46	2433.24	1810.63
Provision for Taxation:				
Current Tax	582.18	347.79	582.18	347.79
Earlier years' Tax	(12.47)	(103.94)	(13.28)	(103.94)
MAT Credit entitlement	-	137.27	-	137.27
Deferred Tax	(59.53)	(54.31)	(37.42)	8.16
Profit / (Loss) after Tax	1710.57	1262.65	1901.76	1421.35
Other Comprehensive Income (net of tax)	(60.74)	33.57	(65.26)	37.12
Total Comprehensive Income after Tax	1649.83	1296.22	1836.50	1458.47

2) COMPANY'S PERFORMANCE AND OPERATIONS:

The Company's performance improved during the year under review. The standalone revenue for the year ended 31st March, 2024 stood at Rs. 31,698.41 Lakhs as against Rs. 28,384.93 Lakhs in the previous year. The rise in revenue is mostly attributable to increase in the sales as well as change in product mix. The total income from operation (including other income) grew by 9.94% and stood at Rs. 32,248.45 Lakhs as against Rs. 29,331.64 Lakhs in FY 2022-2023. Consequently, Net Profit after Tax increased by 35.47% and stood at Rs. 1,710.57 Lakhs as against Rs. 1,262.65 Lakhs in the previous year ended 31st March, 2023.

The Company reported an increase in export sales which stood at Rs. 8,848.54 Lakhs as against Rs. 6,096.23 Lakhs in the previous year ended 31st March, 2023. This growth is attributed to several factors viz. increase in repeat orders from key accounts, expansion into new markets, and a decrease in global inflationary pressures boosting demand.

On consolidated basis, total income from operation (including other income) grew by 2.04% and stood at Rs. 31,639.17 Lakhs as against Rs. 31,008.44 Lakhs in FY 2022-2023. Consequently, Net Profit after Tax increased by 33.80% and stood at Rs. 1,901.77 Lakhs as against Rs. 1,421.35 Lakhs in the previous year ended 31st March, 2023.

Your Company also runs wind power plants of 11.1 Mega Watt (M.W.) in Rajasthan and Karnataka, which are operating satisfactorily. During the year under review, the gross revenue from the sale of power stood at Rs. 733.69 Lakhs as compared

to Rs. 690.71 Lakhs in the previous year ended 31st March, 2023. The Company is also deliberating on measures required to be taken for further improvement.

Your Company has a power plant capacity of 18 M.W. out of which 9 M.W. is coal based whereas 9 M.W. is based on furnace oil. Due to high fuel costs and high per unit cost of power due to partial operations at the Porbandar plant, the power plant is operated on need basis.

The Company also deals in the business of Chamotte product, which is mainly used as raw material in the refractory industry. The Company had signed a Memorandum of Understanding (MOU) with Ashapura Minechem Limited, Associate Company of the Company for manufacturing of Chamotte on job-work basis. Since the Company had a sizable customer base for Refractory products, the Company received and processed the customer orders for Chamotte. Therefore, during the year under review, in order to eliminate the job work process and its associated costs, the Company purchased the Chamotte Plant / Unit located at Baraya, Gujarat, along with its associated Land & Building from Ashapura Minechem Limited enabling the Company to manufacture directly and to drive the entire value chain of Chamotte products through the Company.

During the year under review, there was no change in the nature of business of the Company.

3) CHANGE OF NAME OF THE COMPANY

The Company manufactures and distributes specialty value-added ceramic goods like ceramic proppants for the oil and gas industry as well as ceramic solutions for the abrasives and refractory industries. The Company also caters to several industries beyond the Abrasives Segment. Further, the Company also has plans to consolidate its position in the field of advanced technology-based ceramics.

Accordingly, during the year under review, the Company changed its name from 'Orient Abrasives Limited' to 'Orient Ceratech Limited' to better reflect its business activities. The word "Ceratech" accurately reflects the business of the Company and conveys the essence of the Company's operations and future vision and aspirations.

The said change in the name was duly approved by the Shareholders of the Company through the Postal Ballot resolution dated 17th May, 2023 and subsequently, the approval of Registrar of Companies (ROC), Maharashtra, Mumbai, was also received for the said change of the name w.e.f. 26th May, 2023. To reflect the change of name in the regulatory authorities' records, the essential steps have been taken.

4) DIVIDEND:

Considering the business performance and the dividend history of the Company, your Board of Directors is pleased to recommend a dividend of Re. 0.25 (25%) per Equity Share of Re. 1/- each, fully paid on 11,96,39,200 equity shares of the Company, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company. The Dividend will be paid out of the profits for the year.

The Dividend if declared will involve a total outflow of Rs. 299.10 Lakhs which will be subject to deduction of tax at source as applicable and shall be paid to the members on or after 30th September, 2024, whose name appears in the Register of Members, as on the Record date i.e. 23rd September, 2024.

5) TRANSFER TO RESERVES:

The Company has not proposed to transfer any amount to General Reserve.

6) SHARE CAPITAL:

During the Financial Year 2023-2024, there was no change in the authorized, issued, subscribed and paid-up share capital of the Company. As on 31st March, 2024, the Company is having authorized share capital of Rs. 18,00,00,000/- (Rupees Eighteen Crores only) consisting of 14,00,00,000 (Fourteen Crores) Equity Shares of Re. 1/- each and 4,00,000 (Four Lakhs) 6% Redeemable Cumulative Preference Shares of Rs. 100/- each.

The issued, subscribed and paid-up equity share capital of the Company remains unchanged. The break-up of issued, subscribed and paid-up equity share capital is provided in Note No 14 of Financial Statements.

The Company, during the year under review, has not issued shares with differential rights as to dividend, voting or otherwise or bought back any of its securities. The Company has not issued any sweat equity/bonus shares/employee stock option plan, under any scheme.

7) TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013 ("the Act"), your Company has transferred Rs. 10,11,428 /- during the year to the Investor Education and Protection Fund (IEPF). This amount was lying as unclaimed/unpaid dividend with the Company for a period of 7 (Seven) years after the declaration of Final Dividend for the Financial Year ended 2015-16.

Further, as required under Section 124 of the Act, 47,700 equity shares, in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more, have been transferred by the Company to IEPF during the Financial Year under review. Details of said shares have been uploaded on the website of IEPF as well as the Company at www.orientceratech.com. As on 31st March, 2024, a total of 36,94,598 Equity Shares of the Company were lying in the Demat A/c of the IEPF Authority.

The shareholders have an option to claim their shares and / or amount of dividend transferred to IEPF, in the prescribed form available on www.iepf.gov.in. No claim shall be entertained against the Company for the amounts and shares so transferred.

The Company has initiated necessary action for transfer of shares in respect of which dividend has not been paid or claimed by the members consecutively since FY 2016-17.

The voting rights on shares transferred to the IEPF Authority shall remain frozen until the rightful owner claims the shares. Any further dividend received on such shares shall be credited to the IEPF Fund.

8) DEPOSITS:

During the year under review, your Company has not accepted any deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

9) SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANY:

As on date, the Company has two wholly owned subsidiaries (i) Orient Advanced Materials Private Limited (OAMPL) (ii) Orient Advanced Materials FZE (OAMFZE).

During the financial year under review, OAMPL performed significantly and increased its revenue by 149.95% which stood at Rs. 6520.23 Lakhs as compared to the previous year and reported a net profit after tax of Rs. 197.97 Lakhs as against the net profit of Rs. 170.83 Lakhs in the previous year. OAMPL has become material subsidiary of the Company from FY 2023-24.

In order to meet the financial requirement of OAMPL, the Company, during the year under review, invested further capital of Rs. 5,00,00,000/- (Rupees Five Crores Only) on 26th May, 2023. OAMPL issued and allotted 50,000 Equity Shares of Rs. 10 each at a premium of Rs. 990/-each to the Company.

Further, Orient Advanced Materials FZE is yet to commence its business.

10) MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN 31st MARCH, 2024 AND 14th AUGUST, 2024:

Except as mentioned herein above, there have been no reportable material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the financial statements relate and the date of this Report.

11) CONSOLIDATED FINANCIAL STATEMENTS:

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, the Consolidated Financial Statements of the Company and its subsidiaries, has been prepared in accordance with the Indian Accounting Standards, which forms part of this Annual Report. Further, pursuant to the provisions of the said Section, a statement containing salient features of the Financial Statements of the Company's subsidiary (in Form AOC - 1) is given in this Annual Report.

In accordance with Section 136 of the Companies Act, 2013, the Audited Financial Statements including Consolidated Financial Statements and all other documents required to be attached to this Report and Financial Statements of subsidiary(ies), have been uploaded on the website of the Company at www.orientceratech.com

12) SIGNIFICANT AND MATERIAL ORDERS BY THE REGULATORS:

During the year under review, no significant material orders were passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations.

13) CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

A report on 'Corporate Governance' along with the Certificate from M/s. Sanghavi & Co., Chartered Accountants regarding its compliance and 'Management Discussion and Analysis Report' as stipulated by Regulation 34 of the Listing Regulations are set out separately, which form part of this Annual Report.

14) DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

- (a) in the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- (b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the **PROFIT** of the Company for that period;
- (c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively and
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15) DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The composition of the Board of Directors of the Company as on 31st March, 2024 is as below.

Sr. No.	Name of Director	Designation	DIN
1	Mr. Harish Motiwalla	Non-Executive, Independent Director (Chairman)	00029835
2	Mr. Manan Shah [#]	Managing Director	06378095
3	Mr. Manubhai Rathod [*]	Whole-Time Director (Operations)	07618837
4	Mr. Hemul Shah	Non-Executive, Non-Independent Director	00058558
5	Mrs. Chaitali Salot	Non-Executive, Non-Independent Director	02036868
6	Mr. Ketan Shrimankar	Non-Executive, Independent Director	00452468
7	Mrs. Neeta Shah	Non-Executive, Independent Director	07134947

[#] w.e.f. 12th April 2023, Mr. Manan Shah was appointed as a Managing Director of the Company.

^{*} w.e.f. 3rd August, 2023, the designation of Mr. Manubhai Rathod was changed from Whole-time Director & CEO to Whole-Time Director (Operations).

a) Retirement by Rotation:

In accordance with the provisions of Section 152 of Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of your Company, Mr. Hemul Shah, Director, retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

The details as required under the provisions of Companies Act, 2013 and Listing Regulations are provided in the Notice convening the ensuing Annual General Meeting.

b) Appointment / Re-appointment of Directors:

i) Re-appointment of Mr. Manubhai Rathod, Whole Time Director (Operations)

During the year under review, the Board of Directors re-designated Mr. Manubhai Rathod from Whole Time Director & CEO to Whole Time Director (Operations), with effective from 3rd August, 2023. Further, the Shareholder at the last Annual General Meeting held on 25th September 2023, re-appointed Mr. Manubhai Rathod as Whole Time Director (Operations), for a period of three years w.e.f. 15th June, 2024.

ii) Appointment of Mr. Manan Shah as Managing Director:

During the year under review, the Board of Directors appointed Mr. Manan Shah (President of the Company) as Managing Director w.e.f. 12th April, 2023 for a period of three years. His appointment was duly approved by the shareholders by way of postal ballot on 17th May, 2023.

c) Key Managerial Personnel:

Mr. Manan Shah, Managing Director, Mr. Manubhai Rathod, Whole Time Director (Operations), Mr. Vikash Khemka, Chief Financial Officer, and Mrs. Seema Sharma, Company Secretary & Compliance Officer, continue to be recognized as the Key Managerial Personnel (KMP) of the Company during the year under review in accordance with the provisions of Sections 2(51) and 203 of the Companies Act, 2013.

Mr. Manan Shah till 11th April, 2023 was recognized as KMP of the Company in the capacity of President and thereafter in the capacity of Managing Director w.e.f. 12th April, 2023.

Pursuant to Section 134(3) (q) read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Remuneration and other details of Key Managerial Personnel and other employees for the year ended 31st March, 2024 are annexed to this Report.

d) Declaration by Independent Directors:

The following Non-Executive Directors are Independent Directors in terms of the provisions of Section 149(6) of Companies Act, 2013 read with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”).

- a) Mr. Harish Motiwalla
- b) Mr. Ketan Shrimankar
- c) Mrs. Neeta Shah

The said Independent Directors are not liable to retire by rotation. The Company has received declarations from all the Independent Directors confirming that: -

- they meet the criteria of independence as prescribed under Section 149(6) of Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and are independent from the management and there has been no change in the circumstances which may affect their status as Independent Director during the year.
- they have registered their names in the Independent Directors’ Databank.

e) Board’s Opinion Regarding Integrity, Expertise and Experience (including the proficiency) of the Independent Directors appointed:

The Board is of the opinion that the Independent Directors appointed during the year under review are person(s) of integrity and possess core skills/expertise/competencies (including the proficiency) as identified by the Board of Directors as required in the context of Company’s business(es) and sector(s) for the Company to function effectively.

f) Familiarization Programme of Independent Directors:

Please refer Point No 2(F)(c) on Familiarisation Programme in Report on Corporate Governance.

16) PERFORMANCE EVALUATION:

The Board of Directors adopted the performance evaluation policy with an objective of evaluating the performance of each and every Director on the Board, its various Committees, and the performance of the Board as a whole, which would contribute significantly to performance improvements at all the three levels i.e. the organizational, the Board and the individual director level, which in turn would help in increasing accountability, better decision making, enhanced communication and more efficient Board operations.

Accordingly, pursuant to the provisions of Companies Act, 2013, Listing Regulations and Performance Evaluation Policy of the Company, the Board of Directors, in consultation with the Nomination & Remuneration Committee and Independent Directors, carried out & analysed the annual performance evaluation of all the Directors, the Board as a whole and its Committees.

The annual performance evaluation was carried out based on detailed questionnaires drafted in accordance with the guidance note issued by SEBI. The performance of the individual Directors was evaluated after seeking inputs from all the Directors other than the one who is being evaluated. The evaluation was based on the criteria such as Director’s knowledge and understanding of their role, Company’s vision and mission, Director’s Commitment, qualification, skill and experience, assertiveness in communication, etc.

The performance of the Board was evaluated on the basis of various criteria such as composition of the Board, information flow to the board, matters addressed in the meeting, strategic issues, roles and functions of the Board, relationship with the management, engagement with the Board and external stakeholders and other development areas.

The performance of the Committee Members was evaluated after seeking the inputs of committee members on the criteria such as understanding the terms of reference, committee composition, independence, contributions to Board decisions etc.

Further, the performance of Executive Directors were evaluated on certain additional parameters depending upon their roles and responsibilities such as leadership, relationship with stakeholders, execution of business plans, risk management, development of plans and policies in alignment with the vision and mission of the Company, etc.

Similarly, criteria for evaluation of Independent Directors include effective deployment of knowledge and expertise, willingness to devote time and efforts towards his/her role, high ethical standards, adherence to applicable codes and policies, effective participation, etc.

During the year, the Independent Directors met separately and discussed, *inter-alia*, the performance of Non-Executive Chairman, Executive Directors of the Company and the Board as a whole. The Nomination and Remuneration Committee has also carried out evaluation of every Director's performance.

The Board's evaluation report on performance of each individual Director and the Board as a whole was placed before the Board for appropriate analysis and confirmation.

Based on the annual performance evaluation, the Board expressed its satisfaction with the performance evaluation process.

17) COMMITTEES:

The composition of committees constituted by the Board along with changes, if any, forms part of the Corporate Governance Report, which is a part of Annual Report.

18) NOMINATION & REMUNERATION POLICY:

Pursuant to the provisions of Companies Act, 2013 and Listing Regulations, the Board of Directors, based on the recommendations of the Nomination & Remuneration Committee, adopted a Policy for selection and appointment of Directors, Key Managerial Personnel & Senior Management and for determining their remuneration, qualifications, positive attributes and independence of Directors. The policy also ensures that the relationship of remuneration to performance is clear so as to meet appropriate performance benchmark.

The Policy on Nomination & Remuneration is available on the website of the Company viz. www.orientceratech.com. The details about the Nomination & Remuneration Committee and payment of remuneration to the Directors are provided in the Report on Corporate Governance which forms part of this Annual Report.

19) PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Directors/ employees of the Company is set out in "Annexure A" to this Report.

20) MEETINGS OF THE BOARD:

During the year under review, the Board of Directors met 5 (five) times. The intervening gap between the consecutive meetings was within the period prescribed under the Companies Act, 2013 and as amended from time to time and the Listing Regulations. The dates of the meetings along with the attendance of the Directors therein have been disclosed in the Corporate Governance Report.

21) AUDIT COMMITTEE:

The Company has an Audit Committee of the Board of Directors in place. The terms of reference of the Audit Committee are in line with Section 177 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of the Listing Regulations. Detailed information pertaining to the Audit Committee including its composition has been provided in the Corporate Governance Report, which forms part of this Annual Report.

22) AUDITORS AND AUDITORS' REPORT:

(i) Statutory Auditors:

Pursuant to the provisions of Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. Sanghavi & Co., Chartered Accountants (FRN: 109099W), were re-appointed as Statutory Auditors of the Company for the second term for a period of five years w.e.f. conclusion of 51st Annual General Meeting till the conclusion of 56th Annual General Meeting to be held in the year 2027.

The Auditors' Report for the financial year ended 31st March, 2024 on the financial statements (standalone & consolidated) of the Company forms part of this Annual Report.

Further, the Auditor's Report for the Financial Year ended 31st March, 2024 does not contain any qualification, reservation or adverse remark.

(ii) Cost Auditors:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Board of Directors has, on recommendation of the Audit Committee, appointed M/s. Priyank Vyas & Associates, Cost Accountants, as the Cost Auditors of the Company to conduct audit of the Company's Cost Accounting Records in respect of the products of the Company for the Financial Year 2024-2025 at a remuneration of Rs. 1,70,000/- (Rupees One Lakh Seventy Thousand Only) per annum plus Goods & Service Tax (GST).

Your Company has received consent from M/s Priyank Vyas & Associates, to act as the Cost Auditors of your Company for the financial year 2024-2025 along with a certificate confirming their independence. As per the provisions of the Companies Act, 2013, a resolution seeking approval of the Members for the remuneration payable to the Cost Auditors forms part of the Notice convening Annual General Meeting.

The Company has maintained the cost accounts and records in accordance with Section 148 of the Companies Act, 2013 and Rules framed thereunder. The Cost Audit Report for the Financial Year 2022-2023 was filed with the Ministry of Corporate Affairs on 14th September, 2023.

(iii) Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Ms. Dipti Gohil, Practicing Company Secretary, to undertake the Secretarial Audit of the Company for the Financial Year ended 31st March, 2024.

The Secretarial Audit Report in Form MR-3 is annexed herewith as **"Annexure B"**.

Secretarial Auditor's observations:

Further, the Secretarial Audit Report for the Financial Year ended 31st March, 2024 does not contain any qualification, reservation or adverse remark.

23) INTERNAL CONTROL SYSTEM & THIER ADEQUACY:

The Company has an adequate Internal Control System commensurate with the size, scale and nature of its operations. The Audit Committee reviews the adequacy and effectiveness of Internal Control System.

The Company appointed M/s. Atul HVM & Associates LLP, Chartered Accountants, as its Internal Auditors for Financial Year 2023-2024. They carry out periodic audit as per the Scope of Work approved by the Audit Committee. The Audit Committee of the Company periodically reviews the Internal Audit Reports submitted by the Internal Auditors. Internal Audit observations and corrective action taken by the Management are presented to the Audit Committee. The status of implementation of the recommendations are reviewed by the Audit Committee on a regular basis and concerns, if any, are

reported to the Board. The Company is taking due action to ensure that the Internal Control is strengthened in all the areas of operations.

Besides this, the Company is using 'SAP' Systems, an advanced IT business solution platform, to achieve standardized operations that ensures seamless data and information flow. This would further ensure ease in working environment & style and shall enable the Company to be in line with the best global practices.

24) CORPORATE SOCIAL RESPONSIBILITY:

Your Company embraces responsibility for impact of its operations and actions on all stakeholders including society and community at large. As per requirements of the Companies Act, 2013, the Company has duly constituted Corporate Social Responsibility Committee. The brief outline of the Corporate Social Responsibility (CSR) policy of the Company and the initiative undertaken by the Company on CSR activities during the year are set out in “**Annexure C**” of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The details of composition of CSR Committee etc. are provided under the Corporate Governance Report.

25) REPORTING OF FRAUDS:

During the year under review, the Statutory Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees, to the Audit Committee / Central Government under Section 143(12) of the Companies Act, 2013, read with Rule 13 of the Companies (Audit and Auditors) Rules, 2014.

26) VIGIL MECHANISM- WHISTLE BLOWER POLICY:

The Company has vigil mechanism named as Whistle Blower Policy, in compliance with the provisions of Section 177 of the Companies Act, 2013 and Listing Regulations, wherein the employees/directors can report the instances of unethical behavior, actual or suspected fraud, mismanagement or any violation of the Code of Conduct and/or laws applicable to the Company and seek redressal. This mechanism provides appropriate protection to a genuine Whistle.

The said Policy is available on the website of the Company viz. www.orientceratech.com. During the year under review, no complaint has been received under the Whistle Blower Policy (Vigil Mechanism).

27) RISK MANAGEMENT:

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. In line with best corporate practices, the Company assesses the risks in the internal and external environment which enables the management to monitor, evaluate and execute all mitigation actions in this regard and takes all measures necessary to effectively deal with incidences of risk. Adequate risk management framework capable of addressing the risks is in place.

28) RELATED PARTY TRANSACTIONS:

All contracts/arrangements/transactions entered into by the Company during the Financial Year under review with the Related Parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had entered into contract/arrangement/transaction with the Related Parties which are considered as material in accordance with the Company's Policy on Related Party Transactions and for which approval of members has been duly taken. The disclosure in Form AOC-2 is attached herewith as “**Annexure D**”.

The Company places all Related Party Transactions before the Audit Committee and also before the Board of Directors for its approval on quarterly basis. The omnibus approval was obtained from the Audit Committee in respect of transactions which are repetitive in nature, in accordance with the Company's Policy on Related Party Transactions. The Audit Committee also reviewed the details of such Related Party Transactions entered into by the Company pursuant to each of the omnibus approval given on a quarterly basis.

The Policy on Related Party Transactions as approved by the Board of Directors of the Company is available on the website of the Company viz. www.orientceratech.com.

Your Directors draw attention of the members to Note nos. 39 & 39 A to the financial statements which sets out related party disclosures.

29) PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED:

Particulars of loans given, investments made, guarantees given and securities provided in accordance with the provisions of Section 186 of the Companies Act, 2013, are given in the Notes to Financial Statements (Please refer to Note no. 5 & 6).

30) COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the Secretarial Standards issued by the Institute of Company Secretaries of India on:

1. Meetings of the Board of Directors
2. General Meetings
3. Reports of the Board of Directors

31) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Companies Act, 2013, are provided in “**Annexure E**” to this Report.

32) ANNUAL RETURN:

In accordance with the provisions of sections 92(3) of the Companies Act, 2013, the copy of Annual Return of the Company is available on its website www.orientceratech.com.

33) PENDING APPLICATION OR PROCEEDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

There is no application made or proceeding pending under the Insolvency and Bankruptcy Code, 2016 during the year against the Company as at the end of the financial year.

34) DETAILS OF SETTLEMENT WITH THE BANKS OR FINANCIAL INSTITUTION:

There is no one time settlement entered into with the Banks or Financial Institutions for the FY 2023-2024.

35) PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

The Company has zero tolerance for sexual harassment of women at workplace and has adopted a Policy for prevention, prohibition and redressal of sexual harassment at workplace, in terms of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder. An Internal Complaint Committee (ICC) has been constituted for safe working environment where all employees treat each other with courtesy, dignity and respect, irrespective of their gender, race, caste, creed, religion, place of origin, sexual orientation, disability, economic status or position in the hierarchy.

The ICC which has been constituted as per the policy in this regard, provides a forum to employees to lodge Complaints, if any, therewith for appropriate redressal.

During the year, no complaint was lodged with the ICC nor any such instance was reported and the management is happy to take the same on record. The said Policy is available on the website of the Company viz. www.orientceratech.com.

36) ACKNOWLEDGEMENT:

Your Directors wish to express their appreciation for the assistance and co-operation received from the financial institutions, banks, employees, investors, customers, government & government agencies, shareholders and all other business associates for the continuous support given by them to the Company and their confidence in its Management during the year under review and look forward for their contributed support in future.

For and on Behalf of the Board of Directors

Manan Shah
Managing Director
(DIN: 06378095)

Hemul Shah
Director
(DIN: 00058558)

Place : Mumbai

Date : 14th August, 2024

DISCLOSURE ON THE REMUNERATION OF THE MANAGERIAL PERSONNEL

1) a) the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

Director 1 : **12.83 times***

Director 2 : **14.04 times***

(NOTE: i) “median” means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one;

ii) If there is an even number of observations, the median shall be the average of the two middle values.

b) the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year: **14.53%**

c) the percentage increase in the median remuneration of employees in the financial year : **-17.31 %**

d) the number of permanent employees on the rolls of company : **242 (Previous year 109)**

e) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

Overall Increased in salary : **63.66 %**

Increased in salary for Managerial person : **14.53 %**

Increased in salary for other than Managerial person : **72.38 %**

- **Increase in overall salary as on 31.03.2024 is due to Increase in number of employees to 242 in March 2024 from 109 in March 2023.**

f) affirmation that the remuneration is as per the remuneration policy of the company.

It is affirmed that the remuneration paid to the Directors, KMP and other employees is as per the remuneration policy of the company.

(2) Considering the provision of Section 136 of the Companies Act, 2013, the annual report, excluding the remuneration paid to top ten employees is being sent to shareholders of the company. The said details of remuneration paid to top ten employees is available for inspection of members at the registered office of the company during working hours up to the date of Annual General Meeting and shall be made available to any shareholder on request.

For and on Behalf of the Board of Directors

Manan Shah
Managing Director
(DIN: 06378095)

Hemul Shah
Director
(DIN: 00058558)

Place : Mumbai

Date : 14th August, 2024

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31.03.2024
[Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9
of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Orient Ceratech Limited (*formerly Orient Abrasives Limited*)
CIN: L24299MH1971PLC366531
Lawrence & Mayo House, 3rd Floor,
276 D.N. Road, Fort, Mumbai – 400001.

I report that:

I have conducted Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Orient Ceratech Limited** (formerly known as Orient Abrasives Limited) (hereinafter referred as ‘**the Company**’). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on physical and online verification of the books, papers, minutes, statutory registers, Records, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its Officers, Agents and Authorized Representatives during the conduct of Secretarial Audit, the explanations and clarifications given and the representations made by the Management, I hereby report that in my opinion, the Company during the audit period covering the financial year 1st April, 2023 to 31st March, 2024, has prima facie complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minutes, statutory registers, Records, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the applicable provisions of :

- i. The Companies Act, 2013 (hereinafter referred as ‘Act’) and Rules made there under and various allied acts warranting compliance; as also Secretarial Standards 1 & 2 Issued by the Institute of Company Secretaries of India.
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-Laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 & the Rules & Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment & External Commercial Borrowings, as may be applicable;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Listing Agreements entered into by the Company with Stock Exchange read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Hereinafter referred to as ‘LODR’]

Though the following laws are prescribed in the format of Secretarial Audit Report by the Authority(ies) , the same were not applicable to the Company for / during the financial year ended 31st March, 2024:-

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2009;

- b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - c) The Securities & Exchange Board of India (Issue & listing of Debt Securities) Regulations, 2008;
 - d) The Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - e) The Securities & Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- vi. Further based on the discussion had with and Documents / Reports obtained from the Management, the concerned Departmental Heads and the Management Representation Letter furnished, the Company has *inter-alia* complied with the following laws:
- (a) The Industrial Disputes Act, 1947
 - (b) The Factories Act, 1948
 - (c) The Payment of Wages Act, 1936
 - (d) The Minimum Wages Act, 1948
 - (e) The Employees State Insurance Act, 1948
 - (f) The Employees Provident Fund & Miscellaneous Provisions Act, 1952
 - (g) The Payment of Bonus Act, 1965
 - (h) The Payment of Gratuity Act, 1972
 - (i) The Contract Labour (Regulations & Abolition) Act, 1970
 - (j) The Industrial Employment (Standing Orders) Act, 1946
 - (k) The Employees Compensation Act, 1923
 - (l) Equal Remuneration Act, 1976
 - (m) Mines Act, 1952
 - (n) Metalliferous Mines Regulations, 1961
 - (o) The Water (Prevention & Control) of Pollution Act, 1974
 - (p) The Air (Prevention & Control) of Pollution Act, 1981
 - (q) Environment Protection Rules, 1986
 - (r) Customs Act, 1962
 - (s) The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
 - (t) The Apprentices Act, 1961
 - (u) The Maternity Benefit Act, 1961
 - (v) The Child Labour (Prohibition and Regulation) Act, 1986
 - (w) Mineral Conservation & Development Rules, 1988

I further report that I have relied on the Statutory Auditor's Reports in relation to the financial statements and accuracy of financial figures for Sales Tax, Wealth Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under financial statements, Accounting Standard 18 & note on foreign currency transactions during the audit period.

I further report that:

- i. the Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other Companies and interest in other entities;
- ii. the Company has obtained all necessary approvals under various provisions of the Act where necessary;
- iii. there was no prosecution initiated against or show cause notice received by the Company during the year under review under the Companies Act and rules, regulations and guidelines under these Act.

I further report that the Company's Management and Board of Directors are also responsible for establishing and maintaining adequate systems and process, commensurate with the size and operations of the Company to identify, monitor and ensure compliances with the applicable laws, rules, regulations and guidelines.

Further, the Management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/records required by the concerned authorities and internal control of the concerned department.

I further report that :

- (i) Vide a Board Resolution passed on 12th April, 2023, and approval / consent of Members obtained vide Postal Ballot on 17th May, 2023, the Company's name was changed from 'Orient Abrasives Limited' to 'Orient Ceratech Limited'. The necessary compliances were carried out by the Company and Approvals obtained from the concerned Registrar of Companies. The change of name was effected w.e.f. 26th May, 2023.
- (ii) The Company on 13th June, 2023, paid penalty of Rs. 101480/- to NSE towards payment of fine for non-compliance with Reg. 18 of SEBI(LODR) Regulations for the quarter ended June 30, 2019.
- (iii) The Company during the year under review has made further Equity investments in its Wholly Owned Subsidiary – Orient Advanced Materials Pvt. Ltd. aggregating to Rs.5 Crores, consisting of 50,000 Equity Shares of Rs.10/- each at a premium of Rs.990/- per Equity Share.

I further report that during the year, the status of the Company has been a widely held listed Company (listed on BSE and NSE) and I am informed that Company is regular in complying with applicable provisions.

The Compliance to that effect has been made, this fact has been examined from the perusal of various records maintained by the Company.

- (i) The Board of Directors of the Company and the various Committees thereof as required under the Companies Act, 2013, and the LODR are duly constituted. The changes in the composition of the Board of Directors and various Committees that took place during the period under review and upto the date of this report are carried out in compliance with the provisions of the said Act / Regulations.
 - 1) Mr. Manan Shah [DIN – 06378095] vide resolution approved by way of Postal Ballot, was appointed as the Managing Director of the Company w.e.f. 12th April, 2023. Consequently, he ceased to be the President of the Company w.e.f. 12th April, 2023.
 - 2) Mr. Manubhai Rathod [DIN 07618837] –
 - (a) was redesignated as the Whole Time Director (Operations) of the Company w.e.f. 03/08/2023,
 - (b) Further, vide Resolution passed at the last AGM, he was re-appointed as Whole Time Director (Operations) for another period of 3 years w.e.f. 15/06/2024.
 - 3) Mrs. Neeta Shah [DIN 07134947] was re-appointed as an Independent Director of the Company vide Resolution passed at the last AGM for the 2nd Term of 3 years w.e.f. 02/02/2024.
- (ii) Adequate notices are given to all Directors in respect of the Board Meetings and/ or Committee Meetings alongwith the agenda and detailed notes. The said documents are sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I further report that during the audit period, the Statutory Auditors have observed that no loans or advances in the nature of loans granted by the Company that have fallen due during the year, have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties except for a renewal of a loan to one of the subsidiaries of Rs. 4000.00 lacs.

I further report that:-

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.



4. Where ever required, I have obtained the Management Representation about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of compliances / processes on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Dipti Gohil

Practicing Company Secretary

Peer Review Certificate No. : 2026/2022

CP No.: 11029 ACS No.: 14736

Place : Mumbai

Date : 14-08-2024

UDIN : A014736F000991294

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES
(AS PER SECTION 135 OF THE COMPANIES ACT, 2013)**

1. Brief outline on CSR Policy of the Company.

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

During the year under review, your Company undertook CSR activities for promotion of health care & eradicating hunger, establishment of Museum for protection of national heritage, art & culture, rural development projects and for other activities as set out below.

2. Composition of CSR Committee as on March 31, 2024:

Name of Directors	Category	No. of Meetings during the FY 2023-2024	
		Held	Attended
Mrs. Chaitali Salot (Chairman)	Non-Executive, Non-Independent Director	1	1
Mr. Hemul Shah	Non-Executive, Non-Independent Director	1	1
Mr. Manubhai Rathod*	Whole Time Director & CEO	1	1
Mr. Harish Motiwalla	Non-Executive, Independent Director	1	1

**Subsequent to the year under review, Mr. Manubhai Rathod, Whole Time Director & CEO of the Company, ceased as member of the CSR Committee w.e.f. May 22, 2023.*

- Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:- www.orientceratech.com
- Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report):-

Not applicable

- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the Financial Year, if any :-

Sr. No	Financial Year	Amount Available For Set off	Amt. Set off in financial year, if any	Balance Amt.
1	2023-2024	Rs. 1.12 Lakhs	Rs.1.12 Lakhs	Nil

- Average Net Profit of the Company as per section 135(5) :- **Rs. 1434.01 Lakhs/-**
- Two percent of average net profit of the company as per section 135(5) :- **Rs. 28.68 Lakhs/-**
 - Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years:- **NIL**
 - Amount required to be set off for the Financial Year, if any:- **Rs.1.12 Lakhs/-**
 - Total CSR obligation for the Financial Year (7a+7b-7c):- **Rs. 27.56 Lakhs/-**
- (a) CSR amount spent or unspent for the Financial Year:**

Total Amount Spent for the Financial Year. (Rs. In Lakhs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
Rs. 29.32	Not Applicable		Not Applicable		

(b) Details of CSR amount spent against ongoing projects for the Financial Year: **Not Applicable**

(c) Details of CSR amount spent against other than ongoing projects for the Financial Year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of The Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No).	Location of the project.		Amount spent for the project (in Rs.in Lakhs).	Mode of implementation - Direct (Yes/No).	Mode of implementation - Through implementing agency.	
				State	District			Name	CSR Registration Number
1	To promote health care & Eradicating hunger	Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation] and making available safe drinking water.	Yes	Gujarat	Kutch	2.63	No	Kutch Navnirman Trust	CSR00014880
2.	Rural Development Projects	Rural Development Projects	Yes	Gujarat	Kutch	0.69	No	Kutch Navnirman Trust	CSR00014880
3	Promoting education	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.	Yes	Gujarat	Kutch	6.64	No	Kutch Navnirman Trust	CSR00014880

4	Woman Empowerment	Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.	Yes	Gujarat	Kutch	7.10	No	Kutch Navnirman Trust	CSR00014880
5.	Establishment of Museum for protection of national heritage , art and culture and expenses towards protection of culture.	Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts	Yes	Gujarat	Kutch	5.25	No	Kutch Navnirman Trust	CSR00014880
6.	Disaster management	Disaster management, including relief, rehabilitation and reconstruction activities.	Yes	Gujarat	Kutch	2.69	No	Kutch Navnirman Trust	CSR00014880
7.	Promoting education	Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.	Yes	Gujarat	Dwarka	0.26	Yes	-	-

8.	To promote health care & Eradicating hunger	Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.	Yes	Gujarat	Dwarka	2.53	Yes	-	-
9.	Protection of Environmental Sustainability, Protection of Flora and Fauna, Animal Welfare	ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;	Yes	Gujarat	Dwarka	1.28	Yes	-	-
10.	Disaster management	Disaster management, including relief, rehabilitation and reconstruction activities.	Yes	Gujarat	Kham-baliya	0.25	Yes	-	-
TOTAL						Rs 29.32			

(d) Amount spent in Administrative Overheads: N.A.

(e) Amount spent on Impact Assessment, if applicable: N.A.

(f) Total amount spent for the Financial Year: Rs. 29.32 Lakhs
(8b+8c+8d+8e)

(g) Excess amount for set off, if any: N.A.

Sl. No.	Particular	Amount (Rs. In Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)*	Rs. 27.56 Lakhs*
(ii)	Total amount spent for the Financial Year 2023-24	Rs.29.32 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Rs. 1.76 Lakhs
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off over three succeeding financial years [(iii)-(iv)]	Rs.1.76 Lakhs

*Note - Total CSR obligation for the FY, after adjusting amount required to be set off for the FY pursuant to provisions of section 135(5) of the Companies Act, 2013.

(a) Details of Unspent CSR amount for the preceding three financial years: **N.A.**

(b) Details of CSR amount spent in the Financial Year for ongoing projects of the preceding financial year(s): **N.A.**

9. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year (asset-wise details). : **N.A.**

(a) Date of creation or acquisition of the capital asset(s).

(b) Amount of CSR spent for creation or acquisition of capital asset.

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

10. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): **N.A.**

For and on Behalf of the Board of Directors

Manan Shah
Managing Director
(DIN: 06378095)

Hemul Shah
Director
(DIN: 00058558)

Place : Mumbai
Date : 14th August, 2024

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section(3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contract or arrangements or transactions not at arm's length basis- **Not Applicable**

- Name(s) of related party and nature of relationship
- Nature of contracts/arrangement/transactions
- Duration of contracts/arrangement/transactions
- Salient terms of the contracts or arrangements or transactions including the value, if any
- Justification for entering into such contracts or arrangements or transactions
- Date(s) of approval by the Board
- Amount paid as advances, if any
- Date on which the special resolution was passed in general meeting as required under first proviso to section 188.

2. *Details of material contracts or arrangement or transactions at arm's length basis-

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	date(s) of approval by the Board	Amount paid as advances, if any
Bombay Minerals Limited, Promoter Company	Sale and Purchase of goods or Services	2023-2024	The terms and conditions of goods / services set forth in each of the sale / purchase order/ agreement. <u>Total Transaction Value:</u> Rs. 4732.60 Lakhs	13 th February 2023	NIL as on 31st March 2024
Orient Advanced Materials Private Limited, Wholly Owned Subsidiary	Sale and Purchase of goods or Services	2023-2024	The terms and conditions of goods / services set forth in each of the sale/ purchase order/ agreement. <u>Total Transaction Value:</u> Rs. 6882.04 Lakhs	13 th February 2023	NIL as on 31st March 2024

** The Company has reported only material transaction (exceeding 10 % of annual turnover). Please refer Note No 38 & 38A of Financial Statements for all Related Party Transactions.*

For and on Behalf of the Board of Directors

Manan Shah
Managing Director
(DIN: 06378095)

Hemul Shah
Director
(DIN: 00058558)

Place : Mumbai

Date : 14th August, 2024

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND
FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption and foreign exchange earnings & outgo forms an integral part of this report.

A. CONSERVATION OF ENERGY:

(i) The steps taken or impact on conservation of energy

In its endeavour to promote ‘green living’, your Company initiated several energy conservation measures coupled with concentrated efforts to prevent water and air pollution at all locations and departments of the Plant. The Company is making continuous efforts on an ongoing basis for energy conservation by adopting innovative measures to reduce wastage and optimize consumption.

(ii) The steps taken by the Company for utilising alternate sources of energy

Your Company is committed to optimizing processes and consumption and reduce impact on the environment. No alternate sources of energy were used during the year, however in future, your Company will be looking to develop use cases and utilize alternate sources of energy as part of Research & Development efforts.

(iii) The capital investment on energy conservation equipment – Nil

B. TECHNOLOGY ABSORPTION:

Your Company focused its efforts on process improvement of its existing products, recovery of products from pollutants and process development of new products and formulations. The R&D departments also helped in troubleshooting in manufacturing departments.

(i) Efforts made towards Technology Absorption:

The Company upgraded many of its processes and operations by using more efficient equipment and through increased automation, resulting in increased yield and reduced costs.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

The above efforts have resulted in improvement in quality, increase in yields, and increase in throughput and decrease in manpower.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

The Company did not import any technology.

C. EXPENDITURE ON RESEARCH & DEVELOPMENT:

(Rs. In lakhs)

Particulars	2023-2024	2022-2023
a) Capital	---	---
b) Recurring	100.00	100.00
c) Total	100.00	100.00
d) Total R & D Expenditure as a percentage of total turnover	0.32 %	0.35 %

D. FOREIGN EXCHANGE EARNING OUTGO:
(Rs. in lakhs)

Particulars	2023-2024	2022-2023
Foreign Exchange earned in terms of actual inflows during the year (F.O.B.)	8848.54	6096.23
Foreign Exchange outgo in terms of actual outflows during the year	1416.63	2364.17

For and on Behalf of the Board of Directors

Manan Shah
Managing Director
(DIN: 06378095)

Hemul Shah
Director
(DIN: 00058558)

Place : Mumbai
Date : 14th August, 2024

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate Governance continues to be a strong focus area for the Company. At Orient, we believe that good Corporate Governance strengthens the investors trust and ensures long term relationship with its stakeholders which helps the Company to achieve its objectives.

Your Company believes that adherence to Corporate Governance stems not only from the letter of law but also from its inherent belief in doing business the right way. The Corporate Governance framework at Orient is adhered to in letter & spirit. It ensures timely disclosures of all mandatory & reportable events, based on performance/ activities undertaken by the Management under the guidance of the Board of Directors of the Company and is committed to meet the aspirations of all the Stakeholders, be it Shareholders, Employees, Suppliers, Customers, Investors, Banks, Government and Community at large.

The Company is in compliance with the requirements stipulated under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 ("Listing Regulations / SEBI LODR Regulations"). The Company presents the Report on Corporate Governance for the financial year ended 31st March, 2024 in compliance with Regulation 34(3) read with Schedule V of the Listing Regulations.

2. BOARD OF DIRECTORS:

A. Composition and category of Board of Directors:

During the year under review, the Board of Directors had an optimum combination of Executive, Non-Executive and Independent Directors. The composition of the Board was in conformity with Regulation 17 of the SEBI Listing Regulations read together with Section 149 and 152 of the Companies Act, 2013 ("the Act") and rules framed thereunder.

As on 31st March, 2024, the Board of Directors of the Company comprised of Seven (7) Directors, including Two (2) Executive Directors, Two (2) Non-Executive Directors and Three (3) Non-Executive Independent Directors (including One Independent Woman Director).

The Company has obtained the requisite disclosures from the Directors in respect of their Directorships and Memberships in Committees of other Companies.

The Composition of the Board of Directors and their attendance at the Board Meetings during the year and at the previous Annual General Meeting and also number of Directorships/Memberships of committees of other Companies are as under:

Name of Directors with DIN	Category of Directors	No. of Board Meetings Attended	Attendance at last AGM Held On 25 th September, 2023	No. of Directorships in other companies as on 31 st , March, 2024 ¹	No. of Committee Positions held including Orient Ceratech Ltd*. as on 31 st March, 2024 ²	
					Member	Chairman
Mr. Harish Motiwalla (DIN: 00029835)	Non-Executive, Independent Director (Chairman)	5	Yes	7	10	5
Mr. Manan Shah ³ (DIN: 06378095)	Managing Director	4	Yes	1	2	-
Mr. Manubhai Rathod ⁴ (DIN: 07618837)	Whole-Time Director (Operations)	4	Yes	1	-	-

Mr. Hemul Shah (DIN: 00058558)	Non-Executive Director	5	Yes	7	7	4
Mrs. Chaitali Salot (DIN: 02036868)	Non-Executive Director	5	Yes	1	1	-
Mr. Ketan Shrimankar (DIN: 00452468)	Non-Executive, Independent Director	5	Yes	1	3	-
Mrs. Neeta Shah (DIN: 07134947)	Non-Executive, Independent Director	5	Yes	1	-	-

* Name of the Company changed from Orient Abrasives Limited to Orient Ceratech Limited w.e.f. 26th May, 2023.

1. Excludes directorships in Private Limited Companies, Foreign Companies, Companies incorporated under Section 8 of the Companies Act, 2013 and Alternate Directorships.
2. Represents only Membership/Chairmanship of the Audit Committee and the Stakeholders' Relationship Committee including Orient Ceratech Limited.
3. W.e.f. 12th April, 2023, Mr. Manan Shah was appointed as Managing Director of the Company. His appointment was duly approved by the shareholders by passing Special Resolution dated 17th May, 2023 through Postal Ballot.
4. During the year under review, the designation of Mr. Manubhai Rathod changed from Whole-Time Director & CEO to Whole-Time Director (Operations) w.e.f 3rd August, 2023. Further, he was re-appointed as Whole Time Director (Operations) for a period of three years w.e.f 15th June, 2024, in the Annual General Meeting held on 25th September, 2023.

As required under Para C (2) of Schedule V of the Listing Regulations, based on the latest disclosures received by the Company, following are the number of other directorships and the names of the listed entities, as on date, where the Directors of the Company are also a Director and the category of their directorships therein:

Sr. No.	Name of Director	Name of other Listed entities in which the concerned Director is a director	Category of Directorship
1.	Mr. Manan Shah	Aeonx Digital Technology Limited (formerly Ashok Alco-Chem Limited)	Non-Executive & Non-Independent Director
2.	Mr. Manubhai Rathod	Nil	Not Applicable
3.	Mrs. Chaitali Salot	Nil	Not Applicable
4.	Mr. Hemul Shah	Ashapura Minechem Limited	Executive Director & CEO
5.	Mr. Harish Motiwalla	Excel Industries Limited Ashapura Minechem Limited Multibase India Limited* Hitech Corporation Limited*	Non-Executive & Independent Director Non-Executive & Independent Director Non-Executive & Independent Director Non-Executive & Independent Director
6.	Mr. Ketan Shrimankar	Aeonx Digital Technology Limited (formerly Ashok Alco-Chem Limited)	Non-Executive & Independent Director
7.	Mrs. Neeta Shah	Ashapura Minechem Limited	Non-Executive & Independent Director

*Mr. Harish Motiwalla ceased to be a director in Multibase India Limited & Hitech Corporation Limited from 31st March, 2024.

B. Inter-se relationships among Directors:

None of the Directors of the Company have any inter-se relationships except Mr. Manan Shah, Managing Director of the Company is the sibling of Mrs. Chaitali Slot, Non-Executive & Non-Independent Director.

C. Number of shares held by Non-Executive Directors:

The details of number of shares held by the Non-Executive Directors as on 31st March, 2024 is given below:

Name of Director	Designation	Number of Shares Held
Mr. Hemul Shah	Non-Executive, Non- Independent	1256
Mrs. Chaitali Salot	Non-Executive, Non- Independent	111000
Mr. Ketan Shrimankar	Non-Executive, Independent	14540
Mr. Harish Motiwalla	Non-Executive, Independent	-
Mrs. Neeta Shah	Non-Executive, Independent	-

D. Number of Meetings held during Financial Year 2023-2024:

During the Financial Year 2023-2024, the Board of Directors of the Company met Five (5) times on 12th April, 2023, 22nd May, 2023, 3rd August, 2023, 3rd November, 2023 and 13th February, 2024 and the time elapsed between any two consecutive meetings did not exceed 120 days. The necessary quorum was present at all the meetings.

E. Core Skills / Expertise / Competencies:

The Board as on 31st March, 2024 comprised of qualified members who bring in the required skills, competence and expertise which allow them to make effective contributions to the Board and its Committees.

The table summarizes the list of core skills / competencies identified by the Board of Directors as required in the context of the Company's business and possessed by individual members of the Board. Each Director may possess varied combinations of skills/ expertise within the described set of parameters and it is not necessary that all Directors possess all skills/ expertise listed therein.

Expertise in	Description	Name of the Directors
Mining Industry Expertise & Experience	Knowledge and experience of Mining industry structure, manufacturing, operations and research & development activities.	Mr. Manan Shah, Mr. Hemul Shah, Mr. Manubhai Rathod
Business Management / Strategy	Knowledge and experience in corporate strategy, planning, risk management and business sustainability.	Mr. Manan Shah, Mr. Hemul Shah, Mr. Manubhai Rathod, Mrs. Chaitali Salot
Business Leadership/ entrepreneurship	Leadership experience including in areas of business development, strategic planning, succession planning, driving change and long-term growth and guiding the Company and its senior management towards its vision and values.	Mr. Manan Shah, Mr. Hemul Shah, Mr. Manubhai Rathod, Mrs. Chaitali Salot
Financial Expertise	Expert Knowledge and skills in accounts, finance, banking, treasury management, taxation and financial control & management.	Mr. Harish Motiwalla, Mr. Manan Shah, Mr. Hemul Shah, Mr. Manubhai Rathod, Mrs. Chaitali Salot, Mr. Ketan Shrimankar.
Risk Management	Ability to understand and assess the key risks to the organization, legal compliances and ensure that appropriate policies and procedures are in place to effectively manage risk.	Mr. Manan Shah, Mr. Harish Motiwalla, Mr. Hemul Shah, Mr. Manubhai Rathod, Mrs. Chaitali Salot, Mr. Ketan Shrimankar.
Legal Compliances	Knowledge in the field of law and legal compliance Management.	Mr. Harish Motiwalla, Mr. Manan Shah, Mr. Hemul Shah, Mr . Ketan Shrimankar, Mr. Manubhai Rathod.

Corporate Governance	Experience in developing good governance practices, serving the best interests of all stakeholders, maintaining board and management accountability, building long term effective stakeholder engagements and driving corporate ethics and values.	Mr. Harish Motiwalla, Mr. Manan Shah, Mr. Hemul Shah, Mr. Manubhai Rathod, Mrs. Chaitali Salot, Mr. Ketan Shrimankar, Mrs. Neeta Shah
Sales and Marketing	Expert knowledge & experience in selling and marketing.	Mr. Manan Shah, Mr. Hemul Shah, Mr. Manubhai Rathod, Mrs. Chaitali Salot, Mrs. Neeta Shah,
Corporate Social Responsibility	Experience and knowledge in the matters of Corporate Social Responsibility including environment protection and social development.	Mr. Manan Shah , Mr. Hemul Shah, Mr. Manubhai Rathod, Mrs. Chaitali Salot, Mrs. Neeta Shah,
Global Business Development	Expertise in global business development, operation and strategy	Mr. Manan Shah, Mr. Hemul Shah

F. Independent Directors:

- a. The Company has received necessary declarations from the Independent Directors of the Company, confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

Further, in the opinion of the Board too, the Independent Directors fulfil the conditions of Independence as specified in the Listing Regulations and are independent of the Management.

- b. During the year, the Independent Directors met separately on 12th March, 2024 without the attendance of Non-Independent Directors and Management Personnel of the Company. The meeting was held with the objective of reviewing the performance of Non-Independent Directors and the Board as a whole. The Independent directors also assessed the quality, quantity and timeliness of flow of information between the Management of the Company and the Board of Directors which is necessary for the Board of Directors to effectively and reasonably perform their duties.

Familiarization Programmes: Whenever any new Independent Director is appointed, he/she is made familiar with the business and its operations through familiarization programmes enabling them to familiarize and get acquainted with operational performance and forward going business formulations/strategies, so as to gain a better understanding of their roles, rights and responsibilities for the purpose of providing appropriate assistance, counselling & directions in order to achieve growth of the Company, the details of which are available on the website of the Company at www.orientceratech.com.

The Independent Directors appointed so far have attended such orientation process/familiarization programme. During the Board and/or Committee meetings of the Company, members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Further, the Managing Director / Chief Financial Officer makes presentations to all Board Members periodically pertaining to Company's business & financial performance and future strategy for their respective business units. The Board holds the Board meeting from time to time to review financial result and long-term growth/plans of the Company, familiarization program for the Independent Directors forms part of such quarterly Board Meetings of the Company. The Independent Directors are being apprised regularly of all regulatory and policy changes relevant to the business.

As a part of such program, the Independent Directors have an opportunity to interact with Management Personnel and are provided with all the relevant information and documents required and/or sought by them enabling them to have a good understanding of the Company, its business model and various operations.

G. CEO/CFO Certification:

A Compliance Certificate, pursuant to the provisions of Regulation 17(8) of the Listing Regulations read with Part B of Schedule II thereunder, duly signed by Mr. Manan Shah, Managing Director & Mr. Vikash Khemka, CFO in respect of the financial year ended 31st March, 2024 was taken on record by the Board of Directors of the Company.

H. Code of Conduct:

The Company has adopted a 'Code of Conduct' for the Board Members, Senior Management and all employees in and above Officer Level and the same is posted on the website of the Company.

A declaration from the Managing Director that all Board Members and senior management personnel have affirmed compliance with the Code of Conduct for the Financial Year ended 31st March, 2024 forms part of the Annual Report.

The Company is in due compliance of all the provisions of Regulation 17 of the Listing Regulations for the Financial Year 2023-2024.

3. COMMITTEES OF BOARD OF DIRECTORS:

There are Five Committees of the Board such as Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Executive Committee. The basic structure of each committee is detailed herein below:

A. AUDIT COMMITTEE:

The Board has constituted a qualified and independent Audit Committee in line with the provisions of Regulation 18 of the Listing Regulations, read with Section 177 of the Companies Act, 2013 and is in due compliance of all the provisions stated therein.

a. Terms of Reference:

The terms of reference of the Audit Committee are in line with the regulatory requirements which amongst others are specified hereinbelow:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the director's responsibility statement forming part of the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;
 - Major accounting entries involving estimates based on the exercise of judgment by management;
 - Significant adjustments made in the financial statements arising out of audit findings;
 - Compliance with listing and other legal requirements relating to financial statements;
 - Disclosure of any related party transactions;
 - Modified opinion(s) in the draft audit report;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors if any;
- To review the functioning of the whistle blower mechanism;
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- Reviewing the utilization of loans and/ or advances from/investment by the Company in its subsidiaries exceeding rupees 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments
- To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
- To review all other information as requested by the Board of Directors and/or are required under Listing Regulations.

b. Composition:

As on 31st March, 2024, the Audit Committee comprised of Three (3) Directors. The composition of the Audit Committee and the details of meetings attended by its members are as given below:

Name	Category	Number of meetings during the F.Y. 2023-2024	
		Held	Attended
Mr. Harish Motiwalla (Chairman)	Non-Executive, Independent Director	4	4
Mr. Ketan Shrimankar	Non-Executive, Independent Director	4	4
Mr. Hemul Shah	Non-Executive, Non- Independent Director	4	4

Mr. Harish Motiwalla, Chairman of the Audit Committee was present at the 52nd Annual General Meeting of the Company held on 25th September, 2023.

Mrs. Seema Sharma, acts as the Secretary of the Audit Committee.

The Whole-Time Director (Operations), Chief Financial Officer, Managing Director, the representative of Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee Meetings.

c. Meetings:

During the Financial Year 2023-2024, the members of the Audit Committee met Four (4) times on 22nd May, 2023, 3rd August, 2023, 3rd November, 2023 and 13th February, 2024 and that time elapsed between any two consecutive meetings never exceeded 120 days. The necessary quorum was present for all the meetings.

B. NOMINATION AND REMUNERATION COMMITTEE:

The Board has constituted the Nomination and Remuneration Committee in line with the provisions of Regulation 19 of the Listing Regulations, read with Section 178 of the Companies Act, 2013 and is in compliance of all the provisions stated therein.

a. Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee are in line with the regulatory requirements which among other are specified herein below:

- To form criteria/policy for appointment/remuneration/removal of Directors including Whole-Time Director / Managing Director, if any and Senior Management Executives
- To identify deserving candidates for Directorships & Senior Management positions, in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- To form policy for performance evaluation of Directors/Committee of Directors and to alter and modify the same to be in line with Companies Act, 2013 and Listing Regulations.
- To devise guidelines for Diversity of Board of Directors of the Company.
- To recommend extension/termination of the term of appointment of the Independent Directors, on the basis of the report of performance evaluation of the Independent Directors.

b. Composition:

As on 31st March, 2024, the Nomination & Remuneration Committee comprised of Three (3) Directors. The composition of Nomination & Remuneration Committee and the details of meetings attended by its members are as given below:

Name	Category	Number of meetings during the F.Y. 2023-2024	
		Held	Attended
Mr. Ketan Shrimankar (Chairman)	Non-Executive, Independent Director	4	4
Mr. Harish Motiwalla	Non-Executive, Independent Director	4	4
Mr. Hemul Shah	Non-Executive, Non- Independent Director	4	4

c. Meetings:

During the Financial Year 2023-2024, the members of the Nomination & Remuneration Committee met Four (4) times on 12th April, 2023, 22nd May, 2023, 03rd August, 2023 and 12th March, 2024.

d. Remuneration of Directors:

The Non-Executive Directors have no pecuniary relationships or transactions with the Company in their personal capacity except that the Sitting Fees are paid for attending the Board Meetings and Audit Committee Meetings (detailed herein below) as recommended by the Board pursuant to the provisions of the Companies Act, 2013 and rules framed thereunder.

The Company does not have stock option scheme for grant of stock options either to the Executive Directors or employees.

The details of sitting fees paid to Non-Executive Directors for the year ended 31st March, 2024 are as under:

Name of the Directors	Sitting fees paid for Board Meetings (Rs.)	Sitting Fees paid for Audit Committee Meetings (Rs.)
Mr. Hemul Shah	1,25,000/-	60,000/-
Mr. Harish Motiwalla	1,25,000/-	60,000/-
Mr. Ketan Shrimankar	1,25,000/-	60,000/-
Mrs. Chaitali Salot	1,25,000/-	N.A
Mrs. Neeta Shah	1,25,000/-	N.A.

The details of Remuneration paid to Executive Director(s) for the financial year 2023-2024 are as under:

Sr. No.	Name of the Directors	Salaries & Perquisites including allowance	Commission	Tenure as per agreement upto*	Notice period
1.	Mr. Manan Shah [#]	Rs. 44,91,733	Rs. 85,52,852/-	Appointed for a period of 3 years	3 months
2.	Mr. Manubhai Rathod ^{&}	Rs. 40,76,388	-	Re-appointed for a further period of three years w.e.f 15 th June, 2021.	3 months

[#]- W.e.f. 12th April, 2023, Mr. Manan Shah was appointed as Managing Director of the Company. His appointment was duly approved by the shareholders by passing Special Resolution dated 17th May, 2023 through Postal Ballot.

[&]- During the year under review, the designation of Mr. Manubhai Rathod changed from Whole-Time Director & CEO to Whole-Time Director (Operations) w.e.f 3rd August, 2023. Further, he was re-appointed as Whole Time Director (Operations) for a period of three years w.e.f 15th June, 2024, in the Annual General Meeting held on 25th September, 2023.

*Terms of appointment/ re-appointment including Remuneration:

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

e. **Performance Evaluation:**

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Regulations, the Board, in consultation with Nomination & Remuneration Committee, has formulated a policy containing, inter-alia, the process, format, attributes and criteria for performance evaluation of the entire Board of the Company, its Committees and Individual Directors, including Independent Directors.

As a part of the said policy, a structured questionnaire covering various aspects has been framed depending on the category of Director, Board & Committee, whose performance is to be evaluated. Accordingly, the annual performance evaluation of the Board, its Committees and each Director was carried out for the Financial Year 2023-2024 by Independent Directors at their separate Meeting as also by the Nomination & Remuneration Committee and the same was analyzed & confirmed by the Board of Directors.

Details of methodology adopted for performance evaluation of Directors including that of the Board as a whole and its Committee have been provided in the Board's Report.

4 STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board has constituted the Stakeholders' Relationship Committee in line with the provisions of Regulation 20 of the Listing Regulations, read with Section 178 of the Companies Act, 2013 and is in due compliance of all the provisions stated therein.

a. Terms of Reference:

The terms of reference of the Stakeholders' Relationship Committee are in line with the regulatory requirements which among others are as specified hereinbelow:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Any other function as may be stipulated by the Companies Act, 2013, SEBI, Stock Exchange or any other regulatory authorities from time to time.

b. Composition:

As on 31st March, 2024, the Stakeholders' Relationship Committee comprised of Three (3) Directors. The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are as given below:

Name	Category	Number of meetings during the F.Y. 2023-2024	
		Held	Attended
Mr. Hemul Shah (Chairman)	Non-Executive, Non-Independent Director	5	5
Mrs. Chaitali Salot	Non-Executive, Non-Independent Director	5	5
Mr. Ketan Shrimankar	Non-Executive, Independent Director	5	5

During the year under review, the following change was made in the composition of the committee:

** Mr. Manubhai Rathod ceased to be the member of the Committee w.e.f. 22nd May, 2023.*

c. Meetings:

During the Financial Year 2023-2024, the members of the Stakeholders' Relationship Committee met Five (5) times on 13th September, 2023 and 7th November, 2023, 30th November, 2023, 7th February, 2024 and 12th March, 2024.

d. Name, Designation and Address of Compliance Officer:

Mrs. Seema Sharma, Company Secretary acts as the Compliance Officer for ensuring compliance with the regulatory requirements of Securities Laws and Listing Regulations.

Compliance Officer may be reached at the following address:

Jeevan Udyog Building, 3rd Floor, 278, D.N. Road,

Fort, Mumbai- 400001

Tel:- +91 22 66651700

Email- investor@oalmail.co.in

e. Stakeholder's Grievance Redressal

The Secretarial Department and the Registrar & Share Transfer Agent viz. Skyline Financials Services Pvt. Ltd. attend to all grievances received from the shareholders either directly or through SEBI and Stock Exchanges. Efforts are made to ensure that all the grievances of the shareholders are redressed expeditiously and satisfactorily. The details of the complaints received from the shareholders and redressed upto their satisfaction during the Financial Year 2023-2024 are as follows:

No. of complaints pending at the beginning of the financial year i.e. April 1, 2023	NIL
No. of complaints received during the financial year	1
No. of complaints resolved during the financial year	1
Complaints pending at the end of the financial year i.e. March 31, 2024	NIL

A separate e-mail ID, investor@oalmail.co.in, has been designated by the Company for the shareholders to lodge their complaints/queries.

5 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

The Corporate Social Responsibility (CSR) Committee of the Company is constituted in line with the provisions of Section 135 of the Companies Act, 2013 and is in due compliance of all the provisions stated therein.

a. Terms of Reference:

The terms of reference of CSR Committee are as follows:

- Formulate and recommend to the Board, a CSR Policy indicating the activities to be undertaken by the Company after taking into consideration Schedule VII of the Act;
- Recommend the amount of expenditure to be incurred on the activities referred above;
- Monitor the CSR activities of the Company from time to time;
- To finalize the budget for CSR expenditure and recommend the same to the Board for approval considering the applicable rules/regulations.

b. Composition:

The composition of the CSR Committee and details of the meeting attended by its members are as given below:

Name of Directors	Category	No. of Meetings during the FY 2023-2024	
		Held	Attended
Mrs. Chaitali Salot (Chairman)	Non-Executive, Non-Independent Director	1	1
Mr. Hemul Shah	Non-Executive, Non-Independent Director	1	1
Mr. Harish Motiwalla	Non-Executive, Independent Director	1	1

During the year under review, the following change was made in the composition of the committee:

* Mr. Manubhai Rathod ceased to be the member of the Committee w.e.f. 22nd May, 2023.

b. Meetings:

During the year under review, One (1) meeting of the CSR Committee was held on 3rd November, 2023.

6 EXECUTIVE COMMITTEE:

The Board has constituted the Committee of Directors named "Executive Committee" in line with the provisions of the Listing Regulations, read with relevant sections of the Companies Act, 2013 and is in due compliance of all the provisions stated therein.

a. Terms of Reference:

The terms of reference of the Executive Committee are as follows:

- Reviewing various day to day administrative, operational and finance matters requiring urgent decisions;
- To open/close bank account(s) in the name of the Company & avail such other facilities as may be provided by the bank and to review & revive the signatories authorised to operate the bank account(s);
- To authorise executives/officers/representatives to do all such acts, deeds and things for & on behalf of the Company and to represent the Company before various authorities;
- To borrow money;
- To invest the funds of the Company;
- To grant loans or give guarantee or provide security in respect of loans;
- To acquire/give property/assets for/of the Company on lease/leave & license basis;
- To issue power of attorney in favour of executives/officers/representatives for carrying out business affairs of the Company;
- To consider setting-up/closure of units/branches for the business affairs of the Company and for said purpose to verify and take on record the project report as may be tabled before the Committee meetings;
- To consider registering of the Company with Financial/other Institutions;
- To participate in tender/bid for the business of the Company;
- To make application to government/semi-government authorities/registrars/local bodies/ corporations and to receive requisite permissions / registrations / orders for the business of the Company;
- To initiate/defend legal/other proceedings for & on behalf of and in the name of the Company;
- Such other matters as may be delegated by the Board to the Committee pursuant to the provisions of the Companies Act, 2013 and such other Acts.

b. Composition

The Composition of the Executive Committee of Board of Directors and the particulars of attendance of the Executive Committee Members are as follows:

Name of Directors	Category	No. of Meetings during the F.Y. 2023-2024	
		Held	Attended
Mr. Hemul Shah (Chairman)	Non-Executive, Non-Independent Director	3	3
Mr. Ketan Shrimankar	Non-Executive, Independent Director	3	3
Mrs. Chaitali Salot	Non- Executive, Non-Independent Director	3	3
Mr. Manan Shah [#]	Managing Director	2	2

During the year under review, the following changes were made in the composition of the committee:

* Mr. Manubhai Rathod ceased to be the member of Committee w.e.f. 22nd May, 2023.

[#] Mr. Manan Shah was inducted as member in the Committee w.e.f. 22nd May, 2023.

c. Meetings:

During the Financial Year 2023-2024, the members of the Executive Committee met Three (3) times on 18th May, 2023, 19th June, 2023 and 7th December, 2023.

4. DETAILS OF SENIOR MANAGEMENT PERSONNEL:

SEBI vide its notification dated 14.06.2023 has mandated listed companies to provide particulars of senior management including the changes therein since the close of the previous financial year.

The Senior Management of the Company comprises of Key Managerial Personnel. There has been no change in the senior management of the Company. The particulars of senior management are as under:

Name	Designation	As on 31.03.2023	As on 31.03.2024	Date of Cessation/ Change along with details
Mr. Manubhai Rathod	Whole-Time Director (Operations)	Yes	Yes	W.e.f 3 rd August 2023, the designation of Mr. Manubhai Rathod Changed from Whole-Time Director & CEO to Whole-Time Director (Operations).
Mr. Manan Shah	President	Yes	No	Ceased as President w.e.f. 11 th April 2023,
Mr. Manan Shah	Managing Director	No	Yes	W.e.f. 12 th April 2023, Mr Manan Shah appointed as Managing Director of the Company
Mr. Vikash Khemka	Chief Financial Officer	Yes	Yes	No Change
Mrs. Seema Sharma	Company Secretary & Compliance Officer	Yes	Yes	No Change

Further, in terms of Regulation 30A of the Listing Regulations, there are no such agreements which are required to be disclosed in the Annual Report.

5. GENERAL BODY MEETINGS:

Details of Annual General Meetings (AGMs) of the last three years:

Financial Year	Date	Time	Location	Special resolution Passed
2022-23	25 th September, 2023	3.00 p.m.	Through video-conferencing / other audio-visual means	1. Re-appointment of Mr. Manubhai Rathod (DIN: 07618837) as the Whole-Time Director (Operations) of the Company. 2.Re-appointment of Mrs. Neeta Shah (DIN: 07134947) as an Independent Director of the Company.
2021-2022	26 th September, 2022	4:00 p.m.	Through video-conferencing / other audio-visual means	Re-appointment of Mr. Harish Motiwalla (DIN: 00029835) as an Independent Director of the Company
2020-2021	23 rd September, 2021	3.00 p.m.	Through video-conferencing / other audio-visual means	No Special Resolution passed in this Annual General Meeting.

Postal Ballot

During the Financial Year 2023-2024, Company has passed 2 Special Resolutions, through Postal Ballot on 17th May, 2023 for:

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, and

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

The details of voting are as follows:

Resolution	Percentage of number of valid votes cast in assent	Percentage of number of valid votes cast in dissent
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	99.99	0.01
Appointment of Mr. Manan Shah (DIN: 06378095) as Managing Director of the Company	99.99	0.01

Procedure followed for Postal Ballot:

The Board at its meeting held on 12th April, 2023, had approved the Notice of Postal Ballot / E-Voting for passing of special resolutions to obtain approval of shareholders for the aforementioned businesses.

Person Conducting the Postal Ballot Exercise:

Mr. Manubhai Rathod, Whole Time Director (Operations) and/or Mr. Hemul Shah, Director and/or Mrs. Seema Sharma, Company Secretary & Compliance Officer were appointed as persons responsible for the entire postal ballot / e-voting process. Mrs. Dipti Gohil (ACS No. 14736, COP No. 11029), Practicing Company Secretary, was appointed as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

Procedure followed:

1. In compliance with the Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, the Company provided electronic voting facility to all its members, to enable them to cast their votes through electronic means only (remote e-voting). The Company engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility.
2. The Company had emailed the postal ballot notice dated 12th April, 2023 containing proposed resolutions together with the explanatory statements to the members whose names appeared in the register of members / list of beneficiaries as on cut-off date i.e. Friday, 14th April, 2023. The Company also published a notice in the newspaper stating the details of completion of dispatch on 17th April, 2023 as mandated under the Act and applicable rules.
3. Ministry of Corporate Affairs (“MCA”) vide it’s General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 39/2020 dated 31st December, 2020, 10/2020 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/ 2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 read with the relevant SEBI circulars, provided relaxation with the requirement of providing physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes to Members on account of the threats posed by the COVID-19 pandemic. Therefore, members were requested to provide their assent or dissent through e-voting only.
4. The Scrutinizer submitted her report on 18th May, 2023, after the completion of scrutiny.
5. The results of the postal ballot were announced by the Company Secretary, being duly authorised by the Chairman of the Company on 18th May, 2023. The last date specified for closure of e-voting i.e. 17th May, 2023, was taken as the date of passing the resolutions.

The result of the postal ballot along with the scrutinizer’s report was displayed at the registered office of the Company, hosted at the Company’s website at www.orientceratech.com and on the website of CDSL and was also communicated to the Stock Exchanges.

Apart from the above announcement of results, there is no immediate proposal for passing any other special resolution through Postal Ballot on or before ensuing Annual General Meeting.

6. MEANS OF COMMUNICATION:

Pursuant to Listing Regulations, 2015 the announcement of Quarterly, Half-Yearly and Yearly Financial Results are made within the statutory period as per the regulations. The Company from time to time has provided information as required under Listing Regulations to Stock Exchanges and the same has been updated on the website of the Company at www.orientceratech.com.

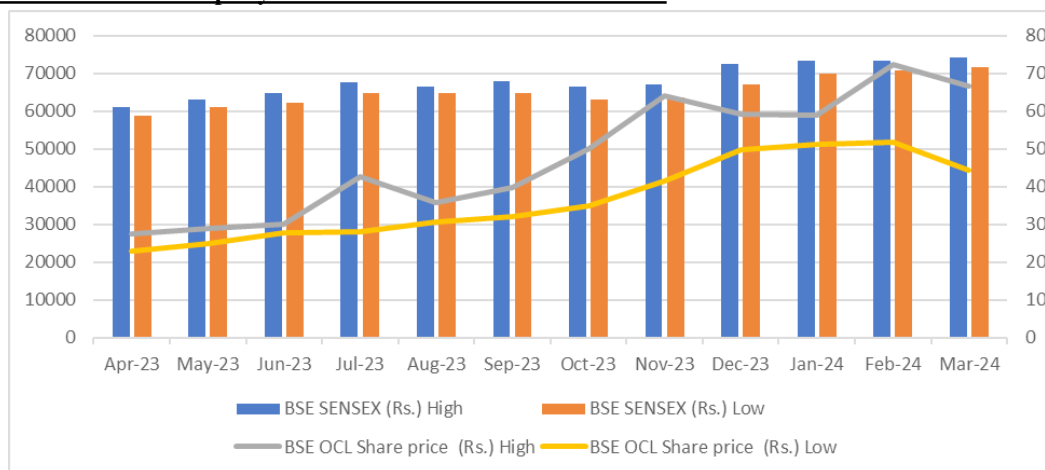
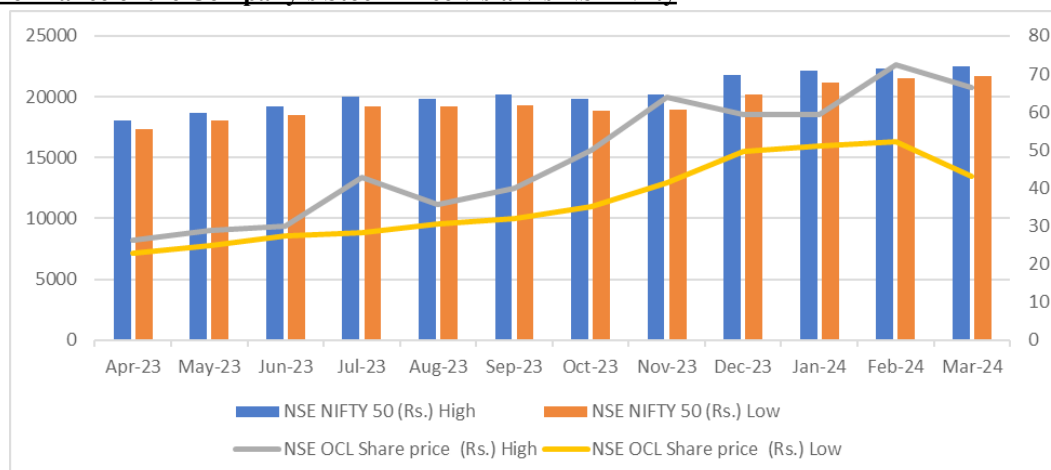
The Quarterly, Half-Yearly and Yearly Financial Results are published in Free Press (English) and Navshakti (Marathi) newspapers. A separate section under 'Investor Relations' on the Company's website gives information on various announcements made by the Company, Quarterly/ Half Yearly Results and Annual Financial Results of the Company. The Company also has separate email id- investor@oalmail.co.in for investor grievance. The Company has not made any presentation to any institutional investor or to any analyst during the year under review. Annual Reports and any other communication will be sent to email ids of members whose emails are available with the Company.

7. GENERAL SHAREHOLDER INFORMATION:

53rd Annual General Meeting:	Day & Date: Monday, 30th September, 2024 Time : 11.00 a.m. Venue : Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	
E-voting Details	Cut Off Date: Monday, 23 rd September, 2024 E-voting Start Date: Wednesday, 25 th September, 2024 (9.00 am) E-voting End Date: Sunday, 29 th September, 2024 (5.00 pm)	
Financial Year:	The Financial year of the Company starts from 1 st April and ends on 31 st March.	
Date of Book Closure:	From Tuesday, 24 th September, 2024 to Monday, 30 th September, 2024 (both days inclusive).	
Dividend Payment Date:	Credit/Dispatch of dividend warrants after 30 th September, 2024.	
Listing Details:	Equity Shares are listed on the following Stock Exchanges: 1. BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. 2. National Stock Exchange of India Limited, "Exchange Plaza", Bandra Kurla Complex, Bandra (East), Mumbai – 400051. The Annual Listing Fees for the year 2024-2025 have been paid to the said Stock Exchanges.	
Stock Code:	BSE Limited National Stock Exchange of India Ltd.	504879 ORIENTCER
ISIN Number:	INE569C01020	
Corporate Identification Number (CIN):	L24299MH1971PLC366531	

Market Price Data:-

Period	BSE Limited					National Stock Exchange of India Limited				
	Sensex (Rs.)		OCL Share price (Rs.)		Traded Volume	Nifty 50 (Rs.)		OCL Share price (Rs.)		Traded Volume
	High	Low	High	Low	Rs.	High	Low	High	Low	Rs.
Apr-23	61209.46	58793.08	27.60	23.00	4,43,000	18089.20	17312.80	26.35	22.90	75,957
May-23	63036.12	61002.17	28.90	25.00	1,237,000	18662.50	18042.40	28.85	24.90	1,81,069
Jun-23	64768.58	62359.14	30.00	27.72	1,298,000	19201.70	18464.60	30.00	27.50	2,44,877
Jul-23	67619.17	64836.16	42.77	28.20	9,663,000	19991.90	19234.40	42.85	28.15	16,65,270
Aug-23	66658.12	64723.63	35.85	30.75	9,70,000	19795.60	19223.70	35.75	30.60	3,24,424
Sep-23	67927.23	64818.37	39.96	32.00	2,399,000	20222.50	19255.70	39.95	32.10	6,91,665
Oct-23	66592.16	63092.98	49.99	35.00	4,879,000	19849.80	18837.90	49.95	35.10	9,46,813
Nov-23	67069.89	63550.46	64.00	41.55	7,344,000	20158.70	18973.70	64.00	41.40	11,27,624
Dec-23	72484.34	67149.07	59.29	49.80	2,973,000	21801.50	20183.70	59.40	49.70	5,29,899
Jan-24	73427.59	70001.60	58.85	51.15	3,992,000	22124.20	21137.20	59.40	51.00	8,52,176
Feb-24	73413.93	70809.84	72.40	51.95	13,788,000	22297.50	21530.20	72.35	52.15	16,86,166
Mar-24	74245.17	71674.42	66.78	44.47	4,120,000	22526.60	21710.20	66.50	43.15	6,26,124

The Performance of the Company's Stock Price vis-à-vis BSE Sensex

The Performance of the Company's Stock Price vis-à-vis NSE Nifty


Registrar and Share Transfer Agent:	M/s. Skyline Financial Services Pvt. Ltd. D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi 110020.																		
Share Transfer System:	<p>The Board-level Stakeholders’ Relationship Committee examines and redresses investors’ grievances. The status of investors’ grievances and share transfers are reported to the Board.</p> <p>As mandated by SEBI, securities of the Company can be transferred /traded only in dematerialised form. Further, SEBI vide its circular dated January 25, 2022, mandated that all service requests for issue of duplicate certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, subdivision/splitting/ consolidation of certificate, transmission and transposition which were allowed in physical form should be processed in dematerialised form only. The necessary forms for the above request are available on the website of the Company.</p> <p>Shareholders holding shares in physical form are advised to avail the facility of dematerialisation.</p> <p>Shareholders should communicate with M/s. Skyline Financial Services Private Limited, the Company’s Registrars & Share Transfer Agent at info@skylinerta.com quoting their folio number or Depository Participant ID and Client ID number, for any queries relating to their securities.</p> <p>The average time taken for processing and registration of relodged share transfer requests is less than 15 days. The Stakeholders Relationship Committee considers the transfer proposals generally on a weekly basis.</p> <p>Pursuant to Regulation 7(3) of the SEBI Listing Regulations, Compliance Certificate, duly signed by the Compliance Officer and the authorized representative of the Company’s RTA viz. Skyline Financial Services Pvt. Ltd. confirming that all activities in relation to share transfer facility are being maintained by the RTA for the financial year ended 31st March, 2024 have been duly submitted to the Stock Exchanges.</p>																		
Distribution of Shareholding & Category-wise distribution:	Refer Table A & B																		
Dematerialization of shares and liquidity:	<p>As on 31st March, 2024, 99.49% of the paid up share capital (face value of Equity Shares of Re. 1 each) is held in Demat form with NSDL and CDSL.</p> <table><tr><th>Mode</th><th>No. of equity shares</th><th>% to the Total Share Capital</th></tr><tr><td>Physical</td><td>5,86,755</td><td>0.49%</td></tr><tr><td>Electronic:</td><td></td><td></td></tr><tr><td>(A) NSDL</td><td>10,89,88,118</td><td>91.10%</td></tr><tr><td>(B) CDSL</td><td>1,00,64,327</td><td>8.41%</td></tr><tr><td>TOTAL</td><td>11,96,39,200</td><td>100.00%</td></tr></table>	Mode	No. of equity shares	% to the Total Share Capital	Physical	5,86,755	0.49%	Electronic:			(A) NSDL	10,89,88,118	91.10%	(B) CDSL	1,00,64,327	8.41%	TOTAL	11,96,39,200	100.00%
Mode	No. of equity shares	% to the Total Share Capital																	
Physical	5,86,755	0.49%																	
Electronic:																			
(A) NSDL	10,89,88,118	91.10%																	
(B) CDSL	1,00,64,327	8.41%																	
TOTAL	11,96,39,200	100.00%																	
Suspension of Securities	The Stock Exchange has not suspended trading in securities of the Company.																		
Outstanding GDR / ADR / Warrants or any Convertible Instruments and their likely impact on Equity:	N.A.																		

Plant Locations:	- GIDC Industrial Area, Porbandar, Gujarat – 360 577. - Survey No. 254, Village - Baraya, Taluka - Mundra, Dist. - Kutch Baraya, Gujarat - 370415.
Address for Correspondence:	The Company's Registrar and Share Transfer Agent viz. M/s Skyline Financial Services Pvt. Ltd. provides all shareholder related services. Any query relating to shares and requests for transactions such as transfers, transmissions and nomination facilities, duplicate share certificates, change of address and also dematerialization of shares may please be taken up with: M/s. Skyline Financial Services Pvt. Ltd. D-153/A, 1st floor, Phase I, Okhla Industrial Area, New Delhi 110020; Tel.: + 011 41044923 E-mail: info@skylinerta.com

8. OTHER DISCLOSURES:

- a. The Company has formulated a policy on dealing with Related Party Transactions (RPTs), which is uploaded on the website of the Company at www.orientceratech.com. The Board of Directors have entrusted responsibility on the Audit Committee to grant omnibus approval for the transactions which are repetitive in nature and to confirm that they meet the criteria of having entered into ordinary course of business and at arm's length basis. During the FY 2023-2024, the Company has taken approval of shareholders for the material RPTs at the last Annual General Meeting held on 25th September 2023. The Related party transactions have been disclosed under Note 38A to the Accounts for the year under review. A Statement in summary form of transactions with related parties in the ordinary course of business are placed periodically before the Audit Committee/Board for review and approval.

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.

- b. During the year under review, no penalty was imposed on the Company by any authority. However, the Company paid the balance fine to National Stock Exchange Limited towards the non-compliance with Reg. 18 of SEBI (LODR) Regulations for the quarter ended June 30, 2019 relating to composition of Audit Committee as the number of Independent Directors fell below the requirement of Listing Regulations.

The Company has complied with various rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India or any other statutory authority relating to the capital markets during the last 3 years. No penalties or strictures have been imposed by them on the Company.

- c. In line with Regulation 22 of the Listing Regulations and Section 177 of the Act, a Vigil Mechanism/Whistle Blower Policy has been established for Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguard against victimization of Director(s)/employee(s) who avail the mechanism and provides for direct access to the Chairman of the Audit Committee in exceptional cases. No person has been denied access to the Chairman of the Audit Committee. The Policy is available on the Company's website www.orientceratech.com.

During the year under review, no complaint has been received under the Vigil Mechanism / Whistle Blower Policy.

- d. Details of Compliance with Mandatory requirements and adoption of Non Mandatory Requirements
- The Company has complied with all the applicable mandatory requirements.
 - The status of adoption of Non-mandatory requirement provided under Schedule II Part (E) of the Listing Regulations is as below:
 - i. **The Board**
The Company has regular Chairperson on the Board.

ii. Shareholder Rights

The Company publishes its quarterly/half yearly and annual financial results in English and Marathi newspapers (Mumbai Edition). The financial results and significant events, if any, are communicated by the Company to the Stock Exchange and are also uploaded on its website i.e. www.orientceratech.com

iii. Modified opinion(s) in audit report

The Company's financial statements for the financial year 2023-2024 do not contain any modified audit opinion.

iv. Separate posts of Chairperson and the Managing Director or the Chief Executive Officer

The Company has appointed separate persons to the post of Chairperson and Managing Director. The Chairperson of the Board is not related to Managing Director.

v. Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee and attends the Audit Committee meetings and interacts directly with the Audit Committee members.

- e.** The Company has adopted policy on Determination of Material Events and Policy for preservation of Documents. The said policy can be accessed at www.orientceratech.com.

- f.** The Company has in place a Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to regulate, monitor and report trading by Insiders as prescribed under SEBI (Prohibition of Insider Trading) Regulations, 2015, as approved by the Board of Directors.

Mrs. Seema Sharma, Company Secretary as the Compliance Officer of the Company is responsible for complying with the procedures, monitoring, adherence to the rules for the preservation of price sensitive information, pre-clearance of trade, monitoring of trades and implementation of the Code of Conduct under the overall supervision of the Board.

The Code requires pre-clearance for dealing in the Company's shares and prohibits purchase and/or sale of the Company's shares by the Directors and Designated Employees while in possession of unpublished price sensitive information in relation to the Company.

- g.** The total income of Orient Advanced Materials Private Limited exceeded 10% of Consolidated Income of Orient Ceratech Limited for the year ended 31st March 2023, accordingly, Orient Advanced Materials Private Limited became a Material Subsidiary of the Company for the FY 2023-2024. A policy on material subsidiaries has been formulated by the Company and posted on website of the Company at the link www.orientceratech.com.

Details of Material Subsidiary:

Sr. No.	Name of Material Subsidiary	Date of Incorporation	Place of Incorporation	Name of Statutory Auditor	Date of Appointment of Statutory Auditor
1.	Orient Advanced Materials Private Limited	7 th March 2006	Gujarat	Sanghavi & Company	27-09-2019

Pursuant to regulation 24A, the secretarial Audit report of Company's material unlisted subsidiary incorporated in India has been attached as Annexure I.

- h.** Certificate from Company Secretary in Practice on Non-Disqualification of Directors of the Company:

A Certificate has been received from Mrs. Dipti Gohil, Practicing Company Secretary, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such Statutory Authority. The Certificate received from Mrs. Dipti Gohil is duly enclosed with this Report.

i. Fees Paid to Statutory Auditors:

The details of fees paid by the Company to the statutory auditor is mentioned in Note No. 29 of the Financial Statements.

j. Disclosures in Relation to Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013:

The details have been disclosed in the Directors Report forming part of this Annual Report.

k. Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount':

The Company has provided loan to its wholly owned subsidiary, whose accounts are being consolidated, the details are disclosed under Note 6 to the Accounts for the year under review.

9. COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS:

The Company has complied with all the mandatory requirements as contained in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Certificate received from M/s Sanghavi & Company, Chartered Accountants, is duly enclosed with this Report.

10. UNCLAIMED SUSPENSE DEMAT ACCOUNT:

In accordance with the Regulation 39 of the Listing Regulations, the Company had Unclaimed Suspense Demat Account with Stock Holding Corporation of India Limited. The outstanding shares lying in the Unclaimed Suspense Demat Account were transferred to Demat Account of IEPF Authority during the FY 2021-2022.

There were no outstanding shares in the Unclaimed Suspense Demat Account to transfer to the IEPF authority's Demat Account during the FY 2023-2024.

11. TRANSFER OF UNCLAIMED/UNPAID AMOUNTS TO THE INVESTOR EDUCATION AND PROTECTION FUND:

In terms of the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends, if not claimed 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") of the Government.

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

In the interest of the shareholders, the Company sends periodical reminders to the shareholders to claim their dividends in order to avoid transfer of dividends/shares to IEPF Authority. Notices in this regard are also published in the newspapers and the details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website at www.orientceratech.com.

In light of the aforesaid provisions, the Company has during the year under review, transferred to IEPF the unclaimed dividends, outstanding for 7 consecutive years, of the Company. Further, shares of the Company, in respect of which dividend has not been claimed for 7 consecutive years or more from the date of transfer to unpaid dividend account, have also been transferred to the demat account of IEPF Authority.

The details of unclaimed dividends and shares transferred to IEPF during the year are as follows:

Financial Year	Amount of unclaimed dividend amount transferred to IEPF	Number of shares transferred to IEPF
2015-16	Rs. 10,11,428/-	47,700

The members who have a claim on above dividends and shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website <http://www.iepf.gov.in/> and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/shares so transferred.

“TABLE A”

CATEGORY-WISE DISTRIBUTION AS ON 31ST MARCH, 2024

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares	% of shareholding
1-500	21650	78.42	2697224.00	2.25
501-1000	2495	9.04	2128220.00	1.78
1001-2000	1741	6.31	2911605.00	2.43
2001-3000	446	1.62	1171857.00	0.98
3001-4000	372	1.35	1417635.00	1.18
4001-5000	218	0.79	1042759.00	0.87
5001-10000	389	1.40	2950803.00	2.47
10001 & above	298	1.07	105319097.00	88.04
Total	27609	100.00	119639200.00	100.00

“TABLE B”

DISTRIBUTION OF SHAREHOLDING AS ON 31st MARCH, 2024

Categories	Total No. of Shares	% of Holdings
A) Promoters Holding	7,60,66,129	63.58
B) Public Holding		
Director and their Relative (excluding Independent Directors and Nominee Directors)	11256	0.01
Key Managerial Personnel	151	0.00
Foreign Portfolio Investor/ Foreign Institutions (Corporate)	15845572	13.24
Banks	3000	0.00
Bodies Corporate	480989	0.40
Non-Resident Indian	1144664	0.96
Resident Indian HUF	1126316	0.94
Trust	3490	0.00
Clearing Members / House	1123	0.00
Individuals	21128714	17.67
IEPF	3694598	3.09
Firm	133198	0.11
Total (B)	43573071	36.42
Grand Total	119639200	100.00

For and on Behalf of the Board of Directors

Manan Shah
Managing Director
(DIN: 06378095)

Hemul Shah
Director
(DIN: 00058558)

Place : Mumbai
Date : 14th August 2024

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
ORIENT ADVANCED MATERIALS PRIVATE LIMITED
CIN - U26100GJ2006PTC047900
Dwarka Highway, Opp. Ashok Petrol Pump,
Khambhalia – 381305, Gujarat.

I have conducted the Secretarial Audit of compliance of applicable Statutory Provisions and the adherence to good corporate practices by **ORIENT ADVANCED MATERIALS PRIVATE LIMITED [CIN – U26100GJ2006PTC047900]** (hereinafter called “the Company” OR “OAMPL”). The Company is a Wholly Owned Material Subsidiary of Orient Ceratech Limited, a listed entity. Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on verification of the Company’s books, papers, minutes, statutory registers, Records, forms and returns filed with the Registrar of Companies (‘the ROC’) and other records maintained by the Company (on physical and online basis) and also the information provided by the Company, its Officers, Agents and Authorized Representatives during the conduct of Secretarial Audit, the explanations and clarifications given and the representations made by the Management, I hereby report that in my opinion, the Company during the audit period covering the financial year 1st April, 2023 to 31st March, 2024, (“audit period”) has prima facie complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minutes, statutory registers, Records, forms and returns filed and other records maintained by the Company (on physical and online basis) for the financial year ended on 31st March, 2024 according to the applicable provisions of :

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder; as also Secretarial Standards 1 & 2 Issued by the Institute of Company Secretaries of India.
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iii) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 {limited to the provisions pertaining to a Wholly Owned Material Subsidiary}
- (iv) Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, and also the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’), the same were NOT applicable to the Company for the financial year ended March 31, 2024:-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
 - (e) The Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - (j) Foreign Exchange Management Act, 1999 & the Rules & Regulations made thereunder

(iv) I further report that, based on the discussion had with the Management and the Management Representation Letter furnished, the Company has inter-alia complied with the following laws:

- (a) Industrial Disputes Act, 1947
- (b) Factories Act, 1948
- (c) The Payment of Wages Act, 1936
- (d) The Minimum Wages Act, 1948
- (e) The Employees Provident Fund & Miscellaneous Provisions Act, 1952
- (f) The Payment of Bonus Act, 1965
- (g) The Payment of Gratuity Act, 1972
- (h) The Contract Labour (Regulations & Abolition) Act, 1970
- (i) The Maternity Benefit Act, 1961
- (j) The Child Labour (Prohibition and Regulation) Act, 1986
- (k) The Industrial Employment (Standing Orders) Act, 1946
- (l) The Employees' Compensation Act, 1923
- (m) The Apprentices Act, 1961
- (n) Equal Remuneration Act, 1976
- (o) The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959
- (p) Environment Protection Rules, 1986
- (q) Water (Prevention & Control) of Pollution Act, 1974
- (r) Air (Prevention & Control) of Pollution Act, 1981
- (s) Hazardous Wastes (M&H) Rules

I further report that I have relied on the Statutory Auditor's Reports in relation to the financial statements and accuracy of financial figures for Sales Tax, Wealth Tax, Value Added Tax, Related Party Transactions, Provident Fund, ESIC, etc. as disclosed under financial statements, Indian Accounting Standard 24 & note on foreign currency transactions during the audit period and I have not verified the correctness and appropriateness of the books of accounts of the Company.

I further report that:-

1. The Board of Directors of the Company is duly constituted as on 31st March, 2024. There was no change in the Board of Directors during the year under review.

The Company w.e.f. 05/07/2024 has appointed Mr. Ketan Shrimankar (DIN 00452468) as an Additional Director on its Board of Directors, and the said appointment shall be put forward for regularization at the ensuing AGM of the Company.

[This appointment is in pursuance of Regulation 24(1) of the SEBI (LODR) 2015, which requires an Independent Director on the Board of Holding Company to be appointed on the Board of Directors of the Wholly Owned Material Subsidiary]

2. the Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other Companies and interest in other entities;
3. As per the information provided, the Company has prima facie given adequate notice in respect of the Board Meetings, agenda & detailed notes on agenda were sent in advance. Further as per the information provided and observed, majority decisions are carried unanimously while the dissenting members' views, if any, are captured & recorded as part of the minutes.
4. the Company has obtained all necessary approvals under various provisions of the Act where necessary;
5. there was no prosecution initiated against or show cause notice received by the Company during the year under review under the Companies Act and rules, regulations and guidelines under these Acts.

6. the Company's Management and Board of Directors are also responsible for establishing and maintaining adequate systems and process, commensurate with the size and operations of the Company to identify, monitor and ensure compliances with the applicable laws, rules, regulations and guidelines, subject to observations and qualifications, if any made by the Statutory Auditors in their report.
7. the Management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/records required by the concerned authorities and internal control of the concerned department.

I further report that during the audit period the Company has :

- (a) made preferential allotment of fully paid up 50,000 equity shares of Rs.10/- each at a premium of Rs.990/- per share to its Holding Company viz. Orient Ceratech Limited. The requirements of Section 42 and section 62 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which they were raised.
- (b) raised funds on short-term basis, which prima-facie, appear to have been used for long-term purposes by the Company. (as observed by the Auditors in their Report dated 16th May, 2024).

I further report that:-

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of the financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management Representation Letter about the compliance of Laws, Rules and Regulations and happening of events etc.
5. The compliance with the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
7. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Standards.

Dipti Gohil

ACS No : 14736

COP No : 11029

P. R. No. : 2026/2022

UDIN : A014736F000994407

Place: Mumbai

Date: 14-08-2024

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for all the Board Members, Senior Management and all employees in and above Officer Level. The said code of conduct is available on the Company's website.

I further confirm that the Company has in respect of the financial year ended on 31st March, 2024, received from all the Board Members and Senior Management Personnel of the Company, a declaration of compliance with the Code of Conduct as applicable to them.

For and on behalf of the Board

**Sd/-
Manan Shah
Managing Director
(DIN: 06378095)**

**Date: August 14, 2024
Place: Mumbai**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)**

To
The Members,
Orient Ceratech Limited [Formerly 'Orient Abrasives Limited']
CIN: L24299MH1971PLC366531
Lawrence & Mayo House, 3rd Floor,
276 D.N.Road, Fort, Mumbai – 400001.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Orient Ceratech Limited having CIN L24299MH1971PLC366531 and having its Registered Office at Lawrence & Mayo House, 3rd Floor, 276 D. N. Road, Fort, Mumbai - 400001, (hereinafter referred to as 'the Company') produced before us by the Company for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para C sub Clause (10)(i) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

In my opinion and to the best of my knowledge and according to the verifications including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanation furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below have been debarred or disqualified for the financial year ended 31st March 2024, from being appointed or continuing as Directors of Companies by the Securities Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of The Director	DIN	Designation	Date of appointment in the Company
1.	Mr. Harish Motiwalla	00029835	Non-Executive, Independent Director (Chairman)	12/02/2018
2.	Mr. Manan Shah	06378095	Managing Director	12/04/2023
3.	Mr. Manubhai Rathod	07618837	Whole Time Director (Operations)*	15/06/2017
4.	Mr. Hemul Shah	00058558	Non-Executive Director	15/07/2017
5.	Ms. Chaitali Salot	02036868	Non-Executive Director	12/02/2018
6.	Mr. Ketan Shrimankar	00452468	Non-Executive, Independent Director	11/08/2021
7.	Ms. Neeta Shah	07134947	Non-Executive, Independent Director	02/02/2021

* w.e.f. 3rd August, 2023, the designation of Mr. Manubhai Rathod changed from Whole-Time Director & CEO to Whole-Time Director (Operations)

Ensuring the eligibility for the appointment or continuity of every Director on the Board of above referred Company is the responsibility of the Management of the Company. My responsibility is to express an opinion as stated above based on the verification. This certificate is neither an assurance to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Mumbai
Date: 14-08-2024

Dipti Gohil
Practicing Company Secretary
Peer Review Certificate No.: 2026/2022
CP No.: 11029 ACS No.: 14736
UDIN – A014736F000991305

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
ORIENT CERATECH LIMITED

1. We have examined the compliance of conditions of Corporate Governance by **Orient Ceratech Limited** ("the Company") for the year ended 31st March, 2024 as stipulated in regulations 17 to 27 and clause (b) to (i) of regulation 46 (2) and para C, D and E of schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations").

Managements' Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditors' Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India ("the ICAI") and Standards on Auditing specified under section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representation provided by the Management, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31st March, 2024.
8. We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on Use

9. The certificate is addressed and provided to the members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate.

For SANGHAVI & COMPANY
Chartered Accountants
FRN: 109099W

Mumbai
14th August, 2024

MANOJ GANATRA
Partner
Membership No. 043485
UDIN: 24043485BJ22BF8920

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Overview:

This report is an integral part of the Board's Report and covers management perspective on economic environment, industrial scenario, business performance, opportunities, threats, risks & concern, internal control etc. during the Financial Year 2023-2024. This should be read in conjunction with the Company's Financial Statements, the schedules, and notes thereto and other information included elsewhere in the Annual Report.

Economic Overview:

Despite global geopolitical uncertainties, the Indian economy achieved a robust 8.2% GDP growth in real terms for FY24. This growth occurred amid increased global economic volatility due to disruptions in the Red Sea, the ongoing Russia-Ukraine conflict, and tensions in the Middle East. Economic performance varied significantly worldwide during the year. European economies experienced a sharp slowdown primarily due to the energy crisis. Conversely, the US saw growth driven by a strong labor market and increased household spending, although this growth is expected to moderate to around 2% by 2025. China faced economic challenges from high debt levels, weak consumer demand, and a sluggish property market. In contrast, emerging markets demonstrated high growth rates, buoyed by substantial infrastructure investments and improved macroeconomic policies.

Inflationary pressures, which were significant in the previous fiscal year, have eased somewhat due to the tight monetary policies implemented by various central banks. In India, retail inflation decreased to 5.4% in FY24 from 6.7% in FY23. However, food inflation remains a concern. The Red Sea disruptions have led to increased shipping costs and longer delivery times, impacting exports, particularly to European and Western markets. The Economic Survey of FY24, highlights a decrease in India's fiscal deficit to 5.6% and Current Account Deficit to 0.7% of GDP. On the production front, gross value added (GVA) grew by 6.5% year-on-year, driven by strong performances in construction and manufacturing, alongside steady growth in the service sector.

Industry Scenario:

Below table details our key product segments with industries and customers they cater to:

Product Segment	Industries / End Customers
Ceramic Raw Materials	Metals & other related industries, Refractories, Abrasives
Refractories	Steel, Metals & other related industries, Cement, Power
Speciality Ceramics	Oil & Gas

The Indian steel industry is poised for continued growth, driven by several key factors including favorable government policies, increased sector investments, and rising demand from industries such as construction, automobiles, capital goods, and consumer durables. In FY24, India's production of crude steel and finished steel reached 144 million tonnes (MnT) and 139 MnT, respectively, marking a 14% year-on-year increase. Notably, in July 2023, India surpassed China for the first time as the leading developer of coal-based steel capacity, according to a report from Global Energy Monitor.

Global steel demand and production remained stable in 2023, with India emerging as a significant demand driver. The domestic steel market is robust, supported by the government's Production-Linked Incentive (PLI) schemes, capital expenditure announcements from major steel manufacturers, and anticipated infrastructure investments by the Government of India (GOI). Overall, these developments underscore a positive trajectory for India's steel industry, underpinned by supportive policies and growing sectoral demand.

The growth of the refractory industry is closely tied to the expansion of sectors such as steel, glass, cement, non-ferrous metals, and petrochemicals, where refractories are essential for high-temperature applications, providing resistance to heat and chemical corrosion. The Indian government's emphasis on infrastructure development—encompassing roads, ports, and airports—is expected to further drive demand for refractories. The Indian refractory industry, valued at approximately \$1.8 billion, is projected to grow at a compound annual growth rate (CAGR) of over 5.5% over the next three years. In comparison, the global refractory market, valued at around \$30 billion, is anticipated to grow at a CAGR of more than 4%

over the next five years. In response to the rising demand, major refractory manufacturers are expanding their capacities globally. However, the industry faces several challenges, including competition from China, volatile raw material prices, and stringent environmental regulations. To stay competitive, Indian refractory manufacturers are investing in advanced technologies and processes aimed at improving efficiency, reducing costs, and minimizing their carbon footprint.

The oil and gas industry is navigating a complex landscape influenced by evolving regulations, macroeconomic factors like high interest rates and rising costs, geopolitical issues, and the drive toward net zero emissions. Despite these challenges, global oil demand is at record highs and is expected to peak around 2030. The sector is on track for a 5% annual growth rate through 2027, with increased capital expenditures and a shift towards green energy. Major companies are scaling back on new exploration and focusing on optimizing existing wells, leading to a heightened demand for specialty products such as proppants used in hydraulic fracturing.

Opportunity and Threats:

Your company faces significant challenges and opportunities in a competitive landscape. As a challenger against major domestic players and Chinese competitors, your company is navigating a sector projected to reach 300 million tons of steel and 3 million tons of refractory capacity in India by the end of the decade. This requires substantial investment in R&D to keep pace with technological advancements that reduce steel consumption.

The ceramics raw materials division is grappling with quality consistency and rising costs, compounded by high fuel prices. To address these issues, there are calls for beneficiation of ores like magnesite to lessen dependence on single-source raw materials.

In the Specialty Ceramics division, your company stands out as the sole major producer of ceramic proppants in the country. This standing, combined with a strategic location for serving Middle Eastern markets, offers a distinct advantage to cater the demands of this region. Opportunities exist for growth in both domestic and export markets, including new regions in Oceania, Europe and Americas. Long-term success will hinge on ongoing R&D investments to lower production costs and expand market reach.

Risks and Concerns:

Indian refractory industry continues to face stiff challenge from China as more than 25-30% of the raw materials are still being imported. Non-availability of high purity raw materials, low ferric bauxite, materials such as microsilica, etc., is a major risk. Competitive pricing offered by China, dampens domestic refractory profitability growth. Dependence on Steel Industry is also a major risk for refractories as still more than 70% consumption is driven by Steel and related industries. Capacity utilizations in India remains low at just about 55-60% levels.

Global oil demand is expected to peak by 2030, which is a long-term risk for your Company. Increased shift towards cleaner energy, particularly, the use of oil for transport fuels is set to decline after 2026 as the expansion of electric vehicles, the growth of biofuels and improving fuel economy reduce consumption. Price volatility remains a major concern in this segment.

Outlook:

Global GDP is forecasted to grow at about 2.4% in 2024, on account of expected slowdowns in US, China and Eurozone. Consumer spending is expected to weaken in the US, unless further rate cuts are announced. US is all set for fresh elections at the year end, which can add to volatility in expected growth. China is expected to witness sluggish growth due to weak domestic demand. Europe and Japan also face significant economic headwinds, with growth rates forecasted at 1.2% for both regions in 2024. Developing countries present a different picture, with Africa's growth projected to increase from 3.5% in 2024. The least developed countries (LDCs) are projected to grow by 5.0% in 2024, yet this falls short of the 7.0% growth target set in the Sustainable Development Goals (SDGs). High debt and limited fiscal space remain pressing concerns for these nations. India's GDP growth forecast has been slated to grow well above 6% by various world bodies such as World Bank, IMF, amongst others. However, concerns remain due to global financial uncertainty – including higher interest rates, slower recovery in China, debt distress in emerging economies and threats to trade due to geo-economic fragmentation and rising freight costs. The Refractory industry is projected to grow in tandem with growth in cement, steel,

and related industries, providing an opportunity for your Company's refractory and ceramic raw materials divisions. The Oil & Gas industry is slated to continue growing, with expected peak in global oil demand by 2030. Healthy balance sheets of the Upstream Oil companies will drive further capital investments and opportunities. Shift in the trend towards cleaner energy remains a risk in the long term. Being a comparatively smaller player and a challenger in most of its divisions, your Company is expected to outperform industry growth rates and gain market share from competitors.

Internal Controls systems and their adequacy:

Your Company has proper and adequate internal control procedures and vigilance system in place that are commensurate with its size and nature of operations to provide reasonable assurance that all assets are safeguarded, transactions are authorised, recorded and reported properly. These controls have been developed and designed in a manner to properly maintain accounting records for ensuring reliability of financial reporting, monitoring of operations, protecting assets from unauthorized use or losses and compliance with regulations.

On the recommendation of the Audit Committee, the Company appointed M/s Atul HVM & Associates LLP as the Internal Auditors of the Company for the financial year 2023-2024. The internal auditors of the Company conduct audit of various departments and areas. Observations made in internal audit reports on business processes, systems, procedures and internal controls and implementation status of recommended remedial measures by the Internal Auditors, are presented quarterly to the Audit Committee. The statutory auditors also provide assurance on the adequacy of the internal control systems in the Company.

Segment-wise performance

Please refer Note No. 39 of the Financial Statements.

Segment:

Segment performance is evaluated and monitored based on profit or loss and is measured consistently with the statement of profit or loss. Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108. The chief operational decision maker monitors the operating results of its business segment separately for the purpose of making decision about resource allocation and performance assessment.

The Board of Directors of the Company has authorised its KMPs to assess the financial performance and position of the Company, and make decisions in normal course of business operations. For key strategic decisions, the Board of Directors take decisions after evaluating the possible options and recommendations given by the management.

Segment revenue and results:

Unallocable expenditure which are not directly attributable to any business segment are shown net of allocable income.

Segment assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipment, trade receivables, inventories and other operating assets. Segment liabilities primarily includes trade payable and other liabilities. Common assets and liabilities which cannot be allocated to any of the business segment are shown as unallocable assets / liabilities.

Inter segment transfer:

There is no change in the nature of business of the Company during the year under review. The Company has two major business segments in terms of the nature of output (i) Fused Aluminium Oxide Grains including Calcined Products and Refractories Monolithic and (ii) Electricity (Power Division). Inter segment revenues are recognised at sales price. The same is based on market price and business risks. Profit or loss on inter segment transfer are eliminated at the group level.

Financial Highlights & Accounting Treatment:

The Financial Statements for the year ended 31st March, 2024, have been prepared in accordance with the Companies (Indian Accounting Standards) Rule, 2015 (Ind AS) prescribed under section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.

During the year under review the revenue from operations of the Company stood at Rs. 31,698.41 Lakhs and gross profit & net profit stood at Rs. 2,220.75 Lakhs & Rs. 1710.57 Lakhs respectively. Revenue and profit before tax increased vis-a-vis compared to previous financial year is mostly attributable to increase in the sales as well as change in product mix. In Porbandar plant, the Company continued to produce and trade in other fused products, where specialised grade raw bauxite is not required. Through technical expertise, the Company continues to focus more on the manufacturing activities and value-added products compared to mining and related activities. During the year under review, gross revenue from sale of power (wind energy) stood at Rs. 733.69 Lakhs.

Dividend:

The Board has recommended dividend of Re.0.25/- (25%) per equity share for the Financial Year ended 31st March, 2024, payable subject to approval of the Members at the ensuing Annual General Meeting. This will result in a total outflow of Rs. 299.10 Lakhs.

The Company believes in maintaining a fair balance between dividend distribution and cash retention. The cash retention is required for future growth, probable acquisitions and to meet any unforeseen contingencies.

Key Financial Ratios:

The key financial ratios for FY 2023-2024 and FY 2022-2023, are as follows:

Sr. No.	Particulars	2023-24	2022-23	% of Change	Reasons for change in the ratio by more than 25%
1	Debtors Turnover	4.29	3.94	8.79	
2	Inventory Turnover	4.70	4.87	(3.54)	
3	Interest Coverage Ratio	2.10	3.07	(31.70)	Increase in debt
4	Current Ratio	2.35	4.07	(42.28)	Increase in current liabilities
5	Debt Equity Ratio	0.21	0.06	273.44	Increase in debt
6	Operating Profit Margin (in %)	8.51%	8.23%	3.40	
7	Net Profit Margin* (in %)	4.05%	4.45%	(8.98)	
8	Return on Net Worth (in %)	4.83%	4.99%	(3.08)	Increase in debt

*before exceptional item

Human Resource/Industrial Relation Development:

As on March 31, 2024, the Company had a total head count of 242 as against 109 in the previous year.

The Company continues to maintain healthy and harmonious relations across its plant and all its offices. The Human Resources function has been enabling business transformation by striking a balance between business needs and individual aspirations. Senior management is easily accessible for counselling and redressal of grievances.

The Company recognizes that its human asset is critical to the Company's success and therefore, is committed to training, skilling and up skilling its human asset on an ongoing basis which ensures that its employees are able to adopt to evolving technologies, processes and techniques.

Statutory Compliance:

The Managing Director makes a declaration at each Board Meeting on quarterly basis, regarding the compliance with provisions of various statutes after obtaining confirmation from all the unit heads of the Company. The Company Secretary also ensures compliance, *inter-alia*, with the provisions of Companies Act, 2013 and SEBI Regulations.

Cautionary Statement:

Statements made in this report describing the Company's objective, projections, estimates and expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Important factors that could make a difference to the Company operations include, among others, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in government regulations, tax laws and other statutes and incidental factors.

Although the expectations are based on reasonable assumptions, the actual results might differ.

INDEPENDENT AUDITOR'S REPORT

To
The Members of
ORIENT CERATECH LIMITED
(formerly known as “Orient Abrasives Limited”)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **Orient Ceratech Limited** (formerly known as “Orient Abrasives Limited”) (“the Company”) which comprise the balance sheet as at 31st March 2024, the statement of profit and loss including other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and the other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2024, its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“the ICAI”) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters which, in our professional judgment were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in our forming our opinion thereon, and we do not provide a separate opinion on these matters. We have the matters described below to be the key audit matters to be communicated in our report:

Key audit matters	How our audit addressed the key audit matter
<p>1. <u>Overdue statutory payables – Royalty, contribution to District Mineral Fund (DMF) and Contribution to National Mineral Exploration Trust (NMET)</u></p> <p>The Company is liable to pay royalty liability on dispatch of extracted material from its mines. The Company is also required to make contribution to District Mineral Fund (DMF) and National Mineral Exploration Trust (NMET) as per various government notification in this regard.</p> <p>The Company has received demand letter dated August 16, 2018 from the Office of DMF and the Geology and Mining Department (District Mineral Foundation (Cell)) against the unpaid contribution and interest thereof with respect to the dispatch of bauxite ores from mines. The Company has filed petition against such demand which is pending in the Honorable Gujarat High Court and the management believes that the decision will come in favor of the Company.</p> <p>The Company has also received orders from department of Udyog and Khan, Gandhinagar up to March, 2018 with respect to LME based royalty refund (net of payable) of Rs. 129 lacs. The refund is not yet received by the Company.</p> <p>As at year end, the Company is carrying liability in its books of Rs. 220.33 lacs in respect of royalty and other contributions against which there is an advance payment of Rs. 127.03 lacs as at March 31, 2024. The liability amount includes contribution payable for past 1-6 years as per the books.</p>	<ul style="list-style-type: none"> • We have verified the relevant records of the Company's obligation with respect of Royalty, NMET and DMF; • We have discussed the Company's policy regarding deposit of Royalty, NMET and DMF dues and as per management representation, the royalty is deposited in advance at the rate prescribed by Commissioner of Geology and Mining (CGM), whereas the royalty payable in the books of accounts is on account of difference between the rates prescribed by CGM and Indian Bureau of Mines (IBM). • The management informed that the Company has also filed petition with honorable High Court of Gujarat against the demand letter from the Office of District Mineral Foundation and the Geology and Mining Department (District Mineral Foundation (Cell)) as the Company is of the view that the contribution is on production of bauxite ores after applicability of law w.e.f. September 16, 2015 instead of dispatch of bauxite ores from mines which were extracted before September 16, 2015. • With respect to net refund orders received from department of Udyog and Khan, Gandhinagar, the Company will account for the same on receipt of such amount on the principles of prudence. • We have ensured completeness of liabilities and relied on management representation as regards compliance of the Acts/notifications.

<u>2. Advance given to mining contractors pending adjustment</u>	
<p>The Company extracts raw bauxite from its mines which are taken on lease. The company get the raw bauxite extracted through various sub-contractors which includes extraction, sizing, sorting, truck loading activities, etc. at various mines.</p> <p>The Company accounts for the inventories of raw bauxite in the books when all the activities of the sub-contractors get completed and material is readily usable.</p> <p>As at March 31, 2024, the extracted stock of raw bauxite which remain to be sorted and weighment thereof is not recorded in the books.</p> <p>Against the contracted activities which are currently in progress, the Company has outstanding advance of Rs. 855.24 lacs as at reporting date paid to sub-contractors towards various activities at mines.</p> <p>Treatment of amount paid to sub-contractor as an advance pending adjustment, was determined to be key matter in our audit of the standalone financial statements.</p>	<ul style="list-style-type: none"> • We have reviewed the Company's internal control as regards accounting of advance to sub-contractors and accounting of purchase of material. • As per contractors' confirmation and management representation, at the reporting year end, as mining activities are in progress and hence, the amount paid to the contractors are treated as advances since the mining services obligations are not yet completed. • We have also verified the amount of advance settled during the year based on receipt of raw bauxite and details of additional advance paid during the year.
<u>3. Manufacturing plant at Porbandar</u>	
<p>The Company's operations have been affected by non-availability of core raw material – specialized grade raw bauxite.</p> <p>The Company has partially suspended the plant operations in respect of products manufactured from specialized grade raw bauxite at its Porbandar manufacturing plant.</p> <p>The management is taking care of plant equipment health through periodic maintenance activities to keep the plant in working condition.</p> <p>The net block of the property, plant and equipment at Porbandar plant is Rs. 6,108.57 lacs as at March 31, 2024.</p>	<p>Our audit procedures in relation to evaluation of impairment testing of the manufacturing plant at Porbandar included the following:</p> <ul style="list-style-type: none"> • Performing test of controls over key financial controls related to accounting, valuation and recoverability of assets through inspection of evidence. • Performing substantive audit procedures including: <ul style="list-style-type: none"> - Obtaining the management's impairment assessment; - Evaluating the key assumptions including projected revenue, weighted average cost of capital by comparing them with external data, where available; - Obtaining and evaluating the sensitivity analysis.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Corporate Governance Report, Shareholder's Information, but does not include the standalone financial statements and auditor's report thereon. The Board's Report and other information are expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the aforesaid reports and information, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concerns and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is high level of assurance, but is not a guarantee that audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatements of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of the internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosure, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India terms of sub-section (11) of section 143 of the Act, we give in the Annexure – A, a statement on the matters specified in clause 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The balance sheet, the statement of profit and loss including other comprehensive income, statement of changes in equity and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015;
 - e) On the basis of written representations received from the directors as on 31st March 2024, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2024, from being appointed as a director in terms section 164(2) of the Act;
 - f) With respect to the adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, our separate report in annexure – B may be referred;
 - g) In our opinion and to the best of our information and according to the explanations given to us, remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act read with Schedule V of the Act.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements;
- ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
- iii. There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv.
 - a. The Management has represented that, to the best of its knowledge and belief, as disclosed in the note no, 41(h) to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b. The Management has represented, that, to the best of its knowledge and belief, as disclosed in the note no. 41(i) to the accounts, no funds have been received by the Company from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - c. Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above, contain any material misstatement.
- v. The dividend declared or paid during the year by the Company is in compliance with section 123 of the Act.
- vi. Based on our examination which included compliance test and test checks, the Company has used the accounting software for maintaining books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

For SANGHAVI & COMPANY
Chartered Accountants
FRN: 109099W

Mumbai
May 16, 2024

MANOJ GANATRA
Partner
Membership No. 043485
UDIN: 24043485BJZYRP7878

ANNEXURE – A TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

On the basis of such checks as we considered appropriate and in terms of information and explanations given to us, we state that:

1 In respect of property, plant and equipment:

- a. The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment.

The Company has maintained proper records showing full particulars of intangible assets.

- b. Property, plant and equipment were physically verified by the management at reasonable intervals in a phased manner in accordance with a programme of physical verification. No material discrepancies were noticed on such verification.
- c. The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements included under property, plant and equipment are held in the name of the Company.
- d. The Company has not revalued any of its property, plant and equipment (including right of use assets) or intangible assets during the year.
- e. There are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 as amended and Rules made thereunder.

2

- a. The physical verification of inventory has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.
- b. The Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, from banks on the basis of security of current assets of the Company. The quarterly returns or statements filed by the Company with such banks are generally in agreement with the books of account.

3 In respect of investments, guarantees or securities provided or loans or advances in the nature of loans granted by the Company:

- a. The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year except:

Particulars	Loans (₹ in lacs)
Aggregate amount of loans granted during the year - subsidiary	45.38
Balances outstanding as on balance sheet date – subsidiary	4,045.38

- b. The terms and conditions of the grant of these loans and investment made during the year are not prejudicial to the interest of the Company.
- c. In respect of loans granted by the Company, the schedule of repayment of principal has been stipulated and the repayments are regular.
- d. There is no overdue amount in respect of loans granted.

- e. No loans or advances in the nature of loans granted by the Company that have fallen due during the year, have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties *except for a renewal of a loan to one of the subsidiaries of 4000.00 lacs.*
 - f. The Company has not granted any loans or advances in the nature of loans that are either repayable on demand or without specifying any terms or period of repayment.
- 4 The Company has complied with the provisions of Section 185 and 186 of the Act in respect of loans, investments, guarantees and securities, to the extent applicable.
 - 5 The Company has not accepted any deposits within the meaning of the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder with regard to the deposits accepted from the public. No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
 - 6 We have broadly reviewed the cost records maintained by the Company pursuant to Section 148(1) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
 - 7 In respect of statutory and other dues:
 - a. The Company has generally been regular in depositing undisputed statutory dues, including provident fund, employees state insurance, income tax, cess, goods & service tax and other statutory dues, to the extent applicable, with the appropriate authorities during the year.

- b. Undisputed dues in respect of following liabilities were outstanding at the year-end for a period of more than six months from the date they became payable:

Name of the statute	Nature of the dues	₹ in lacs	Period to which the amount relates
Mines and Minerals (Development and Regulation) (Amendment) Act, 2015	Payment of Royalty	136.18	Various years
Mines and Minerals (Contribution to District Mineral Foundation) Rules, 2015	Contribution to District Mineral Foundation	75.85	Various years
Mines and Minerals (Development and Regulation) (Amendment) Act, 2015	Contribution to National Mineral Exploration Trust	12.70	Various years

- c. There are no statutory dues, which have not been deposited on account of dispute except for the followings:

Name of the statute	Nature of dues	₹ In lacs	Forum where dispute is pending
Customs Act, 1962	Custom Duty	54.51	Commissioner of Customs (Appeals)
Customs Act, 1962	Custom Duty	1.59	Additional Commissioner of Customs
Income Tax Act, 1961	Income Tax	951.80	The High Court of Gujarat
Income Tax Act, 1961	Income Tax	130.97	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	1,854.27	Commissioner of Income Tax (Appeals)
Mines and Minerals (Contribution to District Minerals Foundation) Rules, 2015	Royalty	218.04*	Office of District Minerals Foundation and the Geology and Mining Department (District Minerals Foundation (Cell))
Mines and Minerals (Contribution to District Minerals Foundation) Rules, 2015	Royalty	16.62	Office of District Minerals Foundation and the Geology and Mining Department (District Minerals Foundation (Cell))

* excluding Rs. 33 lacs paid under protest as at 31st March, 2024.

- 8 The Company has not surrendered or disclosed any transactions, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- 9
 - a. The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
 - b. The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 - c. The term loans have been applied for the purposes for which they were obtained.
 - d. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used for long-term purposes by the Company.
 - e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries. The Company does not have any associate or joint venture companies.
 - f. The Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- 10
 - a. The Company has not raised any money during the year by way of initial public offer or further public offer (including debt instruments).
 - b. The Company has not made any preferential allotment or private placement of shares or fully/partly convertible debentures during the year and hence, the requirement to report under clause 3(x)(b) of the Order is not applicable.
- 11
 - a. No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
 - b. No report under sub-section (12) of section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
 - c. The Company has not received any whistle blower complaint during the year and up to the date of this report.
- 12 The Company is not a Nidhi Company as per the provisions of the Act. The requirement to report under clause 3 (xii) of the Order is, therefore, not applicable.
- 13 Transactions with the related parties are in compliance with Section 177 and 188 of the Act, wherever applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- 14
 - a. The Company has an internal audit system commensurate with the size and nature of its business.
 - b. We have considered the internal audit reports of the Company issued till date for the period under audit.
- 15 The Company has not entered into any non-cash transactions with its directors or persons connected with its directors.
- 16
 - a. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
 - b. The Company has not conducted any non-banking financial or housing finance activities without obtaining a valid certificate of registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
 - c. The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

- d. There is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly the requirement to report under clause 3(xvi)(d) of the Order is not applicable.
- 17 The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- 18 There has been no resignation by the statutory auditors of the Company during the year.
- 19 According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- 20 There are no unspent Corporate Social Responsibility (CSR) amounts required to be transferred under sub-section (5) or (6) of Section 135 of the Act.

For SANGHAVI & COMPANY
Chartered Accountants
FRN: 109099W

Mumbai
May 16, 2024

MANOJ GANATRA
Partner
Membership No. 043485
UDIN: 24043485BJZYRP7878

ANNEXURE – B TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

We have audited the internal financial controls over financial reporting of **Orient Ceratech Limited** (formerly known as “Orient Abrasives Limited”) (“the Company”) as of 31st March, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (“the Guidance Note”) issued by the Institute of Chartered Accountants of India (“the ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For SANGHAVI & COMPANY
Chartered Accountants
FRN: 109099W

Mumbai
May 16, 2024

MANOJ GANATRA
Partner
Membership No. 043485
UDIN: 24043485BJZYRP7878

BALANCE SHEET AS AT 31st MARCH, 2024

(Indian ₹ in lacs)

Particulars	Note No.	As at 31st March 2024	As at 31st March 2023
ASSETS:			
Non-Current Assets			
Property, plant and equipment	2	11,057.14	9,936.74
Capital work-in-progress	2	326.43	8.63
Right-of-use assets	3	72.54	75.37
Intangible assets	4	8.98	9.50
Financial assets			
Investments	5	509.03	9.03
Loans	6	4,045.38	4,000.00
Other financial assets	7	350.43	155.07
Other non-current assets	8	519.26	44.52
		16,889.19	14,238.86
Current Assets			
Inventories	9	7,789.45	5,708.12
Financial assets			
Trade receivables	10	7,894.43	6,891.82
Cash and cash equivalents	11	339.69	540.40
Other bank balances	12	164.16	104.89
Other financial assets	7	29.19	30.09
Current tax assets	13	459.95	440.59
Other current assets	8	6,059.64	4,133.73
		22,736.51	17,849.64
		39,625.70	32,088.50
Total Assets			
EQUITY AND LIABILITIES:			
Equity			
Equity share capital	14	1,196.52	1,196.52
Other equity	15	26,039.90	24,689.17
		27,236.42	25,885.69
Liabilities			
Non-Current Liabilities			
Financial liabilities			
Borrowings	16	1,480.75	554.40
Other financial liabilities		-	-
Provisions	17	126.15	78.48
Deferred tax liabilities (net)	18	1,104.76	1,184.72
		2,711.66	1,817.60
Current Liabilities			
Financial liabilities			
Borrowings	16	4,281.52	912.12
Trade payables	19		
-total outstanding dues of micro and small enterprises		66.68	22.56
-total outstanding dues of creditors other than micro and small enterprises		4,293.03	2,609.14
Other financial liabilities	20	85.04	59.04
Provisions	17	83.22	24.56
Other current liabilities	21	655.00	591.39
Current tax liabilities	13	213.13	166.40
		9,677.62	4,385.21
		39,625.70	32,088.50
Total Equity and Liabilities			

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For and on behalf of the Board of Directors

For Sanghavi & Co.
Chartered Accountants

Manoj Ganatra
Partner

Place : Mumbai
Date : May 16, 2024

Manan Shah
Managing Director
DIN: 06378095

Seema Sharma
Company Secretary

Place : Mumbai
Date : May 16, 2024

Hemul Shah
Director
DIN: 00058558

Vikash Khemka
Chief Financial Officer

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2024

(Indian ₹ in lacs)

Particulars	Note No.	2023-24	2022-23
INCOME:			
Revenue from operations (net)	22	31,698.41	28,384.93
Other income	23	550.04	946.71
Total income		32,248.45	29,331.64
EXPENSES:			
Cost of materials consumed	24	11,454.13	9,692.17
Purchases of stock-in-trade		7,944.99	8,502.15
Changes in inventories	25	(1,068.54)	515.83
Employee benefits expenses	26	2,073.07	1,686.67
Finance costs	27	333.35	351.49
Depreciation and amortisation expenses	28	1,026.62	951.89
Other expenses	29	8,691.29	6,041.98
Total expenses		30,454.91	27,742.18
Profit before exceptional items and tax		1,793.54	1,589.46
Exceptional items	38	427.21	-
Profit before tax		2,220.75	1,589.46
Tax expense	13		
Current tax		582.18	347.79
Earlier years' tax		(12.47)	(103.94)
MAT credit entitlement		-	137.27
Deferred tax		(59.53)	(54.31)
Total tax expense		510.18	326.81
Profit for the year		1,710.57	1,262.65
Other comprehensive income			
Items that will not be reclassified to profit or loss			
a. Remeasurements of defined benefit plans		(81.17)	47.36
b. Tax impacts on above		20.43	(13.79)
Other comprehensive income for the year		(60.74)	33.57
Total comprehensive income for the year		1,649.83	1,296.22
Basic earning per share (₹)	30	1.43	1.06
Diluted earning per share (₹)		1.43	1.06
Face value per share (₹)		1.00	1.00

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For and on behalf of the Board of Directors

For Sanghavi & Co.
Chartered Accountants

Manoj Ganatra
Partner

Place : Mumbai
Date : May 16, 2024

Manan Shah
Managing Director
DIN: 06378095

Seema Sharma
Company Secretary

Place : Mumbai
Date : May 16, 2024

Hemul Shah
Director
DIN: 00058558

Vikash Khemka
Chief Financial Officer

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2024

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
A Cash flow from operating activities:		
Net profit for the year	1,710.57	1,262.65
Adjustments for -		
Depreciation	1,026.62	951.89
Income tax expenses	510.18	326.81
Loss/(gain) on disposal of property, plant & equipment	(478.85)	(0.14)
Provision for doubtful debts/(sundry balances written back)	(73.36)	(266.87)
Interest income	(330.49)	(290.91)
Finance cost	333.35	351.49
	987.45	1,072.27
Operating Profit Before Working Capital Changes	2,698.02	2,334.92
Movements in working capital:		
Increase in trade and other receivables	(1,110.28)	586.27
(Increase)/decrease in other assets	(2,400.65)	1,209.45
(Increase)/decrease in inventories	(2,081.33)	241.95
Increase/(decrease) in provisions	25.15	(39.87)
Trade and other payables	1,904.70	181.08
Cash generated from operations	(3,662.41)	2,178.88
Income tax paid	(542.34)	(355.55)
	(542.34)	(355.55)
Net cash generated by operating activities	(1,506.73)	4,158.25
B Cash flow from investing activities:		
Payment for property, plant and equipment	(2,471.00)	(55.12)
Purchases of investments	(500.00)	(8.03)
Sale of property, plant & equipment	488.40	63.16
Term deposits and margin money	(154.60)	137.94
Loan given	(45.38)	(1,500.00)
Interest received	330.49	290.91
	330.49	290.91
Net cash (used in)/generated from investing activities	(2,352.19)	(1,071.14)
C Cash flow from financing activities:		
Proceeds from borrowings	1,335.86	728.18
Repayments of borrowings	(170.94)	(158.89)
Changes in working capital loans (net)	3,130.83	(2,876.17)
Interest paid	(329.96)	(349.49)
Dividend paid	(307.65)	(189.82)
	(307.65)	(189.82)
Net cash used in financing activities	3,658.13	(2,846.18)
Net increase in cash and cash equivalents	(200.79)	240.93
Cash and cash equivalents as at beginning of the year	540.40	299.47
	540.40	299.47
Cash and cash equivalents as at end of the year	339.69	540.40

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For and on behalf of the Board of Directors

For Sanghavi & Co.
Chartered Accountants

Manoj Ganatra
Partner

Place : Mumbai
Date : May 16, 2024

Manan Shah
Managing Director
DIN: 06378095

Seema Sharma
Company Secretary

Place : Mumbai
Date : May 16, 2024

Hemul Shah
Director
DIN: 00058558

Vikash Khemka
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2024
A. SHARE CAPITAL

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
At the beginning of the year	1,196.52	1,196.52
Changes in equity share capital during the year	-	-
At the end of the year	1,196.52	1,196.52

B. OTHER EQUITY

(Indian ₹ in lacs)

Particulars	General Reserve	Retained Earnings	Capital Reserve	Other Comprehensive Income	Total equity
				Remeasurements of net defined benefit plans	
As at 1st April, 2022	8,979.44	13,894.98	807.72	(109.73)	23,572.41
Profit for the year	-	1,262.65	-	-	1,262.65
Other comprehensive income for the year (net of tax)	-	-	-	33.57	33.57
Final dividend, declared and paid during the year	-	(179.46)	-	-	(179.46)
As at 31st March, 2023	8,979.44	14,978.17	807.72	(76.16)	24,689.17
Profit for the year	-	1,710.57	-	-	1,710.57
Other comprehensive income for the year (net of tax)	-	-	-	(60.74)	(60.74)
Final dividend, declared and paid during the year	-	(299.10)	-	-	(299.10)
As at 31st March, 2024	8,979.44	16,389.64	807.72	(136.90)	26,039.90

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For and on behalf of the Board of Directors
For Sanghavi & Co.
Chartered Accountants

Manoj Ganatra
Partner

Place : Mumbai
Date : May 16, 2024

Manan Shah
Managing Director
DIN: 06378095

Seema Sharma
Company Secretary

Place : Mumbai
Date : May 16, 2024

Hemul Shah
Director
DIN: 00058558

Vikash Khemka
Chief Financial Officer

COMPANY INFORMATION

Orient Ceratech Limited (formerly known as “Orient Abrasives Limited”) (“the Company”) is a public limited company domiciled in India and incorporated on 12th November, 1971 under the provisions of the Companies Act vide CIN: L24299MH1971PLC366531 applicable in India. The Company is principally engaged in the business of production and trading of aluminum refractories and monolithics products, mining of bauxite ores and generation of power (including windmill facilities). The Company’s manufacturing facilities are located at Porbandar (Gujarat) along with thermal power generation, bauxite mines located at various sites in Gujarat and windmill facilities in the state of Rajasthan and Karnataka. The registered office of the Company is located at Lawrence & Mayo House, 3rd Floor, 276, D.N Road, Fort, Mumbai - 400001. The equity shares of the Company are listed on Bombay Stock Exchange (BSE) as well as National Stock Exchange (NSE).

The standalone financial statements (“the financial statements”) were authorized for issue in accordance with the resolution of the Board of Directors on 16th May, 2024.

1 BASIS OF PREPARATION, MEASUREMENT AND MATERIAL ACCOUNTING POLICIES

1.1 Basis of preparation and measurement:

These financial statements are the separate financial statements of the Company (also called standalone financial statements) prepared in accordance with the Indian Accounting Standards (“Ind AS”) notified under section 133 of the Companies Act, 2013 (“the Act”), read together with the Companies (Indian Accounting Standards) Rules, 2015, as applicable.

These financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these financial statements.

All assets and liabilities have been classified as current or non current as per the Company’s normal operating cycle and other criteria as set out in the Division II of Schedule III to the Act. The Company considers 12 months as normal operating cycle.

The Company’s financial statements are reported in Indian Rupees, which is also the Company’s functional currency, and all values are rounded to the nearest lacs except otherwise indicated.

1.2 Material accounting policies:

a. System of accounting

The financial statements of the Company are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis as per the provisions of Companies Act, 2013 (“Act”), except in case of significant uncertainties.

b. Key accounting estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income, expenses and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management’s best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Estimates and judgements are regularly revisited. Estimates are based on historical experience and other factors, including futuristic reasonable information that may have a financial impact on the Company.

c. Property, plant and equipment

- (i) Property, plant and equipment are stated at historical cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/installation of the assets less accumulated depreciation and accumulated impairment losses, if any.
- (ii) Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the statement of profit and loss as incurred.
- (iii) The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the statement of profit and loss.
- (iv) Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.
- (v) The Company depreciates property, plant and equipment on straight line method over the estimated useful life prescribed in Schedule II of the Act from the date the assets are ready for intended use after considering the residual value.
- (vi) Intangible assets mainly represent implementation cost for software and other application software acquired/developed for in-house use. These assets are stated at cost. Cost includes related acquisition expenses, related borrowing costs, if any, and other direct expenditure. Intangible assets are amortized over the estimated useful life.
- (vii) Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.
- (viii) Losses arising from the retirement of and gains or losses arising from disposal of property, plant and equipment which are carried at cost are recognised in the Statement of Profit and Loss.
- (ix) Property, plant and equipment and intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

d. Investments and financial assets

(i) Investments in subsidiaries

Investments in subsidiaries are recognised at cost and not adjusted to fair value at the end of each reporting period. Cost represents amount paid for acquisition of the said investments.

The Company assesses at the end of each reporting period, if there is any indication that the said investments may be impaired. If so, the Company estimates the recoverable value of the investments and provides for impairment, if any, i.e. the deficit in the recoverable value over cost.

(ii) Financial assets

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction costs are recognised in the statement of profit or loss. In other cases, the transaction costs are attributed to the acquisition value of financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Financial assets are subsequently classified measured at –

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition except if and in the period the Company changes its business model for managing financial assets.

Financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset. Where the entity has transferred the asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, financial asset is derecognised.

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition.

e. Inventories

- (i) Raw materials and stores and spares are valued at weighted average cost including all charges in bringing the materials to the present location.
- (ii) Finished and semi-finished goods are valued at the cost plus direct expenses and appropriate value of overheads or net realizable value, whichever is lower.
- (iii) Obsolete, slow moving and defective inventories are written off/valued at net realisable value during the year as per policy consistently followed by the Company.

f. Cash and bank balances

Cash and equivalents:

Cash and cash equivalents in the balance sheet comprises of balance with banks and cash on hand and short term deposits with an original maturity of three month or less, which are subject to insignificant risks of changes in value.

Other bank balances:

Other bank balances include deposits with maturity less than twelve months but greater than three months and balances and deposits with banks that are restricted for withdrawal and usage.

g. Trade receivables

A receivable is classified as a trade receivable if it is in respect of the amount due on account of goods sold or services rendered in the normal course of business. Trade receivables are recognised initially at their transaction price and subsequently measured net of any expected credit losses.

h. Financial liabilities

- (i) Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.
- (ii) Financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit and loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.
- (iii) Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expires.

i. Trade payables

A payable is classified as a trade payable if it is in respect of the amount due on account of goods purchased in the normal course of business. These amounts represent liabilities for goods provided to the Company prior to the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

j. Revenue recognition

- (i) Revenue shall be recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.
- (ii) Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, return and goods & service tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/discounts.
- (iii) Accumulated experience is used to estimate and provide for the discounts/rights of return, using the expected value method.
- (iv) A return liability is recognised to expected return in relation to sales made corresponding assets are recognised for the products expected to be returned.

- (v) The Company recognises as an asset, the incremental costs of obtaining a contract with a customer, if the Company expects to recover those costs. The said asset is amortised on a systematic basis consistent with the transfer of goods or services to the customers.
- (vi) Export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are reasonably expected to be fulfilled.
- (vii) Revenue in respect of other income is recognised on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent of uncertainty.

k. Mining expenses

Expenses incurred on mining including removal of overburden of mines are charged to the statement of profit & loss as mining cost on the basis of quantity of minerals mined during the year, overburden of removal and mining being carried out concurrently and relatively within a short period of time. Mining restoration expenses are annually reviewed and provided for.

l. Foreign currency transactions

- (i) Items included in the financial statements are measured using the currency of primary economic environment in which the company operates (“the functional currency”). The financial statements are presented in Indian Rupee (INR), which is the company’s functional and presentation currency.
- (ii) Foreign currency transactions are initially recorded in the reporting currency at foreign exchange rate on the date of the transaction.
- (iii) Monetary items of current assets and current liabilities denominated in foreign currencies are reported using the closing rate at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.
- (iv) The gain or loss on decrease/increase in reporting currency due to fluctuations in foreign exchange rates are recognised in the statement of profit or loss.

m. Employee benefit expenses

- (i) Contributions to defined contribution schemes such as provident fund, employees’ state insurance, labour welfare fund etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. These benefits are classified as defined contribution schemes as the Company has no further obligations beyond the monthly contributions.
- (ii) The Company provides for gratuity which is a defined benefit plan, the liabilities of which are determined based on valuations, as at the reporting date, made by an independent actuary using the projected unit credit method. Re-measurement comprising of actuarial gains and losses, in respect of gratuity are recognised in the other comprehensive income in the period in which they occur. The classification of the Company’s obligation into current and non-current is as per the actuarial valuation report.
- (iii) The employees are entitled to accumulate leave subject to certain limits, for future encashment and availment, as per the policy of the Company. The liability towards such unutilised leave as at the end of each balance sheet date is determined based on independent actuarial valuation and recognised in the statement of profit and loss.

n. Leases

Company as lessee

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Company as lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

o. Borrowing costs

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Also, the effective interest rate amortisation is included in finance costs. Borrowing costs relating to acquisition, construction or production of a qualifying asset which takes substantial period of time to get ready for its intended use are added to the cost of such asset to the extent they relate to the period till such assets are ready to be put to use. All other borrowing costs are expensed in the statement of profit and loss in the period in which they occur.

p. Impairment of non financial assets

As at each reporting date, the Company assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the statement of profit and loss.

q. Taxes on income

Income tax expense comprises current tax expense and the deferred tax during the year. Current and deferred taxes are recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. In case of uncertainty of reversal of the deferred tax assets or when it is no longer probable that sufficient taxable profits will be available in the foreseeable future, deferred tax assets, as a matter of prudence, are not recognised.

The carrying amount of deferred tax is reviewed at each reporting date and measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

r. Provisions and contingent liabilities

The Company creates a provision when there is present obligation, legal or constructive, as a result of past events that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events. Contingent assets are neither recognised nor disclosed in the financial statements.

s. Earnings per share

- (i) Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.
- (ii) For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

t. Segment reporting

Business Segment

The chief operational decision maker (CODM) monitors the operating results of its business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements, Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

Intersegment Transfers

The Company generally accounts for intersegment sales and transfers as if the sales or transfers were to third parties at current market prices.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Segment Policies

The Company prepares segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

Note 2
Property, Plant and Equipment

(Indian ₹ in lacs)

Particulars	Land	Building	Plant & Equipment	Office Equipments	Furniture & Fixtures	Vehicles	Total
Gross carrying value							
As at 1st April, 2022	29.15	3,207.94	21,165.04	213.02	67.18	253.38	24,935.71
Additions	-	-	34.97	11.27	-	0.25	46.49
Disposals			(91.94)				(91.94)
As at 31st March, 2023	29.15	3,207.94	21,108.07	224.29	67.18	253.63	24,890.26
Additions	147.11	545.44	1,414.30	15.50	0.16	30.70	2,153.21
Disposals	(1.54)	(17.24)				(13.24)	(32.02)
As at 31st March, 2024	174.72	3,736.14	22,522.37	239.79	67.34	271.09	27,011.45
Accumulated Depreciation							
As at 1st April, 2022	-	1,206.40	12,417.50	186.57	42.18	195.28	14,047.93
Depreciation charged	-	103.04	799.01	11.42	6.21	14.83	934.51
Disposals	-		(28.92)				(28.92)
As at 31st March, 2023	-	1,309.44	13,187.59	197.99	48.39	210.11	14,953.52
Depreciation charged	-	117.16	867.12	11.87	6.22	20.90	1,023.27
Disposals	-	(9.91)				(12.57)	(22.48)
As at 31st March, 2024	-	1,416.69	14,054.71	209.86	54.61	218.44	15,954.31
Net carrying value							
As at 31st March, 2023	29.15	1,898.50	7,920.48	26.30	18.79	43.52	9,936.74
As at 31st March, 2024	174.72	2,319.45	8,467.66	29.93	12.73	52.65	11,057.14

Capital work in progress ageing schedule :

(Indian ₹ in lacs)

Particulars	Capital work in progress for the period of				Total
	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
31st March 2024					
Projects in progress	317.80	8.63	-	-	326.43
	317.80	8.63	-	-	326.43
31st March 2023					
Projects in progress	8.63	-	-	-	8.63
	8.63	-	-	-	8.63

Note 3
Right-of-use Assets

(Indian ₹ in lacs)		
Particulars	Leasehold Land	Total
Gross carrying value		
As at 1st April, 2022	86.70	86.70
Additions	-	-
Disposals / Transfers	-	-
As at 31st March, 2023	86.70	86.70
Additions	-	-
Disposals / Transfers	-	-
As at 31st March, 2024	86.70	86.70
Accumulated depreciation		
As at 1st April, 2022	8.50	8.50
Depreciation charged	2.83	2.83
Disposals	-	-
As at 31st March, 2023	11.33	11.33
Depreciation charged	2.83	2.83
Disposals	-	-
As at 31st March, 2024	14.16	14.16
Net Carrying Amount		
As at 31st March, 2023	75.37	75.37
As at 31st March, 2024	72.54	72.54

Leases - Company as a lessee

(a) Set out below, are the carrying amount of the company's right-of-use assets and lease liabilities and the movements during the period:

(Indian ₹ in lacs)		
Particulars	Lease Liability	Right-of-use Assets (Leasehold Land)
As at 1st April, 2022	-	78.20
Amortisation for the year	-	2.83
As at 31st March, 2023	-	75.37
Amortisation for the year	-	2.83
As at 31st March, 2024	-	72.54

(b) Set out below, are the amounts recognized in profit and loss:

(Indian ₹ in lacs)		
Particulars	As at 31st March 2024	As at 31st March 2023
Amortisation expense of right-of-use assets	2.83	2.83
Interest expense on lease liability	-	-
Lease expense- Short term and lease of low value assets (refer note (ii) below)	70.59	44.35
	73.42	47.18

Notes:

(i) The Company has entered into various lease contract for land with lease terms between 30-99 years. The Company has option to renew at various time interval. The Company's obligation under its lease are secured by the lessor's title to the leased assets.

(ii) The Company also has certain leases of factories, office premises and equipment with lease term of 12 months or less and also has certain leases with low values. The Company applies the 'Short term leases' and 'Leases of low value assets' recognition exemption for these leases.

Note 4
Intangible assets

(Indian ₹ in lacs)

Particulars	Computer Software	Total
Gross carrying value		
As at 1st April, 2022	177.28	177.28
Additions	-	-
Disposals	-	-
As at 31st March, 2023	177.28	177.28
Additions	-	-
Disposals	-	-
As at 31st March, 2024	177.28	177.28
Accumulated depreciation		
As at 1st April, 2022	153.23	153.23
Depreciation charged	14.55	14.55
Disposals	-	-
As at 31st March, 2023	167.78	167.78
Depreciation charged	0.52	0.52
Disposals	-	-
As at 31st March, 2024	168.30	168.30
Net carrying value		
As at 31st March, 2023	9.50	9.50
As at 31st March, 2024	8.98	8.98

Note 5
Investments

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Investments valued at cost, fully paid up		
a. Investments in a subsidiary in India		
60,000 (10,000) equity shares shares of Orient Advanced Materials Private Limited of ₹ 10 each (extent of holding 100.00%)	501.00	1.00
b. Investments in a subsidiarys outside India		
35 equity shares shares of Orient Advanced Materials FZE of AED 1000 each (extent of holding 100.00%)	8.03	8.03
Total investments	509.03	9.03
Aggregate amount of quoted investments	-	-
Market value of quoted investments	-	-
Aggregate amount of unquoted investments	509.03	9.03

Note 6
Loans

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non - Current		
<u>Unsecured, considered good</u>		
To wholly-owned subsidiary companies*	4,045.38	4,000.00
Current	-	-
Total loans	4,045.38	4,000.00

Disclosures for loans to subsidiaries u/s 186(4) of the Companies Act, 2013 and disclosure as per Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

(Indian ₹ in lacs)

Name of the entity	Outstanding balances		Maximum balance outstanding during the year	
	31st March 2024	31st March 2023	31st March 2024	31st March 2023
Subsidiary company:				
Orient Advanced Materials Private Limited	4,000.00	4,000.00	4,000.00	4,000.00
Orient Advanced Materials FZE	45.38	-	45.38	-
	4,045.38	4,000.00	4,045.38	4,000.00

* for business purposes

Note 7

Other financial assets

(Indian ₹ in lacs)

Particulars	As at	As at
	31st March 2024	31st March 2023
Non-current		
Term deposits with maturity of more than 12 months*	172.52	85.74
Security deposits	177.91	69.33
	350.43	155.07
Current		
Security deposits	49.58	60.45
Less: allowance for credit impaired	(34.00)	(36.00)
	15.58	24.45
Interest receivables	13.61	5.64
Others	-	-
	29.19	30.09
Total other financial assets	379.62	185.16

* under lien with banks against letter of credits and bank guarantees

Movement in expected credit loss:

(Indian ₹ in lacs)

Particulars	As at	As at
	31st March 2024	31st March 2023
Impairment allowance measured as per simplified approach:		
Loss allowance at the beginning of the reporting year	36.00	36.00
Changes in loss allowance	(2.00)	-
Loss allowance at the end of the reporting year	34.00	36.00

Note 8
Other assets

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non-current		
Capital advances	486.91	5.92
Less: allowance for credit impaired	(5.92)	(5.92)
	480.99	-
Prepaid expenses	38.27	44.52
	519.26	44.52
Current		
Trade advances to suppliers	4,242.98	3,370.47
Less: allowance for credit impaired	(41.76)	(3.66)
	4,201.22	3,366.81
Prepaid expenses	88.68	65.59
Balance with government authorities	1,749.94	673.74
Custom duty recoverable	19.80	19.80
Gratuity fund balance (net)	-	7.79
	6,059.64	4,133.73
Total other asset	6,578.90	4,178.25

Movement in provision for doubtful advances:

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Provision at the beginning of the year	9.58	12.40
Add: Provision / (reversal) during the year	38.10	(2.82)
Provision at the end of the year	47.68	9.58

Note 9
Inventories

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Raw materials	2,320.52	1,722.52
Work-in-progress	902.73	788.26
Finished goods	3,094.34	2,146.46
Others	30.83	24.64
Stores and spares*	1,257.04	824.82
Packing materials	183.99	201.42
Total inventories	7,789.45	5,708.12

*net of provision for non-moving stock of ₹ 515.04 (465.04) lacs.

The cost of inventories recognised as an expense during the year is disclosed in note no. 24 & 25 includes net reversal of Rs. 198.00 lacs (previous year - Nil) towards write down of inventories.

Note 10
Trade receivables

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Unsecured, considered good	7,639.74	6,644.72
Unsecured, significant increase in credit risk	399.13	308.88
Unsecured, Undisputed – credit impaired	19.06	221.44
Unsecured, considered doubtful	440.73	330.08
Less: Loss allowance for doubtful debts	(604.23)	(613.30)
Total trade receivables	7,894.43	6,891.82

a. Movement in the expected credit loss allowances :

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Loss allowance at the beginning of the year	613.30	778.70
Add: additional loss allowance provision during the year	24.67	-
Less: reversal against bad debts	(33.74)	(33.25)
Less: reversal against provision/realisation		(132.15)
Loss allowance at the end of the year	604.23	613.30

10.1 Trade receivables ageing schedule:

(Indian ₹ in lacs)

Particular	Not due	Outstanding for the following period from due date of payments					Total
		< 6 Months	6 months- 1 year	1 - 2 years	2 - 3 years	> 3 years	
31st March, 2024							
Undisputed, considered good	3,920.79	3,520.21	198.74	-	-	-	7,639.74
Undisputed having significant increase in credit risk	-	-	-	183.80	215.33	-	399.13
Undisputed trade receivables- credit impaired	-	-	-	-	-	19.06	19.06
Disputed trade receivables- credit impaired	-	-	-	71.80	92.96	275.97	440.73
	3,920.79	3,520.21	198.74	255.60	308.29	295.03	8,498.66
Less: Allowance for credit losses							(604.23)
Total trade receivables							7,894.43

Particular	Not due	Outstanding for the following period from due date of payments					Total
		< 6 Months	6 months- 1 year	1 - 2 years	2 - 3 years	> 3 years	
31st March, 2023							
Undisputed, considered good	3,442.60	1,886.08	1,316.04	-	-	-	6,644.72
Undisputed having significant increase in credit risk	-	-	-	308.88	-	-	308.88
Undisputed trade receivables- credit impaired	-	-	-	-	-	221.44	221.44
Disputed trade receivables- credit impaired	-	6.28	68.46	162.88	92.46	-	330.08
	3,442.60	1,892.36	1,384.50	471.76	92.46	221.44	7,505.12
Less: Allowance for credit losses							(613.30)
Total trade receivables							6,891.82

Note 11
Cash and cash equivalents

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Balances with banks	285.68	457.53
Cash on hand	7.62	5.65
Other term deposits	46.39	77.22
Total cash and cash equivalents	339.69	540.40

Note 12
Other bank balances

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Margin money deposits*	125.89	58.07
Unpaid dividend accounts**	38.27	46.82
Total other bank balances	164.16	104.89

* under lien with banks against letter of credits and bank guarantees

**There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at the balance sheet date.

Note 13
Income tax

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Current income tax assets	459.95	440.59
Current income tax liabilities	(213.13)	(166.40)
Net balances	246.82	274.19
The gross movement in the current tax asset / (liability)		
Net current income tax asset at the beginning	274.19	162.49
Income tax paid (net of refunds)	542.34	355.55
Income tax expense	(569.71)	(243.85)
Income tax on other comprehensive income	-	-
Net current income tax asset at the end	246.82	274.19
A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the profit before income tax is as below:		
Profit before tax	1,793.54	1,589.46
Applicable income tax rate*	25.17%	29.12%
	451.43	462.85
Effect of expenses not allowed for tax purpose	130.75	22.21
Effect of income not considered for tax purpose	-	-
	130.75	22.21
Income tax expense charged to the Statement of Profit and Loss	582.18	485.06

Note 14
Equity share capital

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
<u>Authorised</u>		
14,00,00,000 equity shares of ₹ 1 each	1,400.00	1,400.00
4,00,000 6% Redeemable preference shares of ₹ 100 each	400.00	400.00
	1,800.00	1,800.00
<u>Issued, Subscribed and Paid up</u>		
11,96,39,200 equity shares of ₹ 1 each	1,196.39	1,196.39
20,000 shares forfeited (amounts paid up)	0.13	0.13
Total equity share capital	1,196.52	1,196.52

a. Equity shares issued as fully paid-up bonus shares or otherwise than by cash during the preceding five years: Nil

b. Reconciliation of equity shares outstanding at the beginning and at the end of the year :

(Indian ₹ in lacs)

Particulars	As on 31st March, 2024		As on 31st March, 2023	
	No. of shares	₹	No. of shares	₹
Equity shares:				
Balance at the beginning of the year	11,96,39,200	1,196.39	11,96,39,200	1,196.39
Issued during the year	-	-	-	-
Balance at end of the year	11,96,39,200	1,196.39	11,96,39,200	1,196.39

c. Shares held by promoters and promoter group :

Name of Shareholder	As at 31st March 2024		As at 31st March 2023		Change (%)
	Nos.	% of holding	Nos.	% of holding	
Bombay Minerals Limited	3,79,99,953	31.76	3,79,99,953	31.76	-
Cura Global Holdings Limited	2,83,89,494	23.73	2,83,89,494	23.73	-
Manan Chetan Shah	68,21,507	5.70	68,21,507	5.70	-
Chetan Navnitlal Shah	25,78,860	2.16	25,78,860	2.16	-
Himani Chetan Shah	1,65,315	0.14	1,65,315	0.14	-
Chaitali Nishit Salot	1,11,000	0.09	1,11,000	0.09	-
Name of Shareholder	As at 31st March 2023		As at 31st March 2022		Change (%)
	Nos.	% of holding	Nos.	% of holding	
Bombay Minerals Limited	3,79,99,953	31.76	3,79,99,953	31.76	-
Cura Global Holdings Limited	2,83,89,494	23.73	2,83,89,494	23.73	-
Manan Chetan Shah	68,21,507	5.70	68,21,507	5.70	-
Chetan Navnitlal Shah	25,78,860	2.16	25,78,860	2.16	-
Himani Chetan Shah	1,65,315	0.14	1,65,315	0.14	-
Chaitali Nishit Salot	1,11,000	0.09	1,11,000	0.09	-

d. Shares held by each shareholder holding more than five percent shares :

Name of Shareholder	As at 31st March 2024		As at 31st March 2023	
	Nos.	% of holding	Nos.	% of holding
Bombay Minerals Limited	3,79,99,953	31.76	3,79,99,953	31.76
Cura Global Holdings Limited	2,83,89,494	23.73	2,83,89,494	23.73
Manan Chetan Shah	68,21,507	5.70	68,21,507	5.70

e. Rights, preferences and restrictions attached to shares :

The company has one class of equity shares having a face value of ₹ 1 each ranking pari passu in all respect including voting rights and entitlement to dividend. Each holder of equity shares is entitled to one vote per share. Dividend proposed by the board of directors and approved by the shareholders in the annual general meeting is paid to the shareholders.

Note 15
Other equity

(Indian ₹ in lacs)

Particulars	As at	As at
	31st March 2024	31st March 2023
<u>General reserve</u>		
Balance at the beginning of the year	8,979.44	8,979.44
Add: transferred from retained earnings	-	-
Balance at the end of the year	8,979.44	8,979.44
<u>Capital reserve</u>		
Balance at the beginning of the year	807.72	807.72
Addition during the year	-	-
Balance at the end of the year	807.72	807.72
<u>Retained earnings</u>		
Balance at the beginning of the year	14,978.17	13,894.98
Profit for the year	1,710.57	1,262.65
Appropriations		
Transfer to general reserve	-	-
Final dividend, declared and paid during the year	(299.10)	(179.46)
Balance at the end of the year	16,389.64	14,978.17
<u>Other components of equity</u>		
Remeasurement of defined benefit plans (net of tax)	(136.90)	(76.16)
	(136.90)	(76.16)
Total other equity	26,039.90	24,689.17

General reserve: The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under Companies Act, 2013 and the Company can optionally transfer any amount from the surplus of profit or loss to the General Reserve.

Capital reserve: The Company recognise profit or loss on purchase, sale, issue or cancellation of its own equity instruments to capital reserve. The reserves is utilised in accordance with the provisions of section 69 of the Companies Act, 2013.

Retained earnings: Retained earnings are the profits that the Company has earned till date, less transfers to general reserve, dividends or other distributions paid to shareholders.

Remeasurement of defined benefit plans: The Company has recognised remeasurement gains/(loss) on defined benefit plans in OCI. These changes are accumulated within the OCI reserve within other equity. The Company transfers amount from this reserve to retained earning when the relevant obligations are derecognized.

Note 16
Borrowings

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non-current		
Secured		
Working capital term loan from financial institutions	1,480.75	554.40
	1,480.75	554.40
Current		
Secured		
Working capital finance from banks	3,869.17	738.34
Current maturities of long term debt	412.35	173.78
	4,281.52	912.12
Total borrowings	5,762.27	1,466.52

Note:

- 1) Working capital finance from banks is secured by first charge on all current assets of the Company, both present and future, including hypothecation of raw materials, semi finished goods and finished goods including goods in transit, books debts and further secured by equitable mortgage of certain immovable properties of the Company.
- 2) Working capital term loans from financial institutions is secured by mortgage of certain immovable properties of the Company, a wholly-owned subsidiary company and an associate company, including hypothecation of all property, plant and equipment of a wholly-owned subsidiary company and further secured by corporate guarantee of a wholly-owned subsidiary company and an associate company.

Note 17
Provisions

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non-Current		
Provision for leave encashment	68.85	32.67
Gratuity fund obligations (net)	11.49	-
Provision for litigation*	37.68	37.68
Provision for cost of mines restoration**	8.13	8.13
	126.15	78.48
Current		
Provision for leave encashment	26.27	24.56
Gratuity fund obligations (net)	56.95	-
	83.22	24.56
Total provisions	209.37	103.04

*The Company has received certain demand towards custom duty on account of mis-classification on import of coal, although the Company has availed the benefit of exemption notification and paid custom duty at a lower rate. Matter is in appeal but the Company has decided to make provision for the same of ₹ 37.68 lacs.

**The Company has made provision towards mines closure obligations based on estimated outflow of resources based on past experience.

Note 18
Deferred tax liabilities

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
On account of timing differences in		
Depreciation on property, plant & equipment	1,525.76	1,827.01
MAT credit entitlement	(206.66)	(206.66)
Provision for doubtful debts	(172.63)	(191.87)
Disallowances u/s 43B of the Income Tax Act	(41.71)	(243.76)
Total deferred tax liabilities	1,104.76	1,184.72

Note 19
Trade payables

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Trade payables		
Total outstanding dues of micro and small enterprises	66.68	22.56
Total outstanding dues of creditors other than micro and small enterprises	4,293.03	2,609.14
Total trade payables	4,359.71	2,631.70

19.1 Trade Payables ageing schedule is as follows:

(Indian ₹ in lacs)

Particular	Not Due	Outstanding for following periods from due date of payment				Total
		1 year	1 - 2 years	2 - 3 years	> 3 years	
31st March, 2024						
Outstanding dues to MSME	65.77	0.91	-	-	-	66.68
Others	3,721.71	553.50	13.50	4.32	-	4,293.03
Total....	3,787.48	554.41	13.50	4.32	-	4,359.71
31st March, 2023						
Outstanding dues to MSME	7.75	14.67	0.14	-	-	22.56
Others	1,939.62	494.66	0.10	4.69	170.07	2,609.14
Total....	1,947.37	509.33	0.24	4.69	170.07	2,631.70

Note 20
Other financial liabilities

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
Current		
Interest accrued but not due on borrowings	7.03	3.64
Capital creditors	39.74	8.58
Unpaid dividend	38.27	46.82
Total other financial liabilities	85.04	59.04

Note 21
Other liabilities

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Current		
Advances from customers	197.46	81.07
Statutory liabilities	307.71	287.34
Other liabilities	149.83	222.99
Total other liabilities	655.00	591.40

Note 22
Revenue from operations

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
Revenue from sale of products:		
Export sales	8,848.54	6,096.23
Domestic sales	22,025.20	21,524.26
	30,873.74	27,620.49
Other operating revenue:		
Sale of power from wind mills operations	733.69	690.71
Export incentives and credits	71.88	47.09
Other operating income	19.10	26.64
Total revenue from operations	31,698.41	28,384.93

Note 23
Other income

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
Interest receipts	330.49	290.91
Gain on foreign currency fluctuation	139.05	345.72
Sundry balances/excess provisions written back (net)	73.36	266.87
Profit on sale/discard of property, plant & equipments (net)	-	0.14
Miscellaneous income	7.14	43.07
Total other income	550.04	946.71

Note 24
Cost of materials consumed

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
Raw material consumed		
Opening stock	1,722.52	1,547.43
Add: Purchases	10,735.70	9,254.26
Less: closing stock	(2,320.52)	(1,722.52)
	10,137.70	9,079.17
Packing material consumed		
Opening stock	201.42	166.35
Add: Purchases	478.32	347.54
Less: closing stock	(183.98)	(201.42)
	495.76	312.47
Royalty expenses	535.22	156.33
Mining expenses	285.45	144.20
Total cost of materials consumed	11,454.13	9,692.17

Note 25
Changes in inventories

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
Closing Stock		
Work-in-progress	902.73	788.26
Finished goods	3,094.34	2,146.46
Others	30.83	24.64
	4,027.90	2,959.36
Opening Stock		
Work-in-progress	788.26	1,100.35
Finished goods	2,146.46	2,356.97
Others	24.64	17.87
	2,959.36	3,475.19
Total changes in inventories	(1,068.54)	515.83

Note 26
Employee benefits expense

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
Salaries, wages and bonus	1,678.36	1,493.54
Directors' remuneration	171.21	45.41
Contribution to provident fund and other funds	83.69	50.58
Gratuity expenses	18.48	20.08
Staff welfare expenses	121.33	77.06
Total employee benefits expense	2,073.07	1,686.67

Note 27
Finance costs

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
Interest:		
- Banks	255.12	319.45
- Others	28.68	7.54
	283.80	326.99
Other borrowing cost	49.55	24.50
Total finance costs	333.35	351.49

Note 28
Depreciation and amortization expenses

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
Property, plant and equipment	1,023.27	934.51
Right-of-use assets	2.83	2.83
Intangible assets	0.52	14.55
Total depreciation and amortization	1,026.62	951.89

Note 29
Other expenses

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
<u>Manufacturing expenses</u>		
Power and fuel	3,421.87	2,065.24
Machinery repairs and maintenance	466.53	251.21
Research & development expenses	100.00	100.00
Stores and spares	1,200.18	438.88
Other expenses	335.78	145.88
	5,524.36	3,001.21
<u>Selling and distribution expenses</u>		
Sales commission	32.97	47.10
Export freight and insurance	2,037.39	2,113.26
Export custom duty	1.78	-
	2,072.14	2,160.36
<u>Administrative and other expenses</u>		
Rent	70.59	44.35
Travelling and conveyance expenses	286.02	181.59
Insurance premiums	106.78	54.59
Repairs to buildings and others	21.75	13.28
Legal and professional fees	166.17	168.93
Corporate social responsibility expenses	29.32	36.42
Donations	0.80	1.23
Payment to auditors	27.33	20.74
Directors' sitting fees	8.05	7.55
Bank discount, commission and other charges	97.41	38.95
Rates and taxes	40.12	22.86
Software expenses	41.54	30.48
Loss on sale/discard of property, plant & equipments (net)	0.36	-
Miscellaneous expenses	198.55	259.44
	1,094.79	880.41
Total other expenses	8,691.29	6,041.98

Expenditure towards Corporate Social Responsibility (CSR) activities

1. Amount required to be spent u/s 135(5) of the Companies Act 2013	28.68	35.31
2. Amount spent in cash during the year		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	29.32	36.42
3. Shortfall/(excess) at the end of the year	(0.64)	(1.11)
4. Nature of CSR activities	Education, health, wellness, environmental sustainability.	
5. Details of related party transactions in relation to CSR expenditure to Kutch Navnirman Trust	25.00	35.00

Payments to auditors

Audit fees (including quarterly review)	18.25	15.50
Tax audit fees	5.25	3.00
Other services	3.40	1.81
Reimbursement of expenses	0.43	0.43
	27.33	20.74

Note 30
Earning per share

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Profit for the year (₹ in lacs)	1,710.57	1,262.65
Weighted average number of shares (Nos)	11,96,39,200	11,96,39,200
Earnings per share (Basic and Diluted) ₹	1.43	1.06
Face value per share ₹	1.00	1.00

Note 31
Fair value measurement
Financial instruments by category

(Indian ₹ in lacs)

Particulars	31st March 2024				31st March 2023			
	FVPL	FVOCI	Amortised cost	Fair Value	FVPL	FVOCI	Amortised cost	Fair Value
Financial assets								
Investments	-	-	509.03	509.03	-	-	9.03	9.03
Trade receivables	-	-	7,894.43	7,894.43	-	-	6,891.82	6,891.82
Loans - non- current	-	-	4,045.38	4,045.38	-	-	4,000.00	4,000.00
Loans- current	-	-	-	-	-	-	-	-
Other financial assets - non-current	-	-	350.43	350.43	-	-	155.07	155.07
Other financial assets - current	-	-	29.19	29.19	-	-	30.09	30.09
Cash and cash equivalents	-	-	339.69	339.69	-	-	540.40	540.40
Other bank balances	-	-	164.16	164.16	-	-	104.89	104.89
Total financial assets	-	-	13,332.31	13,332.31	-	-	11,731.30	11,731.30
Financial liabilities								
Borrowings								
Long term borrowings	-	-	1,480.75	1,480.75	-	-	554.40	554.40
Short term borrowings	-	-	4,281.52	4,281.52	-	-	912.12	912.12
Trade payables	-	-	4,359.71	4,359.71	-	-	2,631.70	2,631.70
Other financial liabilities - non-current	-	-	-	-	-	-	-	-
Other financial liabilities -current	-	-	85.04	85.04	-	-	59.04	59.04
Total financial liabilities	-	-	10,207.03	10,207.03	-	-	4,157.26	4,157.26

Note 32
Financial risk management

The Company's activities expose it to credit risk, liquidity risk and market risk.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, financial assets and trade receivables	Credit ratings/ Aging analysis, credit evaluation	Diversification of counter parties, investment limits, check on counter parties basis credit rating and number of overdue days
Liquidity Risk	Other liabilities	Maturity analysis	Maintaining sufficient cash/cash equivalents and marketable securities
Market Risk	Financial assets and liabilities not denominated in INR	Sensitivity analysis	Constant evaluation and proper risk management policies

The Board provides guiding principles for overall risk management as well as policies covering specific areas such as foreign exchange risk, credit risk and investment of surplus liquidity.

A. Credit risk

Credit risk refers to the risk of a counter party default on its contractual obligation resulting into a financial loss to the Company. The maximum exposure of the financial assets represents trade receivables, work in progress and receivables from group companies and others.

Customer credit risk is managed by the Company through established policy and procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally carrying upto 90 days credit terms. The Company has a detailed review mechanism of overdue customer receivables at various levels within organisation to ensure proper attention and focus for realisation. Trade receivables are consisting of a large number of customers. Export receivables are backed by forward contract. In respect of trade receivables, the Company uses a provision matrix to compute the expected credit loss allowances for trade receivables in accordance with the expected credit loss (ECL) policy of the Company.

B. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet its commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial assets quickly at close to its fair value.

The Company manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

Contractual maturities of significant financial liabilities are as follows:

(Indian ₹ in lacs)

Particulars	Less than or equal to one year	more than one year	Total
As on 31st March 2024			
Financial liabilities			
Long term borrowings	-	1,480.75	1,480.75
Short term borrowings	4,281.52	-	4,281.52
Trade payables	4,359.71	-	4,359.71
Other financial liabilities	85.04	-	85.04
Total financial liabilities	8,726.27	1,480.75	10,207.03
As on 31st March 2023			
Financial Liabilities			
Long term borrowings	-	554.40	554.40
Short term borrowings	912.12	-	912.12
Trade payables	2,631.70	-	2,631.70
Other financial liabilities	59.04	-	59.04
Total financial liabilities	3,602.86	554.40	4,157.26

C. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

The Company has several balances in foreign currency and consequently, the Company is exposed to foreign exchange risk. The Company evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

b) Interest rate sensitivity:

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(Indian ₹ in lacs)

Particulars	Increase/decrease in basis points	Effect of profit before tax
March 31, 2024	+100	57.62
	-100	(57.62)
March 31, 2023	+100	54.50
	-100	(54.50)

c) Exposure in foreign currency:

The Company deals with foreign currency loan given, trade payables, trade receivables etc. and is therefore exposed to foreign exchange risk associated with exchange rate movement.

The Company operates internationally and portion of the business is transacted in several currencies and consequently the Company is exposed to foreign exchange risk through its sales in overseas and purchases from overseas suppliers in various foreign currencies.

Exposure in foreign currency -Hedged The Company has no hedged foreign currency exposure at the end of the relevant period.

Unhedged:

(respective foreign currencies in lacs)

Currency	31st March 2024	31st March 2023
Receivables		
USD	27.54	19.84
EURO	1.63	10.76
Payables		
USD	3.99	0.37
EURO	1.78	-

d) Foreign currency sensitivity

The Company is mainly exposed to changes in USD and EURO. The below table demonstrates the sensitivity to a 5% increase or decrease in the USD and EURO against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Company as at reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate.

(Indian ₹ in lacs)

Particulars	Currency	Change in rate	Effect of profit before tax
March 31, 2024	USD	+5%	114.80
	USD	-5%	(114.80)
March 31, 2023	USD	+5%	80.55
	USD	-5%	(80.55)
March 31, 2024	EURO	+5%	7.35
	EURO	-5%	(7.35)
March 31, 2023	EURO	+5%	48.06
	EURO	-5%	(48.06)

Note 33

Capital management

The Company's capital management objective is to maximise the total shareholders' returns by optimising cost of capital through flexible capital structure that supports growth. Further, the Company ensures optimal credit risk profile to maintain/enhance credit rating.

The Company determines the amount of capital required on the basis of annual operating plan and long-term strategic plans. The funding requirements are met through internal accruals and long-term/short-term borrowings. The Company monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the company.

The following table summarises the capital of the Company:

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Total debt	5,762.27	1,466.53
Total equity	27,236.42	25,885.70
Total debt to equity ratio	0.21	0.06

Dividends

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
Dividends recognised in the financial statements		
Final dividend for the year ended 31st March of ₹ 0.25 (0.15)	299.10	179.46
Dividends not recognised in the financial statements		
The Board of Directors have recommended the payment of final dividend of ₹ 0.25 (₹ 0.25 in the previous year) per share for the financial year 2023-24. The proposed dividend is subject to the approval of the shareholders in the ensuing general meeting	299.10	299.10

Note 34
Contingent Liabilities

(Indian ₹ in lacs)

No.	Particulars	31st March 2024	31st March 2023
1	Power claim matters related to the year 1995 decided in favour of the Company by the District Court (Civil Court, Senior Division, Porbandar) but Paschim Gujarat Vidyut Company Limited has gone into further appeal before Hon'ble High Court of Gujarat*	338.02	338.02
2	Demand (including interest on Tax demand) raised by the Income tax authorities during the assessment process, being disputed by the Parent Company**	1,989.04	1,989.04
3	Demand from Joint Commissioner Customs for payment of differential customs duty***	18.42	18.42
4	Demand from District Minerals Foundation and National Minerals Extraction Trust****	150.52	154.15
5	Interest on differential customs duty demand***	Amount to be determined	
6	Interest unpaid contribution to District Minerals Foundation and National Mineral Extraction Trust****	Amount to be determined	
7	Cases pending with Labour Courts*****	Amount to be determined	
*	In view of decision already in favour of Parent Company by the District Court (Civil Court, Senior Division, Porbandar) and based on discussion with the solicitors, the management believes that the Parent Company has a strong chance and hence no provision there against is considered necessary.		
**	Demand raised by Income tax authorities (during the assessment process for A.Y.2009-10, 2011-12, 2012-13, 2014-15, 2015-16 and 2017-18) substantially pertains to dispute on dertermination of inter segment price for claiming tax holiday benefits on sale of power which are disallowed/disputed by such authorities. Further, dispute on account of allowance of 80-IA benefit due to late filing of return of income pertianing to A.Y.2015-16. The Management believes that its position is likely to be upheld in the appellate process.		
***	Demand of differential custom duty is raised by the Office of Joint Commissioner Customs against few import shipment of coal. In some cases many parties are involved. Few matters are pending with larger bench of Supreme Court and few matters are pending with CESTAT.		
****	Demand raised by the Office of District Mineral Foundation and the Geology and Mining Department (District Mineral Foundation (Cell)) against DMF, NMET and interest on unpaid DMF and NMET. The petition is filed by the Company against such demand which is pending in the Honorable Gujarat High Court and the management believes that the decision will come in favor of the Company.		
*****	In view of large number of cases, it is not practicable to disclose individual details of all the cases. On the basis of current status of individual case and as per legal advice obtained by the Company, wherever applicable, the Parent Company is of view that no provision is required in respect of these cases.		

Note 35
Employee benefits - Gratuity Funded Scheme

Liability for employee gratuity has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Indian Accounting Standard 19 the details of which are as hereunder. The Company makes contributions to approved gratuity fund.

(Indian ₹ in lacs)

No.	Particulars	31st March 2024	31st March 2023
	Amount recognised in balance sheet		
	Present value of funded defined benefit obligation	472.26	362.13
	Fair value of plan assets	403.82	369.92
	Net funded obligation/(assets)	68.44	(7.79)
	Expense recognised in the statement of profit and loss		
	Current service cost	19.06	15.79
	Interest on net defined benefit asset	(0.58)	4.29
	Total expense charged to profit and loss Account	18.48	20.08
	Amount recorded as other comprehensive income		
	Remeasurements during the period due to:		
	Return on plan assets, excluding interest income	(12.39)	2.33
	Actual gain/(loses) on obligation for the period	93.56	(49.69)
	Amount recognised in OCI outside profit & loss account	81.17	(47.36)
	Reconciliation of net liability/(asset)		
	Opening net defined benefit liability/(asset)	(7.79)	58.81
	Expense charged to profit and loss account	18.49	20.08
	Amount recognised outside profit and loss account	81.17	(47.36)
	Benefits paid	-	-
	Liability in/out	5.88	0.26
	Employer contributions	(29.31)	(39.58)
	Closing net defined benefit liability/(asset)	68.44	(7.79)
	Movement in benefit obligation		
	Opening of defined benefit obligation	362.13	483.87
	Current service cost	19.06	15.79
	Interest on defined benefit obligation	14.74	35.27
	Liability in/out	5.88	0.26
	Acturial loss/(gain) arising from change in financial assumptions	93.58	(49.69)
	Benefits paid	(23.13)	(123.37)
	Closing of defined benefit obligation	472.26	362.13
	Movement in plan assets		
	Opening fair value of plan assets	369.92	425.05
	Acturial gain/(loss) arising from change in financial assumptions	12.39	(2.33)
	Interest income	15.32	30.99
	Contributions by employer	29.31	39.58
	Benefits paid	(23.13)	(123.37)
	Closing of defined benefit obligation	403.82	369.92
	Principal actuarial assumptions		
	Discount Rate	7.21%	7.49%
	Salary escalation rate p.a.	8.00%	8.00%

Sensitivity analysis for significant assumption is as shown below:

(Indian ₹ in lacs)

No.	Sensitivity Level	31st March 2024	31st March 2023
1	Discount Rate - 1% Increase	(28.40)	(14.76)
2	Discount Rate - 1% Decrease	33.71	17.33
3	Salary - 1% Increase	33.11	17.07
4	Salary - 1% Decrease	(28.49)	(14.82)
5	Employee Turnover - 1% Increase	(2.33)	(0.90)
6	Employee Turnover - 1% Decrease	2.63	1.00

The following are the expected future benefit payments for the defined benefit plan:

(Indian ₹ in lacs)

No.	Particulars	31st March 2024	31st March 2023
1	Within the next 12 months (next annual reporting period)	168.10	170.66
2	Between 2 and 5 years	110.41	86.20
3	Beyond 5 years	669.31	360.63

Note 36

Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2023-24, to the extent the Company has received intimation from the suppliers regarding their status under the Act.

(Indian ₹ in lacs)

No.	Particulars	As at 31st March 2024	As at 31st March 2023
1	Principal amount due to micro and small enterprise	66.68	22.56
2	Interest due on above	-	-

Note 37

Exceptional items

(Indian ₹ in lacs)

No.	Particulars	31st March 2024	31st March 2023
1	Loss due to cyclone (net of insurance claim receipts)	(52.00)	-
2	Gain on sale of two non core residential properties of the Company	479.21	-
	Total	427.21	-

Note 38

As per Ind AS 24, Disclosure of transactions with related parties (as identified by the management) as defined in Ind AS are given below:

Sr No.	Particulars	Country of Incorporation
A	Subsidiary:	
1	Orient Advanced Materials FZE A wholly-owned subsidiary	UAE
2	Orient Advanced Materials Private Limited A wholly-owned subsidiary	India
B	Enterprises having significant influence over the company being owned and controlled by principal shareholder, entities owned/controlled by such enterprise and entities in which the relatives of the KMP are interested/(Associates):	
3	Aeon Procure Private Limited	India
4	Ambica Logistics Private Limited	India
5	Ashapura Arcadia Logistics Private Limited	India
6	Ashapura Minechem Limited	India
7	Ashapura International Limited	India
8	Ashapura Perfoclay Limited	India
9	Ashapura Midgulf NV	Belgium
10	APL Valueclay Private Limited	India
11	Ashapura Guinea Resources SARL	Guinea
12	Aeonx Digital Solutions Private Limited	India
13	Bombay Minerals Limited	India
14	Kutch Navniraman Trust	India
15	Manico Minerals International Private Limited	India
16	Minotech Resources LLP	India
C	Key Managerial Personnel	
17	Mr. Manan Chetan Shah ¹	Managing Director
18	Mr. Manubhai Rathod ²	Whole Time Director - Operations
19	Mr. Hemul Shah	Non-Executive Director
20	Mrs. Chaitali Salot	Non-Executive Director
21	Mr. Harish Motiwala	Independent Director
22	Mrs. Neeta Shah	Independent Director
23	Mr. Ketan Shrimankar	Independent Director
24	Mr. Vikash Khemka	Chief Financial Officer
25	Mrs. Seema Sharma	Company Secretary

¹ President upto 11th April, 2023, Managing Director w.e.f. 12th April, 2023.

² Whole Time Director & CEO upto 2nd August, 2023, Whole Time Director - Operations w.e.f. 3rd August, 2023.

(Indian ₹ in lacs)

Nature of transaction	Relationship	Year ended 31st March 2024	Year ended 31st March 2023
1. Sale of materials			
Ashapura Minechem Limited	Associate	16.44	16.87
Ashapura Perfoclay Limited	Associate	33.38	22.93
Aeonx Digital Solutions Private Limited	Associate	0.48	-
Ashapura International Limited	Associate	783.95	22.89
Aeon Procure Private Limited	Associate	0.18	0.22
Ashapura Midgulf NV	Associate	13.14	1,117.87
Bombay Minerals Limited	Associate	1,115.70	502.95
Orient Advanced Materials Private Limited	Subsidiary	1,304.44	833.07
Total..		3,267.71	2,516.80
2. Sale of property, plant and equipment			
Orient Advanced Materials Private Limited	Subsidiary	-	63.17
3. Purchase of materials			
Ashapura Minechem Limited	Associate	372.84	41.30
APL Valueclay Private Limited	Associate	-	2.45
Ashapura International Limited	Associate	7.48	9.77
Ashapura Perfoclay Limited	Associate	0.36	-
Bombay Minerals Limited	Associate	2,986.25	7,446.13
Minotech Resources LLP	Associate	5.75	210.13
Orient Advanced Materials Private Limited	Subsidiary	5,019.91	1,384.93
Total..		8,392.59	9,094.71
4. Purchase of property, plant and equipment			
Ashapura Minechem Limited	Associate	2,028.16	-
5. Rent paid			
Ashapura Minechem Limited	Associate	2.58	9.00
Bombay Minerals Limited	Associate	3.00	3.00
Minotech Resources LLP	Associate	1.80	1.80
Total..		7.38	13.80
6. Interest receipts			
Orient Advanced Materials FZE	Subsidiary	3.13	-
Orient Advanced Materials Private Limited	Subsidiary	300.82	187.81
Total..		303.96	187.81
7. Loan given			
Orient Advanced Materials FZE	Subsidiary	45.38	-
Orient Advanced Materials Private Limited	Subsidiary	-	1,500.00
Total..		45.38	1500.00

Nature of transaction	Relationship	Year ended 31st March 2024	Year ended 31st March 2023
8. Interest paid			
Ashapura Perfoclay Limited	Associate	2.60	-
9. Loan taken			
Ashapura Perfoclay Limited	Associate	300.00	-
10. Loan repaid			
Ashapura Perfoclay Limited	Associate	300.00	-
11. Purchase of services			
Ambica Logistics Private Limited	Associate	-	8.95
Ashapura Minechem Limited	Associate	323.62	780.00
Manico Minerals International Pvt Ltd	Associate	25.10	-
Aeonx Digital Solutions Private Limited	Associate	68.77	48.11
Bombay Minerals Limited	Associate	630.65	1,354.30
Minotech Resources LLP	Associate	-	294.43
Orient Advanced Materials Private Limited	Subsidiary	557.69	-
Total..		1,605.83	2,485.79
12. Sale of services			
Ashapura Minechem Limited	Associate	3.00	-
Bombay Minerals Limited	Associate	-	0.76
Total..		3.00	0.76
13. Commission paid			
Ashapura Minechem Limited	Associate	10.33	3.73
Orient Advanced Materials Private Limited	Subsidiary	10.33	3.73
Total..		20.66	7.46
14. Research & Development expenses paid			
Ashapura Minechem Limited	Associate	100.00	100.00
15. Corporate Social Responsibility			
Kutch Navnirman Trust	Associate	25.00	35.00

Outstanding balances :

Nature of transaction	Relationship	Year ended 31st March 2024	Year ended 31st March 2023
1. Trade receivables			
Ashapura Midgulf NV	Associate	12.63	868.22
Ashapura Perfoclay Limited	Associate	-	4.25
Aeon Procure Private Limited	Associate	-	0.25
Bombay Minerals Limited	Associate	-	245.00
Total..		12.63	1,117.72
2. Trade payables			
Ashapura Minechem Limited	Associate	282.58	120.76
Ashapura International Limited	Associate	-	0.14
Bombay Minerals Limited	Associate	579.65	-
Manico Minerals International Private Limited	Associate	-	0.23
Total..		862.23	121.13
3. Other payables			
Ashapura Arcadia Logistics Private Limited	Associate	65.00	65.00
4. Trade advances to suppliers			
Aeonx Digital Solutions Private Limited	Associate	-	1.55
Orient Advanced Materials FZE	Subsidiary	12.97	9.83
Orient Advanced Materials Private Limited	Subsidiary	2,691.31	2,182.46
Total..		2,704.27	2,193.84
5. Loan receivables			
Orient Advanced Materials FZE	Subsidiary	44.59	-
Orient Advanced Materials Private Limited	Subsidiary	4,000.00	4,000.00
Total..		4,044.59	4,000.00

Key Managerial Personnel and relatives

1. Remuneration			
Mr. Manan Shah	Managing Director/ President	144.70	102.31
Mr. Manubhai Rathod	Whole Time Director - Operations	54.01	49.10
Others		57.16	52.28
Total..		255.87	203.69
2. Sitting fees			
Mr. Hemul Shah	Non-Executive Director	1.85	1.60
Mr. Harish Motiwala	Independent Director	1.85	1.85
Mrs. Chaitali Salot	Non-Executive Director	1.25	1.25
Mrs. Neeta Shah	Independent Director	1.25	1.00
Mr. Ketan Shrimankar	Independent Director	1.85	1.85
Total..		8.05	7.55

Note 39
Segment reporting

For management purposes, the Company is organised into business units based on its products and services and has two reportable segments, as follows:

a) Alumina Refractories & Monolithics products & bauxite ores: Alumina Refractories & Monolithics products manufactures calcined bauxite, fused aluminium oxide abrasive grains and low cement castables which are mainly consumed in steel plants. Plant grade bauxite ores are captively consumed at the plant and Non plant grade bauxite ores are sold in the market.

b) Power generation: The Company has a thermal power plant, furnace oil based power plant and windmills. Power generated from thermal power plant and furnace oil based power plant is captively consumed at the plant and power generated from windmills is sold to the respective state power distribution companies.

No operating segments have been aggregated to form the above reportable operating segments.

The Executive Management Committee monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The Company's financing (including finance costs and finance income) and income taxes are managed on a Company basis and are not allocated to operating segments.

(Indian ₹ in lacs)

Segment Revenues, Results and Other Information	Alumina Refractories, Monolithics Products & Bauxite Ores		Power Generation		Total	
	2023-2024	2022-2023	2023-2024	2022-2023	2023-2024	2022-2023
REVENUE						
External revenue	30,964.17	27,694.17	734.24	690.76	31,698.41	28,384.93
Inter Segment revenue	-	-	210.57	-	210.57	-
Total	30,964.17	27,694.17	944.81	690.76	31,908.98	28,384.93
Less: Elimination- Inter Segment revenue	-	-	(210.57)	-	(210.57)	-
Total revenue	30,964.17	27,694.17	734.24	690.76	31,698.41	28,384.93
SEGMENT RESULTS	3,435.73	2,825.65	(268.18)	94.16	3,167.55	2,919.81
Less: Unallocable expenditure/(income) net of unallocable income/expenditure					1,040.64	978.85
Operating Profit					2,126.91	1,940.95
Less: Exceptional Item					(427.21)	-
Less: Interest Expenses					333.35	351.49
Profit before tax					2,220.75	1,589.46
Less: Tax expenses					510.18	326.81
Net Profit after tax					1,710.57	1,262.65

Segment Assets and Liabilities

(Indian ₹ in lacs)

Particulars	Alumina Refractories, Monolithics Products & Bauxite Ores		Power Generation		Total	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Segment Assets	29,222.07	22,634.28	4,545.06	4,205.87	33,767.13	26,840.15
Unallocated Corporate Assets	-	-	-	-	5,858.57	5,248.35
Total Assets	29,222.07	22,634.28	4,545.06	4,205.87	39,625.70	32,088.50
Segment Liabilities	4,427.51	2,746.98	806.56	561.34	5,234.07	3,308.31
Unallocated Corporate Liabilities					7,155.21	2,894.49
Total Liabilities	4,427.51	2,746.98	806.56	561.34	12,389.28	6,202.81
Capital Expenditure	2,153.21	46.49	-	-	2,153.21	46.49
Depreciation	687.32	588.44	339.30	363.45	1,026.62	951.89

Revenue From External Customers

(Indian ₹ in lacs)

Particulars	For the year ended 2023-24	For the year ended 2022-23
India	22,849.87	22,288.70
Outside India	8,848.54	6,096.23
Total revenue as per statement of profit & loss	31,698.41	28,384.93

Note 40
Additional Regulatory Information

Additional Regulatory Information pursuant to clause 6L of General Instructions for preparation of Balance Sheet as given in Part I of Division II of Schedule III to the Companies Act, 2013, are given hereunder to the extent relevant and other than those given elsewhere in any other notes to the financial Statement.

a. Ratio

Sr. No.	Particulars	Numerator	Denominator	As at 31st March,		Variance	Reason for variance, if more than 25%
				2024	2023		
1	Current Ratio (in times)	Current Assets	Current Liabilities	2.35	4.07	(42.28)	Increase in current liabilities
2	Debt-Equity Ratio (in times)	Total debt	Shareholders' equity	0.21	0.06	273.44	Increase in debt
3	Debt Service Coverage Ratio (in times)	Earning available to service debt	Interest costs, current maturities of payments	2.10	3.07	(31.70)	Increase in debt
4	Return on Equity Ratio (%)*	Net profit after taxes	Average shareholder's equity	4.83	4.99	(3.08)	
5	Inventory Turnover Ratio (No. of days)	Sales	Average inventory	77.71	74.96	3.68	
6	Trade Receivables Turnover Ratio (No. of days)	Net credit sales	Average trade receivables	85.13	92.61	(8.08)	
7	Trade Payables Turnover Ratio (No. of days)	Net credit purchases	Average trade payables	53.65	46.82	14.60	
8	Net Capital Turnover Ratio (in times)	Operating revenue	Working capital	2.43	2.11	15.14	
9	Net Profit Ratio (%)*	Net profit	Operating revenue	4.05	4.45	(8.98)	
10	Return on Capital Employed (%)	Earning before interest and taxes	Capital employed	6.24	6.80	(8.31)	
11	Return on Investments (%)	Income generated from invested funds	Average invested funds	-	-	-	

* excluding exceptional items

- b. The title deeds of all immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - c. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
 - d. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
 - e. The Company has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.
 - f. Based on the information furnished to us, the Company does not have any transactions with struck-off companies.
 - g. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.
 - h. The company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities(intermediaries), with the understanding that the intermediary shall;
 - i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
 - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - i. The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall;
 - i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries), or
 - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - j. The Company does not have any transactions which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
 - k. Quarterly returns or statements of current assets filed by the Company with banks are generally in agreement with the books of accounts.
 - l. The Company has used the borrowings from banks for the specific purpose for which it was obtained.
 - m. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
 - n. The Company is operating under SAP environment which is fully integrated financial accounting and reporting system. The management confirms that the accounting software used by the Company for maintaining books of account has a feature of recording audit trail (edit log) facility which has been operated throughout the year for all transactions recorded in the software and the audit trail feature is not being tampered with.
41. Balances with sundry creditors, sundry debtors and for loans and advances in few cases are subject to confirmations from the respective parties and reconciliations, if any. In absence of such confirmations, the balances as per books are relied upon by the auditors.
42. In the opinion of the Directors, the current assets, loans and advances are approximately of the value as stated in the balance sheet, if realized in the ordinary course of the business. The provision of all known liabilities is adequate and not in excess of the amount reasonably required.

43. All the amounts have been stated in Indian Rupees in lacs, unless otherwise stated.
44. Previous year's figures have been regrouped and rearranged, wherever necessary.

Signatures to Notes 1 to 44**As per our report of even date**

For Sanghavi & Co.
Chartered Accountants

Manoj Ganatra
Partner

Place : Mumbai
Date : May 16, 2024

For and on behalf of the Board of Directors

Manan Shah
Managing Director
DIN: 06378095

Hemul Shah
Director
DIN: 00058558

Seema Sharma
Company Secretary

Vikash Khemka
Chief Financial Officer

Place : Mumbai
Date : May 16, 2024

INDEPENDENT AUDITOR'S REPORT

To
The Members of
ORIENT CERATECH LIMITED
(formerly known as “Orient Abrasives Limited”)

Report on the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of **Orient Ceratech Limited** (“the Parent Company”) (formerly known as “Orient Abrasives Limited”) and its wholly-owned subsidiaries (the Parent Company and its subsidiaries together referred to as “the Group”), which comprise the Consolidated Balance Sheet as at 31st March 2024, the consolidated statement of profit and loss including other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and the other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March 2024, of its consolidated profit including other comprehensive income, consolidated changes in equity and consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“the ICAI”) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key audit matters

Key audit matters are those matters which, in our professional judgment were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in our forming our opinion thereon, and we do not provide a separate opinion on these matters. We have the matters described below to be the key audit matters to be communicated in our report:

Key audit matters	How our audit addressed the key audit matter
1. <u>Overdue statutory payables – Royalty, contribution to District Mineral Fund (DMF) and Contribution to National Mineral Exploration Trust (NMET)</u>	
<p>The Parent Company is liable to pay royalty liability on dispatch of extracted material from its mines. The Parent Company is also required to make contribution to District Mineral Fund (DMF) and National Mineral Exploration Trust (NMET) as per various government notification in this regard.</p> <p>The Parent Company has received demand letter dated August 16, 2018 from the Office of DMF and the Geology and Mining Department (District Mineral Foundation (Cell)) against the unpaid contribution and interest thereof with respect to the dispatch of bauxite ores from mines. The Parent Company has filed petition against such demand which is pending in the Honorable Gujarat High Court and the management believes that the decision will come in favor of the Parent Company.</p> <p>The Parent Company has also received orders from department of Udyog and Khan, Gandhinagar up to March, 2018 with respect to LME based royalty refund (net of payable) of Rs. 129.00 lacs. The refund is not yet received by the Parent Company.</p> <p>As at year end, the Parent Company is carrying liability in its books of Rs. 220.33 lacs in respect of royalty and other contributions against which there is an advance payment of Rs. 127.03 lacs as at March 31, 2024. The liability amount includes contribution payable for past 1-6 years as per the books.</p>	<ul style="list-style-type: none"> We have verified the relevant records of the Parent Company's obligation with respect of Royalty, NMET and DMF; We have discussed the Parent Company's policy regarding deposit of Royalty, NMET and DMF dues and as per management representation, the royalty is deposited in advance at the rate prescribed by Commissioner of Geology and Mining (CGM), whereas the royalty payable in the books of accounts is on account of difference between the rates prescribed by CGM and Indian Bureau of Mines (IBM). The management informed that the Parent Company has also filed petition with honorable High Court of Gujarat against the demand letter from the Office of District Mineral Foundation and the Geology and Mining Department (District Mineral Foundation (Cell)) as the Parent Company is of the view that the contribution is on production of bauxite ores after applicability of law w.e.f. September 16, 2015 instead of dispatch of bauxite ores from mines which were extracted before September 16, 2015. With respect to net refund orders received from department of Udyog and Khan, Gandhinagar, the Parent Company will account for the same on receipt of such amount on the principles of prudence. We have ensured completeness of liabilities and relied on management representation as regards compliance of the Acts/notifications.
2. <u>Advance given to mining contractors pending adjustment</u>	
<p>The Parent Company extracts raw bauxite from its mines which are taken on lease. The Parent Company get the raw bauxite extracted through various sub-contractors which includes extraction, sizing, sorting, truck loading activities, etc. at various mines.</p> <p>The Parent Company accounts for the inventories of raw bauxite in the books when all the activities of the sub-contractors get completed and material is readily usable.</p> <p>As at March 31, 2024, the extracted stock of raw bauxite which remain to be sorted and weighment thereof is not recorded in the books.</p> <p>Against the contracted activities which are currently in progress, the parent Company has outstanding advance of Rs. 855.24 lacs as at reporting date paid to sub-contractors towards various activities at mines.</p> <p>Treatment of amount paid to sub-contractor as an advance pending adjustment, was determined to be key matter in our audit of the consolidated financial statements.</p>	<ul style="list-style-type: none"> We have reviewed the Parent Company's internal control as regards accounting of advance to sub-contractors and accounting of purchase of material. As per contractors' confirmation and management representation, at the reporting year end, as mining activities are in progress and hence, the amount paid to the contractors are treated as advances since the mining services obligations are not yet completed. We have also verified the amount of advance settled during the year based on receipt of raw bauxite and details of additional advance paid during the year

Key audit matters	How our audit addressed the key audit matter
3. <u>Manufacturing plant at Porbandar</u>	
<p>The Parent Company's operations have been affected by non-availability of core raw material – specialized grade raw bauxite.</p> <p>The Parent Company has partially suspended the plant operations in respect of products manufactured from specialized grade raw bauxite at its Porbandar manufacturing plant.</p> <p>The management is taking care of plant equipment health through periodic maintenance activities to keep the plant in working condition.</p> <p>The net block of the property, plant and equipment at Porbandar plant is Rs. 6,108.57 lacs as at March 31, 2024.</p>	<p>Our audit procedures in relation to evaluation of impairment testing of the manufacturing plant at Porbandar included the following:</p> <ul style="list-style-type: none"> Performing test of controls over key financial controls related to accounting, valuation and recoverability of assets through inspection of evidence. Performing substantive audit procedures including: <ul style="list-style-type: none"> Obtaining the management's impairment assessment; Evaluating the key assumptions including projected revenue, weighted average cost of capital by comparing them with external data, where available; Obtaining and evaluating the sensitivity analysis.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Parent Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Shareholder's Information, but does not include the consolidated financial statements and auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the aforesaid reports and information, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance.

Management's Responsibility for the Consolidated Financial Statements

The Parent Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Parent Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing financial reporting process of the Group.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is high level of assurance, but is not a guarantee that audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatements of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of the internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosure, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the consolidated financial statements of which we are the independent auditors.

We communicate with those charged with governance of the Parent Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of one subsidiary company whose financial statements reflect total assets of Rs. 47.45 lacs as at 31st March 2024 and gross total revenues of Nil and net loss after tax (including other comprehensive income) Rs. 6.76 lacs for the year then ended as considered in the consolidated financial statements. These financial statements and other financial information have been audited by other auditors whose reports have been furnished to us by the management, and our opinion on consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of this subsidiary company is based solely on the report of such other auditors.

Our opinion on the consolidated financial statements above and our report on other Legal and Regulatory Requirements below is not modified in respect of these matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO"/"the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent Company, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said respective companies included in the consolidated financial statements except following:

Sr. No.	Name/CIN	Nature of Relationship	Clause number of the CARO report which is qualified or is adverse	Remarks
1	Orient Ceratech Limited L24299MH1971PLC366531	Parent Company	(iii)(e), (vii)(b)	Non-payment of statutory liabilities
2	Orient Advanced Materials Private Limited U26100GJ2006PTC047900	Subsidiary	(ix)(d)	Utilisation of short term funds

2. As required by section 143(3) of the Act, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept so far as it appears from our examination of those books;
 - c) The consolidated balance sheet, the consolidated statement of profit and loss including other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement dealt with by this report are in agreement with the books of account;

- d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015;
- e) On the basis of the written representations received from the directors as on 31st March 2024 and taken on record by the Board of Directors of the Parent Company and the subsidiary company incorporated in India, none of the directors of the Group is disqualified as on 31st March 2023, from being appointed as a director in terms section 164(2) of the Act;
- f) With respect to the adequacy of internal financial controls over financial reporting of the Parent Company and its subsidiary incorporated in India and operating effectiveness of such controls, our separate report in annexure – A may be referred.
- g) In our opinion and to the best of our information and according to the explanations given to us and according to the reports of the statutory auditors of the subsidiary company incorporated in India, remuneration paid by the Parent Company and its subsidiary company incorporated in India, to its directors during the year is in accordance with the provisions of section 197 of the Act;
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanation given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group;
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivatives contracts;
 - iii. There has been no delay in transferring the amounts, required to be transferred to the Investor Education and Protection Fund by the Parent company or its subsidiary incorporated in India.
 - iv.
 - a. The respective managements of the Parent Company and its subsidiary incorporated in India, whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, to the best of their knowledge and belief as disclosed in note 39(h) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Parent Company or subsidiaries or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Parent Company or subsidiaries ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - b. The respective managements of the Parent Company, its subsidiary incorporated in India, whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, to the best of their knowledge and belief as disclosed in note 39(i) to the consolidated financial statements, no funds have been received by the Parent Company or subsidiaries from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Parent Company or subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- c. Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) above, contain any material misstatement.
- v. The dividend declared or paid during the year by the Parent Company is in compliance with section 123 of the Act. No dividend is declared or paid during the year by the subsidiary company incorporated in India.
- vi. Based on our examination which included compliance test and test checks and those performed by the respective auditors of the subsidiary company which is incorporated in India whose financial statements have been audited under the Act, the Parent Company and its subsidiary company have used the accounting software for maintaining books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with.

For SANGHAVI & COMPANY
Chartered Accountants
FRN: 109099W

Mumbai
May 16, 2024

MANOJ GANATRA
Partner
Membership No. 043485
UDIN: 24043485BJZYRR3131

ANNEXURE – A TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

We have audited the internal financial controls over financial reporting of **Orient Ceratech Limited** (“the Parent Company”) (formerly known as “Orient Abrasives Limited”) and its subsidiary, Orient Advanced Materials Private Limited (the Parent Company and its subsidiaries together referred to as “the Group”) which are companies incorporated in India as of 31st March, 2024 in conjunction with our audit of the consolidated financial statements of the Group for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent Company and its subsidiary which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Parent Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (“the Guidance Note”) issued by the Institute of Chartered Accountants of India (“the ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Group’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Parent Company and its subsidiary company, which is company incorporated in India.

Meaning of Internal Financial Controls Over Financial Reporting

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that -

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Parent Company and its subsidiary company which is company incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2024, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal controls over financial reporting in so far as it relates to a subsidiary incorporated in India, is based solely on the report of the auditors of that subsidiary company. Our opinion is not modified in respect of this matter.

For SANGHAVI & COMPANY
Chartered Accountants
FRN: 109099W

Mumbai
May 16, 2024

MANOJ GANATRA
Partner
Membership No. 043485
UDIN: 24043485BJZYRR3131

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2024

(Indian ₹ in lacs)

Particulars	Note No.	As at 31st March 24	As at 31st March 23
ASSETS:			
Non-Current Assets			
Property, plant and equipment	2	15,955.89	14,809.67
Capital work-in-progress	2	470.78	226.96
Right-of-use assets	3	72.54	75.37
Intangible assets	4	8.98	9.50
Financial assets			
Investments		-	-
Loans		-	-
Other financial assets	5	480.32	284.96
Other non-current assets	6	523.65	50.29
		17,512.16	15,456.76
Current Assets			
Inventories	7	10,511.16	6,408.77
Financial assets			
Trade receivables	8	7,894.43	7,320.60
Cash and cash equivalents	9	397.67	566.81
Other bank balances	10	164.16	104.89
Other financial assets	5	38.84	35.76
Current tax assets	11	495.74	502.68
Other current assets	6	3,623.82	2,281.37
		23,125.82	17,220.88
Total Assets		40,637.98	32,677.63
EQUITY AND LIABILITIES:			
Equity			
Equity share capital	12	1,196.52	1,196.52
Other equity	13	26,371.21	24,833.81
		27,567.73	26,030.33
Liabilities			
Non-Current Liabilities			
Financial liabilities			
Borrowings	14	1,480.77	554.40
Other financial liabilities		-	-
Provisions	15	153.77	121.94
Deferred tax liabilities (net)	16	1,183.98	1,243.32
		2,818.52	1,919.66
Current Liabilities			
Financial liabilities			
Borrowings	14	4,281.52	912.12
Trade payables	17		
-total outstanding dues of micro, small and medium enterprises		78.08	44.17
-total outstanding dues of creditors other than MSME enterprises		4,779.37	2,810.10
Other financial liabilities	18	89.90	103.83
Provisions	15	113.00	48.87
Other current liabilities	19	696.73	642.15
Current tax liabilities	11	213.13	166.40
		10,251.73	4,727.64
Total Equity and Liabilities		40,637.98	32,677.63

The accompanying notes are an integral part of these financial statements.
As per our report of even date

For Sanghavi & Co.
Chartered Accountants

Manoj Ganatra
Partner

Place : Mumbai
Date : May 16, 2024

For and on behalf of the Board of Directors

Manan Shah
Managing Director
DIN: 06378095

Seema Sharma
Company Secretary

Place : Mumbai
Date : May 16, 2024

Hemul Shah
Director
DIN: 00058558

Vikash Khemka
Chief Financial Officer

STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2024

		(Indian ₹ in lacs)	
Particulars	Note No.	2023-24	2022-23
INCOME:			
Revenue from operations (net)	20	31,336.60	30,220.74
Other income	21	302.57	787.70
Total income		31,639.17	31,008.44
EXPENSES:			
Cost of materials consumed	22	13,159.79	9,866.69
Purchases of stock-in-trade		2,373.84	6,822.79
Changes in inventories	23	(2,279.61)	402.45
Employee benefits expenses	24	3,490.86	2,724.05
Finance costs	25	323.00	352.01
Depreciation and amortisation expenses	26	1,352.83	1,192.39
Other expenses	27	11,191.21	7,837.43
Total expenses		29,611.92	29,197.81
Profit before exceptional items and tax		2,027.25	1,810.63
Exceptional items	35	405.99	-
Profit before tax		2,433.24	1,810.63
Tax expense			
Current tax	11	582.18	347.79
Earlier years' tax		(13.28)	(103.94)
MAT credit entitlement		-	137.27
Deferred tax		(37.42)	8.16
Total tax expense		531.48	389.28
Profit for the year		1,901.76	1,421.35
Other comprehensive income			
Items that will not be reclassified to profit or loss			
a. Remeasurements of defined benefit plans		(87.05)	53.02
b. Tax impacts on above		21.91	(15.22)
Items that may be reclassified to profit and loss			
c. Exchange difference on foreign currency translation		(0.12)	(0.68)
Other comprehensive income for the year		(65.26)	37.12
Total comprehensive income for the year		1,836.50	1,458.47
Basic earning per share (₹)	28	1.59	1.19
Diluted earning per share (₹)		1.59	1.19
Face value per share (₹)		1.00	1.00

The accompanying notes are an integral part of these financial statements.
As per our report of even date

For Sanghavi & Co.
Chartered Accountants

Manoj Ganatra
Partner

Place : Mumbai
Date : May 16, 2024

For and on behalf of the Board of Directors

Manan Shah
Managing Director
DIN: 06378095

Hemul Shah
Director
DIN: 00058558

Seema Sharma
Company Secretary

Vikash Khemka
Chief Financial Officer

Place : Mumbai
Date : May 16, 2024

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2024

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
A Cash flow from operating activities:		
Net profit for the year	1,901.76	1,421.35
Adjustments for -		
Depreciation	1,352.83	1,192.39
Income tax expenses	531.48	389.28
Loss/(gain) on disposal of property, plant & equipment	(478.85)	(0.14)
Provision for doubtful debts/(sundry balances written back)	(73.36)	(266.87)
Exchange rate adjustments on foreign currency translation (net)	(0.05)	(0.68)
Interest income	(27.80)	(105.82)
Finance cost	323.00	352.01
Operating Profit Before Working Capital Changes	3,522.01	2,981.52
Movements in working capital:		
Increase in trade and other receivables	(685.46)	157.19
(Increase)/decrease in other assets	61.70	1,834.68
(Increase)/decrease in inventories	(4,102.40)	(50.80)
Increase/(decrease) in provisions	8.92	(42.49)
Trade and other payables	253.33	(109.59)
Cash generated from operations	(4,463.91)	1,788.99
Income tax paid	(515.23)	(394.20)
Net cash generated by operating activities	(1,450.13)	4,376.31
B Cash flow from investing activities:		
Payment for property, plant and equipment	(2,749.07)	(1,579.84)
Sale of property, plant & equipment	488.40	63.13
Term deposits and margin money	(154.61)	114.29
Interest received	27.80	105.82
Net cash (used in)/generated from investing activities	(2,387.48)	(1,296.60)
C Cash flow from financing activities:		
Proceeds from borrowings	1,335.86	728.18
Repayments of borrowings	(170.94)	(158.89)
Changes in working capital loans (net)	3,130.82	(2,876.17)
Interest paid	(319.62)	(350.00)
Dividend paid	(307.65)	(179.46)
Net cash used in financing activities	3,668.47	(2,836.36)
Net increase in cash and cash equivalents	(169.14)	243.35
Cash and cash equivalents as at beginning of the year	566.81	323.47
Cash and cash equivalents as at end of the year	397.67	566.81

The accompanying notes are an integral part of these financial statements.
As per our report of even date

For Sanghavi & Co.
Chartered Accountants

Manoj Ganatra
Partner

Place : Mumbai
Date : May 16, 2024

For and on behalf of the Board of Directors

Manan Shah
Managing Director
DIN: 06378095

Seema Sharma
Company Secretary

Place : Mumbai
Date : May 16, 2024

Hemul Shah
Director
DIN: 00058558

Vikash Khemka
Chief Financial Officer

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2024
A. SHARE CAPITAL

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
At the beginning of the year	1,196.52	1,196.52
Changes in equity share capital during the year	-	-
At the end of the year	1,196.52	1,196.52

B. OTHER EQUITY

(Indian ₹ in lacs)

Particulars	General Reserve	Retained Earnings	Capital Reserve	Other Comprehensive Income		Total equity
				Exchange difference on foreign currency translation	Remeasurements of net defined benefit plans	
As at 1st April, 2022	8,979.44	13,876.82	807.72	-	(109.18)	23,554.80
Profit for the year	-	1,421.35	-	-	-	1,421.35
Other comprehensive income for the year (net of tax)	-	-	-	(0.68)	37.80	37.12
Final dividend, declared and paid during the year	-	(179.46)	-	-	-	(179.46)
As at 31st March, 2023	8,979.44	15,118.71	807.72	(0.68)	(71.38)	24,833.81
Profit for the year	-	1,901.76	-	-	-	1,901.76
Other comprehensive income for the year (net of tax)	-	-	-	(0.12)	(65.14)	(65.26)
Final dividend, declared and paid during the year	-	(299.10)	-	-	-	(299.10)
As at 31st March, 2024	8,979.44	16,721.37	807.72	(0.80)	(136.52)	26,371.21

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For and on behalf of the Board of Directors

For Sanghavi & Co.
Chartered Accountants

Manoj Ganatra
Partner

Place : Mumbai
Date : May 16, 2024

Manan Shah
Managing Director
DIN: 06378095

Seema Sharma
Company Secretary

Place : Mumbai
Date : May 16, 2024

Hemul Shah
Director
DIN: 00058558

Vikash Khemka
Chief Financial Officer

GROUP INFORMATION

Orient Ceratech Limited (“the Group”) (“formerly known as “Orient Abrasives Limited”) is a public limited company domiciled in India and incorporated on 12 th November, 1971 under the provisions of the Companies Act vide CIN: L24299MH1971PLC366531 applicable in India. The Group is principally engaged in the business of production and trading of aluminium refractories and other mineral products, mining of bauxite ores and generation of power (including windmill facilities). The Parent Company’s manufacturing facilities are located at Porbandar (Gujarat) along with thermal power generation, manufacturing plant at Baraya (Kutch, Gujarat) , bauxite mines located at various sites in Gujarat and windmill facilities in the state of Rajasthan and Karnataka. The registered office of the Parent Company is located at Lawrence & Mayo House, 3rd Floor, 276, D.N Road, Fort, Mumbai - 400001. The equity shares of the Company are listed on Bombay Stock Exchange (BSE) as well as National Stock Exchange (NSE).

The consolidated financial statements (“the financial statements”) were authorized for issue in accordance with the resolution of the Board of Directors on 16 th May, 2024.

1 BASIS OF PREPARATION, MEASUREMENT AND MATERIAL ACCOUNTING POLICIES

1.1 Basis of preparation and measurement:

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 (“the Act”) read together with Companies (Indian Accounting Standards) Rules, 2015, as applicable.

The consolidated financial statements have been prepared and presented under historical cost convention, on accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair value at the end of each reporting period, as stated in the accounting policies set out below. The accounting policies have been applied consistently over all the periods presented in these consolidated financial statements.

All assets and liabilities have been classified as current or non current as per the Group’s normal operating cycle and other criteria as set out in the Division II of Schedule III to the Act. The Group considers 12 months as normal operating cycle.

Consolidated Financial Statements are presented in Indian Rupees (INR) which is the Group’s functional currency, and all the values are rounded to the nearest lacs except otherwise indicated.

1.2 Basis for consolidation

- a. The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the group uses accounting policies other than those adopted in the consolidated financial statements, appropriate adjustments are made to that group member’s financial statements in preparing the consolidated financial statements to ensure conformity with the group’s accounting policies.
- b. The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Parent Company.
- c. The consolidated financial statements present the consolidated accounts of Orient Ceratech Limited with its following subsidiaries:

No.	Subsidiary Company	Country of Incorporation	% voting power held as at 31 st March 2024
1	Orient Advanced Materials Private Limited	India	100.00
2	Orient Advanced Materials FZE	UAE	100.00

d. Subsidiaries

- a) A subsidiary is an entity over which the Parent Company has control. The Parent Company controls an entity when the Parent Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Parent Company.
- b) The Parent Company combines the financial statements of the Parent Company and its subsidiary companies on a line by line basis, adding together like items of assets, liabilities, equity, income and expenses. Inter-Group transactions, balances and unrealized gains on transactions among the Group are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries are consistent with the policies adopted by the Parent Company.
- c) A change in the ownership interest of subsidiaries, without loss of control, is accounted for as an equity transaction. If the Parent Company loses control over a subsidiaries, it derecognizes the assets, liabilities, carrying amount of any non-controlling interests and the cumulative translation differences recorded in equity.

1.3 Material accounting policies:

a. System of accounting

The Group follows mercantile system of accounting and recognises income and expenditure on an accrual basis except in case of significant uncertainties. These financial statements are prepared under the historical cost convention unless otherwise indicated.

b. Key accounting estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income, expenses and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

c. Property, plant and equipment

- (i) Property, plant and equipment are stated at historical cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/installation of the assets less accumulated depreciation and accumulated impairment losses, if any.
- (ii) Subsequent expenditure relating to property, plant and equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the statement of profit and loss as incurred.

- (iii) The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the statement of profit and loss.
- (iv) Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.
- (v) The Group depreciates property, plant and equipment on written down value method except for building, plant & machinery, laboratory equipment and excavators where depreciation is provided on straight line method over the estimated useful life prescribed in Schedule II of the Act from the date the assets are ready for intended use after considering the residual value.
- (vi) Intangible assets mainly represent implementation cost for software and other application software acquired/developed for in-house use. These assets are stated at cost. Cost includes related acquisition expenses, related borrowing costs, if any, and other direct expenditure. Intangible assets are amortized over the estimated useful life.
- (vii) Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.
- (viii) Losses arising from the retirement of and gains or losses arising from disposal of property, plant and equipment which are carried at cost are recognised in the Statement of Profit and Loss.
- (ix) Property, plant and equipment and intangible assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

d. Financial assets

Financial assets are recognised when the Group becomes a party to the contractual provisions of the instrument.

On initial recognition, a financial asset is recognised at fair value, in case of financial assets which are recognised at fair value through profit and loss (FVTPL), its transaction costs are recognised in the statement of profit or loss. In other cases, the transaction costs are attributed to the acquisition value of financial asset. However, trade receivables that do not contain a significant financing component are measured at transaction price.

Financial assets are subsequently classified measured at –

- amortised cost
- fair value through profit and loss (FVTPL)
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition except if and in the period the Group changes its business model for managing financial assets.

Financial asset is derecognised only when the Group has transferred the rights to receive cash flows from the financial asset. Where the entity has transferred the asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, financial asset is derecognised.

In accordance with Ind AS 109, the Group applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition.

e. Inventories

- (i) Raw materials and stores and spares are valued at weighted average cost including all charges in bringing the materials to the present location.
- (ii) Finished and semi-finished goods are valued at the cost plus direct expenses and appropriate value of overheads or net realizable value, whichever is lower.
- (iii) Obsolete, slow moving and defective inventories are written off/valued at net realisable value during the year as per policy consistently followed by the Group.

f. Cash and bank balances

Cash and equivalents:

Cash and cash equivalents in the balance sheet comprises of balance with banks and cash on hand and short term deposits with an original maturity of three month or less, which are subject to insignificant risks of changes in value.

Other bank balances:

Other bank balances include deposits with maturity less than twelve months but greater than three months and balances and deposits with banks that are restricted for withdrawal and usage.

g. Trade receivables

A receivable is classified as a trade receivable if it is in respect of the amount due on account of goods sold or services rendered in the normal course of business. Trade receivables are recognised initially at their transaction price and subsequently measured net of any expected credit losses.

h. Financial liabilities

- (i) Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.
- (ii) Financial liabilities are subsequently measured at amortised cost using the Effective Interest Rate (EIR) method. Financial liabilities carried at fair value through profit and loss are measured at fair value with all changes in fair value recognised in the statement of profit and loss.
- (iii) Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled or expires.

i. Trade payables

A payable is classified as a trade payable if it is in respect of the amount due on account of goods purchased in the normal course of business. These amounts represent liabilities for goods provided to the Group prior to

the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

j. Revenue recognition

- (i) Revenue shall be recognised to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services.
- (ii) Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, return and goods & service tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/discounts.
- (iii) Accumulated experience is used to estimate and provide for the discounts/rights of return, using the expected value method.
- (iv) A return liability is recognised to expected return in relation to sales made corresponding assets are recognised for the products expected to be returned.
- (v) The Group recognises as an asset, the incremental costs of obtaining a contract with a customer, if the Group expects to recover those costs. The said asset is amortised on a systematic basis consistent with the transfer of goods or services to the customers.
- (vi) Export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable accuracy and conditions precedent to claim are reasonably expected to be fulfilled.
- (vii) Revenue in respect of other income is recognised on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent of uncertainty.

k. Mining expenses

Expenses incurred on mining including removal of overburden of mines are charged to the statement of profit & loss as mining cost on the basis of quantity of minerals mined during the year, overburden of removal and mining being carried out concurrently and relatively within a short period of time. Mining restoration expenses are annually reviewed and provided for.

l. Foreign currency transactions

- (i) Items included in the financial statements are measured using the currency of primary economic environment in which the Group operates (“the functional currency”). The financial statements are presented in Indian Rupee (INR), which is the Group’s functional and presentation currency.
- (ii) Foreign currency transactions are initially recorded in the reporting currency at foreign exchange rate on the date of the transaction.
- (iii) Monetary items of current assets and current liabilities denominated in foreign currencies are reported using the closing rate at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.
- (iv) The gain or loss on decrease/increase in reporting currency due to fluctuations in foreign exchange rates are recognised in the statement of profit or loss.

m. Employee benefit expenses

- (i) Contributions to defined contribution schemes such as provident fund, employees' state insurance, labour welfare fund etc. are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. These benefits are classified as defined contribution schemes as the Group has no further obligations beyond the monthly contributions.
- (ii) The Group provides for gratuity which is a defined benefit plan, the liabilities of which are determined based on valuations, as at the reporting date, made by an independent actuary using the projected unit credit method. Re-measurement comprising of actuarial gains and losses, in respect of gratuity are recognised in the other comprehensive income in the period in which they occur. The classification of the Group's obligation into current and non-current is as per the actuarial valuation report.
- (iii) The employees are entitled to accumulate leave subject to certain limits, for future encashment and availment, as per the policy of the Group. The liability towards such unutilised leave as at the end of each balance sheet date is determined based on independent actuarial valuation and recognised in the statement of profit and loss.

n. Leases

Group as lessee

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Group as lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

o. Borrowing costs

Borrowing costs consist of interest and other costs that the Group incurs in connection with the borrowing of funds. Also, the effective interest rate amortisation is included in finance costs. Borrowing costs relating to acquisition, construction or production of a qualifying asset which takes substantial period of time to get ready for its intended use are added to the cost of such asset to the extent they relate to the period till such assets are ready to be put to use. All other borrowing costs are expensed in the statement of profit and loss in the period in which they occur.

p. Impairment of non financial assets

As at each reporting date, the Group assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Group determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the statement of profit and loss.

q. Taxes on income

Income tax expense comprises current tax expense and the deferred tax during the year. Current and deferred taxes are recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. In case of uncertainty of reversal of the deferred tax assets or when it is no longer probable that sufficient taxable profits will be available in the foreseeable future, deferred tax assets, as a matter of prudence, are not recognised.

The carrying amount of deferred tax is reviewed at each reporting date and measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

r. Provisions and contingent liabilities

The Group creates a provision when there is present obligation, legal or constructive, as a result of past events that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events. Contingent assets are neither recognised nor disclosed in the financial statements.

s. Earnings per share

- (i) Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Group by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.
- (ii) For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

t. Segment reporting

Business Segment

The chief operational decision maker (CODM) monitors the operating results of its business segment separately for the purpose of making decision about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in

the financial statements, Operating segment have been identified on the basis of nature of products and other quantitative criteria specified in the Ind AS 108. The analysis of geographical segments is based on the areas in which major operating divisions of the Group operate.

Intersegment Transfers

The Group generally accounts for intersegment sales and transfers as if the sales or transfers were to third parties at current market prices.

Allocation of common costs

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Segment Policies

The Group prepares segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole.

Note 2
Property, Plant and Equipment

(Indian ₹ in lacs)

Particulars	Land	Building	Plant & Equipment	Office Equipments	Furniture & Fixtures	Vehicles	Total
Gross carrying value							
As at 1st April, 2022	29.15	4,317.45	23,848.03	214.11	71.77	296.88	28,777.39
Additions	-	58.89	1,449.11	14.19	12.39	58.50	1,593.08
Disposals	-	-	(289.32)	-	-	-	(289.32)
As at 31st March, 2023	29.15	4,376.34	25,007.82	228.29	84.16	355.38	30,081.15
Additions	147.10	653.20	1,626.50	25.00	1.42	52.03	2,505.25
Disposals	(1.54)	(17.24)	-	-	-	(13.24)	(32.02)
As at 31st March, 2024	174.71	5,012.30	26,634.32	253.29	85.58	394.17	32,554.37
Accumulated Depreciation							
As at 1st April, 2022	-	1,214.82	12,501.67	186.72	42.60	199.63	14,145.44
Depreciation charged	-	138.48	990.05	12.04	7.23	27.20	1,175.00
Disposals	-	-	(48.96)	-	-	-	(48.96)
As at 31st March, 2023	-	1,353.30	13,442.76	198.76	49.83	226.83	15,271.48
Depreciation charged	-	155.85	1,130.69	13.88	8.30	40.76	1,349.48
Disposals	-	(9.91)	-	-	-	(12.57)	(22.48)
As at 31st March, 2024	-	1,499.24	14,573.45	212.64	58.13	255.02	16,598.48
Net carrying value							
As at 31st March, 2023	29.15	3,023.04	11,565.05	29.54	34.33	128.56	14,809.67
As at 31st March, 2024	174.71	3,513.04	12,060.85	40.65	27.45	139.14	15,955.89

Capital work in progress ageing schedule :

(Indian ₹ in lacs)

Particulars	Capital work in progress for the period of				Total
	Less than 1 Year	1 - 2 Years	2 - 3 Years	More than 3 Years	
31st March 2024					
Projects in progress	322.77	8.63	-	-	331.40
Project suspended	-	139.38	-	-	139.38
	322.77	148.01	-	-	470.78
31st March 2023					
Projects in progress	226.96	-	-	-	226.96
	226.96	-	-	-	226.96

Note 3
Right-of-use Assets

(Indian ₹ in lacs)

Particulars	Leasehold Land	Total
Gross carrying value		
As at 1st April, 2022	86.70	86.70
Additions	-	-
Disposals	-	-
As at 31st March, 2023	86.70	86.70
Additions	-	-
Disposals	-	-
As at 31st March, 2024	86.70	86.70
Accumulated depreciation		
As at 1st April, 2022	8.50	8.50
Depreciation charged	2.83	2.83
Disposals	-	-
As at 31st March, 2023	11.33	11.33
Depreciation charged	2.83	2.83
Disposals	-	-
As at 31st March, 2024	14.16	14.16
Net Carrying Amount		
As at 31st March, 2023	75.37	75.37
As at 31st March, 2024	72.54	72.54

Leases - Group as a lessee

(a) Set out below, are the carrying amount of the company's right-of-use assets and lease liabilities and the movements during the period:

(Indian ₹ in lacs)

Particulars	Lease Liability	Right-of-use Assets (Leasehold Land)
As at 1st April, 2022	-	78.20
Amortisation for the year	-	2.83
As at 31st March, 2023	-	75.37
Amortisation for the year	-	2.83
As at 31st March, 2024	-	72.54

(b) Set out below, are the amounts recognized in profit and loss:

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
Amortisation expense of right-of-use assets	2.83	2.83
Interest expense on lease liability	-	-
Lease expense- Short term and lease of low value assets (refer note (ii) below)	80.88	61.52
	83.71	64.35

Notes:

- The Group has entered into various lease contract for land with lease terms between 30-99 years. The Group has option to renew at various time interval. The Group's obligation under its lease are secured by the lessor's title to the leased assets.
- The Group also has certain leases of factories, office premises and equipment with lease term of 12 months or less and also has certain leases with low values. The Group applies the 'Short term leases' and 'Leases of low value assets' recognition exemption for these leases.

Note 4
Intangible assets

(Indian ₹ in lacs)

Particulars	Computer Software	Total
Gross carrying value		
As at 1st April, 2022	177.28	177.28
Additions	-	-
Disposals	-	-
As at 31st March, 2023	177.28	177.28
Additions	-	-
Disposals	-	-
As at 31st March, 2024	177.28	177.28
Accumulated depreciation		
As at 1st April, 2022	153.23	153.23
Depreciation charged	14.55	14.55
Disposals	-	-
As at 31st March, 2023	167.78	167.78
Depreciation charged	0.52	0.52
Disposals	-	-
As at 31st March, 2024	168.30	168.30
Net carrying value		
As at 31st March, 2023	9.50	9.50
As at 31st March, 2024	8.98	8.98

Note 5
Other financial assets

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non-current		
Term deposits with maturity of more than 12 months*	196.18	109.39
Security deposits	284.14	175.57
	480.32	284.96
Current		
Security deposits	50.34	61.21
Less: allowance for credit impaired	(34.00)	(36.00)
	16.34	25.21
Interest receivables	22.50	10.55
Others	-	-
	38.84	35.76
Total other financial assets	519.16	320.72

* under lien with banks against letter of credits and bank guarantees

Movement in expected credit loss:

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
Impairment allowance measured as per simplified approach:		
Loss allowance at the beginning of the reporting year	36.00	36.00
Changes in loss allowance	(2.00)	-
Loss allowance at the end of the reporting year	34.00	36.00

Note 6
Other assets

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non-current		
Capital advances	490.13	11.69
Less: allowance for credit impaired	(5.92)	(5.92)
	484.21	5.77
Prepaid expenses	39.44	44.52
	523.65	50.29
Current		
Trade advances to suppliers	1,597.97	1,193.23
Less: allowance for credit impaired	(41.76)	(3.66)
	1,556.21	1,189.57
Prepaid expenses	95.54	73.73
Balance with government authorities	1,952.26	990.47
Custom duty recoverable	19.81	19.81
Gratuity fund balance (net)	-	7.79
	3,623.82	2,281.37
Total other asset	4,147.47	2,331.68

Movement in provision for doubtful advances:

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
Provision at the beginning of the year	9.58	12.40
Less: Provision / (reversal) during the year	38.10	(2.82)
Provision at the end of the year	47.68	9.58

Note 7
Inventories

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Raw materials	2,982.49	1,756.82
Work-in-progress	809.50	788.26
Finished goods	9,512.02	2,259.84
Others	30.83	24.64
Stores and spares*	1,992.23	1,376.03
Packing materials	184.09	203.18
Total inventories	10,511.16	6,408.77

*net of provision for non-moving stock of ₹ 515.04 (465.04) lacs.

The cost of inventories recognised as an expense during the year is disclosed in note no. 22 & 23 includes Rs. 198.00 lacs (previous year - Nil) towards write down of inventories.

Note 8
Trade receivables

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Unsecured, considered good	7,639.73	7,073.35
Unsecured, significant increase in credit risk	418.18	308.88
Unsecured, Undisputed – credit impaired	299.46	221.59
Unsecured, considered doubtful	141.29	330.08
Less: Loss allowance for doubtful debts	(604.23)	(613.30)
Total trade receivables	7,894.43	7,320.60

a. Movement in the expected credit loss allowances :

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Loss allowance at the beginning of the year	613.30	778.70
Add: additional loss allowance provision during the year	24.67	-
Less: reversal against bad debts	(33.74)	(33.25)
Less: reversal against provision/realisation	-	(132.15)
Loss allowance at the end of the year	604.23	613.30

8.1 Trade receivables ageing schedule:

(Indian ₹ in lacs)

Particular	Not due	Outstanding for the following period from due date of payments					Total
		< 6 Months	6 months-1 year	1 - 2 years	2 - 3 years	> 3 years	
31st March, 2024							
Undisputed, considered good	3,920.79	3,520.21	198.74	-	-	-	7,639.74
Undisputed having significant increase in credit risk	-	-	-	183.80	215.33	-	399.13
Undisputed trade receivables-credit impaired	-	-	-	-	-	19.06	19.06
Disputed trade receivables-credit impaired	-	-	-	71.80	92.96	275.97	440.73
	3,920.79	3,520.21	198.74	255.60	308.29	295.03	8,498.66
Less: Allowance for credit losses							(604.23)
Total trade receivables							7,894.43

(Indian ₹ in lacs)

Particular	Not due	Outstanding for the following period from due date of payments					Total
		< 6 Months	6 months-1 year	1 - 2 years	2 - 3 years	> 3 years	
31st March, 2023							
Undisputed, considered good	3,871.11	1,886.20	1,316.04	-	-	-	7,073.35
Undisputed having significant increase in credit risk	-	-	-	308.88	-	-	308.88
Undisputed trade receivables-credit impaired	-	-	-	-	-	221.59	221.59
Disputed trade receivables-credit impaired	-	6.28	68.46	162.88	92.46	-	330.08
	3,871.11	1,892.48	1,384.50	471.76	92.46	221.59	7,933.90
Less: Allowance for credit losses							(613.30)
Total trade receivables							7,320.60

Note 9
Cash and cash equivalents

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Balances with banks	342.06	482.84
Cash on hand	9.22	6.75
Other term deposits	46.39	77.22
Total cash and cash equivalents	397.67	566.81

Note 10
Other bank balances

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Margin money deposits*	125.89	58.07
Unpaid dividend accounts**	38.27	46.82
Total other bank balances	164.16	104.89

* under lien with banks against letter of credits and bank guarantees

**There are no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at the balance sheet date.

Note 11
Income tax

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Current income tax assets	495.74	502.68
Current income tax liabilities	(213.13)	(166.40)
Net balances	282.61	336.28
The gross movement in the current tax asset / (liability)		
Net current income tax asset at the beginning	336.28	185.93
Income tax paid (net of refunds)	515.23	394.20
Income tax expense	(568.90)	(243.85)
Income tax on other comprehensive income	-	-
Net current income tax asset at the end	282.61	336.28

Note 12
Equity share capital

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
<u>Authorised</u>		
14,00,00,000 equity shares of ₹ 1 each	1,400.00	1,400.00
4,00,000 6% Redeemable preference shares of ₹ 100 each	400.00	400.00
	1,800.00	1,800.00
<u>Issued, Subscribed and Paid up</u>		
11,96,39,200 equity shares of ₹ 1 each	1,196.39	1,196.39
20,000 shares forfeited (amounts paid up)	0.13	0.13
Total equity share capital	1,196.52	1,196.52

a. Equity shares issued as fully paid-up bonus shares or otherwise than by cash during the preceding five years: Nil

b. Reconciliation of equity shares outstanding at the beginning and at the end of the year :

(Indian ₹ in lacs)

Particulars	As on 31st March, 2024 No. of shares ₹	As on 31st March, 2023 No. of shares ₹
Equity shares:		
Balance at the beginning of the year	11,96,39,200 1,196.39	11,96,39,200 1,196.39
Issued during the year	- -	- -
Balance at end of the year	11,96,39,200 1,196.39	11,96,39,200 1,196.39

c. Shares held by promoters and promoter group :

Name of Shareholder	As at 31st March 2024 Nos.	% of holding	As at 31st March 2023 Nos.	% of holding	Change (%)
Bombay Minerals Limited	3,79,99,953	31.76	3,79,99,953	31.76	-
Cura Global Holdings Limited	2,83,89,494	23.73	2,83,89,494	23.73	-
Manan Chetan Shah	68,21,507	5.70	68,21,507	5.70	-
Chetan Navnitlal Shah	25,78,860	2.16	25,78,860	2.16	-
Himani Chetan Shah	1,65,315	0.14	1,65,315	0.14	-
Chaitali Nishit Salot	1,11,000	0.09	1,11,000	0.09	-

Name of Shareholder	As at 31st March 2023 Nos.	% of holding	As at 31st March 2022 Nos.	% of holding	Change (%)
Bombay Minerals Limited	3,79,99,953	31.76	3,79,99,953	31.76	-
Cura Global Holdings Limited	2,83,89,494	23.73	2,83,89,494	23.73	-
Manan Chetan Shah	68,21,507	5.70	68,21,507	5.70	-
Chetan Navnitlal Shah	25,78,860	2.16	25,78,860	2.16	-
Himani Chetan Shah	1,65,315	0.14	1,65,315	0.14	-
Chaitali Nishit Salot	1,11,000	0.09	1,11,000	0.09	-

d. Shares held by each shareholder holding more than five percent shares :

Name of Shareholder	As at 31st March 2024		As at 31st March 2023	
	Nos.	% of holding	Nos.	% of holding
Bombay Minerals Limited	3,79,99,953	31.76	3,79,99,953	31.76
Cura Global Holdings Limited	2,83,89,494	23.73	2,83,89,494	23.73
Manan Chetan Shah	68,21,507	5.70	68,21,507	5.70

e. Rights, preferences and restrictions attached to shares :

The company has one class of equity shares having a face value of ₹ 1 each ranking pari pasu in all respect including voting rights and entitlement to dividend. Each holder of equity shares is entitled to one vote per share. Dividend proposed by the board of directors and approved by the shareholders in the annual general meeting is paid to the shareholders.

Note 13
Other equity

(Indian ₹ in lacs)

Particulars	31st March 2024	31st March 2023
General reserve		
Balance at the beginning of the year	8,979.44	8,979.44
Add: transferred from retained earnings	-	-
Balance at the end of the year	8,979.44	8,979.44
Capital reserve		
Balance at the beginning of the year	807.72	807.72
Addition during the year	-	-
Balance at the end of the year	807.72	807.72
Retained earnings		
Balance at the beginning of the year	15,118.71	13,876.82
Profit for the year	1,901.76	1,421.35
Appropriations		
Transfer to general reserve	-	-
Final dividend, declared and paid during the year	(299.10)	(179.46)
Balance at the end of the year	16,721.37	15,118.71
<u>Other components of equity</u>		
Remeasurement of defined benefit plans (net of tax)	(136.52)	(71.38)
Exchange differences on foreign currency translation of foreign operations	(0.80)	(0.68)
	(137.32)	(72.06)
Total other equity	26,371.21	24,833.81

General reserve: The Group has transferred a portion of the net profit of the Group before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under Companies Act, 2013 and the Group can optionally transfer any amount from the surplus of profit or loss to the General Reserve.

Capital reserve: The Group recognise profit or loss on purchase, sale, issue or cancellation of its own equity instruments to capital reserve. The reserves is utilised in accordance with the provisions of section 69 of the Companies Act, 2013.

Retained earnings: Retained earnings are the profits that the Group has earned till date, less transfers to general reserve, dividends or other distributions paid to shareholders.

Remeasurement of defined benefit plans: The Group has recognised remeasurement gains/(loss) on defined benefit plans in OCI. These changes are accumulated within the OCI reserve within other equity. The Group transfers amount from this reserve to retained earning when the relevant obligations are derecognized.

Foreign currency translation reserve: Exchange difference on translation of long term monetary asset is accumulated in separate reserve within equity.

Note 14
Borrowings

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non-current		
Secured		
Working capital term loan from financial institutions	1,480.77	554.40
	1,480.77	554.40
Current		
Secured		
Working capital finance from banks	3,869.17	738.34
Current maturities of long term debt	412.35	173.78
	4,281.52	912.12
Total borrowings	5,762.29	1,466.52

Note 15
Provisions

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Non-Current		
Provision for leave encashment	84.98	44.78
Provision for gratuity	22.98	31.35
Provision for litigation*	37.68	37.68
Provision for cost of mines restoration**	8.13	8.13
	153.77	121.94
Current		
Provision for leave encashment	27.54	25.46
Gratuity fund obligations (net)	85.46	23.41
	113.00	48.87
Total provisions	266.77	170.81

*The Group has received certain demand towards custom duty on account of mis-classification on import of coal, although the Group has availed the benefit of exemption notification and paid custom duty at a lower rate. Matter is in appeal but the Group has decided to make provision for the same of ₹ 37.68 lacs.

**The Group has made provision towards mines closure obligations based on estimated outflow of resources based on past experience.

Note 16
Deferred tax liabilities

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
On account of timing differences in		
Depreciation on property, plant & equipment	1,751.36	1,888.88
MAT credit entitlement	(343.05)	(206.66)
Provision for doubtful debts	(172.63)	(191.87)
Disallowances u/s 43B of the Income Tax Act	(51.70)	(247.03)
Total deferred tax liabilities	1,183.98	1,243.32

Note 17
Trade payables

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Trade payables		
Total outstanding dues of micro, small and medium enterprises	78.08	44.17
Total outstanding dues of creditors other than MSME enterprises	4,779.37	2,810.10
Total trade payables	4,857.44	2,854.27

17.1 Trade Payables ageing schedule is as follows:

(Indian ₹ in lacs)

Particular	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	> 3 years	
31st March, 2024						
Outstanding dues to MSME	72.30	5.78	-	-	-	78.08
Others	4,178.46	583.09	13.50	4.32	-	4,779.37
Total....	4,250.76	588.87	13.50	4.32	-	4,857.44
31st March, 2023						
Outstanding dues to MSME	14.50	29.53	0.14	-	-	44.17
Others	2,073.85	555.73	5.76	4.69	170.07	2,810.10
Total....	2,088.35	585.26	5.90	4.69	170.07	2,854.27

Note 18
Other financial liabilities

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Current		
Interest accrued but not due on borrowings	7.03	3.64
Capital creditors	44.60	53.37
Unpaid dividend	38.27	46.82
Total other financial liabilities	89.90	103.83

Note 19
Other liabilities

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Current		
Advances from customers	184.49	81.12
Statutory liabilities	337.67	299.29
Other liabilities	174.56	261.74
Total other liabilities	696.73	642.15

Note 20
Revenue from operations

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
Revenue from sale of products:		
Export sales	8,848.54	6,096.23
Domestic sales	20,192.45	20,418.27
	<u>29,040.99</u>	<u>26,514.50</u>
Sale of services:		
Job work income	1,459.19	2,936.73
Other operating revenue:		
Sale of power from wind mills operations	733.69	690.71
Export incentives and credits	71.88	47.09
Other operating income	30.85	31.71
Total revenue from operations	31,336.60	30,220.74

Note 21
Other income

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
Interest receipts	27.80	105.82
Gain on foreign currency fluctuation	139.05	364.02
Sundry balances/excess provisions written back (net)	73.36	266.87
Profit on sale of property, plant & equipments (net)	8.78	0.14
Miscellaneous income	53.58	50.85
Total other income	302.57	787.70

Note 22
Cost of materials consumed

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
Raw material consumed		
Opening stock	1,756.82	1,549.72
Add: Purchases	13,039.17	9,433.64
Less: closing stock	(2,982.49)	(1,756.82)
	<u>11,813.50</u>	<u>9,226.54</u>
Packing material consumed		
Opening stock	203.18	167.05
Add: Purchases	506.52	375.75
Less: closing stock	(184.09)	(203.18)
	<u>525.61</u>	<u>339.62</u>
Royalty expenses	535.22	156.33
Mining expenses	285.46	144.20
Total cost of materials consumed	13,159.79	9,866.69

Note 23
Changes in inventories

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
Closing Stock		
Work-in-progress	809.50	788.26
Finished goods	4,512.02	2,259.84
Others	30.83	24.64
	5,352.35	3,072.74
Opening Stock		
Work-in-progress	788.26	1,100.35
Finished goods	2,259.84	2,356.97
Others	24.64	17.87
	3,072.74	3,475.19
Total changes in inventories	(2,279.61)	402.45

Note 24
Employee benefits expense

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
Salaries, wages and bonus	2,941.11	2,408.23
Directors' remuneration	171.21	45.41
Contribution to provident fund and other funds	123.98	81.07
Gratuity expenses	36.33	35.52
Staff welfare expenses	218.23	153.82
Total employee benefits expense	3,490.86	2,724.05

Note 25
Finance costs

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
Interest:		
- Banks	255.12	319.45
- Others	18.33	8.06
	273.45	327.51
Other borrowing cost	49.55	24.50
Total finance costs	323.00	352.01

Note 26
Depreciation and amortization expenses

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
Property, plant and equipment	1,349.48	1,175.00
Right-of-use assets	2.83	2.83
Intangible assets	0.52	14.56
Total depreciation and amortization	1,352.83	1,192.39

Note 27
Other expenses

(Indian ₹ in lacs)

Particulars	2023-2024	2022-2023
Manufacturing expenses		
Power and fuel	5,035.16	2,809.66
Machinery repairs and maintenance	589.97	415.64
Research & development expenses	100.00	100.00
Stores and spares	1,735.93	1,018.18
Other expenses	408.54	248.25
	7,869.60	4,591.73
Selling and distribution expenses		
Sales commission	32.97	47.10
Export freight and insurance	2,037.39	2,113.26
Export custom duty	1.78	-
Other selling expenses	3.11	1.55
	2,075.25	2,161.91
Administrative and other expenses		
Rent	80.88	61.52
Travelling and conveyance expenses	312.63	197.03
Insurance premiums	124.60	72.22
Repairs to buildings and others	55.67	52.23
Legal and professional fees	173.91	210.58
Corporate social responsibility expenses	29.32	36.42
Donations	0.91	1.23
Payment to auditors	33.84	28.59
Directors' sitting fees	8.05	7.55
Bank discount, commission and other charges	99.03	38.19
Rates and taxes	42.51	41.37
Software expenses	63.08	30.48
Loss on sale of property, plant & equipments (net)	0.39	-
Miscellaneous expenses	221.54	306.38
	1,246.36	1,083.79
Total other expenses	11,191.21	7,837.43

Expenditure towards Corporate Social Responsibility (CSR) activities

1. Amount required to be spent u/s 135(5) of the Companies Act 2013	28.68	35.30
2. Amount spent in cash during the year		
i) Construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	29.32	36.42
3. Shortfall/(excess) at the end of the year	(0.64)	(1.12)
4. Nature of CSR activities	Education, health, wellness, environmental sustainability.	
5. Details of related party transactions in relation to CSR expenditure to Kutch Navnirman Trust	25.00	35.00

Payments to auditors

Audit fees (including quarterly review)	23.75	22.35
Tax audit fees	6.25	4.00
Other services	3.40	1.81
Reimbursement of expenses	0.43	0.43
	33.84	28.59

Note 28
Earning per share

Particulars	As at 31st March 2024	As at 31st March 2023
Profit for the year (₹ in lacs)	1,901.76	1,421.35
Weighted average number of shares (Nos)	11,96,39,200	11,96,39,200
Earnings per share (Basic and Diluted) ₹	1.59	1.19
Face value per share ₹	1.00	1.00

Note 29
Fair value measurement
Financial instruments by category

(Indian ₹ in lacs)

Particulars	31st March 2024				31st March 2023			
	FVPL	FVOCI	Amortised cost	Fair Value	FVPL	FVOCI	Amortised cost	Fair Value
Financial assets								
Investments	-	-	-	-	-	-	-	-
Trade receivables	-	-	7,894.43	7,894.43	-	-	7,320.60	7,320.60
Loans - non- current	-	-	-	-	-	-	-	-
Loans- current	-	-	-	-	-	-	-	-
Other financial assets - non-current	-	-	480.32	480.32	-	-	284.96	284.96
Other financial assets - current	-	-	38.84	38.84	-	-	35.76	35.76
Cash and cash equivalents	-	-	397.67	397.67	-	-	566.81	566.81
Other bank balances	-	-	164.16	164.16	-	-	104.89	104.89
Total financial assets	-	-	8,975.42	8,975.42	-	-	8,313.02	8,313.02
Financial liabilities								
Borrowings								
Long term borrowings	-	-	1,480.77	1,480.77	-	-	554.40	554.40
Short term borrowings	-	-	4,281.52	4,281.52	-	-	912.12	912.12
Trade payables	-	-	4,857.44	4,857.44	-	-	2,854.27	2,854.27
Other financial liabilities - non-current	-	-	-	-	-	-	-	-
Other financial liabilities -current	-	-	89.90	89.90	-	-	103.83	103.83
Total financial liabilities	-	-	10,709.63	10,709.63	-	-	4,424.62	4,424.62

Note 30
Financial risk management

The Group's activities expose it to credit risk, liquidity risk and market risk.

Risk	Exposure arising from	Measurement	Management
Credit Risk	Cash and cash equivalents, financial assets and trade receivables	Credit ratings/ Aging analysis, credit evaluation	Diversification of counter parties, investment limits, check on counter parties basis credit rating and number of overdue days
Liquidity Risk	Other liabilities	Maturity analysis	Maintaining sufficient cash/cash equivalents and marketable securities
Market Risk	Financial assets and liabilities not denominated in INR	Sensitivity analysis	Constant evaluation and proper risk management policies

The Board provides guiding principles for overall risk management as well as policies covering specific areas such as foreign exchange risk, credit risk and investment of surplus liquidity.

A. Credit risk

Credit risk refers to the risk of a counter party default on its contractual obligation resulting into a financial loss to the Group. The maximum exposure of the financial assets represents trade receivables, work in progress and receivables from group companies and others.

Customer credit risk is managed by the Group through established policy and procedures and control relating to customer credit risk management. Trade receivables are non-interest bearing and are generally carrying upto 90 days credit terms. The Group has a detailed review mechanism of overdue customer receivables at various levels within organisation to ensure proper attention and focus for realisation. Trade receivables are consisting of a large number of customers. Export receivables are backed by forward contract. In respect of trade receivables, the Group uses a provision matrix to compute the expected credit loss allowances for trade receivables in accordance with the expected credit loss (ECL) policy of the Group.

B. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet its commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial assets quickly at close to its fair value.

The Group manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

Contractual maturities of significant financial liabilities are as follows:

(Indian ₹ in lacs)

Particulars	Less than or equal to one year	more than one year	Total
As on 31st March 2024			
Financial liabilities			
Long term borrowings	-	1,480.77	1,480.77
Short term borrowings	4,281.52	-	4,281.52
Trade payables	4,857.44	-	4,857.44
Other financial liabilities	89.90	-	89.90
Total financial liabilities	9,228.86	1,480.77	10,709.63
As on 31st March 2023			
Financial Liabilities			
Long term borrowings	-	554.40	554.40
Short term borrowings	912.12	-	912.12
Trade payables	2,854.27	-	2,854.27
Other financial liabilities	103.83	-	103.83
Total financial liabilities	3,870.22	554.40	4,424.62

C. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in foreign currency exchange rates, interest rates, credit, liquidity and other market changes.

The Group has several balances in foreign currency and consequently, the Group is exposed to foreign exchange risk. The Group evaluates exchange rate exposure arising from foreign currency transactions and follows established risk management policies.

a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates. The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

b) Interest rate sensitivity:

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

(Indian ₹ in lacs)

Particulars	Increase/decrease in basis points	Effect of profit before tax
March 31, 2024	+100	57.62
	-100	(57.62)
March 31, 2023	+100	14.67
	-100	(14.67)

c) Exposure in foreign currency:

The Group deals with foreign currency loan given, trade payables, trade receivables etc. and is therefore exposed to foreign exchange risk associated with exchange rate movement.

The Group operates internationally and portion of the business is transacted in several currencies and consequently the Group is exposed to foreign exchange risk through its sales in overseas and purchases from overseas suppliers in various foreign currencies.

Exposure in foreign currency -Hedged The Group has no hedged foreign currency exposure at the end of the relevant period.

Unhedged:

(respective foreign currencies in lacs)

Currency	31st March 2024	31st March 2023
Receivables		
USD	27.54	19.84
EURO	1.63	10.76
Payables		
USD	3.99	0.37
EURO	1.78	-

d) Foreign currency sensitivity

The Group is mainly exposed to changes in USD and EURO. The below table demonstrates the sensitivity to a 5% increase or decrease in the USD and EURO against INR, with all other variables held constant. The sensitivity analysis is prepared on the net unhedged exposure of the Group as at reporting date. 5% represents management's assessment of reasonably possible change in foreign exchange rate.

(Indian ₹ in lacs)

Particulars	Currency	Change in rate	Effect of profit before tax
March 31, 2024	USD	+5%	114.80
	USD	-5%	(114.80)
March 31, 2023	USD	+5%	80.55
	USD	-5%	(80.55)
March 31, 2024	EURO	+5%	7.35
	EURO	-5%	(7.35)
March 31, 2023	EURO	+5%	48.06
	EURO	-5%	(48.06)

Note 31
Capital management

The Group's capital management objective is to maximise the total shareholders' returns by optimising cost of capital through flexible capital structure that supports growth. Further, the Group ensures optimal credit risk profile to maintain/enhance credit rating.

The Group determines the amount of capital required on the basis of annual operating plan and long-term strategic plans. The funding requirements are met through internal accruals and long-term/short-term borrowings. The Group monitors the capital structure on the basis of net debt to equity ratio and maturity profile of the overall debt portfolio of the Group.

The following table summarises the capital of the Group:

(Indian ₹ in lacs)

Particulars	As at 31st March 2024	As at 31st March 2023
Total debt	5,762.29	1,466.53
Total equity	27,567.73	26,030.33
Total debt to equity ratio	0.21	0.06

Dividends

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
Dividends recognised in the financial statements		
Final dividend for the year ended 31st March of ₹ 0.25 (0.15)	299.10	179.46
Dividends not recognised in the financial statements		
The Board of Directors have recommended the payment of final dividend of ₹ 0.25 (₹ 0.25 in the previous year) per share for the financial year 2023-24. The proposed dividend is subject to the approval of the shareholders in the ensuing general meeting	299.10	299.10

Note 32
Contingent Liabilities

(Indian ₹ in lacs)

No.	Particulars	2023-24	2022-23
1	Power claim matters related to the year 1995 decided in favour of the Company by the District Court (Civil Court, Senior Division, Porbandar) but Paschim Gujarat Vidyut Company Limited has gone into further appeal before Hon'ble High Court of Gujarat*	338.02	338.02
2	Demand (including interest on Tax demand) raised by the Income tax authorities during the assessment process, being disputed by the Parent Company**	1,989.04	1,989.04
3	Demand from Joint Commissioner Customs for payment of differential customs duty***	18.42	18.42
4	Demand from District Minerals Foundation and National Minerals Extraction Trust****	150.52	154.15
5	Interest on differential customs duty demand***	Amount to be determined	
6	Interest unpaid contribution to District Minerals Foundation and National Mineral Extraction Trust****	Amount to be determined	
7	Cases pending with Labour Courts*****	Amount to be determined	
*	In view of decision already in favour of Parent Company by the District Court (Civil Court, Senior Division, Porbandar) and based on discussion with the solicitors, the management believes that the Parent Company has a strong chance and hence no provision there against is considered necessary.		
**	Demand raised by Income tax authorities (during the assessment process for A.Y.2009-10, 2011-12, 2012-13, 2014-15, 2015-16 and 2017-18) substantially pertains to dispute on dertermination of inter segment price for claiming tax holiday benefits on sale of power which are disallowed/disputed by such authorities. Further, dispute on account of allowance of 80-IA benefit due to late filing of return of income pertianing to A.Y.2015-16. The Management believes that its position is likely to be upheld in the appellate process.		
***	Demand of differential custom duty is raised by the Office of Joint Commissioner Customs against few import shipment of coal. In some cases many parties are involved. Few matters are pending with larger bench of Supreme Court and few matters are pending with CESTAT.		
****	Demand raised by the Office of District Mineral Foundation and the Geology and Mining Department (District Mineral Foundation (Cell)) against DMF, NMET and interest on unpaid DMF and NMET. The petition is filed by the Company against such demand which is pending in the Honorable Gujarat High Court and the management believes that the decision will come in favor of the Company.		
*****	In view of large number of cases, it is not practicable to disclose individual details of all the cases. On the basis of current status of individual case and as per legal advice obtained by the Parent Company, wherever applicable, the Parent Company is of view that no provision is required in respect of these cases.		

Note 33
Employee benefits - Gratuity Funded Scheme

Liability for employee gratuity has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Indian Accounting Standard 19 the details of which are as hereunder. The Group makes contributions to approved gratuity fund.

(Indian ₹ in lacs)

No.	Particulars	2023-24	2022-23
	Amount recognised in balance sheet		
	Present value of funded defined benefit obligation	566.41	430.96
	Fair value of plan assets	457.97	383.99
	Net funded obligation/(assets)	108.44	46.97
	Expense recognised in the statement of profit and loss		
	Current service cost	32.79	27.77
	Interest on net defined benefit asset	3.53	7.74
	Total expense charged to profit and loss Account	36.32	35.51
	Amount recorded as other comprehensive income		
	Remeasurements during the period due to:		
	Return on plan assets, excluding interest income	(15.12)	2.48
	Actual gain/(losses) on obligation for the period	102.17	(55.51)
	Amount recognised in OCI outside profit & loss account	87.05	(53.02)
	Reconciliation of net liability/(asset)		
	Opening net defined benefit liability/(asset)	46.97	123.12
	Expense charged to profit and loss account	36.32	35.51
	Amount recognised outside profit and loss account	87.05	(53.02)
	Benefits paid	-	-
	Liability in/out	5.41	(0.05)
	Employer contributions	(67.31)	(58.59)
	Closing net defined benefit liability/(asset)	108.44	46.97
	Movement in benefit obligation		
	Opening of defined benefit obligation	430.96	548.19
	Current service cost	32.79	27.77
	Interest on defined benefit obligation	19.90	40.01
	Liability in/(out)	5.42	(0.05)
	Actuarial loss/(gain) arising from change in financial assumptions	102.17	(55.50)
	Benefits paid	(24.83)	(129.46)
	Closing of defined benefit obligation	566.41	430.96
	Movement in plan assets		
	Opening fair value of plan assets	383.99	425.06
	Actuarial gain/(loss) arising from change in financial assumptions	12.40	(2.33)
	Interest income	16.38	32.27
	Contributions by employer	67.31	58.59
	Benefits paid	(24.83)	(129.46)
	Return on Plan Asset	2.72	(0.14)
	Closing of defined benefit obligation	457.97	383.99
	Principal actuarial assumptions		
	Discount Rate	7.21%	7.49%
	Salary escalation rate p.a.	8.00%	8.00%

Sensitivity analysis for significant assumption is as shown below:

(Indian ₹ in lacs)

No.	Sensitivity Level	2023-24	2022-23
1	Discount Rate - 1% Increase	(40.36)	(23.48)
2	Discount Rate - 1% Decrease	48.16	27.84
3	Salary - 1% Increase	47.30	27.42
4	Salary - 1% Decrease	(40.48)	(23.57)
5	Employee Turnover - 1% Increase	(3.68)	(1.62)
6	Employee Turnover - 1% Decrease	4.14	1.80

The following are the expected future benefit payments for the defined benefit plan:

(Indian ₹ in lacs)

No.	Particulars	2023-24	2022-23
1	Within the next 12 months (next annual reporting period)	169.69	171.87
2	Between 2 and 5 years	118.66	92.52
3	Beyond 5 years	973.66	593.87

Note 34

Disclosure under the Micro, Small and Medium Enterprises Development Act, 2006 are provided as under for the year 2023-2024, to the extent the Group has received intimation from the suppliers regarding their status under the Act.

(Indian ₹ in lacs)

No.	Particulars	As at 31st March 2024	As at 31st March 2023
1	Principal amount due to micro and small enterprise	78.08	44.17
2	Interest due on above	-	-

Note 35

Exceptional items

(Indian ₹ in lacs)

No.	Particulars	2023-24	2022-23
1	Loss due to cyclone (net of insurance claim receipts)	(73.22)	-
2	Gain on sale of two non core residential properties of the Company	479.21	-
	Total	405.99	-

Note 36

As per Ind AS 24, Disclosure of transactions with related parties (as identified by the management) as defined in Ind AS are given below:

Sr No.	Particulars	Country of Incorporation
A	Enterprises having significant influence over the company being owned and controlled by principal shareholder, entities owned/ controlled by such enterprise and entities in which the relatives of the KMP are interested/(Associates):	
1	Aeon Procure Private Limited	India
2	Ambica Logistics Private Limited	India
3	Ashapura Arcadia Logistics Private Limited	India
4	Ashapura Minechem Limited	India
5	Ashapura International Limited	India
6	Ashapura Perfoclay Limited	India
7	Ashapura Midgulf NV	Belgium
8	APL Valueclay Private Limited	India
9	Ashapura Guinea Resources SARL	Guinea
10	Aeonx Digital Solutions Private Limited	India
11	Bombay Minerals Limited	India
12	Kutch Navniraman Trust	India
13	Manico Minerals International Private Limited	India
14	Minotech Resources LLP	India
C	Key Managerial Personnel	
15	Mr. Manan Chetan Shah ¹	Managing Director
16	Mr. Manubhai Rathod ²	Whole Time Director - Operations
17	Mr. Hemul Shah	Non-Executive Director
18	Mrs. Chaitali Salot	Non-Executive Director
19	Mr. Harish Motiwala	Independent Director
20	Mrs. Neeta Shah	Independent Director
21	Mr. Ketan Shrimankar	Independent Director
22	Mr. Vikash Khemka	Chief Financial Officer
23	Mrs. Seema Sharma	Company Secretary

1 President up to 11th April, 2023; Managing Director w.e.f. 12th April, 2023

2 Whole Time director & CEO up to 2nd August, 2023; Whole Time Director - Operations w.e.f. 3rd August, 2023

(Indian ₹ in lacs)

Nature of transaction	Relationship	Year ended 31st March 2024	Year ended 31st March 2023
<u>1. Sale of materials</u>			
Ashapura Minechem Limited	Associate	92.20	17.45
Ashapura Perfoclay Limited	Associate	33.38	22.93
APL Valucly Private Limited	Associate	-	0.36
Aeonx Digital Solutions Private Limited	Associate	0.48	-
Ashapura International Limited	Associate	784.31	22.91
Aeon Procure Private Limited	Associate	0.18	0.22
Ashapura Midgulf NV	Associate	13.14	1,117.87
Bombay Minerals Limited	Associate	1,115.70	523.48
Total..		2,039.39	1,705.22
<u>2. Purchase of materials</u>			
Ashapura Minechem Limited	Associate	372.84	42.34
APL Valueclay Private Limited	Associate	-	3.20
Ashapura International Limited	Associate	7.71	11.82
Ashapura Perfoclay Limited	Associate	0.36	10.93
Bombay Minerals Limited	Associate	4,354.91	7,633.12
Minotech Resources LLP	Associate	5.75	211.73
Total..		4,741.57	7,913.14
<u>3. Purchase of property, plant and equipment</u>			
Ashapura Minechem Limited	Associate	2,033.66	-
Aeonx Digital Solutions Private Limited	Associate	-	4.97
Bombay Minerals Limited	Associate	-	36.82
Mino Trans Logistic Corporation	Associate	-	17.00
Total..		2,033.66	58.79
<u>4. Rent paid</u>			
Ashapura Minechem Limited	Associate	12.07	18.04
Bombay Minerals Limited	Associate	3.00	3.00
Minotech Resources LLP	Associate	1.80	1.80
Total..		16.87	22.84
<u>5. Sale of services</u>			
Bombay Minerals Limited	Associate	901.50	2,643.82
Ashapura Minechem Limited	Associate	3.00	-
Total..		904.50	2,643.82

Nature of transaction	Relationship	Year ended 31st March 2024	Year ended 31st March 2023
<u>6. Interest paid</u>			
Ashapura Perfoclay Limited	Associate	2.60	-
<u>7. Loan taken</u>			
Ashapura Perfoclay Limited	Associate	300.00	-
<u>8. Loan repaid</u>			
Ashapura Perfoclay Limited	Associate	300.00	-
<u>9. Purchase of services</u>			
Ambica Logistics Private Limited	Associate	-	8.95
Ashapura Minechem Limited	Associate	323.62	780.00
Manico Minerals International Private Limited	Associate	25.10	-
Aeonx Digital Solutions Private Limited	Associate	90.31	48.11
Bombay Minerals Limited	Associate	630.65	1,354.30
Minotech Resources LLP	Associate	-	294.43
Total..		1,069.68	2,485.79
<u>10 Commission paid</u>			
Ashapura Minechem Limited	Associate	10.33	3.73
<u>11. Research & Development expenses paid</u>			
Ashapura Minechem Limited	Associate	100.00	100.00
<u>12. Corporate social responsibility</u>			
Kutch Navniraman Trust	Associate	25.00	35.00
<u>Outstanding balances :</u>			
<u>1. Trade receivables</u>			
Ashapura Midgulf NV	Associate	12.63	868.22
Ashapura International Limited	Associate	-	0.16
Ashapura Perfoclay Limited	Associate	-	4.25
Aeonx Digital Solutions Private Limited	Associate	-	0.02
Aeon Procure Private Limited	Associate	-	0.25
Bombay Minerals Limited	Associate	-	673.61
Total..		12.63	1,546.51

Nature of transaction	Relationship	Year ended 31st March 2024	Year ended 31st March 2023
<u>2. Trade payables</u>			
Ashapura Minechem Limited	Associate	282.58	145.03
Ashapura Perfoclay Limited	Associate	-	0.12
Ashapura International Limited	Associate	-	0.14
Bombay Minerals Limited	Associate	781.32	-
Manico Minerals International Private Limited	Associate	-	0.23
Total..		1,063.90	145.52
<u>3. Other payables</u>			
Ashapura Arcadia Logistics Private Limited	Associate	65.00	65.00
<u>4. Trade advances to suppliers</u>			
Aeonx Digital Solutions Private Limited	Associate	-	1.55
<u>Key Managerial Personnel and relatives</u>			
<u>1. Remuneration</u>			
Mr. Manan Shah	Managing Director/ President	144.70	102.31
Mr. Manubhai Rathod	Whole Time Director - Operations	54.01	45.41
Others		57.16	48.41
Total..		255.87	196.13
<u>2. Sitting fees</u>			
Mr. Hemul Shah	Non-Executive Director	1.85	1.60
Mr. Harish Motiwala	Independent Director	1.85	1.85
Mrs. Chaitali Salot	Non-Executive Director	1.25	1.25
Mrs. Neeta Shah	Independent Director	1.25	1.00
Mr. Ketan Shrimankar	Independent Director	1.85	1.85
Total..		8.05	7.55

Note 37
Segment reporting

For management purposes, the Group is organised into business units based on its products and services and has two reportable segments, as follows:

a) Alumina Refractories & Monolithics products & bauxite ores: Alumina Refractories & Monolithics products manufactures calcined bauxite, fused aluminium oxide abrasive grains and low cement castables which are mainly consumed in steel plants. Plant grade bauxite ores are captively consumed at the plant and Non plant grade bauxite ores are sold in the market.

b) Power generation: The Group has a thermal power plant, furnace oil based power plant and windmills. Power generated from thermal power plant and furnace oil based power plant is captively consumed at the plant and power generated from windmills is sold to the respective state power distribution companies.

No operating segments have been aggregated to form the above reportable operating segments.

The Executive Management Committee monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. The Group's financing (including finance costs and finance income) and income taxes are managed on a Group basis and are not allocated to operating segments.

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

(Indian ₹ in lacs)

Segment Revenues, Results and Other Information	Mineral Products		Power Generation		Total	
	2023-2024	2022-2023	2023-2024	2022-2023	2023-2024	2022-2023
Particulars	2023-2024	2022-2023	2023-2024	2022-2023	2023-2024	2022-2023
REVENUE						
External revenue	30,602.36	29,529.99	734.24	690.75	31,336.60	30,220.74
Inter Segment revenue	-	-	210.57		210.57	-
Total	30,602.36	29,529.99	944.81	690.75	31,547.17	30,220.74
Less: Elimination- Inter Segment revenue	-	-	(210.57)	-	(210.57)	-
Total revenue	30,602.36	29,529.99	734.24	690.75	31,336.60	30,220.74
SEGMENT RESULTS						
Less: Unallocable expenditure/(income) net of unallocable income/expenditure	3,659.08	3,047.33	(268.19)	94.17	3,390.89	3,141.50
					1,040.63	978.85
Operating Profit					2,350.26	2,162.64
Less: Exceptional Item					(405.99)	-
Less: Interest Expenses					323.00	352.01
Profit before tax					2,433.24	1,810.63
Less: Tax expenses					531.48	389.28
Net Profit after tax					1,901.76	1,421.35

Segment Assets and Liabilities

(Indian ₹ in lacs)

Particulars	Mineral Products		Power Generation		Total	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Segment Assets	30,151.17	23,098.53	4,545.06	4,205.87	34,696.24	27,304.40
Unallocated Corporate Assets	-	-	-	-	5,941.73	5,373.24
Total Assets	30,151.17	23,098.53	4,545.06	4,205.87	40,637.96	32,677.64
Segment Liabilities	5,016.40	3,123.32	806.56	561.34	5,822.96	3,684.65
Unallocated Corporate Liabilities					7,247.27	2,962.58
Total Liabilities	5,016.40	3,123.32	806.56	561.34	13,070.23	6,647.23
Capital Expenditure	2,749.07	1,579.84	-	-	2,749.07	1,579.84
Depreciation	1,011.47	851.02	341.36	341.36	1,352.83	1,192.39

Revenue From External Customers

(Indian ₹ in lacs)

Particulars	2023-24	2022-23
India	22,488.06	24,124.51
Outside India	8,848.54	6,096.23
Total revenue as per statement of profit & loss	31,336.60	30,220.74



Note 38

Disclosure in terms of Schedule III of the Companies Act, 2013

Particulars	Net Assets		Share in Profit or (Loss)		Share in Other Comprehensive Income		Share in total Comprehensive Income	
	As a % of consolidated net assets	₹	As a % of consolidated profit or loss	₹	As a % of consolidated other comprehensive income	₹	As a % of consolidated total comprehensive income	₹
1. Parent								
Orient Ceratech Limited	98.80	27,236.42	89.95	1,710.57	93.07	(60.74)	89.84	1,649.83
2. Subsidiaries								
Orient Advanced Materials Private Limited	3.09	852.00	10.41	197.97	6.74	(4.40)	10.54	193.57
Orient Advanced Materials FZE	(0.04)	(11.66)	(0.36)	(6.78)	-	-	(0.37)	(6.78)
Add/(Less): Inter-company eliminations	(1.85)	(509.03)	-	-	0.18	(0.12)	(0.01)	(0.12)
Total...	100.00	27,567.73	100.00	1,901.76	100.00	(65.26)	100.00	1,836.50

39. Additional Regulatory Information

Additional Regulatory Information pursuant to clause 6L of General Instructions for preparation of Balance Sheet as given in Part I of Division II of Schedule III to the Companies Act, 2013 in respect of the Parent Company and subsidiaries, joint ventures and associates incorporated in India, are given hereunder to the extent relevant and other than those given elsewhere in any other notes to the financial Statement.

- a. The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- b. The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- c. The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- d. The Group has not been declared as a wilful defaulter by any lender who has powers to declare a Group as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.
- e. The Group does not have any transactions with struck-off companies.
- f. The Group does not have any transactions which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- g. The Group have used the borrowings from financial institutions and others for the specific purpose for which it was obtained.
- h. The Group has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities(intermediaries), with the understanding that the intermediary shall;
 - i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries), or
 - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- i. The Group has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall;
 - i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries), or
 - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- j. The Group is operating under SAP environment which is fully integrated financial accounting and reporting system. The management confirms that the accounting software used by the Group for maintaining books of account has a feature of recording audit trail (edit log) facility which has been operated throughout the year for all transactions recorded in the software and the audit trail feature is not being tampered with.

- 40 Balances with sundry creditors, sundry debtors and for loans and advances in few cases are subject to confirmations from the respective parties and reconciliations, if any. In absence of such confirmations, the balances as per books are relied upon by the auditors.
- 41 In the opinion of the Directors, the current assets, loans and advances are approximately of the value as stated in the balance sheet, if realized in the ordinary course of the business. The provision of all known liabilities is adequate and not in excess of the amount reasonably required.
- 42 All the amounts have been stated in Indian Rupees in lacs, unless otherwise stated.
- 43 Previous year's figures has regrouped and rearranged, wherever necessary.

Signatures to Notes 1 to 43**As per our report of even date**

For Sanghavi & Co.
Chartered Accountants

Manoj Ganatra
Partner

Place : Mumbai
Date : May 16, 2024

For and on behalf of the Board of Directors

Manan Shah
Managing Director
DIN: 06378095

Seema Sharma
Company Secretary

Place : Mumbai
Date : May 16, 2024

Hemul Shah
Director
DIN: 00058558

Vikash Khemka
Chief Financial Officer

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ Joint
Venture for the year ended 31st March, 2024
Part "A": Subsidiaries

Sr. No.	Particulars	Details
1	Name of the subsidiary	Orient Advanced Material Private Limited
2	Reporting period	01.04.2023 - 31.03.2024
3	Reporting currency	RUPEES
4	Share capital	6,00,000
5	Reserves & surplus	8,45,99,647
6	Total assets	82,23,45,635
7	Total Liabilities	73,71,46,197
8	Investments	NIL
9	Turnover (Including other Income)	65,87,04,721
10	Profit/(Loss) before taxation	2,19,26,448
11	Provision for taxation	21,29,525
12	Profit/(Loss) after taxation	1,97,96,423
13	Proposed Dividend	NIL
14	% of shareholding	100%

Part "B" – Associates and Joint Ventures
Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sr. No.	Name of Associates Company	Details
1	Latest audited Balance Sheet Date	N.A.
2	Shares of Associate Company held by the Company on the year end	
	No. of Shares	
	Amount of Investment in Associate Company Extend of Holding %	
3	Description of how there is significant influence	
4	Reason why the associate Company is not consolidated	
5	Net worth attributable to shareholding as per latest audited Balance Sheet	
6	Profit/Loss for the year	
	i. Considered in Consolidation	
	ii. Not Considered in Consolidation	

As per our report of even date
For For Sanghavi & Co.

Chartered Accountants

Firm Registration No. 141914W

For and on behalf of the Board of Director
Manan Shah
Managing Director
DIN 06378095
Hemul Shah
Director
DIN 00058558
Manoj Ganatra

Partner

Membership No. 166417

Seema Sharma
Company Secretary
Vikash Khemka
Chief Financial Officer

Place: Mumbai

Date: May 16, 2024

Place: Mumbai

Date: May 16, 2024

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ Joint
Venture for the year ended 31st March, 2024
Part "A": Subsidiaries

Sr. No.	Particulars	Details
1	Name of the subsidiary	Orient Advanced Materials FZE
2	Reporting period	01.04.2023 - 31.03.2024
3	Reporting currency	RUPEES
4	Share capital	8,02,550
5	Reserves & surplus	(19,68,650)
6	Total assets	47,51,186
7	Total Liabilities	59,17,287
8	Investments	NIL
9	Turnover (Including other Income)	
10	Profit/(Loss) before taxation	(6,76,259)
11	Provision for taxation	-
12	Profit/(Loss) after taxation	(6,76,259)
13	Proposed Dividend	NIL
14	% of shareholding	100%

Part "B" – Associates and Joint Ventures
Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sr. No.	Name of Associates Company	Details
1	Latest audited Balance Sheet Date	N.A.
2	Shares of Associate Company held by the Company on the year end	
	No. of Shares	
	Amount of Investment in Associate Company Extend of Holding %	
3	Description of how there is significant influence	
4	Reason why the associate Company is not consolidated	
5	Net worth attributable to shareholding as per latest audited Balance Sheet	
6	Profit/Loss for the year	
	i. Considered in Consolidation	
	ii. Not Considered in Consolidation	

As per our report of even date
For For Sanghavi & Co.

Chartered Accountants

Firm Registration No. 141914W

Manoj Ganatra

Partner

Membership No. 166417

For and on behalf of the Board of Director
Manan Shah
Managing Director
DIN 06378095
Hemul Shah
Director
DIN 00058558
Seema Sharma
Company Secretary
Vikash Khemka
Chief Financial Officer

Place: Mumbai

Date: May 16, 2024

Place: Mumbai

Date: May 16, 2024



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

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