



**Orient Abrasives Ltd**

Associate Company of Ashapura Group

Annual Report 2021-22





**Orient Abrasives Limited**

## BOARD OF DIRECTORS

<b>Mr. Harish Motiwalla</b> (DIN:- 00029835)	Non-Executive, Independent Director (Chairman of the Board w.e.f. 11 <sup>th</sup> August, 2021)
<b>Mr. Manubhai Rathod</b> (DIN:- 07618837)	Whole-Time Director & Chief Executive Officer
<b>Mr. Hemul Shah</b> (DIN:- 00058558)	Non-Executive, Non-Independent Director
<b>Mrs. Chaitali Salot</b> (DIN:- 02036868)	Non-Executive, Non-Independent Director
<b>Mrs. Neeta Shah</b> (DIN:- 07134947)	Non-Executive, Independent Director
<b>Mr. Ketan Shrimankar</b> (DIN:- 00452468)	Non- Executive, Independent Director (Appointed w.e.f 11 <sup>th</sup> August, 2021)
<b>Mr. Pundarik Sanyal</b> (DIN:- 01773295)	Non- Executive, Independent Director (completed term on 14 <sup>th</sup> July, 2021)
<b>Mr. Bharatkumar Makhecha</b> (DIN:- 01351080)	Non-Executive, Independent Director (completed term on 28 <sup>th</sup> September, 2021)

**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 Abrasives Limited**

### **Registered Office:**

Lawrence & Mayo House, 3<sup>rd</sup> Floor, 276,  
D.N. Road, Fort, Mumbai - 400 001, Maharashtra.  
Tel: 022-66221700  
Email: investor@oalmail.co.in  
Website: www.orientabrasives.com  
CIN: L24299MH1971PLC366531

### **Registrar & Share Transfer Agent**

M/s. Skyline Financial Services Pvt. Ltd.  
D-153/A, 1<sup>st</sup> Floor, Phase I, Okhla Industrial Area,  
New Delhi, Delhi 110020  
Tel.: 011-41044923  
Fax: + 91 11 26812682.  
E-mail: info@skylinerta.com

### **Shareholders Information:**

The Company's Securities are listed  
on the following Stock Exchanges:

#### **1. Bombay Stock Exchange Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai 400001.

#### **2. National Stock Exchange of India Limited**

"Exchange Plaza", Bandra Kurla Complex,  
Bandra (East), Mumbai- 400051.



**Orient Abrasives Limited**

<b>CONTENTS</b>	<b>PG. NO.</b>
Notice of Annual General Meeting	1 - 21
Directors' Report	22 - 43
Corporate Governance Report	44 - 64
Management Discussion & Analysis Report	65 - 68
Standalone Independent Auditors' Report	69 - 80
Standalone Financial Statement	81 - 132
Consolidated Independent Auditors' Report	133 - 140
Consolidated Financial Statement	141 - 192
Financial Details of the Subsidiary, Joint Venture & Associate Companies	193

## NOTICE

NOTICE is hereby given that the 51<sup>st</sup> Annual General Meeting of the Members of ORIENT ABRASIVES LIMITED will be held on Monday, September 26, 2022 at 4.00 p.m. through Video Conferencing / Other Audio Visual Means (VC) to transact the following business:

### ORDINARY BUSINESS:

1. a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2022, together with the Reports of the Board of Directors and the Auditors thereon.  
b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2022, together with the Report of the Auditors thereon.
2. To declare a dividend of 15% i.e. Re. 0.15/- (Fifteen paise) per Equity Share of face value of Re. 1/- each, for the Financial Year ended 31<sup>st</sup> March, 2022.
3. To appoint a Director in place of Mrs. Chaitali Salot (DIN: 02036868), who retires by rotation and being eligible, offers herself for re-appointment.
4. **Re-appointment of Statutory Auditors:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Sanghavi & Co., Chartered Accountants (ICAI Firm Registration No: 109099W), be and is hereby re-appointed as Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of this Annual General Meeting till the conclusion of the 56<sup>th</sup> Annual General Meeting of the Company to be held in the year 2027 to examine and audit the accounts of the Company, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

**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”.

### SPECIAL BUSINESS:

5. **Re-appointment of Mr. Harish Motiwalla (DIN: 00029835) as an Independent Director of the Company:**

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

**“RESOLVED THAT** pursuant to provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder and Regulation 17(1A) and other applicable provisions of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications or re-enactment thereof), and in terms of recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors, Mr. Harish Motiwalla (DIN: 00029835), who was appointed as an Independent Director of the Company, whose period of office will be expired on 11<sup>th</sup> February 2023 and who has submitted a declaration confirming the criteria of independence under Section 149(6) of the Act and Regulation 16 of the Listing Regulations, be and is hereby re-appointed as a Non-Executive, Independent Director, not liable to retire by rotation and who shall hold office for a second term of five consecutive years with effect from 12<sup>th</sup> February 2023, on the Board of the Company.

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

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

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any duly authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or material modification(s) of earlier arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Bombay Minerals Limited, being a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, for an aggregate value of upto Rs. 11,505 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 52<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2023 in terms of the Listing Regulations and the circulars issued by the SEBI in this regard.

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

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

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

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

**“RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any duly authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or material modification(s) of earlier arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Ashapura Minechem Limited, being a related party of the Company, as per the details set out in the explanatory statement annexed to this notice, for an aggregate value of upto Rs. 3,000 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 52<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2023 in terms of the Listing Regulations and the circulars issued by the SEBI in this regard.

**RESOLVED FURTHER THAT** the Board be and is hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter, modify and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as

they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution.

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

**8. To approve existing as well as new Material Related Party Transaction(s) with Ashapura Midgulf NV:**

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

“**RESOLVED THAT** pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any) and the Company's Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which term shall be deemed to include any duly authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions or material modification(s) of earlier arrangements/transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Ashapura Midgulf NV, 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. 3,500 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 52<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2023 in terms of the Listing Regulations and the circulars issued by the SEBI in this regard.

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

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

**9. 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(4) 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 individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) between two related parties (in terms of Regulation 2(1)(zb) of the SEBI 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. 7,605 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 52<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2023 in terms of the SEBI Listing Regulations and the circulars issued by the SEBI in this regard.”

**10. Appointment and Payment of remuneration to Cost Auditors:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time and subject to such guidelines and approval as may be required, appointment of M/S. S. K. Rajani & Co., Cost Accountants as Cost Auditors, for conducting audit of the cost accounting records relating to the Company's Products for the Financial Year 2022-2023 at a remuneration of Rs. 1,70,000/- (Rupees One Lakhs Seventy Thousand Only) per annum plus Goods & Service Tax and out of pocket expenses, if any, as approved by the Board of Directors of the Company, 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”.

**By Order of the Board of Directors**

**Sd/-**

**Seema Sharma**

**Company Secretary & Compliance Officer**

**Place: Mumbai**

**Date: 8<sup>th</sup> August, 2022**



**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 I” 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 and 02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD 2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI) (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, 20<sup>th</sup> September, 2022 to Monday, 26<sup>th</sup> September, 2022 (both days inclusive).
5. The dividend, if declared, at the AGM, will be paid after 26<sup>th</sup> September, 2022, to those Members whose name appears on the register of Members of the Company on close of business hours on Monday, 19<sup>th</sup> September, 2022 (Record Date).

The Company will disburse the dividend vide ECS/NECS to those shareholders whose requisite particulars are available and to other shareholders vide 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 to the Scrutinizer by email through its registered email address to [diptigl@gmail.com](mailto:diptigl@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, electronic copy of the Notice along with the Annual Report for the Financial Year ended 31<sup>st</sup> March, 2022 have been sent only to those members whose e-mail id's are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) through electronic means and no physical copy of the Notice has been sent by the Company to any member.
8. Those shareholders who have not yet registered / updated their email address / Contact details are requested to get them registered / updated by following the procedure given below:

Physical Holding*	Members are requested to register/update their e-mail addresses and contact details by writing to the Registrar & Share Transfer Agent of the Company, viz. Skyline Financial Services Private Limited, at their email ID <a href="mailto:parveen@skylinerta.com">parveen@skylinerta.com</a> along with the copy of the signed request letter mentioning the name and address of the Shareholder, Folio number and self-attested copy of the PAN Card and Aadhar Card.
Demat Holding*	Please contact your Depository Participant (DP) and register your email address / update your mobile number and bank account details in your demat account, as per the process advised by your DP

\* If there is any change in the e-mail ID already registered with the Company, members are requested to immediately

*notify such change to Skyline Financial Services Private Limited in respect of shares held in physical form and to DPs in respect of shares held in Demat form.*

9. Members who have not updated their bank account details for receiving the dividends directly in their bank accounts through Electronic Clearing Service (ECS) are requested to update their Electronic Bank Mandate with their respective DPs or in case shares are held in physical form are requested to provide/update their Bank Account by request letter along with the cancelled cheque bearing name of the first shareholder to the Registrar & Share Transfer Agents of the Company at its aforesaid email Id.
10. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source ('TDS') from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961 (the 'IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their DPs or in case shares are held in physical form with the Registrar by submitting the required documents in PDF/JPG format through e-mail at [parveen@skylinerta.com](mailto:parveen@skylinerta.com). The Company will send individual communication in this regard to the shareholders whose email ids are registered in the records of the Company/RTA.
11. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The unpaid Dividend and underlying shares (upto FY 2013-14) have been transferred to IEPF. The unpaid Dividend and underlying shares for FY 2014-15 are due to be transferred on or after 3rd November 2022. The intimation regarding this has been sent to the concerned shareholders.

Unclaimed Dividend- details are available on website at <http://www.orientabrasives.com>

12. The Notice has also been hosted on the website of the Company <http://www.orientabrasives.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
13. 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, 19<sup>th</sup> September, 2022, only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
14. 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:**

15. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode, on basis of the request being sent on [investor@oalmail.co.in](mailto:investor@oalmail.co.in).
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. Members can inspect the same by sending an email to [investor@oalmail.co.in](mailto:investor@oalmail.co.in).

#### **OTHER INSTRUCTIONS: (KYC)**

17. 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.orientabrasives.com](http://www.orientabrasives.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.