



Orient Abrasives Limited

Ref No.: Orient/Stock Exch/Letter/247

February 23, 2021

The Dy. Gen. Manager,
National Stock Exchange of India Ltd.,
Corporate Relations Dept.,
Exchange Plaza, 5th Floor,
Plot No. C/1. G Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051.

Scrip Code: ORIENTABRA

Sub.: Disclosure received through physical mode

Dear Sir/Madam,

This has reference to your email dated February 19, 2021 with respect to the captioned subject.

We wish to inform you that the Company had initiated the process of shifting of Registered Office from State of Gujarat to State of Maharashtra and the following events took place which were duly intimated to your exchange:

Sr. No.	Particulars of Events	Intimated to your Exchange on
1.	The Board of Directors at their meeting held on February 3, 2020 had considered and approved the proposal for shifting the Registered Office from the State of Gujarat to the State of Maharashtra, subject to approval of Shareholders through Postal Ballot.	03/02/2020
2.	Submitted Postal Ballot Notice along with Postal Ballot Form	18/02/2020
3.	Submitted copies of Newspaper advertisement dated February 17, 2020 regarding dispatch of Postal Ballot Notice	19/02/2020
4.	The members of the Company had approved the aforementioned transaction through postal ballot, the results of the same was duly declared and submitted.	20/03/2020
5.	Declaration of Results of Postal Ballot	20/03/2020
6.	Submitted Proceedings of Postal Ballot	20/03/2020
7.	Submitted copies of Newspaper Advertisement dated May 31, 2020- Notice in Form No INC-26.	01/06/2020
8.	The Company had, <i>inter alia</i> , submitted, by Registered post, the notice with application relating to shifting of Registered Office from State of Gujarat to State of Maharashtra	23/06/2020

Orient Abrasives Limited (Associate of Ashapura Group)

Registered Office : G.I.D.C. Industrial Area, Porbandar - 360 577, Gujarat, India

Tel.: +91-286 2221788 / 9, Fax: +91-286 2222719

Administrative Office : Jeevan Udyog Building, 2nd Floor, 278, D. N. Road, Fort, Mumbai - 400 001, India

Tel.: +91-22 6665 1700, Fax : +01 22 2207 9395

Website : www.orientabrasives.com

Email : orientabrasives@oalmail.co.in

Investor@oalmail.co.in

CIN : L24299GJ1971PLC093248

We would further like to inform you that pursuant to the provisions of Section 13 of the Companies Act and rules made thereunder, the Company had, *inter alia*, submitted, by the Registered post, the notice with application relating to shifting of Registered Office from State of Gujarat to State of Maharashtra, to your exchange in the month of June 2020.

However, in terms of the NSE Circular bearing No. NSE/CML/2015/23 dated December 28, 2015, we are re-submitting the aforementioned application in the current date through NEAPS.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **ORIENT ABRASIVES LIMITED**

A handwritten signature in black ink, appearing to read 'Seema', is written over the printed name of the Company Secretary & Compliance Officer.

COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: as above

**BEFORE THE REGIONAL DIRECTOR
NORTHERN WESTERN REGION, AHMEDABAD**

IN THE MATTER OF THE COMPANIES ACT, 2013, SECTION 13

AND

IN THE MATTER OF

ORIENT ABRASIVES LIMITED

A COMPANY HAVING ITS REGISTERED OFFICE AT: GIDC Industrial Area, Porbandar,
Gujarat- 360577PETITIONER

**PETITION UNDER SECTION 13 OF THE COMPANIES ACT, 2013 FOR SHIFTING
THE REGISTERED OFFICE OF THE COMPANY FROM ONE STATE TO ANOTHER
STATE**

Details of the Petition:

1. Particulars of the company (i) Name: ORIENT ABRASIVES LIMITED
(hereinafter referred to as the "Company").
Public Limited Company (Listed on BSE and NSE)
(ii) CIN: L24299GJ1971PLC093248
(iii) Date of Incorporation: 12/11/1971
(iv) Registered Office: GIDC Industrial Area,
Porbandar, Gujarat- 360577
(v) Authorized Share Capital: Rs.18,00,00,000/-
(divided into 14,00,00,000 Equity shares of
Rs.1/- each and 4,00,000 6% Redeemable
Cumulative Preference Shares of Rs.100/-
each.) Paid up Share Capital: Rs.119,652,244
(divided into 11,96,39,200 equity shares of Rs.
1/- each, inclusive of Rs.13,044 being the
forfeited amount.)
(vi) Main objects: as set out in clause 3 (A) of the



Memorandum of Association of the Company, annexed hereto as **(Annexure A)**.

vii) Financial Position of the Company as on 31st March, 2019: Audited Balance Sheet as at 31st March, 2019, annexed hereto as **(Annexure K)**.

2. *Particulars of Petitioner(s)* of the Applicant Company is the petitioner.
3. *Jurisdiction of Regional Director* of the By virtue of the Registered office of petitioner Company being situated in Porbandar, it falls within the jurisdiction of the Regional Director- Northern Western Region at Ahmedabad.
4. *Limitation* There is no limitation period prescribed for a Petition under Section 13 of the Companies Act, 2013. This petition is not barred by limitation.
5. *Facts of the case:*
 1. The above named petitioner Company was incorporated under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi vide Certificate of Incorporation No. 5854 dated 12th November, 1971. Subsequently, upon application made by the Petitioner and being duly approved vide order dated 21st March, 2013, the Registered Office of the Company was shifted to Porbandar in State of Gujarat. The said Certificates are attached along with Memorandum of Association annexed hereto as Annexure-A.
 2. Registered office of the Company is situated at: GIDC Industrial Area, Porbandar, Gujarat-360577.
 3. The Board of Directors, by a resolution passed at its Meeting held on 3rd February, 2020, subject to the consent of the Members of the Petitioner Company, approved the shifting of the Registered Office of the Company from the State of Gujarat to the State of Maharashtra. (Certified true copy of the said resolution is annexed hereto as



[Handwritten signature]

(Annexure- B).

4. By Members Special Resolution (passed via Postal Ballot and certified to be passed as such vide Scrutinizer Report dated 20th March, 2020 copy enclosed) , the members of the Company have approved the shifting of registered office of the Company from Porbandar in the State of Gujarat to Mumbai in the State of Maharashtra i.e the jurisdiction of Registrar of Companies, Mumbai. (Certified true copy of the special resolution and Scrutinizer Report is annexed hereto as **(Annexure- C).**
5. The Proceedings of Postal Ballot duly filed with the Stock Exchanges are annexed hereto as **(Annexure-D)**
6. Above mentioned special resolution has been filed for registration with the Registrar of Companies/ Ministry of Corporate Affairs, Ahmedabad, Gujarat vide SRN No. R39425723 dated 22/05/2020 (Certified true copy of the form MGT-14 along with paid challan is annexed hereto as **(Annexure -E).**
7. The Affidavit Verifying the Application/Petition is annexed hereto as **(Annexure-F).**
8. Pursuant to applicable Regulations Affidavit on Publication of General Notice in News Paper and News Papers cuttings of the General Notice that have been published in " Financial Express in English Language" & in "Phulchhab in Gujarati Language both are issued dated 31st May, 2020, are annexed hereto as **(Annexure-G).**
9. The Affidavit verifying list of Creditors (both secured and Un-secured as on - 30th May, 2020) and Affidavit for dispatch of Notice are annexed hereto as **(Annexure-H).**



[Handwritten signature]

10. An Affidavit verifying list of Employee(s) as on 30th May, 2020 is annexed hereto as **(Annexure- I)**.
11. Copy of the petition along with all Annexures has already been served on The Chief Secretary of Gujarat / The ROC (MCA)/ The SEBI / BSE Limited/ National Stock Exchange Limited and photocopy of the postal receipt in this regard is enclosed hereto as **(Annexure-J)**.
12. Form No. INC-23 along with challan towards the filing fee of Application shall be annexed at the time of physical submission of application is enclosed hereto as **(Annexure -L)**.
13. The sanction for shifting of registered office from Porbandar in the State of Gujarat to Mumbai in the State of Maharashtra is sought for reasons stated below;
 - i. Orient Abrasives limited (the Company) was incorporated in the year 1971 in NCT of Delhi with plant facility at Porbandar in State of Gujarat. In the year 2015, M/s. Bombay Minerals Limited (BML), a Subsidiary of M/s. Ashapura Minechem Limited (AML), acquired the controlling stake in the Petitioner Company thereby making it a part of Ashapura Group. With an intention to align the activities at one location, the New Management decided to shift its Registered Office from NCT of Delhi to the State of Gujarat.
 - ii. Presently, the Management and majority of the Directors of the Company are based at Mumbai and apart from the operations all other business functions and decisions including marketing and sales strategy are controlled and coordinated from Mumbai. Further, not only the



A handwritten signature in black ink, appearing to be "J. J." or similar, with a horizontal line underneath.

Company's Bankers and other service providers are based at Mumbai but also the shareholder ratio based at Mumbai, Maharashtra is considerably higher as compared to other States that allows the company to have more participation and interaction at General Meetings specifically at Annual General Meeting (AGM).

The Management of the Company also intends to centralize their activity from its plant located at Porbandar in the State of Gujarat to Mumbai in the State of Maharashtra, citing various indicators such as easy accessibility/reachability to Promoters viz-a-viz the Parent Company, key regulators Viz. Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges which shall facilitate effective, economical and convenient system for carrying out day to day affairs of the Company. Further, ease & convenience of tapping the International Market and effective & efficient coordination with International clientele.

- iii. Considering the above mentioned functional, operational and administrative convenience this proposed shift in the location in the Registered Office from the State of Gujarat to the State of Maharashtra, shall enable the Company to optimise its efficiencies.
- iv. The Management further asserts that the plant would continue to be located at Porbandar, Gujarat and all manufacturing & processing operations shall continue to be carried out from the said plant location



A handwritten signature in dark ink, appearing to be "A. P." with a flourish.

therefore there would be no adverse impact on the employment & its workforce at the Porbandar plant due to change in the location of the registered office.

- v. The shifting of Registered Office from the State of Gujarat to the State of Maharashtra is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever and that it is just and equitable in the overall interest, growth and profitability of the Company. The alteration in the Memorandum of Association of the Company is subject to the confirmation by the Regional Director.
 - vi. The Company has not issued nor agreed to issue any debentures as on date. The Company has also not accepted any Fixed Deposits.
14. List of present Directors and location and distribution of shareholders of the Company (based on shareholding pattern as on 3rd February, 2020 i. e date of Board Meeting) is annexed hereto and collectively marked as **Annexure-M**. It is submitted that Company being a widely held listed company a list of members can be submitted, if required by your good office, in electronic mode. This is intended to support the Green Initiative move of MCA.
15. The Affidavit confirming compliance of Companies (Incorporation) Rules, 2014 is annexed hereto as **Annexure-N**.
16. We believe that no one will be prejudiced by the proposed alteration in the Memorandum of Association of the Company by shifting of registered office of the company from the



A handwritten signature in black ink, appearing to be "R. P. 12".

State of Gujarat to the State of Maharashtra
i.e. the jurisdiction of Registrar of
Companies, Mumbai.

7. *Matters not previously filed or pending with any other Court.* The petitioner declares that it has not previously filed any application, writ petition or suit regarding the matter in respect of which this petition has been made, before any court of law or any other authority or any bench of the NCLT/CLB or any other Regional Director and as such no application, writ petition or suit is pending before any of them.

8. *Relief(s) sought.* In view of the fact that mentioned in the paragraph 6 above, the petitioner prays for the following relief(s):

1. Approval to alteration of the Clause 2 of the Memorandum of Association of the Company regarding change of the registered office from State of Gujarat to the State of Maharashtra i.e the jurisdiction of Registrar of Companies, Mumbai as already approved by the Members vide Special Resolution passed via Postal Ballot on 19th March, 2020 extracts of which have been reproduced hereto as per **Annexure C** and certified true copy of the proceeding of the Postal Ballot has been annexed as **Annexure D** to the petition.

Such further or other orders be made and/or directions be given as may be deemed fit and proper to meet the ends of justice.

9. *Interim Order, if any, prayed for.* No interim order is prayed for.

List of Enclosures:

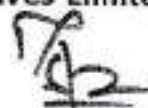
1. Certified true copy of the Memorandum and Articles of Association - **Annexure A**
2. Certified true copy of the Board Resolution dated 3rd February, 2020 - **Annexure B**
3. Certified true copy of Special resolution sanctioning the



72

- alteration and also the Scrutinizer Report - **Annexure C**
4. Certified true copy of proceeding of Postal Ballot - **Annexure D**
 5. Copy of Form MGT-14 with its paid Challan - **Annexure E**
 6. Affidavit verifying the petition - **Annexure F**
 7. Affidavit verifying the publication & service of Notice with copy of Newspaper cutting - **Annexure G**
 8. Affidavit verifying the List of creditors as per Rule 30 of The Companies (Incorporation Rules) 2014 with - **Annexure H.**
 9. No entrenchment of present employees of the Company at its Registered Office as a consequence of shifting of Registered Office- **Annexure I**
 10. Copy of Postal Receipt evidencing the submission of notice to Chief Secretary with the copy of letter - **Annexure J**
 11. Certified true copy of Latest Audited Balance Sheet and the Profit & Loss Account with Auditors Report and Directors Report - **Annexure K**
 12. Copy of INC-23 along with its challan- **Annexure L**
 13. List of Shareholders & Directors - **Annexure M**
 14. Affidavit regarding compliances of the Terms of Rules with respect to the shifting of Registered office of the company from One state to Another is annexed as - **Annexure N**

For Orient Abrasives Limited



Manubhai Rathod

Whole-Time Director & CEO

DIN: 07618837





CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 4TH MEETING OF THE BOARD OF DIRECTORS OF ORIENT ABRASIVES LIMITED FOR THE YEAR 2019-2020, HELD ON MONDAY, 3RD FEBRUARY, 2020 AT 12.30 P.M. AT LAWRENCE & MAYO HOUSE, 3RD FLOOR, 276, D. N. ROAD, FORT, MUMBAI – 400001

"RESOLVED THAT pursuant to the provisions of Section 12(5), 13(4) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force) (hereinafter referred to as 'the Act'), and subject to approval of the Members by way of Postal Ballot and Central Government (Power delegated to Regional Director) and such other approvals, permissions and sanctions, as may be required, under the provisions of the said Act or under any other law for the time being in force, consent of the Members be and is hereby accorded for shifting of Registered Office of the Company from the State of Gujarat to Mumbai, State of Maharashtra.

RESOLVED FURTHER THAT upon shifting of the registered office being effective, the existing Clause-2 of the Memorandum of Association of the Company be substituted with the following new clause:

"2. The registered office of the Company will be situated in the State of Maharashtra."

"RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the State of Gujarat to such place in Mumbai, State of Maharashtra as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person(s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) and/or Company Secretary of the Company jointly and/or severally be and are hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this regard.

Certified True Copy

For **ORIENT ABRASIVES LIMITED**

BIMAL PARMAR
COMPANY SECRETARY

Orient Abrasives Limited (Associate of Ashapura Group)

Registered Office : G. I.D.C Industrial Area, Porbandar - 360 577, Gujarat, India.
Tel : +91-286-2221788/9, Fax: +91-286-2222719

Administrative Office : Jeevan Udyog Building, 2nd Floor, 276, Dr. D. N Road, Fort, Mumbai - 400 001, India
Tel : +91-22 6665 1700, Fax : +91 22 2207 9395

Website : www.orientabrasives.com
Email : orientabrasives@oaimail.co.in,
investor@oaimail.co.in
CIN - L24299GJ1971PLC093248



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT/ E-VOTING
BY THE SHAREHOLDERS OF ORIENT ABRASIVES LIMITED ON THURSDAY, 19TH MARCH, 2020
AT 5.00 P.M AT JEEVAN UDYOG BLDG., 2ND FLOOR, 278, DR. D. N. ROAD, FORT, MUMBAI -
400 001**

"RESOLVED THAT pursuant to the provisions of Section 12(5), 13(4) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force) (hereinafter referred to as 'the Act'), and subject to approval of the Central Government (Power delegated to Regional Director) and such other approvals, permissions and sanctions, as may be required, under the provisions of the said Act or under any other law for the time being in force, consent of the Members be and is hereby accorded for shifting of Registered Office of the Company from the State of Gujarat to Mumbai, State of Maharashtra.

RESOLVED FURTHER THAT upon shifting of the registered office being effective, the existing Clause-2 of the Memorandum of Association of the Company be substituted with the following new clause:

"2. The registered office of the Company will be situated in the State of Maharashtra."

"RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the State of Gujarat to such place in Mumbai, State of Maharashtra as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person(s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) and/or Company Secretary of the Company jointly and/or severally be and are hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this regard.

Certified True Copy

For **ORIENT ABRASIVES LIMITED**

**HEMUL SHAH
(DIRECTOR)
(DIN No: 00058558)**

Orient Abrasives Limited (Associate of Ashapura Group)

Registered Office : G. I.D.C Industrial Area, Porbandar - 360 577, Gujarat, India.

Tel : +91-286-2221788/9, Fax: +91-286-2222719

Administrative Office : Jeevan Udyog Building, 2nd Floor, 278, Dr. D. N Road, Fort, Mumbai - 400 001, India.

Tel : +91-22-6665 1700, Fax : +91-22-2207 9395

Website : www.orientabrasives.com

Email : orientabrasives@oalmail.co.in;

investor@oalmail.co.in

CIN - L24299GJ1971PLC093248



Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the “Act”):

Item no. 1:

Shifting of Registered Office of the Company from the State of Gujarat to Mumbai, State of Maharashtra:

Orient Abrasives limited (the Company) was incorporated in the year 1971 in the State of NCT of Delhi with plant facility at Porbandar in the State of Gujarat. In the year 2015, M/s. Bombay Minerals Limited (BML), a wholly-owned subsidiary of M/s. Ashapura Minechem Limited acquired the controlling stake in the Company thereby forming part of the Ashapura Group. With the intention to align the activities at one location, the New Management decided to shift its Registered Office from the State of NCT of Delhi to the State of Gujarat.

The Management and majority of the Directors of the Company are based at Mumbai and apart from operational activities all other business functions and decisions including marketing strategy are controlled and coordinated from Mumbai. Further, not only the Company's Bankers and other service providers are based at Mumbai but also the shareholder ratio based at Mumbai, Maharashtra is considerably higher as compared to other States that allows the company to have more participation and interaction at General Meetings specifically at Annual General Meeting (AGM).

Also, the Management of the Company intends to centralize their activity from its plant located at Porbandar in the State of Gujarat to Mumbai in the State of Maharashtra, citing various indicators such as easy accessibility/reachability to Promoters viz-a-viz the Parent Company, key regulators Viz. Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges which shall facilitate effective, economical and convenient system for carrying out day to day affairs of the Company.

Considering the above the functional, operational and administrative convenience this proposed shifting of the Registered Office from the State of Gujarat to the State of Maharashtra, entails the Company to optimise its efficiencies.

The Management further asserts that the plant would continue to be located at Porbandar, Gujarat and shall continue to carry out its operations from the same location as such that there would be no advance impact on the employment & its workforce at the Porbandar plant due to change in the registered office.

The shifting of Registered Office from the State of Gujarat to the State of Maharashtra is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Orient Abrasives Limited (Associate of Ashapura Group)

Registered Office : G. I.D.C Industrial Area, Porbandar - 360 577, Gujarat, India.

Tel : +91-286-2221788/9, Fax: +91-286-2222719

Administrative Office : Jaewan Udyog Building, 2nd Floor, 27B, Dr. D. N Road, Fort, Mumbai - 400 001, India.

Tel : +91-22-6665 1700, Fax : +91-22-2207 9385

Website : www.orientabrasives.com

Email : orientabrasives@oaimail.co.in;

investor@oaimail.co.in

CIN - L24299GJ1971PLC093248



Pursuant to the provisions of Section 12, 13, 110 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause 2 of the Memorandum of Association (the “MOA”) of the Company requires the approval of the members of the Company by means of a Special Resolution through Postal Ballot and approval of the Central Government (power delegated to Regional Director).

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office and Corporate Office of the Company during 11.00 a.m to 1.00 p.m. on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot/e-voting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 1 for approval of the members as a Special Resolution.

Certified True Copy

For **ORIENT ABRASIVES LIMITED**

HEMUL SHAH
(DIRECTOR)
(DIN No: 00058558)



Orient Abrasives Limited

Ref No.: Orient/Stock Exch/Letter/204

20th March, 2020

The Dy. General Manager,
Corporate Relations & Services Dept.,
Bombay Stock Exchange Limited
Phirojsha Jeejibhoy Towers,
Dalal Street, Mumbai - 400 023.

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

Scrip Code: 504879

Scrip Code: ORIENTABRA

Dear Sir/Madam,

Sub.- Declaration of Result of the Postal Ballot as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company had issued Postal Ballot Notice dated 3rd February, 2020 for seeking the approval of the Members of the Company, by way of Special Resolution in respect of the following special business item as set out in the aforesaid Postal Ballot Notice:

Sr. No.	Brief particulars of the Resolution
1.	Shifting of Registered Office of the Company from the State of Gujarat to the State of Maharashtra in Mumbai

Ms. Dipti Gohil, Practicing Company Secretary, who was appointed as the Scrutinizer for the aforesaid Postal Ballot process, has submitted his report and the same was declared by the Company Secretary being duly authorised by the Chairman of the Company, on 20th March, 2020 at the Administrative Office of the Company.

Pursuant to Regulation 44(3) of the Listing Regulations, the details of voting results in the prescribed format along with scrutinizer report is enclosed herewith. The same is also uploaded on the Company's website at www.orientabrasives.com.

The above disclosure shall also be construed in compliance with the provisions of Regulation 30 read with Schedule III of the Listing Regulations.

Kindly take the same on your record.

Thanking you

Yours faithfully,

FOR ORIENT ABRASIVES LIMITED


BIMAL PARMAR
COMPANY SECRETARY

Orient Abrasives Limited (Associate of Ashapura Group)

Registered Office : G.I.D.C. Industrial Area, Porbandar - 360 577, Gujarat, India
Tel.: +91-286 2221788 / 9, Fax: +91-286 2222719

Administrative Office : Jeevan Udyog Building, 2nd Floor, 27B, D. N. Road, Fort, Mumbai - 400 001, India
Tel.: +91-22 6865 1700, Fax : +01 22 2207 9395

Website : www.orientabrasives.com
Email : orientabrasives@oalmail.co.in
investor@oalmail.co.in
CIN : L24299GJ1971PLC093248

DIPTI GOHIL

COMPANY SECRETARY

Admin. Off. 403, Vasant Vaibhav, M.G. Road No. 4, Kandivali (West), Mumbai- 400067

Mobile:- 9819606720

Email:- diptigl@gmail.com

SCRUTINIZER'S REPORT

To,
The Chairman,
ORIENT ABRASIVES LIMITED
Admin Office: 2nd Floor, Jeevan Udyog Bldg.,
D.N. Road, Fort, Mumbai – 400001.

Dear Sir,

Sub. : Scrutinizers Report on remote e-voting and Postal Ballot conducted pursuant to the provisions of Section 108 and 110 respectively, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Dipti Gohil, Practicing Company Secretary, appointed as Scrutinizer, by the Board of Directors of the Company, at its meeting held on 3rd February, 2020, for the purpose of scrutinizing the remote e-voting and Postal Ballot as per the provisions of Sections 108 and 110 respectively, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, as amended from time to time, and other applicable provisions, if any, and Regulation 44 of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), for the resolution in respect of the matter as set out in the Notice of Postal Ballot proposed to be transacted by way of postal ballot and e-voting.

Report on Scrutiny:

- The Company had provided facility to Members to cast their vote by electronic means, for the business as set out in the Notice through remote e-voting services provided by Central Depository Services (India) Limited (CDSL).
- M/s. Skyline Financial Services Pvt. Ltd. is the Registrar and Share Transfer Agent of the Company.
- The cut-off date for determining the Members for the dispatch of notice of Postal Ballot was Friday, 7th February, 2020 and as on said date there were 15210 Members of the Company. The Company had sent notice of Postal Ballot alongwith statement setting out material facts under Section 102 of the Companies Act, 2013 to the said members in respect of the resolution mentioned in the Notice of Postal Ballot.



- The Company completed the dispatch of Notice of Postal Ballot in physical form and through email to the Members on Monday, the 17th February, 2020.
- The Notice sent contained the detailed procedure to be followed by the Members desirous of casting votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules 2014, as amended from time to time.
- The remote e-voting facility was kept open from Wednesday, 19th February, 2020 at 9.00 a.m. (IST) to Thursday, 19th March, 2020 at 5.00 p.m. (IST)
- As prescribed in clause (v) of sub-rule (4) of Rule 20 read with sub rule (3) of Rule 22 of the Companies (Management and Administration Rules) 2014, as amended from time to time, The Company also released an Advertisement in 'Phulchhab' Newspaper In Gujarati language dated 17th February, 2020 and 'Business Standard' in English language dated 17th February, 2020. The Notice published in the Newspaper carried the information as specified under the said Rules.
- The votes were unblocked on Friday, the 20th March, 2020, in the presence of two witnesses Mr. Bhushan Mohite and Ms. Bharti Chavan, who are not in the employment of the Company.
- No Postal Ballot forms were received by the Company as on the last date fixed for the receipt of the same viz. Friday, the 19th March, 2020
- All votes cast on CDSL remote e-voting platform upto 5.00 p.m. (IST) on Thursday, 19th March, 2020 were considered for the scrutiny.
- Envelopes containing postal ballot forms returned undelivered were also not opened and they were kept separately.

The results are as under:

RESOLUTION: To shift the Registered Office of the Company from Porbandar in state of Gujarat to Mumbai in state of Maharashtra.

Type of Resolution Required: Special Resolution

i. **Voted in favour of the resolution:**

Type of Voting	No. of Members	Number of Votes cast by Members	% of total number of valid votes cast
Voting through Ballot	0	0	0
Voting through Electronic means	43	78156695	100



ii. Voted against the resolution:

Type of Voting	No. of Members	Number of Votes cast by Members	% of total number of valid votes cast
Voting through Postal Ballot	0	0	0
Voting through Electronic means	2	2501	0

iii. Invalid Votes :

Type of Voting	No. of Members	Number of Votes cast by Members	% of total number of votes cast
Voting through Postal Ballot	0	0	0
Voting through Electronic means	0	0	0

1. I would like to inform you that the Special Resolution has been passed with the requisite majority.
2. You may accordingly declare the result of the Voting.

Thanking You,



Dipti Gohil
 Practicing Company Secretary
 Membership No. 14736
 CP No. 11029

Counter signed



Mr. Bimal Parmar
 Company Secretary

UDIN NO. A014736A000619780

Place: Mumbai

Date: 20th March, 2020.



Orient Abrasives Limited

Ref No.: Orient/Stock Exch/Letter/205

20th March, 2020

The Dy. General Manager,
Corporate Relations & Services Dept.,
Bombay Stock Exchange Limited
Phirojsha Jeejibhoy Towers,
Dalal Street, Mumbai - 400 023.

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

Scrip Code: 504879

Dear Sir/Madam,

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

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

Kindly take the same on record.

Thanking you

Yours faithfully,

FOR ORIENT ABRASIVES LIMITED


BIMAL PARMAR
COMPANY SECRETARY



RECORD IN BRIEF OF THE PROCEEDINGS OF ANNOUNCEMENT OF RESULTS OF THE RESOLUTION PASSED THROUGH POSTAL BALLOT/E-VOTING BY THE MEMBERS OF ORIENT ABRASIVES LIMITED AT THE ADMINISTRATIVE OFFICE OF THE COMPANY ON FRIDAY, 20TH MARCH, 2020 AT 11.00 A.M AT JEEVAN UDYOG BUILDING, 2ND FLOOR, 278, D. N. ROAD, FORT, MUMBAI – 400001

The Company, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modifications or re-enactment thereof for the time being in force, Secretarial Standard 2 on General Meeting ("SS-2") and other applicable provisions of the law and regulations for the time being in force, had proposed to pass a Special Resolution as set out in the Postal Ballot Notice dated 3rd February, 2020.

In terms of the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations & Disclosures Requirements), Regulation 2015, the Company had provided e-voting facility to all Members who were members as on the cut-off date (i.e. Friday, 7th February, 2020) and appointed Central Depository Services (India) Limited (CDSL) as an agency to provide the e-voting platform. The Company had completed the dispatch of the Postal Ballot Notice to the Members on Monday, 17th February, 2020 and the voting period (physical and e-voting) commenced from Wednesday, 19th February, 2020 (9.00 a.m. IST) and ended on Thursday, 19th March, 2020 (5.00 p.m. IST).

The Board of Directors at its meeting held on Monday, 3rd February, 2020, had appointed Ms. Dipti Gohil (ACS No. 14736, COP No. 11029), Practicing Company Secretary, as Scrutinizer for conducting the postal ballot (physical and e-voting process) in a fair and transparent manner. The deemed date of passing the resolution is last date of receipt of duly completed Postal Ballot form or date of closure of e-voting process i.e. Thursday, 19th March, 2020.

Through newspaper advertisement published in the Business Standard (English) Edition and Phulchhab (Gujarati Edition) on 17th February, 2020, the Members were informed about the completion of dispatch of Postal Ballot Notice & Forms.

The Members were requested to return the Postal Ballot forms duly completed along with the assent (for) or dissent (against), in the attached self addressed postage pre-paid envelop, so as to reach the Scrutinizer or to cast their votes through electronic means, on or before Thursday, 19th March, 2020 (5.00 p.m. IST).

After due scrutiny of e-voting confirmations received till Thursday, 19th March, 2020 (5.00 p.m. IST) (No Postal Ballot forms were received). (being the last date for receipt of Postal Ballot Forms/E-voting), Ms. Dipti Gohil, Scrutinizer submitted her report and the result was declared by Mr. Bimal Parmar, Company Secretary duly authorized by the Chairman of the Company, on Friday, 20th March, 2020 at the Administrative Office of the Company at Jeevan Udyog Building,



2nd Floor, 278, D. N. Road, Fort, Mumbai-400001. The summary of result of Postal Ballot/E-Voting as per the Scrutinizer's Report in respect of Resolution as set out in the Postal Ballot Notice dtd. 3rd February, 2020 is as under:

Summary of the voting exercised by the Members (Physical mode and E-Voting):

Resolution no. 1:

Issue of Convertible Warrants on preferential basis (Special Resolution):

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	76062341	75393781	99.12	75393781	0	100.0000	0.0000
	Postal Ballot		0	0	0	0	0.0000	0.0000
	Total		75393781	99.12	75393781	0	100.0000	0.0000
Public Institutions	E-Voting	15845659	2639852	16.66	2639852	0	100.0000	0.0000
	Postal Ballot		0	0	0	0	0.0000	0.0000
	Total		2639852	16.66	2639852	0	100.0000	0.0000
Public Non Institutions	E-Voting	27731200	125563	0.45	123062	2501	98.01	0.00
	Postal Ballot		0	0	0	0	0	0.00
	Total		125563	0.45	123062	2501	98.01	1.99
Total		119639200	78159196	65.33	78156695	2501	100.000	0.00

Mr. Bimal Parmar, after receiving the Scrutinizer's Report as referred above announced that the Special Resolution being resolution no. 1 as set out in the Postal Ballot Notice dtd. 3rd February, 2020 has been deemed to be passed with the requisite majority on 19th March, 2020 (i.e. last date of receipt of Postal Ballot forms or E-voting).

The text of the special resolution duly approved by the Members is as under:






Orient Abrasives Limited

Continuation Sheet

Shifting of Registered Office of the Company from the State of Gujarat to the State of Maharashtra in Mumbai:

"**RESOLVED THAT** pursuant to the provisions of Section 12(5), 13(4) and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other relevant rules applicable, if any, (including any statutory modification(s) or re-enactments thereof, for the time being in force) (hereinafter referred to as 'the Act'), and subject to approval of the Central Government (Power delegated to Regional Director) and such other approvals, permissions and sanctions, as may be required, under the provisions of the said Act or under any other law for the time being in force, consent of the Members be and is hereby accorded for shifting of Registered Office of the Company from the State of Gujarat to Mumbai, State of Maharashtra.

RESOLVED FURTHER THAT upon shifting of the registered office being effective, the existing Clause-2 of the Memorandum of Association of the Company be substituted with the following new clause:

"2. The registered office of the Company will be situated in the State of Maharashtra."

"**RESOLVED FURTHER THAT** upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the State of Gujarat to such place in Mumbai, State of Maharashtra as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person(s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) and/or Company Secretary of the Company jointly and/or severally be and are hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this regard.

For ORIENT ABRASIVES LIMITED



BIMAL PARMAR
COMPANY SECRETARY



Place: Mumbai

Date: 20th March, 2020

INDIA NON JUDICIAL
Government of Gujarat



सत्यमेव जयते

Certificate of Stamp Duty

Rs.
100



Certificate No. : IN-GJ98747518737706S
Certificate Issued Date : 17-Jun-2020 04:00 PM
Account Reference : IMPACC (AC)/ gj13021411/ KHAMBHANI, J.D.W.
Unique Doc. Reference : SUBIN-GJGJ13021411367129908043959
Purchased by : MANUBHAI S RATHOD
Description of Document : Article 4 Affidavit
Description : AFFIDAVIT
Consideration Price (Rs.) : 0
(Zero)
First Party : ORIENT ABRASIVE LIMMITED
Second Party : NA
Stamp Duty Paid By : ORIENT ABRASIVE LIMMITED
Stamp Duty Amount(Rs.) : 100
(One Hundred only)



LB 0003180057

VOID VOID VOID

Statutory Alert:

The authenticity of this Stamp Certificate should be verified at: www.arnakstamp.com. Any discrepancy in the details on this Certificate and as reflected on the website, rendering it invalid.
In case of checking the legitimacy a stamp user of the certificate.
In case of any discrepancy please inform the Government Authority.

This document contains security features: Lacey Geometric, Flecked patterns and ornamental design borders. Also expect artificial watermarks and other Dyes and



BHARAT C. DAVE
Advocate & Notary
Near Mamlatdar Office,
JAM-KHAMBHALLA-361305
C/o. Devbhumi Dwarika, State Gujarat,
(INDIA) Mo.-98256 54141

5779
2020

BEFORE THE REGIONAL DIRECTOR, NORTHERN WESTERN REGION, AHMEDABAD

IN THE MATTER OF THE COMPANIES ACT, 2013, SECTION 13 (4)

AND

IN THE MATTER OF ORIENT ABRASIVES LIMITED

CIN L24299GJ1971PLC093248 AND HAVING ITS REGISTERED OFFICE AT

GIDC INDUSTRIAL AREA, PORBANDAR, GUJARAT- 360577

.....APPLICANT/PETITIONER

AFFIDAVIT ON GENERAL NOTICE

Manubhai Somabhai Rathod, S/o Mr. Somabhai Nazabhai Rathod, aged about 52 years, R/o, Yogeshwar Nagar, Khambhalia, Jamnagar, Gujarat-361305 being Whole Time Director of **Orient Abrasives Limited**, do hereby solemnly affirm as under :

1. That I am Whole Time Director of Orient Abrasives Limited, the applicant in the application above mentioned and am duly authorised to make this affidavit on its behalf.
2. General Notice, in pursuance of the Applicable Regulations has been published
 - in "Phulchhab" issue dated 31st May, 2020 in Gujarati Language, and
 - in "Financial Express" issue dated 31st May, 2020 in English Language.

Both these newspapers circulate in the district in which the Registered Office of the company is situated. The relevant newspaper cuttings are enclosed.

VERIFICATION

Statements made in paragraph 1 and 2 (one and two) are based upon my personal knowledge which I believe to be true.

Signed and verified this of 2020.

SOLEMNLY AFFIRMED BEFORE ME

BHARAT C. DAVE
NOTARY

No.:

Dt.:

5779
2020

18 JUN 2020

Deponent

Deponent

INDIA NON JUDICIAL
Government of Gujarat



सत्यमेव जयते

Certificate of Stamp Duty

Certificate No. : **ST-GJ/88744719346191S**

Certificate Issued Date : **17-Jun-2020 03:58 PM**

Account Reference : **IMPACC (SV)/ gj13045904/ PORBANDAR/ GUJ**

Unique Doc. Reference : **SUBIN-GJGJ1304590436707399312382S**

Purchased by : **BHARATKUMAR P MAKHECHA**

Description of Document : **Article 4 Affidavit**

Description : **AFFIDAVIT**

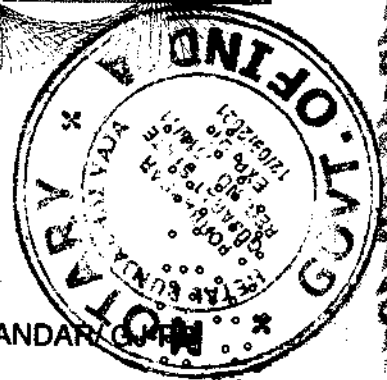
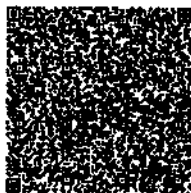
Consideration Price (Rs.) : **0**
(Zero)

First Party : **ORIENT ABRASIVES LTD**

Second Party : **Not Applicable**

Stamp Duty Paid By : **ORIENT ABRASIVES LTD**

Stamp Duty Amount(Rs.) : **100**
(One Hundred only)

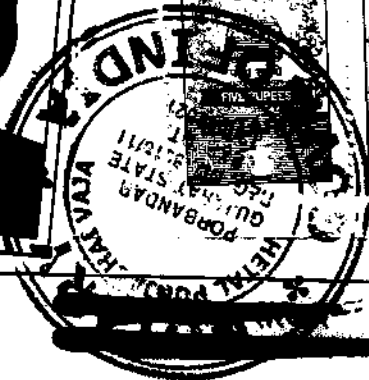
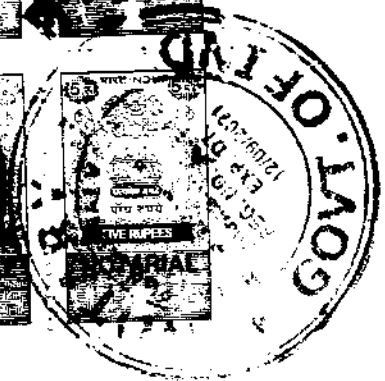


LB0002559284

VOID VOID

Statutory Alert:

1. The authenticity of this Stamp Certificate should be verified at www.shclstamp.com. Any discrepancy in the details on this Certificate and as available on the website renders it invalid.
2. The onus of checking the legitimacy is on the users of the certificate.
3. In case of any discrepancy please inform the Competent Authority.



भारतकुमार प्रभुदास माखेचा
Bharatkumar Prabhudas Makhecha
जन्म तारीख/DOB: 12/03/1950
पुरुष/MALE

4513 0929 6969

मारो आधार, मारी ओळख



Warning

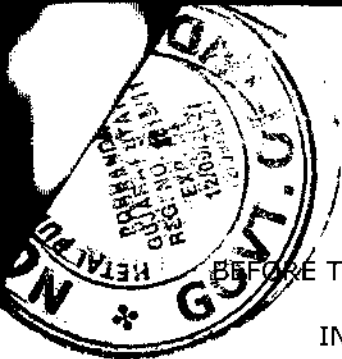
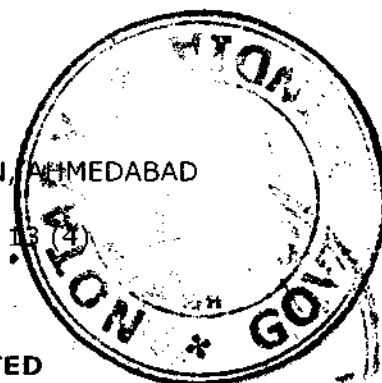


"The contents of this certificate can be verified and authenticated world-wide by any members of the public at www.shcilestamp.com or at any Authorised collection center address displayed at www.shcilestamp.com free of cost."

"Any alteration to this certificate renders it invalid. Use of an altered certificate without all the security features could constitute a criminal offence."

"This document contains security features like coloured background with Lacey Geometric Flexible patterns and Subtle Logo images, Complex ornamental design borders, Anti - copy text, the appearance of micro printing, artificial watermarks and other Overt and Covert features."





BEFORE THE REGIONAL DIRECTOR, NORTHERN WESTERN REGION, AHMEDABAD

IN THE MATTER OF THE COMPANIES ACT, 2013, SECTION 13(4)

AND

IN THE MATTER OF ORIENT ABRASIVES LIMITED

CIN L24299GJ1971PLC093248 AND HAVING ITS REGISTERED OFFICE AT

GIDC INDUSTRIAL AREA, PORBANDAR, GUJARAT- 360577

.....APPLICANT/PETITIONER

AFFIDAVIT ON GENERAL NOTICE

I, BharatKumar Prabhudas Makhecha, S/o Mr. Prabhudas Makhecha, aged about 70 years, R/o, Vithal Niwas, Prabhu Krupa, SVP Station Road, Porbandar, Gujarat-360575 being Director of **Orient Abrasives Limited**, do hereby solemnly affirm as under:

1. That I am Director of Orient Abrasives Limited, the applicant in the application above mentioned and am duly authorised to make this affidavit on its behalf.
2. General Notice, in pursuance of the Applicable Regulations has been published
 - in "Phulchhab" issue dated 31st May, 2020, in Gujarati Language, and
 - in "Financial Express" issue dated 31st May, 2020, in English Language.

Both these newspapers circulate in the district in which the Registered Office of the Company is situated. The relevant newspaper cuttings are enclosed.

VERIFICATION

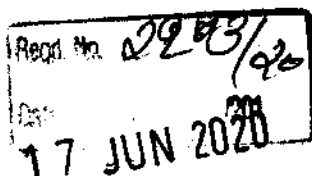
Deponent

Statements made in paragraph 1 and 2 (one and two) are based upon my personal knowledge which I believe to be true.

Signed and verified this ----- of ----- 2020.

SOLEMNLY AFFIRMED
BEFORE ME

Deponent



HETAL PUNJABHAI VAJA
NOTARY
GOVT. OF INDIA

17 JUN 2020

[illegible]

17/5/2

INDIA NON JUDICIAL
Government of Gujarat



सत्यमेव जयते

Certificate of Stamp Duty

Rs.
100



Certificate No. : IN-GJ98745775444274S
Certificate Issued Date : 17-Jun-2020 03:58 PM
Account Reference : IMPACC (AC)/ gj13021411/ KHAMBHAI GJ.DW
Unique Doc. Reference : SUBIN-GJGJ1302141136709616258468S
Purchased by : MANUBHAI S RATHOD
Description of Document : Article 4 Affidavit
Description : AFFIDAVIT
Consideration Price (Rs.) : 0
(Zero)
First Party : ORIENT ABRASIVE LIMMITED
Second Party : NA
Stamp Duty Paid By : ORIENT ABRASIVE LIMMITED
Stamp Duty Amount(Rs.) : 100
(One Hundred only)



5002
29/20



LB 0003180055

Statutory Alert:

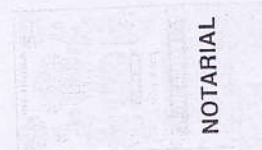
1. The authenticity of this Stamp Certificate should be verified at "www.shcilestamp.com". Any discrepancy in the details on this Certificate and as available on the website renders it invalid.
2. The onus of checking the legitimacy is on the users of the certificate.
3. In case of any discrepancy please inform the Competent Authority.

NOTARY PUBLIC
GOVERNMENT OF GUJARAT

100



NOTARIAL



NOTARIAL



NOTARIAL

NOTARIAL



NOTARIAL



NOTARIAL

NOTARIAL

This document contains security features like Geometric Flexible patterns and ornamental design borders. Anti-copy text, the official watermark and other Over and Cover

BHARAT C. J. DAVE
Advocate & Notary
Near Mamlatdar Office,
JAM-KHAMBHALLIA-361305
Dist. Devbhumi Dwarka, State Gujarat,
(INDIA) Mo.-98256 54141

BEFORE THE REGIONAL DIRECTOR, NORTHERN WESTERN REGION, AHMEDABAD
IN THE MATTER OF THE COMPANIES ACT, 2013, SECTION 13 (4)

AND

IN THE MATTER OF ORIENT ABRASIVES LIMITED,

CIN L24299GJ1971PLC093248 AND HAVING ITS REGISTERED OFFICE AT
GIDC INDUSTRIAL AREA, PORBANDAR, GUJARAT- 360577

.....APPLICANT/PETITIONER

AFFIDAVIT VERIFYING LIST OF EMPLOYEES AND NON-RETRENCHMENT THEREOF

I, Manubhai Somabhai Rathod, S/o Mr. Somabhai Nazabhai Rathod, aged about 52 years, R/o, Yogeshwar Nagar, Khambhalia, Jamnagar, Gujarat-361305 being Whole Time Director of **Orient Abrasives Limited**, do hereby solemnly affirm as under :

1. That I am the Whole Time Director of **Orient Abrasives Limited**, the Applicant in the application above mentioned and am duly authorised to make this affidavit on its behalf.

2. That the interest of none of the employees of the applicant Company, whether based in the State of Gujarat and/or otherwise, shall be prejudicially affected as a result of the proposed shift in location of the Registered Office of the applicant Company from "State of Gujarat" to the "State of Maharashtra".

That the service of none of the employees of the applicant Company shall be retrenched or terminated as a result of the proposed shift in the location of the Registered Office of the applicant Company from "State of Gujarat" to the "State of Maharashtra".

Verification

I, the deponent, do hereby verify that the contents of above paragraphs one and two of this Affidavit are true to my own knowledge and no part of it is false and nothing material has been concealed.

SOLEMNLY AFFIRMED BEFORE ME

Signed and verified this , 2020.

BHARAT C. DAVE
NOTARY

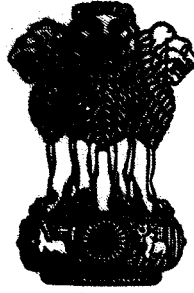
No.: 572 Dt.: 2020

18 JUN 2020

Deponent

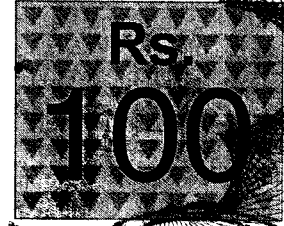
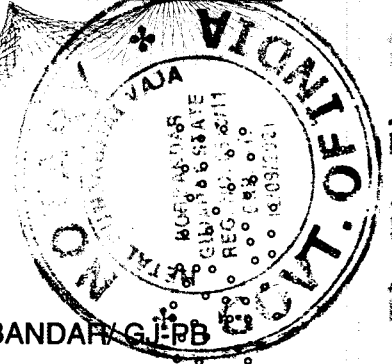
Deponent

INDIA NON JUDICIAL
Government of Gujarat



सत्यमेव जयते

Certificate of Stamp Duty



Certificate No. : **IN-GJ98745990754312S**

Certificate Issued Date : **17-Jun-2020 03:59 PM**

Account Reference : **IMPACC (SV)/ gj13045904/ PORBANDAR/GJPB**

Unique Doc. Reference : **SUBIN-GJGJ1304590436709972229332S**

Purchased by : **BHARATKUMAR P MAKHECHA**

Description of Document : **Article 4 Affidavit**

Description : **AFFIDAVIT**

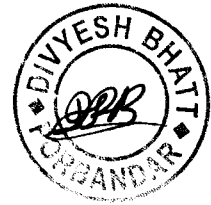
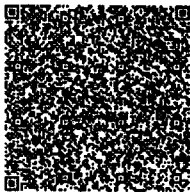
Consideration Price (Rs.) : **0**
(Zero)

First Party : **ORIENT ABRASIVES LTD**

Second Party : **Not Applicable**

Stamp Duty Paid By : **ORIENT ABRASIVES LTD**

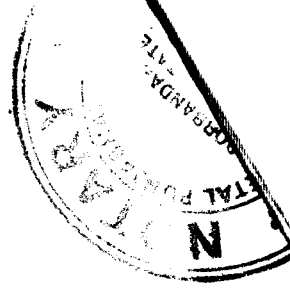
Stamp Duty Amount(Rs.) : **100**
(One Hundred only)



LB 0002559285

Statutory Alert:

1. The authenticity of this Stamp Certificate should be verified at "www.shcilestamp.com". Any discrepancy in the details on this Certificate and as available on the website renders it invalid.
2. The onus of checking the legitimacy is on the users of the certificate.
3. In case of any discrepancy please inform the Competent Authority.

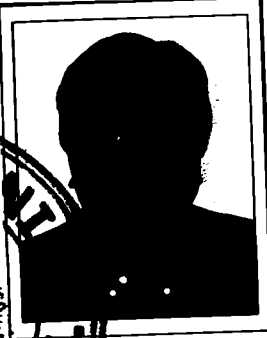






ભરતકુમાર પ્રભુદાસ માકેચા
Bharatkumar Prabhudas Makhecha
જન્મ તારીખ/DOB: 12/03/1950
પુરુષ/ MALE

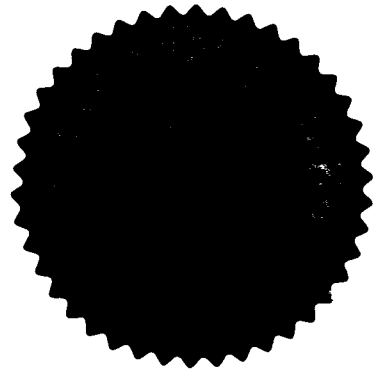
4513 0929 6969





મારો આધાર, મારી મરજી

Warning

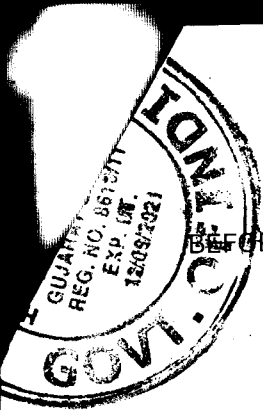


"The contents of this certificate can be verified and authenticated world-wide by any members of the public at www.shcilestamp.com or at any Authorised collection center address displayed at www.shcilestamp.com free of cost."

"Any alteration to this certificate renders it invalid. Use of an altered certificate without all the security features could constitute a criminal offence."

"This document contains security features like coloured background with Lacey Geometric Flexible patterns and Subtle Logo images, Complex ornamental design borders, Anti - copy text, the appearance of micro printing, artificial watermarks and other Overt and Covert features."



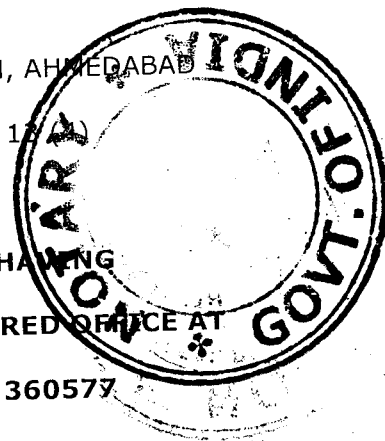


BEFORE THE REGIONAL DIRECTOR, NORTHERN WESTERN REGION, AHMEDABAD

IN THE MATTER OF THE COMPANIES ACT, 2013, SECTION 184

AND

IN THE MATTER OF ORIENT ABRASIVES LIMITED, HAVING
CIN L24299GJ1971PLC093248 AND HAVING ITS REGISTERED OFFICE AT
GIDC INDUSTRIAL AREA, PORBANDAR, GUJARAT- 360577



.....APPLICANT/PETITIONER

AFFIDAVIT VERIFYING LIST OF EMPLOYEES AND NON-RETRENCHMENT THEREOF

I, BharatKumar Prabhudas Makhecha, S/o Mr. Prabhudas Makhecha, aged about 70 years, R/o, Vithal Niwas, Prabhu Krupa, SVP Station Road, Porbandar, Gujarat-360575 being Director of **Orient Abrasives Limited**, do hereby solemnly affirm as under :

1. That I am the Director of **Orient Abrasives Limited**, the Applicant in the application above mentioned and am duly authorised to make this affidavit on its behalf.
2. That the interest of none of the employees of the applicant Company, whether based in the State of Gujarat and/or otherwise, shall be prejudicially affected as a result of the proposed shift in location of the Registered Office of the applicant Company from "State of Gujarat" to the "State of Maharashtra".
3. That the service of none of the employees of the applicant Company shall be retrenched or terminated as a result of the proposed shift in the location of the Registered Office of the applicant Company from "State of Gujarat" to the "State of Maharashtra".

Deponent

Verification

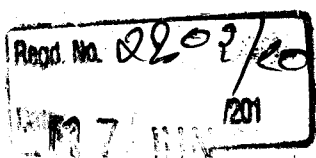
I, the deponent, do hereby verify that the contents of above paragraphs one and two of this Affidavit are true to my own knowledge and no part of it is false and nothing material has been concealed.

Signed and verified this -----, 2020.

Deponent

SOLEMNLY AFFIRMED
BEFORE ME

HETAL KUNDARHAI VAJA
NOTARY
GOVT. OF INDIA



<Dial 18002666868> <Wear Masks, Stay Safe>
RG452538003IN IVR:827145253800
RL PORBANDAR HO <360575>
Counter No:1,23/06/2020,14:42
To:M K SAHU,,
PIN:380013, Maranpura Vistar SO
From:ORIENT ABRA,G I D C INDUSTRI
Wt:772gms
Amt:215.00(Cash)
<Track on www.indiapost.gov.in>
<Dial 18002666868> <Wear Masks, Stay Safe>

भारतीय डाक



RG452537997IN IVR:827145253799
RL PORBANDAR HO <360575>
Counter No:1,23/06/2020,14:42
To:ANIL MUKIM,,
PIN:382010, Gandhinagar Gujarat HO
From:ORIENT ABRA,G I D C INDUSTRI
Wt:766gms
Amt:215.00(Cash)
<Track on www.indiapost.gov.in>
<Dial 18002666868> <Wear Masks, Stay Safe>

भारतीय डाक



RG452537970IN IVR:827145253797
RL PORBANDAR HO <360575>
Counter No:1,23/06/2020,14:42
To:REGIONAL MANAGER,,
PIN:380006, Ellisbridge SO
From:ORIENT ABRA,G I D C INDUSTRI
Wt:774gms
Amt:215.00(Cash)
<Track on www.indiapost.gov.in>
<Dial 18002666868> <Wear Masks, Stay Safe>

भारतीय डाक



RG452537983IN IVR:827145253798
RL PORBANDAR HO <360575>
Counter No:1,23/06/2020,14:42
To:SHREE SANJAY SHAH,,
PIN:382010, Gandhinagar Gujarat HO
From:ORIENT ABRA,G I D C INDUSTRI
Wt:772gms
Amt:215.00(Cash)
<Track on www.indiapost.gov.in>
<Dial 18002666868> <Wear Masks, Stay Safe>



ORIENT ABRASIVES LIMITED
LIST OF DIRECTORS AS ON 03/02/2020

Name	Designation	Address	DIN No.
Mr. Manubhai Rathod	Whole time Director & CEO	Nr. Madhuram Society, Dharampur Khambhaliya Taluka, Dist. Jamnagar Dharampur 361305 GJ	07618837
Mr. Hemul Shah	Director	302/303 Rahul Enclave, A Wing, Sai Baba Nagar, Near MLG Garden, Borivali (W), Mumbai – 400 092	00058558
Mr. Pundarik Sanyal	Independent Director	B-2/803, Kumar Parisar, Behind Gandhi Bhavan, Kothrud, Pune- 411038	01773295
Mr. Bharat Kumar Makhecha	Independent Director	Vithal Niwas, SVP Station Rd, Porbandar -360575	01351080
Mr. Harish Motiwalla	Independent Director	508, Sharda Chambers, New Marine Lines Road, Marine Lines, Mumbai- 400020	00029835
Mrs. Chaitali Salot	Director	18 Salot's Society, N.S Road No. 3 Juhu Scheme Mumbai 400056	02036868

For **ORIENT ABRASIVES LIMITED**

BIMAL PARMAR
COMPANY SECRETARY

Orient Abrasives Limited (Associate of Ashapura Group)

Registered Office : G. I.D.C Industrial Area, Porbandar - 360 577, Gujarat, India.

Tel : +91-286-2221788/9, Fax: +91-286-2222719

Administrative Office : Jeevan Udyog Building, 2nd Floor, 278, Dr. D. N Road, Fort, Mumbai - 400 001, India.

Tel : +91-22 6665 1700, Fax : +01 22 2207 9395

Website : www.orientabrasives.com

Email : orientabrasives@oaimail.co.in,

investor@oaimail.co.in

CIN - L24299GJ1971PLC093248

Orient Abrasives Limited
Area wise shareholders as on 03/02/2020

Sr.No	City	Records
1	New Delhi	1365
2	Haryana	316
3	Punjab	132
4	Chandigarh	49
5	Himachal	13
6	Jammu & Kashmir	22
7	Uttar pradesh/Uttarakhand	591
8	Rajasthan	549
9	Gujarat	2732
10	Maharashtra/Goa	4981
11	Madhya Pradesh	234
12	Chhattisgarh	69
13	Andhra Pradesh	921
14	Karnataka	816
15	Tamil Nadu	801
16	Kerala	261
17	West Wengal	863
18	Orissa	105
19	Assam	41
20	Arunachal Pradesh/Manipur/Meghalaya/Mizoram/Nagaland/Tripura	10
21	Bihar/Jharkhand	166
22	Other	122
	TOTAL	15159

INDIA NON JUDICIAL
Government of Gujarat



सत्यमेव जयते

Rs.
100

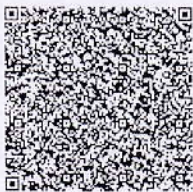
Certificate of Stamp Duty



Certificate No. : IN-GJ98749548407817S
Certificate Issued Date : 17-Jun-2020 04:02 PM
Account Reference : IMPACC (AC)/ gj13021411/ KHAMBHAI/ GJ-DW
Unique Doc. Reference : SUBIN-GJGJ1302141136716500672629S
Purchased by : MANUBHAI S RATHOD
Description of Document : Article 4 Affidavit
Description : AFFIDAVIT
Consideration Price (Rs.) : 0
(Zero)
First Party : ORIENT ABRASIVE LIMMITED
Second Party : NA
Stamp Duty Paid By : ORIENT ABRASIVE LIMMITED
Stamp Duty Amount(Rs.) : 100
(One Hundred only)



555/
2920



LB 0003180059

Statutory Alert:

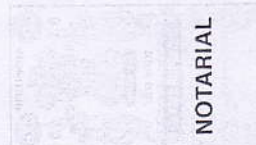
1. The authenticity of this Stamp Certificate should be verified at "www.shcilestamp.com". Any discrepancy in the details on this Certificate and as available on the website renders it invalid.
2. The onus of checking the legitimacy is on the users of the certificate.
3. In case of any discrepancy please inform the Competent Authority.

001

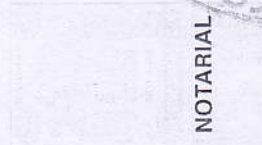
I,
Y
D



1.



NOTARIAL



NOTARIAL

2.



NOTARIAL



NOTARIAL

3.

4.



NOTARIAL



NOTARIAL

5.

This document is a certificate of birth of a person and is valid for all members of the public at www.shri...

"Any alteration to this certificate renders the certificate without all the security features of this document."

"This document contains security features: Lacey Geometric Flexible patterns and ornamental design borders, Anti-copy text, artificial watermarks and other Overt features."

BHARAT C. DAVE
Advocate & Notary
Near Mamlatdar Office,
JAM-KHAMBHALIA-361305
Dist. Devbhumi Dwarka, State Gujarat
(INDIA) Mo:-98256 54141

I, the
know
Signe

BEI

5781
2020

BEFORE THE REGIONAL DIRECTOR, NORTHERN WESTERN REGION, AHMEDABAD
IN THE MATTER OF THE COMPANIES ACT, 2013, SECTION 13 (4)

AND

IN THE MATTER OF ORIENT ABRASIVES LIMITED
CIN L24299GJ1971PLC093248 AND HAVING ITS REGISTERED OFFICE AT
GIDC INDUSTRIAL AREA, PORBANDAR, GUJARAT- 360577

.....**APPLICANT/PETITIONER**

AFFIDAVIT IN TERMS OF COMPANIES (INCORPORATION) RULES, 2014

I, Manubhai Somabhai Rathod, S/o Mr. Somabhai Nazabhai Rathod, aged about 52 years, R/o, Yogeshwar Nagar, Khambhalia, Jamnagar, Gujarat-361305 being Whole Time Director of **Orient Abrasives Limited**, do hereby solemnly affirm as under:

1. That I am the Whole Time Director of **Orient Abrasives Limited** and am fully conversant with the facts of the case and averments made in the accompanying application/petition under Section 13(4) of the Companies Act, 2013, being submitted before the office of Regional Director, Northern Western Region, Ahmedabad for confirming the change in the registered office clause 2 of the Memorandum of Association of the Petitioner Company Viz. **Orient Abrasives Limited** from the State of Gujarat to State of Maharashtra.
2. That all the necessary compliances as stipulated under the provisions of Section 13 of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 relating to shifting of Registered Office of the Company from the State of Gujarat to State of Maharashtra are complied with.
3. That no enquiry, inspection, investigation and prosecution is pending against the Company and/or its officers.
4. That if in future, any demand arises from any Statutory Authorities like Municipal Corporation, Electricity Department, Income Tax Department etc. or any stakeholders, that will be settled by the Company as per applicable laws / statutory provisions.
5. That the contents of the Affidavit are true to my personal knowledge and are based on information received by me and I believe them to be true.

Deponent

VERIFICATION

I, the deponent, do hereby verify that the contents of this Affidavit are true to my own knowledge and no part of it is false and nothing material has been concealed.

Signed and verified this ----- Day of ME -----, 2020.

Deponent

BEFORE THE REGIONAL DIRECTOR, NORTHERN WESTERN REGION, AHMEDABAD
IN THE MATTER OF THE COMPANIES ACT, 2013, SECTION 13 (4)
AND

IN THE MATTER OF ORIENT ABRASIVES LIMITED

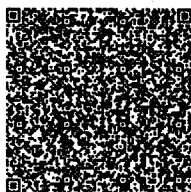
No.: 5781 Dt.: 18/06/2020

18 JUN 2020

सत्यमेव जयते

Rs. 100

A circular notary seal for Hetal Punjwala, a Notary Public in the Gujarat State, India. The seal features the text "NOTARY PUBLIC" at the top, "GOVT. OF INDIA" at the bottom, and "HETAL PUNJWALA" in the center. Below the name, it reads "GUJARAT STATE", "REG. NO. 26967", and "CITY OF AHMEDABAD".

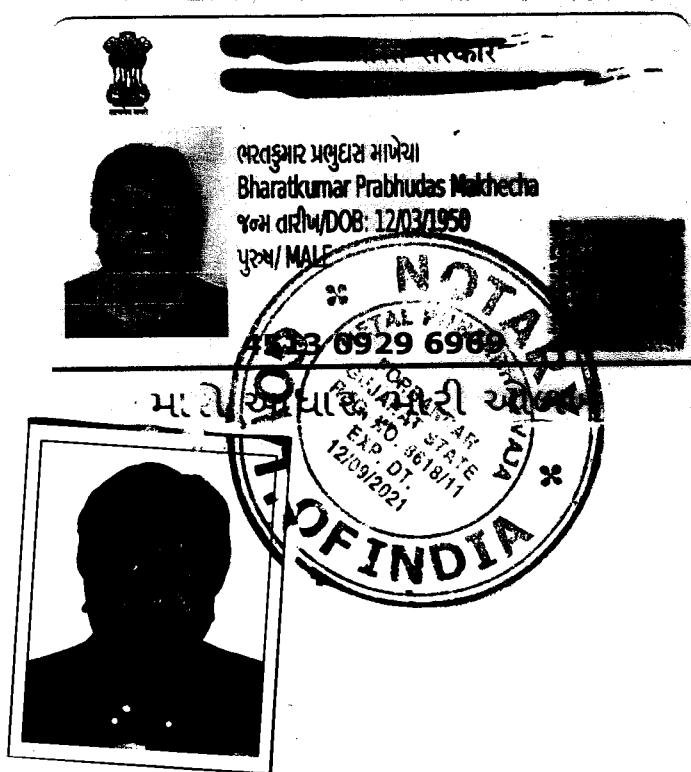
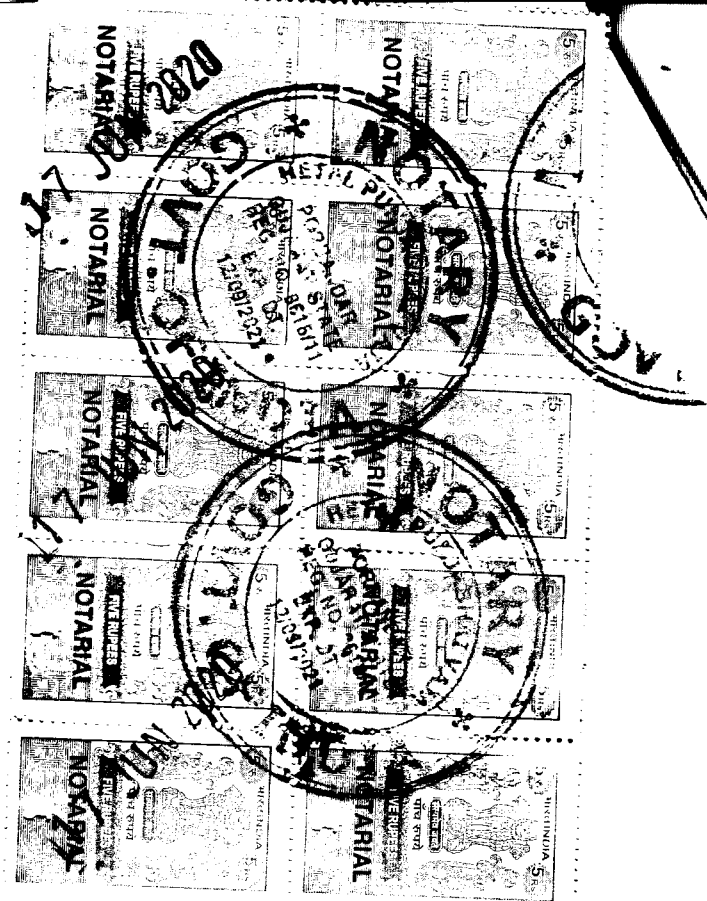


LB 0002559283

1. The authenticity of this Stamp Certificate should be verified at "www.shcilestamp.com". Any discrepancy in the details on this Certificate and as available on the website renders it invalid.

2. The onus of checking the legitimacy is on the users of the certificate.

3. In case of any discrepancy please inform the Competent Authority.



Warning

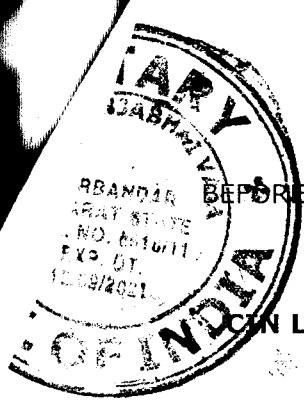
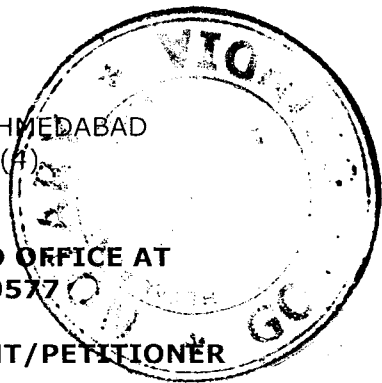


"The contents of this certificate can be verified and authenticated world-wide by any members of the public at www.shcilestamp.com or at any Authorised collection center address displayed at www.shcilestamp.com free of cost."

"Any alteration to this certificate renders it invalid. Use of an altered certificate without all the security features could constitute a criminal offence."

"This document contains security features like coloured background with Lacey, Geometric Flexible patterns and Subtle Logo images, Complex ornamental design borders, Anti - copy text, the appearance of micro printing, artificial watermarks and other Overt and Covert features."





BEFORE THE REGIONAL DIRECTOR, NORTHERN WESTERN REGION, AHMEDABAD
IN THE MATTER OF THE COMPANIES ACT, 2013, SECTION 13 (4)

AND

IN THE MATTER OF **ORIENT ABRASIVES LIMITED**
CIN L24299GJ1971PLC093248 AND HAVING ITS REGISTERED OFFICE AT
GIDC INDUSTRIAL AREA, PORBANDAR, GUJARAT- 360575

.....APPLICANT/PETITIONER

AFFIDAVIT IN TERMS OF COMPANIES (INCORPORATION) RULES, 2014

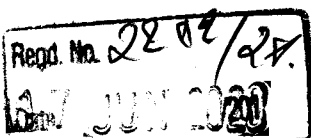
I, BharatKumar Prabhudas Makhecha, S/o Mr. Prabhudas Makhecha, aged about 70 years, R/o, Vithal Niwas, Prabhu Krupa, SVP Station Road, Porbandar, Gujarat-360575 being Director of **Orient Abrasives Limited**, do hereby solemnly affirm as under:

1. That I am the Director of **Orient Abrasives Limited** and am fully conversant with the facts of the case and averments made in the accompanying application/petition under section 13(4) of the Companies Act, 2013, being submitted before the office of Regional Director, Northern Western Region, Ahmedabad for confirming the change in the registered office clause 2 of the Memorandum of Association of the Petitioner Company Viz. **Orient Abrasives Limited** from the State of Gujarat to State of Maharashtra.
2. That all the necessary compliances as stipulated under the provisions of Section 13 of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 relating to shifting of Registered Office of the Company from the State of Gujarat to State of Maharashtra are complied with.
3. That no enquiry, inspection, investigation and prosecution is pending against the Company and/or its officers.
4. That if in future, any demand arises from any Statutory Authorities like Municipal Corporation, Electricity Department, Income Tax Department etc. or any stakeholders, that will be settled by the Company as per applicable laws / statutory provisions.
5. That the contents of the Affidavit are true to my personal knowledge and are based on information received by me and I believe them to be true.

VERIFICATION

I, the deponent, do hereby verify that the contents of this Affidavit are true to my own knowledge and no part of it is false and nothing material has been concealed.

Signed and verified this ----- Day of ----- 2020



SOLEMNLY AFFIRMED
BEFORE ME

HETAL PUNJABHAI VAJA
NOTARY
GOVT. OF INDIA

Deponent

Deponent

(THE COMPANIES ACT, 1956)

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ORIENT ABRASIVES LIMITED

1. The name of the Company is : 'ORIENT ABRASIVES LIMITED.'
2. The Registered Office of the Company will be situated in the State of Maharashtra.
3. (A) The main objects which will be pursued by the Company on its incorporation are:
 1. To carry on the business of manufacturers, producers, processors, importers, exporters, buyers, sellers of and dealers in all kinds of calcined bauxite, abrasive grits and grains including white and brown aluminium oxide, silicon carbide and all kinds of abrasives including bonded and coated abrasives, grinding wheels, sharpening stones, hones, paper and cloth, and all types of refractories based on alumina or on any other material of any other kind, and all materials, goods and ingredients used or that could be used in the manufacture or processing of abrasives of any kind and all other products, allied products, by-products and substitutes for all or any of them and to treat any waste arising from any such manufacture, production or process whether carried on by the Company or otherwise. Manufacturers of Abrasives
 2. To explore, prospect, take on lease or on royalty basis or otherwise acquire mines, mining rights and lands or any interest therein and to quarry, mine, dress, reduce, draw, extract, purify, calcine, smelt, refine, manufacture, process, purchase or otherwise acquire, sell or otherwise dispose of or deal in all grades, types, qualities and descriptions of iron ore, ilmenite ore, rutile ore, tungsten ore, wolframite ore, molybdenum ore, copper ore, bauxite, nickel ore, cobalt ore, quartz, fluorspar, lime stone, dolomite, magnesite, coal, graphite, fire clay, kyanite, sillimanite, stone, bricks, crick earth and other refractory materials etc. and all other metals, minerals and substances of every kind. Acquire Mines
 3. To carry on the business of manufacturers, dealers and importers, exporters, merchants, distributors and stockists of paper, cloth, canvas and all kinds of backing materials used in the manufacture of abrasives. Manufacturers of Paper, Cloth Canvas etc.

*Altered vide Special Resolution passed by members of the Company through Postal Ballot, on 19th March, 2020

Handwritten signatures

***3a.** To carry on the business of and act as buyers and sellers, suppliers and traders brokers and agents, exporters and importers, stockists and distributors and dealers of and in all kinds of forest products, industrial products, agricultural products, food products, whether processed, semi-processed or otherwise, wood articles and metals, minerals, industrial and other wastes and bye-products, industrial and other gases, Alcohol, edible and non-edible oils, fats and consumer goods, house-hold goods, hardware and stores, plant and machinery, stores, all types of ball and rollers bearings, spare parts and accessories, commercial and manmade fibres, textiles of all kinds, readymade garments, silk, hemp, wool and flax and other fibres substances, blankets and any products of cotton and yard and woollen textile, raw jute and jute products, cement, plastics, chemicals, building materials, bullion, belting, batteries, bronzes, canned and tinned goods, curios, cotton, crockery, cutlery, caramels, cozebinders, cashewnuts, confectionery, coffee, coir, coal and chemicals, iron and steel, casting of metals and alloys, carpets, cosmetics, cine-matograph films, corks and crown corks, dextrines, drugs and medicines, dressing materials, dyes and dyestuffs, essence, electrical goods and accessories, engineering goods, fertilizers, fodder, flour, fura, fibres and wastes, furniture and upholstery, grain and fruits, jaggery, cardamons, ginger, stone, guel, gums and resins, glass and glassware, gramophone records, hides and skins, hemp, handicrafts, handlooms, hardware, ivory, electrical, mechanical, photographic, surgical, scientific and other instruments, apparatus and appliances, leather goods, lac, linoleum, liquid gold, linen, manuers, machine tools, metals, motor cars, milling stones, Nut and Bolts, Ores, Oils and oil cakes, Ornaments, Pulses, printing and drawing materials, provisions, perfumes, spirits, pulp of wood, pharmaceuticals, precious stones, pearls, plants, paints, papers, patent, synthetic fuel, quartz, crystals, rags, rubbers, spices, sports goods, sugar and molasses, scrap, metallurgical residues, seeks, shellac, artificial and silk fabrics, soap, small tools, stationery, tobacco, toys, umbrellas, vegetables, varnishes, vanaspati, wood and timber wax woolen and all sorts of apparels, wigs, yarns, sizing, vehicles of all kinds and accessories thereof, pigments, polymers and PVC goods, all kinds of gloves marine products, Electronics goods including Computer, TV, VCR/VCP, antiques, precious and semi precious stones, goods and products and compounds of any and every description and kinds.

#3b. To carry on in India or elsewhere the business to generate, develop and accumulate electric power from conventional and non conventional resources like wind mill, hydro power, solar power etc. for own/captive consumption and commercial sale and to erect and/or commission wind mill turbines, hydro power stations and/or plants, thermal power stations and/or plants, nuclear power stations and/or plants, to transmit, distribute and supply such electric power and to carry on business of a general electric power manufacturer and/or supply company and to construct, lay down, establish, fix and carry out all necessary power stations/plants, cables, wires, lines, accumulators, lamps and in general undertake execution of turnkey contracts for setting up of wind mill stations, hydro power generation and other power projects involving conventional and non-conventional energy sources in India and abroad and also to undertake engineering and technical consultancy services in the fields of wind power generation and other power projects from conventional and non-conventional energy sources and to set up power plants in India and abroad.

** Inserted vide special resolution passed in the 23rd AGM held on 29/11/1999*

Inserted vide special resolution passed by Postal ballot on 26/09/2009

(B) THE OBJECT INCIDENTAL OR ANCILLARY TO THE
ATTAINMENT OF THE ABOVE MAIN OBJECTS TO THE
COMPANY ARE:

4. To carry on the business of manufacturers, dealers and importers, exporters, merchants, distributors and stockists of gums, adhesives and bonding materials of all kinds, adhesive tapes, adhesive cloth, adhesive paper and products of all kinds. Manufacturers
Stockists of Gums,
Adhesives etc.
5. To establish, operate, manufacture, sell or acquire all products of electric furnaces and furnaces of all kinds and of whatever kind also all or any rights or developing water and electric power of any nature whatsoever and to manufacture and sell all kinds of machinery to carry on the business of electrical engineers, to erect lines for power transmission and generally for the development of electric and other power. Electric Furnaces,
Electric Power etc.
6. To carry on business of iron foundries, civil mechanical electrical and atomic engineers and manufacture of agricultural implements and other machinery, tool-makers, brass-foundries, metal workers, paint manufactures, boiler makers, millwrights machinists, iron and steel converters, smiths, chemists and manufacture of chemicals, wood-workers, builders, painters, metallurgist, water supply, engineers, gas-makers, farmers, painters, carriers and merchant, and to buy, sell, manufacture, repair convert, alter, let on hire and deal in machinery, implements, rolling stock and hardware of all kinds. Iron Foundries,
Engineers etc.
7. To buy, sell, manufacture, repair, alter, improve, exchange, let out on hire, import, export, and deal in all factories, works plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry on or required by any customers of or persons having dealing with the Company or commonly dealt in by persons having engaged in any such business or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and deal in all products of residual and by-product incidental to or obtained in any of the businesses carried on by the Company. General
Manufacturers
8. To acquire, build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roads ways, railway sidings, reservoirs, watercourses, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company, and to join with any other person or company in doing any of these things. Acquire Buildings,
Machineries,
Engine etc.

- | | |
|--|---|
| Purchase, Lease
Exchange | 9. To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire for any estate or interest whatsoever and to hold develop, work, cultivate, deal with and turn to account concession, grants, decrees, licences, privileges, claims, options, leases, property, real or personal, or rights or powers of any kind which may appear to be necessary, or convenient for any business of the Company. |
| Purchase, Charter
hire of vehicles | 10. To purchase, charter, hire, build or otherwise acquire vehicles of any or every sort of description for use on or under land or water or in the air and to employ the same in the carriage of merchandise of all kinds and to carry on the businesses of owners of trucks, lorries, motor cars etc. |
| Disposal of
undertaking &
property of
Company | 11. To sell, exchange, mortgage, let on lease, royalty or tribute grant licences, easement, options and other rights over and in any other manner, deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks shares, whatever fully or partly paid up or securities of any other Company. |
| Payment for
property and
services | 12. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company within India and/or abroad either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full or in part or otherwise. |
| Financial and
Commercial
obligations | 13. To undertake financial and commercial obligations, transaction and operations of all kinds in connection with the business of the company. |
| Guarantee of
Payment of
Dividend, Interest
etc. | 14. To guarantee the performance of any contract or obligations of and the payment of money or of dividend and interest on any stock, shares on securities of any company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the company or the interests of its shareholders. |
| General
Guarantee | 15. To guarantee the performance of any contract or obligations of and payment of money unsecured by or payable under or in respect or promissory notes, bonds debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments, and securities of any company or of any authority, supreme, municipal, local or banks, and financial authorities or otherwise or of any persons whomsoever, whether, incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations. |

- | | |
|--|---|
| 16. To lend and advance money, either with or without security and give credit to such persons (Including Government) and upon such terms and conditions as the Company may think fit. | Advances,
deposits and loans |
| 17. To draw, make, accept, endorse, discount, negotiate, execute and issue hundies, bills of exchange, promissory notes, bills of lading warrants, debentures and other negotiable or transferable instruments or securities. | Negotiable
Instruments |
| 18. To acquire from any person, firm or body corporate or unincorporate, whether in India or elsewhere, technical information, know-how, process engineering, manufacturing and operating data, plans, layouts and blue prints useful for the design, erections and operation of plant required for any of the businesses of the Company and to acquired any grant or licence and other rights and benefits in the foregoing matters and things. | Technical
Information and
know-how |
| 19. To apply for, purchase or otherwise acquire and protect, prolong and renew experimenting or testing or in improving in any part of the world, any patents, patent rights, brevets, invention, trade marks, desings, licences, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any inventions process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, or grant licences or privileges in respect of, or otherwise, turn to account, the property rights and information so acquired and to carry on any business in any connection therewith. | Patents etc. |
| 20. To expend money in experimenting on and testing and in improving or seeking to improve any patents right, inventions, discoveries processes or information of the Company or which the Company may acquire or propose to acquire. | Experimenting
and Improving any
Patents |
| 21. To transact or carry on all kinds of agency business and in particular in relation to the investment of money, the sale of property and collection an receipt of money, and to be Managers or any concern, company or business and trustees, gratuitous or otherwise, of any assets, funds and business under any arrangements. | |
| 22. To establish, provide, maintain and conduct research and other laboratories, training institutions for the training, education and instruction of the person directly or indirectly with the company, or students and other who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith. | To Research
Laboratories |

- | | |
|---|---|
| Borrowing | 23. To receive money for business purposes or the Company on deposit or loan and borrow or raise money in such manner as Company shall think fit, and in particular by the issue of debenture, or debenture stock, perpetual or otherwise, and to secure the repayment of any money borrowed raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company, both present and future, including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company as the case may be. |
| Investment | 24. To invest any surplus monies of the Company not immediately required in such investments, other than shares or stock in the Company, as may be thought proper and to hold, sell or otherwise deal with such investment. |
| Holding Stock, shares and securities | 25. To subscribe for, underwrite, acquire, hold, sell and otherwise deal in shares, stock, debentures, debenture stock, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company (body corporate or undertaking) carrying on business, similar or analogous to the business, of the company wherever constituted or carrying on business, and shares, stock, debentures, debenture stock bonds, mortgages, obligations and other securities issued or guaranteed by any government sovereign ruler, commissioners, trust municipal, local or other authority or body of whatever nature, whether in India or elsewhere. |
| Acquire and undertake business | 26. To acquire and undertake all or any part of the business property and liabilities of any person or company carrying on or proposing to carry on any business which this company is authorised to carry on or possessed of property suitable for the purposes of the Company (or which can be carried on in conjunction therewith or which) is capable of being conducted so as directly or indirectly to benefit the Company. |
| Recognition and Registration | 27. To procure the registration or recognition of the company in or under the laws of any place outside India or with any other appropriate authority or authorities outside India. |
| Promotion | 28. To form, incorporate or promote any company or companies whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other object or objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantages to the Company. |

- | | |
|--|---|
| <p>29. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital, including any underwriting or other commissions, broker's fees and charges in connection therewith, and to remunerate or make donations to (by cash or other assets, or by the allotment of fully or partly paid shares, or by a call or option on shares, debentures, debenture-stock or securities of this or any other company or in any other manner, whether out of the Company's capital or profit or otherwise) any person or persons for services rendered or to be rendering in introducing any property or business to the company or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stock, or other securities of the Company, or for any other reason which the Company may think proper.</p> | <p>Pay cross, charges on Promotion</p> |
| <p>30. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.</p> | <p>Publicity</p> |
| <p>31. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, and either gratuitously, or otherwise and vest and real or personal property, rights or interest acquire by or belonging to the Company in any person or company on behalf of or for the benefit of the company, and with or without any declared trust in favour of the company.</p> | <p>Trusts</p> |
| <p>32. To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities supreme, national, local municipal or otherwise of any place in which the company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company, effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other Company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members.</p> | <p>Government and other concessions and to promote and oppose legislation</p> |
| <p>33. Subject to the provisions of the Companies Act, 1956 to amalgamate or enter into partnership or into any arrangement for sharing profits, union of interests co-operation, joint-adventure or reciprocal concession or for limiting competition with any person or persons or company or companies carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or which can be carried on in</p> | <p>Amalgamation and Partnership</p> |

conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

Establishment of associations connected with company or for benefit of employees to company

34. To apply the assets of the Company in any way in or towards the establishment maintenance or extension of any association, institution of fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including any association, Institution or fund for the protection of the interests of masters, owners and employers against loss by bad debts, strikes, combinations, fire, accidents or otherwise or for the benefit of any clerks, workmen or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular of friendly, co-operative any other societies, readings rooms, libraries, educational and charitable institutions, dining and recreation rooms, churches, chapels, schools, hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscriptions for any purpose whatsoever.

Aid to labour and other industrial associations

35. To aid, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade, but shall not act as a trade union.

Donations

36. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibitions.

Provident Institutions

37. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefits of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the company, or of any company which is a subsidiary of the company.

Distribution of specie

38. To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of Company in case of winding up and that no distribution amounting to a reduction of capital be made except with the sanction (if any) for time being required by law.

Carry on business generally

39. To carry on any other business whether manufacturing or otherwise that may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enable the value of or render profitable any of the Company's property or to do or which it may be advisable to

undertake with a view to improving developing, rendering valuable or turning to account any property real or personal belonging to Company or in which the Company may be interested and to do all or any of the above things, either as principals agents, trustees, contractors, or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

3C THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:

- | | | |
|------|--|---|
| 40. | To carry on all or any of the business of manufacturers of and dealers and workers in cement, lime, plasters, winding, clay, gravel, sand, minerals, earth, coke, fuel, artificial and natural stone, and ship builders, barge, lighter, and quarry owners, builders, general contractors and carriers. | Business in buildings materials, quarry owners etc. |
| 41. | To carry on the business as manufactures, dealers, importers, exporters and traders in paper pulp, wood pulp, straw pulp, bamboo pulp, bagasee and in all kinds of papers, card boards, hard boards, package materials and all other products, goods and substances connected therewith. | Paper, Pulp woodworkers and books supplies |
| 41A. | To carry on the business as manufacturers, dealers, importers, exporters and traders in all types of alloys including ferro alloys, steel alloys and the alloys of other materials, all types of materials required for manufacture of alloys, special steels, steel casting, fabricating, smelting, rolling and forging, iron founders, metal founders metallurgists and casters. | |
| 42. | To carry on all or any of the business of shipowners, charters of ships or other vessels, warehousemen, merchants, carriers forwarding agents and wharfingers. | Shipowners |
| 43. | To carry on any other business, industry or trade whether manufacturing, commercial or otherwise that may seem to the Company capable of being conveniently carried on in connection with the above objects or calculate, directly or indirectly, to enhance the value of or render profitable any of the Company's properties or rights for which it may be advisable to undertake with a view to improving, rendering valuable or turning to account any property, real or personal, belonging to the Company or in which the Company may be interested. | General |
| *44. | To construct purchase or otherwise acquire, and develop lands, houses, buildings, sheds and other fixtures on land and buildings to let them out on lease, rent, contract or any other agreement as may | |

deemed fit or to buy and sell lands, houses apartments to, any person on terms and conditions as may deemed fit or to hold, maintain, sell, allot houses apartments, sheds or buildings thereof to the shareholders, or any other person or to carry on business of buildings, surveyors, bricks and tiles makers, lime burner, houses and estate agents.

*45. To carry on and undertake the business of leasing and finance-lease operations of all kinds, purchasing, selling, hiring or lettering on hire all kinds of plant and machinery and equipments that the company may think fit.

46. To carry on the business of financing industrial enterprises whether by way of making loans of advances to our subscribing lo capital of private industrial enterprises in India. The company shall, however, not to do banking business as defined under Banking Regulation Act, 1949.

@47. To carry on in India or elsewhere the business to generate, develop and accumulate, electric power from conventional and non conventional resources like wind mill, hydro power, solar power etc. for own/captive consumption and commercial sale and to erect and/or commission wind mill turbines, hydro power stations and/or plants, thermal power stations and/or plants, nuclear power stations and/or plants, to transmit, distribute and supply such electric power and to carry on business of a general electric power manufacturer and/or supply company and to construct, lay down establish, fix and carry out all necessary power stations/plants, cables, wires, lines, accumulators, lamps and in general undertake execution of turnkey contracts for setting up of windmill stations, hydro power generation and other power projects involving conventional and non-,conventional energy sources in India and 'abroad and also to undertake engineering and technical consultancy services in the fields of wind power generation and other power projects from conventional and non-conventional energy sources and to set up power plants in India and abroad.

4. The liability of the members is limited.

#5. The Authorised Share Capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crores) consisting of Rs. 14,00,00,000/- (Fourteen Crores Equity Shares) of Re. 1/- (Rupees One only) 4,00,000 (Four Lakhs) 6% Redeemable Cumulative Preference Shares of Rs. 100/- each, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.

* Inserted vide special resolution passed in the 23rd AGM held on 29/11/1994

@ Inserted vide special resolution passed by Postal ballot on 26/09/2009

Altered vide ordinary resolution passed by Postal ballot on 19/01/2018

We, the several persons whose names and addresses are subscribed, hereto and desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Name address, description and occupations of subscribers	Number of ordinary shares taken by each subscriber	Name, address, description and occupation of witness of subscriber
Ram Lal Rajgarhia S/o Late Phool Chand, 16/1, Lord Sinha Road, Calcutta-16. Industrialist	100	
R. Kumar S/o Ram Lal Rajgarhia B-104-A, Greater Kailash New Delhi Business	100	
Nawal Kishore S/o Ram Lal Rajgarhia 16/1, Lord Sinha Road, Calcutta-16 Business,	100	Witness to all Signatures Sd/- Sita Ram Bansal Service 23, Curzon Road, New Delhi
Smt. Prabha Devi Rajgarhia, Rajender Kumar Rajgarhia, B104,A, Greater Kailash, New Delhi House Wife	100	
Surendra Kumar Rajgarhia S/o Ram Lal Rajgarhia 19/1, Lord Sinha Road, Calcutta-16. Business	100	
S. G. Rajgarhia S/o Ram Lal Rajgarhia B, 104-A, Greater Kailash New Delhi Business	100	
Sanwar Mal Banka S/o Nahar Mal Banka, 2-Brabourne Road, Calcutta-16. Business Executive	100	

Dated the 28th day of September, 1971