



ORIENT ABRASIVES LTD.

(CIN-L24299DLI971PLC005854)

OAL/

23 October 2015

Department of Corporate Services
Bombay Stock Exchange Ltd.
PhirozeJeejeebhoy Towers
Dalal Street, Mumbai-400001.

STOCK CODE: 504879

Department of Corporate Services
National Stock Exchange of India Ltd.
Exchange Plaza
BandraKurla Complex
Bandra (East), Mumbai

STOCK CODE:ORIENTABRA

Dear Sir

Sub: Submission of Postal Ballot Notice.

With reference to the captioned subject, please find enclosed Postal Ballot Notice that also includes Postal Ballot Form, News Paper Notice published in Business Standard on 22nd October, in Delhi edition in Hindi and English, for the purpose of shifting of registered office from the NCT of Delhi to the State of Gujarat.

Hope you will find the above documents to be in order.

Thanking you,
Yours faithfully,
For Orient Abrasives Limited

Kamlesh Kumar Mundra
Company Secretary
Membership No.-23119



Encl.:a/a.

Registered Office :
1307, Chiranjiv Tower,
43 Nehru Place,
New Delhi - 110019 (India)
Phone : +91-11-2642 5446 / 7
Fax : +91-11-2644 3859
Email : ho@oalindia.com
Email : investor@oalmail.co.in

Works :
G.I.D.C. Industrial Area,
Porbandar - 360577
Gujarat, India
Phone : +91-286-2221788/9
Fax : +91-286-2222719
Email : orientabrasives@oalmail.co.in



ORIENT ABRASIVES LIMITED

CIN L24299DL1971PLC005854

Regd. Office: 1307, Chiranjiv Tower, 43 Nehru Place, New Delhi- 110 019

Tel: 011-26425446/7 Fax: 011-26443859; Email: investor@oalmail.co.in

Website: www.orientabrasives.com

NOTICE OF POSTAL BALLOT

To

The Members,

Notice pursuant to section 108 and 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014

Notice is hereby given pursuant to Section 108 & 110 and other applicable provisions of the Companies Act, 2013, (the Act) if any, read with rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force and any other rules, regulations, notifications etc. (in force/brought in force after issuance of present notice), that the Resolution set out below is proposed to be passed by way of Postal Ballot/e-Voting. An Explanatory Statement pertaining to the said Resolution setting out the material facts concerning each item and the reasons thereof is annexed to the Notice, along with a Postal Ballot Form (the Form) for your consideration.

The Board of Directors has appointed Mr. Jatin Gupta, FCS, Partner of M/s. S P J & Co., Company Secretaries, New Delhi as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope/Business Reply Envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 P.M. on 24th day of November 2015.

Members desirous to opt for e-voting as per facilities arranged by the Company are requested to read the notes & instructions mentioned in the Form & Postal Ballot Notice. References to Postal Ballot(s) in this notice include votes received electronically.

The said resolution as set out below is to be passed as special resolution and shall be declared as duly passed if votes casted in favor of the resolution are not less than three times the number of votes, if any, casted against the resolution.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman / Authorised Person on or before 26th day of November, 2015. The result of the Postal Ballot will be announced by the Chairman / Authorised Person of the Company on 26th day of November, 2015 at the Company's registered office. The results shall be communicated to BSE Limited and National Stock Exchange Limited and displayed alongwith Scrutinizers Report at the Company's registered office as well as website of the company at www.orientabrasives.com for appraisal of general public/members and various other stakeholders and also at the website of NSDL at www.evoting.nsdl.com

The resolution will become effective on and from the date of announcement of result by the Chairman of the Company.

SPECIAL BUSINESS:

Item No.1: To approve the change of registered office of the Company from NCT of Delhi to State of Gujarat, subject to approval of Central Government and other Statutory Authorities, if any

To consider and if thought fit, to give assent/dissent to the following resolution, with or without modification(s), by way of Postal Ballot as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and 14 of the companies act 2013 and rule 30 of Companies (Incorporation) Rules, 2014 and any other applicable provisions if any, and subject to approval of the Central Government (powers vested in Regional Director), the situation of Company's Registered Office be and is hereby approved from NCT of Delhi to State of Gujarat subject to the approval of Central Government (Powers vested in The Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi) and that Clause II of the Memorandum of Association of the Company i.e. Situation clause, be and is hereby altered by substituting it with the following new Clause :

II. The Registered office of the Company will be situated in the State of Gujarat.

RESOLVED FURTHER THAT either of the Directors and/or Mr. Kamlesh Kumar Mundra, Company Secretary of the Company be and are hereby severally authorised to sign and file the necessary application and all other annexure(s) and to execute any affidavit/declaration approving/verifying the petition and to take such other steps as may become necessary in this regard including to agree to such conditions as may be imposed by the Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi as the case may be and also to take such further steps as may be deemed necessary including signing and filing of application/petition/reply/letter/confirmation/undertaking etc., if required, under provisions of the Companies Act, 2013 before the office of Registrar of Companies, Delhi and Haryana at New Delhi, the Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi, the Chief Secretary, Government of NCT of Delhi, and/or any other authority i.e statutory/non statutory etc. as they may deem necessary, so as to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT Mr. Jatin Gupta, FCS, partner of M/s S P J & Co., Company Secretaries having office at 303, Building No. 10159, Padam Singh Road, Opposite Shastri Car Parking, Karol Bagh, New Delhi 110 005 be and is hereby authorised, to represent Company and also to appear before the office of Registrar of Companies, Delhi and Haryana at New Delhi, the Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi, the Chief Secretary, Government of NCT of Delhi, and/or any other authority i.e statutory/non statutory, if required, so as to plead for the aforesaid petition/application, to file the necessary Memorandum of Appearance with the office of Regional Director/Registrar of Companies as aforesaid and also to act for every purpose connected with the proceedings of the petition/application and to take such other steps as may be required by the authorities stated hereinabove, as the case may be, or otherwise become necessary in this regard so as to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, either of Directors of the Company and/or Mr. Kamlesh Kumar Mundra, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary for and or behalf of the Company and to do acts, required to give effect to this resolution.”



**By order of the Board
FOR ORIENT ABRASIVES LIMITED
Kamlesh Kumar Mundra
Company Secretary
PAN: AOFPM0673N
Membership No.-23119
Residential Address:
103, Juhu Heights,
Near Rokardia Hanuman Temple
Porbandar-360 577 (Gujarat)**

Date: 9th day of October, 2015
Place: Porbandar

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/list of Beneficial Owners on 9th October 2015, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL).
3. Your board has appointed Mr. Jatin Gupta, FCS, Partner, M/s. S P J & Co., Company Secretaries, New Delhi as Scrutiniser for conducting the Postal Ballot process in a fair and transparent manner.
4. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download it from the link http://www.orientabrasives.com/announcement/Postal_Ballot_notice.pdf or website of the Company, www.orientabrasives.com to seek duplicate Postal Ballot Form, please contact our Registrar and Transfer Agent, M/s. Skyline Financial Services Pvt. Ltd., situated at D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110 020 and request you to fill in the details and send the same to the Company for reference of Scrutiniser.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Company (Management & Administration) Amendment Rules, 2015, the NSDL will be facilitating e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form wherever e-mail ID is registered. E-voting is optional. The instructions for Shareholders for e-voting are given in the Postal Ballot Notice. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders which is available in the Downloads section of <https://evoting.nsdl.com> or contact NSDL on toll free no. 1800-222-990.
6. If you are already registered for e-voting then you can use your existing user ID and password for casting your vote. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
7. Kindly note that the Shareholders can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting, then e-voting will prevail and treated as final.
8. Shareholders desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope / postage pre paid envelope (within India) to the Scrutiniser. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Shareholders will also be accepted and in that case expenses incurred by member shall not be reimbursed under any circumstances.
9. The voting rights of Shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on 9th October 2015.
10. The remote e-voting period shall commence on Saturday, 24th October, 2015 (9:00 A.M.) and ends on Tuesday, 24th November, 2015 (5:00 P.M.). Thereafter, the remote e-voting facility will be blocked.
11. Postal Ballot Forms received after 05:00 P.M. on 24th day of November, 2015 will not be valid and it will not be allowed after 24th day of November, 2015. Postal ballot Forms received after this date will be strictly treated as if the reply has not been received from the Member(s).
12. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection on all working days at the Registered Office of the Company up to 24th November, 2015.



Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1

The Registered Office of your Company is presently located at NCT of Delhi. Recently the Bombay Minerals Ltd. had acquired the controlling stake in your Company which was erstwhile held by Rajgarhia family. Therefore Bombay Minerals Ltd. became the promoter of the company.

The new management intends to align the activities of your Company from its plant located at Porbandar in State of Gujarat, considering change as aforesaid and location of new management coupled with fact of administrative convenience.

For better infrastructure support management feels that it would be more appropriate to shift the Registered Office of the Company from NCT of Delhi to the State of Gujarat. Day to day business operations can be handled more effectively from Porbandar. The shifting of Registered Office to Porbandar will result in cost control, operational convenience and more effective administration. Moreover the company has to incur additional costs in maintaining office in Delhi henceforth it is more economical and advisable to shift the registered office to Porbandar in State of Gujarat.

The move is further intended to reduce the overheads and various other costs presently being incurred by your management. The plant of the Company is sufficient to accommodate its staff and present intended move is done also considering view to not to retrench either of the employees of your Company, for which a separate confirmation/undertaking/affidavit shall be tendered, once approval of members is in place.

Henceforth, in order to achieve better coordination, it is proposed to shift the location of Registered Office of your Company from NCT of Delhi to State of Gujarat.

In terms of requirements of Section 13 & 14 of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014 and section 108 and 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and other applicable provisions, the approval of members by way of Special Resolution by Postal Ballot and the Central Government (Regional Director) is required, henceforth your Board recommend the passing of the above stated resolution to be passed as Special Resolution in the larger interest of the Company.

The necessary application before the Hon'ble Regional Director, Northern Region, Ministry of Corporate affairs, New Delhi will be made after seeking members approval via proposed present resolution.

The draft amended copy of the Memorandum of Association of the Company is available for inspection at the Registered Office of the Company during business hours till the conclusion of e-voting i.e 24th November, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution, except their shareholdings. The resolution is being stated accordingly and any member may assent/dissent from same. The Board commends the Resolution for approval by the Members as Special Resolution.

**By order of the Board
FOR ORIENT ABRASIVES LIMITED
Kamlesh Kumar Mundra
Company Secretary
PAN: AOFPM0673N
Membership No.-23119
Residential Address :
103, Juhu Heights,
Near Rokardia Hanuman Temple
Porbandar-360 577 (Gujarat)**

Date: 9th day of October, 2015
Place: Porbandar

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

It is expected that the members are aware as to e voting process, yet the procedure and instructions for e-voting are as under:-

For Members whose email addresses are registered with the Company/Depository Participant(s)

- (i) The members who receive e-mail from NSDL should open the PDF file attached with the e-mail. The said PDF file contains his/her user ID/ Password for e-voting. Please note that the password is an initial password.

For Members whose email addresses are not registered with the Company/Depository Participants

- (ii) The members who receives Notice in physical form, the "USER-ID" and initial "PASSWORD" for remote e-voting is provided in the Notice.
- (iii) In case, any member does not receive 'User-ID' and 'Password' as mentioned in Sr. No. (a) and (b), then, they shall contact the NSDL on toll free no. 1800-222-990.
- (iv) The following steps should be followed for casting the vote through remote e-voting (In both the cases mentioned at Sr. No. (a)



and (b) above:

- (v) Open internet browser and type the following URL: <http://www.evoting.nsdl.com>
- (vi) Click on Shareholder – Login.
- (vii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
- (viii) If you are logging in for the first time, please enter the user ID and password provided through e-mail (as per Sr. No (a) above) or in Notice (as per Sr. No (b) above), as the case may be.
- (ix) Password change menu will appear on your screen. Change to a new password of your choice; ensure that it contains a minimum of 8 digit or characters or a combination of both. Please keep your password confidential.
- (x) Home page of remote e-voting opens. Click on remote e-voting: Active voting cycle.
- (xi) Select “EVEN” (E-Voting Event Number) of “Orient Abrasives Limited”.
- (xii) Now you are ready for remote e-voting as Cast Vote page opens.
- (xiii) The voting rights of the shareholders shall be reckoned in proportion to their shares held in the total paid up equity share capital of the Company as on cut-off date i.e., 9th October, 2015.
- (xiv) Cast your vote by selecting appropriate option and click on “Submit” and “Confirm” when prompted.
- (xv) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xvi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xvii) Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF format) of the Board Resolution/Authority letter, etc. together with attested specimen signature(s) of duly authorized representative (s), to the Scrutinizer through e-mail at jatinfcs@gmail.com with a copy marked to evoting@nsdl.co.in and a copy to investor@oalmail.co.in.
- (xviii) The members who have casted their vote by remote e-voting shall not cast vote through Postal Ballot.
- (xix) The remote e-voting period shall commence on Saturday, 24th October, 2015 (9:00 A.M.) and ends on Tuesday, 24th November, 2015 (5:00 P.M.). Thereafter, the remote e-voting facility will be blocked.
- (xx) In case of any queries, you may refer the Frequently Asked Question (FAQs) – Shareholders and remote e-voting user manual—Shareholders, available at the downloads section of www.evoting.nsdl.com
- (xxi) You can also update your mobile number and email ID in the user profile details of the folio which may be used for sending future communication.
- (xxii) Any person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories/Share transfer agent as on cut-off date only shall be entitled to avail the facility of remote e-voting/voting through Postal Ballot Paper.
- (xxiii) The Company has appointed Mr. Jatin Gupta, FCS, partner of S P J & Co., Company Secretaries, as ‘Scrutinizer’ for conducting and scrutinizing the voting process (Ballot Paper as well as Remote E voting) in a fair and transparent manner.
- (xxiv) The Scrutinizer shall immediately after the conclusion of voting, will first count the votes casted through postal ballot and thereafter unlock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall make, within a period not exceeding two days from the conclusion of the e-voting; a consolidated scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman of meeting /Authorised Person.
- (xxv) The Results of voting along with the report of the Scrutinizer shall be placed on the website of the Company www.orientabrasives.com and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of result by the Chairman of the meeting/Authorised Person. The results shall also be forwarded to Stock Exchange(s) concerned.
- (xxvi) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.orientabrasives.com and on the website of NDSL www.evoting.nsdl.com within two days of the passing of the resolutions as aforesaid and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

**By order of the Board
FOR ORIENT ABRASIVES LIMITED
Kamlesh Kumar Mundra
Company Secretary
PAN: AOFPM0673N
Residential Address :
103, Juhu Heights,
Near Rokardia Hanuman Temple
Porbandar-360 577 (Gujarat)**

Date: 9th day of October, 2015
Place: Porbandar



ORIENT ABRASIVES LIMITED

CIN L24299DL1971PLC005854

Regd. Office:- 1307, Chiranjiv Tower, 43 Nehru Place, New Delhi- 110 019

Tel. : 011-26425446/7 Fax : 011-26443859

E-mail: investor@oalmail.co.in Website: www.orientabrasives.com

Sr. No.:

POSTAL BALLOT FORM

- Name & Address of the shareholder(s) :
(Including joint holders, if any)
- Registered Folio No. /DP ID No.& :
(Applicable to investors holding shares in dematerialized form)
- No. of shares held :
- I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the proposed shifting of Registered Office from NCT of Delhi to State of Gujarat as stated in the Postal Ballot Notice of the Company by sending my/our assent or dissent to the resolution by tick mark (✓) in the appropriate boxes below:

S.No.	Description	No. of shares	I/We assent to the resolution(FOR)	I/We dissent to the resolution (AGAINST)
1	Special Resolution u/s 13 & 14 of the Companies Act, 2013 and rule 30 of Companies (Incorporation) Rules, 2014 for approval of Shifting of Registered Office from NCT of Delhi to State of Gujarat.			

Place:

Date:

(Signature of the Member / Shareholder)

Notes:

- Last date for receipt of Postal Ballot Form by scrutinizer is 24th day of November, 2015 at 05:00 P.M.

ELECTRONIC VOTING PARTICULARS

EVEN	USER ID	PASSWORD

INSTRUCTIONS FOR POSTAL BALLOT FORM

- A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form in all respects and send it to the scrutinizer in the enclosed self - addressed postage prepaid envelope / business reply envelope (If posted in India). Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier or registered post at the expense of the registered members will also be accepted.
- This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his absence, by the next named member. The signature of the member should be as per the specimen signature registered with the Company in respect of shares held in the physical form or furnished by NSDL/CDSL to the Company, in respect of shares held in the dematerialized form. Unsigned Postal Ballot Form will be rejected.
- Corporate/Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF format) of the Board Resolution/Authority letter, etc. together with attested specimen signature(s) of duly authorized representative (s), to the Scrutinizer through e-mail at jatinfcs@gmail.com with a copy marked to evoting@nsdl.co.in and a copy to investor@oalmail.co.in.
- Members are requested not to send any other paper / document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent by tick mark in the relevant box and putting their signature.
- There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
- The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman")/Authorised Person after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced on Thursday, November 26, 2015 and will be displayed at the registered office of the Company and will also be communicated to the stock exchanges where the Equity Shares of the Company are listed. The results of the Postal Ballot will also be displayed on the Company's website at www.orientabrasives.com and on the website of NSDL at www.evoting.nsdl.com
- The Company is pleased to offer e-voting facility as an alternate to all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detail and procedure with respect to E-voting is explained in the Notice of Postal Ballot.

