



**Orient Abrasives Limited**

Ref No.: Orient/Stock Exch/Letter/220

15<sup>th</sup> June, 2020

**The Dy. General Manager,  
Corporate Relations & Services Dept.,  
Bombay Stock Exchange Limited  
P. J. 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.: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2020.**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended 31<sup>st</sup> March, 2020.

Kindly take the above on record.

Thanking You,

Yours faithfully,

**FOR ORIENT ABRASIVES LIMITED**

**BIMAL PARMAR  
COMPANY SECRETARY**

Encl: As above

**DIPTI GOHIL**  
**COMPANY SECRETARY**

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

Mobile:- 9819606720

Email:- diptigl@gmail.com

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**SECRETARIAL COMPLIANCE REPORT OF ORIENT ABRASIVES LIMITED FOR THE YEAR ENDED**  
**31<sup>ST</sup> MARCH, 2020**

I, Dipti Gohil, have examined:

- a) all the documents and records made available to me (in physical form and online) and explanation provided by Orient Abrasives Limited ("the Listed Entity"),
- b) the filings/ submissions made by the Listed Entity to the Stock Exchanges,
- c) website of the Listed Entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of:

- a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;  
**- Not Applicable during the Financial Year under review.-**
- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **- Not Applicable during the Financial Year under review.-**
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **- Not Applicable during the Financial Year under review.-**



- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - **Not Applicable during the Financial Year under review.**
- h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations 1993, regarding the companies Act, and dealing with the client.
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

And in my opinion and to the best of my information and explanation provided to me, I hereby report that, during the Review Period:

- a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| Sr. No | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|--------|--|------------|---|
| NIL    |  |            |   |

- b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) The following are the details of actions taken against the Listed Entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

| Sr.No | Action taken by                        | Deviations  | Details of action taken E.g. fines, warning letter, debarment, etc. | Observations/ remarks of the Practicing Company Secretary, if any.  |
|-------|--|---|---|---|
| 1     | Bombay Stock Exchange (BSE) & National | Regulation 18(1) : Composition of the Audit Committee | Fine of Rs.361,080/- imposed by NSE and BSE each.                   | The Company reconstituted the Audit Committee w.e.f. 14 <sup>th</sup> May, 2019. Hence, presently the Audit Committee is duly |



|  |                      |   |   |
|--|----------------------|---|---|
|  | Stock Exchange (NSE) | The appointment of and resignation of Directors, in the Audit committee resulted in the Independent – Non Independent Directors ratio of 2 : 2. | <p>constituted wherein the ratio of the Independent Director is 2/3<sup>rd</sup> of the total. The fine was paid by the Company ' Under Protest'.</p> <p>The Company has also been directed to pay a further fine for the period 1st April 2019 to 13<sup>th</sup> May, 2019 i.e. 43 days by the Stock Exchanges to which the Company has requested for waiver.</p> |
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*Dipti Gohil*



**DIPTI GOHIL**

**ACS – 14736**

**CP - 11029**

**UDIN: A014736B000338136**

Date : 12<sup>th</sup> June, 2020

Place : Mumbai