**General information about company** 504879 Scrip code NSE Symbol ORIENTCER MSEI Symbol **NOTLISTED** ISIN INE569C01020 Name of the entity ORIENT CERATECH LIMITED Date of start of financial year 01-04-2023 Date of end of financial year 31-03-2024 **Reporting Quarter** Yearly Date of Report 31-03-2024 Not Applicable Risk management committee Top 2000 listed entities Market Capitalisation as per immediate previous Financial Year **Annexure I** Annexure I to be submitted by listed entity on quarterly basis **I. Composition of Board of Directors** Disclosure of notes on composition of board of directors explanatory Whether the listed entity has a Regular Chairperson Whether Chairperson is related to MD or CEO Title (Mr Name of the Date of Category 2 of Category 3 of PAN DIN Category 1 of directors directors directors Ms) Director Birth 24-03-Harish Non-Executive - Independent 00029835 Mr AFAPM1447A Chairperson Motiwalla Director 1945 04-01-Non-Executive - Non AXTPS8408C 00058558 Not Applicable Mr Hemul Shah **Independent Director** 1961 24-06-Non-Executive - Independent Ketan AAJPS0793F 00452468 Not Applicable Mr Shrimankar Director 1960 15-06-Non-Executive - Non AREPS5767M 02036868 Not Applicable Mrs Chaitali Salot **Independent Director** 1982 27-01-Non-Executive - Independent APPPS3390M 07134947 Mrs Neeta Shah Not Applicable Director 1965 20-04-Manubhai ANPPR4499C 07618837 Not Applicable Mr **Executive Director** Rathod 1968 23-10-BLNPS8994N 06378095 MD Manan Shah **Executive Director** Not Applicable Mr 1992 I. Composition of Board of Directors Disqualification of Directors under section 164 of the Companies Act, 2013 Whether the director is disqualified? Start Date of disqualification End Date of disqualification Details of disqualification Current status No Active 2 No 3 No No 5 No 6 No No I. Composition of Board of Directors No of post No of Number of Chairperson Independent No of memberships in Audit/ Directorship Directorship Whether in Audit/ Stakeholder in listed in listed Committee special Stakeholder Tenure entities entities resolution Date of Committee(s) held in Notes for Notes for **Initial Date** including including of Reason passed? passing Date of Re-Date of including this listed this listed this listed of director for Refer Reg. special listed entity entities providing appointment cessation providing entity (Refer appointment (in entity [with Cessation 17(1A) of resolution (Refer including PAN DIN months) Regulation reference to this listed Regulation Listing 17A of proviso to Regulations] 26(1) of entity (Refer Listing regulation Listing Regulation 17A(1) & Regulations) 26(1) of Regulations) 17A(2)] Listing Regulations) 26-09-12-02-12-02-5 5 Yes 73 10 5 2022 2023 2018 15-07-15-07-2 2 0 7 NA 4 2015 2015 11-08-11-08-3 32 2 2 3 NA 1 2021 2021 12-02-12-02-0 0 1 1 NA 2018 2018 02-02-02-02-2 NA 38 2 0 0 2021 2024 15-06-15-06-0 0 6 NA 1 0 2017 2021 12-04-12-04-2 0 0 2 NA 2023 2023 **Audit Committee Details** Whether the Audit Committee has a Regular Chairperson DIN Name of Committee Date of Category 2 of Date of Sr Category 1 of directors Remarks Number members directors Appointment Cessation Non-Executive - Independent Chairperson 00029835 Harish Motiwalla 12-08-2018 Director Non-Executive - Independent Member 11-08-2021 00452468 Ketan Shrimankar Director Non-Executive - Non Hemul Shah 15-07-2015 00058558 Member **Independent Director** Nomination and remuneration committee Whether the Nomination and remuneration committee has a Regular Chairperson DIN Name of Committee Category 2 of Date of Date of Category 1 of directors Remarks directors **Appointment** Number members Cessation Non-Executive - Independent Chairperson 00452468 Ketan Shrimankar 11-08-2021 Director Non-Executive - Independent 00029835 Member 12-02-2018 Harish Motiwalla Director Non-Executive - Non 00058558 Hemul Shah 15-07-2015 Member Independent Director **Stakeholders Relationship Committee** Whether the Stakeholders Relationship Committee has a Regular Chairperson Name of Committee Date of DIN Category 2 of Date of Sr Category 1 of directors Remarks directors Appointment Cessation Number members Non-Executive - Non 00058558 Hemul Shah Chairperson 15-07-2015 **Independent Director** Non-Executive - Independent Member 00452468 Ketan Shrimankar 15-08-2021 Director Non-Executive - Non 02036868 Chaitali Salot Member 12-02-2018 **Independent Director Risk Management Committee** Whether the Risk Management Committee has a Regular Chairperson DIN Name of Committee Category 1 of Category 2 of Date of Date of Remarks Number directors Appointment members directors Cessation **Corporate Social Responsibility Committee** Whether the Corporate Social Responsibility Committee has a Regular Chairperson Yes Date of DIN Name of Committee Category 2 of Date of Category 1 of directors Remarks Number members directors Appointment Cessation Non-Executive - Non 02036868 Chaitali Salot Chairperson 11-08-2021 **Independent Director** Non-Executive - Non 00058558 Hemul Shah Member 15-07-2015 **Independent Director** Non-Executive - Independent 00029835 Member 12-02-2018 Harish Motiwalla Director **Other Committee** DIN Number | Name of Committee members | Name of other committee Category 1 of directors Category 2 of directors | Remarks Annexure 1 Annexure 1 **III. Meeting of Board of Directors** Disclosure of notes on meeting of board of directors explanatory Number of Date(s) of Date(s) of No. of Directors present\* Maximum gap Notes for Whether **Total Number** meeting (if meeting (if Independent between any two requirement of (All directors of Directors not Directors any) in the any) in the consecutive (in providing Quorum met as on date of including attending the previous current Date Independent number of days) (Yes/No) the meeting meeting\* quarter quarter Director) Yes 03-11-2023 3 3 13-02-2024 101 Yes **Annexure 1 IV. Meeting of Committees** Disclosure of notes on meeting of committees explanatory Date(s) of No. of Total meeting Maximum Number of members Number of No. of attending (Enter dates Whether Directors gap Independent Reson for Directors of Previous between Name of requirement Present (All the Directors Name of in the Sr quarter and any two other of Quorum Directors meeting attending Committee providing Committee including Current consecutive committee met (other date as on date the quarter in (in number (Yes/No) Independent than meeting\* of the chronological of days) Director) Board of meeting order) Directors) Audit 03-11-2023 Yes 3 3 Committee Audit 2 3 13-02-2024 3 101 Yes Committee Stakeholders 3 3 Relationship 07-11-2023 Yes 1 Committee Stakeholders Relationship 22 3 3 30-11-2023 Yes Committee Stakeholders 07-02-2024 Yes 3 3 Relationship 68 Committee Stakeholders Relationship 12-03-2024 33 Yes 3 3 Committee **Annexure 1 IV. Meeting of Committees** Date(s) of No. of Total Maximum Number of members meeting Number of No. of (Enter dates attending Whether Directors gap Directors Independent Reson for of Previous between Name of requirement Present (All the Directors Name of in the Sr quarter and other of Quorum Directors meeting any two Committee attending providing Committee committee including (other Current consecutive met date as on date the (in number (Yes/No) Independent than quarter in of the meeting\* Director) chronological of days) Board of meeting order) Directors) Nomination and 12-03-2024 Yes 3 3 2 remuneration committee **Annexure 1 V. Related Party Transactions** If status is Nordetails of non-Compliance status Sr Subject (Yes/No/NA) compliance may be given here. Yes Whether prior approval of audit committee obtained Whether shareholder approval obtained for material RPT Yes Whether details of RPT entered into pursuant to omnibus approval Yes have been reviewed by Audit Committee Annexure 1 VI. Affirmations Compliance status Sr Subject (Yes/No) The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Yes Regulations, 2015 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure Yes requirements) Regulations, 2015 a. Audit Committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure Yes requirements) Regulations, 2015. b. Nomination & remuneration committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure Yes requirements) Regulations, 2015. c. Stakeholders relationship committee The composition of the following committees is in terms of SEBI(Listing obligations and disclosure NA requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) The committee members have been made aware of their powers, role and responsibilities as specified in SEBI Yes (Listing obligations and disclosure requirements) Regulations, 2015. The meetings of the board of directors and the above committees have been conducted in the manner as specified Yes in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Yes Annexure 1 Subject Compliance status SEEMA SHARMA Name of signatory Designation Company Secretary and Compliance Officer **Annexure II** Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) I. Disclosure on website in terms of Listing Regulations If status is Nodetails of Compliance status Sr Item non-compliance may be Web address (Yes/No/NA) given here. Details of business Yes https://www.orientceratech.com/ Terms and conditions of appointment of Yes https://www.orientceratech.com/ independent directors Composition of various committees of board of Yes https://www.orientceratech.com/ directors Code of conduct of board of directors and senior Yes https://www.orientceratech.com/ management personnel Details of establishment of vigil mechanism/ Yes https://www.orientceratech.com/ Whistle Blower policy Criteria of making payments to non-executive Yes https://www.orientceratech.com/ directors Policy on dealing with related party transactions Yes https://www.orientceratech.com/ Policy for determining material subsidiaries Yes https://www.orientceratech.com/ Details of familiarization programmes imparted to Yes https://www.orientceratech.com/ independent directors Email address for grievance redressal and other Yes https://www.orientceratech.com/ relevant details Contact information of the designated officials of the listed entity who are responsible for assisting Yes https://www.orientceratech.com/ and handling investor grievances Yes Financial results https://www.orientceratech.com/ Yes Shareholding pattern https://www.orientceratech.com/ Details of agreements entered into with the media NA companies and/or their associates **Annexure II** Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) I. Disclosure on website in terms of Listing Regulations If status is Nodetails Compliance Sr Item status of non-compliance Web address (Yes/No/NA) may be given here. Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or NA institutional investors simultaneously with submission to stock exchange Audio or video recordings and transcripts of post NA earnings/quarterly calls Yes 16 New name and the old name of the listed entity https://www.orientceratech.com/ 17 Advertisements as per regulation 47 (1) Yes https://www.orientceratech.com/ 18 Credit rating or revision in credit rating obtained NA Separate audited financial statements of each 19 subsidiary of the listed entity in respect of a relevant Yes https://www.orientceratech.com/ financial year 20 Yes Secretarial Compliance Report https://www.orientceratech.com/ Yes Materiality Policy as per Regulation 30 (4) https://www.orientceratech.com/ Disclosure of contact details of KMP who are 22 authorized for the purpose of determining materiality Yes https://www.orientceratech.com/ as required under regulation 30(5) 23 Disclosures under regulation 30(8) Yes https://www.orientceratech.com/ Statements of deviation(s) or variations(s) as specified Yes https://www.orientceratech.com/ in regulation 32 25 NA Dividend Distribution policy as per Regulation 43A(1) Annual return as provided under section 92 of the 26 NA Companies Act, 2013 Confirmation that the above disclosures are in a Yes https://www.orientceratech.com/ separate section as specified in regulation 46(2) Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely Yes https://www.orientceratech.com/ **Annexure II II. Annual Affirmations** If status is Noldetails of non-Compliance status Particulars **Regulation Number** compliance may be given (Yes/No/NA) here. Independent director(s) have been appointed in terms 16(1)(b) & 25(6) Yes of specified criteria of independence and/or eligibility 17(1), 17(1A) & 17(1C), 17(1D) & **Board** composition Yes 17(1E) 17(2) Meeting of Board of directors Yes Quorum of Board meeting 17(2A) Yes 17(3) Yes **Review of Compliance Reports** 17(4) Plans for orderly succession for appointments Yes 17(5) Yes Code of Conduct NA 17(6) Fees/compensation **Minimum Information** 17(7) Yes 17(8) Compliance Certificate Yes **Annexure II II. Annual Affirmations** If status is Noldetails of non-Regulation Compliance status Particulars Number (Yes/No/NA) compliance may be given here. 17(9) Risk Assessment & Management Yes Performance Evaluation of Independent Directors 17(10) Yes Recommendation of Board 17(11) Yes 17A Maximum number of Directorships Yes Composition of Audit Committee 18(1) Yes Meeting of Audit Committee 18(2) Yes Role of Audit Committee and information to be 18(3) Yes reviewed by the audit committee Composition of nomination & remuneration 19(1) & (2) Yes committee Quorum of Nomination and Remuneration 19(2A) Yes Committee meeting Meeting of Nomination and Remuneration 19(3A) Yes Committee **Annexure II II. Annual Affirmations** Compliance status If status is Nodetails of non-compliance **Regulation Number Particulars** (Yes/No/NA) may be given here. Role of Nomination and Remuneration 19(4) Yes Committee Composition of Stakeholder Relationship 20(1), 20(2) & Yes Committee 20(2A)Meeting of Stakeholders Relationship 20(3A) Yes Committee Role of Stakeholders Relationship 20(4) Yes Committee Composition and role of risk management 21(1),(2),(3),(4) NA committee Meeting of Risk Management Committee NA 21(3A) Quorum of Risk Management Committee 21(3B) NA meeting Gap between the meetings of the Risk 21(3C) Yes Management Committee 22 Vigil Mechanism Yes 23(1), (1A), (5), Policy for related party Transaction Yes (6), & (8) **Annexure II II. Annual Affirmations** If status is Noldetails of non-Regulation Compliance status Particulars Sr Number (Yes/No/NA) compliance may be given here. Prior or Omnibus approval of Audit Committee for all 23(2), (3) Yes related party transactions Approval for material related party transactions 23(4) Yes Disclosure of related party transactions on consolidated 23(9) Yes Composition of Board of Directors of unlisted material 24(1) Yes Subsidiary 24(2),(3),(4), Other Corporate Governance requirements with respect to Yes subsidiary of listed entity (5) & (6)Alternate Director to Independent Director 25(1) NA 25(2) Yes Maximum Tenure Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate 25(2A) Yes mechanism Meeting of independent directors 25(3) & (4) Yes 25(7) Familiarization of independent directors Yes **Annexure II II. Annual Affirmations** If status is Noldetails of non-Regulation Compliance status Particulars compliance may be given Number (Yes/No/NA) here. Declaration from Independent Director 25(8) & (9) Yes 25(10) NA Directors and Officers insurance Confirmation with respect to appointment of Independent 25(11) NA Directors who resigned from the listed entity 26(1) Yes Memberships in Committees Affirmation with compliance to code of conduct from 45 members of Board of Directors and Senior management 26(3) Yes personnel NA Disclosure of Shareholding by Non-Executive Directors 26(4) Policy with respect to Obligations of directors and senior 26(2) & 26(5) Yes management Approval of the Board and shareholders for compensation or NA profit sharing in connection with dealings in the securities of 26(6) the listed entity 26A(1) & NA Vacancies in respect Key Managerial Personnel 26A(2) Any other information to be provided - Add Notes **Annexure II** SEEMA SHARMA Name of signatory Designation Company Secretary and Compliance Officer Annexure II **III. Affirmations Compliance status Particulars** Sr (Yes/No/NA) The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements Yes with respect to subsidiary of Listed Entity have been complied Any other information to be provided **Annexure II** 

No

Brief details of

the event

SEEMA SHARMA

Company Secretary and Compliance Officer

**Text Block** 

**Details of Cyber security incidence** 

Date of the event

**Signatory Details** 

Company Secretary and Compliance Officer

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or

SEEMA SHARMA

**MUMBAI** 

19-04-2024

Number of cyber security incidence or breaches or loss of data event occurred during the quarter

Not Applicable

The Company has provided loan to its wholly owned subsidiaries, whose accounts are being

Textual Information(1)

Name of signatory

**Additional Half yearly Disclosure** 

breaches or loss of data or documents during the quarter

consolidated.

Designation

Applicability of disclosure

Textual Information(1)

Sr.

Name of signatory

Place

Date

Designation of person

Reason for Non Applicability