



Orient Ceratech Limited

An Ashapura Group Company

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the Members of Orient Ceratech Limited, pursuant to Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('Management Rules') read with General Circular numbers 20/2020 dated May 5, 2020 read with General Circular nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020; 02/2021 dated January 13, 2021; 19/2021 dated December 08, 2021; 21/2021 dated December 14, 2021, 2/2022 dated May 05, 2022, 11/2022 dated 28th December 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD 2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/CFD -PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and issued by the Securities and Exchange Board of India (SEBI), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and other applicable provisions of the Act, the time being in force and as amended from time to time, that the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only ('remote e-voting').

The Board of Directors, vide circular resolution passed on Monday, 5th January, 2026, has appointed Mrs. Dipti Gohil (FCS No. 14736, COP No. 11029), Practicing Company Secretary, as Scrutinizer for conducting the postal ballot in a fair and transparent manner.

This notice is being sent to all members/beneficiaries whose names appear on the Register of Members/Record of Depositories as on Cut-off-date i.e. Friday, 2nd January, 2026.

The proposed Resolutions and explanatory statement stating material facts, as required under Section 102 of the Companies Act 2013, are annexed herewith for consideration of the members.

Pursuant to Section 108 of the Companies Act, 2013 and other applicable provisions of the Act, read with Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to the members of the Company. Accordingly, the Company is providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder for e-voting. The e-voting will commence on Thursday, 8th January, 2026 (9.00 A.M.) and end on Friday, 6th February, 2026 (5.00 P.M.).

The Scrutinizer shall submit her report to the Chairman or in his absence, to any other person authorised by him, after the completion of the scrutiny of the postal ballots. The results of the Voting by Postal Ballot (voting through electronic means) will be announced by the Chairman of the Company or in his absence, by any other person authorized by him, within 2 working day of end of Evoting date i.e. on or before Tuesday, 10th February, 2026 at the Registered Office of the Company at Lawrence & Mayo House, 3rd Floor, 276, D.



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N. Road, Fort, Mumbai - 400 001. The said results will be posted on the Company's website viz. <https://www.orientceratech.com/> besides communicating to the Stock Exchange where the Company's shares are listed.

SPECIAL BUSINESS:

ITEM NO. 1

REGULARIZATION OF THE APPOINTMENT OF MRS. AKHILA AGNIHOTRI SAMDARIA (DIN: 07028159) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and Rules framed thereunder, read with Schedule IV to the Act, the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. Akhila Agnihotri Samdaria (DIN - 07028159), who was appointed as an Additional Director (Category: Non-Executive Independent Director) w.e.f. 10th November, 2025 pursuant to section 161 of the Act and in respect of whom the Company has received a notice in writing proposing her candidature pursuant to section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and who shall hold office for a term of five consecutive years w.e.f. 10th November, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the concerned/appropriate authorities, as may be required in this regard."

ITEM NO. 2

REAPPOINTMENT OF MR. MANAN SHAH (DIN: 06378095) AS MANAGING DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in terms of recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors, the Company hereby accords its approval and consent for the reappointment of Mr. Manan Shah (DIN: 06378095), Managing Director, for a further period of 5 years effective from 12th April 2026 to 11th April 2031, liable to retire by rotation, on such terms and conditions including payment of salary, perquisites, allowances, benefit, if any, and commission based on profit, (hereinafter referred to as 'Remuneration') as set out hereinbelow, with other terms of his appointment remaining the same and with liberty to the Board of Directors or its Committee(s) to alter /vary and modify the terms and conditions of appointment and remuneration as may be in the interest of the Company, within ambit of the aforementioned applicable provisions.



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RESOLVED FURTHER THAT in terms of provisions of Schedule V of the Companies Act, 2013 the approval of the Members be and is hereby accorded to approve the below mentioned Remuneration for a period of first three years of his tenure as Managing Director of the Company and that in the event of any loss or inadequacy of profits in any financial year, Mr. Manan Shah shall be entitled to receive remuneration upto the limit mentioned hereinbelow as minimum remuneration:

a.	Salary, Perquisites & other Allowances	:	Upto Rs. 87,00,000/- p.a. (Rupees Eighty-Seven Lakhs only), with the authority of the Board to increase the aggregate amount of salary, perquisites and other allowances, subject to the overall limits of Rs. 1,25,00,000/- p.a. (Rupees One Crore Twenty-Five Lakhs p.a. only), in compliance with the provisions of Schedule V of Companies Act 2013. He shall also be eligible for Perquisites & other allowances as per the policy of the Company but within the aforementioned limit. He shall also be entitled to receive the following: - (i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per the rules of the Company. (ii) Encashment of leave at the end of tenure.
b.	Commission	:	In addition to the salary, he shall be eligible to receive commission up to 7.5% p.a. on the Net Profit of the Company at the end of financial year (based on the Audited Annual Financial Statement), as performance incentives, as may be approved by the Board of Directors at its discretion for each financial year. The specific amount payable to the MD will be based on his performance as evaluated by the Board or the NRC and approved by the Board and will be payable annually after the annual accounts have been approved by the Board, in compliance with the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any statutory amendments, modifications or relaxation by the Central Government to Schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorised to vary the remuneration (including the minimum remuneration), that is, the Remuneration within such prescribed limit or ceiling and the terms and conditions of the said appointment as agreed to between the Board and Mr. Manan Shah, to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the concerned/ appropriate authorities, as may be required in this regard."

By Order of the Board of Directors

Sd/-

Seema Sharma

Company Secretary & Compliance Officer

Place: Mumbai

Date: 5th January, 2026



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NOTES:

- a) The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 setting out material facts in respect of the business specified above is annexed hereto.
- b) The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members / List of beneficial Owners as received from Depositories as at the close of business hours on Friday, 2nd January, 2026 (cut-off date). The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with the Depository Participants.
- c) For Members who have not registered their e-mail IDs, please follow the instructions given hereunder.
- d) The voting rights of the members shall be in the proportion to their share of the paid-up equity share capital as on cut-off date i.e. Friday, 2nd January, 2026.
- e) In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically.
- f) Members may please note that the Postal Ballot Notice will also be available on the Company's website www.orientceratech.com, website of the Stock Exchange i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL at www.cdslindia.com.
- g) The dispatch of the Postal Ballot Notice shall be announced through an advertisement in at least (one) English Newspaper and at least (one) Marathi newspaper, each with wide circulation in the district, where the registered office of the Company is situated and hosted on the Company Website.
- h) All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on investor@oalmail.co.in.
- i) The voting period will commence from Thursday, 8th January, 2026, IST at 9.00 a.m. and end on Friday, 6th February, 2026, IST at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter.
- j) Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investor@oalmail.co.in, along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialized mode are requested to register the e-mail address, Members may write to investor@oalmail.co.in.
- k) The said results along with the Scrutinizer's Report would be intimated to BSE & NSE, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.orientceratech.com and on the website of CDSL www.evotingindia.com.



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l) The resolution, if approved, by the requisite majority shall be deemed to have been passed on the last date of e-voting i.e. Friday, 6th February, 2026.

m) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Instructions for E- Voting:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- I. The voting period begins on Thursday, 8th January, 2026, IST at 9.00 a.m. and end on Friday, 6th February, 2026, IST at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 2nd January, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- III. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



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Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies 3) where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 4) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 5) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see



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	<p>e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911



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Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
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Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

IV. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

V. After entering these details appropriately, click on "SUBMIT" tab.

VI. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

VII. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



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- VIII. Click on the EVSN for the Orient Ceratech Limited on which you choose to vote.
- IX. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- X. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- XI. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XII. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XIII. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- XIV. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XV. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- XVI. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@oalmail.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



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PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to parveen@skylinerta.com.
 2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can **write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911**
 - All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911
 - You can also update your e-mail ID in the user profile details of the folio which may be used for sending future communication(s).

By Order of the Board of Directors

Sd/-

Seema Sharma

Company Secretary & Compliance Officer

Place: Mumbai

Date: 5th January, 2026.

Registered Office:

Lawrence & Mayo House,
3rd Floor, 276, D. N. Road,
Fort, Mumbai - 400 001.



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 1

REGULARIZATION OF THE APPOINTMENT OF MRS. AKHILA AGNIHOTRI SAMDARIA (DIN: 07028159) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, at its meeting held on 10th November 2025, co-opted Mrs. Akhila Agnihotri Samdaria (Mrs. Samdaria) (DIN - 07028159) as an Additional Director (Category – Non-Executive Independent Director) for a term of five consecutive years w.e.f. 10th November 2025, subject to the approval of the Shareholders of the Company.

Pursuant to Regulation 17 (1) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR/Listing Regulations), the listed entity is required to take approval of shareholders for appointment/re-appointment of a person on the Board of Directors in the next general meeting or within a time period of three months whichever is earlier.

Mrs. Samdaria has completed her Bachelor of Science, Economics from Royal Holloway, University of London. She is founder of RA Studio, a creative design and branding firm. She has actively worked for client Acquisition & Retention, Design Leadership, Project Management, Business Development and Financial Planning & Budgeting.

Mrs. Samdaria is not dis-qualified from being appointed as director in terms of Section 164 of the Act and has consented to act as an Independent Director of the Company. The Company has also received a notice in writing proposing her candidature to be appointed as Director of the Company.

She has also submitted declaration of independence as required pursuant to section 149(7) of the Act, stating that she meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16 of the SEBI LODR. The Company hereby also complies with the provision of Regulation 17 of SEBI LODR. Copy of the draft Letter of Appointment of the Independent Director is available for inspection electronically as stated in the notice above.

The Board is of the opinion that Mrs. Samdaria possesses requisite skills, experience and knowledge which would be in the best interest of the Company to appoint her as an Independent Director for a period of five years with effect from 10th November, 2025.

Brief profile of Mrs. Samdaria as stipulated in Secretarial Standards on General Meeting (SS-2) and Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given herein below in 'Annexure A'.

Except Mrs. Akhila Agnihotri Samdaria, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise in the said resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of your Company accordingly recommend the Resolution as set out in Item No. 1 accompanying the Notice for the approval of Shareholders of the Company as a Special Resolution.



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ITEM NO. 2.

REAPPOINTMENT OF MR. MANAN SHAH (DIN: 06378095) AS AMANAGING DIRECTOR OF THE COMPANY

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 12th April 2023, appointed Mr. Manan Shah (DIN: 06378095) as Managing Director effective from 12th April 2023 for a period of three years. This appointment was duly approved by the shareholders through a postal ballot resolution passed on 17th May 2023. His current tenure is set to end on 11th April 2026.

Mr. Shah has extensive experience in the minerals processing, refractory, abrasives, and oil and gas industries. He holds a Bachelor's degree in Financial Markets from Mumbai and completed the Advanced Derivatives & Risk Management program at Harvard Summer School. Over the past fifteen years, he has successfully promoted and managed projects across multiple sectors, including oil refining clay, industrial chemicals, building materials, pharmaceutical intermediates, specialty value-added ceramic products, advanced refractory materials, and information technology. He is currently focused on expanding his engagement across a broader spectrum of business domains. A defining aspect of his leadership has been the consistent positioning of research and product development as a core element of business strategy. He received the 'Young Entrepreneur Award' at Kutch Business Excellence Award 2.0 in December 2023. He also oversees Ashapura's India businesses, which comprise four distinct verticals - Bentonite and Allied Minerals, White Performance Materials, Specialty Adsorbent Solutions, and Advanced Ceramic Materials.

Mr. Manan Shah, Managing Director, is a Key Managerial Personnel (KMP) of the Company. He is actively involved in the strategic affairs of the Company and plays a pivotal role in shaping its strategy and optimizing operations.

In view of his expertise and vast experience, the Board, at its meeting held on 10th November 2025, based on the recommendation of the Nomination and Remuneration Committee, approved the reappointment of Mr. Manan Shah as Managing Director for a further period of five years, from 12th April 2026 to 11th April 2031. In terms of Schedule V of the Companies Act, the Board also approved the Remuneration comprising salary, perquisites, other allowances, benefit, if any, and commission based on profit, for the first three years of his tenure. In the event of any loss or inadequacy of profits in a financial year, Mr. Shah shall be entitled to receive remuneration up to the limits specified below as minimum remuneration. His appointment and remuneration are subject to the approval of Members.

a.	Salary, Perquisites & other Allowances	:	<p>Upto Rs. 87,00,000/- p.a. (Rupees Eighty-Seven Lakhs only), with the authority of the Board to increase the aggregate amount of salary, perquisites and other allowances, subject to the overall limits of Rs. 1,25,00,000/- p.a. (Rupees One Crore Twenty-Five Lakhs p.a. only), in compliance with the provisions of Schedule V of Companies Act 2013.</p> <p>He shall also be eligible for Perquisites & other allowances as per the policy of the Company but within the aforementioned limit. He shall also be entitled to receive the following: -</p> <p>(i) Contribution to Provident Fund, Superannuation Fund and Gratuity as per the rules of the Company.</p> <p>(ii) Encashment of leave at the end of tenure.</p>
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5.	Foreign investments or collaborators, if any	The Company has one overseas wholly owned subsidiary named Orient Advanced Materials FZE, UAE. The holdings of Foreign Promoter, Foreign Portfolio Investor (Corporate), Foreign Institutional Investors and NRIs as on 31 st March, 2025 is 38.22 % of the equity share capital. There is no foreign collaboration in the Company.
II Information about the Appointee :		
1.	Background details & Recognition or awards	As stated in the explanatory statement above.
2.	Past remuneration	During the FY 2024-2025 Mr. Manan Shah drew Remuneration of Rs. 1,00,25,117/- (includes commission of Rs 48,07,415/- i.e. 5% of Net Profit, calculated based on the Audited Annual Accounts of financial year FY 2024-25, as performance incentives.)
3.	Job profile and his suitability	Being an Managing Director, Mr. Manan Shah shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
4.	Remuneration proposed	As stated in the explanatory statement above.
5.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration proposed for Mr. Shah has been determined after considering the current state of affairs, the financial performance of the Company, and his involvement, experience, and expertise in the Company's business.
6.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director, if any	Mr. Manan Shah has no pecuniary relationship with the Company except for the remuneration paid to him as a Managing Director of the Company. He and his relatives fall under the "Promoter Group" of the Company. Except for Mr. Manan Shah and Ms. Chaitali Salot, being sister of Mr. Manan Shah, none of the directors/Managers/Key Managerial Personnel and their relatives are in any way concerned or related.
III Other Information:		



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1.	Reasons for loss or inadequate profits	The inadequate profits may be attributable to fluctuations in commodity cycles, Intensifying competition, environmental risks, and certain challenges faced by the industry in India and overseas, slower uptake in the oil and gas fracking market in the GCC region, particularly in Saudi Arabia etc.
2.	Steps taken or proposed to be taken for improvement & expected increase in productivity and profits in measurable terms	The Company is undertaking focused initiatives to strengthen revenue growth and overall performance, with emphasis on innovation-led product enhancement and operational efficiencies. It continues to actively identify and leverage opportunities across domestic and international markets, with the objective of achieving long-term stability, sustainable growth, and improved returns.
IV. Disclosures:		
The elements of remuneration to be paid to Mr. Manan Shah are as stated in explanatory statement above.		

Further, pursuant to Sections 196, 197, 198, 203 read with Schedule V of the Act as amended from time to time, the approval of the Members through Special Resolution is being sought for the appointment of Mr. Manan Shah as Managing Director (MD) of the Company for the period of 5 (Five) years starting from April 12, 2026 and for payment of remuneration as stated above for the first three years of his tenure as MD.

The brief profile of Mr. Manan Shah as required to be given in terms of Regulation 36 of the SEBI LODR Regulations and Secretarial Standards is as enclosed as "Annexure A".

Mr. Manan Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company.

Except Mr. Manan Shah, and Ms. Chaitali Salot, being sister of Mr. Manan Shah, none of the Director/Managers/Key Managerial Personnel and their relatives are in any way concerned or interested financially or otherwise in the said resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors of your Company accordingly recommends the Resolution as set out in Item No. 2 accompanying the Notice for the approval of Shareholders of the Company as a Special Resolution.

By Order of the Board of Directors

Sd/-

Seema Sharma

Company Secretary & Compliance Officer

Place: Mumbai

Date: 5th January, 2026

Registered Office:

Lawrence & Mayo House,
3rd Floor, 276, D. N. Road,
Fort, Mumbai - 400 001.



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'Annexure – A'

Details of Director(s) seeking Appointment/Re-appointment

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial standards)

Name of Director	Mrs. Akhila Agnihotri Samdaria	Mr. Manan Shah
Director Identification Number (DIN)	07028159	06378095
Date of Birth (Age)	24/06/1989 (36 years)	23/10/1992 (33 Years)
Date of First Appointment	10 th November 2025	12 th April 2023
Nationality	Indian	Indian
Qualifications	Bachelor of Science, Economics from Royal Holloway, University of London	Bachelor of Financial Markets and Advanced Derivatives & Risk Management course at Harvard Summer School.
Expertise in specific functional areas	Mrs. Akhila Agnihotri Samdaria has completed her Bachelor of Science, Economics from Royal Holloway, University of London. She is founder of RA Studio, a creative design and branding firm. She has actively worked for client Acquisition & Retention, Design Leadership, Project Management, Business Development and Financial Planning & Budgeting.	Minerals processing & export marketing including advance Refectories Materials, abrasives, and the oil and gas industries. More specifically stated in explanatory note above.
Relationship with other Directors / Managers / Key Managerial Personnel	None	Except Mr. Manan Shah and Ms. Chaitali Salot, being sister of Mr. Manan Shah, none of the Director/Managers/Key Managerial Personnel and their relatives are in any way concerned or related.
Shareholding in Orient Ceratech Limited	Nil	6821507 (5.70% of total paid-up capital), fall under promoter group of the Company.
Directorships held in other public Companies (excluding foreign, private and section 8 Companies)	1. Aeonx Digital Technology Limited	1. Aeonx Digital Technology Limited 2. Bombay Minerals Limited 3. Aeonx Digital Solutions Private Limited 4. Peninsula Property Developers Private Limited 5. Ashapura Resources Private Limited 6. AQ Minerals Private Limited
Chairman/ Member of the Committee of the Board of Directors of other companies in which he is a director	Membership: Audit Committee Member of Aeonx Digital Technologies Limited. Chairmanship - Nil	Membership: Audit Committee Member of Aeonx Digital Technologies Limited and Bombay Minerals Limited Stakeholders Relationship Committee Member of Aeonx Digital Technologies Limited Chairmanship: Nil.



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List of core skills/ Expertise / competencies identified by the Board.	Business Management / Strategy, Business Leadership / entrepreneurship, Risk Management, Financial planning, Corporate Governance, Sales and Marketing,	Mining Industry Expertise & Experience, Business Management / Strategy, Business Leadership/ entrepreneurship, Financial Expertise, Risk Management, Legal Compliances, Corporate Governance, Sales and Marketing, Corporate Social Responsibility, Global Business Development
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