



Orient Ceratech Limited
(Formerly known as Orient Abrasives Limited)
An Ashapura Group Company

Ref No.: Orient/Stock Exch/Letter/485

February 6, 2026

**The Dy. General Manager,
Corporate Relations & Services Dept.,
BSE 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: ORIENTCER

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

Dear Sir/Madam,

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

Kindly take the same on record.

Thanking you,

Yours faithfully,

FOR ORIENT CERATECH LIMITED

**SEEMA SHARMA
COMPANY SECRETARY & COMPLIANCE OFFICER
Encl: as above**



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RECORD IN BRIEF OF THE PROCEEDINGS OF THE SPECIAL RESOLUTIONS PASSED BY WAY OF THE POSTAL BALLOT THROUGH REMOTE E-VOTING PROCESS BY THE MEMBERS OF ORIENT CERATECH LIMITED ON FRIDAY, 6th FEBRUARY, 2026 RESULTS OF WHICH WERE DECLARED ON FRIDAY, 6th FEBRUARY, 2026 AT THE REGISTERED OFFICE OF THE COMPANY, LAWRENCE & MAYO BUILDING, 3RD FLOOR, 276, D. N. ROAD, FORT, MUMBAI - 400 001

The Board of Directors of the Company by way of Circular Resolution on Monday, 5th January, 2026, had proposed to conduct a Postal Ballot 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 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 22, 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/CMD2/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 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') and other applicable provisions of the Act, the time being in force and as amended from time to time, Secretarial Standard 2 on General Meeting ("SS-2") and other applicable provisions of the law and regulations for the time being in force, to seek approval of the Members for transacting the special businesses as set out in the Postal Ballot notice dated 5th January, 2026.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations & Disclosures Requirements), Regulation 2015, the Company had provided e-voting facility to all Members as on the Specified date/cut-off date (i.e. Friday, 2nd January, 2026) and appointed Central Depository Services (India) Limited (CDSL) as an agency to provide the e-voting platform. The Company completed the dispatch of the Postal Ballot Notice to the Members on Wednesday, 7th January, 2026 and the voting period (e-voting) commenced from Thursday, 8th January, 2026, IST at 9.00 a.m. and ended on Friday, 6th February, 2026, IST at 5.00 p.m.

The Board of Directors by Circular Resolution on Monday, 5th January, 2026 had appointed Mrs. Dipti Gohil (ACS No. 14736, COP No. 11029), Practicing Company Secretary, as Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner. The deemed date of the passing the resolution is the last date of closure of the e-voting process i.e. 6th February, 2026.

The Members were informed about the completion of dispatch of Postal Ballot Notice by newspaper advertisement published in the Free Press Journal (English Edition) and Navshakti (Marathi Edition) on 8th January, 2026.

After due scrutiny of all the e-voting confirmations received till, 6th February, 2026 Mrs. Dipti Gohil, Scrutinizer submitted her Report and the result was declared on Friday, 6th February, 2026 at the Registered Office of the Company at Lawrence & Mayo House, 3rd Floor, 276, D.N. Road, Fort, Mumbai – 400 001 by Mrs. Seema Sharma, Company Secretary and Compliance Officer as duly authorized by the Chairman of the Company.

Particulars of votes cast through electronic means only have been entered in the register separately maintained for the purpose.



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Since the voting on Postal Ballot process was conducted only through remote e-voting, reporting on finding of defaced or mutilated ballot paper does not arise.

The summary of result of Postal Ballot by way of remote E-Voting as per the Scrutinizer's Report in respect of Resolution as set out in the Postal Ballot Notice dated 5th January, 2026 is as under:

Summary of the voting exercised by the Members through remote E-Voting:

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered			Regularization of the Appointment of Mrs. Akhila Agnihotri Samdaria (Din: 07028159) As Non-Executive Independent Director of the Company					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	76443765	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		40767449	53.3300	40767449	0	100.00	0
Public Institutions	E-Voting	15976891	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-non-institutions	E-Voting	27218544	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		255032	0.9370	245135	9897	96.1193	3.8807
Total		119639200	41022481	34.2885	41012584	9897	99.9759	0.0241



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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered			Reappointment of Mr. Manan Shah (Din: 06378095) As Managing Director of the Company					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	76443765	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Institutions	E-Voting	15976891	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-non-institutions	E-Voting	27218544	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		255032	0.9370	245834	9198	96.3934	3.6066
Total		119639200	255032	0.2132	245834	9198	96.3934	3.6066

The text of the resolutions duly approved by the Members through remote E voting is as under:

RESOLUTION NO.: 1: SPECIAL RESOLUTION

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

“**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



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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.”

RESOLUTION NO.: 2: SPECIAL RESOLUTION

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

“**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.

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.
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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.
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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.”

For Orient Ceratech Limited

Seema Sharma
Company Secretary & Compliance Officer

Place: Mumbai

Date: 6th February, 2026