



ORIENT ABRASIVES LTD

Reg office: GIDC Industrial Area, Porbandar- 360 577 (Gujarat).

Phone : 0286-2221788-9, Fax : 0286-2222719

CIN L24299GJ1971PLC093248

e-mail : investor@oalmail.co.in

website : www.orientabrasives.com

5th October, 2016

To,
The Dy. General Manager,
Bombay Stock Exchange Limited
Corporate Relations & Services Dept.,
Phirojshajeejibhoy Towers,
Dalal Street,
Mumbai - 400 023.

The Dy. General Manager,
National Stock Exchange of India Ltd.,
Corporate Relations Dept.,
Exchange Plaza,
Bandra-KurlaComplex, Bandra (E),
Mumbai - 400 051.

Scrip Code:504879

Scrip Code: ORIENTABRA

Sub:Annual Report 2015-2016

Dear Sir/Madam,

In compliance with the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Annual Report for the financial year 2015-2016, approved and adopted by the Members of the Company at its 45th annual general Meeting held on September 28, 2016.

Please take the same on record.

Thanking you,

Yours faithfully,

For Orient Abrasives Limited

Mihir Devani

Whole Time Director & CEO

(Din No: 07238089)

45th
Annual Report
2015-16



ORIENT ABRASIVES LIMITED

MANAGEMENT

BOARD OF DIRECTORS

(as on 9 August, 2016)

Mr. Pundarik Sanyal - Chairman, Non Executive Independent Director
Mr. S G Rajgarhia - Director
Mr. Hemul Shah - Director
Mr. Mihir H Devani - Whole Time Director & CEO
Mrs. Sangeeta Bohra - Non Executive Independent Director

BANKERS

State Bank of India

REGISTRAR & TRANSFER AGENT

Skyline Financial Services Pvt. Ltd.
D-153/A, 1st Floor
Okhla Industrial Area, Phase - I
New Delhi - 110 020

GENERAL MANAGER (FINANCE & ACCOUNTS)

Mr. Hari Swaroop Goyal

STATUTORY AUDITORS

S.R. Batliboi & Co. LLP

REGISTERED OFFICE

GIDC Industrial Area,
Porbandar - 360 577
Gujarat
Telephone : 0286 - 2221788-9
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WORKS

GIDC Industrial Area,
Porbandar - 360 577
Gujarat

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NOTICE

Notice is hereby given that the FORTY FIFTH Annual General Meeting of the members of Orient Abrasives Limited will be held at Hotel Lords Eco Inn Porbandar (A Unit of Delite Enterprises), Near Circuit House, Chaupati, Porbandar – 360575 on Wednesday, 28th September, 2016 at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statements of the Company including Cash Flow Statements, Balance Sheet and Profit and Loss Account including various schedules thereupon alongwith the Director's and Auditor's Report thereon for the year ended 31st March, 2016.
2. To declare final dividend on equity shares for FY 2015-16.
3. To appoint a Director in place of Mr. Hemul Shah (DIN-00058558), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s SRBC & Co. LLP, Chartered Accountants (having registration no. 324982E), as Auditors from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.

SPECIAL BUSINESS

5. To consider and, if thought fit, to give your assent or dissent to the following resolution proposed to be passed as an Ordinary Resolution for regularisation of Additional Director, Mrs. Sangeeta Bohra (DIN-02036626) :-

"RESOLVED THAT Mrs. Sangeeta Bohra, who was appointed as an Additional Director with effect from 29th September, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company."

6. To consider and, if thought fit, to give your assent or dissent to the following resolution proposed to be passed as an Ordinary Resolution for Appointment and Ratification of Cost Auditors Remuneration :-

"RESOLVED THAT pursuant to provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, consent of the members of the Company be and is hereby accorded by way of ratification as to appointment of M/s. S.K.Rajani & Co. (Firm Registration No. 101113), Cost Accountants for conducting audit of Cost Accounts and Records for the Financial Year 2016-2017 of:-

Abrasives Grains and Power Division of the Company, pursuant to rule 3 & 4 of Companies (Cost Records and Audit) Rules, 2014 and further amendment if any, issued by Ministry of Corporate Affairs, at a fee of ₹ 1,00,000/- plus applicable taxes and various out of pocket expenses to be incurred therein, as may be determined, recommended by Audit Committee and finalized by Board of Directors in consultation with Cost Auditors."

For and on behalf of the Board

Sd/-

Mihir H Devani

Whole Time Director and CEO
(DIN-07238089)

Place: Mumbai

Date: 09.08.2016

The Notice of the meeting containing the business to be transacted, is enclosed. As per Section 108 of the Companies Act, 2013, read with related rules and regulation 44 of the SEBI (Listing Obligations and Disclosure) Requirements 2015, the Company is pleased to provide its members the facility to cast their votes by electronic means on all resolutions set forth in the notice as aforesaid. The instructions for e-voting are enclosed herewith.

Enclosures:

Instructions for e-voting
Proxy form
Attendance slip

NOTES

1. i *A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of him / her behalf and the proxy need not be a Member of the Company.*
The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting i.e. on or before 26th September, 2016 before 10.00 a.m. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
Proxy shall carry his / her identity proof (any one of PAN Card, Voter ID Card, AADHAR Card, Driving License, Passport) at the venue of Annual General Meeting.
During the period beginning 24 hrs before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- ii The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice. A route map giving directions to reach the venue of the 45th Annual General Meeting is given at the end of the Notice.
- iii The Register of Members and Transfer Books of the Company will be closed from Tuesday, 20th day of September, 2016 to Wednesday, 28th day of September 2016, (both days inclusive). If the dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made on or after September 30, 2016 as under:
 - i. To all Beneficial Owners in respect of shares held in electronic form, as per the data made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), as of the close of business hours on Monday, 19th September, 2016
 - ii. To all Members in respect of shares held in physical form, after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Monday, 19th September, 2016, being the cut-off date.

Additional information, pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 read with Section 152 of the Companies Act, 2013, as to details of Directors proposed to be appointed re-appointed alongwith Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India (ICSI) are stated in this notice and also provided in the Report on Corporate Governance forming part of the Annual Report.
- iv Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details for payment of dividend etc., National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, to provide efficient and better services. Members holding shares in physical form are requested to opt for dematerialization of shares and intimate changes as aforesaid, if any, to the Company's Registrar & Transfer Agents.
- v Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company's Registrar & Transfer Agents for assistance in this regard.
- vi Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Member after making requisite changes thereon.
- vii In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will only be entitled to vote.
- viii To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register same with RTA/Depositories.

2. Members desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
3. For security reasons and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members/ Proxies are requested to bring their Attendance Slip complete in all respects and signed at the place provided there at and hand it over at the entrance of the venue.
4. Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed / unpaid dividends, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred nor shall any payment be made in respect of such claim.

Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company / Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

Details of Unclaimed Dividend on Website:

In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends for the financial year ended 31st March, 2009 and subsequent years on the Website of Investor Education and Protection Fund, www.iepf.gov.in and under "Investor Relations" Section on the website of the Company, www.orientabrasives.com. The Company has also instructed our Registrar & Transfer Agents to approach its members requesting them to claim dividend on/or prior to transfer to IEPF.

5. Members, who have not yet encashed their dividend warrant for the financial years 2008-09 and onwards, are requested to make their claims without any delay to the Company. Members' attention is particularly drawn to the "Corporate Governance" section of the annual report in respect of unclaimed dividend.
6. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2015-16 are being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories. The Company requests those Members who have not yet registered their e-mail address, to register the same directly with their DP, in case shares are held in electronic form or with the Company, in case shares are held in physical form.
7. As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both Forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
8. Hard copy of Annual Report is being sent to the members, who have not registered their e-mail ID with their depositories. Any member who has registered their e-mail ID, who is also interested in obtaining a physical copy of the Annual Report, may write to the company or to the Registrar and Share Transfer Agent of the Company.
9. The Notice of the 45th Annual General Meeting and instructions for e-voting, along with the Attendance Slip, Ballot Form, Proxy Form and the Annual Report 2015-16, is being sent by electronic mode to all members whose email addresses are registered with the Registrar and Share Transfer Agent of the Company / Depository Participant(s) unless a member has requested for a hard copy of the same.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Registrar and Share Transfer Agent of the Company / Depository Participant(s) of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

11. Members may also note that the Notice of the 45th Annual General Meeting and the Annual Report for the year 2015-16 will also be available on the Company's website [www.orientabrasives.com] for their download. The physical copies of the aforesaid documents and documents referred to in the notice will be available at the Company's Registered Office for inspection during 11:00 A.M. to 1:00 P.M. on all working days up to the date of the Annual General Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [investor@oalmail.co.in].

E-voting

In compliance with Section 108 and other applicable provisions of the Companies Act, 2013 (the Act) if any, read together with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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), the Company is pleased to provide to the Members the facility to exercise their right to vote at the 45th Annual General Meeting ('AGM') by electronic means and the business may be transacted through the e-voting services provided by National Securities Depository Ltd. ('NSDL').

The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be able to cast their votes again. The instructions for e voting are annexed to the notice.

E-voting facility is available at the link www.evoting.nsdl.com

The Detailed procedure / instructions for e-voting is as follows:-

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

The members who receive email form NSDL should open the PDF file attached with the email. The said PDF file contains his / her user ID / Password for e-voting. Please note that the password is an Initial Password.

b) For Members whose email addresses are not registered with the Company / Depository Participant(s)

In case of Members whose email addresses are not registered with the Company / Depository Participants, their User ID and initial password / PIN is provided on the Attendance Slip sent with the AGM Notice. Please follow all steps from Sr. No. (ii) to (xi) as mentioned in a above, to cast your vote.

c) 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.

d) 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:

- (i) Open internet browser and type the following URL: <http://www.evoting.nsdl.com>
- (ii) Click on Shareholder -- Login.
- (iii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
- (iv) 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 a letter enclosed with Annual Report (as per Sr. No (b) above), as the case may be.
- (v) 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.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active voting cycle.
- (vii) Select "EVEN" (E-Voting Event Number) of "**Orient Abrasives Limited**".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) 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., **19th September, 2016**.
- (x) Cast your vote by selecting appropriate option and click on "Submit" and "Confirm" when prompted.
- (xi) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.

- (xiii) 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 Company Secretary of the company.
- e) The members who have casted their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote.
 - f) The remote e-voting period shall commence on **Sunday, 25th September, 2016 (9:00 A.M.)** and ends on **Tuesday, 27th September, 2016 (5:00 P.M.)**. Thereafter, the remote e-voting facility will be blocked.
 - g) Any person who have acquired shares and became members of the Company after the dispatch of the notice of AGM but before the cut-off date of **19th September, 2016**, may obtain their user ID and password for e-voting from the Company's Registrar & Share Transfer Agent or NSDL.
 - h) 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
 - i) 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.
 - j) 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 at the Annual General Meeting through Ballot Paper.
 - k) The Company has appointed M/s SPJ & 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. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is annexed. A member desiring to exercise votes by Ballot shall complete the annexed Ballot Form with assent (for) or dissent (against) and send it to M/s SPJ & Co., Company Secretaries, 'Scrutinizer' at 303, Building No. 10159, Padam Singh Road, Karol Bagh, New Delhi - 110005 so as to reach them on or before September 27th, 2016 by 5.00 P.M. Any Ballot Form received after the said date shall be treated as if the reply from the member has not been received. The members, who have casted their vote prior to the meeting by e-voting / physical ballot, shall not be entitled to vote again at the Annual General Meeting. Once a vote is cast by a member, he / she shall not be allowed to alter it subsequently.
 - l) The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the AGM by Ballot Papers 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 AGM; a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman of meeting or a person authorized by him in writing.
 - m) 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, immediately after the declaration of result by the Chairman of the meeting or a person authorized by him. The results shall also be forwarded to Stock Exchanges, where the company's equity shares are listed.

For and on behalf of the Board
Sd/-
Mihir H Devani
Whole Time Director and CEO
(DIN-07238089)

Place: Mumbai
Date: 09.08.2016

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 5**

In accordance with the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, the following director was appointed as additional director:-

- I. Mrs. Sangeeta Bohra (DIN-02036626), w.e.f. 29th September 2015.

Pursuant to Section 161 of the Companies Act, 2013 the above mentioned director holds office up to the date of this Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing candidature for her appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mrs. Sangeeta Bohra on the Board would be beneficial to the Company and hence recommend resolution No. 5 for approval and adoption.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mrs. Sangeeta Bohra and those mentioned in the respective resolutions and their relatives are in any way concerned or interested, financially or otherwise. The Board recommends resolution under Item No. 5 to be passed as ordinary resolution.

ITEM NO. 6

As per recommendation given by the audit committee and further considered by the Board of Directors, the Company has appointed M/s. S. K. Rajani & Co. (Firm Registration No. 101113), Cost Accountants for the financial year 2016-17. However as per provisions of section 148 of the Companies Act, 2013 and rule 3 & 4 of Companies (Cost Records and Audit) Rules, 2014, it is required to approve the professional fees, which has been decided by the Board of Directors for Cost Audit for the financial year 2016-17. During the year the Board has approved the professional fee of ₹ 1,00,000/- plus Service Tax plus out of pocket expenses for cost audit of cost accounts and records maintained by the company.

Accordingly your Board seek approval for authorization to Board so as to pay professional fees of ₹ 1,00,000/- plus Service Tax plus of out of pocket expenses for cost audit by way of an Ordinary Resolution.

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.

For and on behalf of the Board

Sd/-
Mihir H Devani
Whole Time Director and CEO
(DIN-07238089)

Place: Mumbai
Date : 09.08.2016

DIRECTORS' REPORT

Dear Members

Your directors are pleased to submit the **FORTY FIFTH** annual report of the Company along with the audited financial statements for the financial year ended March 31, 2016.

FINANCIAL RESULTS

	(₹ In Lacs)	
PARTICULARS	2015-2016	2014-2015
Revenue from Operations (Gross)	31,131.15	20,427.24
Less: Excise Duty	2,501.38	2,136.48
Revenue from Operations (Net)	28,629.77	18,290.76
Add:- Other Income	205.64	90.27
Total Revenue	28,835.41	18,381.03
Profit before depreciation, interest and tax	4,944.31	3,048.68
Less: Depreciation	896.22	1,059.07
Interest	340.45	275.71
Profit before Income Tax	3,707.64	1,713.90
Less : Income Tax	1,346.48	482.98
Net Profit for the year	2,361.16	1,230.92
Add: Balance brought forward from the previous year	5,756.76	5,300.79
Amount available for appropriation	8,117.92	6,531.71
Appropriation:		
General Reserve	400.00	400.00
Dividend on Equity Shares	299.10	299.10
Corporate dividend tax	60.89	60.89
CSR Expenses	31.66	14.96
Balance carried forward to balance sheet	7,357.93	5,756.76

OPERATIONS REVIEW AND FUTURE OUTLOOK

The gross turnover of the Company increased to ₹ 31,131.15 lacs from ₹ 20,427.24 Lacs during previous year i.e. registering an impressive jump of more than 50 %. Accordingly, Profit Before Tax (PBT) and Net Profit were ₹ 3,707.64 Lacs and ₹ 2,361.16 Lacs respectively as compared to ₹ 1,713.90 Lacs and ₹ 1,230.92 Lacs respectively in the previous year.

During the year under review the Company sold Bauxite and its value added products amounting to ₹ 30,464.62 Lacs as compared to ₹ 19,800.28 Lacs in the previous year. The Company has received permission from Gujarat Government for sale of Bauxite. The Market for abrasive grains is marginally showing improvement in current year.

Your Company also runs wind power plants of 11.1 MW in Rajasthan & Karnataka. During the year the gross revenue from sale of power to respective state power distribution companies was ₹ 666.53 Lacs as compare to ₹ 626.96 Lacs in previous year.

Your Company has a total thermal power plant capacity of 18 MW out of which 9 MW is based on coal and 9 MW on furnace oil. The furnace oil based power plant is used as and when required and same has been found viable.

Your directors are hopeful that the company's performance will improve in the coming years.

CREDIT RATING OF BANK BORROWINGS

For Long Term Bank Facilities A (Single A) rating has been assigned by Credit Analysis & Research Ltd. (CARE). This rating indicates adequate safety and carries low credit risk.

For short term borrowings A1+ (A One Plus) has been assigned by Credit Analysis & Research Ltd. (CARE). This rating indicates very strong degree of safety and lowest credit risk.

DIVIDEND

Based on the Company's performance, your directors are pleased to recommend a final dividend of ₹ 0.25 per share (i.e. 25%) for the financial year 2015-16 on the capital of 11,96,39,200 equity shares of ₹ 1.00 each, in previous year it was also ₹ 0.25 per share (i.e. 25%).

The final dividend and dividend distributed tax involve the cash out flow of ₹ 359.99 Lacs (Previous Year ₹ 359.99 Lacs), the dividend is subject to approval of members of the Company in the Annual General Meeting.

SHARE CAPITAL

Share capital audit, as per the directives of the Securities and Exchange Board of India, is being conducted on a quarterly basis by M/s. Jatin Gupta & Associates, Company Secretaries. The Share Capital Audit Reports are duly forwarded to BSE Limited, the National Stock Exchange of India Limited where the shares of your Company are listed. Furthermore, it is confirmed that during the year under review the Company has neither issued shares in general nor with differential voting rights or granted stock options or sweat equity and does not have any scheme to fund its employees to purchase the shares of the Company. As on 31st March, 2016, none of the Directors of the Company hold convertible instruments.

The paid up Share Capital of the Company as on 31st March, 2016 was ₹ 1,196.52 Lacs.

RESERVES

Your Company, before the declaration of dividend in every financial year, transfers such percentage of its profits for that financial year to the General Reserve as it considers appropriate. Pursuant to the provisions of the Companies Act, 2013, in the year under review, the Company proposes to transfer ₹ 400 Lacs to Reserves.

PROMOTER CHANGE

The members are aware that during the year under reference new set of promoters were reined in, consequent upon erstwhile Promoters i.e. Rajgarhia family executing a Share Purchase Agreement with present promoters for change in management and controlling rights in your Company for which due course of Law of Land was followed. Presently Bombay Minerals Limited (BML) are acting as Promoters of the Company.

HOLDING SUBSIDIARY AND ASSOCIATE COMPANY

During the current year, w.e.f. 15 July 2015 Bombay Minerals Limited, became the associate company of your Company.

SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS

The Company does not have any subsidiary, hence nothing is required to be stated on this count and the results presented before members are standalone results of Orient abrasives Limited only. It is confirmed that same are prepared in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 ('the Act') read with Companies (Accounts) Rules, 2014, form part of Annual Report and are reflected in the Financial Statements of the Company.

The annual financial statements and related detailed information will be kept at the Registered Office of the Company and will be available to investors seeking information at any time.

FIXED DEPOSIT

During the year under review, your Company did not accepted any fixed deposits.

There are no unclaimed deposits as on March 31, 2016.

Deposits accepted during the year : NIL

Remained unpaid or unclaimed as at the end of the year : NIL

Whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved

(i) at the beginning of the year : NIL

(ii) maximum during the year : NIL

(iii) at the end of the year : NIL

(iv) Non Complied Deposits : NIL

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year, there were no loans, guarantees or investments extended by the Company.

GOING CONCERN

During the year, there is no significant and/or material order passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

AUDITORS**Statutory Auditors:**

The Company's Statutory Auditors M/s SRBC & Co. LLP. (ICAI Firm Registration No. 324982E) Chartered Accountants, retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment, and had expressed their willingness to be re-appointed.

Your company has also received a certificate from the Auditors to the effect that they are eligible for appointment under the applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended, time to time.

Members are requested to appoint the proposed auditors in ensuing AGM from conclusion of this 45th AGM to 46th AGM for a period of one year and authorize the Board of Directors to fix their remuneration.

Cost Auditors:

M/s. S. K. Rajani & Co. (Firm Registration No. 101113), Cost Accountants have been appointed to conduct Cost Audits relating of the Company for the year ending 31st March, 2017. Pursuant to the provisions of Section 148 of the Act read with The Companies (Audit and Auditors) Rules, 2014, Members are requested to consider the ratification of the remuneration payable to M/s. S.K.Rajani & Co. (Firm Registration No. 101113)

Pursuant to erstwhile appointment effected, said firm had completed audit of affairs of the Company and has given their report thereupon. Said report constitutes part and parcel of present annual report.

Secretarial Auditors:

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Your Board had appointed M/s. Jatin Gupta & Associates, New Delhi a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the year ended 31st March, 2017. The Secretarial Audit Report is attached as **Annexure A**.

The Auditors' Report for the financial year ended 31st March, 2016 do not contain any qualification, reservation, adverse remark or disclaimer. Although the Secretarial Auditor had raised their concern that the Company did not appoint CFO post retirement of Mr. A S Sihag, then acting CFO and hence had stated same as a matter of emphasis not qualification, since it takes time to recruit persons with caliber of acting as CFO.

AUDITORS' REPORT

The Auditors' Report read with notes to the financial statements and otherwise are self-explanatory and does not call for any further explanation.

There are no adverse remark in the audit / Cost / Secretarial/ Directors Report for the year.

DIRECTORS RESPONSIBILITY STATEMENT

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory, Cost and Secretarial Auditors, including audit of the internal financial controls over financial reporting by the Statutory Auditors, and the reviews performed by Management and the relevant Board Committees, including the Audit Committee, your Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2015-16.

Pursuant to the requirements under Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, your Board hereby confirm that:

- (i) in the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013, have been followed and there are no material departures from the same;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the Profit of the Company for the year ended as on that date;
- (iii) the Directors have taken proper and sufficient care for maintenance of adequate accounting records in accordance with provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the Directors have prepared the annual accounts of the Company on a "going concern" basis;
- (v) the Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are considered adequate and are operating effectively; and
- (vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that systems are considered adequate and operating effectively.

CORPORATE SOCIAL RESPONSIBILITY

Your Company's Participatory Sustainable Development has been an integral part of the Company's Community Development Policy. The Company has thus inculcated and adopted an Integrated Sustainability Model, representing the Social and Environment aspects. The Board has thus constituted a Corporate Social Responsibility Committee pursuant to Section 135 of the Companies Act, 2013 which presently comprises Mr. Pundarik Sanyal, Chairman, Mr. Hemul Shah, Director and Mr. Mihir Devani, Whole Time Director & CEO as members.

The Committee has formulated the CSR policy pursuant to Section 135 and Schedule VII of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 which Company has adopted as its CSR policy.

As part of its CSR initiatives, the Company has undertaken educational, Healthcare, environment and sanitation projects in the State of Gujarat.

The above projects are in accordance with Schedule VII of the Act. The Company has spent ₹ 31.66 Lacs towards the CSR projects during the current Financial Year 2015-16.

The average net profit of the Company, computed as per Section 198 of the Act, during the three immediately preceding financial years was ₹ 1,548.02 lacs. It was hence required to spend ₹ 30.96 lacs on CSR activities during the Financial Year 2015-16, being 2% of the average net profits of the three immediately preceding financial years.

Furthermore, the annual report on CSR activities of the Company for the year under review is set out in Annexure B forming part of this report.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

All Related Party Transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Act and the Listing Regulations (erstwhile Listing Agreement entered into with the Stock Exchanges).

During the year, the Company had entered into contracts with Bombay Minerals Limited, Ashapura Minechem Limited, Ashapura Perfoclay Limited, Ashapura International Limited and Ashapura Foundation related party that is considered material contract in accordance with the policy of the Company on materiality of related party transactions. The Policy on materiality of related party transactions and dealing with related party transactions are approved by the Board may be accessed on the Company's website at the link <http://www.orientabrasives.com/OAL%20policies/Related%20Party%20Transactions%20Policy.pdf>.

There were no materially significant Related Party Transactions made by the Company during the year that would have required Shareholder approval under the Listing Regulations. All Related Party Transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are repetitive in nature. A statement of all Related Party Transactions is placed before the Audit Committee for its review on a quarterly basis, specifying the nature, value and terms and conditions of the transactions.

The Company has adopted a Related Party Transactions Policy. The Policy, as approved by the Board, is uploaded on the Company's website.

Details of the transactions with Related Parties are provided in the accompanying financial statements. There were transactions during the year which would require to be reported in Form AOC-2.

Members can refer Note no. 26 to the financial statement which sets out related party disclosures.

The Annual Report on related party contract is annexed herewith as **Annexure C**.

RISK MANAGEMENT

The Company has in place a Risk Management Policy, pursuant to Section 134 of the Act. The Audit Committee is mandated to take the control of all the risks and comprises of Mr. Pundarik Sanyal – Chairman, Mr. Hemul Shah-Director and Mrs. Sangeeta Bohra, Director as Member, the Audit committee reviews the key risks, mitigation plans and progress of the risk management process at periodic intervals.

This Risk Management framework enables identification and evaluation of business risks and opportunities, seeks to create transparency, minimize adverse impact on business objectives and enhance the Company's competitive advantage. It also describes the risk management approach across the enterprise at various levels.

Major risks identified by business and functions are systematically addressed through mitigation actions on a periodic basis. Existing control measures are evaluated against the relevant Key Performance Indicators.

The Company has laid down procedures to inform the Audit Committee as well as the Board about risk assessment and management procedures and status. These procedures are periodically reviewed to ensure that the executive management monitors and controls risks. The Internal Audit Department is responsible for coordinating with the various heads of Departments with respect to risk identification, assessment, analysis and mitigation. The major risks forming part of the Enterprise Risk Management process are linked to the audit universe and are also covered as part of the annual risk based audit plan.

Your Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

INTERNAL CONTROLS SYSTEMS ADEQUACY AND EFFICACY

The Company has in place an adequate system of internal controls. It has documented policies and procedures covering all financial and operating functions and processes. These have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations, protecting assets from unauthorized use or losses and compliance with regulations.

Necessary checks and balances are in place to ensure that transactions are adequately authorized and reported correctly. The Internal Auditors of the Company conduct Audits of various departments to ensure that the necessary controls are in place. The Audit Committee of the Board reviews these and the Company, when needed, takes corrective actions.

Details of the internal controls system are given in the Management Discussion and Analysis Report, which forms part of the Board's Report.

DIRECTORS

APPOINTMENT AND RETIREMENT:

Mrs. Sangeeta Bohra was appointed as Additional Director on the Board of the Company with effect from 29th September, 2015. Pursuant to provisions of Section 161 of the Act and the Articles of Association of the Company, Mrs. Sangeeta Bohra vacates office and is eligible for appointment. Members are requested to refer to Item No. 5 of the Notice of the Annual General Meeting for details.

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and Regulation 16 (1) (b) of the Listing Regulations. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management.

Except Mr. Amar Singh Sihag, CFO of the Company, No Key Managerial Person has been appointed or has retired or resigned during the year. As a matter of apprising members as on event occurring after closure of FY 2015-2016, we are to state that Mr. Kamlesh Kumar Mundra, Company Secretary and Key Managerial Person has resigned w.e.f 30/04/2016.

In accordance with the provisions of Section 152 of the Act and in terms of the Articles of Association of the Company, Mr. Hemul Shah retires and is eligible for re-appointment.

A brief resume of the appointee is given in the notice to the Annual General Meeting. Your directors recommend his re-appointment at the ensuing annual general meeting in the overall interest of the Company.

Annual Evaluation of Board Performance and Performance of its Committees and Directors:

Pursuant to the applicable provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The Board's functioning was evaluated on various aspects, including *inter alia* degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Whole Time Director & CEO.

Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The performance evaluation of the Independent Directors was carried out by entire Board, excluding the Director being evaluated. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors, who also reviewed the performance of the Board as a whole. The Nomination and Remuneration Committee also reviewed the performance of the Board, its Committees and of the Directors.

The Chairman of the Board provided feedback to the Directors on an individual basis, as appropriate. Significant high lights, learning and action points with respect to the evaluation were presented to the Board.

FAMILIARISATION PROGRAMME FOR BOARD MEMBERS

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through a formal induction program including the presentation from the Director on the Company's manufacturing, marketing, finance and other important aspects.

The Company Secretary and/or COO/CEO briefs the Director about their legal and regulatory responsibilities as a Director. The induction for Independent Director include interactive sessions with Executive Directors, Business and Functional Heads, visit to site etc.

The details of such familiarization programme have been displayed on the company's website link: http://www.orientabrasives.com/investor_relations.htm

REMUNERATION POLICY

The Company has adopted a Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to the provisions of the Act and the Listing Regulations. The policy can also be accessed from the company website at www.orientabrasives.com

BOARD AND COMMITTEE MEETINGS

A calendar of Board and Committee Meetings to be held during the year was circulated in advance to the Directors. 10 (Ten) Board Meetings were convened and held during the year.

The Board has constituted an Audit Committee with Mr. Pundarik Sanyal as Chairman and Mr. Hemul Shah and Mrs. Sangeeta Bohra as Members. There have been no instances during the year when recommendations of the Audit Committee were not accepted by the Board.

Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Act and the Listing Regulations.

CODE OF CONDUCT

The Company has laid down a code of conduct for the directors and senior management personnel. It is available on the website of the Company www.orientabrasives.com. A declaration by the Whole Time Director regarding annual affirmation of compliance of the code by all concerned is annexed to the report on Corporate Governance. With a view to regulate trading in securities by Directors, KMP, & Designated Employees, the company adopted a code of conduct to Regulate, Monitor and Report Trading by Insiders.

INDUSTRIAL RELATIONS

The industrial relations with staff and workers during the year under review continue to be cordial.

HUMAN RESOURCES

The Company's human resources continue to be its most valuable asset. The team has remained as committed as ever and produced results that are considered significant. Quality, quick delivery and focus on resolving customer issues are the hallmark of the team performance.

There is a strong focus on team spirit, during the year, many events/training programs were conducted to develop personality and outlook of its employees. Employee relations continue to be cordial.

CORPORATE GOVERNANCE AND BUSINESS RESPONSIBILITY REPORT

A separate section on Corporate Governance is attached to this report as **Annexure-G**.

A certificate from the Whole time Director that all board members and senior management personnel have affirmed compliance with the code of conduct for the year ended March 31, 2016 is attached as **Annexure-H**.

A certificate from the Practicing Company Secretary regarding compliance of the conditions of Corporate Governance as stipulated is enclosed as **Annexure-I**. CEO/CFO certificate is enclosed as **Annexure-J**.

DISCLOSURES:

Audit Committee

The Audit Committee comprised of Mr. Pundarik Sanyal (Chairman), Independent Director, Mrs. Sangeeta Bohra, Independent Director and Mr. Hemul Shah, Non Independent Director.

Audit Committee has not on any occasion recommended any suggestions warranting any suggestion/deliberation.

Number of Board Meeting

The Board of Directors of the Company met 10 (Ten) times in the year, the details of which are provided in the Corporate Governance Report.

Particulars of Employees and related disclosures

Pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and (5)3 of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and in terms of provisions of section 136(1) of the Act, the Annual Report excluding the aforesaid is being sent to the members of the Company. The said information is available at the corporate office of the company during the working hours and any member interested in obtaining such information may write to the Company Secretary.

POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee, known as the Prevention of Sexual Harassment (POSH) Committee, to inquire into complaints of sexual harassment and recommend appropriate action.

The Company has not received any complaint of sexual harassment during the financial year 2015-16.

No disclosure or reporting is required in respect of the following items as there were no transaction on these items during the year under review:

1. Details relating to deposit and unclaimed deposits or interest thereon.
2. Issue of equity shares with differential rights as to dividend or voting.
3. Issue of shares (including sweat equity shares) and Employee Stock Option Scheme of the Company under any scheme.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern and Company's operation in future.

VIGIL MECHANISM

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at www.orientabrasives.com

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, required to be made pursuant to section 134(3)(m) of the Companies Act 2013 read with rule 8 of the Companies (Accounts) Rules, 2014 is given in **Annexure-E** and forms part of this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year, there were no loans, guarantees or investments extended by the Company.

EXTRACT OF ANNUAL RETURN

The Extract of Annual Return in form MGT 9 as per Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is set out in **Annexure-D** forming part of this report.

MANAGEMENT DISCUSSION AND ANALYSIS

Notes on Management Discussion and Analysis of the company have been given in **Annexure-F** and forms part of this report.

ACKNOWLEDGEMENT

Your Board would like to express its sincere appreciation for the support of the shareholders, employees, suppliers and commercial partners during the year for their continued support and guidance to the Company's management, which certainly encourages the management in meeting the challenges in the Company's growth journey.

For and on behalf of the Board

Sd/-

Mihir H Devani
Whole Time Director and CEO
(DIN-07238089)

Place: Mumbai

Date : 09.08.2016

ANNEXURE TO DIRECTORS' REPORT
ANNEXURE-A
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2016

Pursuant to Section 204 (1) of the Companies Act, 2013 and
Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014

To

The Members
Orient Abrasives Limited (The Company)
GIDC Industrial Area
Porbandar 360 577
Gujarat

Company No. : L24299GJ1971PLC093248

1. We have conducted, the Secretarial Audit of compliance of applicable statutory provisions and adherence to good corporate practices by the Company. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and accordingly expressing our opinion thereupon.
2. Based on our verification of books, papers, minutes books, forms and returns filed and other records maintained by M/s Orient Abrasives Limited (**hereinafter referred as 'Company'**) and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit. We hereby report that in our opinion, the Company, has during the audit period covering the financial year ended on 31.03.2016 complied with various Statutory provisions listed hereunder and also that the Company has proper Board – Processes and compliance – mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
3. We have examined the registers, records, books, papers, minutes books, forms and returns filed and other records as required to be maintained by the Company for the year ended 31.03.2016 according to the provisions of :
 - i. The Companies Act, 2013 (hereinafter referred as 'Act') and Rules made there under and various allied acts warranting compliance;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder ;
 - iii. The Depositories Act, 1996 and the Regulations and Bye - Laws framed thereunder ;
 - iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2009 and amendments from time to time.
 - (d) Other laws applicable specifically to the Company namely:
 - i) Mines Act, 1952, Mines and Minerals (Development and Regulation) Act, 1957, Mines and Minerals (Development and Regulation) Amendment Act, 2015, The Metalliferous Mines Regulations 1961, Mineral Conservation Rules, 1960 and Gujarat Pollution and Control Board Regulations being special act/rules/regulations governing the Company.

We have also examined compliance with the applicable clauses of the following :

 - (i) Secretarial Standards issued by the Institute of Company Secretaries of India with respect to board and general meetings.
 - (ii) The Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. mentioned above.
4. Based on our verification of books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit. We hereby report that :
 - i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



- ii. Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
 - iii. The Company has proper Board-processes and compliance mechanism in place to the extent and has complied with the applicable statutory provisions, Act, rules, regulations, guidelines, standards, etc., as stipulated under the provisions of the Companies Act, 2013 and the Rules made under the Act, and the Memorandum and Articles of Association of the Company.
5. We further report that:
- i. the Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other Companies and interest in other entities;
 - ii. the Company has obtained all necessary approvals under various provisions of the Act where necessary;
 - iii. there was no prosecution initiated against or show cause notice received by the Company during the year under review under the Companies Act and rules, regulations and guidelines under these Acts.
 - iv. Mr. Amar Singh Sihag, CFO, on reaching age of superannuation retired from the Company. The Company hasn't appointed CFO and it is required to do so as per provisions of Section 203 of the Companies Act, 2013. Considering applicable provisions and management view that process for recruitment has been initiated and that such an appointment takes time as post is a vital post, we would like to *emphasise upon same, yet clarify that our report is not qualified for this.*

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

Place: New Delhi
Date: 28.07.2016

Jatin Gupta
Proprietor
For Jatin Gupta & Associates
Company Secretaries
CP No.: 5236
FCS No.: 5651

Annexure A

To,
The Members
Orient Abrasives Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Jatin Gupta
Proprietor
For Jatin Gupta & Associates
Company Secretaries
CP No.: 5236
FCS No.: 5651

Place: New Delhi
Date: 28.07.2016

ANNEXURE – B
Annual Report on Corporate Social Responsibility (CSR) activities for the F Y 2015-16

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs. CSR Policy is stated herein below:
[http://www.orientabrasives.com/OAL%20policies/CORPORATE%20SOCIAL%20RESPONSIBILITY%20\(CSR\)%20POLICY.pdf](http://www.orientabrasives.com/OAL%20policies/CORPORATE%20SOCIAL%20RESPONSIBILITY%20(CSR)%20POLICY.pdf)
2. The Composition of CSR Committee
 1. Mr. Pundarik Sanyal, Independent Director
 2. Mr. Hemul Shah, Director
 3. Mr. Mihir H. Devani, Whole Time Director & CEO
3. Average net profit of the Company for last three financial years: ₹ 1548.02 Lakhs.
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) : ₹ 30.96 Lakhs
5. Details of CSR spent during the financial year :
 - (a) Total amount to be spent for the financial year; ₹ 30.96 Lakhs
 - (b) Amount unspent, if any : NIL
 - (c) Manner in which the amount spent during the financial year is detailed below:

(₹ In Lacs)

Sr. No.	Projects / Activities	Sector	Amount Outlay Locations (Budget) Project or Programs wise Districts (State)	Amount Outlay (Budget) Project of Programs wise	Amount Spent on the project or program	Cumulative Expenditure upto reporting period	Amount spent: Direct or through implementing agency*
1	Sanitation Programme	Healthcare under item no (i)	Porbandar	3.00	3.00	15.96	Direct
2	Educational Programme	Education Promotion under item no (ii)	Porbandar	3.00	3.00	3.00	Direct
3	Environmental programme	Environment under item no (iv)	Devbhumi Dwarka, Kutch and Porbandar area	25.66	25.66	27.66	Direct
	Total			31.66	31.66	46.62	

*Details of the implementing agencies-

6. The Company was required to spend ₹ 45.02 Lakhs during the year including unspent amount ₹ 14.06 lacs related to earlier year and spent ₹ 31.66 Lakhs on various CSR activities.
7. The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

The CSR vision of the Company is "Promotion of Education, Health, Rural Development and help society in difficult times like natural calamities".

The Company commits itself to creating a more equitable and inclusive society by supporting processes that lead to sustainable transformation and rural development. Orient Abrasives Limited, either by itself or through vibrant and innovative partnerships with the Government, NGO's and Other Organizations, will promote education and healthcare for all vulnerable sections of society and will undertake rural development initiatives as well as initiative to help nation to face aftermath of natural calamities.

The CSR committee will pursue these objectives;

- 1) We will continue to provide medical assistance to needy and poor people directly as well as through NGO's and also by providing medical equipment's to hospitals.
- 2) We will provide assistance to needy and poor students to impart good education through NGO's and other educational institutions and also by way of providing stationeries including computer etc to schools / educational institutions.
- 3) In terms of rural development, we will work with NGO's or other similar kind of organization to install and maintain water management facility to provide good and hygienic drinking water in the rural areas.
- 4) We will pro-actively support the Government, NGO's and other similar kind of organization to help the society to tackle the aftermath of natural disaster or calamities like floods, earthquake etc.

ANNEXURE – C

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not entered at arm's length basis							
NIL							
2. Details of contracts or arrangements or transactions at arm's length basis							
Name(s) of the related party and nature of relationship	Nature of contracts /arrangements/ transactions	Duration of the contracts/ /arrangements transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advance, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
Bombay Minerals Limited Related Party Through enterprise having significant influence over the companies	Sale / Purchase Agreement	12 Months	Sales of various materials having an approximate value of ₹ 50.15 Crores. Purchase of various materials having an approximate value of ₹ 56.15 Crores and payment of royalty charges around ₹ 25 Lacs	A series of sales / purchase transactions in normal course of business.	06.08.2015	NIL	The Contracts are entered at Arm's length basis. Therefore no shareholders' approval is required.
Ashapura Minechem Limited Related Party Through enterprise having significant influence over the companies	Sale / Purchase Agreement	12 Months	Sales of various materials having an approximate value of ₹ 7.56 Crores. Purchase of various materials having an approximate value of ₹ 7.56 Crores and payment of other services around ₹ 7 cr.	A series of sales / purchase transactions in normal course of business.	06.08.2015	NIL	The Contracts are entered at Arm's length basis. Therefore no shareholders' approval is required.
Ashapura International Limited Related Party Through enterprise having significant influence over the companies	Purchase Agreement	12 Months	Purchase of various materials having an approximate value of ₹ 5.00 Crores.	A series of purchase transactions in normal course of business.	06.08.2015	NIL	The Contracts are entered at Arm's length basis. Therefore no shareholders' approval is required.
Ashapura Perfoclay Limited Related Party Through enterprise having significant influence over the companies	Sales Agreement	12 Months	Sales of various materials having an approximate value of ₹ 5.00 Crores.	A series of sales transactions in normal course of business.	06.08.2015	NIL	The Contracts are entered at Arm's length basis. Therefore no shareholders' approval is required.

For and on behalf of the Board

Sd/-
Mihir H. Devani
(Whole Time Director & CEO)
(DIN-07238089)

**ANNEXURE - D
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and
rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L24299GJ1971PLC093248
2.	Registration Date	12/11/1971
3.	Name of the Company	ORIENT ABRASIVES LIMITED
4.	Category/Sub-category of the Company	Company limited by shares
5.	Address of the Registered office & contact details	GIDC Industrial Area Porbandar Porbandar 360577 Gujarat
6.	Whether listed company Yes/No	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Skyline Financial Services Private Limited D-153 A 1st Floor Okhla Industrial Area, Phase - I New Delhi - 110 020 Tel.: 011 Direct No - 011 - 41044923 Fax: +91 11 26812682 Web:www.skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Fused Grains	2391	52.92
2	Monolithics	2391	23.29
3	Calcined Products	2391	11.17

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary/Associate	% of shares held	Applicable Section
1	Bombay Minerals Limited	U14100GJ1953PLC000699	Associate	39.10	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	3,05,34,857	—	3,05,34,857	25.52	1,13,000	—	1,13,000	0.09	-25.43
b) Central Govt.									
c) State Govt.(s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any other									
Sub-total (A) (1)									
(2) Foreign					1,65,315	—	1,65,315	0.14	0.14
a) NRIs-Individuals									
b) Others-Individuals									
c) Bodies Corp.					4,67,82,953	—	4,67,82,953	39.10	39.10
d) Bank /FI									
e) Any Other					2,82,97,974	91,520	2,83,89,494	23.73	23.73
Sub-total (A) (2)									
Total shareholding of Promoter (A) = (A)									
(1)+(A) (2)	3,05,34,857	—	3,05,34,857	25.52	7,53,59,242	91,520	7,54,50,762	63.07	—

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI	1,07,631	5,000	1,12,631	0.09	10,517	5,000	15,517	0.01	-0.008
c) Central Govt									
d) State Govt.(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs	75,63,766	—	75,63,766	6.32	0	0	0	0	-6.32
h) Foreign Venture Capital Funds									
i) Others (specify)									
LTS Investment Fund Ltd					32,64,273	—	32,64,273	2.73	2.73
Foreign Portfolio Investor					69,67,156	—	69,67,156	5.82	5.82
Sub-total (B)(1):-	76,71,397	5,000	76,76,397	6.42	1,02,41,946	5,000	1,02,46,946	8.56	
2. Non-Institutions									
a) Bodies Corp.	3,70,05,265	26,240	3,70,31,505	30.95					
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 2 lakhs	1,73,81,297	27,10,318	2,00,91,615	16.79	1,60,47,681	25,06,008	1,85,53,689	15.51	-1.28
ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs	2,10,71,541	—	2,10,71,541	17.61	67,48,624	—	67,48,624	5.64	-11.97
c) Others (specify)									
Non Resident Indians	16,25,789	2,500	16,28,289	1.36					-1.36
Overseas Corporate Bodies									
HUF	15,86,798	—	15,86,798	1.33					-1.33
Foreign Nationals									
Clearing Members	18,198	—	18,198	0.02					-0.02
Trusts									
Foreign Bodies - D R									
Others					86,12,439	26,740	86,39,179	7.22	7.22
Sub-total (B)(2):-	7,86,88,888	27,39,058	8,14,27,946	68.06	3,14,08,744	25,32,748	3,39,41,492	28.37	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	8,63,60,285	27,44,058	8,91,04,343	74.48	4,16,50,690	25,37,748	4,41,88,438	36.93	—
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	11,68,95,142	27,44,058	11,96,39,200	100	11,70,09,932	26,29,268	11,96,39,200	100	—

ii) Shareholding of Promoters-

S N	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total Shares	
1	S G Rajgarhia	2,35,80,330	19.71	—	0	0	—	-19.71
2	Usha Rajgarhia	7,81,882	0.65	—	0	0	—	-0.65
3	Anisha Mittal	31,25,522	2.61	—	0	0	—	-2.61
4	Bhavna Rajgarhia	30,47,123	2.55	—	0	0	—	-2.55
5	Chetan Navnitlal Shah				2000	0		0
6	Chaitali Chetan Shah				1,11,000	0.09		0.09
7	Bombay Minerals Ltd.				4,67,82,953	39.10		39.10
8	Himani Chetan Shah				1,65,315	0.14		0.14
9	Cura Global Holdings Ltd.				2,83,89,494	23.73		23.73
Total		3,05,34,857	25.52	—	7,54,50,762	63.07		—

iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	3,05,34,857	25.52	3,05,34,857	25.52
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	4,49,15,905	37.55	4,49,15,905	37.55
3	At the end of the year	7,54,50,762	63.07	7,54,50,762	63.07

iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
		No of Shares at Beginning (01-04-15)/ end of the year (31-03-16)	% of total shares of the Company				No of Shares at Beginning (01-04-15)/ end of the year (31-03-16)	% of total shares of the Company
1	TRINCASS VYAPAAR PVT. LTD.	5865000	4.9	31/03/2016	-1200000	Sale	4665000	3.9
		4665000	3.9	31/03/2016				
2	NEW LEAINA INVESTMENTS LIMITED	4299493	3.59	10/04/2015	25323	Purchase	4324816	3.61
				24/04/2015	8342	Purchase	4333158	3.62
				14/08/2015	-4333158	Sale	0	0
				21/08/2015	4333158	Purchase	4333158	3.62
		4333158	3.62	31/03/2016				
3	LTS INVESTMENT FUND LTD.	3264273	2.73	-	-	-	NIL	-
		3264273	2.73	31/03/2016				
4	ORIENT ABRASIVES LTD. UNCLAIMED SHARES DEMAT SUSPENSE ACCOUNT	3064660	2.56	10/04/2015	-2000	Sale	3062660	2.56
				08/05/2015	-5000	Sale	3057660	2.56
				22/05/2015	-4000	Sale	3053660	2.55
				10/07/2015	-1000	Sale	3052660	2.55
				07/08/2015	-2000	Sale	3050660	2.55
				21/08/2015	-1000	Sale	3049660	2.55
				28/08/2015	869956	Purchase	3919616	3.28
				04/09/2015	22141058	Purchase	26060674	21.78
				11/09/2015	-1500	Sale	26059174	21.78
				16/10/2015	-2000	Sale	26057174	21.78
				30/10/2015	-2000	Sale	26057174	21.78
				13/11/2015	-22125329	Sale	3929845	3.28
				20/11/2015	-885685	Sale	3044160	2.54
				04/03/2016	-7000	Sale	3037160	2.54
				11/03/2016	-2000	Sale	3035160	2.54
				18/03/2016	-1000	Sale	3034160	2.54
				25/03/2016	-12000	Sale	3022160	2.53
				31/03/2016	500	Purchase	3022660	2.53
		3022660	2.53	31/03/2016				
5	ALOK RAJGARHIA	196133	0.16	10/04/2015	-40400	Sale	155733	0.13
				17/04/2015	-22000	Sale	13373	0.11
				24/04/2015	-45135	Sale	88598	0.07
				08/05/2015	32843	Purchase	121441	0.1
				15/05/2015	-25000	Sale	96441	0.08
				22/05/2015	-13575	Sale	82684	0.07
				29/05/2015	-16380	Sale	66304	0.06
				05/06/2015	-54098	Sale	12206	0.01
				31/07/2015	2400000	Purchase	2412206	2.02

	ALOK RAJGARHIA			11/12/2015	-25	Sale	2412181	2.02
				04/03/2016	-7074	Sale	2405107	2.01
				11/03/2016	-23233	Sale	2381874	1.99
				18/03/2016	-20028	Sale	2361846	1.97
				25/03/2016	-36760	Sale	2325086	1.94
				31/03/2016	-20000	Sale	2305086	1.93
		2305086	1.93	31/03/2016				
6	ASHOK KUMAR RAJGARHIA	28165	0.02	08/05/2015	100000	Purchase	128165	0.11
				15/05/2015	-70000	Sale	58165	0.05
				22/05/2015	-10000	Sale	48165	0.04
				31/07/2015	2400000	Purchase	2448165	2.05
				04/03/2016	-198165	Sale	2250000	1.88
		2250000	1.88	31/03/2016				
7	LGOF GLOBAL OPPORTUNITIES LIMITED	1150000	0.96	17/04/2015	84262	Purchase	1234262	1.03
				24/04/2015	170202	Purchase	1404464	1.17
				01/05/2015	41388	Purchase	1445852	1.21
		1445852	1.21	31/03/2016				
8	THE GREAT INDIAN TUSKER FUND	0	0	13/03/2016	118146	Purchase	118146	0.99
		1188146	0.99	31/03/2016				
9	ARVINDBHAI KANTILAL SHAH	899193	0.75			NIL		
		899193	0.75	31/03/2016				
10	DEEPAK HARLALKA	310640	0.26	28/08/2015	1769360	Purchase	2080000	1.74
				18/09/2015	-200000	Sale	1880000	1.57
				30/10/2015	-101813	Sale	1778187	1.49
				06/11/2015	-420811	Sale	1357376	1.13
				13/11/2015	-101313	Sale	1256063	1.05
				20/11/2015	-200000	Sale	1056063	0.88
				27/11/2015	-100000	Sale	956063	0.8
				04/12/2015	-50000	Sale	906063	0.76
				31/12/2015	-200000	Sale	706063	0.59
				18/03/2016	32411	Purchase	738474	0.62
		738474	0.62	31/03/2016				

v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. S G Rajgarhia, Managing Director				
	At the beginning of the year	2,35,80,330	19.71	2,35,80,330	19.71
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	(2,35,80,330)	(19.71)	(2,35,80,330)	(19.71)
	At the end of the year	NIL	NIL	NIL	NIL
2.	Mr. Amarsingh Sihag, Chief Financial Officer				
	At the beginning of the year	8,000	0.01	8,000	0.01
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	(8,000)	0.01	(8,000)	0.01
	At the end of the year	NIL	NIL	NIL	NIL
3.	Mr. Kamlesh Kumar Mundra, Company Secretary				
	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	NIL	NIL	NIL	NIL
4.	Mr. Hemul Shah, Director				
	At the beginning of the year	8,000	0.01	8,000	0.01
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	49,256	0.03	49,256	0.03
	At the end of the year	57,256	0.04	57,256	0.04

(₹ In Lacs)

V) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,613.91	254.65	—	2,868.56
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	13.22	2.06	—	15.28
Total (i+ii+iii)	2,627.13	256.71	—	2,883.84
Change in Indebtedness during the financial year				
* Addition	1,320.96	—	—	1,320.96
* Reduction	326.17	256.71	—	582.88
Net Change	994.79	256.71	—	738.08
Indebtedness at the end of the financial year				
i) Principal Amount	3,621.92	—	—	3,621.92
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	3,621.92	—	—	3,621.92

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager					Total Amount
		Mihir Devani	R. K. Khanna	P. P. Khanna	S. G. Rajgarhia	Anisha Mittal	
1	Gross salary WTD	ED	ED	MD	D	D	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	25,86,376	36,41,495*	43,18,250*	2,08,645*	1,82,580	1,09,37,346
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	2,13,944	11,550	—	8,31,970	2,25,494
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	—	—	—	—
2	Stock Option	—	—	—	—	—	—
3	Sweat Equity	—	—	—	—	—	—
4	Commission- as % of profit-others, specify...	—	—	—	—	—	—
5	Others, please specify	—	—	—	—	—	—
	Total (A)	25,86,376	38,55,439	43,29,800	2,08,645	1,82,580	1,11,62,840
	Ceiling as per the Act	46,66,515	46,66,515	1,86,66,058	46,66,515	46,66,515	3,73,32,118

* Excluding gratuity paid on retirement

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors							Total Amount
		Hemul Shah	Pundarik Sanyal	Shri Gopal Rajgarhia	Anisha Mittal	Sangeeta Bohra	U. K. Khaitan	R. S. Bajoria	
1	Independent Directors								
	Fee for attending board committee meetings	—	75,000	—	—	30,000	15,000	45,000	1,65,000
	Commission	—	—	—	—	—	—	—	—
	Others, please specify	—	—	—	—	—	—	—	—
	Total (1)	—	75,000	—	—	30,000	15,000	45,000	1,65,000
2	Other Non-Executive Directors								
	Fee for attending board committee meetings	75,000	—	20,000	20,000	—	—	—	1,15,000
	Commission	—	—	—	—	—	—	—	—
	Others, please specify	—	—	—	—	—	—	—	—
	Total (2)	75,000	—	20,000	20,000	—	—	—	1,15,000
	Total (B)=(1+2)	75,000	75,000	20,000	20,000	30,000	15,000	45,000	2,80,000
	Total Managerial Remuneration	75,000	75,000	20,000	20,000	30,000	15,000	45,000	2,80,000

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WT

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO - None	CS - Kamlesh K. Mundra	CFO - Amar Singh Sihag	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	11,25,924	15,91,994	27,17,918
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	36,750	36 750
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	—	—
2	Stock Option	—	—	—	—
3	Sweat Equity	—	—	—	—
4	Commission	—	—	—	—
	- as % of profit	—	—	—	—
	others, specify...	—	—	—	—
5	Others, please specify	—	—	—	—
	Total	—	11,25,924	16,28,744	27,54,668

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
B. DIRECTORS					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
C. OTHER OFFICERS IN DEFAULT					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—

ANNEXURE-E

DISCLOSURE UNDER SECTION 134 OF THE COMPANIES ACT 2013, READ WITH (COMPANIES (ACCOUNTS) RULES, 2014)

CONSERVATION OF ENERGY

The Company has made all efforts to optimize the use of energy and to minimise its wastage. To ensure minimum consumption of energy for a given level of production, operating parameters of production have been standardized. Insulation materials are also being used to avoid energy loss. The Capital investment on energy conservation equipments is ₹ 12.91 Lacs.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

The Company is constantly trying to provide its customers with products that incorporate latest available technology. Though indigenously available materials and technology are preferred, efforts are being made, wherever possible, to make use of best contemporary technology.

During the last three years, the company has not imported any technology.

During the year, the Company has incurred ₹ 300 Lacs on research and development.

FOREIGN EXCHANGE EARNINGS AND OUTGO

(₹ In Lacs)

Particulars	2015-2016	2014-2015
Earned	8,012.61	23.00
Outgo	297.61	765.29

ANNEXURE-F

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

CAUTIONARY STATEMENT

Statements made in this report describing the Company's objective, projections, estimates and expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Important factors that could make a difference to the Company operations include, among others, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in government regulations, tax laws and other statutes and incidental factors.

Although the expectations are based on reasonable assumptions, the actual results might differ.

GENERAL AND ECONOMIC REVIEW

India has registered a robust and steady pace of economic growth in Fiscal 2016 as it did in Fiscal 2015. Additionally, macroeconomic parameters such as inflation, fiscal deficit and current account balance have exhibited distinct signs of improvement. Wholesale price inflation has been in negative territory for more than a year and the all-important consumer price inflation has declined to nearly half of what it was a few years ago. However, weak growth in advanced and emerging economies has taken its toll on India's exports. In an otherwise gloomy global situation, India is estimated to remain the fastest growing major economy in the world with projected growth of 7.5% driven by rising real incomes and domestic demand. Nevertheless, trade and current account deficits have improved due to relatively lower prices for crude oil which is imported by India.

The government has undertaken several positive initiatives to boost the business climate and improve the ease of doing business. This includes simplifying business procedures and tax rules, relaxing FDI policy in many sectors, and committing more public investment and developing innovative funding avenues for infrastructure expansion. Key projects such as 'Make in India', 'Start up India', 'Digital India' and 'Skill India' seek to encourage investments and improve the ecosystem at various levels of business activity. Aggressive roll-out of the Financial inclusion program has made banking services accessible to millions of previously unbanked people.

Based on these trends and developments, it is evident that India is rising as an important beacon of hope for the global economy with the attributes for sustained growth momentum that could potentially bring vast improvements in the lives of hundreds of millions of people in our country.

OVERVIEW OF THE COMPANY'S BUSINESS:

The Company was incorporated in the year 1971 and has two major business divisions:

The Abrasives Grains Division at Porbandar, Gujarat that manufactures fused alumina oxide including calcined products Refractories Monolithics and the Power division comprising of thermal power plants and wind turbine generators.

BUSINESS DIVISIONS/SEGMENTS

There is no change in the nature of business of the Company during the year under review. As mentioned above, the Company has two major business segments in terms of the nature of output (i) Fused Aluminium Oxide Grains including Calcined Products and Refractories Monolithics and (ii) Electricity (Power Division), which have been elucidated in the following paragraphs:

ABRASIVE GRAINS & REFRACTORY MONOLITHICS

The Abrasives Grains Division at Porbandar is the first manufacturing unit set up by the Company. The Division manufactures calcined bauxite and fused aluminium oxide abrasive grains. Bauxite and calcined alumina are the basic raw materials used for the manufacture of abrasive grains. Raw bauxite is procured from mines owned by the Company and others and calcined alumina is purchased from domestic market. These products are used in the manufacture of refractories and grinding wheels & coated abrasives. The Company manufactures castables & monolithics used in the cement & steel industries. It is located in Porbandar, Gujarat.

POWER GENERATION

The Company has a total thermal power plant capacity of 18 MW out of which 9 MW is based on coal and 9 MW on furnace oil. The thermal power plant based on coal is more economical and is operated at full capacity. The electricity from this power division is meant for captive consumption by the manufacturing division at Porbandar.

The Company also has wind power generation capacity of 11.1 MW. The power generated by these plants is sold to the respective state power distribution companies.

FINANCIALS OF SEGMENTS

Financials of business segments are given in detail in note 25 (Segment Information) of the Annual Report.

FINANCIALS AND INTERNAL CONTROL

Your Company has effective and adequate internal control systems which ensure reliable and accurate financial reporting, safeguarding of assets, keeping constant check on cost structure and adhering to management policies. Company is committed to good corporate governance practices and have well defined systems and processes covering all corporate functions and units. The internal controls are commensurate with the size, scale and complexity of our operations and facilitate timely detection of any irregularities and early remedial steps against factors such as loss from unauthorized use and disposition. Company policies, guidelines and procedures provide for adequate checks and balances which are meant to ensure that all transactions are authorized, recorded and reported correctly. The internal controls are continuously assessed and improved/modified to meet changes in business conditions, statutory and accounting requirements.

During the year under review the gross turnover of the Company was ₹ 31,131.15 lacs and gross profit & net profit were ₹ 3,707.64 lacs & ₹ 2,361.16 lacs respectively. The turnover of the abrasives grains was ₹ 16,474.25 Lacs.

During the year, the Company has sold/exported bauxite and its value added products amounting to ₹ 30,464.62 Lacs. During the year under review gross revenue for sale of power (wind energy) was ₹ 666.53 Lacs.

The internal controls are adequately supported by the Internal Audit Team of the Company which objectively and independently tests the design and operating effectiveness of the internal control system to provide a credible assurance to the Board and the Audit Committee regarding the adequacy and effectiveness of the internal control system.

The Audit Committee of the Board oversees the Audit function through regular reviews of the audit findings and observations and monitoring actions taken.

DIVIDEND

The Board has recommended dividend of ₹ 0.25 per equity share for the Financial year ended on 31st March, 2016, payable subject to approval at the ensuing annual general meeting. This will result in a total payout for the year 2015-16 (including dividend distribution tax) of ₹ 359.99 Lacs (₹ 359.99 lacs in 2014-15) translating into a dividend payout of 25% (compared to 25% in the previous year) on consolidated net profit.

Orient believes in maintaining a fair balance between dividend distribution and cash retention. Cash retention is required for future growth, probable acquisitions and to meet any unforeseen contingencies.

RISK FACTORS**Risks associated with the Company's Business and Industry:**

The manufacturing industry and the demand thereof are influenced by general economic conditions, including, among other things, rates of economic growth, credit availability, Infrastructure spending, interest rates, environmental and tax policies, safety regulations, freight rates and fuel and commodity prices. Negative trends in any of these factors impacting the regions where the Company operates could materially and adversely affect the Company's business, financial condition and results of operations.

Orient recognizes that every business have its inherent risks and what is required is a proactive approach to identify and mitigate them in time, so that they do not impact the business negatively. We try to regularly scan the internal and external environment to identify risks and decide on possible mitigation measures and costs for overcoming them and incorporate them in company's strategic, business and operational plans. The company has developed systems and processes to map the risks across segments, products and geographies and respond effectively to counter them and achieve the organizational goals. Sustained action is taken to further strengthen the system.

HUMAN RESOURCES

The Company believes in the strength of human resources and that it is the best form of business capital which needs to be explored and utilized to full potential. The Company has the vision to establish a reputation for being a people-centric organization in all the regions it operates in and has provided an invigorating work environment, marked by teamwork, respect for merit and an emphasis on knowledge accretion. The Company recognizes the need for change management and talent management throughout the business and just how critical these aspects are to its future growth and success as any other element of its commercial strategy. Your Company has several processes in place to ensure the continual training and growth of its employees over the entire life cycle. Processes are also in place to attract and recruit talent into the Company.

The Company has elaborate processes in place to prevent discrimination and harassment, including sexual harassment. Whistle Blower Policy is also in place.

At the company, constant efforts are made in developing human resources by providing necessary training and taking care of employee welfare. The Company endeavors to keep the employees' motivation level high by providing congenial work atmosphere and rewarding / remunerating adequately.

The Company has reinforced the capabilities of its workforce through the launch of numerous in-house training programmes and job-specific training throughout the year. With rapid expansion and advent of new promoters, the Company has hired several senior and mid-level resources to support the next level of growth.

There are cordial relations between the management and the employees.

ENVIRONMENT, HEALTH & SAFETY (EHS)

Safety and Health:

Health and Safety of employees and associates continues to be an area of prime focus. Your Company firmly believes in Health and Safety being a key Value rather than priority, because priorities may change. Our Value "Safety is a condition of Employment" and not a choice emphasizes our commitment towards non-negotiable attribute of health and safety practices and standards. We believe that this kind of approach is core to taking safety to higher levels and our leadership continuously work towards establishing, sustaining and improving the safety culture.

Environment Footprint and Climate change:

Environment sustainability is one of the key elements in our Corporate Sustainability Model. Conservation of energy, greening of product and environment, reduction and reuse of industrial waste are key focus areas under environment initiatives. Climate change has been identified as one of the greatest challenges facing nations, governments, businesses and citizens in the coming decades. Your Company has laid out systems going beyond regulations, by continuously working on different technologies in effluent management to upgrade in its Units.

CONCERNS AND FUTURE OUTLOOK

The Company is optimistic about increasing profitability on the back of increasing revenue and margins in the near term. Despite the recent downturn in Refractory market, and increasing competition from Chinese suppliers, company is positioned to leverage its competent resource strength and large production capacity. Further the recent trend of declining fuel prices globally will mitigate the margin risks we face as a result of drop in refractory and raw material prices & help sustain market share.

To meet increasing domestic and global demand and more stringent quality and environment requirements we are planning to modernize and expand our production facility using latest technology. These projects will help us launch new products and grades as well and potentially increase margins in increasing products.

A new dedicated team is being developed to explore and export opportunities to the company.

To conclude, the strategic location of manufacturing facility, captive mineral resources and in-house thermal based power generation facility continue to keep us in a leadership position and we expect our renewed innovative focus and efficiency improvement initiatives will contribute to achieve and exceed our objectives. Your Company is able to maintain/grow market share due to superior product quality and strong brand image. Our focus on innovation ensures that we stay ahead of competition.

ANNEXURE-G
CORPORATE GOVERNANCE REPORT

1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance is founded upon a rich legacy of fair, ethical and transparent governance practices, many of which were in place even before they were mandated by adopting the highest standards of professionalism, honesty, integrity and ethical behavior. As an organization, the Corporate Governance practices followed by the Company are compatible with reasonable standards and best practices. Through the Governance mechanism in the Company, the Board along with its Committees undertakes its fiduciary responsibilities to all its stakeholders by ensuring transparency, fair play and independence in its decision making. The Corporate Governance philosophy is further strengthened with the adherence to the Business Model as a methodology for tracking progress on long term strategic objectives. The Code of Conduct, which articulates the values, ethics and business principles, serves as a guide to the Company, its directors and employees and is also supplemented with an appropriate mechanism to report any concerns pertaining to non-adherence to the Code.

The Company is in full compliance with the requirements of Corporate Governance under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and Listing Agreement (To the extent applicable). Risk management and internal control process focus areas continue to meet the progressive governance standards.

The Company believes in employing the highest standards of corporate governance practices and policies by upholding the principles of transparency in transactions, disclosure of information, integrity, social accountability and statutory compliance. The Company also endeavors to provide quality service and feedback to its investors, customers, business associates and the statutory agencies.

The Secretarial Audit Report by a Practicing Company Secretary on the Audit undertaken of the Company's secretarial records in respect of compliance with the applicable provisions of the Act, the SEBI Listing Regulations and other applicable regulations and guidelines issued by the Securities and Exchange Board of India for the period under review is a part of the Annual Report.

2. BOARD OF DIRECTORS

The Board along with its Committees provides leadership and guidance to the Company's management, as also direct, supervise and control the performance of the Company. The Board currently comprises of 5 Directors out of which 4 Directors (80%) are Non-Executive Directors, including 1 women director. The Board has a Non-Executive Chairman and 2 Independent Director which comprise of more than half of the total strength of the Board. All the Independent Directors have confirmed that they meet the 'independence' criteria as mentioned under Regulation 16 (1) (b) of the SEBI Listing Regulations and Section 149 (6) of the Act.

All the Directors as aforesaid have made necessary disclosures regarding their directorships as required under Section 184 of the Act and on the Committee positions held by them in other companies. None of the Directors on the Company's Board hold Directorships in more than 20 companies, including 10 public companies and none of the Directors of the Company are related to each other. In accordance with Regulation 26 of the SEBI Listing Regulations, none of the Directors are members in more than 10 committees or act as chairperson of more than 5 committees [the committees being, Audit Committee and Stakeholders Relationship Committee] across all listed entities in which he/she is a Director. All Non-Executive, Non Independent Directors, excluding Whole Time Director and CEO of the Company, are liable to retire by rotation. The appointment of the Managing Director and Executive Directors, including the tenure and terms of remuneration are also approved by the members at the first meeting after said appointment.

The required information, including information as enumerated in Regulation 17(7) read together with Part A of Schedule II of the SEBI Listing Regulations is made available to the Board, for discussions and consideration at the Board Meetings. The Board reviews the declaration made by the CEO & Whole Time Director and the General Manager (Finance & Accounts) regarding compliance with all applicable laws on a quarterly basis as also steps taken to remediate instances of non-compliance, if any. Pursuant to Regulation 27(2) of the SEBI Listing Regulations, the Company also submits a quarterly compliance report on Corporate Governance to the Stock Exchanges including details on all material transactions with related parties, within 15 days from the close of every quarter. The CEO & Whole Time Director and the General Manager (Finance & Accounts) have certified to the Board, the accuracy of the financial statements and adequacy of internal controls for financial reporting, in accordance with Regulation 17 (8) read together with Part B of Schedule II of the SEBI Listing Regulations, pertaining to CEO and General Manager (Finance & Accounts) certification for the Financial Year ended March 31, 2016.

During the year under review, Ten (10) Board Meetings were held during the year 2015-16 on 16th May, 2015, 9th June, 2015, 8th July, 2015, 15th July, 2015, 6th August, 2015, 27th August, 2015, 29th September, 2015, 3rd November, 2015, 10th February, 2016 and 30th March, 2016.

The maximum time-gap between any two consecutive meetings did not exceed 120 days.

All the agenda papers for the Board and Committee meetings are disseminated electronically thereby appreciating green cause and eliminating circulation of printed agenda papers. The composition of the Board, attendance at Board Meetings held during the Financial Year under review and at the last Annual General Meeting (AGM), number of directorships, memberships/chairmanships of the Board and Committees of public companies and their shareholding in the Company as on March 31, 2016 are as follows:

Name of the Director	Category	Number of Board Meetings during the year 2015-16		Whether Attended last AGM held on 29 September 2015	Number of Directorships in other Public Companies @		Number of Committee positions held in other public Companies #	
		Held	Attended		Chairman	Member	Chairman	Member
Mr. Pundarik ¹ Sanyal (Chairman)	Non-Executive, Independent Director	10	6	Yes	0	4	1	1
Mr. Shri Gopal Rajgarhia ²	Non-Executive Director	10	6	Yes	0	2	0	1
Mr. Hemul Shah ³	Non-Executive Director	10	6	Yes	0	7	2	0
Mrs. Sangeeta Bohra ⁴	Non-Executive Independent Director	10	2	No	0	0	0	0
Mr. Mihir H. Devani (\$) ⁵	Executive, Whole time Director	10	2	Yes	0	0	0	0
Mr. R S Bajoria ⁶	Chairman, Non-Executive Independent Director	10	5	No	0	2	0	1
Mr. U K Khaitan ⁷	Non-Executive Independent Director	10	1	No	0	9	0	2
Mr. P P Khanna ⁸	Executive Director	10	3	No	0	0	0	0
Ms. Anisha Mittal ⁹	Non-Executive Director	10	6	No	0	0	0	0
Mr. Manoj C Ganatra ¹⁰	Non-Executive Independent Director	10	0	No	0	1	2	0
Mr. R K Khanna ¹¹	Executive, Whole time Director	10	0	No	0	0	0	0

1. Mr. Pundarik Sanyal has been appointed as additional director of the company w.e.f. 15 July 2015 and members consent sought and was granted in AGM held on 29th September, 2015.
2. Mr. S G. Rajgarhia ceases as Managing Director and Key Managerial Personnel of the company w.e.f 15 July 2015.
3. Mr. Hemul Shah has been appointed as additional director w.e.f. 15 July 2015 and members consent sought and was granted in AGM held on 29th September, 2015.
4. Mrs. Sangeeta Bohra has been appointed as independent director w.e.f. 29 September 2015 by Board in its meeting held after conclusion of AGM held on 29 September, 2015.
5. Mr. Mihir H Devani has been appointed as additional and Whole Time Director of the company w.e.f. 06 August 2015 and members consent sought and was granted in AGM held on 29 September, 2015.
6. Mr. R.S. Bajoria ceases as Director of the company w.e.f 7 October, 2015.
7. Mr. U.K. Khaitan ceases as Director of the company w.e.f 15 July, 2015.
8. Mr. P.P. Khanna ceases as Director of the company w.e.f 15 July, 2015.
9. Ms. Anisha Mittal ceases as Director of the company w.e.f 7 October, 2015.
10. Mr. Manoj C Ganatra ceases as Director of the company w.e.f 6 August, 2015.
11. Mr. R.K. Khanna ceases as Director of the company w.e.f 15 July, 2015.

(@) Excludes Directorships in private companies, foreign companies, Section 8 companies and alternate directorships.

(#) Includes only Audit and Stakeholders Relationship Committees

(\$) Appointed as the Whole Time and Executive Director of the Company with effect from August 6, 2015.

As per Regulation 25(1) of the SEBI Listing Regulations, none of the Independent Directors serve as Independent Directors in more than 7 listed entities and in case they are whole-time directors in any listed entity, then he/she does not serve as an Independent Director in more than 3 listed entities.

Annual Independent Directors Meeting:

During the year under review, an annual Independent Directors meeting in accordance with the provisions of Section 149(8) read with Schedule IV of the Act and Regulation 25(3) and 25(4) of the SEBI Listing Regulations, was convened on 10th February, 2016 wherein all Independent Directors were present, to review the performance of Non-Independent Non-Executive Directors including the Chairman of the Board and performance of the Board as a whole.

Non- Independent Directors did not participate in the meeting.

THE COMMITTEES OF THE BOARD

The Board has constituted a set of Committees with specific terms of reference/scope, to focus effectively on the issues and ensure expedient resolution of diverse matters. The Committees operate as empowered agents of the Board as per their Charter/terms of reference. Targets set / actions directed by them as agreed with the management are reviewed periodically and mid-course corrections are also carried out. The minutes of the meetings of all Committees of the Board are placed before the Board for discussions/noting. An Organization Chart depicting the relationship between the Board, the Committees and senior management functions, as on March 31, 2016, is illustrated below :

<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/Executive/ Non-Executive/independent/Nominee) &</i>
1. Audit Committee	1. Mr. Pundarik Sanyal	- Chairperson - Non-Executive - Independent Director
	2. Mrs. Sangeeta Bohra	- Non-Executive - Independent Director
	3. Mr. Hemul Shah	- Non Executive Director
2. Nomination & Remuneration Committee	1. Mrs. Sangeeta Bohra	- Chairperson - Non-Executive - Independent Director
	2. Mr. Pundarik Sanyal	- Non-Executive - Independent Director
	3. Mr. Hemul Shah	- Non Executive Director
3. Risk Management Committee (if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee'	1. Hemul Shah	Chairperson – Non-Executive
	2. Mr. Pundarik Sanyal	- Non-Executive - Independent Director
	3. Mr. Mihir H Devani	- Executive - Whole Time Director

3. AUDIT COMMITTEE:

The Audit Committee functions according to its Charter that defines its composition, authority, responsibility and reporting functions in accordance with Sections 177 of the Act, Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations applicable to the Company and is reviewed from time to time. Whilst, the full Charter is available on the Company's website.

During the year, the Committee reviewed key audit findings covering operational, financial and compliance areas. Management personnel presented their risk mitigation plan to the Committee. It also reviewed the internal control system, status on compliance of its obligations under the Charter and confirmed that it fulfilled its duties and responsibilities. The Committee, through self-assessment, annually evaluates its performance. The Chairman of the Audit Committee briefs the Board members about the significant discussions at the Audit Committee meetings.

The Committee comprises of 3 members out of which 2 are Independent Directors, all of whom are financially literate and have relevant finance and/or audit exposure. Mr. Pundarik Sanyal is Financial Expert. The quorum of the Committee is two members or one-third of its members, whichever is greater. The Chairman of the Audit Committee also attended last AGM of the Company. During the period under review, 4 Audit Committee meetings were held on 16th May, 2015, 6th August, 2015, 3rd November, 2015 and 10th February, 2016. The maximum gap between any two meetings was less than 120 days.

The details of composition of the Audit Committee and attendance of Members are as follows:

Name	Category	Number of Meeting during the year 2015-2016	
		Held	Attended
Mr. R S Bajoria ¹	Independent, Non-Executive	4	1
Mr. U K Khaitan (Chairman) ²	Independent, Non-Executive	4	1
Mr. Manoj C Ganatra ³	Independent, Non-Executive	4	0
Mr. Pundarik Sanyal (Chairman)	Independent, Non-Executive	4	3
Mrs. Sangeeta Bohra	Independent, Non-Executive	4	2
Mr. Hemul Shah	Non-Executive Director	4	3

1. Mr. R.S. Bajoria ceases as Director of the company w.e.f 7 October, 2015.

2. Mr. U.K. Khaitan ceases as Director of the company w.e.f 15 July, 2015.

3. Mr. Manoj C Ganatra ceases as Director of the company w.e.f 6 August, 2015.

The Committee relies on the expertise and knowledge of Management, Internal Audit Team and Statutory Auditors in carrying out its responsibilities. Management is responsible for the preparation, presentation and integrity of the Company's financial reporting. Management is also responsible for internal control over financial reporting and all procedures are designed to ensure compliance with Accounting Standards, applicable laws and regulations as well as for objectively reviewing and evaluating the adequacy, effectiveness and quality of the Company's system of internal control. The Company Secretary acts as the Secretary of the Audit Committee, as well as all other Committees of the Company. The Chief Internal Auditor reports directly to the Audit Committee to ensure independence of the Internal Audit function.

M/s SRBC & Co. LLP, Chartered Accountants (having registration no. 324982E), the Company's Statutory Auditor, is responsible for performing an independent audit of Financial Statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in India.

4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee (NRC) of the Company functions according to its Charter, that defines its objective, composition, meeting requirements, authority and power, responsibilities, reporting and evaluation functions in accordance with Section 178 of the Act and Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations, which are reviewed from time to time.

The broad terms of reference of the NRC are as follows :

The terms of reference of committee, inter-alia consists of :

- Formulation of the criteria for determining qualifications, positive attributes and independence of director;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity;
- Formulate and recommend to the Board a policy for payment of remuneration to Managing Director, Non-Executive Directors, Key Managerial Personnel etc. and its review from time to time.
- Periodically review and suggest revision of the total remuneration package of Managing Director and Key Managerial Personnel under the provisions of Companies Act.
- Decide the actual salary, allowances, perquisites, retrials and increments of Managing Director/Manager under the Companies Act.
- Decide the amount of commission payable to Managing Director/Manager under the provisions of Companies Act.

Remuneration Policy

The Company has in place a Remuneration Policy for Directors, KMP and other employees, in accordance with the provisions of the Act and SEBI Listing Regulations. For details on Remuneration Policy, including the criteria for making payments to the Non-Executive Directors kindly refer to the Annexure to the Board's Report.

The non-executive directors are paid sitting fees for the board and committee meetings attended by them. The sitting fees being paid is 10,000/- per board meeting and 5,000/- per committee meeting. The non-executive directors are not paid remuneration in any other form.

The remuneration by way of commission to the Non Executive Directors is decided by the Board and distributed to them based on their participation and contribution at the Board and certain Committee meetings as well as time spent on matters other than at meetings. No Commission was paid to any Non-Executive Director for FY 2015-16.

The Company has not issued any stock option scheme to its employees or directors. Details of the remuneration/ sitting fees to directors for year ended March 31, 2016:

(a) Non-Executive Directors

(Amount in ₹)

Name	Sitting Fees
Mr. Pundarik Sanyal	75,000
Mr. Shri Gopal Rajgarhia	20,000
Mr. Hemul Shah	75,000
Mrs. Sangeeta Bohra	30,000
Mrs. Anisha Mittal	20,000
Mr. R. S. Bajoria	45,000
Mr. U. K. Khaitan	15,000

(b) Managing Director and Executive Directors

(Amount in ₹)

Name	Salary	Benefits Perquisites and Allowances	Contribution to PF	Total Remuneration
Mr. Mihir H Devani (Whole Time Director)	25,86,376	24,999	1,76,400	27,87,775

The remuneration paid to the Whole Time Director is commensurate with industry standards and Board level positions held in similar sized companies, taking into consideration the individual responsibilities shouldered by them and is in consonance with the terms of appointment approved by the Members, at the time of their appointment. The NRC, reviews and recommends to Board, changes in managerial remuneration of the Executive Directors on a yearly basis. This review is based on the performance of the Company and the individual director on certain defined qualitative and quantitative parameters such as volumes, EBITDA, cash flows, cost reduction initiatives, safety, strategic initiatives and special projects as decided by the Board vis-a-vis targets set in the beginning of the year. Incentive remuneration paid/payable is subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board. An indicative list of factors that the NRC and the Board takes into consideration for determining the extent of incentive remuneration are the Company's performance on certain defined qualitative and quantitative parameters, industry benchmarks of remuneration and performance of individual. For details pertaining to Managerial Remuneration paid to the Managing and Executive Directors, the terms of their appointment and the Remuneration paid to the Executive and Non-Executive Directors during FY 2015-16, kindly refer to the Notice of the AGM and the Board's Report. The Company does not have an Employee Stock Option Scheme.

The NRC comprise of Mr. Pundarik Sanyal, Mr. Hemul Shah and Mrs. Sangeeta Bohra acts as Chairperson of the Committee. The Nomination and Remuneration Committee met 1 (Once) during the year on 6th August, 2015.

5. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee functions in accordance with Section 178 of the Act and Regulation 20 read with Part D of Schedule II of the SEBI Listing Regulations. The Committee comprises of 2 Independent Directors and 1 Whole Time Director comprising of:

- Mr. Hemul Shah, Chairman
- Mr. Pundarik Sanyal
- Mr. Mihir H Devani

and is empowered to :

- Monitor redressal of investors/shareholders grievances;
- Approve transfer and transmission of shares;
- Issue of duplicate share certificates;
- Approving of split and consolidation requests;
- Review of shares dematerialized;
- Oversee the performance of the Company's Registrars and Share Transfer Agents;
- All other matters related to shares.

The Committee meetings are held as and when required. Four (4) meetings of the Committee were held during the year.

Details of investor complaints received and redressed during the year 2015-16 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	5	5	0

Name, designation and address of the Compliance Officer :

Mr. Kamlesh Kumar Mundra Company Secretary #
Orient Abrasives Limited, G.I.D.C, Porbandar, Gujarat
resigned w.e.f 30/04/2016
Telephone : +91 11 26425446/7
Fax : +91 11 26443859
e-mail : investor@oalmail.co.in

Corporate Social Responsibility (CSR) Committee was constituted by Board in accordance with the Act to :

Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act; Recommend the amount of expenditure to be incurred on the activities referred to in the above point; and Monitor the Corporate Social Responsibility Policy of the Company from time to time. The CSR Policy is uploaded on the Company's website as required under the provisions of Section 135 of the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR committee comprises of 3 Members out of which 1 is an Independent Director and 1 Whole-time Director. During the year under review, Two (2) meetings of the Committee were held on 6th August, 2015 and 10th February, 2016. The composition of the CSR Committee and attendance at its meeting is given hereunder:

Name	Category	Number of Meeting during the year 2015-2016	
		Held	Attended
Mr. Pundarik Sanyal	Chairman, Independent Director	2	2
Mr. Hemul Shah	Member, Non-Executive	2	2
Mr. R S Bajoria ¹	Independent, Non-Executive	2	0
Mr. Mihir Devani	Member, Whole Time Director	2	1

1. Mr. R.S. Bajoria ceases as Director, hence member w.e.f 7th October, 2015.

Risk Management Committee is constituted and functions as per Regulation 21 of the SEBI Listing Regulations. The Audit Committee is mandated to take the control of all the risks and comprises of Mr. Pundarik Sanyal – Chairman, Mr. Hemul Shah-Director as Member and Mrs. Sangeeta Bohra, Director as Member, the Audit committee reviews the key risks, mitigation plans and progress of the risk management process at periodic intervals.

This Risk Management framework enables identification and evaluation of business risks and opportunities, seeks to create transparency, minimize adverse impact on business objectives and enhance the Company's competitive advantage. It also describes the risk management approach across the enterprise at various levels.

Major risks identified by business and functions are systematically addressed through mitigation actions on a periodic basis. Existing control measures are evaluated against the relevant Key Performance Indicators.

The Company has laid down procedures to inform the Audit Committee as well as the Board about risk assessment and management procedures and status. These procedures are periodically reviewed to ensure that the executive management monitors and controls risks. The Internal Audit Department is responsible for coordinating with the various heads of Departments with respect to risk identification, assessment, analysis and mitigation. The major risks forming part of the Enterprise Risk Management process are linked to the audit universe and are also covered as part of the annual risk based audit plan.

CODE OF CONDUCT: Code of Conduct is applicable to all Whole-time Directors and employees of the Company, the Board has also adopted a Code of Conduct for Non-Executive Directors and Independent Directors. Pursuant to Regulation 26(5) of the SEBI Listing Regulations, all members of senior management have confirmed that there are no material, financial and commercial transactions wherein they have a personal interest that may have a potential conflict with the interest of the Company at large. Pursuant to Regulation 26(3) of the SEBI Listing Regulations, all the Board members and senior management of the Company as on March 31, 2016 have affirmed compliance with their respective Codes of Conduct. A Declaration to this effect, duly signed by the CEO and Wholetime Director is annexed hereto.

6. GENERAL BODY MEETING

(i) Annual General Meeting

Details	Date	Time	Venue	Special Resolution
42nd Annual General Meeting	July 18, 2013	11.00 A.M.	Hindi Bhawan 11, Vishnu Digambar Marg (Near Bal Bhawan) New Delhi - 110 002	None
43rd Annual General Meeting	September 24, 2014		Sun Village Inn, A-14, Ring Road, Lajpat Nagar-IV, New Delhi- 110 024	1. Approving the Borrowing limit of Rs. 300 crores. 2. Approval of mortgage of assets of the company
44th Annual General Meeting	September 29, 2015	12.30 P.M.	Sun Village Inn, A-14, Ring Road, Lajpat Nagar-IV, New Delhi- 110 024	1. To replace the articles of association as per Companies Act, 2013. 2. To ratify and approve related party transactions entered with Orient Refractories Ltd. 3. To ratify and approve related party transactions entered with Bombay Minerals Ltd. 4. To ratify, confirm and approve the remuneration of Mr. P.P. Khanna Executive Director during the period from 02 nd May 2015 to 15 th July, 2015, who has resigned w.e.f 15 th July, 2015. 5.. To appoint Mr. Mihir H Devani as Whole time Director for a period of 3 years w.e.f. 6/08/2015 to 5/08/2018.

All resolutions moved at the last AGM were passed by means of electronic and physical voting, by the requisite majority of members attending the meeting. None of the businesses proposed to be transacted at the ensuing AGM require the passing of a special resolution by way of postal ballot. There was a resolution passed by Postal Ballot during the year under review, for shifting of registered office of the Company from NCT of Delhi to Gujarat.

7. MEANS OF COMMUNICATION OF FINANCIAL STATEMENTS ETC., NEWSPAPERS WHERE PUBLISHED

- Quarterly Financial statements were earlier published in "Business Standard". Due to the shifting of the registered office to Gujarat, they are now published in 'Gujarat Samachar' and 'Business Standard'.
- The results are made available to individual members through e-mail/courier/fax on specific requests.
- The results are also sent to the institutional investors/financial analysts on request.
- The financial results from the quarter ended 30th June, 2005 onwards are also available on the Company's website – www.orientabrasives.com
- The Company does not send half year financial reports to the members individually.
- Management Discussion and Analysis Report forms an integral part of the Directors' Report.

The Annual Report, Quarterly Results, Shareholding Pattern, Press Releases, Intimation of Board Meetings and other relevant information of the Company are posted through BSE Corporate Compliance & Listing Centre and the NSE Electronic Application Processing System (NEAPS) portals for investor information.

8. CEO/CFO

Mr. Mihir Devani Whole Time Director and CEO and Mr. Hari Swaroop Goyal General Manager (Finance & Accounts), have given the certificate on the integrity of the financial statements and other matters of the Company for the financial year ended March 31, 2016 was placed before the Board at its meeting held on 26th May, 2016.

9. GENERAL SHAREHOLDER INFORMATION
Annual General Meeting

Date	:	28 th September 2016
Time	:	10:00 A.M.
Venue	:	Hotel Lords Eco Inn Porbandar (A Unit of Delite Enterprises), Near Circuit House, Chaupati, Porbandar – 360575

Financial Calendar

Financial Year	:	March 31
AGM in	:	September

Quarterly Results

1 st quarter ended on June 30, 2016	:	on or before August 15, 2016
2 nd quarter ended on September 30, 2016	:	on or before November 15, 2016
3 rd quarter ended on December 31, 2016	:	on or before February 15, 2017
4 th quarter ended on March 31, 2017	:	on or before May 15, 2017

Date of Book Closure/Record Date	:	from Tuesday, 20 th September 2016 to Wednesday, 28 th September 2016 (both days inclusive)
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Dividend Payment Date	:	The final dividend, if declared, shall be paid/ credited by 27 th October, 2016.
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Listing on Stock Exchanges	:	National Stock Exchange of India Limited (NSE) Exchange Plaza, C-1, Block G, Bandra Kurla Complex Bandra (East), Mumbai 400 051
	:	Bombay Stock Exchange Limited (BSE) 25 th Floor, P. J. Towers, Dalal Street, Mumbai 400 001

Stock Codes/Symbol

National Stock Exchange of India Limited	:	ORIENTABRA
Bombay Stock Exchange Limited	:	504879

Listing Fees as applicable have been paid.

**Corporate Identification Number (CIN)
of the Company**

: L24299GJ1971PLC093248

Market Price Data:

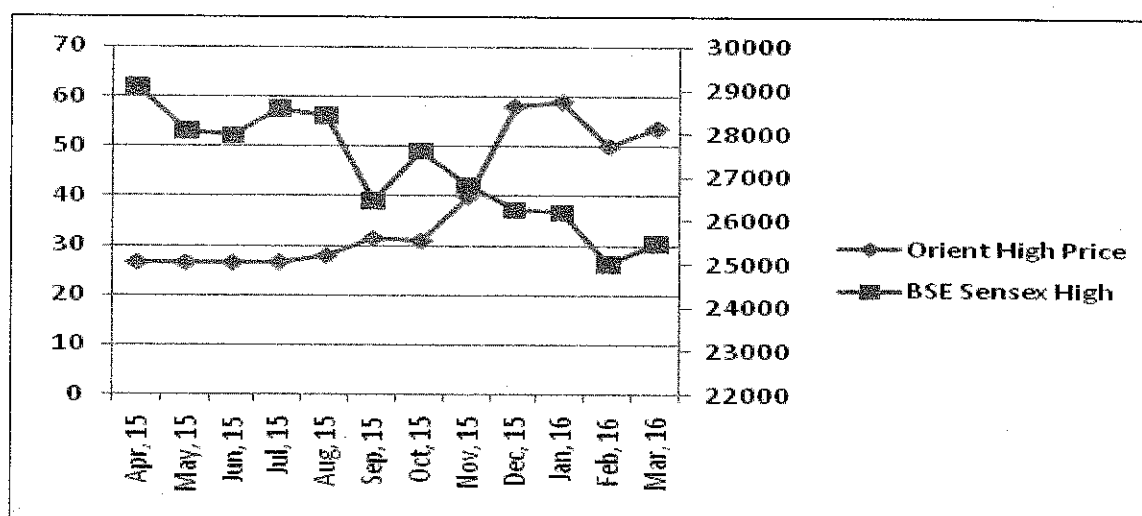
Monthly High, Low, volume and turnover during each month of the last financial year 2015-16.

Bombay Stock Exchange (data from www.bseindia.com)

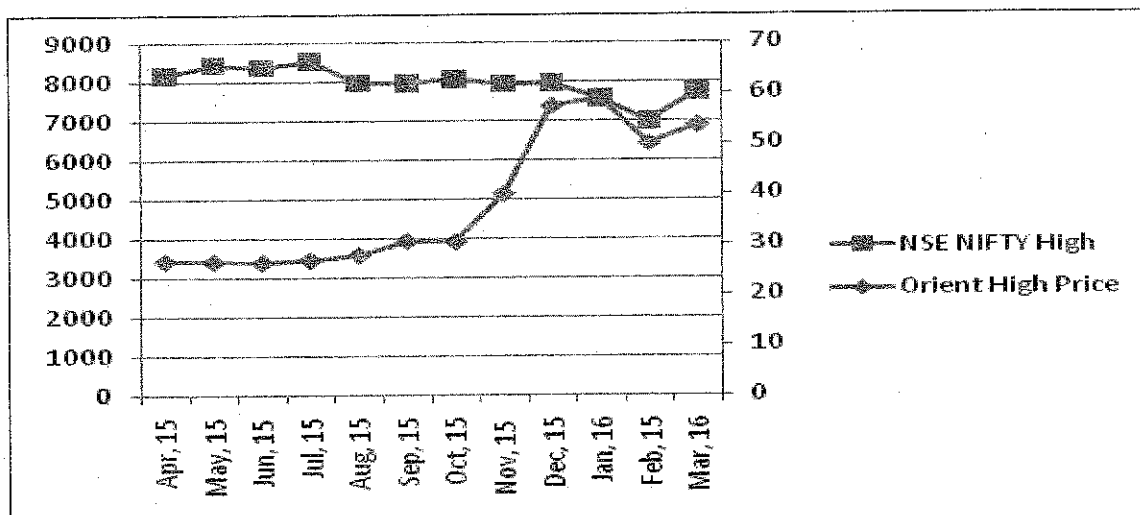
Month	High (₹)	Low (₹)	Volume	Turnover (₹ in Lacs)
Apr-2015	26.55	23.25	1417	82.70
May-2015	26.50	24.00	1407	154.17
Jun-2015	26.50	24.35	2860	370.05
Jul-2015	26.60	25.90	1874	427.55
Aug-2015	27.90	25.20	3832	1477.00
Sep-2015	31.40	22.60	3496	245.22
Oct-2015	30.90	26.85	1133	79.41
Nov-2015	39.90	27.50	12170	759.33
Dec-2015	58.00	35.40	13368	962.65
Jan-2016	58.90	38.85	12205	605.82
Feb-2016	50.00	39.00	4547	187.93
Mar-2016	53.55	40.50	3590	202.69

National Stock Exchange (data from www.nseindia.com)

Month	High (₹)	Low (₹)	Volume	Turnover (₹ in Lacs)
Apr-2015	26.70	23.20	763151	188.63
May-2015	26.60	24.05	1005697	254.93
Jun-2015	26.40	24.40	2909942	744.12
Jul-2015	26.90	25.90	5451935	1436.99
Aug-2015	27.85	26.50	8226237	2256.15
Sep-2015	30.65	22.30	1845516	516.27
Oct-2015	30.45	26.75	396877	114.14
Nov-2015	39.90	27.90	3131074	1057.47
Dec-2015	57.30	35.25	3297187	1602.73
Jan-2016	58.80	56.25	2048854	1040.33
Feb-2016	49.90	42.50	937480	412.97
Mar-2016	53.50	39.15	2233111	1112.19

Performance of the share price of the Company in comparison to the BSE Sensex:


Performance of the share price of the Company in comparison to the NSE Nifty:



Registrar & Share Transfer Agents

Name and Address : Skyline Financial Services Private Limited
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I,
New Delhi - 110 020

Telephone : +91 11-26812682, 83, 30857575 (10 Lines)

Fax : +91 11-30857562

E-mail : admin@skylinerta.com,
grievances@skylinerta.com

Website : www.skylinerta.com

Share Transfer System

Transfer of these shares is done through the depositories with no involvement of the Company. Transfer of shares in physical form is normally processed within ten to twelve days from the date of receipt, if the documents are complete in all respects. The senior executives and the company secretary are severally empowered to approve transfers.

Shareholding as on March 31, 2016:

Distribution of equity shareholding as on March 31, 2016

Number of shares	Shareholders number	% age of total number	Shares			Total Shares	% age
			Physical	NSDL	CDSL		
1 - 5000	11119	94.3728	1740748	5314820	1999976	9055544	7.5690
5001 - 10000	365	3.0979	394000	1729646	636712	2760358	2.3072
10001 - 20000	178	1.5108	235000	1830330	536504	2601834	2.1747
20001 - 30000	30	0.2546	24000	471763	284114	779877	0.6519
30001 - 40000	29	0.2461	36000	895654	74000	1005654	0.8406
40001 - 50000	8	0.0679	0	338773	42381	381154	0.3186
50001 - 100000	27	0.2292	199520	1321977	373045	1894542	1.5835
100001 - Above	26	0.2207	0	95386324	5773913	101160237	84.5544
GRAND TOTAL	11782	100.00%	2629268	107289287	9720645	119639200	100.00%

Categories of equity shareholders as on March 31, 2016

	Category	Number of shares held	Percentage of holding
A.	Promoter and Promoter Group		
	- Individual/HUF	2,78,315	0.24
	- Bodies Corporate	7,51,72,447	62.83
	Total (A)	7,54,50,762	63.07
B.	Public Shareholding		
	- Mutual Funds/UTI		
	- Financial Institutions/Banks	15,517	0.01
	- FIIs		
	- Bodies Corporate		
	- Individuals		
	(a) Nominal share capital up to ₹ 2 Lakhs	1,85,53,689	15.51
	(b) Nominal share capital in excess of ₹ 2 Lakhs	67,48,624	5.64
	- Any Other		
	(a) NRI		
	(b) HUF/AOPs		
	(c) Clearing Members		
	(d) Trancass Vyapaar Pvt. Ltd.	46,65,000	3.90
	(e) Orient Abrasives Ltd. Unclaimed Shares Demat Suspense Account	30,22,660	2.53
	(f) New Leaina Investments Limited	43,33,158	3.62
	(g) LGO Global Opportunities Limited	14,45,852	1.21
	(h) LTS Investment Fund Ltd.	32,64,273	2.73
	(i) Others	21,39,665	1.78
	Total (B)	4,41,88,438	36.93
	GRAND TOTAL (A + B)	11,96,39,200	100.00

Dematerialisation of shares and liquidity

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity shares of the Company representing 97.71% of the Company's equity share capital are dematerialized as on March 31, 2016.

The Company's equity shares are regularly traded on the National Stock Exchange of India Limited and BSE Limited, in dematerialized form.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is **INE569C01020**.

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence as on March 31, 2016, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

Transfer of Unpaid/Unclaimed amounts to Investor Education and Protection Fund

Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/unpaid dividend pertaining to the Company remaining unpaid or unclaimed for period of seven years from the date they became due for payment, have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against IEPF or Company for the amounts so transferred nor shall any payment be made in respect of such claims. Members who have not yet encashed their dividend warrant(s) for the financial years 2008-09 and onwards, are requested to make their claims without any delay to the Company's Registrar and Transfer Agent, Skyline Financial Services Private Limited.

The following table gives information relating to outstanding dividend accounts and the dates by which they can be claimed by the shareholders :

Financial Year	Date of Declaration	Due Date of Transfer to IEPF
2008-09	August 03, 2009	September 09, 2016
2009-10	August 05, 2010	September 10, 2017
2010-11	March 09, 2011	April 14, 2018
2011-12	September 24, 2012	October 31, 2019
2012-13	July 18, 2013	August 24, 2020
2013-14	September 24, 2014	October 31, 2021
2014-15	September 29, 2015	November 4, 2022

Unclaimed Suspense Demat Account

In accordance with Listing Agreement, an Unclaimed Suspense Demat Account has been opened with Stock Holding Corporation of India Limited and all equity shares in physical form lying unclaimed pursuant to Public/Rights/Bonus issued by the Company have been dematerialized and credited to said Demat Account. Whenever any request for said unclaimed shares is received, equity shares either in electronic or physical forms is issued to the claimant concerned after debiting said Demat Account.

Particulars	No. of Shareholders	No. of Shares
Aggregate number of Shareholders and the outstanding Shares credited to Unclaimed Suspense Demat Account during the Financial Year	0	0
Number of Shareholders who approached issuer for transfer of Shares from Suspense Account during the financial year	20	42500
Number of Shareholders to whom Shares were transferred from Suspense Account during the financial year	20	42500
Aggregate number of Shareholders and the outstanding Shares in the Suspense Account lying at the end of the financial year	1483	3022160

Plant Location:

Abrasive Grains & Power Division : GIDC Industrial Area
Porbandar
Gujarat – 360 577

Address for correspondence:

Orient Abrasives Limited
GIDC, Porbandar, Gujarat
Telephone : 0286 - 2221788-9
Fax : 0286 - 2222719
e-mail : investor@oalmail.co.in
website : www.orientabrasives.com

10. DISCLOSURES

All the transactions with related parties were in the ordinary course of business and on arms' length basis. In terms of applicable Clauses of Listing Agreement the Company started obtaining prior approval of the audit committee for entering into any transaction with related parties. The audit committee granted omnibus approval for certain transactions to be entered into with the related parties, during the year.

There are no related party transactions entered into by the Company with its Promoters, Directors or Management, their subsidiaries or relatives etc. which had potential conflict with the interest of the Company at large. The register of contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval. Transactions with the related parties are disclosed in Note 26 to the financial statements in the Annual Report.

A firm of qualified Practicing Company Secretaries carried out a Share Capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The said report confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Pursuant to Regulation 61(4) read together with Regulation 40(9) of the SEBI Listing Regulations, a Company Secretary-in Practice certificate is filed with the stock exchanges within one month from the end of each half of the financial year, certifying that all certificates are issued within thirty days of the date of lodgment for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/ allotment monies.

The Company has complied with various rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India or any other statutory authority relating to the capital markets during the last 3 years. No penalties or strictures have been imposed by them on the Company.

Vigil Mechanism

Pursuant to the Section 177 (9) of the Companies Act 2013, every listed company shall establish a vigil mechanism for their directors and employees to report their genuine concerns. Apart from the Vigil Mechanism listed company has to establish / update its whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

Accordingly company has established VIGIL MECHANISM / WHISTLE BLOWER POLICY that has approved by the Board of Directors wide their meeting held on 6 August 2014.

A vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism via Vigilance Office and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The detailed process is described in the policy itself that is hosted and available at the company website as well as at the registered office of the company.

ANNEXURE-H

DECLARATION BY CEO UNDER REGULATION 26(3) READ WITH PARA D OF SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT

Pursuant to Regulation 26(3) read with Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management personnel of the Company have affirmed compliance to their respective Codes of Conduct, as applicable to them for the Financial Year ended March 31, 2016.

For Orient Abrasives Limited

Sd/-

Mihir H. Devani

Whole Time Director & CEO

(DIN-07238089)

Place: Mumbai

Date: 09.08.2016

ANNEXURE - I**PRACTISING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE TO THE MEMBERS OF ORIENT ABRASIVES LIMITED**

We have examined the compliance of the conditions of Corporate Governance by Orient Abrasives Limited ('the Company') for the year ended on March 31, 2016, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges ("Listing Agreement") for the period April 1, 2015 to November 30, 2015 and Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D & E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") for the period December 1, 2015 to March 31, 2016. The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement and the SEBI Listing Regulations applicable for the respective periods as mentioned above. We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Jatin Gupta & Associates
Company Secretaries

Place : New Delhi
Date : July 28, 2016

Sd/-
Jatin Gupta
FCS 5651, CP 5236

ANNEXURE-J**CEO/CFO CERTIFICATION**

We, Mihir Devani, Whole Time Director & CEO and Hari Swaroop Goyal, General Manager (Finance & Accounts) of Orient Abrasives Limited, hereby certify that:

- A. We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge or belief, no transactions entered into by the Company during the year which are fraudulent, illegal and violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operations of such internal controls, if any, of which we are aware and steps have been taken or is proposed to be taken to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
- (1) That there are no significant changes in the internal control over financial reporting during the year.
 - (2) That there are no significant changes in the accounting policies during the year.
 - (3) That we are not aware of instances of any significant fraud with involvement therein of the management or any employee having any significant role in the Company's internal control system over financial reporting.

For Orient Abrasives Limited

Sd/-
Mihir Devani
Whole Time Director & CEO

Sd/-
Hari Swaroop Goyal
General Manager
(Finance & Accounts)

Place: Mumbai
Date : 09.08.2016

INDEPENDENT AUDITOR'S REPORT

To the Members of Orient Abrasives Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Orient Abrasives Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2016, its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 38 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For **S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

Sd/-

per Arpit K Patel

Partner

Membership Number: 34032

Place of Signature: Ahmedabad

Date: May 26, 2016

ANNEXURE REFERRED TO IN PARAGRAPH ON REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS OF OUR REPORT OF EVEN DATE

Re: Orient Abrasives Limited ("the Company")

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to information and explanations given by the management, the title deeds of immovable properties are held in the name of the company.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification. Inventories lying with third parties have been confirmed by them as at March 31, 2016 and no material discrepancies were noticed in respect of such confirmations.
- (iii) (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits from the public.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of aluminium oxide grains, calcined products and monolithics, and generation of power, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it have been regularly deposited with the appropriate authorities though the delays in deposit of income tax, provident fund and service tax have not been serious.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, service tax, duty of custom, value added tax and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (in ₹ lacs)	Forum where dispute is pending
Customs Act, 1962	Differential custom duty on account of misclassification on import of coal.	37.68	Commissioner of Customs (Appeals)
Customs Act, 1962	Differential custom duty on account of misclassification on import of coal.	16.83	Commissioner of Customs (Appeals)
Customs Act, 1962	Redemption fine in lieu of confiscation u/s 125 of the Act	1.59	Additional Commissioner of Customs
Gujarat Value Added Tax Act, 2003	Demand against non-submission of C-Form	22.01	Commissioner Appeals, Junagadh
Income Tax Act, 1961	Penalty proceedings for error made in the return filed by the Company for the assessment year 2006-07	10.64	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Disallowance of various expenses/deductions (under section 80IA) claimed by the Company for the year 2008-09 alongwith the penalty proceedings of the same	367.12	Commissioner of Income Tax (Appeal)

Income Tax Act, 1961	Penalty proceedings for error made in the return filed by the Company for the assessment year 2009-10	36.85	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Disallowance of various expenses/deductions (under section 80IA) claimed by the Company for the year 2010-11	133.17	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Disallowance of various expenses/deductions (under section 80IA) claimed by the Company for the year 2011-12	195.11	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Disallowance of various expenses/deductions (under section 80IA) claimed by the Company for the year 2012-13	49.92	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Disallowance of deductions (under section 80IA) claimed by the Company for the year 2014-15	76.28	Assessing Officer

- (viii) According to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks. The Company did not have any outstanding dues in respect of a financial institution or debentures during the year.
- (ix) According to the information and explanations given by the management, the Company has not raised any money way of initial public offer / further public offer / debt instruments and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the Balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S R B C & CO LLP
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

Sd/-
per Arpit K Patel
Partner
Membership Number: 34032

Place of Signature: Ahmedabad
Date: May 26, 2016

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ORIENT ABRASIVES LIMITED**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

To the Members of Orient Abrasives Limited

We have audited the internal financial controls over financial reporting of Orient Abrasives Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration Number: 324982E/E300003

Sd/-

per Arpit K Patel

Partner

Membership Number: 34032

Place of Signature: Ahmedabad

Date: May 26, 2016

**ORIENT ABRASIVES LIMITED****Balance Sheet
as at March 31, 2016**

(Amount in ₹ Lacs)

	Notes	As at March 31, 2016	As at March 31, 2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	1,196.52	1,196.52
Reserves and Surplus	4	16,337.37	14,336.20
		17,533.89	15,532.72
Non-current Liabilities			
Long-term borrowings	5	—	—
Deferred tax liability (net)	6	1,196.51	922.20
Long-term provisions	10	141.83	136.95
Other long-term liabilities	7	16.09	22.67
		1,354.43	1,081.82
Current Liabilities			
Short-term borrowings	8	3,621.92	2,557.67
Trade payables			
- Total outstanding dues of Micro and Small Enterprises		—	—
- Total outstanding dues of creditor other than Micro and Small Enterprises	9	3,898.84	2,164.86
Other current liabilities	9	510.53	876.09
Short-term provisions	10	597.97	390.12
		8,629.26	5,988.74
Total		27,517.58	22,603.28
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	11	9,501.64	10,097.68
Capital work-in-progress		548.52	123.51
Intangible assets under development		51.90	—
Loans and advances	12	553.70	1,138.91
Other non current assets	13	197.83	134.86
		10,853.59	11,494.96
Current Assets			
Inventories	14	7,114.85	6,673.07
Trade receivables	15	8,085.46	3,516.14
Cash and bank balances	16	311.30	153.11
Loans and advances	12	1,057.20	642.47
Other current assets	13	95.18	123.53
		16,663.99	11,108.32
Total		27,517.58	22,603.28

Summary of significant accounting policies

2.1

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For S R B C & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 324982E/E300003

Sd/-

per Arpit K Patel**Partner**

Membership No. 34032

Place : Ahmedabad

Date : May 26, 2016

For and on behalf of the Board of Directors of
Orient Abrasives Limited

Sd/-

Mihir Devani

Whole Time Director

DIN : 07238089

Place : Mumbai

Date : May 26, 2016

Sd/-

Hemul Shah

Director

DIN : 00058558

Sd/-

Hari Swaroop Goyal

GM Accounts & Finance

**Statement of Profit and Loss
for the year ended March 31, 2016**
(Amount in ₹ Lacs)

	Notes	For the year ended March 31, 2016	For the year ended March 31, 2015
INCOME			
Revenue from operations (gross)	17	31,131.15	20,427.24
Less : Excise duty		2,501.38	2,136.48
Revenue from operations (net)		28,629.77	18,290.76
Other Income	18	205.64	90.27
Total (I)		28,835.41	18,381.03
EXPENSES			
Cost of materials consumed	19	6,768.72	5,659.77
Purchase of trading materials		474.47	—
(Increase) in inventories	20	(354.70)	(893.55)
Employee benefits expenses	21	2,223.20	1,897.46
Depreciation and amortization expense	11	896.22	1,059.07
Other expenses	22	14,779.41	8,668.67
Finance costs	23	340.45	275.71
Total (II)		25,127.77	16,667.13
PROFIT BEFORE TAX (I-II)		3,707.64	1,713.90
TAX EXPENSE			
Current tax (Refer Note 40)		803.00	577.45
Tax relating to earlier years, charge / (written back)		269.18	(44.45)
Deferred tax charge / (credit)		274.30	(50.02)
Total tax expense		1,346.48	482.98
PROFIT FOR THE YEAR		2,361.16	1,230.92
EARNINGS PER EQUITY SHARE			
[Nominal value of share Re. 1 (Previous year Re. 1)]			
Basic and diluted (₹)	24	1.97	1.03
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For S R B C & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 324982E/E300003

Sd/-

per Arpit K Patel
Partner

Membership No. 34032

Place : Ahmedabad

Date : May 26, 2016

For and on behalf of the Board of Directors of
Orient Abrasives Limited

Sd/-

Mihir Devani

Whole Time Director

DIN : 07238089

Place : Mumbai

Date : May 26, 2016

Sd/-

Hemul Shah

Director

DIN : 00058558

Sd/-

Hari Swaroop Goyal

GM Accounts & Finance

**Cash Flow Statement
for the year ended March 31, 2016**
(Amount in ₹ Lacs)

PARTICULARS	For the year ended March 31, 2016	For the year ended March 31, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax	3,707.64	1,713.90
Adjustments for:		
Depreciation and amortisation	896.22	1,059.07
Loss on sale of fixed assets	25.57	4.39
Interest income	(122.61)	(14.90)
Interest expense	310.98	246.77
Liabilities/ provisions no longer required, written back	(79.36)	(65.36)
Provision for doubtful debts	59.09	7.77
Provision for litigation	—	37.68
Unrealised foreign exchange loss (net)	12.58	0.11
Operating profit before working capital changes	4,810.11	2,989.43
Movements in working capital :		
(Increase) / decrease in loans and advances and other current assets	(511.74)	35.25
Increase in trade payables, other current liabilities and provisions	1,885.81	1,096.00
(Increase) in inventories	(441.78)	(1,592.01)
(Increase) in trade receivables	(4,640.98)	(708.50)
Cash generated from operations	1,101.42	1,820.17
Direct taxes paid (net of refunds)	(215.19)	(670.89)
Amount spent towards Corporate Social Responsibility	—	(14.96)
Net cash generated from operating activities	886.22	1,134.32
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of fixed assets (including capital work-in-progress and capital advances)	(1,002.06)	(932.38)
Proceed from sale of fixed assets	28.32	9.37
Interest received	118.67	15.39
Deposits made during the year (with maturity more than three months)	(40.74)	(52.87)
Net cash used in investing activities	(895.81)	(960.49)
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of term loans*	(231.00)	(462.00)
Proceeds of working capital loan (net)	1,320.96	1,025.33
Proceeds from short term borrowings	311.66	2,245.69
Repayment from short term borrowings	(568.37)	(2,468.80)
Dividends paid (including dividend tax)	(363.28)	(283.34)
Interest paid	(324.20)	(244.50)
Net cash used in financing activities	145.77	(187.62)
Net increase/ (decrease) in cash and cash equivalents (A + B + C)	136.19	(13.79)
Cash and cash equivalents at the beginning of the year	153.11	166.90
Cash and cash equivalents at the end of the year	289.30	153.11

(Amount in ₹ Lacs)

PARTICULARS	For the year ended March 31, 2016	For the year ended March 31, 2015
Component of cash and cash equivalents:		
Cash in hand	6.97	4.27
With banks		
- On current accounts	166.20	29.41
- On Current accounts (Earmarked for unpaid dividend) **	116.13	119.43
Cash and cash equivalents at the end of the year (Refer Note 16)	289.30	153.11

Summary of significant accounting policies 2.1

- * Term loans repayment are net of realisations from option contract taken for hedging foreign currency exchange rate risk against such loans.
- ** These balances are not available for use by the Company as they represent corresponding unpaid dividend liabilities.

Notes:

- a) The cash flow statement has been prepared under "Indirect method" as set out in Accounting Standard - 3 on Cash Flow Statement.
- b) Cash outflows have been shown in brackets.

As per our report of even date
For S R B C & Co. LLP
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

Sd/-
per Arpit K Patel
Partner
Membership No. 34032

Place : Ahmedabad
Date : May 26, 2016

For and on behalf of the Board of Directors of
Orient Abrasives Limited

Sd/-
Mihir Devani
Whole Time Director
DIN : 07238089

Place : Mumbai
Date : May 26, 2016

Sd/-
Hemul Shah
Director
DIN : 00058558

Sd/-
Hari Swaroop Goyal
GM Accounts & Finance

Notes to financial statements for the year ended March 31, 2016**Significant accounting policies and notes to accounts to the financial statements for the year ended March 31, 2016****1. Corporate information**

Orient Abrasives Limited ('The Company') is engaged in the production and selling of Alumina Refractories and Monolithics products, Mining of bauxite ores and generation of power (including windmill facilities). The Company's manufacturing facilities are located at Porbandar (Gujarat) along with thermal power generation; bauxite mines located at various sites in Gujarat and windmill facilities in the state of Rajasthan and Karnataka.

2. Basis of preparation

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

2.1 Summary of significant accounting policies**a. Change in accounting policy**

The company has adopted component accounting as required under Schedule II to the Companies Act, 2013, from 1 April 2015. The company was previously not identifying components of tangible assets separately for depreciation purposes; rather, a single useful life/ depreciation rate was used to depreciate each item of tangible assets.

Due to application of Schedule II to the Companies Act, 2013, the company has changed the manner of depreciation for its tangible assets. Now, the company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset. These components are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset. The company has used transitional provisions of Schedule II to adjust the impact of component accounting arising on its first application. If a component has zero remaining useful life on the date of component accounting becoming effective, i.e., 1 April 2015, its carrying amount, after retaining any residual value, is charged to the statement of profit and loss. The carrying amount of other components, i.e., components whose remaining useful life is not nil on 1 April 2015, is depreciated over their remaining useful lives.

Had the company continued to use the earlier policy of depreciating tangible assets, depreciation for the current period would have been lower by ₹ 47.64 lacs. Profit and value of the tangible assets for the current period would correspondingly have been higher by ₹ 47.64 lacs (net of tax impact of ₹ 38.11 lacs).

b. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

c. Tangible Fixed Assets

Fixed Assets including capital work in progress are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs if capitalization criteria are met, directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Subsequent expenditure related to an item of fixed assets is added to its book value if it increases the future economic benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on existing fixed asset, including day to day repairs and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Items of stores and spares that meet the definition of fixed asset are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.

The company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Gains or losses arising from derecognition/sale proceeds of fixed assets are measured as the difference between net disposal proceed and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognised.

d. Depreciation on Tangible Fixed Asset

Leasehold land is amortized on a straight line basis over the period of lease.

Depreciation on fixed asset is calculated on a straight-line basis using the rates arrived at, based on the useful lives as prescribed under Part C of Schedule II of the Companies Act, 2013, which coincides with management's estimate of useful life, on all assets except for certain category of plant & machineries such as Thermal Power Plant and Windmills, which are depreciated based on management's estimate of the useful life of 25 years.

The identified components of fixed assets are depreciated separately over their useful lives; the remaining components are depreciated over the life of the principal asset.

For the assets added during the financial year under review, depreciation is charged on pro-rata basis from the date of commissioning. The residual value, useful life and method of depreciation of fixed asset are reviewed at each year end and adjusted prospectively, if appropriate.

e. Intangible Asset

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets carried at cost less accumulated amortisation and accumulated impairment losses, if any.

As at year end, intangible assets in the nature of software applications is under development.

f. Impairment

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

After impairment depreciation is provided on the reviewed carrying amount of the asset over its remaining useful life.

g. Leases

Where the Company is lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of Profit and Loss on a straight-line basis over the lease term.

h. Government grants and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that (i) the company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognized as income on a systematic basis in the statement of profit and loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognized as deferred income and released to income in equal amounts over the expected useful life of the related asset. Where the company receives non-monetary grants, the asset is accounted for on the basis of its acquisition cost. In case a non-monetary asset is given free of cost, it is recognized at a nominal value. Government grants of the nature of promoters' contribution are credited to capital reserve and treated as a part of the shareholders' funds

i. Inventories

Inventories are valued as follows:

Raw materials, stores and spares	Lower of cost and net realizable value. Materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on weighted average basis.
Work-in-progress and finished goods	Lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty, wherever applicable. Cost is determined on a weighted average basis.
Bauxite Ores	Lower of cost and net realizable value. Cost includes excavation cost and other direct costs to bring the inventory to present location and condition. Cost is determined on a weighted average basis.
Waste	Net realizable value

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

j. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized.

(i) Sale of goods

Revenue from sale of goods / bauxite ore is recognized when all the significant risks and rewards of ownership of the goods / bauxite ore have been passed to the buyer, usually on delivery of the good / bauxite ore. The Company collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

(ii) Power generation income

Revenue from sale of power is recognized on accrual basis in accordance with the provisions of the agreements with the respective state governments/organization.

(iii) Interest

Revenue is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Interest income is included under the head 'other income' in the statement of profit & loss.

k. Borrowing Cost

Borrowing costs include interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

l. Foreign currency transactions**(i) Initial Recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are retranslated using the exchange rate prevailing at the reporting date. Non-monetary items which are measured in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

(iv) Forward exchange contracts entered into to hedge foreign currency risk of an asset / liability

The premium or discount arising at the inception of forward exchange contracts is amortized and recognised as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for that year.

m. Derivative Instruments

The Company uses derivative contracts such as Option Contracts to hedge foreign currency borrowings. The outstanding derivative contracts at the balance sheet date are valued by marking them to market and losses, if any, are recognised in the Statement of Profit and Loss.

The option premium payable is recognised on an accrual basis during the tenure of the borrowing.

n. Retirement and other employee benefits

(i) Retirement benefits in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre payment will lead to, for example, a reduction in future payment or a cash refund.

- (ii) Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit (PUC) method made at the end of each financial year. The Company has taken an insurance policy under the Group Gratuity Scheme with the Life Insurance Corporation of India (LIC) to cover the gratuity liability of the employees and amount paid/payable in respect of the present value of liability for the past services is charged to statement of profit and loss account every year. The difference, if any, between the actuarial valuation of the gratuity of the employee at the year end and the balances of the fund of LIC is provided for as liability in the books. Actuarial Gain/losses are immediately taken to the statement of profit and loss and are not deferred.
- (iii) Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short term employee benefits. The Company measures the expected cost of such absence as the additional amount that is expected to pay as a result of the unused estimate that has accumulated at the reporting date. The company treats accumulated leave expected to be carried forward beyond twelve months as long term compensated absences which are provided for based on actuarial valuation as at the end of the period. The actuarial valuation is done as per projected unit credit method.
- (iv) The company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. The company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.
- (v) Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

o. Income taxes

Tax expense comprises of current and deferred taxes. Current income tax is measured at the amount expected to be paid to the income tax authorities in accordance with Income Tax Act, 1961 enacted in India. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. If the Company has unabsorbed depreciation or carry forward tax losses, entire deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realized against future taxable profits.

The Company is entitled to a tax holiday under the Income-tax Act, 1961 in respect of certain income, no deferred tax (asset or liability) is recognized in respect of timing differences which reverse during the tax holiday period, to the extent the Company's gross total income is subject to the deduction during the tax holiday period. Deferred tax in respect of timing differences which reverse after the tax holiday period is recognized in the year in which the timing differences originate. For recognition of deferred taxes, the timing differences which originate first are considered to reverse first.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Minimum Alternate Tax (MAT) paid during a year is charged to the statement of profit and loss as current tax. MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period i.e. for the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.

p. Segment Reporting Policies

Identification of segments :

Business Segment :

The Company's operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

Intersegment Transfers :

The Company generally accounts for intersegment sales and transfers as if the sales or transfers were to third parties at current market prices.

Allocation of common costs :

Common allocable costs are allocated to each segment according to the relative contribution of each segment to the total common costs.

Segment Policies :

The Company prepares segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

q. Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

r. Provisions

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the reporting date. These are reviewed at each reporting date and adjusted to reflect the current best estimates.

s. Cash and Cash equivalent

Cash and cash equivalents comprise cash at bank, cash/cheques in hand and short-term investments with an original maturity of three months or less for the purposes of cash-flow statement

t. Contingent liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Notes to financial statements for the year ended March 31, 2016
(Amount in ₹ Lacs)

	As At March 31, 2016	As At March 31, 2015
3. Share Capital		
Authorised shares		
12,00,00,000 (Previous year 12,00,00,000) Equity Shares of ₹ 1/- each	1,200.00	1,200.00
4,00,000 (Previous year 4,00,000) - 6% Redeemable cumulative preference shares of ₹ 100/- each	400.00	400.00
	1,600.00	1,600.00
Issued and subscribed shares		
11,96,59,200 (Previous year 11,96,59,200) Equity Shares of ₹ 1/- each	1,196.59	1,196.59
Paid up shares		
11,96,39,200 (Previous year 11,96,39,200) Equity Shares of ₹ 1/- each	1,196.39	1,196.39
Add: Shares forfeited (amount paid up)	0.13	0.13
Total issued, subscribed and paid-up share capital	1,196.52	1,196.52

a. Reconciliation of the equity shares outstanding at the beginning and at the end of reporting period

At the beginning of the year (excluding forfeited shares)		
11,96,39,200 (Previous year 11,96,39,200) Equity Shares of ₹ 1/- each	1,196.39	1,196.39
Outstanding at the year end (excluding forfeited shares)		
11,96,39,200 (Previous year 11,96,39,200) Equity Shares of ₹ 1/- each	1,196.39	1,196.39

b. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of ₹ 1.00 per share. The holder of each fully paid equity share is entitled to one vote. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting.

For the current financial year ended March 31, 2016, the amount of per equity share dividend recognized as distributions to equity shareholders is ₹ 0.25 (Previous year ₹ 0.25)

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of shareholders holding more than 5% shares in the company

Name	As at March 31, 2016		As At March 31, 2015	
	No. Lacs	% holding	No. Lacs	% holding
Equity Shares of ₹ 1.00 each fully paid up				
Bombay Minerals Limited	467.83	39.10%	215.35	18.00%
Cura Global holdings Limited	283.89	23.73%	—	—
Mr. S G Rajgarhia	—	—	235.80	19.71%

As per records of the company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

		(Amount in ₹ Lacs)	
		As at March 31, 2016	As at March 31, 2015
4. Reserves and Surplus			
General Reserve			
Balance as per the last financial statements		8,579.44	8,206.57
Add: Amount transferred from surplus balance in the statement of profit and loss		400.00	400.00
Less: Depreciation charge due to useful life estimate change		—	(27.13)
Closing Balance	(A)	8,979.44	8,579.44
Surplus Balance in Statement of Profit and Loss			
Balance as per the last financial statements		5,756.76	5,300.79
Profit for the year		2,361.15	1,230.92
		8,117.92	6,531.71
Less: Appropriations			
Proposed dividend on equity shares ₹ 0.25 (previous year ₹ 0.25)		299.10	299.10
Tax on dividend		60.89	60.89
Transferred to general reserve		400.00	400.00
Amount Spent towards Corporate Social Responsibility		—	14.96
Net Surplus in the statement of profit and loss	(B)	7,357.93	5,756.76
Total reserves and surplus	(A+B)	16,337.37	14,336.20
5. Long-term borrowings			
Term loans (secured)			
Foreign currency loan from banks*		—	312.95
		—	312.95
Less: Current maturity of term loans disclosed under other current liabilities (Refer note 9)		—	312.95
		—	312.95
Total		—	—
The above amount includes:			
Secured Borrowings		—	312.95
Amount disclosed under the head "other current liabilities" (Refer note 9)		—	(312.95)
		—	—
*Foreign currency loan of Nil (Previous year ₹ 312.95 lacs) carried interest @ LIBOR plus 3% p.a., was repayable in 16 quarterly instalments of USD 250,000 each from the date of October 2011. It was exclusively secured on all the wind mills assets of the company. The Company has outstanding option contract against the borrowings & receivables under the option is classified in Note 13.			
6. Deferred tax liability (net)			
DEFERRED TAX LIABILITY			
Fixed assets: Impact of difference between tax depreciation and depreciation charged for the financial reporting		1,292.09	991.81
Gross deferred tax liability	(A)	1,292.09	991.81
DEFERRED TAX ASSETS			
Provision for doubtful debts, advances and recoverables		29.52	8.91
Employee benefit expenditure debited to the statement of profit and loss but allowable for tax purposes on payment basis		66.06	48.91
Provision for litigation		—	11.79
Gross deferred tax asset	(B)	95.58	69.61
Total	(A-B)	1,196.51	922.20

(Amount in ₹ Lacs)

	As at March 31, 2016	As at March 31, 2015
7. Other long-term liabilities		
Interest free deposits		
From staff *	16.09	22.67
Total	16.09	22.67

* Interest free deposits as security from staff against vehicles provided by the Company.

8. Short-terms borrowings		
Working capital loan from bank (secured)*	3,621.92	2,300.96
Other borrowings		
Loan from body corporate (unsecured) repayable on demand, interest 10% p.a.	—	56.71
Loan from directors (unsecured) repayable on demand, interest 10% p.a.	—	200.00
Total	3,621.92	2,557.67

*Working capital loans from bank is secured by first charge on all current and fixed assets of company, both present & future, including stocks of raw materials, stores, spares, stocks in process & finished goods etc. lying in company premises, godowns, elsewhere including those in transit and all present and future book-debts / receivables of the company. These facilities are further secured by equitable mortgage of the following properties:- (i) Industrial Plot in GIDC Industrial Area, Porbandar, Gujarat, Survey No. 1 measuring 200022 square meters; (ii) Immovable property on plot at Choapti Road opposite Lal Bangla, Survey Ward No. 3, Survey No. 3480 and 3481 measuring square yards 712-3-0, Porbandar, Gujarat and (iii) Immovable property Vageswari Plot in Porbandar City bearing City Survey No. 3, Survey No. 1662 measuring square yards 648-8-0. The working capital loan is repayable on demand and carries interest @ 10.55% - 11.10% p.a.

9. Other current liabilities		
Trade payables		
- Total outstanding dues of Micro and Small Enterprises (Refer note 29)	—	—
- Total outstanding dues of creditor other than Micro and Small Enterprises	3,898.84	2,164.86
Other liabilities		
Current maturities of long-term borrowings (Refer note 5)	—	312.95
Capital goods creditors	1.46	40.13
Interest accrued but not due on borrowings	—	13.22
Advance from customers	8.54	18.79
Unpaid dividend	116.13	119.43
Others		
Interest free deposits from staff (Refer Note 7)	3.95	7.09
Statutory dues	133.13	90.70
Other payable	247.32	273.78
Total	510.53	876.09

10. Provisions		
Non-current		
Provision for litigation (Refer Note 38)	37.68	37.68
Provision for gratuity (Refer Note 30)	3.47	—
Provision for leave benefits	85.68	99.27
Provision for cost of mines restoration (Refer Note 38)	15.00	—
Total	141.83	136.95
Current		
Provision for leave benefits	13.49	30.14
Proposed equity dividend	299.10	299.10
Provision for tax on proposed equity dividend	60.88	60.88
Provision for tax	136.25	—
Provision for gratuity (Refer Note 30)	88.25	—
Total	597.97	390.12

11. Tangible Fixed Assets

(Amount in ₹ Lacs)									
	Freehold Land	Leasehold Land	Leasehold Improvement	Building	Plant & Machinery	Furniture & Fixtures	Office Equipments	Vehicles	Total
COST									
At April 1, 2014	29.16	48.49	19.49	1,603.33	17,430.08	12.35	94.93	329.76	19,567.59
Additions	-	-	-	292.32	605.12	0.92	16.14	80.75	995.25
Disposals	-	-	-	-	-	-	(1.14)	(37.98)	(39.12)
At March 31, 2015	29.16	48.49	19.49	1,895.65	18,035.20	13.27	109.93	372.53	20,523.72
Additions	-	-	-	63.79	212.75	21.01	20.97	35.05	353.57
Disposals	-	-	(19.49)	-	-	(0.57)	(0.87)	(93.95)	(114.88)
At March 31, 2016	29.16	48.49	-	1,959.44	18,247.95	33.71	130.03	313.63	20,762.41
Depreciation									
At April 1, 2014	-	11.00	19.49	434.81	8,726.76	6.93	55.03	111.18	9,365.20
Charge for the year	-	1.93	-	47.74	943.60	3.00	19.20	43.60	1,059.07
Disposals	-	-	-	-	-	-	(1.02)	(24.34)	(25.36)
Transfer to general reserve (Refer Note 4)	-	-	-	7.63	6.44	0.19	11.88	0.99	27.13
At March 31, 2015	-	12.93	19.49	490.18	9,676.80	10.12	85.09	131.43	10,426.04
Charge for the year (Refer Note 39)	-	1.93	-	102.59	739.02	2.78	12.05	37.85	896.22
Disposals	-	-	(19.49)	-	-	(0.54)	(0.83)	(40.63)	(61.49)
At March 31, 2016	-	14.86	-	592.77	10,415.82	12.36	96.31	128.65	11,260.77
Net Block									
At March 31, 2015	29.16	35.56	-	1,405.47	8,358.40	3.15	24.84	241.10	10,097.68
At March 31, 2016 (Refer Note 39)	29.16	33.63	-	1,366.67	7,832.13	21.35	33.72	184.98	9,501.64

	(Amount in ₹ Lacs)	
	As at March 31, 2016	As at March 31, 2015
12. Loans and advances (unsecured, considered good unless stated otherwise)		
Non Current		
Capital Advances	183.06	50.65
Other loans and advances		
Prepaid expenses	53.19	54.58
Security deposits	12.69	8.18
Income-Taxes (net of provision for tax)	304.76	1,025.50
Total	553.70	1,138.91
Current		
Advances recoverable in cash or kind		
Unsecured, considered good	703.21	217.62
Unsecured, considered doubtful	11.07	11.07
	714.28	228.69
Provision for doubtful advances	(11.07)	(11.07)
	(A) 703.21	217.62
Other loans and advances		
Gratuity fund balance (net of provision) (Refer Note 30)	—	54.37
Advance to gratuity fund with LIC	—	24.47
Security deposit	20.00	—
Prepaid expenses	65.46	43.44
Balance with statutory/government authorities	268.53	302.57
	(B) 353.99	424.85
Total	(A+B) 1,057.20	642.47
13. Other assets		
Non current		
(Unsecured, considered good)		
Non current bank balances (refer note 16)	131.17	112.43
Subsidy receivable on power generated from windmill	36.61	21.95
Electricity duty Receivable	27.83	—
Interest accrued on non current bank balances and security deposits	2.22	0.48
Total	197.83	134.86
Current		
(Unsecured, considered good unless stated otherwise)		
Export benefits recoverable (considered doubtful)	7.36	7.36
Less: Provision for doubtful export benefits recoverable	(7.36)	(7.36)
	—	—
Interest accrued on current bank balances and security deposits	3.45	1.25
Custom duty recoverable	50.58	—
Accrued revenue	41.15	40.33
Mark to market value of option contract (Refer Note 5)	—	81.95
Total	95.18	123.53

(Amount in ₹ Lacs)

	As at March 31, 2016	As at March 31, 2015
14. Inventories (Valued at lower of cost and net realizable value)		
Raw materials (including goods in transit ₹ 11.56 lacs, Previous year ₹ 53.01 lacs) (Refer note 36 & 19)	1,964.84	1,979.05
Work-in-progress (Refer note 20)	1,724.98	1,254.28
Finished goods (Refer note 20)	1,363.64	1,920.54
Bauxite Ore (Refer note 20)	497.46	265.60
Waste (Refer note 20)	388.05	179.01
Stores and spares (including goods in transit ₹ Nil, Previous year ₹ 16.53 lacs)	1,175.88	1,074.59
Total	7,114.85	6,673.07
15. Trade receivables (Unsecured unless otherwise stated)		
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	426.45	90.14
Considered doubtful	66.86	7.77
	493.31	97.91
Provision for doubtful receivables	66.86	7.77
	(A) 426.45	90.14
Others receivables		
Considered good	7,659.01	3,426.00
	(B) 7,659.01	3,426.00
Total	A + B 8,085.46	3,516.14
16. Cash and bank balances		
Cash and cash equivalents		
Balances with banks		
- Current accounts	166.20	29.41
- On Current accounts (Earmarked for unpaid dividend)	116.13	119.43
Cash in hand	6.97	4.27
	289.30	153.11
Other bank balances		
Deposits with original maturity for more than 3 months but less than 12 months	20.00	—
Deposits with original maturity for more than 12 months	6.00	—
Margin money deposits*	127.17	112.43
	153.17	112.43
Amount disclosed under non-current asset (Refer note 13)	(131.17)	(112.43)
	22.00	—
Total	311.30	153.11

*Margin money deposits are given as lien against the bank guarantees given to government authorities and customers.

(Amount in ₹ Lacs)

	For the year ended March 31, 2016	For the year ended March 31, 2015
17. Revenue from Operations		
Sales of products		
Finished goods (Refer Note below)	22,688.20	19,163.91
Sale of bauxite ore	7,249.24	69.27
Sale of power	666.53	626.96
Other operating revenue		
Sale of waste	489.57	511.34
Subsidy on power generated from windmill	14.66	16.27
Others	22.95	39.49
Revenue from operations (gross)	31,131.15	20,427.24
Less: Excise duty*	2,501.38	2,136.48
Revenue from operations (net)	28,629.77	18,290.76
* Excise duty on sales amounting to ₹ 2,501.38 lacs (Previous year ₹ 2,136.48 lacs) has been reduced from sales in statement of profit and loss and excise duty on increase in stock amounting to ₹ 13.12 lacs (Previous year increase of ₹ 63.68 lacs) has been considered as expense in note 22 of financial statements.		
Details of finished goods sold		
Grains	16,474.25	14,242.55
Monolithics	2,736.54	2,291.74
Calcined products	3,477.41	2,629.62
Total	22,688.20	19,163.91
18. Other Income		
Interest income		
- On bank deposits	9.86	6.00
- On others	112.75	8.90
Liabilities no longer required written back	79.36	65.36
Exchange difference (net)	—	3.86
Miscellaneous income	3.67	6.15
Total	205.64	90.27
19. Cost of materials consumed		
Inventory at the beginning of the year	1,979.05	1,336.30
Purchases* (Refer note 33)	6,754.51	6,302.52
	8,733.56	7,638.82
Less: Inventory at the end of the year	(1,964.84)	(1,979.05)
Cost of materials consumed	6,768.72	5,659.77
*includes royalty paid on bauxite ores excavated for captive consumption amounting to ₹ 411 lacs (previous year ₹ 106 lacs)		
Details of materials		
Materials consumed		
Bauxite	3,507.33	2,201.57
Alumina	2,770.43	3,057.36
Zirconia	212.79	232.62
Others	278.17	168.22
Total	6,768.72	5,659.77
Details of closing inventory of materials		
Bauxite	1,809.75	1,589.96
Alumina	74.83	282.96
Zirconia	15.86	38.15
Others	64.40	67.98
Total	1,964.84	1,979.05

	(Amount in ₹ Lacs)	
	For the year ended March 31, 2016	For the year ended March 31, 2015
20. Increase in inventories		
Inventories at the end of the year		
Finished goods	1,363.64	1,920.54
Bauxite Ore	497.46	265.60
Work-in-progress	1,724.98	1,254.28
Waste	388.05	179.01
	3,974.13	3,619.43
Inventories at the beginning of the year		
Finished goods	1,920.54	1,607.82
Bauxite Ore	265.60	265.60
Work-in-progress	1,254.28	794.18
Waste	179.01	58.28
	3,619.43	2,725.88
Increase in inventories	(354.70)	(893.55)
Details of Inventories		
Finished Goods		
Grains	1,030.51	1,395.64
Monolithics	48.17	192.60
Calcined products	284.97	332.30
	1,363.64	1,920.54
Bauxite Ore	497.46	265.60
Work in progress		
Grains	1,385.53	985.57
Monolithics	132.09	106.82
Calcined products	207.36	161.89
	1,724.98	1,254.28
Waste		
Grains	339.09	159.90
Calcined products	48.96	19.11
	388.05	179.01
21. Employee Benefits Expense*		
Salaries, wages and bonus	1,842.93	1,543.75
Contribution to provident and other funds	74.94	153.17
Gratuity expenses (Refer note 30)	167.93	106.16
Staff welfare expenses	137.40	94.38
	2,223.20	1,897.46

*includes costs relating to sub-contractor's workers, who are entitled to all retirement benefits as per Company's policy

(Amount in ₹ Lacs)

	For the year ended March 31, 2016	For the year ended March 31, 2015
22. Other Expenses		
Power and fuel	4,872.41	5,220.71
Consumption of stores and spare	2,036.27	2,009.57
Royalty and tax levies on export	2,097.27	—
Mining cost to contractors	637.32	—
Repairs and maintenance		
Plant and machinery	350.82	349.35
Buildings	65.81	56.64
Others	66.78	69.14
Rent (Refer note 31)	36.71	50.37
Packing expenses	276.81	249.34
Increase in excise duty on closing stock	(13.12)	63.68
Freight and forwarding expenses	3,367.37	121.03
Commission on sales	21.95	26.19
Research & development	300.00	—
Rates and taxes	60.74	11.50
Legal and professional fees	106.91	90.76
Donation expenses	70.40	3.24
Insurance	55.83	41.04
Provision for doubtful advances and other advances	59.09	7.77
Exchange difference (net)	39.67	—
Expenditure on Corporate Social Responsibility (CSR) (Refer note 41)	31.66	—
Travelling and conveyance	31.23	44.71
Loss on sale of fixed assets	25.57	4.39
Auditor's remuneration (Refer details below)	21.52	16.99
Communication expenses	17.39	15.29
Printing and stationery	12.99	32.84
Business Promotion	5.08	1.84
Provision for litigations	—	37.68
Miscellaneous expenses (includes payment of penalty of ₹ Nil, previous year: ₹ 17.50 lacs)	124.93	144.60
Total	14,779.41	8,668.67
Payment to auditor		
As auditor:		
- Audit fee	13.35	11.50
- Limited review	5.40	4.50
- Certification fees	1.25	—
Out of pocket expenses	1.52	0.99
Total	21.52	16.99
23. Finance Costs		
Interest		
- to Banks	277.02	220.45
- to Others	33.96	26.32
Bank charges	29.47	28.94
Total	340.45	275.71
24. Earnings per share (EPS)		
The following reflects the profit and share data used in the basic and diluted EPS computations:		
Net profit for calculation of basic and diluted EPS	2,361.16	1,230.92
Weighted average number of equity shares in calculating basic and diluted EPS (no. in lacs)	1,196.39	1,196.39
Basic and diluted earning per share (₹)	1.97	1.03

25. Segment Information

Business Segments :

The Company operates in primarily two segments i.e. (a) Alumina Refractories & Monolithics products & bauxite ores and (b) power generation.

A description of the types of products and services provided by each reportable segment is as follows:

Alumina Refractories & Monolithics products manufactures calcined bauxite, fused aluminium oxide abrasive grains and low cement castables which are mainly consumed in steel plants. Plant grade bauxite ores are captively consumed at the plant and Non plant grade bauxite ores are sold in the market.

Power generation - The Company has a thermal power plant, furnace oil based power plant and windmills. Power generated from thermal power plant and furnace oil based power plant is captively consumed at the plant and power generated from windmills is sold to the respective state power distribution companies.

Geographical Segments:

The analysis of geographical segment is based on the geographical location of the customers. The Company operates primarily in India and has some presence in international markets as well through exports. Its business is accordingly aligned geographically, catering to two markets i.e. India and Outside India.

(Amount in ₹ lacs)

Primary Segments Reporting (by Business Segments)						
Segment Revenues, Results and Other Information						
Particulars	Alumina Refractories & Monolithics products		Power Generation & bauxite ores		Total	
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15
REVENUE						
External Sales (net of Excise duty)	27,948.58	17,647.53	681.19	643.23	28,629.77	18,290.76
Inter Segment Sales	-	-	4,856.97	4,103.06	4,856.97	4,103.06
	27,948.58	17,647.53	5,538.16	4,746.29	33,486.74	22,393.82
Less: Inter Segment Sale	-	-	4,856.97	4,103.06	4,856.97	4,103.06
Net Sales / Income from Operations	27,948.58	17,647.53	681.19	643.23	28,629.77	18,290.76
SEGMENT RESULTS	2,385.75	1,730.72	1,917.08	620.33	4,302.83	2,351.05
Less: Unallocable expenditure/ (income) net off unallocable income/ expenditure					284.21	390.38
Operating Profit					4,018.62	1,960.67
Less: Interest Expenses					310.98	246.77
Profit before tax					3,707.64	1,713.90
Less: Current tax					1,346.48	482.98
Net Profit after tax					2,361.16	1,230.92

Segment Assets and Liabilities						
Particulars	Alumina Refractories & Monolithics products		Power Generation & bauxite ores		Total	
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15
Segment Assets	18,168.64	13,949.96	6,881.37	7,194.07	25,050.01	21,144.03
Unallocated Corporate Assets					2,467.57	1,459.29
Total Assets	18,168.64	13,949.96	6,881.37	7,194.07	27,517.58	22,603.32
Segment Liabilities	4,359.49	2,243.30	183.49	488.35	4,542.98	2,731.65
Unallocated Corporate Liabilities					5,440.71	4,338.95
Total Liabilities	4,359.49	2,243.30	183.49	488.35	9,983.69	7,070.60
Capital Expenditure	697.06	948.76	133.42	9.64	830.48	958.40
Depreciation	532.10	394.32	352.56	647.18	884.66	1,041.51

Secondary Segment Reporting (by Geographical Segments)

Secondary segment reporting is based on the geographical location of customers. The geographical segments have been identified based on revenues within India (sales to customers within India) and revenues outside India.

The following is the distribution of the Company's consolidated sales by geographical market, regardless of where the goods were produced:

(Amount in ₹ lacs)

Particulars	India		Outside India		Total	
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15
Revenue						
Sale of goods to external customer (Net of excise duty)	20,617.16	18,267.76	8,012.61	23.00	28,629.77	18,290.76
Segment Assets						
Trade Receivables	6,445.42	3,516.14	1,640.04	-	8,085.46	3,516.14

Note: The company has other common assets for producing goods for sales within India and Sales outside India. Hence, separate disclosure for the other assets is not furnished

26. Related Party Disclosures
(a) Names of related parties and their relationship

Related parties with whom transactions have taken place during the year

a. Key management personnel

Name	Relationship
1. Mr. S. G. Rajgarhia	Managing Director (till July 15, 2015)
2. Mr. P. P. Khanna	Executive Director (till July 15, 2015)
3. Mr. R. K. Khanna	Whole Time Director (till July 15, 2015)
4. Mrs. Anisha Mittal	Director (till June 09, 2015)
5. Mr. Mihir Devani	Whole Time Director (w.e.f August 06, 2015)

b. Relatives of Key management personnel (till July 15, 2015)

Name	Relationship
1. Mrs. Usha Rajgarhia	Wife of Managing Director
2. Ms. Bhawna Rajgarhia	Daughter of Managing Director

c. The Enterprises controlled, owned or significantly influenced by key managerial personnel or their relatives (upto July 15, 2015)

- Pyramid Abrasives Private Limited
- Rovo Marketing Private Limited
- Madhushree Properties Private Limited
- Orient Coated Private Limited

d. Enterprises having significant influence over the company and entities owned / controlled by such enterprises (w.e.f July 15, 2015)

- Bombay Minerals Ltd.
- Ashapura Minechem Ltd.
- Ashapura Perfoclay Ltd.
- Ashapura International Ltd.
- Ashapura Foundation

(b) Transaction with related parties during the year during the year ended March 31, 2016
(Amount in ₹ Lacs)

Particulars	Enterprises having significant influence over the company & entities owned / controlled by such enterprises		Key management personnel and their relatives		Enterprises owned or significantly influenced by key management personnel or their relatives		Total	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Sales								
Pyramid Abrasives Private Limited	-	-	-	-	51.13	192.74	51.13	192.74
Ashapura Minechem Ltd.	418.05	-	-	-	-	-	418.05	-
Ashapura Perfoclay Ltd.	6.45	-	-	-	-	-	6.45	-
Bombay Minerals Ltd.	311.56	-	-	-	-	-	311.56	-
Orient Coated Private Limited	-	-	-	-	-	35.87	-	35.87
Total	736.06	-	-	-	51.13	228.61	787.19	228.61
Purchases								
Ashapura International Ltd.	6.16	-	-	-	-	-	6.16	-
Ashapura Minechem Ltd.	29.08	-	-	-	-	-	29.08	-
Bombay Minerals Ltd.	1,120.92	-	-	-	-	-	1,120.92	-
Total	1,156.16	-	-	-	-	-	1,156.16	-
Rent Paid								
Bhavna Rajgarhia	-	-	5.14	17.33	-	-	5.14	17.33
Usha Rajgarhia	-	-	2.30	6.91	-	-	2.30	6.91
Bombay Minerals Ltd.	2.00	-	-	-	-	-	2.00	-
Madhushree Properties Pvt. Limited	-	-	-	-	0.53	1.80	0.53	1.80
Total	2.00	-	7.44	24.24	0.53	1.80	9.97	26.04
Interest Paid								
Rovo Marketing Private Limited	-	-	-	-	3.77	6.06	3.77	6.06
P.P.Khanna	-	-	0.33	20.00	-	-	0.33	20.00
S.G.Rajgarhia	-	-	-	0.24	-	-	-	0.24
Total	-	-	0.33	20.24	3.77	6.06	4.10	26.30
Managerial Remuneration *								
S.G.Rajgarhia	-	-	13.31	29.76	-	-	13.31	29.76
P.P.Khanna	-	-	47.54	88.79	-	-	47.54	88.79
R.K. Khanna	-	-	42.13	52.75	-	-	42.13	52.75
Mihir Devani	-	-	20.11	-	-	-	20.11	-
Total	-	-	123.09	171.30	-	-	123.09	171.30
Salaries, Wages And Bonus *								
Usha Rajgarhia	-	-	1.89	4.11	-	-	1.89	4.11
Anisha Mittal	-	-	-	16.72	-	-	-	16.72
Total	-	-	1.89	20.83	-	-	1.89	20.83
Reimbursement of expenses (received)								
Ashapura Minechem Ltd.	7.73	-	-	-	-	-	7.73	-
Rovo Marketing Private Limited	-	-	-	-	-	30.85	-	30.85
Total	7.73	-	-	-	-	30.85	7.73	30.85
Capital Purchases								
Bombay Minerals Ltd.	411.82	-	-	-	-	-	411.82	-
Total	411.82	-	-	-	-	-	411.82	-
Donation paid								
Ashapura Foundation	20.00	-	-	-	-	-	20.00	-
Total	20.00	-	-	-	-	-	20.00	-
Purchase of services								
Bombay Minerals Ltd.	190.89	-	-	-	-	-	190.89	-
Ashapura Minechem Ltd.	399.29	-	-	-	-	-	399.29	-
Total	590.18	-	-	-	-	-	590.18	-
Other income								
Bombay Minerals Ltd.	0.25	-	-	-	-	-	0.25	-
Total	0.25	-	-	-	-	-	0.25	-
Unsecured Loan Taken								
Rovo Marketing Private Limited	-	-	-	-	307.93	2,219.40	307.93	2,219.40
Total	-	-	-	-	307.93	2,219.40	307.93	2,219.40
Unsecured Loan Repaid (including interest)								
Rovo Marketing Private Limited	-	-	-	-	368.04	2,363.31	368.04	2,363.31
P.P.Khanna	-	-	200.33	23.66	-	-	200.33	23.66
S.G.Rajgarhia	-	-	-	50.98	-	-	-	50.98
Total	-	-	200.33	74.64	368.04	2,363.31	568.37	2,437.95

(c) Closing balance of related parties as at March 31, 2016
(Amount in ₹ Lacs)

Particulars	Enterprises having significant influence over the company & entities owned / controlled by such enterprises		Key management personnel and their relatives		Enterprises owned or significantly influenced by key management personnel or their relatives		Total	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Trade receivables:								
Pyramid Abrasives Private Limited	-	-	-	-	-	54.69	-	54.69
Ashapura Perfoclay Ltd.	3.38	-	-	-	-	-	3.38	-
Orient Coated Private Limited	-	-	-	-	-	19.94	-	19.94
Total	3.38	-	-	-	-	74.63	3.38	74.63
Trade Payables:								
S.G.Rajgarhia	-	-	-	4.38	-	-	-	4.38
Usha Rajgarhia	-	-	-	0.78	-	-	-	0.78
Anisha Mittal	-	-	-	2.38	-	-	-	2.38
R.K. Khanna	-	-	-	7.01	-	-	-	7.01
Mihir Devani	-	-	1.79	-	-	-	1.79	-
Ashapura International Ltd.	0.22	-	-	-	-	-	0.22	-
Ashapura Minechem Ltd.	242.82	-	-	-	-	-	242.82	-
Bombay Minerals Ltd.	543.88	-	-	-	-	-	543.88	-
P.P.Khanna	-	-	-	9.13	-	-	-	9.13
Total	786.92	-	1.79	23.68	-	-	788.71	23.68
Short term borrowings: (including interest payable)								
Rovo Marketing Private Limited	-	-	-	-	-	56.71	-	56.71
P.P. Khanna	-	-	-	200.00	-	-	-	200.00
S.G.Rajgarhia	-	-	-	-	-	-	-	-
Total	-	-	-	200.00	-	56.71	-	256.71
Guarantee given								
S.G.Rajgarhia	-	-	-	3,400.00	-	-	-	3,400.00
Total	-	-	-	3,400.00	-	-	-	3,400.00

27. Contingent liabilities
March 31, 2016 March 31, 2015

i) Power claim matters decided in favour of the Company by the District Court (Civil Court, Senior Division, Porbandar) but Paschim Gujarat Vidyut Company Limited has gone into further appeal before Hon'ble High Court of Gujarat, (Refer Note A below)	338.02	338.02
ii) Sales tax and interest demand raised by Rajkot Sales tax authorities for non-submission of Declarations Forms for the year 2011-12.	22.01	-
iii) Demand raised by the Income Tax Authorities, being disputed by the Company (Refer Note B below)	417.53	255.45
vi) Demand from Joint Commissioner Customs for payment of differential customs duty	18.42	-
v) Cases pending with Labour Courts (Refer Note C below)	(Amount unascertainable)	

Note A

In view of decision already in favour of Company by the District Court (Civil Court, Senior Division, Porbandar) and based on discussion with the solicitors, the management believes that the Company has a strong chance and hence no provision there against is considered necessary.

Note B

Demands raised by Income tax authorities substantially pertains to dispute on determination of inter segment price for claiming tax holiday benefits which are disallowed / disputed by such authorities. The management believes that its position is likely to be upheld in the appellate process.

Note C

In view of large number of cases, it is not practicable to disclose individual details of all the cases. On the basis of current status of individual case and as per legal advice obtained by the Company, wherever applicable, the Company is of view that no provision is required in respect of these cases.

28. The Chief Financial Officer (CFO) and Company Secretary has resigned with effect from 13th November, 2015 and 30th April 2016 respectively, and as on date, the management is in process of appointing a CFO and Company Secretary. Hence, the financial statements are not signed by such authorities as required under section 134 of the Companies Act, 2013

29. Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

Based on information available with the Company, there are no suppliers who are registered as micro, small or medium enterprise under "The Micro, Small and Medium Enterprise Development Act, 2006" (Act) till 31st March, 2016. Accordingly, no disclosures are required to be made under said Act.

30. Gratuity and other post-employment benefit plans

The Company has a defined benefit gratuity plan. Gratuity is computed as 15 days salary, for every completed year of service or part thereof in excess of 6 months and is payable on retirement/termination/resignation. The benefit vests on the employees after completion of 5 years of service. The scheme is funded with an insurance company in the form of a qualifying insurance policy.

The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the Gratuity.

Statement of profit and loss

Net employee benefit expense recognized in the employee cost

(Amount in ₹ lacs)

Particulars	Gratuity	
	March 31, 2016	March 31, 2015
Current service cost	40.75	43.32
Interest cost on benefit obligation	35.02	32.88
Expected return on plan assets	(39.26)	(38.31)
Net actuarial (gain)/loss recognized in the year	131.42	68.27
Net benefit expense	167.93	106.16

Balance sheet

Details of provision for Gratuity

Particulars	Gratuity	
	March 31, 2016	March 31, 2015
Present value of defined benefit obligation	(398.79)	448.96
Fair value of plan assets	307.07	503.33
Plan asset / (liability)	(91.72)	54.37

Changes in the present value of the defined benefit obligation are as follows:

Particulars	Gratuity	
	March 31, 2016	March 31, 2015
Opening defined benefit obligation	448.96	386.80
Current service cost	40.75	43.32
Interest cost	35.02	32.88
Benefits paid	(250.43)	(84.49)
Actuarial (gains)/losses on obligation	124.50	70.45
Closing defined benefit obligation	398.80	448.96

Changes in the fair value of plan assets for gratuity are as follows:

Particulars	Gratuity	
	March 31, 2016	March 31, 2015
Fair value of plan assets at beginning of the year	503.33	425.62
Expected return on plan assets	39.26	38.31
Contributions by employer	21.83	121.71
Benefits paid	(250.43)	(84.49)
Actuarial (gains)/losses	(6.92)	2.18
Fair value of plan assets at end of the year	307.07	503.33

Note:

The present value of the plan assets represents the balance available with LIC as at the end of the period. The total value of plan assets amounting to ₹ 307.07 lacs (previous year ₹ 503.33 lacs) is as certified by the LIC.

The Company expects to contribute ₹ 95 lacs to gratuity in the next year (previous year ₹ 48.36 lacs).

(Amount in ₹ lacs)

The major categories of plan assets as a percentage of the fair value of total plan assets is as follows:

Particulars	March 31, 2016	March 31, 2015
Investments with insurer - Insurance policy with Life Insurance Corporation of India	100%	100%

The overall expected rate of return on asset is determined based on market price prevailing on that date, applicable to the period over which the obligation has to be settled.

The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

Particulars	Gratuity	
	March 31, 2016	March 31, 2015
Discount rate	8.08%	7.80%
Expected rate of return on assets	8.08%	9.00%
Increase in compensation cost	8.00%	8.00%
Employee turnover: Age group upto 30 years	2%	3%
31-44 years	2%	2%
Above 44 years	2%	1%

The estimate of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Amounts for the current and previous four periods are as follows:

Particulars	March 31, 2016	March 31, 2015	March 31, 2014	March 31, 2013	March 31, 2012
Gratuity					
Defined benefit obligation	398.80	448.96	386.80	401.97	342.99
Plan assets	307.07	503.33	465.62	415.17	293.09
Surplus / (Deficit)	(91.72)	54.37	78.82	13.20	(49.90)
Experience adjustments on plan liabilities (loss)/gain	136.56	(28.59)	21.81	(41.18)	(0.14)
Experience adjustments on plan assets (loss)/gain	(6.92)	11.76	(10.82)	2.33	-

Contribution to Defined Contribution plans:

Particulars	March 31, 2016	March 31, 2015
Provident Fund	112.93	107.33

31. The Company has taken various residential, office and warehouse premises and some plant and machinery under operating lease agreements. These are cancellable and are renewable by mutual consent on mutually agreed terms. The lease payment recognized in the statement of profit and loss for the year is ₹ 36.71 lacs (Previous year ₹ 50.37 lacs).

32. Derivative instruments and unhedged foreign currency exposure information:

a) Details of derivative contract outstanding as at Balance Sheet date

The Company had entered into Option contract over the borrowing term for hedging foreign currency exchange rate risk against Foreign Currency term loan. The receivable on derivative settlement as per the option contract and the Loan Liability in the Financial Statements at the end of previous year were shown separately.

Particulars		March 31, 2016	March 31, 2015	Purpose
Cross Currency Coupon only swap with call	USD	Nil	500,000	To hedge the interest rate and currency risk by switching its floating USD interest rate liability with a fixed INR interest rate liability for a specific period of time and required notional amounts.
Interest accrued but not due	USD	Nil	5,824	This amount represent interest accrued but not due on above foreign currency loans.

(Amount in ₹ lacs)

b) Details of Unhedged Foreign Currency Exposure at the Balance Sheet Date:

Particulars	Currency	March 31, 2016			March 31, 2015		
		Foreign currency	Rate	Amount (₹ lacs)	Foreign currency	Rate	Amount (₹ lacs)
Trade receivables	USD	2,472,438	66.34	1640.04	-	-	-
Payable for Capital Goods	USD	-	-	-	24,454	62.59	15.31

33. Below is the breakup of expenses relating to extraction of Bauxite ores at Company's own mines, which are captively consumed in manufacturing of alumina refractories:

Particulars	March 31, 2016	March 31, 2015
Personnel Expenses		
Salaries, Wages and Bonus	38.18	62.09
Contribution to Provident and other funds	2.94	6.14
Manpower expenses	1,981.56	1755.67
Operating and Other Expenses		
Consumption of Stores and Spares	0.39	4.68
Rates & Taxes	12.08	10.96
Insurance	0.92	0.42
Legal and Professional Fees	18.83	46.69
Vehicle Running & Maintenance	2.10	5.21
Repairs and Maintenance :		
- Plant & Machinery (excluding Stores and Spares Consumed)	0.38	2.15
- Others	0.35	0.76
Travelling & Conveyance	7.92	11.75
Communication cost	2.35	5.12
Miscellaneous Expenses	18.79	11.82
Total	2,086.79	1,923.46

34. Supplementary Statutory Information

(Amount in ₹ lacs)

34.1 Earnings in foreign currency (on accrual basis)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
F.O.B. Value of Exports	8,012.61	23.00

34.2 Expenditure in foreign currency (on accrual basis)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Travelling	Nil	5.43
Interest	8.20	38.85
Total	8.20	44.28

34.3 Value of imports calculated on CIF basis (on accrual basis)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Raw Materials	-	16.50
Stores and Spares	283.72	532.42
Capital goods	5.69	172.09
Total	289.41	721.01

(Amount in ₹ lacs)

35. Imported and indigenous raw material consumption and stores and spares consumed

Particulars	% of total consumption For the year ended		Amount (in ₹ lacs) For the year ended	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Raw Materials consumption				
Indigenous*	99.94	99.84	6,764.47	5,650.65
Imported	0.06	0.16	4.25	9.12
Total	100.00	100.00	6,768.72	5,659.77
Stores and Spares consumed				
Indigenous	80.83	71.58	1,645.97	1,438.42
Imported	19.17	28.42	390.30	571.55
Total	100.00	100.00	2,036.27	2,009.57

* Includes direct expenses as stated in Note 34

36. The management believes that the net realizable value of stocks of non plant grade bauxite ore, at various mines located in Bhuj district (Gujarat) weighing 59,090 tonnes, is higher than its cost incurred. The management has filed an application for approval to sale such stock with the state government authorities and it is confident that the required approvals will be obtained shortly and accordingly the stock of ₹ 259.20 lacs (previous year ₹ 259.20 lacs) have been valued at cost.

37. Capital Commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advance and capital work in progress) ₹ 519.77 (Previous Year : ₹ Nil).

38. Provisions

The movement in the provision during the year is as under:

(figures in parenthesis represents previous year numbers)

	March 31, 2015	Provision during the year	Utilised during the year	Reversal during the year	March 31, 2016
Provision for litigation	37.68 (-)	- (37.68)	- (-)	- (-)	37.68 (37.68)
Provision for mines restoration	- (-)	15.00 (-)	- (-)	- (-)	15.00 (-)

Note:

- The Company has received demand from the Joint Commissioner, Customs for payment of differential custom duty on account of mis-classification on import of coal in the earlier year 2014-15, whereby the Company has availed the benefit of exemption notification and paid custom duty at a lower rate. The Company has gone for further appeal to the Commissioner of Customs (Appeals). The Company on a conservative basis has made provision for the entire amount of ₹ 37.68 lacs.
- The Company has made provision towards mines closure obligations based on estimated outflow of resources based on past experience.

39. Change in accounting estimates

The company has revised estimated useful life of windmill and thermal power plant assets based on technical evaluation made in the year. Had the company continued to use old useful life, depreciation for the current period would have been higher by ₹ 302 lacs. Profit and underlying fixed assets for the current period would correspondingly have been lower by ₹ 302 lacs (profit net of tax impact of ₹ 241.60 lacs).

40. The Company is liable to pay Minimum Alternate Tax (MAT) on income for financial year 2015-16 and accordingly the Company has made provision of ₹ 803 lacs for current year. The company has not recognised MAT credit in the books of ₹ 159 lacs as there is no convincing evidence of realisation of the asset in near future.

41. CSR Expenditure

Gross amount required to be spent during the year : ₹ 45.02 lacs

Amount spent during the year (contribution to NPO, promotion of education, sanitation work and others) paid in cash : ₹ 31.66 lacs (previous year ₹ 14.96 lacs)

42. Previous year figures have been regrouped / reclassified, where necessary, to confirm to this year's classification.

As per our report of even date

For S R B C & Co. LLP

Chartered Accountants

ICAI Firm Registration No. 324982E/E300003

Sd/-

per Arpit K Patel

Partner

Membership No. 34032

Place : Ahmedabad

Date : May 26, 2016

For and on behalf of the Board of Directors of
Orient Abrasives Limited

Sd/-

Mihir Devani

Whole Time Director

DIN : 07238089

Place : Mumbai

Date : May 26, 2016

Sd/-

Hemul Shah

Director

DIN : 00058558

Sd/-

Hari Swaroop Goyal

GM Accounts & Finance

BALLOT FORM

[To be returned to Scrutinizer appointed by Orient Abrasives Ltd.]

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No./ Client ID :

DP ID :

No. of shares held :

I/We hereby exercise my/our vote in respect of the ordinary / special resolutions as specified in the AGM notice of the company dated 09 August 2016, conveying my/our assent or dissent to the said resolutions in the relevant box below:-

Item No.	Description	Type of Resolution (Ordinary / Special)	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	Adoption of the audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and auditors thereon.	Ordinary		
2.	To declare final dividend on equity shares.	Ordinary		
3.	To appoint Director Mr. Hemul Shah (DIN 00058558) who retires by rotation and being eligible for rotation and being eligible for re-appointment.	Ordinary		
4.	Re-appointment of Messrs. S.R. Batliboi & Co. LLP, Chartered Accountants, having Registration No. 324982E as the auditors of the Company for a period of one year & fix their remuneration.	Ordinary		
5.	Regularisation of Additional Director, Mrs. Sangeeta Bohra (DIN 02036626)	Ordinary		
6.	Appointment and Ratification of Cost auditors of Messrs S. K. Rajani & Co. (Firm Registration No. 101113), Cost Accountants, as the cost auditors of the Company for a period of one year & fix their remuneration.	Ordinary		

Place:

Date :

Signature of Member(s) / Beneficial Owner



ORIENT ABRASIVES LIMITED

ATTENDANCE SLIP

(Please hand over at the entrance of the Meeting hall)

45th Annual General Meeting – 28 September 2016

I hereby record my presence at the FORTY FIFTH ANNUAL GENERAL MEETING of the Company held at Hotel Lords Eco Inn Porbandar (A Unit of Delite Enterprises), Near Circuit House, Chaupati, Porbandar 360575 on **Wednesday, 28th September, 2016 at 10.00 A.M.**

Full name of the Member (IN BLOCK LETTERS)

Folio No.

DP ID

Client ID

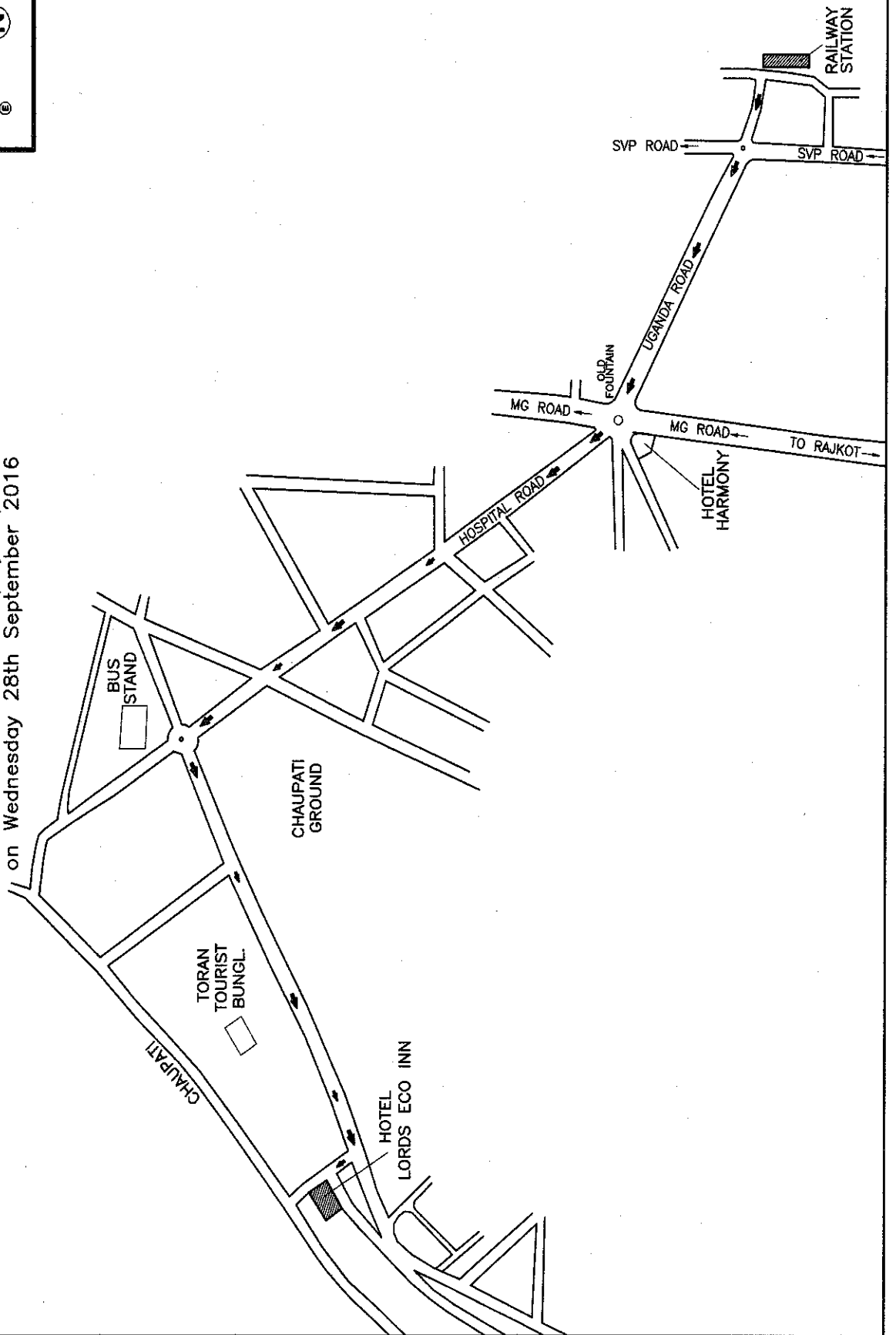
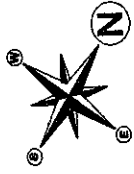
No. of Shares held

Full name of Proxy (IN BLOCK LETTERS)

Member's / Proxy's Signature.....

Note : Your entry to the Meeting will be regulated by this attendance slip.

Route Map of FORTY FIFTH Annual General Meeting of the members of
Orient Abrasives Limited
 to be held at Hotel Lords Eco Inn
 Near Circuite House, Chaupati,
 Porbandar-360575 (Gujarat)
 on Wednesday 28th September 2016



**ORIENT ABRASIVES LIMITED****Form No. MGT-11
Proxy Form**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

CIN : L24299GJ1971PLC093248
Name of the Company : Orient Abrasives Limited
Registered Office : GIDC Industrial Area Porbandar 360577, Gujarat

Name of the Member(s) :	
Registered Address :	
E-mail Id :	
Folio No. / Client Id :	
DP ID :	

I/We, being the member(s) of shares of the above named company, hereby appoint:

1. Name :

Address :

E-mail Id :

Signature :, or failing him
2. Name :

Address :

E-mail Id :

Signature :, or failing him
3. Name :

Address :

E-mail Id :

Signature :

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 45th Annual General Meeting of the Company, to be held on Wednesday, 28th September, 2016 at 10.00 A.M. at Hotel Lords Eco Inn Porbandar (A Unit of Delite Enterprises), Near Circuit House, Chaupati, Porbandar – 360575 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.**Ordinary Business**

1. Adoption of Audited Financial Statements, Board's and Auditors' Reports for the financial year ended 31st March, 2016.
2. Declaration of dividend for the year 2015-16 on Equity Shares.
3. To appoint Director Mr. Hemul Shah (DIN 00058558) who retires by rotation and being eligible for rotation and being eligible for re-appointment.
4. Re-appointment of Messrs. S.R. Batliboi & Co. LLP, Chartered Accountants, having Registration No. 324982E as the auditors of the Company for a period of one year & fix their remuneration.

Special Business

5. Regularisation of Additional Director, Mrs. Sangeeta Bohra (DIN 02036626).
6. Appointment and Ratification of Cost auditors of Messrs S.K.Rajani & Co. (Firm Registration No. 101113), Cost Accountants, as the cost auditors of the Company for a period of one year & fix their remuneration.

Signed this _____ day of _____ 2016

Signature of Shareholder: _____

Signature of Proxy holder: _____

Affix
Revenue
Stamp

NOTES:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than FORTY-EIGHT (48) HOURS before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the FORTY FIFTH ANNUAL GENERAL MEETING of the Company.

BOOK POST

If undelivered please return to:

ORIENT ABRASIVES LIMITED

GIDC Industrial Area

Porbandar - 360 577

Gujarat

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e-mail : ho@oalindia.com & investor@oalmail.co.in

web site : www.orientabrasives.com

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