

Report of Scrutinizer(s)

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of
The Companies (Management and Administration) Rules, 2014]

To,

The Chairperson of

43rd Annual General Meeting of the Equity Shareholders

of ORIENT ABRASIVES LIMITED to be held on September 24, 2014 at 11.00 A.M. at A-14,
SunVillage Inn, Ring Road, Lajpat Nagar IV, New Delhi 110 024

Dear Sir,

I, **CS Jatin Gupta**, of M/s. Jatin Gupta & Associates, a Company Secretaries Firm having its office at 303, Building No. 10159, Padam Singh Road, Karol Bagh, New Delhi 110 005 appointed as Scrutinizer by the Board of Directors of **Orient Abrasives Limited**, ("the Company") pursuant to the Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 to scrutinize the electronic voting (e-voting) on the resolution(s) contained in the Notice of the Annual General Meeting of the Equity Shareholders of Orient Abrasives Limited to be held on 24th day of September, 2014 at 11:00 A.M., at A-14, SunVillage Inn, Ring Road, Lajpat Nagar IV, New Delhi 110 024, submit our Report as under :

1. The e-voting commenced on September 17, 2014 (09.00 A.M) and was closed on September 19, 2014 (06.00 P.M.).
2. The Management of the Company is responsible for the compliance of Section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration)Rules, 2014 and my responsibility is only to the extent of making a Scrutinizer's report for ascertaining the votes casted in favour or against for respective Resolution(s).
3. The e- voting result was unblocked from the website of M/s. National Securities Depositories Limited. i.e. <https://evoting.nsdl.com> and the excel file containing the result was opened in the presence of Ms. Preeti Garg and Ms. Jayshree Saxena who are not in the employment of the Company.
4. The result of the e-voting is as hereunder:



a) **Item No.1-**

Adoption of audited financial statement of the Company for the financial year ended 31 March 2014, the reports of the Board of Directors and Auditors thereon.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
32	34638572	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
00	00	0.00

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

b) **Item No.2-**

Re-appointment of Mr. R K Khanna (DIN: 03585256) director of the company

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	34638072	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast



person or by proxy)		
1	500	0.01

(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

c) Item No.3-

Declaration of Dividend on Equity Shares @ Rs. 0.20 per shares of Rs. 1 each

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	34632572	99.98

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
1	6000	0.02

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
NIL	NIL

d) Item No.4-

Re-appointment of Messrs S.R. Batliboi & Co. LLP, Chartered Accountants as Auditors and fix their remuneration.




(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	34638567	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
NIL	NIL

e) Item No.5-

Regularization of Mr. Manoj C Ganatra (DIN: 00568914) from additional Director to Director.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	34638567	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
0	0	0.00




(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
NIL	NIL

f) Item No.6-

Appointment of Mr. Manoj C Ganatra (DIN: 00568914) as an Independent Director.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	34638567	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
NIL	NIL

g) Item No.7-

Appointment of Mr. U K Khaitan (DIN 01180359) as an Independent Director.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
31	34638567	100.00



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
NIL	NIL

h) Item No.8-

Appointment of Mr. R S Bajoria (DIN: 00033727) as an Independent Director.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
30	34228932	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
NIL	NIL



i) Item No.9-

Approval of Cost Audit Fees for the Financial Year 2014-15.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
32	34638572	100.00

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
NIL	NIL

j) Item No.10---

Approval of Borrowing Limit of Rs. 300 Crore u/s 180 (1) (c) of the Companies Act, 2013.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
30	34637567	99.99

(ii) Voted **against** the resolution:

Number of members	Number of votes cast	% of the total number
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present and voting (in person or by proxy)	against the resolution	of valid votes cast
2	1005	0.01

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
NIL	NIL

j) Item No.11---

Approval of Mortgage / create charge on the assets of the Company u/s 180 (1) (a) of the Companies Act, 2013, within the limits of Rs. 300 Crore.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
29	34637417	99.99

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
3	1155	0.01

(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
NIL	NIL




11. The Register of e-voting will be e-mailed to the Chairperson and the Company Secretary of the Company after the Chairperson considers, approves and signs the minutes of the Annual General Meeting in compliance with Rule 20(3)(xiii) of the Companies (Management and Administration) Rules, 2014.

Thanking you,
Yours faithfully,



Scrutinizer
CS Jatin Gupta



Jatin Gupta & Associates

(Company secretaries)

CP. No.: 5236

M. No.: 5651

Place: New Delhi

Dated: September 25, 2014

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and rule 21(2) of
the Companies (Management and Administration) Rules, 2014]

To,

The Chairperson of

43rd Annual General Meeting of the Equity Shareholders

of ORIENT ABRASIVES LIMITED held on September 24, 2014 at 11.00 A.M. at A-14, Sun Village
Inn, Ring Road, Lajpat Nagar IV, New Delhi 110 024

Dear Sir,

I, **CS Jatin Gupta**, of M/s. Jatin Gupta & Associates, a Company Secretaries Firm having its office at 303, Building No. 10159, Padam Singh Road, Karol Bagh, New Delhi 110 005 appointed as Scrutinizer of **Orient Abrasives Limited**, ("the Company") pursuant to the Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 to scrutinize the voting by way of ballot on the resolution(s) contained in the Notice of the Annual General Meeting of the Equity Shareholders of Orient Abrasives Limited held on 24th day of September, 2014 at 11:00 A.M., at A-14, Sun Village Inn, Ring Road, Lajpat Nagar IV, New Delhi 110 024, submit our Report as under:

1. After the announcement of poll by the Chairman, Two (2) ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and M/s Skyline Financial Services Pvt. Ltd., Company's Registrar and Transfer Agents of the Company and the authorisations / proxies lodged with the Company.
3. No poll papers were incomplete and/or otherwise found defective. Besides that no poll papers were found to be incomplete.
4. The result of the poll is as hereunder :



a) **ItemNo.1-**

Adoption of audited financial statement of the Company for the financial year ended 31 March 2014, the reports of the Board of Directors and Auditors thereon.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
15	3,31,33,029	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
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(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
One	1,000

b) **Item No.2-**

Re-appointment of Mr. R K Khanna (DIN: 03585256) director of the company

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
15	3,31,33,029	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
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(iii) **Invalid** votes:

Total numbers of members whose votes were declared invalid	Total number of votes cast by them
One	1,000



c)Item No.3-

Declaration of Dividend on Equity Shares @ Rs. 0.20 per shares of Rs. 1 each

Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
15	3,31,33,029	100%

(i) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
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(ii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
One	1,000

d) Item No.4-

Re-appointment of Messrs S.R. Batliboi & Co. LLP, Chartered Accountants as Auditors and fix their remuneration.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
15	3,31,33,029	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
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(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
One	1,000



e) Item No.5-

Regularization of Mr. Manoj C Ganatra (DIN: 00568914) from additional Director to Director.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
15	3,31,33,029	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
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(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
One	1,000

f) Item No.6-

Appointment of Mr. Manoj C Ganatra (DIN: 00568914) as an Independent Director.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
15	3,31,33,029	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
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(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
One	1,000



g) Item No.7-

Appointment of Mr. U K Khaitan (DIN 01180359) as an Independent Director.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
15	3,31,33,029	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
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(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
One	1,000

h) Item No.8-

Appointment of Mr. R S Bajoria (DIN: 00033727) as an Independent Director.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
15	3,31,33,029	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
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(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
One	1,000



i) Item No.9-

Approval of Cost Audit Fees for the Financial Year 2014-15.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
15	3,31,33,029	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
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(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
One	1000

i) Item No. 10

Approval of Borrowing Limit of Rs. 300 Crore u/s 180 (1) (c) of the Companies Act, 2013.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
15	3,31,33,029	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
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(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
One	1,000



i) Item No. 11-

Approval of Mortgage / create charge on the assets of the Company u/s 180 (1) (a) of the Companies Act, 2013, within the limits of Rs. 300 Crore.

(i) Voted in **favour** of resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of resolution	% of total number of valid votes cast
1515	3,31,33,029	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of the total number of valid votes cast
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(iii) **Invalid** votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
One	1,000

5. A compact disc (CD) containing a list of equity shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to Mr. Kamlesh Mundra, Company Secretary authorized by the Board for safe keeping.
7. In total –82 members and 1 proxy was present that was considered for quorum, out of which – 15 members casted their vote and – 67 members abstained from voting.

Thanking you,
Yours faithfully,



Scrutinizer
CS Jatinder



Jatinder Gupta & Associates
(Company Secretaries)
CP. No.: 5236
M. No.: 5651
Place: New Delhi
Dated: September 25, 2014

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL
FOR ORIENT ABRASIVES LIMITED**

To,
The Chairperson of
43rd Annual General Meeting of the Equity Shareholders
of ORIENT ABRASIVES LIMITED to be held on September 24, 2014 at 11.00 A.M. at A-14,
SunVillage Inn, Ring Road, Lajpat Nagar IV, New Delhi 110 024

Dear Sir,

I, **CS Jatin Gupta**, of M/s. Jatin Gupta & Associates, a Company Secretaries Firm having its office at 303, Building No. 10159, Padam Singh Road, Karol Bagh, New Delhi 110 005 appointed as Scrutinizer by the Board of Directors of **Orient Abrasives Limited**, ("the Company") to scrutinize the electronic voting (e-voting) and for the purpose of Poll taken at the Annual General Meeting of the Equity Shareholders of **Orient Abrasives Limited** held on 24th day of September, 2014 at 11:00 A.M., at Sun Village Inn, A-14, Ring Road, Lajpat Nagar-IV, New Delhi- 110 024.

The Company had appointed M/s. National Securities Depository Limited as the service provider for extending the facility of electronic voting to the shareholders of the Company from Wednesday, 17 September 2014 (9:00 A.M.) to Friday, 19 September 2014 (6:00 P.M.). The e-voting results were unblocked by me on the 20th September, 2014 in the presence of two witnesses who are not in the employment of the Company.

At the AGM of the Company held on 24th day of September, 2014 at 11:00 A.M., at Sun Village Inn, A-14, Ring Road, Lajpat Nagar-IV, New Delhi- 110 024., the Chairman of the Company had called for a poll to facilitate the member present in the meeting who could not participate in the e-voting to record their votes through the poll process.

The result of the e-voting together with that of the poll is as under:



ITEM NO. OF NOTICE	PARTICULARS OF BUSINESS	VOTES IN FAVOUR OF THE RESOLUTION		VOTES AGAINST THE RESOLUTION		INVALID VOTES	
		Nos.	%age	Nos.	%age	Nos.	%age
<u>Item No. 1</u> <u>Ordinary Resolution</u>	E- VOTING	34638572	100	0	0	0	0
	POLL	33133029	100	0	0	1000	0.003
	TOTAL	67771601	99.99	0	0	1000	0.01
<u>Item No. 2</u> <u>Ordinary Resolution</u>	E- VOTING	34638072	99.99	500	0.01	0	0
	POLL	33133029	100	0	0.00	1000	0.003
	TOTAL	67771101	99.99	500	0.00	1000	0.01
<u>Item No. 3</u> <u>Ordinary Resolution</u>	E- VOTING	34632572	99.98	6000	0.02	0	0
	POLL	33133029	100	0	0.00	1000	0.003
	TOTAL	67765601	99.97	6000	0.02	1000	0.01
<u>Item No. 4</u> <u>Ordinary Resolution</u>	E- VOTING	34638567	100.00	0	0.00	0	0
	POLL	33133029	100	0	0.00	1000	0.003
	TOTAL	67771596	99.99	0	0.00	1000	0.01
<u>Item No. 5</u> <u>Ordinary Resolution</u>	E- VOTING	34638567	100	0	0.00	0	0
	POLL	33133029	100	0	0.00	1000	0.003
	TOTAL	67771596	99.99	0	0.00	1000	0.01
<u>Item No. 6</u> <u>Ordinary Resolution</u>	E- VOTING	34638567	100.00	0	0.00	0	0
	POLL	33133029	100	0	0.00	1000	0.003
	TOTAL	67771596	99.99	0	0.00	1000	0.01
<u>Item No. 7</u> <u>Ordinary Resolution</u>	E- VOTING	34638567	100.00	0	0.00	0	0
	POLL	33133029	100	0	0.00	1000	0.003
	TOTAL	67771596	99.99	0	0.00	1000	0.01



<u>Item No. 8</u> <u>Ordinary Resolution</u>	E- VOTING	34228932	100.00	0	0.00	0	0
	POLL	33133029	100	0	0.00	1000	0.003
	TOTAL	67361961	99.99	0	0.00	1000	0.01
<u>Item No. 9</u> <u>Ordinary Resolution</u>	E- VOTING	34638572	100.00	0	0.00	0	0
	POLL	33133029	100	0	0.00	1000	0.003
	TOTAL	67771601	99.99	0	0.00	1000	0.01
<u>Item No.10-</u> <u>Special Resolution</u>	E- VOTING	34637567	99.99	1005	0.01	0	0
	POLL	33133029	100	0	0	1000	0.003
	TOTAL	67770596	99.98	1005	0.01	1000	0.01
<u>Item No.11-</u> <u>Special Resolution</u>	E- VOTING	34637417	99.99	1155	0.01	0	0
	POLL	33133029	100	0	0.00	1000	0.003
	TOTAL	67770446	99.98	1155	0.01	1000	0.01

All the resolutions stands passed under e-voting and poll with the requisite Majority.

I hereby confirm that I am maintaining the registers received from the service provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to hand over these records to you or such other persons as authorized by you.

Thanking you,
Yours faithfully,

Scrutinizer
CS Jatin Gupta



Jatin Gupta & Associates
(Company secretaries)



CP. No.: 5236
M. No.: 5651

Place: New Delhi
Dated: September 25, 2014