

ORIENT REFRACTORIES LTD.
(AN RHI MAGNESITA COMPANY)



17 May 2019

Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Department of Corporate Services
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai – 400 051

STOCK CODE: 534076

STOCK CODE: ORIENTREF

Dear Sirs,

Subject: Proceedings of the meeting of the equity shareholders of Orient Refractories Limited held on the 17th day of May 2019 as per the directions issued by the National Company Law Tribunal, Mumbai bench vide its order dated 29 March 2019

In accordance with the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a summary of the proceedings of the meeting of the equity shareholders of the Company held on Friday, the 17th day of May 2019 at 12 noon.

Kindly take the same on record.

Thanking You,
Yours faithfully
For **Orient Refractories Limited**

Sanjay Kumar
Company Secretary
ACS-17021

Enclosures: as above



Works :

SP-148 A & B, RIICO Industrial Area,
Bhiwadi - 301019
Dist. Alwar, Rajasthan, India
Phone : +91-1493-222266, 67, 68
Fax : +91-1493-222269
Email : bhiwadi@orlindia.com

Registered Office :

C-604, Neelkanth Business Park, Opp. Railway Station,
Vidhyavihar (West), Mumbai, MAHARASHTRA - 400086
Tel. : +91 22 660 90 600
Fax : +91 22 660 90 601
Web. : www.orientrefractories.com
E-mail : ho@orlindia.com
CIN : L28113MH2010PLC312871



RHI MAGNESITA



ORIENT REFRACTORIES LTD.

(AN RHI MAGNESITA COMPANY)

Proceedings of the meeting of the equity shareholders of Orient Refractories Limited held on the 17th day of May 2019 as per the directions issued by the National Company Law Tribunal, Mumbai bench vide its order dated 29 March 2019

The meeting of the equity shareholders of Orient Refractories Limited (the **Company**) was held on Friday, 17 May 2019 at 12 noon at Kohinoor Continental, Andheri-Kurla Road, J.B. Nagar, Andheri (East), Mumbai – 400 059, India pursuant to the order of the National Company Law Tribunal, Mumbai bench (**NCLT**) dated 29 March 2019 in the matter of scheme of amalgamation among RHI India Private Limited, RHI Clasil Private Limited and Orient Refractories Limited and their respective shareholders (the **Scheme**).

Mr. KRCV Seshachalam, the Chairman appointed by the NCLT, informed that the meeting was convened pursuant to the NCLT Order.

The requisite quorum being present, the Chairman called the meeting to order. All the directors of the Company except Mr. Erwin Jankovits and Ms. Jacqueline Michelle Knox attended the meeting.

The notice of the meeting, the explanatory statement under Sections 230(3), 232(1), 232(2) and 102 of the Companies Act, 2013 read with the rules framed thereunder, and the Scheme, had already been dispatched to all members. With the consent of the members present, the notice convening the meeting was taken as read.

The following resolution set out in the notice convening the meeting was put up to the members for voting:

Approval of the arrangement embodied in the Composite Scheme of Amalgamation of RHI India Private Limited, RHI Clasil Private Limited and Orient Refractories Limited and their respective shareholders

The Chairman informed the members that as required under the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided its shareholders the facility to cast their vote through postal ballot and through remote e-voting, administered by National Securities Depository Limited. Further, the Chairman also informed that the facility of voting through ballot paper was available at the venue of the meeting for the members who had not already exercised their vote through postal ballot or remote e-voting.

The Chairman informed the members that Mr. Suyash Mohan Guru, an advocate, had been appointed by the NCLT as Scrutinizer. After this, the members present in the meeting cast their votes through ballot papers.

The Chairman thanked the members for attending, and participating at, the meeting. The Chairman concluded by authorising the Company Secretary to oversee the voting process and declare the consolidated voting results. He informed the members that the consolidated voting results would be available on the company website viz. <https://www.orientrefractories.com/> and the website of National Securities Depository Limited viz. <https://www.evoting.nsdl.com/> besides being communicated to BSE Limited and the National Stock Exchange of India Limited, within 48 hours of conclusion of the meeting.

The meeting concluded with a vote of thanks to the Chairman.

For Orient Refractories Limited

Sanjay Kumar
Company Secretary
ACS-17021



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