



ORIENT REFRACTORIES LTD.

(AN RHI MAGNESITA COMPANY)

28-08-2018

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

DETAILED COMPLIANCE REPORT

It is hereby certified that the draft scheme of arrangement between RHI India Private Limited, RHI Clasil Private Limited (the **Transferor Companies**) and Orient Refractories Limited (the **Transferee Company**) and their respective shareholders and creditors does not, in any way violate, override or limit the provisions of securities laws or requirements of the stock exchanges and the same is in compliance with the applicable provisions of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (**Listing Regulations**) and SEBI circular number CFD/DIL3/CIR/2017/21 dated 10 March 2017 (the **Circular**), as amended from time to time, including the following:

Sl.	Reference	Particulars
1.	Regulations 17 to 27 of the Listing Regulations	Corporate governance requirements
2.	Regulation 11 of the Listing Regulations	Compliance with securities laws
Requirements of the Circular		
(a)	Paragraph (I)(A)(2)	Submission of documents to the Stock Exchanges
(b)	Paragraph (I)(A)(3)	Conditions for schemes of arrangements involving unlisted entities
(c)	Paragraph (I)(A)(4)(a)	Submission of Valuation Report
(d)	Paragraph (I)(A)(5)	Statutory Auditor's certificate regarding compliance with Accounting Standards
(e)	Paragraph (I)(A)(9)	Provision of approval of public shareholders through e-voting

For Orient Refractories Limited

Sanjay Kumar
Company Secretary
(ACS-17021)



For Orient Refractories Limited

Parmod Sagar
Managing Director & CEO
(DIN-06500871)

Certified that the transactions / accounting treatment provided in the draft scheme of arrangement between RHI India Private Limited, RHI Clasil Private Limited (the **Transferor Companies**) and Orient Refractories Limited (the **Transferee Company**) and their respective shareholders and creditors are in compliance with all the Accounting Standards applicable to a listed entity.

For Orient Refractories Limited

Sanjeev Bhardwaj
Chief Financial Officer

For Orient Refractories Limited

Parmod Sagar
Managing Director & CEO
(DIN-06500871)

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