



Orient Refractories Limited

(An RHI Magnesita Company)



29 August 2020

Department of Corporate Services
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001.

STOCK CODE: 534076

Department of Corporate Services
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai

STOCK CODE: ORIENTREF

Total no. of pages including covering letter 16

Dear Sir/Madam,

Re: Voting Results of the 10th Annual General Meeting (AGM) of Orient Refractories Limited & Scrutinizer Report thereon.

The 10th AGM of the Company was held on Friday, 28 August 2020 at 3:30 P.M. through Video Conferencing (VC)/ Other Audio Video Means (OAVM) to transact the business as stated in the Notice dated 29 June 2020, convening the said AGM.

In this regard, please find enclosed the following:

- 1) Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations - **Annexure I**
- 2) Report of the Scrutinizer dated 29 August 2020, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rule, 2014 – **Annexure II**

The Voting Results along with the Scrutinizer Report is also available on the Company's web site at www.orientrefractories.com This is for your information and records.

Thanking you,

For **Orient Refractories Limited**

Sanjay Kumar

Company Secretary

(ACS-17021)

Orient Refractories Limited

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C-604, Neelkanth Business Park,
Opp. Railway Station, Vidhyavihar (West),
Mumbai, MAHARASHTRA-400086
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info@orlindia.com; www.orientrefractories.com

10th Annual General Meeting Voting Results

Date of the AGM/EGM	28 August 2020
Total number of shareholders on record date	17228
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	1
Public:	50

Resolution No. 1 (a)

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31 March 2020, together with the Reports of the Board of Directors and the Auditors' thereon;

Resolution required: (Ordinary/ Special)						Ordinary Resolution		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	79,877,771	79,877,771	100.000	79,877,771	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		79,877,771	100.000	79,877,771	-	100.000	-
Public Institutions	E-Voting	18,609,436	15,773,153	84.759	15,773,153	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		15,773,153	84.759	15,773,153	-	100.000	-
Public- Non Institutions	E-Voting	21,651,993	95,820	0.443	95,817	3	99.997	0.0031
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		95,820	0.443	95,817	3	99.997	0.0031
	Total	120,139,200	95,746,744	79.697	95,746,741	3	100.000	0.0000

Resolution No.1 (b)

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March 2020, together with the Report of the Auditors' thereon.

Resolution required: (Ordinary/ Special)						Ordinary Resolution		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	79,877,771	79,877,771	100.000	79,877,771	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		79,877,771	100.000	79,877,771	-	100.000	-
Public Institutions	E-Voting	18,609,436	15,773,153	84.759	15,773,153	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		15,773,153	84.759	15,773,153	-	100.000	-
Public- Non Institutions	E-Voting	21,651,993	95,820	0.443	95,817	3	99.997	0.0031
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		95,820	0.443	95,817	3	99.997	0.0031
	Total	120,139,200	95,746,744	79.697	95,746,741	3	100.000	0.0000

Resolution No. 2

To declare a dividend on equity shares for the financial year 2019-2020.

Resolution required: (Ordinary/ Special)						Ordinary Resolution		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	79,877,771	79,877,771	100.000	79,877,771	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		79,877,771	100.000	79,877,771	-	100.000	-
Public Institutions	E-Voting	18,609,436	17,853,644	95.939	17,853,644	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17,853,644	95.939	17,853,644	-	100.000	-
Public- Non Institutions	E-Voting	21,651,993	95,820	0.443	95,817	3	99.997	0.0031
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		95,820	0.443	95,817	3	99.997	0.0031
Total	Total	120,139,200	97,827,235	81.428	97,827,232	3	100.000	0.0000

Resolution No. 3

To appoint a Director in place of Mr. Parmod Sagar (DIN-06500871) who retires by rotation and, being eligible, offers himself for re-appointment.

Resolution required: (Ordinary/ Special)						Ordinary Resolution		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	79,877,771	79,877,771	100.000	79,877,771	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		79,877,771	100.000	79,877,771	-	100.000	-
Public Institutions	E-Voting	18,609,436	17,853,644	95.939	17,853,644	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17,853,644	95.939	17,853,644	-	100.000	-
Public- Non Institutions	E-Voting	21,651,993	95,820	0.443	95,311	509	99.469	0.531
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		95,820	0.443	95,311	509	99.469	0.531
Total	120,139,200	97,827,235	81.428	97,826,726	509	99.999	0.001	

Resolution No. 4

Appointment of Ms. Sonu Chadha as an Independent Director

Resolution required: (Ordinary/ Special)						Ordinary Resolution		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	79,877,771	79,877,771	100.000	79,877,771	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		79,877,771	100.000	79,877,771	-	100.000	-
Public Institutions	E-Voting	18,609,436	17,853,644	95.939	17,853,644	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17,853,644	95.939	17,853,644	-	100.000	-
Public- Non Institutions	E-Voting	21,651,993	95,820	0.443	93,233	2,587	97.300	2.6999
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		95,820	0.443	93,233	2,587	97.300	2.6999
Total	120,139,200	97,827,235	81.428	97,824,648	2,587	99.997	0.0026	

Resolution No. 5

Appointment of Mr. Gustavo Lucio Goncalves Franco as a Director of the Company

Resolution required: (Ordinary/ Special)						Ordinary Resolution		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	79,877,771	79,877,771	100.000	79,877,771	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		79,877,771	100.000	79,877,771	-	100.000	-
Public Institutions	E-Voting	18,609,436	17,853,644	95.939	17,853,644	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17,853,644	95.939	17,853,644	-	100.000	-
Public- Non Institutions	E-Voting	21,651,993	95,820	0.443	93,133	2,687	97.196	2.8042
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		95,820	0.443	93,133	2,687	97.196	2.8042
Total	Total	120,139,200	97,827,235	81.428	97,824,548	2,687	99.997	0.0027

Resolution No. 6

Variation in terms of remuneration of Mr. Parmod Sagar, Managing Director & CEO of the Company

Resolution required: (Ordinary/ Special)						Special Resolution		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	79,877,771	79,877,771	100.000	79,877,771	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		79,877,771	100.000	79,877,771	-	100.000	-
Public Institutions	E-Voting	18,609,436	17,853,644	95.939	17,853,644	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17,853,644	95.939	17,853,644	-	100.000	-
Public- Non Institutions	E-Voting	21,651,993	95,820	0.443	95,263	557	99.419	0.5813
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		95,820	0.443	95,263	557	99.419	0.5813
Total		120,139,200	97,827,235	81.428	97,826,678	557	99.999	0.0006

Resolution No. 7

To approve the remuneration of the Cost Auditors for the financial year 2020-21

Resolution required: (Ordinary/ Special)						Ordinary Resolution		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	79,877,771	79,877,771	100.000	79,877,771	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		79,877,771	100.000	79,877,771	-	100.000	-
Public Institutions	E-Voting	18,609,436	17,853,644	95.939	17,853,644	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		17,853,644	95.939	17,853,644	-	100.000	-
Public- Non Institutions	E-Voting	21,651,993	95,820	0.443	95,817	3	99.997	0.0031
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		95,820	0.443	95,817	3	99.997	0.0031
Total	Total	120,139,200	97,827,235	81.428	97,827,232	3	100.000	0.0000



NARESH VERMA & ASSOCIATES
COMPANY SECRETARIES

REPORT OF SCRUTINIZER

**(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii)
of the Companies (Management and Administration) Rules, 2014)**

To

The Chairman,

10th (Tenth) Annual General Meeting (AGM) of Orient Refractories Limited held on Friday, August 28, 2020, at 3:30 p.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Dear Sir,

I, Naresh Verma, FCS-5403, CP-4424 Practicing Company Secretary having office at 160 J-Extension, Street no. 5, Laxmi Nagar, Delhi-110092, appointed as Scrutinizer by the Board of Directors of Orient Refractories Limited (the Company) for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 10th Annual General Meeting of the Company held on Friday, August 28, 2020 at 3:30 p.m. through VC, submit my report as under:

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to voting through electronic means (by remote e-voting) and electronic voting (e-voting) at the AGM by the shareholders on the resolutions proposed in the Notice of the 10th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through e-voting (remote e-voting) and by electronic voting (e-voting) at the AGM are conducted in a fair and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the Chairman on the resolutions.

The e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) was provided by National Securities Depository Limited (NSDL).

In accordance with the Notice of the 10th Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (Amendment Rules 2015) on August 5, 2020, the remote e-voting opened at 9:00 AM on August 25, 2020 and remained open up to 5:00 PM on August 27, 2020.

After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by NSDL at the AGM.



The Equity Shareholders holding shares as on August 21, 2020, "cut off date", were entitled to vote on the resolutions stated in the Notice of the 10th Annual General Meeting of the Company.

As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.

After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>) in the presence of two witnesses, who are not in the employment of the company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.

Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

1) (a) Resolution-1: Ordinary Resolution

To consider and adopt audited Standalone Financial Statements of the Company and reports of the Board of Directors and Auditors for the financial year ended March 31, 2020.

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
101	95746741	99.99

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	3	0.01

Invalid votes:

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



1) (b) Resolution-1: Ordinary Resolution

To consider and adopt audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the report of the Auditors' thereon.

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
101	95746741	99.99

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	3	0.01

Invalid votes:

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

(2) Resolution-2: Ordinary Resolution

To declare dividend for the Financial Year ended March 31, 2020.

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
105	97827232	99.99

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	3	0.01

Invalid votes:

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



(3) Resolution-3: Ordinary Resolution

To appoint a director in place of Mr. Parmod Sagar (DIN- 06500871) who retires by rotation and being eligible, offer himself for re-appointment.

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
102	97826726	99.99

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	509	0.01

Invalid votes:

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

(4) Resolution-4: Ordinary Resolution

To appoint Ms. Sonu Chadha as an independent director.

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
104	97824648	99.99

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	2587	0.01

Invalid votes:

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



(5) Resolution-5: Ordinary Resolution

To appoint Mr. Gustavo Lucio Goncalves Franco a Director of the Company.

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
102	97824548	99.99

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	2687	0.01

Invalid votes:

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

(6) Resolution-6: Special Resolution

Variation in terms of remuneration of Mr. Parmod Sagar, Managing Director & CEO of the Company

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
102	97826678	99.99

Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	557	0.01

Invalid votes:

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



(7) Resolution-7: Ordinary Resolution

To approve the remuneration of the Cost Auditor for the Financial Year 2020-21

Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
105	97827232	99.99

Voted against the resolution:

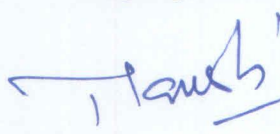

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	3	0.01

Invalid votes:

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

All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 10th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You
For **Naresh Verma & Associates**
Company Secretaries

Naresh Verma
FCS-5403; CP-4424
UDIN: F005403B000632667
(Scrutinizer)

Place: Delhi
Date: 29.08.2020