



ORIENT REFRACTORIES LTD.

May 27, 2017

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

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

STOCK CODE: 534076

STOCK CODE: ORIENTREF

Dear Sir

Sub: Disclosure under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 – Result of Postal Ballot and E-voting

In terms of Regulation 44(3) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following:-

1.	Result of Postal Ballot and E-voting	Annexure-I
2.	Declaration of Postal Ballot result by the Company Secretary (Authorised by the Chairman)	Annexure-II
3.	Scrutinizer Report	Annexure-III

Kindly note that the votes casted by Promoter Holding Company were treated as invalid, as being interested in the proposed resolutions, the Promoter Holding Company is not entitled to vote in respect of proposed resolutions.

Based on above, we would like to inform that all the Ordinary Resolution(s) as set out in the Postal Ballot Notice dated 19th April 2017 of the Company have been duly approved by the Members of the Company with requisite majority.

The above is for your kind information and record please.

Yours faithfully

For **Orient Refractories Limited**

Sanjay Kumar
Company Secretary
ACS-17021
Encl: a/a



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Registered Office :

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Web. : www.orientrefractories.com
E-mail : ho@orlindia.com
CIN No.: L28113DL2010PLC210819

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015	
Name of the Company	Orient Refractories Limited
Total number of shareholders on record date	14849
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group: Public	Not Applicable

Annexure - I

Resolution No.-1

Resolution required: (Ordinary/ Special)		Ordinary Resolution- To modify and ratify material related party transaction from RHI, Ag for the year 2016-2017.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
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 againston votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		83637771	100.00	83637771	0	100.00	0.00
	Poll	83637771	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	83637771	83637771	100.00	83637771	0	100.00	0.00
Public- Institutions	E-Voting		9363546	73.91	9363546	0	100.00	0.00
	Poll	12669488	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	12669488	9363546	73.91	9363546	0	100.00	0.00
Public- Non Institutions	E-Voting		2071343	8.69	2067832	3511	99.83	0.17
	Poll	23831941	NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		455590	1.91	454590	1000	99.78	0.22
	Total	23831941	2526933	10.60	2522422	4511	99.82	0.39
Total		120139200	11890479	9.90	11885968	4511	99.96	0.04

The figures stated in column 2 and column 4 above does not contain the holding of promoter and promoter group as the same being interested in the proposed resolution are not entitled to vote



Resolution No.-2

Resolution required: (Ordinary/ Special)		Ordinary Resolution- Approval of Material Related Party Transaction with RHI, Ag.									
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes									
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 againston votes polled			
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		83637771	100.00	83637771	0	100.00	0.00			
	Poll	83637771	NA	NA	NA	NA	NA	NA			
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00			
	Total	83637771	83637771	100.00	83637771	0	100.00	0.00			
Public- Institutions	E-Voting		9363546	73.91	9363546	0	100.00	0.00			
	Poll	12669488	NA	NA	NA	NA	NA	NA			
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00			
	Total	12669488	9363546		9363546	0					
Public- Non Institutions	E-Voting		2071213	8.69	2067662	3551	99.83	0.17			
	Poll	23831941	NA	NA	NA	NA	NA	NA			
	Postal Ballot (if applicable)		447066	0.00	446056	1010	99.77	0.00			
	Total	23831941	2518279	8.69	2513718	4561	199.60	0.17			
Total		120139200	11881825	9.89	11877264	4561	99.96	0.04			

The figures stated in column 2 and column 4 above does not contain the holding of promoter and promoter group as the same being interested in the proposed resolution are not entitled to vote

For Orient Refractories Limited

Sanjay Kumar

Sanjay Kumar
Company Secretary
ACS-17021





ORIENT REFRACTORIES LTD.

DECLARATION OF RESULT OF POSTAL BALLOT OF ORIENT REFRACTORIES LIMITED BY MR. SANJAY KUMAR, COMPANY SECRETARY

In terms of Section 110 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosures), 2015, April 19, 2017 through remote e-voting using the platform provided by National Securities Depository Limited (NSDL) and voting through physical postal ballot.

The said remote e-voting period commenced at 9.00 A.M (IST) on Wednesday, the 26th April 2017 and ended at 5.00 P.M (IST) on Thursday, the 25th May 2017 and the physical postal ballot forms received till 5.00 P.M (IST) on Thursday, the 25th May 2017 i.e. the time fixed for closing of voting process were considered.

Mr. Naresh Verma, Proprietor of M/s Naresh Verma and Associates, Company Secretaries was appointed as the Scrutinizer to scrutinize the votes cast through e-voting and physical ballot forms

Based on the Scrutinizer's report dated 27 May 2017, I, Sanjay Kumar, Company Secretary of the Company after due authorization by Dr. Vijay Sharma, Chairman of the Company hereby declare that all the resolutions (Resolution No. 1 and 2) contained in the Postal Ballot Notice dated April 19, 2017 has been duly passed with requisite majority as per details given below:

Sl. No.	Particulars of Resolution	Particulars	No. of Postal Ballot Form and E-Voting	No. of Equity Shares of Rs. 1 each (Votes)	% age of total Valid Votes Polled	Results
1.	Ordinary Resolution – To modify and ratify material related party transaction from RHI, Ag for the year 2016-2017.	Assent / in favour of the resolution	163	11,885,968	99.96	The resolution referred in Sl. No. 1 is passed as an Ordinary Resolution with requisite majority
		Dissent / against to the resolution	10	4,511	0.04	
		Invalid Votes	1	83,637,771	0	
2.	Ordinary Resolution – Approval of Material Related Party Transaction with RHI, Ag.	Assent / in favour of the resolution	160	11,877,264	99.96	The resolution referred in Sl. No. 2 is passed as Ordinary Resolution with requisite majority
		Dissent / against to the resolution	11	4,561	0.04	
		Invalid Votes	1	83,637,771	0	

Kindly note that the votes casted by Promoter Holding Company were treated as invalid, as being interested in the proposed resolutions, the Promoter Holding Company is not entitled to vote in respect of proposed resolutions.

For ORIENT REFRACTORIES LIMITED

Sanjay

Sanjay Kumar
Company Secretary
[ACS-17021]

Date : 27.05.2017
Place : New Delhi



Works :

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Web. : www.orientrefractories.com
E-mail : ho@orlindia.com
CIN No.: L28113DL2010PLC210819

NARESH VERMA & ASSOCIATES
COMPANY SECRETARIES

To,

The Chairman,
Orient Refractories Limited
804-A, Chiranjiv Tower
43, Nehru Place
New Delhi- 110019

Sub: Scrutinizer's Report on the Postal Ballot including e-voting pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, Naresh Verma, Proprietor of M/s Naresh Verma & Associates, Company Secretaries, Delhi appointed as Scrutinizer by the Board of Directors of **Orient Refractories Limited** (the company) for the purpose of scrutinizing voting by postal ballots and by electronic means to ascertain the requisite majority in accordance with the provisions of Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof in respect of the resolutions contained in the notice dated April 19, 2017.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 relating to voting through postal ballot, e-voting, by the shareholders on the resolutions proposed in the Notice of the Postal ballot dated April 19, 2017 is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process of postal ballot through electronic means and by physical ballots is conducted in fair and transparent manner and render Scrutinizers report of the total votes cast in 'favour' or 'against', if any, to the Chairman on the resolutions based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL), and the report of physical ballots received.

Further to above, I submit my report as under:

- a. The Company had appointed National Securities Depository Limited (NSDL) as the service provider, for extending the facility of electronic voting to the



shareholders of Company. The Company has uploaded all the items of business to be transacted on the website of the Company and also its service provider to facilitate their shareholders to cast their vote through e-voting.

- b. The notice dated April 19, 2017 along with statement setting out material facts under section 102 of the Companies Act, 2013 was sent to all the shareholders by email/ courier whose names appeared in the Register of members/ list of beneficial owners as at April 21, 2017 at their respective registered/ last known address alongwith postal ballot form, self-addressed postage pre-paid envelope and detailed e-voting procedure to enable the shareholders to cast their vote by postal ballot or electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
- a. The shareholders of the company holding shares as on the “cut-off” date i.e. April 21, 2017 were entitled to vote on the proposed resolutions as stated in the Item no. 1 and Item no. 2 in the notice of postal ballot dated April 19, 2017.
- b. The voting by postal ballot / e-voting commenced from Wednesday, April 26, 2017 (9.00 A.M) till Thursday, May 25, 2017 (5:00 P.M) and the NSDL e-voting platform was blocked thereafter.
- c. After the time fixed for closure of e-voting expired i.e. 5.00 P.M on May 25, 2017, an electronic report of the e-voting was generated by me in the presence of two witnesses (who are not in the employment of the Company) by accessing the data available on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com. Data regarding the e-voting was diligently scrutinized.
- d. The Physical Postal Ballots, received till 5.00 p.m. on May 25, 2017, were diligently scrutinized and reconciled with the records maintained by the company through M/s Skyline Financials Services Private Limited, the Registrar and transfer Agents of the Company and the authorizations lodged with Company.
- e. The result of the scrutiny of the above voting by physical postal ballot and E-voting in respect of the resolutions contained in the Notice dated April 19, 2017 is as stated hereunder :



Special Business

Item No. 1 (Ordinary Resolution)

To modify and ratify material related party transaction from RHI, Ag for the year 2016-2017.

i) Voted in favour of the resolution

Postal Ballot Voting	No. of Members Voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
Physical	46	454590	3.82
Electronic (e- voting)	117	11431378	96.14
Total	163	11885968	99.96

ii) Voted against the resolution

Postal Ballot Voting	No. of Members Voted	No. of votes cast in favour of resolution	% of total number of valid votes cast
Physical	1	1000	.01
Electronic (e- voting)	9	3511	.03
Total	10	4511	.04

iii) Invalid / Abstain Votes

Postal Ballot Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Physical	0	0
Electronic (e- voting)	1	83637771
Total	1	83637771



The votes casted by Promoter Holding Company are treated as invalid, as being interested in the proposed resolution, are not entitled to vote.

Item No. 2 (Ordinary Resolution)

Approval of Material Related Party Transaction with RHI, Ag.

iv) Voted in favour of the resolution

Postal Ballot Voting	No. of Members Voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
Physical	43	446056	3.75
Electronic (e- voting)	117	11431208	96.21
Total	160	11877264	99.96

v) Voted against the resolution

Postal Ballot Voting	No. of Members Voted	No. of votes cast in favour of resolution	% of total number of valid votes cast
Physical	2	1010	.01
Electronic (e- voting)	9	3551	.03
Total	11	4561	.04

vi) Invalid / Abstain Votes

Postal Ballot Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Physical	0	0
Electronic (e- voting)	1	83637771
Total	1	83637771



The votes casted by Promoter Holding Company are treated as invalid, as being interested in the proposed resolution, are not entitled to vote.

- f. The postal ballot papers and all other relevant records will be handed over to the Company Secretary- Mr. Sanjay Kumar, authorised by the Board for safe keeping the same, after the result is declared by the Chairman and Minutes thereof is duly signed.
- g. You may accordingly declare the result of voting by postal ballot and e-voting.
- h. The register to record the assent or dissent received has been maintained electronically. It contains the particulars of name, address, folio number or client id of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the company; hence there is no requirement of maintaining of the list of the shareholders with differential voting rights.

**For NARESH VERMA & ASSOCIATES
Company Secretaries**



**NARESH VERMA
FCS: 5403
CP: 4424**

**Date: 27.05.2017
Place: Delhi**