



Orient Refractories Limited

(An RHI Magnesita Company)



20 May 2019

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 Sirs

Subject: Disclosure of:

- i) Combined voting results of the business transacted at the National Company Law Tribunal convened meeting of the equity shareholders of Orient Refractories Limited (the *Company*) held on Friday, 17 May 2019; and
- ii) Combined voting result, pursuant to the Securities and Exchange Board of India (SEBI) circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017 (the *Circular*).

Reference: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)

Pursuant to the order of the National Company Law Tribunal, Mumbai bench (the *NCLT*) dated 29 March 2019 (the *Order*), a meeting of the equity shareholders of the Company was held on Friday, the 17th day of May 2019 at 12:00 noon at Kohinoor Continental, Andheri-Kurla Road, J. B. Nagar, Andheri (East), Mumbai – 400 059, India, for approving the composite scheme of amalgamation among RHI India Private Limited, RHI Clasil Private Limited, Orient Refractories Limited, and their respective shareholders (the *Scheme*).

Further, in compliance with the provisions of: (i) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the SEBI LODR; and (v) the SEBI Circular, the Company has provided the facility of voting by postal ballot and e-voting so as to enable the equity shareholders, including the public shareholders, to consider and approve the Scheme by way of the aforesaid resolution

Accordingly, voting by the equity shareholders of the Company for approval of the Scheme has been carried out through: (i) postal ballot; (ii) e-voting; and (iii) physical voting (through ballot paper) at the venue of the meeting, which was held on Friday, the 17th day of May 2019.

Further, in terms of the SEBI Circular, the Scheme is also required to be approved by majority of the public shareholders of the Company, and accordingly, voting by public shareholders has been carried out through: (i) postal ballot; (ii) e-voting; and (iii) physical voting (through ballot paper) at the venue of the meeting.

As per Regulation 44 of the SEBI LODR, please find enclosed the following disclosures:

Orient Refractories Limited

CIN: L28113MH2010PLC312871

C-604, Neelkanth Business Park,

Opp. Railway Station, Vidhyavihar (West),

Mumbai, MAHARASHTRA-400086

T-+91 22 660 90 600, F- +91 22 660 90 601

info@orlindia.com; www.orientrefractories.com



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- (a) **In terms of the Companies Act, 2013:** Voting results of the equity shareholders of the business transacted through: (i) postal ballot; (ii) e-voting; and (iii) physical voting (through ballot paper) at the venue of the meeting along with the Scrutiniser's Report – **Annexure A.**
- (b) **In terms of the SEBI Circular:** Voting results of the public shareholders, along with a separate Scrutiniser's Report – **Annexure B.**

The proposed resolution approving the Scheme was [passed with requisite majority by equity shareholders of the Company (including public shareholders), as required by the Companies Act, 2013 and the SEBI Circular.]

This is for your information and records.

Thanking you,

Yours faithfully

For **Orient Refractories Limited**

Sanjay Kumar

Company Secretary

ACS-17021

Enclosures: as above

Orient Refractories Limited

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Orient Refractories Limited

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ANNEXURE A

Orient Refractories Limited	
Voting results as per regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of AGM / EGM / NCLT convened meeting	17 May 2019
Total number of shareholders on record date	16,740 as on 5 April 2019
Number of shareholders present in the meeting either in person or through proxy	45
Promoters and Promoter Group	1
Public	44
Number of shareholders attending the meeting through video conferencing	
Promoters and Promoter Group	Not applicable
Public	Not applicable

Resolution No. 1									
Resolution required (Ordinary / Special)	Special								
	Resolution approving the composite scheme of amalgamation among RHI India Private Limited, RHI Clasil Private Limited, Orient Refractories Limited and their respective shareholders (the <i>Scheme</i>) under Sections 230-232 of the Companies Act, 2013								
Whether promoter / promoter group are interested in the agenda / resolution	Yes, to the extent of their shareholding								
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-voting	79877771	79877771	100.0000	79877771	0	100.0000	0.0000	
	Poll		-	-	-	-	-	-	
	Postal ballot		-	-	-	-	-	-	
	Total		79877771	79877771	100.0000	79877771	0	100.0000	0.0000
Public – Institutions	E-voting	18530672	17053909	92.0307	17053909	0	100.0000	0.0000	
	Poll		114000	0.6152	114000	0	100.0000	0.0000	
	Postal ballot		0	0.0000	0	0	-	-	
	Total		18530672	17167909	92.6459	17167909	0	100.0000	0.0000
Public – Non-Institutions	E-voting	21730757	1109304	5.1048	1106015	3289	99.7035	0.2965	
	Poll		118966	0.5475	73808	45158	62.0413	37.9587	
	Postal ballot		1500	0.0069	1500	0	100.0000	0.0000	
	Total		21730757	1229770	5.6591	1181323	48447	96.0605	3.9395
Total			120139200	98275450	81.8013	98227003	48447	99.9507	0.0493

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Orient Refractories Limited

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ANNEXURE B

Orient Refractories Limited	
Voting results as per regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of AGM / EGM / NCLT convened meeting	17 May 2019
Total number of shareholders on record date	16,740 as on 5 April 2019
Number of shareholders present in the meeting either in person or through proxy	45
Promoters and Promoter Group	1
Public	44
Number of shareholders attending the meeting through video conferencing	
Promoters and Promoter Group	Not applicable
Public	Not applicable

Resolution No. 1								
Resolution required (Ordinary / Special)		Ordinary – votes cast by the public shareholders of the Company in favour to be more than the votes cast by public shareholders against the scheme as per the SEBI circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017 read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Resolution approving the composite scheme of amalgamation among RHI India Private Limited, RHI Clasil Private Limited, Orient Refractories Limited and their respective shareholders under Sections 230-232 of the Companies Act, 2013						
Whether promoter / promoter group are interested in the agenda / resolution		Yes, to the extent of their shareholding						
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	79877771	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal ballot		-	-	-	-	-	-
	Total		79877771	-	-	-	-	-
Public Institutions	E-voting	18530672	17053909	92.0307	17053909	0	100.0000	0.0000
	Poll		114000	0.6152	114000	0	100.0000	0.0000
	Postal ballot		0	0.0000	0	0	-	-
	Total		18530672	17167909	92.6459	17167909	0	100.0000
Public – Non-Institutions	E-voting	21730757	1109304	5.1048	1106015	3289	99.7035	0.2965
	Poll		118966	0.5475	73808	45158	62.0413	37.9587
	Postal ballot		1500	0.0069	1500	0	100.0000	0.0000
	Total		21730757	1229770	5.6591	1181323	48447	96.0605
Total		120139200	18397679	15.3136	18349232	48447	99.7367	0.2633

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Suyash Mohan Guru

Advocate

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Office: - 21-A, Plot No. 15, Contractor Building
Vaju Kotak Marg, off Shahid Bhagat Singh Marg
Fort, Mumbai 400001

CONSOLIDATED REPORT OF SCRUTINIZER

To

Mr. KRCV Seshachalam

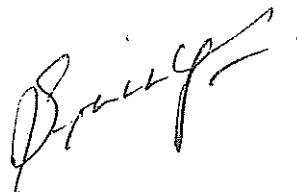
Chairman appointed by the Hon'ble National Company Law Tribunal, Mumbai bench (*NCLT*), for the meeting of the equity shareholders of Orient Refractories Limited (the *Company*) pursuant to Company Application No. CA (CAA) No. 1556/MB/2018

Dear Sir,

Subject: Consolidated report of the scrutinizer with respect to voting done by the public shareholders of the Company through postal ballot, electronic voting (*e-voting*) and ballot paper at the venue of the meeting in terms of the Securities and Exchange Board of India (*SEBI*) circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017

I, Suyash Mohan Guru, Advocate, appointed as the Scrutinizer by the NCLT, by its order dated 29 March 2019, for the purpose of scrutinizing the process of remote e-voting, postal ballot and voting through ballot at the venue, at the meeting of the equity shareholders of the Company convened in accordance with the order of NCLT in the matter of scheme of amalgamation among RHI India Private Limited, RHI Clasil Private Limited and Orient Refractories Limited and their respective shareholders, held on Friday, the 17th day of May 2019 at 12 noon at Kohinoor Continental, Andheri-Kurla Road, J.B. Nagar, Andheri, Mumbai – 400 059 (the *Meeting*), submit my report as under:

1. The resolution was transacted through the process of remote e-voting, postal ballot and voting through ballot paper at the venue of the Meeting. For the purposes of remote e-voting, the Company had engaged the services of National Securities Depository Limited (*NSDL*).
2. Voting rights were reckoned on the paid-up value of shares registered in the names of members as on Friday, the 5th day of April 2019 (the *cut-off date*).
3. The Company had, on the basis of the Register of Members and the list of beneficial owners made available by the NSDL and the Central Depository Services (India) Limited, completed the dispatch of the notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc., to the equity shareholders of the Company (holding the equity shares as on cut-off date, i.e. Friday, the 5th day of April 2019) by 12th April 2019.
4. The remote e-voting period commenced on Wednesday, 17 April 2019 at 9.00 a.m. (I.S.T.) and ended on Thursday, 16 May 2019 at 5.00 p.m. (I.S.T.).
5. The postal ballots received at the registered office address of the Company till 5:00 p.m. (I.S.T.) on 16 May 2019, were counted for the purpose of voting.
6. In pursuance of directions issued by NCLT, the Company had published an advertisement of the notice convening the Meeting of the equity shareholders in English newspaper *viz.* Times of India, Mumbai, and in Marathi newspaper *viz.* Mumbai Lakshadeep, on 16th April 2019.
7. The remote e-voting module was disabled and blocked by NSDL for voting on 16th May 2019 at 5.00 p.m. (I.S.T.).



Suyash Mohan Guru

Advocate

Email: suyash.guru@gmail.com

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Office: - 21-A, Plot No. 15, Contractor Building
Vaju Kotak Marg, off Shahid Bhagat Singh Marg
Fort, Mumbai 400001

8. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked in my presence and due identification marks were placed by me.
9. The Chairman of the Meeting, after responding to the queries of the members, informed that the facility of voting through ballot was made available to the members who were present and who had not cast their vote through remote e-voting or through postal ballot.
10. The votes cast through remote e-voting were unblocked in the presence of two witnesses Mr. Aditya Targe and Ms. Prerana Jadhav, neither of whom were in the employment of the Company. The report on votes cast through remote e-voting was generated from the website of NSDL: <https://www.evoting.nsdl.com/>.
11. The postal ballot forms and votes cast through the remote e-voting module of NSDL were diligently scrutinized. Voting conducted through ballot papers at the Meeting were reconciled with the records maintained by registrar and transfer agent and the authorisations / proxies lodged with the Company. The votes were scrutinized for eliminating duplicate voting.
12. The locked ballot box was subsequently opened by me in presence of Mr. Aditya Targe and Ms. Prerana Jadhav and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
13. The consolidated results of voting by the public shareholders through: (i) remote e-voting; (ii) postal ballot; and (iii) voting through ballot at the venue of the Meeting, is given below.

Resolution - Approval of scheme of amalgamation among RHI India Private Limited, RHI Clasil Private Limited and Orient Refractories Limited and their respective shareholders.

(a) Voted in favour of the resolution (only public shareholders):

Mode of voting	Number of members present and voting (in person or in case of physical ballot, by proxy)	Number of votes (in terms of number of shares held) cast by them	% of total number of valid votes cast
Remote e-voting	95	18,159,924	99.98
Postal ballot	2	1,500	100
Ballot forms	42	1,87,808	80.62
Total	139	1,83,49,232	99.74

(b) Voted against the resolution (only public shareholders):

Mode of voting	Number of members present and voting (in person or in case of physical ballot, by proxy)	Number of votes (in terms of number of shares held) cast by them	% of total number of valid votes cast
Remote e-voting	8	3,289	0.02
Postal ballot	0	0	0

Suyash Mohan Guru

Advocate

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Fort, Mumbai 400001

Ballot forms	3	45,158	19.38
Total	11	48,447	0.26

(c) Invalid / Abstain votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (by postal ballot, remote e-voting and ballot paper)
Nil	

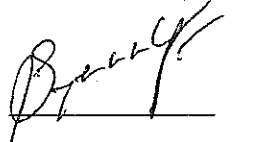
14. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST", for the resolution is enclosed.
15. The poll papers including (i) Attendance sheet, (ii) Board Resolution/authorization, (iii) ballot paper and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

RESULT:

I report that the resolution approving the scheme of amalgamation among RHI India Private Limited, RHI Clasil Private Limited and Orient Refractories Limited and their respective shareholders, as set forth in the notice of the Meeting, has been passed by the public shareholders with requisite majority representing more than 75% value of the shares. (i.e. votes cast by the public shareholders of the Company in favour are more than the votes cast by public shareholders against the scheme).

Thanking you,

Yours faithfully,



Suyash Mohan Guru
21-A, Plot No. 15, 1st Floor, Contactor Building,
Viju Kotak Marg, Off Shahid Bhagat Singh Marg,
Fort, Mumbai – 400 001

Place: Mumbai

Dated: 17 May 2019

Suyash Mohan Guru

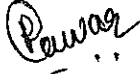
Advocate

Email: suyash.guru@gmail.com

Mob: 9560038621

Office: - 21-A, Plot No. 15, Contractor Building
Vaju Kotak Marg, off Shahid Bhagat Singh Marg
Fort, Mumbai 400001

We, the undersigned, have witnessed that the votes cast through remote e-voting were unblocked from NSDL's e-voting website <https://www.evoting.nsdl.com/> and also for opening of the ballot box in our presence on 17 May 2019.



Name: Prerana Jadhav

Address: A/601, Amar Nagar, Sasmira Road,
Worli, Mumbai 400030



Name: Aditya Targe

Address: 59/2649, Safalya, Gandhi Nagar,
Bandra East, Mumbai 400051

FORM NO. MGT-13

CONSOLIDATED REPORT OF SCRUTINIZER

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

To

Mr. KRCV Seshachalam

Chairman appointed by the Hon'ble National Company Law Tribunal, Mumbai bench (*NCLT*), for the meeting of the equity shareholders of Orient Refractories Limited (the *Company*) pursuant to Company Application No. CA (CAA) No. 1556/MB/2018

Dear Sir,

Subject: Consolidated report of the scrutinizer on the results of voting conducted through postal ballot, electronic voting (*e-voting*) and ballot paper at the venue of the meeting of the equity shareholders of Orient Refractories Limited convened on Friday, the 17th day of May 2019 at 12 noon at Kohinoor Continental, Andheri-Kurla Road, J.B. Nagar, Andheri, Mumbai – 400 059

I, Suyash Mohan Guru, Advocate, appointed as the Scrutinizer by the NCLT, by its order dated 29 March 2019, for the purpose of scrutinizing the process of remote e-voting, postal ballot and voting through ballot at the venue, at the meeting of the equity shareholders of the Company convened in accordance with the order of NCLT in the matter of scheme of amalgamation among RHI India Private Limited, RHI Clasil Private Limited and Orient Refractories Limited and their respective shareholders, held on Friday, the 17th day of May 2019 at 12 noon at Kohinoor Continental, Andheri-Kurla Road, J.B. Nagar, Andheri, Mumbai – 400 059 (the *Meeting*), submit my report as under:

1. The resolution was transacted through the process of remote e-voting, postal ballot and voting through ballot paper at the venue of the Meeting. For the purposes of remote e-voting, the Company had engaged the services of National Securities Depository Limited (*NSDL*).
2. Voting rights were reckoned on the paid-up value of shares registered in the names of members as on Friday, the 5th day of April 2019 (the *cut-off date*).
3. The Company had, on the basis of the Register of Members and the list of beneficial owners made available by the NSDL and the Central Depository Services (India) Limited, completed the dispatch of the notice of the Meeting along with the relevant annexures referred thereto, postal ballot form, proxy form, attendance slip, etc., to the equity shareholders of the Company (holding the equity shares as on cut-off date, i.e. Friday, the 5th day of April 2019) by 12th April 2019.
4. The remote e-voting period commenced on Wednesday, 17 April 2019 at 9.00 a.m. (I.S.T.) and ended on Thursday, 16 May 2019 at 5.00 p.m. (I.S.T.).
5. The postal ballots received at the registered office address of the Company till 5:00 p.m. (I.S.T.) on 16 May 2019, were counted for the purpose of voting.
6. In pursuance of directions issued by NCLT, the Company had published an advertisement of the notice convening the Meeting of the equity shareholders in English newspaper *viz.* Times of India, Mumbai, and in Marathi newspaper *viz.* Mumbai Lakshadeep, on 16th April 2019.



Suyash Mohan Guru

Advocate

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Vaju Kotak Marg, off Shahid Bhagat Singh Marg
Fort, Mumbai 400001

7. The remote e-voting module was disabled and blocked by NSDL for voting on 16th May 2019 at 5.00 p.m. (I.S.T.).
8. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked in my presence and due identification marks were placed by me.
9. The Chairman of the Meeting, after responding to the queries of the members, informed that the facility of voting through ballot was made available to the members who were present and who had not cast their vote through remote e-voting or through postal ballot.
10. The votes cast through remote e-voting were unblocked in the presence of two witnesses Mr. Aditya Targe and Ms. Prerana Jadhav neither of whom are in the employment of the Company. The report on votes cast through remote e-voting was generated from the website of NSDL: <https://www.evoting.nsdl.com/>.
11. The postal ballot forms and votes cast through the remote e-voting module of NSDL were diligently scrutinized. Voting conducted through ballot papers at the Meeting were reconciled with the records maintained by the registrar and transfer agent and the authorisations / proxies lodged with the Company. The votes were scrutinized for eliminating duplicate voting.
12. The locked ballot box was subsequently opened by me in presence of Mr. Aditya Targe and Ms. Prerana Jadhav and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.
13. The postal ballot forms, ballot papers and the votes cast through remote e-voting which were incomplete and / or which were otherwise found to be defective, have been treated as invalid.
14. The consolidated results of remote e-voting, postal ballot and voting through ballot at the venue of the Meeting are given below.

Resolution - Approval of scheme of amalgamation among RHI India Private Limited, RHI Clasil Private Limited and Orient Refractories Limited and their respective shareholders.

(a) Voted in favour of the resolution:

Mode of voting	Number of members present and voting (in person or in case of physical ballot, by proxy)	Number of votes (in terms of number of shares held) cast by them	% of total number of valid votes cast
Remote e-voting	96	98,037,695	99.99
Postal ballot	2	1,500	100
Ballot forms	42	1,87,808	80.62
Total	140	9,82,27,003	99.95

(b) Voted against the resolution:

Mode of voting	Number of members present and voting (in person or in case of	Number of votes (in terms of number of shares held) cast by	% of total number of valid votes
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	physical ballot, by proxy)	them	cast
Remote e-voting	8	3,289	0.01
Postal ballot	0	0	0
Ballot forms	3	45,158	19.38
Total	11	48,447	0.05

(c) **Invalid / Abstain votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them (by postal ballot, remote e-voting and ballot paper)	% of total number of invalid votes cast
Nil		

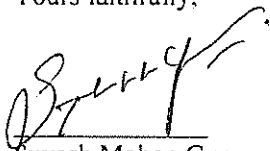
15. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST", for the resolution is enclosed.
16. The poll papers including (i) Attendance sheet, (ii) Board Resolution/authorization, (iii) ballot paper and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

RESULT:

I report that the resolution approving the scheme of amalgamation among RHI India Private Limited, RHI Clasil Private Limited and Orient Refractories Limited and their respective shareholders, as set forth in the notice of the Meeting, has been passed by the shareholders with requisite majority representing more than 75% value of the shares.

Thanking you,

Yours faithfully,



Suyash Mohan Guru
21-A, Plot No. 15, 1st Floor, Contactor Building,
Viju Kotak Marg, Off Shahid Bhagat Singh Marg,
Fort, Mumbai – 400 001

Place: Mumbai

Dated: 17 May 2019

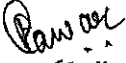
We, the undersigned, have witnessed that the votes cast through remote e-voting were unblocked from NSDL's e-voting website <https://www.evoting.nsdl.com/> and also for opening of the ballot box in our presence on 17 May 2019.

Suyash Mohan Guru

Advocate

Email: suyash.guru@gmail.com

Mob: 9560038621



Name: Prerana Jadhav
Address: A/601, Amar Nagar, Sasmira Road,
Worli, Mumbai 400030

Office: - 21-A, Plot No. 15, Contractor Building
Vaju Kotak Marg, off Shahid Bhagat Singh Marg
Fort, Mumbai 400001



Name: Aditya Targe
Address: 59/2649, Safalya, Gandhi Nagar,
Bandra East, Mumbai 400051