



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 March 15, 2018.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under 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 March 15, 2018 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 March 15, 2018 alongwith 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 March 16, 2018 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.* March 16, 2018, were entitled to vote on the proposed resolutions as stated in the Item no. 1 and 2 in the notice of postal ballot dated March 15, 2018.
 - b) The voting by postal ballot / e-voting commenced from Monday, March 26, 2018 (9.00 A.M) till Tuesday, April 24, 2018 (5:00 P.M) and the NSDL e-voting platform was blocked thereafter.



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- c) After the time fixed for closure of e-voting expired i.e. 5.00 P.M on April 24, 2018, an electronic report of the e-voting was generated by me 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 April 24, 2018, were diligently scrutinized and reconciled with the records maintained by the company through M/s Skyline Financial 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 March 15, 2018 is as stated hereunder :

Special Business

Item No. 1 (Special Resolution): Shifting of Registered Office of the Company

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	0	0	0.00
Electronic (e- voting)	71	9,41,88,935	99.99
Total	71	9,41,88,935	99.997

ii) Voted against the resolution

Postal Ballot Voting	No. of Members Voted	No. of votes cast against the resolution	% of total number of valid votes cast
Physical	1	2,000	0.002
Electronic (e- voting)	2	1,040	0.001
Total	3	3,040	0.003

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)	0	0
Total	0	0

Item No. 2 (Special Resolution): Alteration in the Memorandum of Association

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	0	0	0
Electronic (e- voting)	72	9,41,88,975	99.997
Total	72	9,41,88,975	99.997

ii) Voted against the resolution

Postal Ballot Voting	No. of Members Voted	No. of votes cast against the resolution	% of total number of valid votes cast
Physical	1	2,000	0.002



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Electronic (e- voting)	1	1,000	0.001
Total	2	3,000	0.003

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)	0	0
Total	0	0

- 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: 26-04-2018
Place: Delhi