



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, Friday, April 27, 2018 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 Monday, the 26th March 2018 and ended at 5.00 P.M (IST) on Tuesday, the 24th April 2018 and the physical postal ballot forms received till 5.00 P.M (IST) on Tuesday, the 24th April 2018 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 26 April 2018, I, Sanjay Kumar, Company Secretary of the Company after due authorization by Dr Vijay Sharma, Chairman hereby declare that the resolutions as mentioned below:

Resolution No. 1

Shifting of Registered Office of the Company

"RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Rules made thereunder and subject to the approval of the Central Government (Regional Director), Northern Region and such other approvals, permissions and sanctions, as may be required from time to time, approval of the members be and is hereby accorded for shifting the registered office of the Company from "National Capital Territory of Delhi" to Mumbai in "the State of Maharashtra.

RESOLVED FURTHER THAT Mr. Parmod Sagar, Managing Director & CEO; Mr. Sanjeev Bhardwaj, Chief Financial Officer and Mr. Sanjay Kumar, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things, etc. on behalf of the Company as may be required to effectuate this resolution(s) and obtaining statutory approval(s) and in particular:

- to make, prepare, sign, execute, certify, deal, swear, affirm, declare, deliver, enter into, acknowledge, record and perfect all deeds, applications, declarations, instruments, affidavits, applications, petitions, rejoinder, returns, forms, objections, notices and writings whatsoever as may be proper or expedient and all manner of documents, petitions, affidavits and applications in relation to the subject matter and to appear, depose, make corrections, before Regional Director and/or Registrar of Companies, Ministry of Corporate Affairs, BSE, NSE, Securities and Exchange Board of India, Government of India and/or any other Statutory Authority(ies).
- to appoint one or more professional consultants, agents, officials of the Company to appear and/ or represent the Company before the Regional Director (Northern Region), Central Government (Ministry of Corporate Affairs) in the matter of the application to be filed with the Regional Director (Northern Region) and for seeking approval of shifting of registered office of the Company and authorised to make such statements, furnish such information and do such things as may be necessary in relation to the said petition.
- pay statutory fees, duties, professional fees, etc. as applicable, complete other statutory & procedural formalities, making consequent changes in the Memorandum of Association of the Company and to do all such activities as may be required in relation thereto.

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Resolution No. 2

Amendment in the Memorandum of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 13(1) read with 12(5) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Rules made thereunder and subject to approval of the Central Government / Registrar of Companies under Section 13(4) of the Companies Act, 2013 Clause II of the Company’s Memorandum of Association be substituted with the following Clause II for shifting the registered office of the Company from the “National Capital Territory of Delhi” to the State of Maharashtra

“The Registered Office of the Company will be situated in the State of Maharashtra”

RESOLVED FURTHER THAT Mr. Parmod Sagar, Managing Director & CEO; Mr. Sanjeev Bhardwaj, Chief Financial Officer and Mr. Sanjay Kumar, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things, etc. on behalf of the Company as may be required to give effect to this resolution(s) and to sign and execute all necessary documents, applications, filing returns, forms with the Registrar of Companies.”

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.	Special Resolution – Shifting of Registered Office of the Company	Assent / in favour of the resolution	71	9,41,88,935	99.997	The resolution referred in Sl. No. 1 is passed as an Special Resolution with requisite majority
		Dissent / against to the resolution	3	3,040	0.003	
		Invalid Votes	0	0	0	
2.	Special Resolution – Amendment in the Memorandum of Association of the Company	Assent / in favour of the resolution	72	9,41,88,975	99.997	The resolution referred in Sl. No. 2 is passed as Special Resolution with requisite majority
		Dissent / against to the resolution	2	3,000	0.003	
		Invalid Votes	0	0	0	

for **Orient Refractories Limited**

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Sanjay Kumar
Company Secretary
[ACS-17021]

Date: 26.04.2018
Place: New Delhi