



ORIENT REFRACTORIES LIMITED

Regd. Office: 804-A, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019 (India)

CIN: L28113DL2010PLC210819

Tel: 011-41518482 Fax: +91-1493 -222269

Website: www.orientrefractories.com Email: investors@orlindia.com

Postal Ballot Notice

Notice is hereby given that following resolutions are circulated for approval of members of the Company to be accorded by postal ballot / e-voting in accordance with the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force and pursuant to other applicable laws and regulations.

Explanatory statement pertaining to the proposed special resolutions setting out the material facts and the reasons thereof along with a postal ballot form are annexed herewith.

The Company has appointed Mr. Naresh Verma, FCS, Practicing Company Secretary of M/s. Naresh Verma & Associates, as scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the postal ballot form and the notice, record your Assent or Dissent therein and return the completed ballot form in the enclosed postage prepaid self-addressed Business Reply Envelope. Postal ballot form(s) if sent by courier or by registered/speed post at the expense of shareholders or hand delivered will also be accepted. Duly completed postal ballot form(s) should reach the scrutinizer, on or before 5.00 p.m. on Tuesday, 24 April 2018, the last date for receipt of the completed postal ballot forms. Postal ballot forms received after this date will be considered invalid.

E-Voting Option

The Company is pleased to offer e-voting facility also as an alternative, which would enable you to cast your votes electronically, instead of sending physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice. Upon completion of the scrutiny of the postal ballot forms & e-voting by the shareholders, the scrutinizer will submit his report to the Company and the results of the postal ballot will be announced by Friday, 27 April 2018 at the registered office of the Company. The results of the postal ballot will also be uploaded on the Company's website www.orientrefractories.com besides sending appropriate communications to the BSE Limited and NSE Limited. Last date of e-voting/receipt of completed postal ballot forms i.e. Tuesday, 24 April 2018, shall be the date on which the special resolution would be deemed to have been passed by the Shareholders, if approved by requisite majority.

SPECIAL BUSINESS

1. Shifting of Registered Office of the Company

To consider and if thought fit, to pass through Postal Ballot, with or without modification(s), the following resolution as **Special Resolution:**

“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:

- a) 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).

- b) 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.
- c) 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.

2. **Amendment in the Memorandum of Association of the Company**

To consider and if thought fit, to pass through Postal Ballot, with or without modification(s), the following resolution as **Special Resolution**:

“**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.”

By Order of the Board
For **Orient Refractories Limited**

Place: New Delhi
Date: 15 March, 2018

Sanjay Kumar
Company Secretary

NOTES:

1. Explanatory Statement for the proposed special resolutions pursuant to Section 102 read with Section 110 of the Companies Act, 2013 along with the applicable rules thereunder setting out material facts is appended herein below.
2. The postal ballot notice is being sent to the members whose name appear in the register of members / record of depositories as at the close of business on Friday, 16 March 2018. The postal ballot notice is being sent by e-mail to the members whose e-mail address is registered with the Company/ Depository Participants(s) for communication. For those members who have not registered their e-mail address, physical copy of the postal ballot notice and form along with self-addressed postage prepaid Business Reply Envelope is being sent. The postal ballot notice may also be accessed on Company’s website www.orientrefractories.com.
3. Unrelated members whose names appears on the Register of Members / Records of Depositories as at the close of business on Friday, 16 March 2018 will be considered for the purpose of voting.
4. Voting period will commence on and from Monday, 26 March 2018 at 9.00 a.m. and end on Tuesday, 24 April 2018 at 5.00 p.m.
5. Members can opt for only one mode of voting i.e. either by postal ballot or e-voting. In case any shareholder casts the vote(s) through both the modes, voting done by e-voting shall prevail and votes cast through postal ballot will be treated as invalid.

6. In case a member is desirous of obtaining a printed postal ballot form or a duplicate thereof, he or she may send an e-mail to the Company Secretary at cssanjay@orlindia.com. The Registrar and Share Transfer Agent/Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the member.
7. In compliance with Sections 108 to 110 of the Companies Act, 2013 and the Rules made thereunder the Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the e-voting facility arranged by National Securities Depository Limited (NSDL). The instructions and process for e-voting is mentioned in this notice.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed and signed in the enclosed Business Reply Envelope to the Scrutinizer so as the reach not later than 5.00 p.m. on Tuesday, 24 April 2018. Postal ballot forms received after the aforesaid date and time will be considered as if no reply has been received from the shareholder.
9. After completion of scrutiny of votes cast either electronically or through postal ballot, the Scrutinizer will submit his report to the Chairman and results of the voting shall be announced by the Chairman or any other Director or Company Secretary of the Company on Friday, 27 April 2018 at the registered office of the Company. The results of voting shall also be displayed on the website of the Company www.orientrefractories.com besides being sent to the stock exchanges on the said date.
10. The last date of e-voting / receipt of postal ballot forms for physical voting i.e. Tuesday, 24 April 2018 shall be the date on which the special resolutions would be deemed to have been passed, if approved by requisite majority.
11. Instructions and process for e-voting are as under:
 - A. Members whose shareholding is in dematerialised form and whose e-mail addresses are registered with the Company/ Depository Participant(s) will receive an e-mail from NSDL informing the User-ID and Password:
 - (i) Open e-mail and open PDF file viz; "ORL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles. (vii) Select "EVEN" of "Orient Refractories Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email to scrutinizer.ori@gmail.com or cssanjay@orlindia.com with a copy marked to evoting@nsdl.co.in.
 - B. For members holding shares in dematerialised form whose e-mail IDs are not registered with the Company/Depository Participants and members holding shares in physical form as well as those members who have requested for a physical copy of the notice, it may be noted that the Initial User ID & Password is being provided in the postal ballot form. Such members are requested to follow all steps from Sl. No. (ii) to (xii) above to cast vote. However, if you are

already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forget User Details/Password" option available on or contact NSDL at the following toll free no.: 1800- 222-990.

- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at downloads section of or call on toll free no.: 1800- 222-990.
- D. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013 FOR ITEM NOS. 1 AND 2 OF THE ATTACHED NOTICE

Presently, the Company's registered office is located in the National Capital Territory of Delhi. The board of directors of your Company have decided to shift the registered office from the National Capital Territory of Delhi to Mumbai, State of Maharashtra to carry on the business of the Company with better operational and administrative convenience.

This will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.

In terms of the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of registered office from one state to another requires alteration in Memorandum of Association of the Company, approval of the Shareholders by way of special resolution and confirmation of such alteration/shifting by the Central Government / Regional Director.

The shareholders consent for shifting the registered office and alteration in MoA can be obtained by passing the required special resolution in their meeting and /or through postal ballot. Your board recommends the resolutions as set out above for approval of the members as special resolution through postal ballot. Once the resolution is approved by the shareholders of the Company, the Company will approach office of Regional Director (Northern region) and /or other appropriate authorities for obtaining their confirmation.

None of the Director, Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution except as members of the Company.

By Order of the Board
For **Orient Refractories Limited**

Place: New Delhi
Date: 15 March, 2018

Sanjay Kumar
Company Secretary



Orient Refractories Limited



POSTAL BALLOT FORM

REGISTERED FOLIO NO. / DP ID NO. / CLIENT ID NO. :	NUMBER OF SHARES HELD :
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I / We hereby exercise my / our vote in respect of the Ordinary Resolution to be passed through postal ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below:

Item no.	Resolution summary	No. of shares held	I assent to the resolution Please tick (✓)	I dissent to the resolution Please tick (✓)
1.	Special Resolution-Shifting of Registered Office of the Company			
2.	Special Resolution-Amendment in the Memorandum of Association of the Company			

Place:

Date:

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(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The electronic voting particulars are set out as follows:

EVEN (E- Voting Event Number)	User ID	Password

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Monday, 26 March 2018 at 9.00 AM	Tuesday, 24 April 2018 at 5.00 PM

Notes:

- Please read the instructions printed below carefully before filling this form and for e-voting, please refer to the instructions for voting through electronic means provided in the postal ballot notice sent herewith.
- The last date for the receipt of postal ballot forms by the Scrutinizer is Tuesday, 24 April 2018 at 5.00 PM.

INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the Scrutinizer in the attached
2. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
3. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the board of directors of the Company.
5. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his / her absence, by the next named Member.
6. Consent must be accorded by placing a tick mark (✓) in the column, 'I assent to the resolution', or dissent must be accorded by placing a tick mark (✓) in the column, 'I dissent to the resolution'
7. The votes of a Member will be considered invalid on any of the following grounds
 - a. If the postal ballot form has not been signed by or on behalf of the Member;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Member has made any amendment to the Resolution or imposed any condition while exercising his vote;
 - e. if the postal ballot form is incomplete or incorrectly filled;
 - f. if the postal ballot form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds,
 - g. If the form other than the one issued by the company is used.
8. Duly completed postal ballot forms should reach the Scrutinizer on or before Tuesday, 24 April 2018 at 5.00 PM. If any postal ballot form is received after this date, it will be considered that no reply from such Member has been received.
9. A Member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot forms should reach the Scrutinizer no later than the date specified in Item (7) above.
10. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney/ attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to the Scrutinizer at scrutinizer.ori@gmail.com, with a copy marked to evoting@nsdl.co.in, or deposited at the registered office of the Company.
11. Members are requested NOT to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid Business Reply Envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
12. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
13. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the relevant date, i.e. 16 March 2018.
14. The Scrutinizer's decision on the validity of the postal ballot shall be final.
15. Only a Member entitled to vote is entitled to fill in the postal ballot form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.

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