



**Format to be submitted by listed entity on quarterly basis**

**Name of Listed Entity** : **Orient Refractories Limited**  
**Quarter ending** : **30-Sept-2018**

**I. Composition of Board of Directors**

Title (Mr./ Ms.)	Name of the Director	PAN <sup>S</sup> & DIN	Category (Chairperson/Executive/ Non-Executive/Independent/ Nominee)&	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity	Refer Listing Regulations		No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
							Regulations 25(1)	Regulations 26(1)	
Mr.	Vijay Sharma	PAN: AGAPS5379Q	Chairperson/Non-Executive/ Independent	12-Nov-2014	5 Yrs.	1	2	2	
		DIN: 0000880113							
Mr.	Rama Shanker Bajoria	PAN: AEDPB2381L	Non-Executive/Independent	24-Sep-2015	5 Yrs.	2	2	0	
		DIN: 0000033727							
Mr.	Reinhold Steiner	PAN: NA	Non-Executive	24-Jul-2013		1	0	0	
		DIN: 0006674749							
Mr.	Erwin Jankovits	PAN: NA	Non-Executive	11-Feb-2015		1	1	0	
		DIN: 0007089589							
Ms.	Verena Buzzi	PAN: NA	Non-Executive	08-Aug-2017		1	0	0	
		DIN: 0007901672							
Mr.	Parmod Sagar	PAN: AARPS5822R	Executive	04-Mar-2013		1	1	0	
		DIN: 0006500871							

\$ PAN number of any director would not be displayed on the website of Stock Exchange.

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.



## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/ Independent/Nominee) <sup>§</sup>
1. Audit Committee	Mr. Vijay Sharma	Chairperson/Non-Executive/ Independent
	Mr. Rama Shanker Bajoria	Non-Executive/ Independent
	Mr. Erwin Jankovits	Non-Executive
2. Nomination & Remuneration Committee	Mr. Rama Shanker Bajoria	Chairperson/Non-Executive/ Independent
	Mr. Vijay Sharma	Non-Executive/ Independent
	Mr. Erwin Jankovits	Non-Executive
3. Risk Management Committee (if applicable) <sup>+</sup>	Mr. Vijay Sharma	Chairperson/Non-Executive/ Independent
	Mr. Rama Shanker Bajoria	Non-Executive/ Independent
	Mr. Parmod Sagar	Executive
4. Stakeholders Relationship Committee'	Mr. Vijay Sharma	Chairperson/Non-Executive/ Independent
	Mr. Rama Shanker Bajoria	Non-Executive/ Independent
	Mr. Parmod Sagar	Executive

<sup>§</sup>Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

<sup>+</sup> Not applicable on the Company, but the Company voluntarily constituted the committee.

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
17- May-2018	31-July-2018	78 days

## IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>			
31-July-2018	3	17-May-2018	78 days
<b>Risk Management Committee</b>			
31-July-2018	3	17-May-2018	78 days

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional



# Orient Refractories Limited

(An RHI Magnesita Company)



## V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

### Note:

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

## VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 100 listed entities)
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors.  
Any comments/observations/advice of Board of Directors may be mentioned here: **No Comment**

### For Orient Refractories Limited

**Sanjay Kumar**

**Company Secretary & Compliance Officer**

### Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.



# Orient Refractories Limited

(An RHI Magnesita Company)



## ANNEXURE - II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

### I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA) refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
e-mail address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA



## II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes



# Orient Refractories Limited

(An RHI Magnesita Company)



## Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

## III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For **Orient Refractories Limited**

Sanjay Kumar

**Company Secretary & Compliance Officer**



**ANNEXURE - III**

**Format to be submitted by listed entity at the end of 6 months after end of financial year along-with second quarter report of next financial year**

<b>I. Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

**Note:**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.  
Due to pre-occupation of the Chairman of the nomination and remuneration committee, he was unable to attend the AGM of the Company.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

For **Orient Refractories Limited**

Sanjay Kumar  
**Company Secretary & Compliance Officer**