

**4th
Annual Report
2013-2014**



ORIENT REFRACTORIES LIMITED



BOARD OF DIRECTORS

(As on July 30, 2014)

Mr K K Thirani
Mr A K Jain
Mr R S Bajoria
Ms Barbara Potisk Eibensteiner
Mr Michael John Williams
Mr Reinhold Steiner
Mr S G Rajgarhia
Mr S C Sarin
Mr Parmod Sagar

CHIEF FINANCIAL OFFICER

Mr Sanjeev Bhardwaj

COMPANY SECRETARY

Mr Sanjay Kumar

AUDITORS

STATUTORY AUDITORS

M/s. Deloitte Haskins & Sells

COST AUDITORS

M/s. K. G. Goyal & Associates

INTERNAL AUDITORS

M/s. Chaturvedi & Partners

BANKER

HDFC Bank Ltd.

REGISTRAR & TRANSFER AGENT

Skyline Financial Services Private Limited,
D-153 A, 1st Floor,
Okhla Industrial Area, Phase - I,
New Delhi - 110 020

REGISTERED OFFICE

804-A, Chiranjiv Tower
43, Nehru Place
New Delhi-110 019
email:info@orlindia.com
web site:www.orientrefractories.com

WORK

SP – 148, RIICO Industrial Area
Bhiwadi, Dist.-Alwar
Rajasthan
e-mail:bhiwadi@orlindia.com

CONTENTS

Particulars	Page No.
Notice of Annual General Meeting	1
Directors' Report	7
Management Discussion & Analysis Report	11
Corporate Governance Report	13
Auditors' Report	24
Balance Sheet	28
Statement of Profit & Loss	29
Cash Flow Statement	30
Notes to Financial Statements	32



NOTICE

NOTICE is hereby given that the Fourth Annual General Meeting of the Members of the Company will be held at Sun Village Inn, A-14, Ring Road, Lajpat Nagar-IV, New Delhi-110024 on Friday, 26 September, 2014 at 11.30 AM to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31 March, 2014 including Balance Sheet as at 31 March, 2014 and the Statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Mr. S C Sarin (DIN 03641706), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Ms. Barbara Potisk Eibensteiner (DIN 06505772), who retires by rotation and being eligible offers herself for re-appointment.
5. To consider and if thought fit, to pass the following resolution with or without modification(s), as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139 (2) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/s. Deloitte Haskins & Sells, Chartered Accountants, Gurgaon, Haryana (Firm Registration No.- 015125N) be and are hereby re-appointed as auditors of the Company to hold the office from the conclusion of this 4th Annual General Meeting for terms of five consecutive years (Financial years 2014-15, 2015-16, 2016-17, 2017-18 and 2018-19) till the conclusion of the 9th Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting to be held during the period on such remuneration as may be determined by the Board of Directors of the Company, based on the recommendation of the Audit Committee and reasonable out-of-pocket expenses actually incurred by them in connection with the audit of the Accounts of the Company for the financial year ending on 31 March, 2015.”

SPECIAL BUSINESS

6. RATIFY REMUNERATION PAYABLE TO M/S. K G GOYAL & ASSOCIATES, COST ACCOUNTANTS

To consider and if thought fit, to pass the following resolution with or without modification(s), as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. K G Goyal & Associates, Cost Accountants, Jaipur, Rajasthan (Firm Registration No. 000024), whose appointment and remuneration has been recommended by the Audit Committee and approved by the Board, as Cost Auditors of the Company for conducting and carrying out the Cost Audit of refractories products for the Financial Year 2014-15 at a total fee of ₹ 50,000/- (Rupees Fifty Thousand only) plus service tax as applicable and reimbursement of out of pocket expenses be and is hereby ratified and approved.”

7. APPOINTMENT OF MR. R S BAJORIA AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution with or without modification(s), as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. R S Bajoria (DIN 00033727) who was appointed as a Director liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 1 (One) year from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting of the Company.

Regd. office:

804-A, Chiranjiv Tower,
43, Nehru Place,
New Delhi 110019,
CIN: L28113DL2010PLC210819

for Orient Refractories Limited

30 July, 2014

Sanjay Kumar
Company Secretary



NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 6 & 7 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item No. 7 and Item Nos. 3 and 4 of the Notice, are also annexed.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.**

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

4. **The Register of Members and Share transfer books of the Company will be closed from Thursday, 11 September, 2014 to Thursday, 18 September, 2014 (both days inclusive).**

5. Dividend, if declared, will be paid on 30 September, 2014 as under:

Physical Shares: To the members whose names appear on the Register of members of the Company as on 11 September, 2014.

Dematerialised Shares: To the beneficial owners as on 11 September, 2014 as per information to be furnished by Depositories for this purpose.

6. As per RBI notification, with effect from 1 October, 2009, the remittance of money through ECS is replaced by National Electronic Clearing Services (NECS) and banks have been instructed to move to the NECS platform. This is in addition to the existing facility of ECS in other locations. NECS essentially operates on the new and unique bank account number, allotted by banks pursuant to implementation of Core Banking Solutions (CBS) for centralized processing of inward instructions and efficiency in handling bulk transaction. In this regard, shareholders holding shares in electronic form are requested to furnish the new 10-digit Bank Account Number allotted to them by your bank, (after implementation of CBS), along with photocopy of a cheque pertaining to the concerned account, to your Depository Participant (DP). Please send these details to the Company/Registrars, if the shares are held in physical form, immediately.

7. Members who hold shares in the dematerialized form and want to change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, Registrar is obliged to use only the data provided by the Depositories, in case of such demat shares.

8. Physical shares – Payment of dividend through NECS: Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number latest by 10 September, 2014 to our Registrar and Share Transfer Agent, M/s. Skyline Financial Services Pvt. Ltd.



9. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
10. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give you a duly filled attendance slip for your signature and participation at the meeting.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members who are holding physical shares in identical order of names in more than one folio are requested to send to the Company or Company's Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. Members are requested to use the new share transfer form SH-4.
13. Non-resident Indian shareholders are requested to inform about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
 - (a) The change in the residential status on return to India for permanent settlement.
 - (b) The particulars of the NRE Account with a Bank in India, if not furnished earlier.
14. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 26 September, 2013 (date of last Annual General Meeting) on the website of the company (www.orientrefractories.com/investors), as also on the website of the Ministry of Corporate Affairs.
15. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Secretarial Department at the Company's registered office or the Company's Registrar and Share Transfer Agent (M/s. Skyline Financial Services Pvt. Ltd.) for revalidation and encash them before the due dates.
16. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
17. The Registers under the Companies Act, 2013 is available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays.
18. The securities and exchange board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated 27 April, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In Continuation of the afore said circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the company /Registrar and Share Transfer Agent for registration of such transfer of shares.
19. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s. Skyline Financial Services Pvt. Ltd. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
20. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm exception holidays, up to and including the date of the Annual General Meeting of the Company.



21. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):

- i. Open the e-mail and also open PDF file namely "ORL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL: <https://www.evoting.nsd.com>.
- iii. Click on Shareholder – Login.
- iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
- vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
- viii. Select "EVEN" (E-Voting Event Number) of Orient Refractories Limited.
Now you are ready for 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 the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- xii. Institutional shareholders (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 e-mail to scrutinizer.ori@gmail.com, with a copy marked to evoting@nsdl.co.in.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsd.com.

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

- i. Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions:

- i. The e-voting period commences on Saturday, 20 September, 2014 (9.00 a.m. IST) and ends on Monday, 22 September, 2014 (6.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 15 August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 15 August, 2014.



- iii. Mr. Naresh Verma, Practicing Company Secretary (Membership No. FCS 5403), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forth with to the Chairman of the Company.
- v. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Naresh Verma, Practicing Company Secretary (Membership No. FCS 5403), at the Registered Office of the Company on or before the date of Annual general meeting i.e. Friday, 26 September, 2014

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to tocssanjay@orlindia.com by mentioning their Folio / DP ID and Client ID No.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.orientrefractories.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the 4th AGM of the Company on 26 September, 2014 and communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

22. Poll at the Meeting

After all the items of the notice have been discussed, the Chairman will order poll in respect of all the items. Poll will be conducted and supervised under the Scrutinizer appointed for e-voting as stated above. After conclusion of the poll, the Chairman may declare the meeting as closed. The results of the poll aggregated with the results of e-voting will be announced by the Company on its website : www.orientrefractories.com within two day from the date of AGM of the Company and also informed to the stock exchanges where the securities of the Company are listed within two (2) days of the AGM.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 6

In pursuance of Section 148 (3) of the Companies Act, 2013, if the Central Government is of the opinion that it is necessary to do so, it may, by order, direct that the audit of cost records of class of companies, which are covered under sub-section (1) of 148 and which have a net worth of such amount as may be prescribed or a turnover of such amount as may be prescribed, shall be conducted in the manner specified in the order.

The audit under sub-section (2) shall be conducted by a Cost Accountant in practice who shall be appointed by the Board upon recommendation of the Audit Committee.

Your Directors, upon recommendation of the Audit Committee, have approved the appointment of M/s. K G Goyal & Associates, Cost Accountants, Jaipur, Rajasthan (Firm Registration No. 000024) as the Cost Auditors of the Company to conduct Cost Audit of refractories products for the Financial Year 2014-15 at a fee of ₹ 50,000/- (Rupees Fifty Thousand Only) plus service tax and reimbursement of out of pocket expenses. Such appointment is pursuant to Sections 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014.

Since the ratification of Shareholders is required regarding the remuneration of the Cost Auditor, your Directors recommend the proposed resolution for your ratification.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested, in the resolution set out at Item No. 6.



Item No. 7

As required by Section 149 of the Companies Act, 2013, it is proposed to appoint Mr. R S Bajoria (DIN-00033727), the existing Independent Director, as non-retiring Independent Director for a term of one year from the conclusion of the ensuing 4th Annual General Meeting till the conclusion of 5th Annual General Meeting. His brief resume and other particulars have been given under the heading 'Information regarding the Directors proposed to be appointed / re-appointed'.

In the opinion of the Board, Mr. R S Bajoria fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. R S Bajoria as Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours between Monday to Friday. In view of the fact that the proposed appointee bring with them the vast experience in the diverse fields of corporate growth, administration and management and considering their profile and exposure in the respective fields it is desirable to approve his appointment as proposed and hence his appointment is recommended for your approval.

Except the Director under appointment viz. Mr. R S Bajoria, none of the Directors or Key Managerial Personnel of the Company or their relatives is/are, in anyway, concerned or interested, financial or otherwise, in the resolution set out at Item No. 7. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Regd. office:

804-A, Chiranjiv Tower,
43, Nehru Place,
New Delhi 110019,
CIN: L28113DL2010PLC210819

for Orient Refractories Limited

30 July, 2014

**Sanjay Kumar
Company Secretary**

INFORMATION REGARDING THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED

Particulars	Mr. R S Bajoria	Mr. S C Sarin	Ms. Barbara Potisk Eibensteiner
Date of Birth	17 May, 1943	01 October, 1945	09 September, 1968
Date of Appointment	18 October, 2011	18 October, 2011	04 March, 2013
Qualifications	B.Com.	B.Tech (Hons.) From IIT, Kharagpur	Graduation in Business Administration EFFAS Diploma, Certified European Financial Analyst Certified International
Expertise in specific functional areas	Wide experience in Rubber Industry	Wide experience in Steel and Refractory Industry	Finance
Directorships held in other companies (excluding foreign companies)	-Farseen Rubber Industries Ltd. -Rajputana Investment & Finance Ltd. -Brijbhoomi Farm & Const. Pvt. Ltd. -Shreedhan Investment and Trading Pvt. Ltd. -Orient Abrasives Ltd.	-	-
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Shareholders/ Investors Grievance Committee)	Audit Committee Orient Abrasives Ltd. Shareholders/ Investors Grievance Committee Orient Abrasives Ltd.	-	-
Number of shares held in the Company	Nil	100	Nil



DIRECTORS' REPORT

Dear Members

Your directors have pleasure in presenting the fourth annual report of your Company along with the audited financial statements for the financial year ended 31 March, 2014.

FINANCIAL RESULTS

PARTICULARS	(₹ in Lacs)	
	2013-2014	2012-2013
Net Sales & Income	40,760.54	36,189.13
Profit before Depreciation, Interest and Tax	8,328.55	6,654.88
Less: Depreciation	362.58	379.21
Interest	7.49	131.41
Profit before Income Tax	7,958.48	6,144.26
Less : Income Tax	2,673.84	2,005.24
Net Profit for the year	5,284.64	4,139.02
Add: Balance brought forward from the Previous Year	1,899.49	666.04
Amount available for appropriation	7,184.13	4,805.06
Appropriation:		
General Reserve	600.00	1,500.00
Final Dividend on Equity Shares	1,501.74	1,201.39
Corporate Dividend Tax	255.22	204.18
Balance carried forward to balance sheet	4,827.17	1,899.49

OPERATIONS REVIEW

Despite the combination of slow growth in the service and industrial sector, downfall of rupee, high inflation your Company has performed well and continues to grow by more than 10% in successive two years.

During the year under review your Company has achieved net revenue of ₹ 40,760.54 Lacs (Previous Year ₹ 36,189.13 Lacs) which is 12.63% more than the Previous Year. Profit before tax for the financial year 2013-14 was ₹ 7,958.48 Lacs (Previous Year ₹ 6,144.26 Lacs). The profit for the year 2013-14 has increased by 29.53% as compared to 2012-13.

FUTURE OUTLOOK

Introduction of new government implies positive prospects for the future. Government aims for sustained growth of 7-8 percent in the next 3-4 years, and focusing to revive growth in manufacturing and infrastructure sectors. Your Directors are hopeful to sustain the same growth and profitability during the financial year 2014-15.

During first quarter of 2014-15 the profit before tax is ₹ 1,934.81 Lacs which is approx. 5.00 % more than the profit before tax (₹ 1,848.11 Lacs) of quarter ending on June 30, 2013.

Your Directors are hopeful that the turnover and profitability of the Company will increase in the current financial year.

DIVIDEND

Based on the Company's performance, your Directors are pleased to recommend a final dividend of ₹1.25 per share (i.e. 125%) for the financial year 2013-14 on the capital of 120,139,200 equity shares of ₹1.00 each. The final dividend on the equity shares, if approved by the members would involve a cash outflow including dividend distribution tax of ₹ 1,756.96 Lacs (Previous Year ₹ 1,405.57 Lacs).



CHANGE OF REGISTERED OFFICE

The Board of Directors at their meeting held on 28 May, 2014, approved the change of Registered Office of the Company to 804-A, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019 from the earlier office at 1307, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019, with effect from 1 June, 2014.

STATUTORY AUDITORS

Pursuant to provisions of Section 224 of the Companies Act, 1956, M/s Deloitte Haskins & Sells, Chartered Accountants, Gurgaon, Haryana (Firm Registration No. 015125N) were the statutory auditors of the Company who hold office up to the conclusion of the forthcoming Annual General Meeting.

As per Section 139 (2) of the Companies Act, 2013 they are eligible for re-appointment for a term of maximum five consecutive years (i.e. from financial year 2014-15 to 2018-19). The Company has received a letter from M/s Deloitte Haskins & Sells, Chartered Accountants, Gurgaon, Haryana to the effect that their re-appointment, if made, would be in accordance with the conditions prescribed under Section 139 (2) of the Companies Act, 2013 and they are not disqualified for such reappointment within the meaning of Section 141 of the said Act.

AUDITORS' REPORT

The Auditors Report read with notes to the financial statements is self-explanatory and does not call for any further explanation by the Board.

COST AUDIT

Pursuant to the directive from the Ministry of Corporate Affairs regarding appointment of Cost Auditor, M/s K G Goyal & Associates, Cost Accountants, Jaipur, Rajasthan (Firm Registration No. 000024) have been appointed as the Cost Auditor of the Company for refractories products for the financial year 2014-15. The Cost Audit report relating to the above products will be filed within the stipulated period of 180 days from the close of the financial year.

The Section 148 (3) of Companies Act, 2013 requires that the remuneration of Cost Auditors shall require the ratification of Members and accordingly the appropriate resolution has been included in the notice convening the 4th Annual General Meeting.

Your Directors recommend the approval of resolution for fixation of remuneration of Cost Auditors for the financial year 2014-15.

INTERNAL AUDIT

Your Company has appointed M/s. Chaturvedi & Partners, Chartered Accountant, New Delhi as Internal Auditors of the Company for financial year 2014-15.

FIXED DEPOSIT

During the year your Company has not accepted any fixed deposits from the public.

DIRECTORS

Ms. Barbara Potisk Eibensteiner (DIN-06505772) and Mr S C Sarin (DIN-03641706) shall be liable to retire by rotation at the ensuing Annual General Meeting and being eligible, have offered themselves for re-appointment.

In due compliance with the provisions of Section 149 of the Companies Act, 2013, it is proposed to appoint Mr R S Bajoria (DIN-00033727) as Independent Director on the Board of the Company, who will hold office for a term of one (1) year i.e. from the conclusion of the ensuing Annual General Meeting to the conclusion of next Annual General Meeting and shall not be liable to retire by rotation.

The appropriate resolutions for appointment/ reappointment of Directors are placed for the approval of shareholders. Your Directors recommend their appointment/re-appointment at the ensuing Annual General Meeting in the overall interest of the Company.

LISTING

The equity shares of the Company are listed at Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Ltd. (NSE). The Company has paid the listing fee for the year 2014-2015 to BSE and NSE.



DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 217(2AA) of the Companies Act, 1956 ("Act"), the Directors hereby confirm that:

- a. in the preparation of the annual accounts for the year 2013-14, the applicable accounting standards have been followed and there are no material departures;
- b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the financial year;
- c. they have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities,
- d. they have prepared the Annual Accounts on a going concern basis.

CODE OF CONDUCT

Your Company has laid down a code of conduct for the Directors and senior management personnel as specified. The code was adopted in the board meeting held on 18 October, 2011. It is available on the website of the Company www.orientrefractories.com. A declaration by the Managing Director regarding annual affirmation of compliance of the code by all concerned is annexed to the report on corporate governance.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Information relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, as required under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988, is given in **Annexure-A** and forms part of this report.

PARTICULARS OF EMPLOYEES

Particular of remuneration paid to the employees as required to be disclosed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are set out in **Annexure-B** attached hereto and form part of this report.

MANAGEMENT DISCUSSION AND ANALYSIS

Notes on Management Discussion and Analysis of the Company have been given in **Annexure-C** and forms part of this report.

CORPORATE GOVERNANCE

A separate section on Corporate Governance is attached to this report as **Annexure-D**. A certificate from the Practicing Company Secretary regarding compliance of the conditions of corporate governance as stipulated under clause 49 of the listing agreements with stock exchanges is enclosed as **Annexure-E**. A certificate from the Managing Director that all board members and senior management personnel have affirmed compliance with the Code of Conduct for the year ended 31 March, 2014 is attached as **Annexure-F**. CEO/CFO certificate is enclosed as **Annexure-G**.

ACKNOWLEDGEMENTS

Your Directors sincerely appreciate the dedication and efforts of the employees at all levels of the organisation in contributing to the success of the Company. The Directors are also thankful to the investors of the Company for their confidence in the Company. They also gratefully acknowledge the continued support received from the customers, business associates, various government agencies, financial institutions and the banks.

Regd. office:

804-A, Chiranjiv Tower,
43, Nehru Place New Delhi 110019
CIN: L28113DL2010PLC210819

For and on behalf of the Board

30 July, 2014
New Delhi

K K Thirani
Chairman

ANNEXURE TO DIRECTORS' REPORT
ANNEXURE-A
DISCLOSURE UNDER SECTION 217 (1) (e) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988
CONSERVATION OF ENERGY

The Company has made all efforts to optimize the use of energy and to minimize its wastage. To ensure minimum consumption of energy for a given level of production, operating parameters of production have been standardized. Insulation materials are also being used to avoid energy loss.

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

The Company is constantly trying to provide its customers with products that incorporate latest available technology. Though indigenously available materials and technology are preferred, efforts are being made, wherever possible, to make use of best contemporary technology.

Form A
Disclosure of Particulars with respect to Conservation of Energy

A.	POWER AND FUEL CONSUMPTION	2013-14	2012-13
1.	Electricity		
	(a) Purchased		
	Unit (in Lacs)	93.59	86.64
	Total amount (₹ in Lacs)	503.46	481.50
	Rate/unit(₹)	5.38	5.56
	(b) Own generation		
	Through diesel generator set		
	Unit (in Lacs)	10.12	12.04
	Units per ltr. of diesel oil	3.65	3.61
	Cost/unit	15.11	11.02
2.	LDO/FO/C9/HSD		
	Quantity (Kilo ltr.)	1,988.32	1,669.21
	Total cost (₹ in Lacs)	938.48	706.40
	Average/Kilo ltr. (₹)	47,199.00	42,320.00
3.	PET COKE		
	Quantity (MT)	1,281.90	1081.57
	Total Cost (₹ in Lacs)	130.92	108.27
	Average/MT.(₹)	10,213.00	10,010.00
4.	LPG		
	Quantity (MT)	234.16	276.40
	Total cost (₹ in Lacs)	176.58	188.96
	Average/MT.(₹)	75,411.00	68,367.00
B.	Consumption per unit of production		
	Electricity (Units)	535.00	528.00
	LDO/FO/C9/Ltr.	103.00	89.00
	PET COKE (MT)	66.00	58.00
	LPG(MT)	12.00	15.00

FOREIGN EXCHANGE EARNINGS AND OUTGO
(₹ in Lacs)

	2013-14	2012-13
Earnings	6,503.07	5,803.33
Outgo	4,123.29	4,396.76

ANNEXURE-B
STATEMENT OF PARTICULARS UNDER SECTION 217(2A) OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (PARTICULARS OF EMPLOYEES) RULES, 1975 FORMING PART OF DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH, 2014.

Sr. No.	Name of Employee	Age (years)	Designation	Remuneration ₹ in Lacs(Gross)	Qualification & Experience (in yrs.)	Date of Commencement of Employment	Particulars of last employment held (Name/Designation/ Experience)
A. Employed throughout the year and in receipt of remuneration in aggregate of not less than ₹ 6,000,000/-.							
1.	Mr S G Rajgarhia (DIN-00002245)	67	Vice Chairman	194.34	B Tech (Hons.) S.M.(MIT) 42 years	18 October, 2011	Orient Abrasives Ltd./ Managing Director/ 42 years
2.	Mr S C Sarin (DIN-03641706)	68	Technical Advisor	140.42	B Tech (Hons.) 46 years	18 October, 2011	Orient Abrasives Ltd./ President/23 years
3.	Mr Parmod Sagar (DIN-06500871)	48	Managing Director	139.52	B Tech (Hons.) 30 years	04 March, 2013	Orient Abrasives Ltd./ Sr. Vice President/ 21 years
Mr S G Rajgarhia is Managing Director of Orient Abrasives Limited.							
B. Employed for part of the year and in receipt of remuneration of not less than ₹ 500,000/- per month.							
Not Applicable							

ANNEXURE-C
MANAGEMENT DISCUSSION AND ANALYSIS REPORT
GENERAL REVIEW

Orient Refractories Limited (ORL) is provider of high grade refractory products for steel industry. ORL is a market leader in India and has global presence and is global partner for over 500 customers in India and across the world. Its consistent quality and services made it preferred choice among the competitors. ORL adopts best practices in business processes continuously to serve customers and optimize the costs.

In 2013, M/S RHI AG, an Austrian Company acquired 69.62% of the equity shares of ORL. M/s. RHI AG is a world market and technology leader in high grade ceramic refractory materials. A global player, RHI employs approx. 8000 people worldwide at 33 production sites in Europe, North and South America, China and India and is represented by over 70 sales offices in four continents. The company's headquarters is located in Vienna, Austria.

BUSINESS DIVISIONS/SEGMENTS

The product range includes

- | | | |
|---|--|---|
| (a) Isostatically pressed continuous casting Refractories | (b) Slide gate Refractories | (c) Metering, Flying and Fixed Tundish Nozzles |
| (d) Bottom Purging Refractories and Top Purging Lances for Steel Ladles | (e) Precast Shapes and Blocks | (f) Slag Arresting Darts for Converters |
| (g) Basic Spray Mass for Tundish Working Lining | (h) Blast Furnace Trough Castable for Main Trough, Metal and Rocking Runners | (i) Conventional, Low Cement and Ultra Low Cement Castables, etc. |

All these products are made to suit the casting conditions and grade of steel being cast and are a result of an intensive research and development effort by the Company. To reinforce quality and development of products, the Company has an in-house research and development facility that is recognized by the Government of India. ORL's technology leadership is based on long-standing, successful research and development activities.



The Company also has a well-trained group of technical personnel at plant and customer sites to address all customers' technical and commercial needs as it has a large base of customers to whom it provides total refractory management services.

The Company exports a fair share of its output to various overseas customers. The major export customers are based in Europe, Middle East and South East Asia.

FINANCIAL OF SEGMENTS

Financial of business segments are given in detail in notes to the financial statements of the Annual Report.

BUSINESS ENVIRONMENT

Indian economic growth touched to lowest level of this decade in financial year 2013-14. This was mainly due to weakness in industrial activity and slowdown in service sector. The growth of industrial sector de accelerated, contraction in capital goods and mining sector continues to pose a downside risk. Combination of current account deficit, high inflation, calibrated rise in diesel prices and weak rupee are other factors for overall slowdown of the economy.

INDUSTRY STRUCTURE, DEVELOPMENTS, OPPORTUNITIES, THREATS, RISKS AND CONCERNS AND FUTURE OUTLOOK

Your Directors believe that steel industry is a growing Industry in whole world .The increasing demand for it was mainly generated by the development projects that have been going on along the world, especially the infrastructural work and real estate projects that have been growing around the developing countries. New innovations are taking place for cost minimisation and maximisation of productivity. Introduction of new government gives hope to the industry because of fast approvals of infrastructural projects, currency improvement, growth of GDP and industrial index, political stability etc. Your Directors are concerned about the raw materials for steel production which are rapidly depleting and are non-renewable, the industries have to come up with sustainable methods in steel production. All these factors are monitored on continuous basis and necessary action will be taken as and when required. We are wholly dependent on steel industries growth, therefore your Directors keep a close watch on the various factors which affect the performance of our Company. With RHI AG flagship, the Directors are optimist to grow in Indian and export market in 2014-15.

ADEQUACY OF INTERNAL CONTROLS

The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly.

The internal control system is designed to ensure that the financial and other records are reliable to prepare financial statements and other data and for maintaining accountability of assets.

Now we are in a process of introduction of structured approach in Risk Management to ensure that all levels of management identify and monitor risks through a properly defined framework also to provide periodic information and updates to the Board and the shareholders on the significance its risks and the way of mitigating the same.

CORPORATE SOCIAL RESPONSIBILITY

With the introduction of new Companies Act, 2013 now it is mandatorily required under the Act to contribute towards Corporate Social Responsibility. The Company shall make all the efforts to contribute towards good cause and comply the rules.

HUMAN RESOURCES

The Company believes in the strength of human resources and that it is the best form of business capital which needs to be explored and utilised to full potential. At the Company, constant efforts are made in developing human resources by providing necessary training and taking care of employee welfare. The Company endeavors to keep the employees' motivation level high by providing congenial work atmosphere and rewarding/remunerating adequately.

There are cordial relations between the management and the employees.

The Company believes in enhancing the competencies of employees to create a high performing and innovative organization.

CAUTIONARY STATEMENT

The Management Discussion and Analysis Report contains some forward looking statements based upon the information and data available with the Company, assumptions with regard to global economic conditions, the government policies etc. The Company cannot guarantee the accuracy of assumptions and perceived performance of the Company in future. Hence it is cautioned that the actual results may differ from those expressed or implied in this report.

CORPORATE GOVERNANCE REPORT

1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes in employing the highest standards of corporate governance practices and policies by upholding the principles of transparency in transactions, disclosure of information, integrity, social accountability and statutory compliance. The Company also endeavors to provide quality service and feedback to its investors, customers, business associates and the statutory agencies.

2. BOARD OF DIRECTORS

As on 31 March, 2014, the Company has nine directors with a Non-Executive Chairman and an Executive Managing Director, out of the nine Directors, six are Non-Executive Directors and three are Independent Directors. The composition of the Board is in conformity with clause 49 of the listing agreements entered into with the stock exchanges.

None of the Directors on the board are members of more than ten committees or Chairman of more than five committees across all the public companies in which they are Directors. Necessary disclosures regarding committee positions in other public companies as on 31 March, 2014 have been made by the Directors.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and committee Chairmanships/Memberships held by them in other companies are given herein below. Chairmanships/Memberships of Board committees include only Audit and Shareholders/investors grievance committees.

Name of the Director	Category	Number of Board Meetings during the year 2013-14		Whether attended last AGM held on 26 September, 2013	Number of Directorships in other Public Companies		Number of Committee positions held in other Public Companies	
		Held	Attended		Chairman	Member	Chairman	Member
Mr K K Thirani (Chairman)	Non-Executive, Independent	4	4	Yes	-	5	-	-
Mr A K Jain	Non-Executive, Independent	4	3	No	-	11	-	-
Mr R S Bajoria	Non-Executive, Independent	4	1	No	-	3	-	2
Ms Barbara Potisk Eibensteiner	Non- Executive, Not-Independent	4	4	No	-	-	-	-
Dr. Giorgio Cappelli*	Non- Executive, Not-Independent	1	1	No	-	-	-	-
Mr. Reinhold Steiner**	Non- Executive, Not-Independent	3	1	No	-	-	-	-
Mr Michael John Williams	Non- Executive, Not-Independent	4	4	No	-	-	-	-
Mr S G Rajgarhia	Executive, Not-Independent	4	3	No	-	5	-	-
Mr S C Sarin	Executive, Not-Independent	4	4	No	-	-	-	-
Mr Parmod Sagar (Managing Director)	Executive, Not-Independent	4	4	Yes	-	-	-	-
* On 24 July, 2013 resigned from the board of director of the Company		** Appointed as director of the Company on 24 July, 2013						

Four Board Meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows: 22 May, 2013; 24 July, 2013; 28 October, 2013 and 28 January, 2014.

The necessary quorum was present for all the meetings.

None of the Non-Executive Director except Ms Barbara Potisk Eibensteiner, Mr Michael John Williams and Mr. Reinhold Steiner has any material pecuniary relationship or transactions with the Company. Ms Barbara Potisk Eibensteiner, Mr Michael John Williams and Mr. Reinhold Steiner deemed to have some pecuniary interest with respect to transactions of sale and purchase of materials with the Companies in which they are director, brief details of which are disclosed in the notes to the financial statements under the head 'related party disclosures' under note 30.4 of the Annual Report. As on date none of the Non-Executive Director holds shares in the Company.

The Company has not issued any convertible instruments.

The Code of Conduct adopted *w.e.f.* 18 October, 2011 is being followed by all concerned. The Code has been put on the Company's website.

During the year 2013-14, information as mentioned in Annexure 1 to clause 49 of the listing agreements has been placed before the board for its consideration.

3. AUDIT COMMITTEE

The Audit Committee of the Company was constituted on 15 November, 2011 in line with the provisions of clause 49 of the listing agreements entered into with the stock exchanges read with Section 292A of the Companies Act, 1956. The broad terms of reference of audit committee are

- a) to review the un-audited financial results and the internal audit reports
- b) to suggest internal control measures after discussion with the internal auditors
- c) to oversee their implementation
- d) to review the annual financial statements with the management
- e) to recommend appointment of auditors and
- f) other matters as provided in the clause 49 of the listing agreement.

The scope and activities of the Audit Committee include the areas prescribed under clause 49 II (D) of the listing agreement with the stock exchanges. The Audit Committee has been granted powers as prescribed under the clause 49 II (C).

The Audit Committee invites such of the representatives of the Statutory Auditors and the Internal Auditors to be present at its meetings. The Company Secretary acts as the Secretary to the Audit Committee.

The previous Annual General Meeting of the Company was held on 26 September, 2013 and attended by Mr K K Thirani, Chairman of the Audit Committee.

During the year four Audit Committee meetings were held on 22 May, 2013; 24 July, 2013; 28 October, 2013 and 28 January, 2014. The necessary quorum was present at these meetings.

The composition of the Audit Committee and the details of meetings attended by its members are given below

Name	Category	Number of Meeting during the year 2013-2014	
		Held	Attended
Mr K K Thirani (Chairman)	Independent, Non-Executive	4	4
Mr A K Jain	Independent, Non-Executive	4	3
Mr R S Bajoria	Independent, Non-Executive	4	1
Mr Michael John Williams	Not-Independent, Non-Executive	4	4

4. REMUNERATION COMMITTEE

The Remuneration Committee of Directors was constituted on 18 October, 2011. One meeting of the Remuneration Committee was held during the year on 28 January, 2014. The composition of the Remuneration Committee and the details of meetings attended by its members are given below:

Name	Category	Number of Meeting during the year 2013-2014	
		Held	Attended
Mr KK Thirani (Chairman)	Independent, Non-Executive	1	1
Mr AK Jain	Independent, Non-Executive	1	1
Mr R S Bajoria	Independent, Non-Executive	1	0
Mr Michael John Williams	Not-Independent, Non-Executive	1	1

The Company pays remuneration by way of salary, benefits, perquisites and allowances (fixed component) to Mr Parmod Sagar, Managing Director and Mr S C Sarin, Executive Director and commission (variable component) only to Mr S G Rajgarhia, Executive Director. The Company pays for sitting fees to its Non-Executive Directors for attending meetings of Board /Committees of the Board. However Ms Barbara Potisk Eibensteiner, Dr Giorgio Cappelli, Mr. Reinhold Steiner and Mr Michael John Williams Directors of the Company decided to forgo their sitting fees for the meetings of the Board/Committee. The Company also reimburses the out-of-pocket expenses incurred by the Directors, except Ms Barbara Potisk Eibensteiner, Dr Giorgio Cappelli, Mr. Reinhold Steiner and Mr Michael John Williams, for attending the meetings of the Board/Committee.

The Company doesn't have any stock option scheme for its employees or Directors.

Details of the remuneration/sitting fees for the year ended 31 March, 2014.

Non-Executive Directors

(₹ in Lacs)

Name	Sitting Fees
Mr KK Thirani	0.70
Mr AK Jain	0.55
Mr R S Bajoria	0.15
Ms Barbara Potisk Eibensteiner	0.00
Dr Giorgio Cappelli	0.00
Mr. Reinhold Steiner	0.00
Mr Michael John Williams	0.00

Managing Director / Executive Directors

(₹ in Lacs)

Name	Salary	Benefits Perquisites and Allowances	Commission	Contribution to PF	Total
Mr Parmod Sagar (Managing Director)	125.08	6.52	0.00	7.92	139.52
Mr S G Rajgarhia (Executive Director)	25.50	1.31	165.73	1.80	194.34
Mr S C Sarin (Executive Director)	125.08	7.42	0.00	7.92	140.42

5. SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

The Committee was constituted on 15 November, 2011. The Company has a Shareholders/Investors Grievance Committee of Directors to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend/notices/annual reports, etc.

One meeting of the Shareholders/Investors Grievance Committee was held during the year on 28 January, 2014. The composition of the Committee and the details of meetings attended by its members are given below:

Name	Category	Number of Meeting during the year 2013-2014	
		Held	Attended
Mr K K Thirani (Chairman)	Independent, Non-Executive	1	1
Mr A K Jain	Independent, Non-Executive	1	1
Mr Michael John Williams	Not-Independent, Non-Executive	1	1

Name, designation and address of Compliance Officer

Mr. Sanjay Kumar	Phone No.: 01493-222266-68
Company Secretary	e-mail: investor@orlindia.com
Orient Refractories Limited	
804-A, Chiranjiv Tower,	
43, Nehru Place, New Delhi-110019	

Details of investor complaints received and redressed during the year 2013-2014 are as follows

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	5	5	0

The Company welcomes the members to make more effective use of the electronic means to communicate with their Company for quicker redressal of their grievances. The Company has appointed a share transfer agent, whose particulars are given elsewhere in this report. The members may address their queries/complaints to the above address/phone/e-mail id or to those of the Registrar.

Pursuant to clause 47 (f) of the listing agreement, the Company has designated an exclusive e-mail Id for redressal of investor grievances. The said e-mail id is **investor@orlindia.com**

6. GENERAL BODY MEETING

Annual General Meeting (AGM)

Details	Date	Time	Venue	Special Resolution
1 st AGM	11 November, 2011	11.00 A.M.	1307, Chiranjiv Tower 43, Nehru Place, New Delhi-110 019	1. Appointment of Mr S G Rajgarhia as Managing Director of the Company for a period of 5 years w.e.f. 18 October, 2011 and fix his remuneration and 2. Appointment of Mr S C Sarin as Whole Time Director of the Company for a period of 5 years w.e.f. 18 October, 2011 and fix his remuneration.
2 nd AGM	25 September, 2012	11.00 A.M.	Hindi Bhawan, 11, Vishnu Digambar Marg (Near Bal Bhawan) New Delhi-110002	-



3 rd AGM	26 September, 2013	11.30A.M.	Hindi Bhawan, 11, Vishnu Digambar Marg (Near Bal Bhawan) New Delhi-110002	<ol style="list-style-type: none">1. Appointment of Mr Parmod Sagar as Managing Director of the Company for a period of 5 years w.e.f. 04 March, 2013 and fix his remuneration.2. Appointment of Mr S G Rajgarhia as Executive Director-Vice Chairman of the Company for a period of 3 years w.e.f. 04 March, 2013 and fix his remuneration.3. Variation in the terms of contract of Mr S C Sarin as Executive Director-Technical Advisor of the Company.
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No postal ballot was conducted during the year 2013-2014. At the ensuing 4th annual general meeting to be held on 26 September, 2014 no resolution is proposed to be passed by postal ballot.

7. DISCLOSURES

- (i) Disclosure on related party transactions i.e. transactions of the Company with its promoters, directors or the management, relatives, bodies corporate in which the directors are interested etc. is appearing under note 30.4 (Notes to the Financial Statements) of the annual accounts. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large.
- (ii) Details of non-compliance by the Company, penalties, restrictions/strictures imposed by the stock exchanges and the SEBI and any other statutory authority on any matter related to the capital markets, during the last three years is **NIL**.
- (iii) The Company at present does not have a whistle blower mechanism in place. However it may implement such a mechanism in future.
- (iv) The Company has at present not adopted the non-mandatory requirements of corporate governance except for certain clauses regarding remuneration committee. However in line with its policy to ever improve the good corporate governance practices it is proposed to adopt all such practices in due course of time.

8. MEANS OF COMMUNICATION OF FINANCIAL STATEMENTS ETC., NEWSPAPERS WHERE PUBLISHED.

- Quarterly Financial statements are normally published in Business Standard;
- The results are made available to the individual members through e-mail/courier/fax on specific request;
- the results are also sent to the institutional investors/financial analysts on request;
- The financial results are also available on the Company's website – www.orientrefractories.com;
- The Company does not send half year financial reports to the members individually and
- Management Discussion and Analysis Report forms an integral part of the Directors' Report.

9. CEO/CFO CERTIFICATION

Mr Parmod Sagar, Managing Director and Mr Sanjeev Bhardwaj, Chief Financial Officer have given the certificate pertaining to financial year 2013-2014 to the Board of Directors which was taken note of at the board meeting held on 30 July, 2014 and also attached elsewhere in this report.

10. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Date	:	26 September, 2014
Time	:	11:30 A.M.
Venue	:	Sun Village Inn, A-14, Ring Road, Lajpat Nagar-IV, New Delhi-110024



Financial Calendar

Year ending : 31 March
 AGM : Last week of September

Quarterly results

1st quarter ended on 30 June, 2014 : on or before 15 August, 2014
 2nd quarter ended on 30 September, 2014 : on or before 15 November, 2014
 3rd quarter ended on 31 December, 2014 : on or before 15 February, 2015
 4th quarter ended on 31 March, 2015 : on or before 15 May, 2015

Date of Book Closure/Record Date : from Thursday, 11 September, 2014 to Thursday, 18 September, 2014 (both days inclusive)

Listing on Stock Exchanges : **National Stock Exchange of India Limited (NSE)**
 Exchange Plaza, C-1, Block G, Bandra Kurla Complex
 Bandra (East), Mumbai 400 051

Bombay Stock Exchange Limited (BSE)
 25th Floor, P. J. Towers, Dalal Street
 Mumbai 400 001

Stock Codes/Symbol

National Stock Exchange of India Limited : ORIENTREF
 Bombay Stock Exchange Limited : 534076
 Listing Fees as applicable have been paid.

Corporate Identification Number (CIN)

of the Company : L28113DL2010PLC210819

Market Price Data

Monthly High, Low and number of trades during each month of the last financial year 2013-2014 on National Stock Exchange of India Limited and Bombay Stock Exchange Limited along with comparison with Nifty Midcap 50 and BSE Sensex:

Bombay Stock Exchange (data from www.bseindia.com)

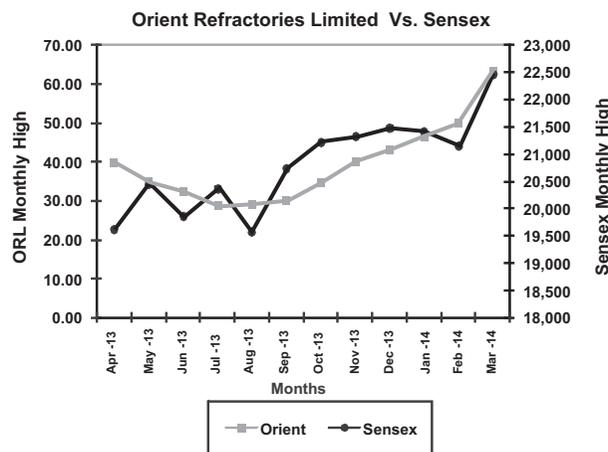
Month	High(₹)	Low(₹)	Volume	Turnover (₹ In Lacs)
April'2013	39.80	28.00	3,570,774	1,323.29
May'2013	35.00	30.50	2,052,388	650.73
June'2013	32.30	26.10	116,803	33.50
July'2013	28.90	25.30	60,138	16.20
August'2013	28.95	22.75	69,774	16.97
September'2013	30.10	24.20	40,031	10.56
October'2013	34.45	25.60	93,530	27.43
November'2013	40.10	30.40	313,161	117.84
December'2013	43.30	35.30	368,452	143.78
January'2014	46.40	42.05	413,099	182.27
February'2014	50.00	43.15	466,816	218.19
March'2014	63.40	49.25	1,364,887	757.76



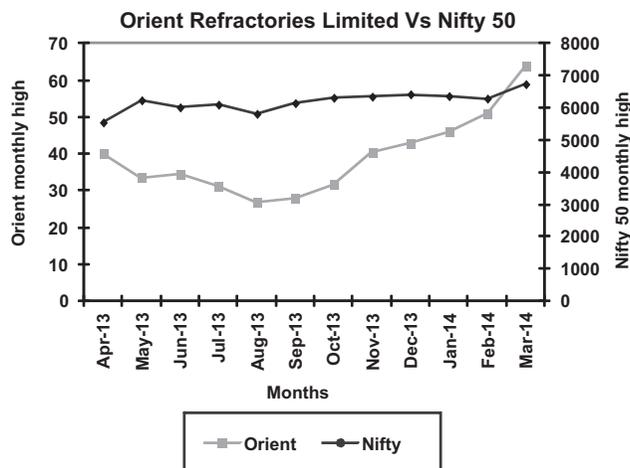
National Stock Exchange (data from www.nseindia.com)

Month	High(₹)	Low(₹)	Volume	Turnover (₹ In Lacs)
April'2013	40.00	27.80	3,708,241	1,241.16
May'2013	33.50	30.00	1,829,380	585.53
June'2013	34.50	26.10	406,122	117.37
July'2013	31.20	25.25	184,777	49.97
August'2013	26.95	23.10	169,415	41.57
September'2013	28.00	24.10	212,209	55.73
October'2013	31.60	25.50	406,806	117.26
November'2013	40.25	30.80	1,174,438	439.18
December'2013	42.90	35.50	650,275	249.98
January'2014	45.90	41.85	599,085	264.12
February'2014	50.90	43.15	396,537	183.40
March,2014	63.85	49.15	6,220,802	3,449.87

Performance of the share price of the Company in comparison of BSE Sensex



Performance of the share price of the Company in comparison of NSE Nifty 50





Registrar and Transfer Agent

Name and Address	:	Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase - I, New Delhi - 110 020
Telephone	:	011-26812682,83,30857575 (10 Lines)
Fax	:	011-30857562
E-mail	:	admin@skylinerta.com, grievances@skylinerta.com
Website	:	www.skylinerta.com

Share Transfer System

Transfer of shares in demat form is done through the depositories with no involvement of the Company. Transfer of shares in physical form is normally processed within ten to twelve days from the date of receipt, if the documents are complete in all respects. The Company Secretary is empowered to approve transfers.

Distribution of equity shareholding as on 31 March, 2014

Number of shares	Shareholders number	% 'age of total number	Shares			Total shares	% 'age
			Physical	NSDL	CDSL		
1-5,000	5,979	54.52	66,527	707,633	324,855	1,099,015	0.91
5,001-10,000	1,769	16.13	422,810	831,676	285,591	1,540,077	1.28
10,001-20,000	1,537	14.02	762,291	1,585,068	406,702	2,754,061	2.29
20,001-30,000	340	3.10	106,428	600,472	193,561	900,461	0.75
30,001-40,000	438	3.99	449,744	1,055,404	201,501	1,706,649	1.42
40,001-50,000	152	1.39	29,112	561,432	130,939	721,483	0.60
50,001-100,000	393	3.58	422,288	2,009,999	524,824	2,957,111	2.46
100,001-Above	358	3.26	469,000	106,286,686	1,704,657	108,460,343	90.28
GRAND TOTAL	10,966	100.00	2,728,200	113,638,370	3,772,630	120,139,200	100.00

Categories of equity shareholders as on 31 March, 2014

	Category	Number of Shareholders	Number of shares held	Percentage of holding
A.	Promoter and Promoter Group			
	- Bodies Corporate- Foreign	1	83,637,771	69.62
	Total (A)	1	83,637,771	69.62
B.	Public Shareholding			
	- Financial Institutions/Banks	5	40,500	0.03
	- Foreign Institutional Investors	2	487,848	0.41
	- Bodies Corporate	288	6,641,304	5.53
	- Individuals			
	(a) Nominal share capital up to ₹ 1 Lakh	9,861	10,527,044	8.76
	(b) Nominal share capital in excess of ₹ 1 Lakh	272	16,571,131	1.79
	- Any Other			
	(a) NRI	138	349,822	0.29
	(b) HUF/AOPs	280	804,365	0.67
	(c) Clearing Members	116	789,749	0.66
	(d) Trust	3	289,666	0.24
	Total(B)	10,965	36,501,429	30.38
	GRAND TOTAL (A+B)	10,966	120,139,200	100.00



Shareholding Pattern



Dematerialisation of shares and liquidity

The Company's shares are compulsorily traded in dematerialised form and are available for trading on both the depositories in India viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Equity shares of the Company representing 97.73% of the Company's equity share capital are dematerialised as on 31 March, 2014.

The Company's equity shares are regularly traded on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited, in dematerialised form.

Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is **INE743M01012**.

Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence as on 31 March, 2014, the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments.

Transfer of Unpaid/Unclaimed amounts to Investor Education and Protection Fund

Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/unpaid dividend pertaining to the Company remaining unpaid or unclaimed for period of seven years from the date they became due for payment, have to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred nor shall any payment be made in respect of such claims. Members who have not yet encashed their dividend warrant(s) for the financial years 2011-2012 and 2012-2013 are requested to make their claims without any delay to the Company or Company's Registrar and Transfer Agent, Skyline Financial Services Private Limited.

The following table gives information relating to outstanding dividend account and the date by which they can be claimed by the shareholders:

Financial Year	Date of Declaration	Due Date of Transfer to IEPF
2011-2012	10 May, 2012	16 June, 2019
2012-2013	26 September, 2013	3 October, 2020

Unclaimed Suspense Demat Account

In accordance with Clause 5A of the Listing Agreement, an Unclaimed Suspense Demat Account has been opened with Stock Holding Corporation of India Limited and all equity shares in physical form lying unclaimed pursuant to Public/Rights/Bonus issued of the Company have been dematerialized and credited to said Demat Account. Whenever any request for said unclaimed shares is received, equity shares either in electronic or physical forms is issued to the claimant concerned after debiting said Demat Account.

Particulars	No. of Shareholders	No. of Shares
Aggregate number of Shareholders and the outstanding Shares credited to Unclaimed Suspense Demat Account during the Financial Year	1,544	3,224,350
Number of Shareholders who approached issuer for transfer of Shares from Suspense Account during the financial year	22	142,940
Number of Shareholders to whom Shares were transferred from Suspense Account during the financial year	22	142,940
Aggregate number of Shareholders and the outstanding Shares in the Suspense Account lying at the end of the financial year	1522	3,081,410

Plant Location

SP - 148, RIICO Industrial Area
Bhiwadi-301019,
Dist. Alwar
Rajasthan.

Address for correspondence

Orient Refractories Limited
804-A, Chiranjiv Tower
43, Nehru Place
New Delhi-110019

Telephone : +91 1493-222266-68
Fax : +91 1493-222269
e-mail : investor@orlindia.com
website : www.orientrefractories.com

ANNEXURE-E
CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE AS PER CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

TO THE MEMBERS OF

ORIENT REFRACTORIES LIMITED

We have examined the compliance of conditions of corporate governance by **ORIENT REFRACTORIES LIMITED** ("the Company"), for the year ended 31 March, 2014, as stipulated in clause 49 of the listing agreements of the Company with the stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the directors and the management, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreements.

We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

for **Naresh Verma & Associates**
Company Secretaries

New Delhi
30 July, 2014

Naresh Verma
FCS 5403, CP 4424



ANNEXURE-F

DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT

This is to confirm that all the board members and the senior managerial personnel have affirmed compliance with the Code of Conduct of the Company for the year ended 31 March, 2014.

for **Orient Refractories Limited**

New Delhi
30 July, 2014

Parmod Sagar
Managing Director

ANNEXURE-G

CERTIFICATION OF CEO AND CFO

This is to certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year 2013-14 and that to the best of our knowledge and belief :
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, *if any*, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

for **Orient Refractories Limited**

New Delhi
30 July, 2014

Parmod Sagar
Managing Director

Sanjeev Bhardwaj
Chief Financial Officer



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

ORIENT REFRACTORIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **ORIENT REFRACTORIES LIMITED** ("the Company") which comprise the Balance Sheet as at 31 March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required under provisions of Section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.



- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards notified under the Act (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs).
- (e) On the basis of written representations received from the directors as on 31 March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2014 from being appointed as a director in terms of Section 274(1)(g) of the Act.

For **Deloitte Haskins & Sells**
Chartered Accountants
(Firm's Registration No. 015125N)

Alka Chadha
Partner
(Membership No.93474)

New Delhi, 28 May, 2014



ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under Report on Other Legal and Regulatory Requirements section of our report of even date)

- (i) Having regard to the nature of the Company's business/ activities/ results during the year, clauses (xii),(xiii), (xiv),(xix) and (xx) of paragraph 4 of the Order are not applicable to the Company.
- (ii) In respect of its fixed assets:
- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) The Company has a program of verification of fixed assets to cover all the items in a phased manner over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us no material discrepancies were noticed on such verification.
- (c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.
- (iii) In respect of its inventory:
- (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iv) In respect of loans, secured or unsecured, granted by the Company to companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act 1956, according to the information and explanations given to us:
- (a) The Company has granted loans aggregating ₹ Nil to nil parties during the year. At the year-end, the outstanding balances of such loans granted aggregated to ₹ 11.31 Lacs (number of parties - 1) and the maximum amount involved during the year was ₹ 15 Lacs (number of parties - 1).
- (b) The rate of interest and other terms and conditions of such loan are, in our opinion, *prima facie* not prejudicial to the interest of Company.
- (c) The receipts of principal amounts and interest have been as per stipulations.
- (d) There is no overdue amount in excess of ₹ 1 Lac remaining outstanding as at year-end.
- The Company has not taken any loans secured or unsecured from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956. Accordingly clause (iii)(e), (iii)(f) and (iii)(g) of paragraph 4 of the Order are not applicable to the Company.
- (v) In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.
- (vi) In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:
- (a) The particulars of contracts or arrangements referred to in Section 301 that needed to be entered in the Register maintained under the said Section have been so entered.
- (b) Where each of such transaction (excluding loans reported under paragraph (iv) above) is in excess of ₹ 5 lakhs in respect of any party, having regard to our comments in paragraph (v) above, the transactions have been made at prices which are *prima facie* reasonable having regard to the prevailing market prices at the relevant time, other than certain



purchases which are of a special nature for which comparable quotations are not available and in respect of which we are, therefore, unable to comment if the transactions have been carried out at prices having regard to the prevailing market prices at the relevant time.

- (vii) According to the information and explanations given to us, the Company has not accepted any deposit from the public during the period within the meaning of Sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.
- (viii) In our opinion, the internal audit functions carried out during the year by firm of Chartered Accountants appointed by the Management have been commensurate with the size of the Company and the nature of its business.
- (ix) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that, *prima facie*, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (x) According to the information and explanations given to us in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at 31 March, 2014 for a period of more than six months from the date they became payable.
 - (c) There are no dues of Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and Cess which have not been deposited as on 31 March, 2014 on account of any disputes.
- (xi) The Company does not have any accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company does not owe any dues to financial institutions and the Company has not issued any debentures.
- (xiii) According to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks and financial institutions.
- (xiv) According to the information and explanations given to us and the records of the Company examined by us, the Company has not obtained any term loans from banks.
- (xv) In our opinion and according to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that funds raised on short-term basis have, *prima facie*, not been used during the year for long-term investment.
- (xvi) During the year Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- (xvii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For Deloitte Haskins & Sells
Chartered Accountants
(Firm's Registration No. 015125N)

Alka Chadha
Partner
(Membership No. 93474)

New Delhi, 28 May, 2014

**BALANCE SHEET
AS AT 31 MARCH, 2014**

(Amount in ₹ Lacs)

Particulars	Notes	As at 31 March, 2014	As at 31 March, 2013
A Equity and Liabilities			
1 Shareholders' fund			
a) Share capital	3	1,201.39	1,201.39
b) Reserves and surplus	4	12,564.73	9,037.05
		<u>13,766.12</u>	<u>10,238.44</u>
2 Non-current liabilities			
a) Deferred tax liability (net)	30.7	21.12	127.73
b) Other long-term liabilities	5	88.50	82.40
c) Long-term provisions	6	174.67	101.59
		<u>284.29</u>	<u>311.72</u>
3 Current liabilities			
a) Short-term borrowings	7	571.69	502.26
b) Trade payables	8	5,085.93	4,340.14
c) Other current liabilities	9	244.76	206.28
d) Short-term provisions	10	1,803.45	1,446.41
		<u>7,705.83</u>	<u>6,495.09</u>
	Total	<u>21,756.24</u>	<u>17,045.25</u>
B Assets			
1 Non-current assets			
a) Fixed assets			
(i) Tangible assets	11	3,026.13	2,916.03
(ii) Intangible assets	11	18.58	12.97
(iii) Capital work-in-progress		151.75	49.18
		<u>3,196.46</u>	<u>2,978.18</u>
b) Non-current investments	12	0.57	0.57
c) Long-term loans and advances	13	156.21	107.85
d) Other non-current assets	14	50.33	56.18
		<u>3,403.57</u>	<u>3,142.78</u>
2 Current Assets			
a) Current investments	15	-	600.36
b) Inventories	16	6,332.37	5,697.93
c) Trade receivables	17	9,939.59	7,151.63
d) Cash and bank balances	18	1,798.77	118.86
e) Short-term loans and advances	19	176.22	154.06
f) Other current assets	20	105.72	179.63
		<u>18,352.67</u>	<u>13,902.47</u>
	Total	<u>21,756.24</u>	<u>17,045.25</u>

See accompanying notes forming part of the financial statements. 1 to 31

In terms of our report attached

 For **Deloitte Haskins & Sells**
Chartered Accountants

Alka Chadha
Partner

Place : New Delhi
Date : 28 May, 2014

 For and on behalf of the Board of Directors of
ORIENT REFRACTORIES LIMITED

 Parmod Sagar
[Managing Director]

 Sanjeev Bhardwaj
[Chief Financial Officer]

 Sanjay Kumar
[Company Secretary]

Place : New Delhi
Date : 28 May, 2014

 Michael John Williams
[Director]

 Manoj Gupta
[Sr. General Manager]

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH, 2014

(Amount in ₹ Lacs)

Particulars	Notes	For the year ended 31 March, 2014	For the year ended 31 March, 2013
Income			
1 Revenue from operations (gross)	21	43,487.15	38,911.67
Less: Excise duty		3,136.78	2,853.76
Revenue from operations (net)		40,350.37	36,057.91
2 Other income	22	410.17	131.22
3 Total Revenue (1+2)		40,760.54	36,189.13
4 Expenses			
a) Cost of raw materials and components consumed	23.a	16,042.84	15,361.92
b) Purchase of stock-in-trade (traded goods)	23.b	5,701.14	5,205.30
c) Change in inventories of finished goods, work in-progress and stock-in-trade	23.c	(311.19)	(732.75)
d) Employee benefits expenses	25	3,355.94	2,660.53
e) Finance costs	26	7.49	131.41
f) Depreciation and amortisation expense	11	362.58	379.21
g) Other expenses	27	7,643.26	6,857.66
Total expenses		32,802.06	29,863.28
5 Profit before exceptional items and tax (3-4)		7,958.48	6,325.85
6 Exceptional items	28	-	181.59
7 Profit before tax (5-6)		7,958.48	6,144.26
8 Tax expense / (benefit):			
(a) Current tax expense		2,776.74	2,034.94
(b) Deferred tax charge/ (credit)	30.7	(106.61)	(31.68)
(c) Short provision for tax relating to prior years		3.71	1.98
Net tax expense		2,673.84	2,005.24
Profit for the year		5,284.64	4,139.02
Earnings per share (of ₹ 1 each):			
	30.6		
a) Basic (in ₹)		4.40	3.45
b) Diluted (in ₹)		4.40	3.45
See accompanying notes forming part of the financial statements	1 to 31		

In terms of our report attached

For **Deloitte Haskins & Sells**
Chartered Accountants

Alka Chadha
Partner

Place : New Delhi
Date : 28 May, 2014

For and on behalf of the Board of Directors of
ORIENT REFRACTORIES LIMITED

Parmod Sagar
[Managing Director]

Sanjeev Bhardwaj
[Chief Financial Officer]

Sanjay Kumar
[Company Secretary]

Place : New Delhi
Date : 28 May, 2014

Michael John Williams
[Director]

Manoj Gupta
[Sr. General Manager]

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2014

(Amount in ₹ Lacs)

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
A. Cash flow from operating activities		
Profit before tax	7,958.48	6,144.26
Adjustments for:		
Depreciation and amortisation expense	362.58	379.21
Unrealised foreign exchange loss/ (gain)	(1.95)	(10.33)
Interest costs	7.49	131.41
Provision for doubtful trade receivables	257.18	96.90
Provision for doubtful trade receivables no longer required written back	(51.27)	(65.41)
Bad trade and other receivables, loans and advances written off	-	73.15
Liabilities/ provisions no longer required written back	(8.65)	(16.24)
Provision for doubtful export incentives receivables	48.30	5.22
Dividend income on unquoted mutual fund	(124.98)	(0.82)
Loss on fixed assets sold/ scrapped/ written off	23.27	15.35
Interest income	(28.27)	(10.17)
Operating profit before working capital changes	8,442.18	6,742.53
Movements in working capital:		
Decrease/ (Increase) in trade receivables	(2,969.77)	(1,058.81)
Decrease/ (Increase) in inventories	(634.44)	(1,134.67)
Decrease/ (Increase) in long-term loans and advances	7.79	(7.17)
Decrease/ (Increase) in short-term loans and advances	(22.16)	103.21
Decrease /(Increase) in other non-current assets	(2.01)	(2.73)
Decrease /(Increase) in other current assets	37.29	383.17
Increase /(Decrease) in other long-term liabilities	6.10	14.77
Increase /(Decrease) in long-term provisions	73.08	68.48
Increase /(Decrease) in trade payables	732.29	939.46
Increase /(Decrease) in other current liabilities	(5.21)	15.55
Increase /(Decrease) in short-term provisions	5.65	(62.61)
Cash generated from operations	5,670.79	6,001.18
Net income tax (paid) / refunds	(2,776.73)	(2,247.10)
Net cash from operating activities (A)	2,894.06	3,754.08
B. Cash flows from investing activities		
Amount invested in mutual fund	(8,450.00)	(600.36)
Proceeds from redemption of units of mutual fund	9,050.36	-
Dividend income on unquoted mutual fund	125.44	0.36
Bank balances not considered as Cash and cash equivalents		
- Placed	(247.03)	(76.12)
- Matured	42.61	104.27
- Placed in earmarked accounts (Unpaid dividend)	(36.73)	(40.37)
Purchase of fixed assets	(680.48)	(656.18)
Proceeds from sale of fixed assets	23.44	28.93
Interest received	15.79	11.15
Net cash from / (used in) investing activities (B)	(156.60)	(1,228.32)



(Amount in ₹ Lacs)

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
C. Cash flows from financing activities		
Interest paid	(7.49)	(131.41)
Dividend paid on equity shares	(1,164.66)	(1,161.02)
Tax on dividend paid	(204.18)	(204.18)
Repayment of cash credit borrowings	(156.67)	(1,083.10)
Proceeds from bill discounted	226.10	0.16
Net cash from / (used in) financing activities (C)	(1,306.90)	(2,579.55)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	1,430.56	(53.79)
Cash and cash equivalents at the beginning of the year	78.49	132.28
Cash and cash equivalents at the end of the year	1,509.05	78.49

Notes:

- The Cash Flow Statement has been prepared under the indirect method as set out in the Accounting Standard 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.
- Cash outflows have been shown in brackets.

See accompanying notes forming part of the financial statements 1 to 31

In terms of our report attached

For **Deloitte Haskins & Sells**
Chartered Accountants

Alka Chadha
Partner

Place : New Delhi
Date : 28 May, 2014

For and on behalf of the Board of Directors of
ORIENT REFRACTORIES LIMITED

Parmod Sagar
[Managing Director]

Sanjeev Bhardwaj
[Chief Financial Officer]

Sanjay Kumar
[Company Secretary]

Place : New Delhi
Date : 28 May, 2014

Michael John Williams
[Director]

Manoj Gupta
[Sr. General Manager]



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

Orient Refractories Limited ('the Company'), incorporated on 26 November, 2010 is engaged in manufacturing, production and distribution of refractories, monolithics and ceramic paper and has a manufacturing facility in Bhiwadi (Rajasthan).

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 211(3C) of the Companies Act, 1956 ("the 1956 Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 ("the 2013 Act") in terms of General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs) and the relevant provisions of the 1956 Act/2013 Act, as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.2 USE OF ESTIMATES

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known/ materialise.

2.3 FIXED ASSETS (TANGIBLE/INTANGIBLE)

Fixed assets are carried at cost less accumulated depreciation/ amortisation and impairment losses, if any. The cost of fixed assets comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Subsequent expenditure relating to fixed assets is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

Gains and losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and carrying amount of the fixed assets and are recognised in the Statement of Profit and Loss when assets are de-recognised.

Capital work-in-progress:

Projects under which assets are not ready for their intended use and other capital work in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.4 DEPRECIATION AND AMORTISATION

Depreciation has been provided on the straight-line method as per the rates prescribed in Schedule XIV to the Companies Act, 1956 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under:

- ✍ Vehicles given to employees under the vehicle scheme - Over the period of 5 years for four wheelers and 6 years for two wheelers.
- ✍ Leasehold improvements are amortised over the unexpired period of lease or estimated useful life, whichever is lower.
- ✍ Leasehold land is amortised over the duration of the lease i.e. 99 years.
- ✍ Software are amortised over the estimated useful life or 5 years, whichever is lower.

Assets costing below ₹ 5,000 are fully depreciated in the year of capitalization.



2.5 BORROWING COSTS

Borrowing costs include interest, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilised for qualifying assets, pertaining to the period from commencement of activities relating to construction /development of the qualifying asset upto the date of capitalisation of such asset are added to the cost of the assets. Capitalisation of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

2.6 IMPAIRMENT OF ASSETS

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognised, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss, except in case of revalued assets.

2.7 LEASES

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on a straight-line basis.

2.8 INVENTORIES

Inventories are valued at the lower of cost (on FIFO basis in respect of trading goods and on weighted average basis in respect of raw material, work in-progress and finished goods) and the net realisable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work in-progress and finished goods include appropriate proportion of overheads and, where applicable, excise duty.

2.9 INVESTMENTS

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.

Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.

2.10 REVENUE RECOGNITION

i) Sale of Goods

Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. In case of export sales, event of transferring the significant risks and rewards of ownership of goods is decided based on Inco-terms 2010. Sales include excise duty but exclude sales tax and value added tax.

ii) Income from services

Revenues from contracts priced on a time and material basis are recognised when services are rendered and related costs are incurred.

iii) Interest

Interest income is accounted on accrual basis.



iv) Export benefits

Export Benefits under Duty Exemption Pass Book Schemes (DEPB) and duty drawback are accrued when no significant uncertainties as to the amount of consideration that would be derived and as to its ultimate collection exist.

v) Royalty

Revenue is recognised on an accrual basis in accordance with the terms of the relevant agreement.

vi) Dividend

Dividend income is accounted for when the right to receive it is established.

2.11 FOREIGN CURRENCY TRANSACTIONS AND TRANSLATIONS

Initial recognition

Transactions denominated in foreign currencies entered into by the Company are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Measurement of foreign currency monetary items at the Balance Sheet date

Foreign currency monetary items (other than derivative contracts) of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company are carried at historical cost.

Treatment of exchange differences

Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss.

Accounting of forward contracts

Premium / discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the balance sheet date.

2.12 EMPLOYEE BENEFITS

Employee benefits include provident fund, employees' state insurance scheme, gratuity fund and compensated absences.

Defined contribution plans

The Company's contribution to provident fund and employees' state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. The Company makes annual contributions to gratuity fund established as trust set up by the Company and is recognised by the Income Tax authorities. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.



The cost of short-term compensated absences is accounted as under:

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled.

Payments made under voluntary retirement scheme are charged to the Statement of Profit and Loss account in the year of occurrence.

2.13 SEGMENT REPORTING

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit / loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment.

Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities".

The analysis of geographical segments is based on the geographical location of the customers i.e., within India and outside India.

2.14 TAXES ON INCOME

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognised on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realisability.

2.15 EARNINGS PER SHARE

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the



proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits / reverse share splits and bonus shares, as appropriate.

2.16 PROVISIONS AND CONTINGENCIES

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding employee benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognised in the financial statements.

2.17 CASH AND CASH EQUIVALENTS (FOR PURPOSE OF CASH FLOW STATEMENT)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.18 CASH FLOW STATEMENT

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.19 OPERATING CYCLE

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	No. of shares	(₹ Lacs)	No. of shares	(₹ Lacs)
3 SHARE CAPITAL				
Authorised				
Equity Shares of ₹ 1 each	120,500,000	1,205.00	120,500,000	1,205.00
Issued, subscribed and fully paid share capital				
Equity Shares of ₹ 1 each	120,139,200	1,201.39	120,139,200	1,201.39

a. Reconciliation of the equity shares outstanding at the beginning and at the end of reporting period

Particulars	Opening balance	Fresh Issue	Closing balance
Year ended 31 March, 2013			
- Number of shares	120,139,200	-	120,139,200
- Amount in ₹ Lacs	1,201.39	-	1,201.39
Year ended 31 March, 2014			
- Number of shares	120,139,200	-	120,139,200
- Amount in ₹ Lacs	1,201.39	-	1,201.39

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 1 per share. The holder of each fully paid equity share is entitled to one vote. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Aggregate number of shares allotted as fully paid up pursuant to contract without payment being received in cash for the period of 5 years immediately preceding the balance sheet date:

Particulars	As at 31 March, 2014	As at 31 March, 2013	As at 31 March, 2012
	No. of equity shares	No. of equity shares	No. of equity shares
Equity shares allotted as fully paid-up pursuant to demerger scheme for consideration other than cash	119,639,200	119,639,200	119,639,200

d. Details of shares held by the holding company

Particulars	As at 31 March, 2014	As at 31 March, 2013
	No. of equity shares	No. of equity shares
Dutch US Holding B.V., Netherlands	83,637,771	52,401,579

e. Details of shares held by each shareholder holding more than 5% shares

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	No. of equity shares	% of holding	No. of equity shares	% of holding
Dutch US Holding B.V., Netherlands	83,637,771	69.62%	52,401,579	43.62%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

During the previous year, the erstwhile promoters and promoters group transferred 52,401,579 shares (constituting 43.62% of fully paid up equity share capital) to M/s Dutch US holding B.V., Netherlands which had announced an open offer to acquire 31,236,192 shares (26% of fully paid up equity share capital) from public. Open offer was successfully closed in current year.

4 RESERVES AND SURPLUS

(Amount in ₹ Lacs)

Particulars	As at 31 March, 2014	As at 31 March, 2013
General reserve		
Opening balance	7,137.56	5,637.56
Add: Transferred from surplus in Statement of Profit and Loss	600.00	1,500.00
Closing balance	<u>7,737.56</u>	<u>7,137.56</u>
Surplus in Statement of Profit and Loss		
Opening balance	1,899.49	666.04
Profit for the year	5,284.64	4,139.02
Less:		
Dividend Proposed to be distributed to equity shareholder [₹ 1.25 per share (31 March, 2013 : ₹ 1 per share)]	(1,501.74)	(1,201.39)
Tax on proposed dividend	(255.22)	(204.18)
Transferred to general reserve	(600.00)	(1,500.00)
Closing balance	<u>4,827.17</u>	<u>1,899.49</u>
Total	<u><u>12,564.73</u></u>	<u><u>9,037.05</u></u>
5 OTHER LONG-TERM LIABILITIES		
Interest free deposits from staff	88.50	82.40
Total	<u><u>88.50</u></u>	<u><u>82.40</u></u>
6 LONG-TERM PROVISIONS		
a) Provision for employee benefits		
i) Provision for gratuity (net) (Refer Note 30.2)	6.88	7.64
ii) Provision for compensated absences	167.79	93.95
Total	<u><u>174.67</u></u>	<u><u>101.59</u></u>

7 SHORT-TERM BORROWINGS

(Amount in ₹ Lacs)

Particulars	As at 31 March, 2014	As at 31 March, 2013
a) Loan payable on demand (Secured)		
Cash credit loan from a bank (Refer Note 1 below)	33.90	190.57
	<u>33.90</u>	<u>190.57</u>
b) Other loans and advances (Unsecured)		
Bills discounted	537.79	311.69
	<u>537.79</u>	<u>311.69</u>
Total	<u>571.69</u>	<u>502.26</u>

Note 1:

The cash credit loan is taken from HDFC Bank and is secured by first pari passu charge on the current assets of the Company and second pari passu charge on movable fixed assets of the Company both present and future. These are payable on demand and carry interest rate of bank base rate plus 305 basis points (currently 12.40% p.a.).

8 TRADE PAYABLES

Trade payables:

Trade payable, other than acceptances (Refer Note 29.2)	5,085.93	4,340.14
Total	<u>5,085.93</u>	<u>4,340.14</u>

9 OTHER CURRENT LIABILITIES

a) Unpaid dividend	77.10	40.37
b) Other payables		
i) Statutory dues (Contribution to PF and ESIC, withholding taxes, CST/VAT, service tax etc.)	66.62	71.66
ii) Payable on purchase of fixed assets	25.76	18.80
iii) Advances from customers	66.79	65.58
iv) Interest free deposits from staff	8.49	9.87
Total	<u>244.76</u>	<u>206.28</u>

10 SHORT-TERM PROVISIONS

a) Provision for employee benefits		
i) Provision for gratuity (net) (Refer Note 30.2)	1.26	1.77
ii) Provision for compensated absences	41.59	36.35
b) Provision-others		
i) Provision for wealth tax	3.64	2.72
ii) Provision for proposed equity dividend	1,501.74	1,201.39
iii) Provision for tax on proposed dividends	255.22	204.18
Total	<u>1,803.45</u>	<u>1,446.41</u>



11 TANGIBLE AND INTANGIBLE ASSETS

Particulars	Gross Block			Accumulated Depreciation/ Amortisation			Net Block	
	Balance as at 1 April, 2013	Additions during the year	Disposals during the year	Balance as at 1 April, 2013	Depreciation/ Amortisation for the year	Disposals/ adjustments	Balance as at 31 March, 2014	Balance as at 31 March, 2013
A. Tangible Assets								
Land - Leasehold (Previous year)	396.42 (199.29)	- (197.13)	-	13.57 (9.33)	5.91 (4.24)	-	19.48 (13.57)	376.94 (382.85)
Building (Previous year)	335.82 (322.36)	77.24 (13.46)	-	193.85 (185.00)	9.46 (8.85)	-	203.31 (193.85)	209.75 (141.97)
Plant and machinery (Previous year)	3,675.11 (3,366.20)	176.85 (308.91)	83.96	1,628.38 (1,350.10)	262.70 (278.28)	62.97	1,828.11 (1,628.38)	1,939.89 (2,046.73)
Furniture and fixtures (Previous year)	29.67 (27.60)	3.07 (2.07)	-	17.01 (14.87)	2.33 (2.14)	-	19.34 (17.01)	13.40 (12.66)
Vehicles (Previous year)	374.47 (353.01)	245.26 (98.05)	62.72 (76.59)	95.86 (72.51)	61.41 (56.46)	37.00 (33.11)	120.27 (95.86)	436.74 (278.61)
Office equipment (Previous year)	135.62 (127.07)	12.29 (9.66)	(1.11)	83.71 (67.00)	16.18 (17.02)	(0.31)	99.89 (83.71)	48.02 (51.91)
Leasehold improvements (Previous year)	1.72 (1.72)	0.14	-	0.42 (0.40)	0.05 (0.02)	-	0.47 (0.42)	1.39 (1.30)
Total (A)	4,948.83 (4,397.25)	514.85 (629.28)	146.68 (77.70)	2,032.80 (1,699.21)	358.04 (367.01)	99.97 (33.42)	2,290.87 (2,032.80)	3,026.13 (2,916.03)
B. Intangible Assets								
Software (Previous year)	68.61 (55.31)	10.15 (13.30)	-	55.64 (43.44)	4.54 (12.20)	-	60.18 (55.64)	18.58 (12.97)
Total (B)	68.61 (55.31)	10.15 (13.30)	-	55.64 (43.44)	4.54 (12.20)	-	60.18 (55.64)	18.58 (12.97)
TOTAL (A + B)	5,017.44 (4,452.56)	525.00 (642.58)	146.68 (77.70)	2,088.44 (1,742.65)	362.58 (379.21)	99.97 (33.42)	2,351.05 (2,088.44)	3,044.71 (2,929.00)

12 NON-CURRENT INVESTMENTS

(Amount in ₹ Lacs)

Particulars	As at 31 March, 2014	As at 31 March, 2013
Non-trade (at cost)		
Investment in government securities (unquoted)		
National Savings Certificates*	0.57	0.57
Total	0.57	0.57
Aggregate amount of unquoted investment	0.57	0.57
*Certificates pledged with sales tax authorities ₹ 0.57 Lacs (31 March, 2013: ₹ 0.57 Lacs)		

13 LONG-TERM LOANS AND ADVANCES

a) Capital advances (Unsecured, considered good)	79.60	19.73
b) Security deposits (Unsecured, considered good)	59.77	56.04
c) Loans and advances to employees (Refer Note below) (Unsecured, considered good)	0.04	11.56
d) Advance income tax (net of provisions for tax ₹ 6,302.81 Lacs (31 March, 2013 : ₹ 3,522.36 Lacs) (Unsecured, considered good)	16.80	20.52
Total	156.21	107.85
Note: Loans and advance to employees includes amount due from:		
Managing Director	-	8.70
Total	-	8.70

14 OTHER NON-CURRENT ASSETS

a) Interest accrued on margin money deposits (Unsecured, considered good)	1.53	1.19
b) Surrender value of keyman policy (Unsecured, considered good)	14.14	12.13
c) Deposit accounts with bank* (Unsecured, considered good)	34.66	42.86
Total	50.33	56.18

* Fixed deposits are under lien with banks against bank guarantees to government authorities and customers and are restricted from being exchanged or used to settle a liability for more than 12 months from the balance sheet date.

15 CURRENT INVESTMENTS (AT LOWER OF COST OR FAIR VALUE)

(Amount in ₹ Lacs)

Particulars	As at 31 March, 2014	As at 31 March, 2013
a) Investment in mutual funds		
Reliance liquid fund - Treasury plan dividend option [31 March, 2014 - Nil unit (31 March, 2013 - 39,271.782 units)]	-	600.36
Total	-	600.36
Aggregate amount of unquoted investment	-	600.36

16 INVENTORIES (AT LOWER OF COST AND NET REALISABLE VALUE)

a) Raw materials and components [including goods in transit ₹ 324.02 Lacs (31 March, 2013: ₹ 332.73 Lacs)] (Refer Note 23 (a))	2,413.29	2,156.21
b) Work in-progress (Refer Note 24.a)	857.32	742.13
c) Finished goods (other than those acquired for trading) (Refer Note 24.b)	2,399.90	2,154.66
d) Stock-in-trade (acquired for trading) (Refer Note 24.c)	328.69	377.93
e) Stores and spares [including goods in transit Rs. 8.25 Lacs (31 March, 2013: Nil)]	333.17	267.00
Total	6,332.37	5,697.93

17 TRADE RECEIVABLES

Trade receivables outstanding for a period exceeding six months from the date they were due for payment

Unsecured, considered good	99.76	6.08
Unsecured, considered doubtful	239.40	60.60
	339.16	66.68
Less: Provision for doubtful trade receivables	239.40	60.60
	99.76	6.08
Other Trade receivables		
Unsecured, considered good (Refer Note below)	9,839.83	7,145.55
Unsecured, considered doubtful	63.41	36.30
	9,903.24	7,181.85
Less: Provision for doubtful trade receivables	63.41	36.30
	9,839.83	7,145.55
Total	9,939.59	7,151.63

Note: Trade receivables includes debt due from:

Private companies in which any director is a director	180.37	9.83
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18 CASH AND BANK BALANCES

(Amount in ₹ Lacs)

Particulars	As at 31 March, 2014	As at 31 March, 2013
A. Cash and cash equivalents		
a) Cash on hand	2.12	1.75
b) Balances with banks		
i) in current accounts	106.93	76.74
ii) in demand deposits accounts	1,400.00	-
	1,509.05	78.49
B. Other bank balances		
a) In other deposit accounts (original maturity more than 3 months)*	212.62	-
b) In earmarked accounts		
- Unpaid dividend accounts	77.10	40.37
	289.72	40.37
Total	1,798.77	118.86

Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements

	1,509.05	78.49
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* Fixed deposits are under lien with banks against bank guarantees to government authorities and customers and are restricted from being exchanged or used to settle a liability.

19 SHORT-TERM LOANS AND ADVANCES

(Unsecured considered good, unless stated otherwise)

a) Loans and advances to employees (Refer Note below)	20.79	19.90
b) Prepaid expenses	32.81	25.28
c) Balance with government authorities		
(i) CENVAT credit receivable	35.40	36.41
(ii) Service Tax credit receivable	36.36	46.73
d) Advance to suppliers	29.53	25.24
e) Others	21.33	0.50
Total	176.22	154.06

Note: Loans and advances to employees includes amount due from:

Managing Director	11.31	6.30
Total	11.31	6.30

20 OTHER CURRENT ASSETS

(Amount in ₹ Lacs)

Particulars	As at 31 March, 2014	As at 31 March, 2013
(Unsecured considered good, unless stated otherwise)		
a) Unbilled revenue	63.73	60.89
b) Accruals		
(i) Interest accrued on deposits	15.98	3.84
(ii) Dividend receivable	-	0.46
c) Others		
(i) Insurance claim receivable	0.19	0.15
(ii) Export incentives receivable		
Unsecured, considered good	25.82	114.29
Unsecured, considered doubtful	97.61	49.31
	<u>123.43</u>	<u>163.60</u>
Less: Provision for doubtful export incentives receivable	(97.61)	(49.31)
	<u>25.82</u>	<u>114.29</u>
Total	<u>105.72</u>	<u>179.63</u>

21 REVENUE FROM OPERATIONS

(Amount in ₹ Lacs)

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
a) Sales of products (Refer Note (i) below)		
(i) Finished goods	36,193.93	32,489.04
(ii) Traded goods	6,569.90	5,672.05
b) Sale of services (Refer Note (ii) below)	676.93	677.63
c) Other operating revenues (Refer Note (iii) below)	46.39	72.95
Revenue from operations (gross)	43,487.15	38,911.67
Less: Excise duty*	3,136.78	2,853.76
Revenue from operations (net)	40,350.37	36,057.91

* Excise duty on sales amounting to ₹ 3,136.78 Lacs (31 March, 2013: ₹ 2,853.76 Lacs) has been reduced from sales in Statement of Profit and Loss and excise duty on decrease in stock amounting to ₹ 30.71 Lacs (31 March, 2013: ₹ 38.25 Lacs) has been considered as expense in Note 27 of financial statements.

i) Sale of Product comprises
Finished goods

Refractories	31,357.38	27,560.50
Monolithics	4,806.09	4,894.04
Ceramic paper	30.46	34.50
Total	36,193.93	32,489.04

Traded Goods

Spray/Ramming mass	4,546.92	4,317.17
Others	2,022.98	1,354.88
Total	6,569.90	5,672.05

ii) Sale of services comprises

Refractory management services	676.93	677.63
Total	676.93	677.63

iii) Other operating revenue comprises

Export incentive	46.39	72.95
Total	46.39	72.95

22 OTHER INCOME

a) Interest income from banks on deposits	28.27	10.17
b) Dividend income from current investments on unquoted mutual fund	124.98	0.82
c) Net gain on foreign currency transactions and translation	192.20	30.49
d) Liabilities/ provisions no longer required written back	8.65	16.24
e) Increase in surrender value of keyman insurance policies	2.00	2.73
f) Rental income from operating leases	-	0.65
g) Provision for doubtful trade receivable no longer required written back	51.27	65.41
h) Miscellaneous income	2.80	4.71
Total	410.17	131.22

23.a COST OF RAW MATERIALS AND COMPONENTS CONSUMED

(Amount in ₹ Lacs)

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
Opening stock	2,156.21	1,807.53
Add: Purchases	16,299.92	15,710.60
	<u>18,456.13</u>	<u>17,518.13</u>
Less: Closing stock	2,413.29	2,156.21
Total	<u>16,042.84</u>	<u>15,361.92</u>
Raw materials and components consumed		
Alumina	6,180.70	5,724.65
Bauxite	1,207.76	1,248.41
Zirconia	1,480.22	1,786.39
Binders	1,713.74	1,487.61
Graphite	1,331.26	1,317.26
Others	4,129.16	3,797.60
Total	<u>16,042.84</u>	<u>15,361.92</u>
Details of closing inventory of raw material and components		
Alumina	698.56	552.53
Bauxite	97.51	95.52
Zirconia	386.26	353.20
Binders	153.40	92.78
Graphite	205.31	54.79
Others	872.25	1,007.39
Total	<u>2,413.29</u>	<u>2,156.21</u>
23.b PURCHASES OF STOCK-IN-TRADE (TRADED GOODS)		
Spray/Ramming mass	4,106.22	3,986.33
Other items	1,594.92	1,218.97
Total	<u>5,701.14</u>	<u>5,205.30</u>
23.c CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN-PROGRESS AND STOCK-IN-TRADE		
Inventories at the end of the year		
Work in progress	857.32	742.13
Finished goods	2,399.90	2,154.66
Stock-in-trade	328.69	377.93
	<u>3,585.91</u>	<u>3,274.72</u>
Inventories at the beginning of the year		
Work in progress	742.13	562.32
Finished goods	2,154.66	1,681.54
Stock-in-trade	377.93	298.11
	<u>3,274.72</u>	<u>2,541.97</u>
Net (increase)/ decrease	<u>(311.19)</u>	<u>(732.75)</u>

24.a INVENTORY FOR WORK IN PROGRESS

(Amount in ₹ Lacs)

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
Refractories	857.32	742.13
Total	857.32	742.13

24.b INVENTORY FOR FINISHED GOODS

Refractories	2,058.18	1,836.12
Monolithics	341.72	318.54
Total	2,399.90	2,154.66

24.c INVENTORY FOR STOCK-IN-TRADE

Spray/Ramming mass	144.47	181.33
Others	184.22	196.60
Total	328.69	377.93

25 EMPLOYEE BENEFITS EXPENSE

Salaries and wages	2,966.25	2,308.19
Contribution to provident and other funds (Refer Note 30.2)	137.11	107.65
Gratuity expense (Refer Note 30.2)	67.25	76.77
Staff welfare expenses	185.33	167.92
Total	3,355.94	2,660.53

26 FINANCE COSTS

Interest costs	7.49	131.41
Total	7.49	131.41

27 OTHER EXPENSES

(Amount in ₹ Lacs)

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
Consumption of stores and spare parts	1,417.16	1,326.90
Consumption of packing materials	861.91	807.80
Increase/ (Decrease) in excise duty on inventory	30.71	38.25
Power and fuel	1,902.31	1,617.80
Processing charges	639.62	592.73
Rent (Refer Note 30.5)	28.80	26.51
Repairs and maintenance		
- Plant and machinery	183.15	169.81
- Buildings	66.01	54.66
- Others	7.64	2.98
Insurance	32.87	44.76
Rates and taxes	18.38	17.17
Communication costs	43.43	41.31
Travelling and conveyance	145.04	145.00
Printing and stationery	20.37	20.43
Freight and forwarding	913.73	900.47
Commission on sales (Other than sole selling agents)	659.88	587.34
Cash discount on sales	1.00	1.49
Advertising and other expenses	43.34	51.18
Donation	4.89	11.38
Legal and professional fees	101.88	87.86
Payment to auditors (refer details below)	39.39	20.63
Royalty	52.03	1.79
Directors sitting fees	1.40	4.10
Bad trade and other receivables, loans and advances written off [Net of provision utilised ₹ Nil (31 March, 2013: ₹ 50.49 Lacs)]	-	73.15
Provision for doubtful trade receivables	257.18	96.90
Provision for doubtful export incentives receivables	48.30	5.22
Loss on fixed assets sold/ scrapped/ written off	23.27	15.35
Miscellaneous expenses	99.57	94.69
Total	7,643.26	6,857.66
i) Payment to auditor comprise (net of service tax input credit):		
a) To statutory auditor*		
For audit	19.00	7.50
For limited reviews	9.50	9.50
For other matters	9.19	-
Reimbursement of expenses	1.20	3.13
b) To cost auditor for cost audit	0.50	0.50
Total	39.39	20.63

* Includes amounts paid to previous auditors: ₹ 3.97 Lacs (31 March, 2013: ₹ 20.13 Lacs) (See note 30.9)

28 EXCEPTIONAL ITEMS

Voluntary retirement scheme expenses	-	125.86
Loss on claim of fire	-	55.73
Total	-	181.59

ADDITIONAL INFORMATION TO THE FINANCIAL STATEMENT
29.1 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

- (i) Contingent liabilities – ₹ Nil (31 March, 2013 – ₹ Nil)
- (ii) Commitments

(Amount in ₹ Lacs)

Particulars	As at 31 March, 2014	As at 31 March, 2013
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances):		
- Tangible assets	299.78	21.84
- Intangible assets	22.68	-

29.2 DISCLOSURES UNDER SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

(Amount in ₹ Lacs)

Particulars	As at 31 March, 2014	As at 31 March, 2013
i. Principal amount remaining unpaid to any supplier as at the end of the accounting year	Nil	243.54
ii. Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	Nil	Nil
iii. The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	Nil	Nil
iv. The amount of interest due and payable for the year	Nil	Nil
v. The amount of interest accrued and remaining unpaid at the end of the accounting year	Nil	Nil
vi. The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	Nil	Nil

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

29.3 DETAILS ON DERIVATIVE INSTRUMENTS AND UNHEDGED FOREIGN CURRENCY EXPOSURES

- I. The following derivative positions are open as at 31 March, 2014. These transactions have been undertaken to act as economic hedges for the Company's exposures to various risks in foreign exchange markets and may / may not qualify or be designated as hedging instruments.
 - (a) Forward exchange contracts (being derivative instruments), which are not intended for trading or speculative purposes but for hedge purposes to establish the amount of reporting currency required or available at the settlement date of certain payables and receivables.
 - (i) Outstanding forward exchange contracts entered into by the Company as on 31 March, 2014/ (31 March, 2013)

Currency	Amount	Buy / Sell	Cross currency
Euro	700,000 / (Nil)	Sell / (Not applicable)	Rupees

Note: Figures in bracket related to the previous year.

(Amount in ₹ Lacs)

II. The year-end foreign currency exposure that have not been hedged by a derivative instrument or other are given below:

Particulars	Currency	As at 31 March, 2014		As at 31 March, 2013	
		Foreign currency	Amount	Foreign currency	Amount
Trade payables	USD	337,932	204.41	548,196	300.85
	EURO	140,384	117.19	77,463	54.74
	GBP	11,158	11.26	12,632	10.57
	JPY	-	-	133,933	0.78
Trade receivables *	USD	590,600	350.52	627,431	339.19
	EURO	551,125	448.12	1,362,640	941.04

* Gross of provision for doubtful trade receivables

29.4 VALUE OF IMPORTS CALCULATED ON CIF BASIS

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
Raw materials	3,468.28	3,884.96
Traded goods	152.97	140.36
Capital goods	3.24	41.90
Stores and spare parts	107.78	40.08
Total	3,732.27	4,107.30

29.5 EXPENDITURE IN FOREIGN CURRENCY (ON ACCRUAL BASIS)

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
Repair and Maintenance—Plant and machinery	-	1.76
Travelling and conveyance	16.82	6.41
Commission on sales (Other than sole selling agents)	279.93	248.30
Legal and professional fees	31.40	21.17
Royalty	52.03	1.79
Miscellaneous Expenses	10.84	10.03
Total	391.02	289.46

29.6 IMPORTED AND INDIGENOUS RAW MATERIALS, COMPONENTS AND STORES, SPARES CONSUMED

Particulars	For the year ended 31 March, 2014		For the year ended 31 March, 2013	
	% of total consumption	Value	% of total consumption	Value
Raw materials and components				
Imported	23.92	3,837.73	25.66	3,942.05
Indigenous	76.08	12,205.11	74.34	11,419.87
Total	100.00	16,042.84	100.00	15,361.92
Stores and spare parts				
Imported	4.74	67.15	2.88	38.16
Indigenous	95.26	1,350.01	97.12	1,288.74
Total	100.00	1,417.16	100.00	1,326.90

(Amount in ₹ Lacs)

29.7 EARNINGS IN FOREIGN CURRENCY (ACCRUAL BASIS)

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
FOB value of exports	6,503.07	5,803.33

29.8 AMOUNTS REMITTED IN FOREIGN CURRENCY DURING THE YEAR ON ACCOUNT OF DIVIDEND

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
Amount of dividend remitted in foreign currency	836.38	Nil
Total number of non-resident shareholders (to whom the dividends were remitted in foreign currency)	1	Nil
Total number of shares held by them on which dividend was due	83,637,771	Nil
Year to which the dividend relates	2012-13	Not applicable

29.9 TRANSFER PRICING

The Company has established a comprehensive system on maintenance of information and documents as required by the transfer pricing legislation under 92-92F of the Income Tax Act, 1961 and has documented Transfer Pricing Benchmarking study for financial year 2012-13. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company is in the process of updating the documentation for the domestic and international transactions entered into with the associated enterprises during the year and expects such records to be in existence latest by the due date as required under law. The management is of the opinion that its international and domestic transactions are at arm's length and the aforesaid legislation will not have any impact on the financial statements.

30.1 Pursuant to the scheme of arrangement between Orient Abrasives Limited (transferor company) and the Company, the refractory business of the transferor company carried out at its manufacturing unit at Bhiwadi (demerged undertaking), was transferred to the Company with effect from 1 April, 2011 (the appointed date). The said scheme under Section 391 to 394 of the Companies Act, 1956 was approved by the Hon'ble High Court of Delhi vide its order dated 19 September, 2011 and has been effective from 31 October, 2011 ("the effective date"), i.e. date of filing the above order with the Registrar of Companies.

The said scheme provides, inter alia, the transfer of demerged undertaking on a going concern basis to the Company in consideration of which, each shareholder of Orient Abrasives Limited whose name appeared in the register of members of Orient Abrasives Limited on the record date i.e. 14 November, 2011, received one fully paid equity share of face value of ₹ 1 each in the Company.

The scheme provided for its basis of transfer of certain specific assets and liabilities and where not specifically provided in the scheme, it authorized the 'Board of Directors' of both the companies to mutually decide through a resolution. In terms of above, the following was done in the financial year 2011-12:

- (i) The book value of assets, liabilities, reserves and surplus (as agreed) of the demerged undertaking as on the appointed date was accounted for as assets and liabilities and reserves in the books of the Company as on the appointed date. Following is the amount of such assets, liabilities and reserves:

Reserves and surplus	4,637.56
Secured loans	3,400.00
Deferred tax liability (net)	118.89
Fixed assets including intangibles (net block)	1,882.80
Capital work in-progress including capital advances	568.97
Investments	0.27
Inventories	4,433.58
Sundry debtors	5,023.72
Cash and bank balances	48.67
Other current assets	356.25
Loans and advances	248.57
Current liabilities	3,106.52
Provisions	103.47



- (ii) Loans as identified for the demerged undertaking and transferred from Orient Abrasives Limited were recorded in the books. Later on, the Company obtained its own credit facility and loans transferred from the transferor company were repaid.
- (iii) Aggregate face value of the new equity shares (1,196.39 Lacs shares of ₹ 1 each amounting to ₹ 1,196.39 Lacs) were issued by the Company to the members of the transferor company and was credited to the share capital account on the appointed date. The Company in its board meeting dated 15 November, 2011 allotted these shares. In view of the allotment of shares, the transferor Company ceased to be the holding company of the Company.
- (iv) The employees of the demerged undertaking were transferred to the Company on their existing terms of employment with the transferor Company.
- (v) All contingent liabilities relating to demerged undertaking were transferred to the company on the appointed date.
- (vi) Deferred tax liability (net) pertaining to the demerged undertaking and as agreed by the Board of Directors were transferred to the Company.

The transferor company was carrying on business of demerged undertaking in trust on behalf of the Company for the period from the appointed date till the effective date.

30.2 EMPLOYEE BENEFIT PLANS

(i) Defined contribution plans

The Company makes Provident Fund and Employees' State Insurance contributions which are defined contribution plans for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised ₹ 137.11 Lacs (31 March, 2013: ₹ 107.65 Lacs) for Provident Fund and Employees' State Insurance contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

(ii) Defined benefit plans

The Company offers employee benefit schemes of Gratuity to its employees. Benefits payable to all employees of the Company with respect to gratuity, a defined benefit plan is accounted for on the basis of an actuarial valuation as at the balance sheet date.

The following table sets out the funded status of defined benefit schemes and the amount recognised in the financial statements:

Particulars	(Amount in ₹ Lacs)	
	Year ended 31 March, 2014	Year ended 31 March, 2013
Components of employer expense		
Current service cost	34.64	27.41
Interest cost	32.77	27.02
Expected return on plan assets	(36.00)	(27.42)
Actuarial losses/(gains)	35.84	49.76
Total expense recognised in the Statement of Profit and Loss	67.25	76.77
Actual contribution and benefit payments for year		
Actual benefit payments	3.65	41.21
Actual contributions	68.52	100.48
Net asset / (liability) recognised in the Balance Sheet		
Present value of defined benefit obligation	488.57	409.63
Fair value of plan assets	480.43	400.22
Net asset / (liability) recognised in the Balance Sheet	(8.14)	(9.41)
Net liability has been classified under:		
Long-term provisions	(6.88)	(7.64)
Short-term provisions	(1.26)	(1.77)

(Amount in ₹ Lacs)

Particulars	Year ended 31 March, 2014	Year ended 31 March, 2013
Change in defined benefit obligations (DBO) during the year		
Present value of DBO at beginning of the year	409.63	337.83
Current service cost	34.64	27.41
Interest cost	32.77	27.02
Actuarial loss/(gains)	15.18	58.58
Benefits paid	(3.65)	(41.21)
Present value of DBO at the end of the year	488.57	409.63
Change in fair value of assets during the year		
Plan assets at beginning of the year	400.22	304.71
Expected return on plan assets	36.00	27.42
Actual company contributions	68.52	100.48
Benefits paid	(3.65)	(41.21)
Actuarial gain/ (loss)	(20.66)	8.82
Plan assets at the end of the year	480.43	400.22
Actual return on plan assets	15.34	36.24
Composition of the plan assets is as follows:		
Kotak Group Bond Fund	85.18%	100%
Kotak Group Floating Rate Fund	14.82%	-
Actuarial assumptions		
Discount rate	8.50%	8.00%
Expected return on plan assets	9.00%	9.00%
Salary escalation	8.00%	8.00%
Mortality tables	IALM (2006 - 08)	IALM (2006 - 08)
Attrition (%)		
Ages:		
Upto 30 years	3.00	3.00
From 31 to 44 years	2.00	2.00
Above 44 years	1.00	1.00
Estimate of amount of contribution in the immediate next year	37.05	46.88

The estimates of future salary increases, considered in actuarial valuation, take into account of inflation, seniority, promotion and other relevant factors.

The expected rate of return on plan assets is determined after considering several applicable factors, such as the composition of the plan assets, investment strategy, market scenario, etc. In order to protect the capital and optimise returns within acceptable risk parameters, the plan assets are well diversified. The gratuity fund plan assets of the Company are managed by Orient Refractories Employees Group Trust through Kotak Mahindra Old Mutual Life Insurance Ltd. The trust has been recognised by the Income Tax authorities during the current year. The categories of plan assets as a percentage of total plan assets are based on information provided by Kotak Mahindra Old Mutual Life Insurance Ltd.

The discount rate is based on the prevailing market yields of Government of India securities as at the balance sheet date for the estimated term of the obligations.

(Amount in ₹ Lacs)

Amounts for the current year and previous two periods are as follows:

Particulars	Gratuity		
	31 March, 2014	31 March, 2013	31 March, 2012
Defined benefit obligation	488.57	409.63	337.82
Plan assets	480.43	400.22	304.71
Surplus/ (Deficit)	(8.14)	(9.41)	(33.11)
Experience adjustment on plan liabilities (loss)/gain	(15.18)	(58.58)	(72.33)
Experience adjustment on plan assets (loss)/gain	(20.66)	8.83	0.04

The Payment of Gratuity Act, 1972 was not applicable to the Company prior to financial year 2011-12.

30.3 SEGMENT INFORMATION

Business Segments:

The Company is engaged in the business of manufacturing and selling of refractories and monolithics. The entire operations are governed by the same set of risk and returns and, hence, the same has been considered as representing a single primary segment.

Since the Company's business activity falls within a single business segment, there are no additional disclosures to be provided under Accounting Standard-17 'Segment Reporting' other than those already provided in the financial statements.

Geographical Segments:

The analysis of geographical segment is based on the geographical location of the customers. The Company operates primarily in India and has presence in international markets as well. Its business is accordingly aligned geographically, catering to two markets i.e. India and Outside India. For customers located outside India, the Company has assessed that they carry same risk and rewards. The Company has considered domestic and exports markets as geographical segments and accordingly disclosed these as separate segments. The geographical segments considered for disclosure are as follows:

- Sales within India include sales to customers located within India.
- Sales outside India include sales to customers located outside India.

Secondary Segment Reporting (by Geographical Segments)

The following is the distribution of the Company's consolidated revenue of operations by geographical market, regardless of where the goods were produced:

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
Within India	33,847.30	30,254.58
Outside India	6,503.07	5,803.33
Total	40,350.37	36,057.91

The following table shows the carrying amount of trade receivable by geographical segments:

Particulars	As at 31 March, 2014	As at 31 March, 2013
Within India	8,675.66	5,959.04
Outside India	1,263.93	1,192.59
Total	9,939.59	7,151.63

All other assets (other than trade receivables) used in the Company's business are located in India and are used to cater to both the categories of customers (within India and outside India), accordingly the total cost incurred during the period to acquire tangible and intangible fixed assets has not been disclosed.



30.4 RELATED PARTY TRANSACTIONS:

- a. Ultimate holding company**
RHIAG, Austria (w.e.f. 26 April, 2013)
- b. Holding company**
Dutch US Holding B.V., Netherlands (w.e.f. 26 April, 2013)
- c. Fellow subsidiaries**
RHI Clasil Limited (w.e.f. 26 April, 2013)
RHI India Private Limited (w.e.f. 26 April, 2013)
RHI Refractories Asia Ltd, Hong Kong (w.e.f. 26 April, 2013)
RHI Urmitz AG & Co. KG, Germany (w.e.f. 26 April, 2013)
- d. Individuals/ entities having significant influence over the Company through their voting rights of 20% or more**
Mr. S. G Rajgarhia, Managing Director (till 3 March, 2013)
Dutch US Holding B.V. (from 4 March, 2013 till 25 April, 2013)
- e. Key Managerial Personnel (KMP)**
Mr. S.C. Sarin
Mr. Parmod Sagar, Managing Director (w.e.f. 4 March, 2013)
Mr. S.G. Rajgarhia, Executive Director (w.e.f. 4 March, 2013. Managing Director till 3 March, 2013)
- f. Relatives of KMP**
Mr. R. K. Rajgarhia, Director's (Mr. S. G. Rajgarhia) brother
- g. Entities in which KMP/ Relatives of KMP can exercise significant influence**
Orient Abrasives Limited
APM Industries Limited
Hindustan General Industries Limited
Perfectpac Limited



Particulars	(Amounts in ₹ Lacs)													
	A. Ultimate holding company		B. Holding company		C. Fellow subsidiaries		D. Key Managerial Personnel		E. Relatives of KMP		F. Entities in which KMP/Relatives of KMP can exercise significant influence		Total	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Sales														
Orient Abrasives Limited	-	-	-	-	-	-	-	-	-	-	-	-	26.12	7.58
RHI AG	11.04	-	-	-	-	-	-	-	-	-	-	-	11.04	-
RHI India Private Limited	-	-	-	-	332.27	-	-	-	-	-	-	-	332.27	-
RHI Refractories Asia Ltd	-	-	-	-	5.89	-	-	-	-	-	-	-	5.89	-
RHI Clasiil Limited	-	-	-	-	953.66	-	-	-	-	-	-	-	953.66	-
RHI Umritz AG & Co. KG	-	-	-	-	2.30	-	-	-	-	-	-	-	2.30	-
APM Industries Ltd	-	-	-	-	-	-	-	-	-	-	0.27	-	0.27	-
Total Sales	11.04	-	-	-	1,294.12	-	-	-	-	-	26.39	7.58	1,331.55	7.58
Purchase of raw materials														
Orient Abrasives Limited	-	-	-	-	-	-	-	-	-	-	-	-	4,785.36	4,592.32
APM Industries Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	2.58
RHI AG	95.34	-	-	-	-	-	-	-	-	-	-	-	95.34	-
RHI India Private Limited	-	-	-	-	1.01	-	-	-	-	-	-	-	1.01	-
Total purchase of raw materials	95.34	-	-	-	1.01	-	-	-	-	-	4,785.36	4,594.90	4,881.71	4,594.90
Managerial remuneration														
Mr. S.G. Raigarhia	-	-	-	-	-	-	194.34	153.71	-	-	-	-	194.34	153.71
Mr. S.C. Sarin	-	-	-	-	-	-	140.42	62.25	-	-	-	-	140.42	62.25
Mr. Parmod Sagar	-	-	-	-	-	-	139.52	9.19	-	-	-	-	139.52	9.19
Packing materials														
Perfecpac Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	68.85
Commission on sales (Other than sole selling agents)														
Hindustan General Industries Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	19.86
Mr. R.K. Raigarhia	-	-	-	-	-	-	-	-	-	0.70	-	-	-	0.70
Rent														
Orient Abrasives Limited	-	-	-	-	-	-	-	-	-	-	-	-	16.85	1.25
Loans given														
Mr. Parmod Sagar	-	-	-	-	-	-	-	15.00	-	-	-	-	-	15.00
Loans repayments received														
Mr. Parmod Sagar	-	-	-	-	-	-	3.69	-	-	-	-	-	3.69	-
Loans taken														
Mr. S.C. Sarin	-	-	-	-	-	-	-	29.00	-	-	-	-	-	29.00
Loans repaid														
Mr. S.C. Sarin	-	-	-	-	-	-	-	29.00	-	-	-	-	-	29.00
Expenses incurred on behalf of the Company														
Orient Abrasives Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	93.26
Purchase of fixed assets														
RHI Clasiil Limited	-	-	-	-	34.38	-	-	-	-	-	-	-	-	34.38
Balance outstanding as at the year-end														
Loans outstanding														
Mr. Parmod Sagar	-	-	-	-	-	-	11.31	15.00	-	-	-	-	11.31	15.00
Trade Payables:														
Hindustan General Industries Limited	-	-	-	-	-	-	-	-	-	-	-	1.84	-	1.84
Perfecpac Limited	-	-	-	-	-	-	-	-	-	-	-	9.31	-	9.31
RHI AG	4.71	-	-	-	-	-	-	-	-	-	-	-	4.71	-
RHI India Private Limited	-	-	-	-	1.01	-	-	-	-	-	-	-	1.01	-
Orient Abrasives Limited	-	-	-	-	-	-	-	-	-	446.31	-	-	446.31	521.23
Total Trade payables	4.71	-	-	-	1.01	-	-	-	-	446.31	-	-	452.03	532.38
Trade Receivable														
RHI Clasiil Limited	-	-	-	-	282.05	-	-	-	-	-	-	-	282.05	-
RHI AG	7.10	-	-	-	-	-	-	-	-	-	-	-	7.10	-
RHI India Private Limited	-	-	-	-	180.37	-	-	-	-	-	-	-	180.37	-
Total Trade Receivable	7.10	-	-	-	462.42	-	-	-	-	-	-	-	469.52	-

(Amount in ₹ Lacs)

30.5 DETAILS OF LEASING ARRANGEMENTS

The Company has entered into operating lease arrangements for certain facilities and office premises. These are cancellable by giving notice and are renewable by mutual consent on mutually agreed terms. There is no lock in period.

Particulars	For the year ended 31 March, 2014	For the year ended 31 March, 2013
Lease payments recognised in the Statement of Profit and Loss (Refer Note 27)	28.80	26.51

30.6 EARNINGS PER SHARE

Particulars	Year ended 31 March, 2014	Year ended 31 March, 2013
Net profit for the year	5,284.64	4,139.02
Nominal value per share (in ₹)	1	1
Weighted average number of equity shares – for Basic EPS	1,201.39	1,201.39
Weighted average number of equity shares – for diluted EPS	1,201.39	1,201.39
Earnings per share basic & diluted (in ₹)	4.40	3.45

30.7 DEFERRED TAX LIABILITY

Particulars	As at 31 March, 2014	As at 31 March, 2013
Tax effect of items constituting deferred tax liability		
On difference between book balance and tax balance of fixed assets	252.03	255.02
Others	4.81	4.12
	256.84	259.14
Tax effect of items constituting deferred tax assets		
Provision for doubtful trade receivable/ advances	136.10	49.70
Provision for gratuity	2.77	3.20
Provision for compensated absences	71.17	44.29
Voluntary retirement scheme	25.68	34.22
	235.72	131.41
Net deferred tax liability	21.12	127.73
Charge/ (Credit) for the year	(106.61)	(31.68)

30.8 EXCEPTIONAL ITEMS

- During the previous year, the Company had announced a voluntary retirement scheme (VRS) on 20 June, 2012. The scheme was open till 30 June, 2012. In response to the VRS, 43 employees had opted for the same. Expenditure of ₹ 125.86 Lacs on VRS had been charged to the Statement of Profit and Loss.
- A fire has occurred at the warehouse in the Company's factory at Bhiwadi on 25 September, 2011. As a result, the Company had estimated a loss of ₹ 149.76 Lacs (including raw materials, packing materials, repairs and maintenance and other expenses). The Company had filed a claim with the insurance company for the equivalent amount and recognised the same



as the management was confident that the claim receivable would not be lower than the above amount. During the previous year, the insurance claim filed by the company in respect of the fire claim was settled for a lesser amount and accordingly a net loss of ₹ 55.73 Lacs had been accounted for during the previous year.

30.9 Previous year figures have been audited by another firm of chartered accountants.

31 PREVIOUS YEAR FIGURES

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For and on behalf of the Board of Directors of

ORIENT REFRACTORIES LIMITED

Parmod Sagar
[Managing Director]

Michael John Williams
[Director]

Sanjeev Bhardwaj
[Chief Financial Officer]

Manoj Gupta
[Sr. General Manager]

Sanjay Kumar
[Company Secretary]

Place : New Delhi
Date : 28 May, 2014



ORIENT REFRACTORIES LIMITED

Registered Office :

804-A, Chiranjiv Tower, 43, Nehru Place, New Delhi - 110019
CIN : L28113DL2010PLC210819
Tel. : 01493-222266, 67, 68. / Fax : 01493-222269, 220048
E-mail : info@orlindia.com / Web-site : www.orientrefractories.com

ATTENDANCE SLIP

Venue of the meeting : Sun Village Inn, A-14, Ring Road, Lajpat Nagar-IV, New Delhi-110024

Date & Time : Friday, 26 September, 2014 at 11.30 am

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP Id*	
Client Id*	
Folio No.	
No. of shares held	

*Applicable for members holding shares in electronic form

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the 4th Annual General Meeting of the Company held on 26 September, 2014 at 11.30 am at Sun Village Inn, A-14, Ring Road, Lajpat Nagar-IV, New Delhi-110024

Signature of Member / Proxy



ORIENT REFRACTORIES LIMITED

Registered Office :

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E-mail : info@orlindia.com / Web-site : www.orientrefractories.com

PROXY FORM

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

Venue of the meeting : Sun Village Inn, A-14, Ring Road, Lajpat Nagar-IV, New Delhi-110024
Date & Time : Friday, 26 September, 2014 at 11.30 am

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Registered Address	
Email ID	
DP Id*	
Client Id*	
Folio No.	

*Applicable for members holding shares in Electronic form.

I/We _____ (Name)
of _____ (Address) being a member/members of Orient Refractories Limited hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the 4th Annual General Meeting of the Company to be held on Friday, 26 September, 2014 at 11.30 am and at any adjournment thereof) in respect of such resolutions as are indicated below;

- Mr/Mrs _____
address _____
Email id _____ Signature _____
OR FAILING HIM/HER
- Mr/Mrs _____
address _____
Email id _____ Signature _____
OR FAILING HIM/HER
- Mr/Mrs _____
address _____
Email id _____ Signature _____

** I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

Sl.No.	Resolutions	Number of shares held	For	Against
Ordinary Business				
1.	Adoption of audited Financial Statements for the financial year ended 31 March, 2014 and reports of the Board of Directors and the Auditors thereon			
2.	To declare final dividend on equity shares			
3.	Re-appointment of Mr. S C Sarin, who retires by rotation			
4.	Re-appointment of Ms. Barbara Potisk Eibensteinner, who retires by rotation			
5.	Re-appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as Statutory Auditors			
Special Business				
6.	Ratify remuneration payable to M/s. K G Goyal & Associates, Cost Accountants			
7.	Appointment of Mr R S Bajoria as an Independent Director			

** This is optional. Please put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

Signature (s) of Member(s)

- _____
- _____
- _____

Signed this _____ day of _____ 2014.

Affix Revenue Stamp of not less than Re. 0.15

Notes:

- The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
- A Proxy need not be a member of the Company.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- The form of Proxy confers authority to demand or join in demanding a poll.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
- In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.



If undelivered, please return to:

ORIENT REFRACTORIES LIMITED

804-A, Chiranjiv Tower,

43, Nehru Place,

New Delhi - 110 019