



Orient Refractories Limited

(An RHI Magnesita Company)



28 June 2021

Department of Corporate Services
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400001.

STOCK CODE: 534076

Department of Corporate Services
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex
Bandra (East), Mumbai

STOCK CODE: ORIENTREF

Dear Sir/Madam

Sub: Annual Secretarial Compliance Report

Pursuant to Regulation 24A of SEBI (LODR) Regulations, 2015, we are pleased to submit herewith the Annual Secretarial Compliance Report, issued by M/s. Naresh Verma and Associates, Practicing Company Secretaries, Delhi for the Financial Year ended 31 March 2021 and request you to take the same on record and oblige.

Thanking you,
Yours faithfully
For **Orient Refractories Limited**

Sanjay Kumar
Company Secretary
(ACS-17021)

Encl.: a/a

Orient Refractories Limited

CIN: L28113MH2010PLC312871
C-604, Neelkanth Business Park,
Opp. Railway Station, Vidhyavihar (West),
Mumbai, MAHARASHTRA-400086
T-+91 22 660 90 600, F- +91 22 660 90 601
info@orlindia.com; www.orientrefractories.com



NARESH VERMA & ASSOCIATES
COMPANY SECRETARIES

To,

The Board of Directors

Orient Refractories Limited

CIN: L28113MH2010PLC312871

C-604, Neelkanth Business Park Opp. Railway Station

Vidhyavihar (West) Mumbai 400086

Sir/ Madam,

Sub: Annual Secretarial Compliance Report for the Financial Year 2020-2021

We have been engaged by Orient Refractories Limited (hereinafter referred to as 'the Company') bearing CIN: L28113MH2010PLC312871 whose Equity Shares are listed on BSE Limited and National Stock Exchange of India Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.

Due to the pandemic caused by COVID-19 and prevailing lockdowns/ restrictions on movement of people imposed by the Government, for the purpose of issuing this report we have conducted our audit remotely based on the records and information made available to us by the Company electronically. Annual Secretarial Compliance Report is enclosed.

For Naresh Verma & Associates
Company Secretaries

Naresh Verma

FCS No.: 5403; C P No.:4424



Place: Delhi

Date: 28.06.2021

**Secretarial Compliance Report of Orient Refractories Limited
for the year ended 31st March, 2021**

I, Naresh Verma have examined:

- (a) all the documents and records made available to us and explanation provided by **Orient Refractories Limited ("the listed entity")**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not Applicable as there was no reportable event during the financial year under review;**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not Applicable as there was no reportable event during the financial year under review;**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not Applicable as there was no reportable event during the financial year under review;**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - - **Not Applicable as there was no reportable event during the financial year under review;**



(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not Applicable as there was no reportable event during the financial year under review;**

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

Based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, **except in respect of matters specified below:-**

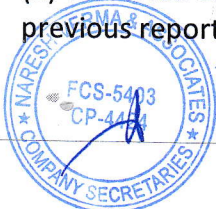
Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:-

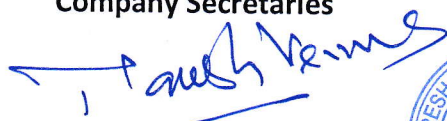
Sr. No	Action Taken By	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc	Observations/ remarks of the Practicing Company Secretary, if any
NIL				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports: -



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 17(1A) Mr R S Bajoria, Independent non-executive Director of the Company is above age of 75 years as on April 1, 2019	2018-2019	The Company took the necessary approval by passing a special resolution in AGM held on 23 July 2019	The Company was required to take approval on or before April 1, 2019, however it took the required approval by Special Resolution in AGM held for the year 2019
2	No adverse observations were made by the PCS as company had resolved the issues during F.Y 2019-2020 and the same were duly recorded in the said report of PCS	2019-2020	The Company had submitted its replies to the stock exchanges and also deposited the fines/penalties imposed by the Stock exchanges as reported in the said report for the financial year 2019-2020	No further action required in respect of observations made in the report dated 2019-2020

For Naresh Verma & Associates
Company Secretaries



Naresh Verma
FCS No.: 5403
C P No.:4424



UDIN: F005403C000526506

Place: Delhi
Date: 28.06.2021