



# ORIENT REFRACTORIES LTD.

28<sup>th</sup> September 2016

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,

Re: **Voting Results of 6<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> September 2016.**

1. We send herewith Consolidated Voting Results (Remote E-Voting and Poll Voting at AGM venue) on the Resolutions forming part of the Notice of the said AGM of the Company held on 26<sup>th</sup> September, 2016 at "Modi Hall", PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016.
2. We have to further inform that Mr. Naresh Verma of M/s. Naresh Verma & Associates, Company Secretaries in practice, Scrutinizer has submitted his consolidated report dated 28 September 2016 on Remote e-Voting and the Poll Voting for the aforesaid AGM. A copy of the said report is also enclosed herewith.

Thanking you and assuring you of our best attention at all times.

Yours faithfully,  
For Orient Refractories Limited

Sanjay Kumar  
Company Secretary  
ACS : 17021

Encl.: As above  
National Securities Depository Limited  
Trade World, A wing,  
4<sup>th</sup> & 5<sup>th</sup> Floors,  
Kamala Mills Compound,  
Lower Parel,  
Mumbai-400013  
ISIN: INE743M01012



**Works :**

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Bhiwadi - 301019  
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Fax : +91-1493-222269, 220048  
Email : [bhiwadi@orlindia.com](mailto:bhiwadi@orlindia.com)

**Registered Office :**

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43 Nehru Place,  
New Delhi-110019 (India)  
Web : [www.orientrefractories.com](http://www.orientrefractories.com)  
E-mail : [ho@orlindia.com](mailto:ho@orlindia.com)  
CIN No.: L28113DL2010PLC210819

Voting Results of the 6<sup>th</sup> AGM

Date of the AGM/EGM	26-September-2016
Total number of shareholders on record date	11153
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	78
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public	

## Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution No.-1	Ordinary	Consider and adopt audited financial statement as on 31 March 2016, reports of the board of directors and auditors thereon						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83637771	83637771	100	83637771	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	83637771	83637771		83637771	0		
Public- Institutions	E-Voting	9364473	9364473	100	9364473	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	9364473	9364473		9364473	0		
Public- Non Institutions	E-Voting	62342	62342	100	62342	0	100	0
	Poll	45479	45479	100	45479	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	107821	107821		107821	0		
Total		93110065	93110065	100	93110065	0	100	0





Resolution No.-2	Ordinary	Declaration of dividend on equity shares						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	83637771	83637771	100	83637771	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	83637771	83637771		83637771	0		
Public- Institutions	E-Voting	11508379	11508379	100	11508379	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	11508379	11508379		11508379	0		
Public- Non Institutions	E-Voting	62342	62342	100	62342	0	100	0
	Poll	45479	45479	100	45479	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	107821	107821		107821	0		
Total		95253971	95253971	100	95253971	0	100	0





**ORIENT REFRACTORIES LIMITED**

Resolution No.-3	Ordinary	Re-appointment of Mr. Reinhold Steiner, director, retiring by rotation						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83637771	83637771	100	83637771	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	83637771	83637771		83637771	0		
Public- Institutions	E-Voting	11508379	11508379	100	11508379	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	11508379	11508379		11508379	0		
Public- Non Institutions	E-Voting	62327	62327	100	62327	0	100	0
	Poll	45479	45479	100	45479	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	107806	107806		107806	0		
Total		95253956	95253956	100	95253956	0	100	0





Resolution No.-4	Ordinary	Ratification of appointment of Statutory Auditors and fix their remuneration						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83637771	83637771	100	83637771	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	83637771	83637771		83637771	0		
Public- Institutions	E-Voting	11508379	11508379	100	11508379	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	11508379	11508379		11508379	0		
Public- Non Institutions	E-Voting	62327	62327	100	62327	0	100	0
	Poll	45479	45479	100	45479	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	107806	107806		107806	0		
Total		95253956	95253956	100	95253956	0	100	0





Resolution No.-5	Ordinary	Approval of material related party transaction with RHI AG						
Whether promoter/ promoter group are interested in the agenda/resolution?		YES						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group #	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	0	0		0	0		
Public- Institutions	E-Voting	11508379	11508379	100	11273570	234809	97.96	2.04
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	11508379	11508379		11273570	234809		
Public- Non Institutions	E-Voting	62327	62327	100	62327	0	100	0
	Poll	45479	45479	100	45479	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	107806	107806		107806	0		
Total		11616185	11616185	100	11381376	234809	97.98	2.02

# The 83637771 votes of Dutch US Holding BV, the Holding company, a Related Party are treated as INVALID by the Scrutinizer in terms of LODR Regulations





**ORIENT REFRACTORIES LIMITED**

Resolution No.-6	Ordinary	Ratification of Cost Auditors' remuneration						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	83637771	83637771	100	83637771	0	100	0
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	83637771	83637771		83637771	0		
Public- Institutions	E-Voting	11508379	11508379	100	11508379	0	100.00	0.00
	Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	11508379	11508379		11508379	0		
Public- Non Institutions	E-Voting	62327	62327	100	62327	0	100	0
	Poll	45479	45479	100	45479	0	100	0
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	107806	107806		107806	0		
Total		95253956	95253956	100	95253956	0	100.00	0.00



**NARESH VERMA & ASSOCIATES**  
**COMPANY SECRETARIES**

**Report of Scrutinizer on remote e-voting and voting through polling paper**

Pursuant to section 108 and 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015

To

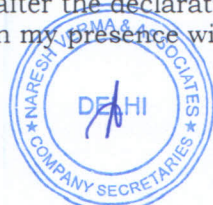
The Chairman

6<sup>th</sup> Annual General Meeting (AGM) of the Members of Orient Refractories Limited held on Monday, 26<sup>th</sup> day of September, 2016 at 11:30 A.M. at "Modi Hall", PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi - 110016

Dear Sir,

I, Naresh Verma, proprietor of M/s Naresh Verma & Associates, Company Secretaries, Delhi having its office at 160 J-Extension, Street No. 5, Laxmi Nagar, Delhi 110092, has been appointed by the Board of Directors of Orient Refractories Limited ("The Company" or "ORL"), as Scrutinizer for the purpose of scrutinizing the remote e-voting process and voting through polling paper at the Annual General Meeting (AGM) of the members of the Company, in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through polling paper carried out, as per the provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, on the resolutions set out in the Notice dated August 4, 2016 of the AGM of the members of ORL, held on 26<sup>th</sup> day of September, 2016 at 11:30 A.M. at "Modi Hall", PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi - 110 016. Accordingly, I submit the report, on completion of remote e- voting process and voting through polling paper, as under:-

1. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Authorised Agency to provide secured system for remote e- voting process.
2. The remote e-voting period remained open from Friday, September 23, 2016 (9:30 AM) to Sunday, September 25, 2016 (5:00 PM).
3. The cut- off date for the purpose of determining the entitlement for voting, by remote e- voting or voting through polling paper, on the proposed resolutions was September 19, 2016
4. After the close of period for remote e- voting, the details of members, such as their names, folio numbers, numbers of shares held, who had casted votes through remote e- voting, were downloaded from the e-voting website of [www.evoting.nsdl.com](http://www.evoting.nsdl.com), for the purpose of ensuring that members who have casted their votes through remote e- voting do not vote again at the AGM.
5. At the AGM, after the declaration of poll by the Chairman, the ballot box kept for polling were locked in my presence with due identification marks placed by me.





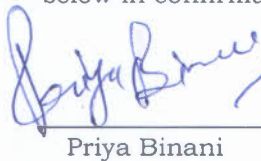
6. The locked ballot box was subsequently opened in my presence along with two witnesses (1) Ms Priya Binani 2) Mr Yashank Taneja who are not in the employment of the Company and poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Box being unblocked in their presence. The Poll papers were reconciled with the records maintained by the Company / registrar & Transfer Agents of the Company - M/s Skyline Financial Services Limited and the authorization/ proxies lodged with the company.

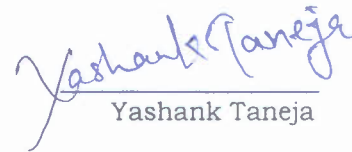
  
Priya Binani

  
Yashank Taneja

7. The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

8. After counting the votes casted by the members and proxy holders present at the AGM, through polling paper, the votes casted through remote e-voting were unblocked on 27<sup>th</sup> September, 2016, around 1:20 P.M in the presence of two witnesses, Ms Priya Binani & Mr Yashank Taneja, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.

  
Priya Binani

  
Yashank Taneja

9. Thereafter, the detail containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions, were generated from the e-voting website of NSDL.

10. Based on report generated from the e-voting website of NSDL and voting through polling papers at the AGM, the consolidated report on the result of voting on each resolution is given hereunder:

**Resolution No. 1: To receive, consider and adopt the Financial Statements including Balance Sheet as at 31 March, 2016 and the Statement of Profit and Loss for the year ended on that date along with Board and Auditors' Report thereon.(Ordinary Resolution)**

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-Voting	27	93064586	99.95
Voting through polling paper (in person or by proxy)	20	45479	0.05
Total	47	93110065	100



(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-Voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0

(iii) Details of 'INVALID' Votes:

Mode of Voting	Total Numbers of Members whose Votes were declared "Invalid"	Total number of votes cast by them declared "Invalid"
Remote e-Voting	0	0
Voting through polling paper (in person or by proxy)	3	84
Total	3	84

**Resolution No. 2: To declare Dividend for the year ended 31 March, 2016 (Ordinary Resolution)**

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-Voting	40	95208492	99.95
Voting through polling paper (in person or by proxy)	20	45479	0.05
Total	60	95253971	100

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-Voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0



(iii) Voted 'INVALID' the resolution:

Mode of Voting	Total Numbers of Members whose Votes were declared "Invalid"	Total number of votes cast by them declared "Invalid"
Remote e-Voting	0	0
Voting through polling paper (in person or by proxy)	3	84
Total	3	84

**Resolution No. 3: To appoint a Director in place of Mr. Reinhold Steiner (DIN: 06674749), who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)**

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-Voting	39	95208477	99.95
Voting through polling paper (in person or by proxy)	20	45479	0.05
Total	59	95253956	100

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-Voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0

(iii) Details of 'INVALID' Votes:

Mode of Voting	Total Numbers of Members whose Votes were declared "Invalid"	Total number of votes cast by them declared "Invalid"
Remote e-Voting	0	0
Voting through polling paper (in person or by proxy)	3	84
Total	3	84



**Resolution No. 4: To ratify the appointment of Auditors and to fix their remuneration. (Ordinary Resolution)**

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-Voting	39	95208477	99.95
Voting through polling paper (in person or by proxy)	20	45479	0.05
<b>Total</b>	<b>59</b>	<b>95253956</b>	<b>100</b>

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-Voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Details of 'INVALID' Votes:

Mode of Voting	Total Numbers of Members whose Votes were declared "Invalid"	Total number of votes cast by them declared "Invalid"
Remote e-Voting	0	0
Voting through polling paper (in person or by proxy)	3	84
<b>Total</b>	<b>3</b>	<b>84</b>

**Resolution No. 5: Approval on Material Related Party Transactions (Ordinary Resolution)**

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-Voting	37	11335897	97.59
Voting through polling paper (in person or by proxy)	20	45479	0.39
<b>Total</b>	<b>57</b>	<b>11381376</b>	<b>97.98</b>



(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-Voting	1	234809	2.02
Voting through polling paper (in person or by proxy)	0	0	0
Total	1	234809	2.02

(iii) Details of 'INVALID' Votes:

Mode of Voting	Total Numbers of Members whose Votes were declared "Invalid"	Total number of votes cast by them declared "Invalid"
Remote e-Voting	1	83637771
Voting through polling paper (in person or by proxy)	3	84
Total	4	83637855

# The 83637771 votes of Dutch US Holding BV, the Holding company, a Related Party are treated as INVALID in terms of LODR Regulations

#### **Resolution No. 6: Remuneration to the Cost Auditors. (Ordinary Resolution)**

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-Voting	39	95208477	99.95
Voting through polling paper (in person or by proxy)	20	45479	0.05
Total	59	95253956	100

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-Voting	0	0	0
Voting through polling paper (in person or by proxy)	0	0	0
Total	0	0	0

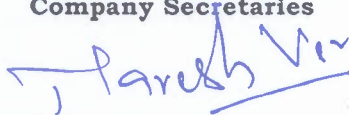


(iii) Details of 'INVALID' Votes:

Mode of Voting	Total Numbers of Members whose Votes were declared "Invalid"	Total number of votes cast by them declared "Invalid"
Remote e-Voting	0	0
Voting through polling paper (in person or by proxy)	3	84
Total	3	84

11. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at the AGM shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid AGM and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking You  
For **Naresh Verma & Associates**  
**Company Secretaries**



**Naresh Verma**  
**FCS-5403; CP-4424**  
**(Scrutinizer)**



**Place: Delhi**  
**Date: September 28, 2016**