



Orient Refractories Limited

(An RHI Magnesita Company)



12 September 2018

The Secretary, Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001.
Maharashtra, India.

The Manager, Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor, Plot No.-C/1,
G-Block, Bandra Kurla Complex,
Bandra (East), Mumbai-400051
Maharashtra, India.

Scrip Code : 534076

Symbol: ORIENTREF

Dear Sir/Madam,

Re: Voting Results of the 8th Annual General Meeting (“AGM”) of Orient Refractories Limited (“the Company”) & Scrutinizer Report thereon.

The 8th AGM of the Company was held on 10 September 2018 at 2.30 P.M. at the Kohinoor Continental, Andheri-Kurla Road, JB Nagar, Andheri, Mumbai- 400059 to transact the business as stated in the Notice dated 31 July 2018, convening the AGM.

In this regard, please find enclosed the following:

- 1) Voting results of the business transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations - **Annexure I**
- 2) Report of the Scrutinizer dated 11 September 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rule, 2014 – **Annexure II**

The Voting Results along with the Scrutinizer Report dated 11 September 2018 is made available on the Company's web site at www.orientrefractories.com

This is for your information and records.

Thanking you,

Yours faithfully
For **Orient Refractories Limited**

Sanjay Kumar
Company Secretary

Encl: As above

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

8th Annual General Meeting Voting Results

Date of the AGM/EGM	10 September 2018
Total number of shareholders on record date	16234
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	44
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

Resolution No. 1

To consider and adopt Audited Financial Statements for the Financial Year ended 31 March, 2018 and Report of the Board of Directors and Auditors report thereon

Resolution required: (Ordinary/ Special)						Ordinary Resolution		
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	79,877,771	79,877,771	100.000	79,877,771	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		79,877,771	100.000	79,877,771	-	100.000	-
Public Institutions	E-Voting	16,681,312	10,470,522	62.768	10,470,522	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		10,470,522	62.768	10,470,522	-	100.000	-
Public- Non Institutions	E-Voting	23,580,117	50,335	0.213	50,335	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		50,335	0.213	50,335	-	100.000	-
Total	E-Voting	120,139,200	90,398,628	75.245	90,398,628	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		120,139,200	90,398,628	75.245	90,398,628	-	100.000

Resolution No. 2

To declare dividend for the year ended 31 March, 2018.

Resolution required: (Ordinary/ Special)						Ordinary Resolution		
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	79,877,771	79,877,771	100.000	79,877,771	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		79,877,771	100.000	79,877,771	-	100.000	-
Public Institutions	E-Voting	16,681,312	13,005,769	77.966	13,005,769	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13,005,769	77.966	13,005,769	-	100.000	-
Public-Non Institutions	E-Voting	23,580,117	50,340	0.213	50,340	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		50,340	0.213	50,340	-	100.000	-
Total	E-Voting	120,139,200	92,933,880	77.355	92,933,880	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		120,139,200	92,933,880	77.355	92,933,880	-	100.000

Resolution No. 3

To appoint a director in place of Mr. Parmod Sagar holding DIN 06500871, who retires by rotation and being eligible offers himself for re-appointment.

Resolution required: (Ordinary/ Special)						Ordinary Resolution		
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	79,877,771	79,877,771	100.000	79,877,771	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		79,877,771	100.000	79,877,771	-	100.000	-
Public Institutions	E-Voting	16,681,312	13,005,769	77.966	13,005,769	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13,005,769	77.966	13,005,769	-	100.000	-
Public- Non Institutions	E-Voting	23,580,117	50,340	0.213	49,340	1,000	98.014	1.986
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		50,340	0.213	49,340	1,000	98.014	1.986
Total	E-Voting	120,139,200	92,933,880	77.355	92,932,880	1,000	99.999	0.001
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		120,139,200	92,933,880	77.355	92,932,880	1,000	99.999

Resolution No. 4

Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013 .

Resolution required: (Ordinary/ Special)						Special Resolution		
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	79,877,771	79,877,771	100.000	79,877,771	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		79,877,771	100.000	79,877,771	-	100.000	-
Public Institutions	E-Voting	16,681,312	13,005,769	77.966	13,005,769	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13,005,769	77.966	13,005,769	-	100.000	-
Public- Non Institutions	E-Voting	23,580,117	50,340	0.213	50,340	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		50,340	0.213	50,340	-	100.000	-
Total	E-Voting	120,139,200	92,933,880	77.355	92,933,880	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		120,139,200	92,933,880	77.355	92,933,880	-	100.000

Resolution No. 5

Adoption of Articles of Association as per the provisions of the Companies Act, 2013.

Resolution required: (Ordinary/ Special)						Special Resolution		
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	79,877,771	79,877,771	100.000	79,877,771	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		79,877,771	100.000	79,877,771	-	100.000	-
Public Institutions	E-Voting	16,681,312	13,005,769	77.966	7,442,712	5,563,057	57.226	42.7738
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13,005,769	77.966	7,442,712	5,563,057	57.226	42.7738
Public- Non Institutions	E-Voting	23,580,117	50,340	0.213	50,340	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		50,340	0.213	50,340	-	100.000	-
Total	E-Voting	120,139,200	92,933,880	77.355	87,370,823	5,563,057	94.014	5.9860
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		120,139,200	92,933,880	77.355	87,370,823	5,563,057	94.014

Resolution No. 6

Ratification of the Remuneration of M/s. K G Goyal & Associates, Cost Accountants having Firm Registration No. 000024, Cost Auditors.

Resolution required: (Ordinary/ Special)						Ordinary Resolution		
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	79,877,771	79,877,771	100.000	79,877,771	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		79,877,771	100.000	79,877,771	-	100.000	-
Public Institutions	E-Voting	16,681,312	13,005,769	77.966	13,005,769	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		13,005,769	77.966	13,005,769	-	100.000	-
Public- Non Institutions	E-Voting	23,580,117	50,340	0.213	50,325	15	99.970	0.0298
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		50,340	0.213	50,325	15	99.970	0.0298
Total	E-Voting	120,139,200	92,933,880	77.355	92,933,865	15	100.000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		120,139,200	92,933,880	77.355	92,933,865	15	100.000



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
Orient Refractories Limited
C-604, Neelkanth Business Park,
Opp. Railway Station, Vidhyavihar (West),
Mumbai, Maharashtra-400086

8th Annual General Meeting (AGM) of the Members of Orient Refractories Limited held on Monday, 10 September, 2018 at 2:30 P.M. at Kohinoor Continental, Andheri-Kurla Road, JB Nagar, Andheri, Mumbai- 400059.

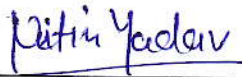
Dear Sir,

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 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 at the venue of the AGM, 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 31 July, 2018 of the AGM of the members of ORL, held on 10 September, 2018 at 02:30 P.M. at Kohinoor Continental, Andheri-Kurla Road, JB Nagar, Andheri, Mumbai- 400059. 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, 7 September, 2018 (9.00 A.M.) and ends on Sunday, 9 September, 2018 (5.00 P.M.).

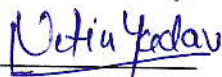


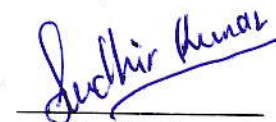
3. The cut- off date for the purpose of determining the entitlement for voting, by remote e- voting or voting through polling paper, on the proposed resolutions was 03 September, 2018
4. After the close of period for remote e- voting, the details of members, such as their names, folio numbers, numbers of shares held, who had casted votes through remote e- voting, were downloaded from the e-voting website of www.evoting.nsdl.com, 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) Mr Nitin Yadav (2) Mr Sudhir Kumar 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.


(Nitin Yadav)


(Sudhir Kumar)

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 11 September, 2018, around 11:15 A.M in the presence of two witnesses, Mr Nitin Yadav & Mr Sudhir Kumar, 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.


(Nitin Yadav)


(Sudhir Kumar)

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, 2018 and the statement of profit & loss for the year ended on that date, alongwith board's 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	35	90398628	100.00
Voting through polling paper (in person or by proxy)	0	0	0.00
Total	35	90398628	100.00

(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)	0	0
Total	0	0

Resolution No. 2:

To declare dividend for the year ended 31 March, 2018 (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	44	92933880	100.00
Voting through polling paper (in person or by proxy)	0	0	0.00
Total	44	92933880	100.00



(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)	0	0
Total	0	0

Resolution No. 3:

To appoint a Director in place of Mr. Parmod Sagar holding DIN 06500871, 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	43	92932880	99.99
Voting through polling paper (in person or by proxy)	0	0	0
Total	43	92932880	99.99

(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	1000	0.01
Voting through polling paper (in person or by proxy)	0	0	0
Total	1	1000	0.01

(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)	0	0
Total	0	0



Resolution No. 4:

**To Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013.
(Special 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	44	92933880	100.00
Voting through polling paper (in person or by proxy)	0	0	0.00
Total	44	92933880	100.00

(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)	0	0
Total	0	0

Resolution No. 5:

To Adoption of Article of Association as per the provisions of the Companies Act, 2013.(Special 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	34	87370823	94.02
Voting through polling paper (in person or by proxy)	0	0	0
Total	34	87370823	94.01



(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	10	5563057	5.99
Voting through polling paper (in person or by proxy)	0	0	0
Total	10	5563057	5.99

(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)	0	0
Total	0	0

Resolution No. 6:

Ratification of the remuneration of cost auditor. (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	42	92933865	99.99
Voting through polling paper (in person or by proxy)	0	0	0
Total	42	92933865	99.99

(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	2	15	0.01
Voting through polling paper (in person or by proxy)	0	0	0
Total	2	15	0.01

(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)	0	0
Total	0	0



- (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: 11.09.2018