



26 April 2018

BSE LIMITED

NATIONAL STOCK EXCHANGE OF INDIA LIMITED

Dear Sir/Madam

Re. : Disclosure under Regulation 44 of the SEBI (LODR) Regulations,2015-Result of Postal Ballot and E-voting

In term of Regulation 44 (3) and other applicable regulations of SEBI(LODR) Regulations,2015,please find enclosed the following:

1.	Result of Postal Ballot and E-voting	Annexure-I
2.	Declaration of Postal Ballot result by the Company Secretary	Annexure-II
3.	Scrutinizer Report	Annexure-III

Based on above, we would like to inform that all the special resolutions as set out in the Postal Ballot Notice Dated 15 March 2018 of the Company have been duly approved by the members of the Company with requisite majority.

The above is for your kind information and record please.

Yours faithfully

For **Orient Refractories Limited**

SANJAY
KUMAR

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Sanjay Kumar

Company Secretary

Encl. a/a



Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015

Name of the Company	:	Orient Refractories Limited
Total number of shareholders on record date	:	15354
No. of shareholders present in the meeting either in person or through proxy	:	Not Applicable
Promoters and Promoter Group:		
Public:		
No. of Shareholders attended the meeting through Video Conferencing	:	Not Applicable
Promoters and Promoter Group:		
Public		

Resolution No.-1								
Resolution required: (Ordinary/ Special)					Special Resolution :- Shifting of Registered office of the Company			
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	100.00	83637771	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	83637771	83637771	100.00	83637771	0	100.00	0.00
Public- Institutions	E-Voting	24060426	10410745	43.27	10410745	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	24060426	10410745	43.27	10410745	0	100.00	0.00
Public- Non Institutions	E-Voting	12441003	141459	1.14	140419	1040	99.26	0.74
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		2000	0.02	0	2000	0.00	100.00
	Total	12441003	143459	1.16	140419	3040	99.88	2.12
Total		120139200	94191975	78.40	94188935	3040	100.00	0.00



Resolution No.-2								
Resolution required: (Ordinary/ Special)					Special resolution :-Amendment in the Memorandum of the Association			
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	83637771	83637771	100.00	83637771	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		83637771	83637771	100.00	83637771	0	100.00
Public- Institutions	E-Voting	24060426	10410745	43.27	10410745	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		24060426	10410745	43.27	10410745	0	100.00
Public- Non Institutions	E-Voting	12441003	141459	1.14	140459	1000	99.29	0.71
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		2000	0.02	0	2000	0.00	100.00
	Total		12441003	143459	1.16	140459	3000	99.91
Total		120139200	94191975	78.40	94188975	3000	100.00	0.00

For **Orient Refractories Limited**

SANJAY
KUMAR

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Sanjay Kumar
Company Secretary



DECLARATION OF RESULT OF POSTAL BALLOT OF ORIENT REFRACTORIES LIMITED BY MR. SANJAY KUMAR, COMPANY SECRETARY

In terms of Section 110 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosures), 2015, Friday, April 27, 2018 through remote e-voting using the platform provided by National Securities Depository Limited (NSDL) and voting through physical postal ballot.

The said remote e-voting period commenced at 9.00 A.M (IST) on Monday, the 26th March 2018 and ended at 5.00 P.M (IST) on Tuesday, the 24th April 2018 and the physical postal ballot forms received till 5.00 P.M (IST) on Tuesday, the 24th April 2018 i.e. the time fixed for closing of voting process were considered.

Mr. Naresh Verma, Proprietor of M/s Naresh Verma and Associates, Company Secretaries was appointed as the Scrutinizer to scrutinize the votes cast through e-voting and physical ballot forms

Based on the Scrutinizer's report dated 26 April 2018, I, Sanjay Kumar, Company Secretary of the Company after due authorization by Dr Vijay Sharma, Chairman hereby declare that the resolutions as mentioned below:

Resolution No. 1

Shifting of Registered Office of the Company

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Rules made thereunder and subject to the approval of the Central Government (Regional Director), Northern Region and such other approvals, permissions and sanctions, as may be required from time to time, approval of the members be and is hereby accorded for shifting the registered office of the Company from “National Capital Territory of Delhi” to Mumbai in “the State of Maharashtra.

RESOLVED FURTHER THAT Mr. Parmod Sagar, Managing Director & CEO; Mr. Sanjeev Bhardwaj, Chief Financial Officer and Mr. Sanjay Kumar, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things, etc. on behalf of the Company as may be required to effectuate this resolution(s) and obtaining statutory approval(s) and in particular:

- to make, prepare, sign, execute, certify, deal, swear, affirm, declare, deliver, enter into, acknowledge, record and perfect all deeds, applications, declarations, instruments, affidavits, applications, petitions, rejoinder, returns, forms, objections, notices and writings whatsoever as may be proper or expedient and all manner of documents, petitions, affidavits and applications in relation to the subject matter and to appear, depose, make corrections, before Regional Director and/or Registrar of Companies, Ministry of Corporate Affairs, BSE, NSE, Securities and Exchange Board of India, Government of India and/or any other Statutory Authority(ies).
- to appoint one or more professional consultants, agents, officials of the Company to appear and/ or represent the Company before the Regional Director (Northern Region), Central Government (Ministry of Corporate Affairs) in the matter of the application to be filed with the Regional Director (Northern Region) and for seeking approval of shifting of registered office of the Company and authorised to make such statements, furnish such information and do such things as may be necessary in relation to the said petition.
- pay statutory fees, duties, professional fees, etc. as applicable, complete other statutory & procedural formalities, making consequent changes in the Memorandum of Association of the Company and to do all such activities as may be required in relation thereto.

Resolution No. 2

Amendment in the Memorandum of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 13(1) read with 12(5) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Rules made thereunder and subject to approval of the Central Government / Registrar of Companies under Section 13(4) of the Companies Act, 2013 Clause II of the Company's Memorandum of Association be substituted with the following Clause II for shifting the registered office of the Company from the “National Capital Territory of Delhi” to the State of Maharashtra

“The Registered Office of the Company will be situated in the State of Maharashtra”

RESOLVED FURTHER THAT Mr. Parmod Sagar, Managing Director & CEO; Mr. Sanjeev Bhardwaj, Chief Financial Officer and Mr. Sanjay Kumar, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things, etc. on behalf of the Company as may be required to give effect to this resolution(s) and to sign and execute all necessary documents, applications, filing returns, forms with the Registrar of Companies.”



duly passed with requisite majority as per details given below:

Sl. No.	Particulars of Resolution	Particulars	No. of Postal Ballot Form and E-Voting	No. of Equity Shares of Rs. 1 each (Votes)	% age of total Valid Votes Polled	Results
1.	Special Resolution – Shifting of Registered Office of the Company	Assent / in favour of the resolution	71	9,41,88,935	99.997	The resolution referred in Sl. No. 1 is passed as an Special Resolution with requisite majority
		Dissent / against to the resolution	3	3,040	0.003	
		Invalid Votes	0	0	0	
2.	Special Resolution – Amendment in the Memorandum of Association of the Company	Assent / in favour of the resolution	72	9,41,88,975	99.997	The resolution referred in Sl. No. 2 is passed as Special Resolution with requisite majority
		Dissent / against to the resolution	2	3,000	0.003	
		Invalid Votes	0	0	0	

for **Orient Refractories Limited**

SANJAY KUMAR
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SANJAY KUMAR
Date: 2018.04.26
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Sanjay Kumar

Company Secretary

[ACS-17021]

Date: 26.04.2018

Place: New Delhi



NARESH VERMA & ASSOCIATES
COMPANY SECRETARIES

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

Sub: Scrutinizer's Report on the Postal Ballot including e-voting pursuant to Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, Naresh Verma, Proprietor of M/s Naresh Verma & Associates, Company Secretaries, Delhi appointed as Scrutinizer by the Board of Directors of **Orient Refractories Limited** (the company) for the purpose of scrutinizing voting by postal ballots and by electronic means to ascertain the requisite majority in accordance with the provisions of Section 110 and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof in respect of the resolutions contained in the notice dated March 15, 2018.

The compliance with the provisions of the Companies Act, 2013 and the Rules made there under and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 relating to voting through postal ballot, e-voting, by the shareholders on the resolutions proposed in the Notice of the Postal ballot dated March 15, 2018 is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process of postal ballot through electronic means and by physical ballots is conducted in fair and transparent manner and render Scrutinizers report of the total votes cast in 'favour' or 'against', if any, to the Chairman on the resolutions based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL), and the report of physical ballots received.

Further to above, I submit my report as under:

- A. The Company had appointed National Securities Depository Limited (NSDL) as the service provider, for extending the facility of electronic voting to the shareholders of Company. The Company has uploaded all the items of business to be transacted on the website of the Company and also its service provider to facilitate their shareholders to cast their vote through e-voting.
- B. The notice dated March 15, 2018 alongwith statement setting out material facts under section 102 of the Companies Act, 2013 was sent to all the shareholders by email/ courier whose names appeared in the Register of members/ list of beneficial owners as at March 16, 2018 at their respective registered/ last known address alongwith postal ballot form, self-addressed postage pre-paid envelope and detailed e-voting procedure to enable the shareholders to cast their vote by postal ballot or electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
 - a) The shareholders of the company holding shares as on the "cut-off" date *i.e.* March 16, 2018, were entitled to vote on the proposed resolutions as stated in the Item no. 1 and 2 in the notice of postal ballot dated March 15, 2018.
 - b) The voting by postal ballot / e-voting commenced from Monday, March 26, 2018 (9.00 A.M) till Tuesday, April 24, 2018 (5:00 P.M) and the NSDL e-voting platform was blocked thereafter.



NARESH VERMA & ASSOCIATES
COMPANY SECRETARIES

- c) After the time fixed for closure of e-voting expired i.e. 5.00 P.M on April 24, 2018, an electronic report of the e-voting was generated by me by accessing the data available on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com. Data regarding the e-voting was diligently scrutinized.
- d) The Physical Postal Ballots, received till 5.00 p.m. on April 24, 2018, were diligently scrutinized and reconciled with the records maintained by the company through M/s Skyline Financial Services Private Limited, the Registrar and transfer Agents of the Company and the authorizations lodged with Company.
- e) The result of the scrutiny of the above voting by physical postal ballot and E-voting in respect of the resolutions contained in the Notice dated March 15, 2018 is as stated hereunder :

Special Business

Item No. 1 (Special Resolution): Shifting of Registered Office of the Company

i) Voted in favour of the resolution

Postal Ballot Voting	No. of Members Voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
Physical	0	0	0.00
Electronic (e- voting)	71	9,41,88,935	99.99
Total	71	9,41,88,935	99.997

ii) Voted against the resolution

Postal Ballot Voting	No. of Members Voted	No. of votes cast against the resolution	% of total number of valid votes cast
Physical	1	2,000	0.002
Electronic (e- voting)	2	1,040	0.001
Total	3	3,040	0.003

iii) Invalid / Abstain Votes

Postal Ballot Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Physical	0	0
Electronic (e- voting)	0	0
Total	0	0

Item No. 2 (Special Resolution): Alteration in the Memorandum of Association

i) Voted in favour of the resolution

Postal Ballot Voting	No. of Members Voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
Physical	0	0	0
Electronic (e- voting)	72	9,41,88,975	99.997
Total	72	9,41,88,975	99.997

ii) Voted against the resolution

Postal Ballot Voting	No. of Members Voted	No. of votes cast against the resolution	% of total number of valid votes cast
Physical	1	2,000	0.002



NARESH VERMA & ASSOCIATES
COMPANY SECRETARIES

Electronic (e- voting)	1	1,000	0.001
Total	2	3,000	0.003

iii) **Invalid / Abstain Votes**

Postal Ballot Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Physical	0	0
Electronic (e- voting)	0	0
Total	0	0

- f. The postal ballot papers and all other relevant records will be handed over to the Company Secretary- Mr. Sanjay Kumar, authorised by the Board for safe keeping the same, after the result is declared by the Chairman and Minutes thereof is duly signed.
- g. You may accordingly declare the result of voting by postal ballot and e-voting.
- h. The register to record the assent or dissent received has been maintained electronically. It contains the particulars of name, address, folio number or client id of the shareholders, number of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the company; hence there is no requirement of maintaining of the list of the shareholders with differential voting rights.

for **NARESH VERMA & ASSOCIATES**
Company Secretaries

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NARESH VERMA
FCS: 5403
CP: 4424

Date: 26-04-2018
Place: Delhi