



## 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 4<sup>th</sup> 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 9<sup>th</sup> 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](http://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](mailto:scrutinizer.ori@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](mailto: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](http://www.orientrefractories.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two days of the passing of the resolutions at the 4<sup>th</sup> 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](http://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 4<sup>th</sup> Annual General Meeting till the conclusion of 5<sup>th</sup> 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
<b>Date of Birth</b>	17 May, 1943	01 October, 1945	09 September, 1968
<b>Date of Appointment</b>	18 October, 2011	18 October, 2011	04 March, 2013
<b>Qualifications</b>	B.Com.	B.Tech (Hons.) From IIT, Kharagpur	Graduation in Business Administration EFFAS Diploma, Certified European Financial Analyst Certified International
<b>Expertise in specific functional areas</b>	Wide experience in Rubber Industry	Wide experience in Steel and Refractory Industry	Finance
<b>Directorships held in other companies</b> (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.	-	-
<b>Memberships/ Chairmanships of committees of other public companies</b> (includes only Audit Committee and Shareholders/ Investors Grievance Committee)	<b>Audit Committee</b> Orient Abrasives Ltd. <b>Shareholders/ Investors Grievance Committee</b> Orient Abrasives Ltd.	-	-
<b>Number of shares held in the Company</b>	Nil	100	Nil