ORIENT REFRACTORIES LTD.

31 August, 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,

Sub.: Notice of 6th Annual General Meeting

Find enclose notice of 6th Annual General Meeting to be held on Monday, 26 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.

The 6th Annual report for the year 2015-2016 has been circulated to members of the Company through e-mail and courier on 30 August, 2016. 6th Annual report for the year 2015-2016 is available on the web site of the Company i.e.
http://www.orientrefractories.com/pdfs/Annual%20Report_2015-2016.pdf

Please take the above on your record and upload on web site.

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

Sanjay Kumar
Company Secretary

ORIENT REFRACTORIES LIMITED
BHIWADI
RAJASTHAN

Works :
SP-148 A & B, RIICO Industrial Area,
Bhiwadi - 301019
Dist. Alwar, Rajasthan, India
Phone : +91-1493-222266, 67, 68
Fax : +91-1493-222269, 220048
Email : bhiwadi@orlindia.com

Registered Office :
804-A, Chiranjiv Tower,
43 Nehru Place,
New Delhi-110019 (India)
Web. : www.orientrefractories.com
E-mail : ho@orlindia.com
CIN No.: L28113DL2010PLC210819

NOTICE

To,
The Member(s),
Orient Refractories Limited

Notice is hereby given that the 6th Annual General Meeting of "Orient Refractories Limited"will be held on Monday, 26 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, INDIA, to transact the following businesses:

ORDINARY BUSINESS

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.

2. To declare Dividend for the year ended 31 March, 2016.

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.

4. To ratify the appointment of Auditors and to fix their remuneration.

   To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 26 September, 2014, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants (Registration No.- 015125N),Gurgaon as the auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31 March, 2017, as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors."

SPECIAL BUSINESS

5. Approval on Material Related Party Transactions

   To consider, and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], consent of the members of the Company be and is hereby accorded to Material Related Party Transactions with RHI AG, Austria up to Rs. 6,000 lacs for the financial year 2016-2017 and onwards with yearly increase of 30% every year in the value of such transactions subject to the conditions that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business."

   "RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard."

   "RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

6. Remuneration to the Cost Auditors

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], the consent of the Company be and is hereby accorded for the payment of remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus Service Tax at the applicable rates and reimbursement of out of pocket expenses to M/s. K G Goyal & Associates, Cost Accountants having Firm Registration No. 000024 appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31 March, 2017."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

Sanjay Kumar
Company Secretary
(ACS-17021)

New Delhi, 4 August, 2016

Notes:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos.5 and 6 above are annexed hereto. The relevant details of the Director seeking re-appointment, pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY**. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the Meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization.

   Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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. A route map giving directions to reach the venue of the 6th Annual General Meeting is given at the end of the Notice.

4. **Process and manner for Members opting to vote through electronic means:**

   In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 6th Annual General Meeting ('AGM') by electronic means and the business may be transacted through the e-voting services provided by National Securities Depository Ltd. ('NSDL').

   The instructions for e-voting are as under:

   A. In case of Members receiving an email from NSDL (for Members whose email addresses are registered with the Company/ Depository Participants):

      (i) Open the email and open pdf file "ORL e-voting.pdf" with your Client ID or Folio No. as password. The pdf file contains your user ID and password/ PIN for e-voting. Please note that this password is an initial password.

      (ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com

      (iii) Click on "Shareholder – Login".

(iv) Insert User ID and Password as initial password/ PIN noted in step (i) above. Click Login.

(v) You will now reach Password Change Menu, wherein you are required to mandatorily change your password/ PIN with new password of your choice. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.). On first login, the system will prompt you to change your password and update your contact details like mobile number, email address, etc. in the user profile details of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note your new password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

(vi) You need to login again with the new credentials. Home page of e-voting will open. Click on "e-voting: Active Voting Cycles".

(vii) Select the "EVEN" (Electronic Voting Event Number) of Orient Refractories Limited. Now you are ready for e-voting as Cast Vote page opens.

(viii) On the voting page, you may cast your vote by selecting an appropriate option "For" or "Against" and click "SUBMIT". A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. Upon confirmation, the message "Vote Cast Successfully" will be displayed.

(ix) You can similarly vote in respect of all other resolutions forming part of the Notice of the AGM. During the voting period, Members can login any number of times till they have voted on all the Resolutions.

(x) If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on "RESET" for those resolutions for which you have not yet cast the vote.

(xi) Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the relevant Board Resolution/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email address: scrutinizer.orl@gmail.com with a copy marked to evoting@nsdl.co.in. The scanned image of the above mentioned documents should be in the naming format: Corporate Name_EVEN NO.

B. In case of Members whose email addresses are not registered with the Company/ Depository Participants, their User ID and initial password/ PIN is provided on the Attendance Slip sent with the AGM Notice.

Please follow all steps from Sr. No. (ii) to (xi) as mentioned in A above, to cast your vote.

C. Members who are already registered with NSDL for e-voting can use their existing User ID and password/ PIN for casting their votes.

D. Members holding shares in either physical or dematerialized form as on the Cut-Off Date of 19 September, 2016, may cast their votes electronically. The e-voting period for the Members who hold shares as on the cut-off date commences on Friday, 23 September, 2016 (9.30 am) and ends on Sunday, 25 September, 2016 (5.00 pm). The e-voting module shall be disabled by NSDL for voting thereafter.

E. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of https://www.evoting.nsdl.com or call on toll free No.:1800 222 990. Any query or grievance connected with the remote e-voting may be addressed to the Company Secretary, Mr. Sanjay Kumar at SP-148 A+B, RIICO Industrial Area, Bhiwadi, Dist.-Alwar, Rajasthan-301019, Tel: +91 1493 222 266, Fax: +91 1493 222 267, Email:investor@orlindia.com

5. **General instructions/ information for Members for voting on the Resolutions:**

A. Facility of voting through Poll paper shall be made available at the AGM. Members attending the AGM, who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.

B. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM, but shall not be entitled to vote again at the AGM.

C. The voting rights of the shareholders (for voting through remote e-voting or by Poll paper at the AGM) shall be in proportion to their share of the paid-up equity share capital of the Company as on 19 September, 2016

('Cut-Off Date'). A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or of voting at the AGM.

D. Any person who acquires Shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date, i.e. 19 September, 2016, may obtain the login Id and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you may reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com.

E. Mr. Naresh Verma, Practicing Company Secretary (Membership No. FCS 5403/ CP No. 4424) of M/s. Naresh Verma & Associates, Company Secretaries has been appointed by the Board of Directors of the Company as Scrutinizer for scrutinizing the remote e-voting process as well as voting through Poll paper at the Meeting, in a fair and transparent manner.

F. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM, and thereafter unblock the votes cast through remote e-voting, in the presence of at least two (2) witnesses not in the employment of the Company.

G. The Scrutinizer will collate the votes cast at the AGM and votes downloaded from the e-voting system and make, not later than forty eight hours from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.

H. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the result of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.orientrefractories.com and on the website of NSDL immediately after their declaration, and communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd. and National Stock Exchange of India Ltd.

I. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM, i.e. Monday, 26 September, 2016.

6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.

7. Members/ Proxies should bring the enclosed Attendance Slip duly filled in, for attending the Annual General Meeting, along with their copy of the Annual Report. Copies of the Annual Report will not be distributed at the Meeting.

8. **Book Closure and Dividend:**

A. The Register of Members and the Share Transfer Books of the Company will be closed from Thursday, 15 September, 2016 to Thursday, 22 September, 2016 (both days inclusive).

B. If dividend on Equity Shares, as recommended by the Board, is approved at the Meeting, the payment of such dividend will be made on 30 September, 2016 as under:

(i) To all Beneficial Owners in respect of shares held in electronic form, as per details furnished by the Depositories for this purpose as on the beginning of 15 September, 2016.

(ii) To all Members in respect of shares held in physical form, whose names are on the Company's Register of Members on 15 September, 2016.

9. **Payment of dividend through electronic means:**

A. To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in their bank accounts through electronic means. The facility is available at all bank branches which have registered themselves as participating banks with National Payment Corporation of India and have joined the Core Banking System. Members holding shares in physical form and desirous of availing this facility are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9 digit MICR and 11 digit IFS Code), along with their Folio Number, to the Company's Share Registrars and Transfer Agents, Skyline Financial Services Private Limited. Members holding shares in electronic form are requested to provide the details to their respective Depository Participants.

B. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.

10. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Share Registrars and Transfer Agents.

11. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Share Registrars and Transfer Agents for assistance in this regard.

12. **Nomination Facility:**

As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Both Forms are appended at the end of the Annual Report. Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant. Form No. SH-13& SH-14 are also available on the web-site of the Company i.e. www.orientrefractories.com.

13. **Unclaimed Dividends:**

A. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Mr. Sanjay Kumar, Company Secretary, at the Company's registered office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's unpaid dividend account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.

B. Details of Unclaimed Dividend on Website:

In order to help Members to ascertain the status of Unclaimed Dividends, the Company has uploaded the information in respect of Unclaimed Dividends for the financial year ended 31 March, 2012 and subsequent years on the Website of Investor Education and Protection Fund, www.iepf.gov.in and under "Investor Relations" Section on the website of the Company, www.orientrefractories.com.

14. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number ('PAN') by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its Share Registrars and Transfer Agents.

15. **Updation of Members' Details:**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/ Share Registrars and Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. A form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit the filled in form to the Company or its Share Registrars and Transfer Agents. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

16. Electronic copy of the Annual Report for 2015-16 is being sent to all Members whose email addresses are registered with the Company/ Depository Participants for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report for 2015-16 are being sent in the permitted mode.

17. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Share Registrars and Transfer Agents/ their Depository Participants, in respect of shares held in physical/ electronic mode respectively.

Details of Director seeking re-appointment at the forthcoming Annual General Meeting
[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Reinhold Steiner
Director Identification Number (DIN)	06674749
Date of Birth	6 October,1964
Date of Appointment	24 July,2013
Expertise in specific functional areas (Management, Operation & Marketing)	Techno Commercial
Qualifications	Graduation in Petroleum Engineering
Relationships between Directors inter-se	None
No. of shares held in the Company	NIL
List of companies in which Directorship held as on 31 March, 2016 (excluding foreign, private and Section 8 companies)	None
Chairman/ Member of the Mandatory Committees of the Board of the companies on which he is a Director as on 31 March,2016	None

Explanatory Statement under Section 102 of the Companies Act, 2013 relating to Special Business mentioned in the Notice convening the 6th Annual General Meeting

ITEM No. 5

Approval on Material Related Party Transactions

In order to sustain quality standards of the RHI AG, quantitative benefits, ease of customer reach, global representation and in the best interest of the Company and its shareholders, major transactions of the Company pertaining to sale, purchase or supply of goods, materials & services have been done for last 4 years with RHI AG, Austria.

Considering the prevailing market trend, these transactions will continue in the year 2016-17 to the extent of Rs. 6,000 lacs, after that every year with an increase of 30% from the previous year amount.

These transactions as well as the proposed transactions would continue to be in ordinary course of business and at arm's length basis.

Pursuant to provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, all Material Related Party Transactions' will require approval of the Members through an Ordinary Resolution.

The relevant information is as follows:-

1.	Name of related parties	RHI AG, Austria
2.	Name of Director or KMP who is related	Ms. Barbara Potisk Eibensteiner, Director Mr. Reinhold Steiner, Director Mr. Erwin Jankovits, Director
3.	Nature of relationship	Ms. Barbara Potisk Eibensteiner, Mr. Reinhold Steiner and Mr. Erwin Jankovits are employees of RHI AG and Ms. Barbara Potisk Eibensteiner & Mr. Reinhold Steiner are also in the management board of RHI AG. M/s. Dutch US Holding B.V. holds 69.62% of the paid up equity shares of the Company and is a wholly-owned subsidiary of M/s. Veitscher Vertriebsgesellschaft m.b.H., which is a wholly owned subsidiary of M/s. RHI AG.
4.	Monetary value	The estimated aggregate transaction for the matters proposed in the resolution shall not exceed Rs.6,000 lacs for the Financial Year 2016-17 & onward and with yearly increase of 30% in the value of such transactions i.e. Rs. 7,800 lacs for the Financial year 2017-2018 and Rs. 10,140 lacs for the financial year 2018-19 and so on…..

5.	Nature, material terms and particulars of arrangement	Purchase of material by the Company from and the sale of Company's product(s) to RHI AG is dependent on the requirement of the Company for its products from time to time and ability of supply of specified material by RHI AG viz. refractory, capital goods and other related products and materials etc. However, such transactions would at all times be on arm's lengths basis and in the ordinary course of the Company's business.
6.	Any advance paid or received for the arrangement, If any.	As per industry norms, custom and uses

The Audit committee and the Board of the Directors of the Company have considered the proposed transactions and limits at their meeting held on 5 February, 2016 and 4 August, 2016 and have approved the proposed transactions with the Related Party (i.e. RHI AG) and have also decided to seek approval of shareholders by way of an Ordinary Resolution.

Since the aggregate value of these transactions (year to date plus proposed in 2016-17) is likely to exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, the said transactions would be considered to be Material Related Party Transactions for the purpose of provisions of Regulation 23 of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, and will thus require approval of the Members of the Company through an Ordinary Resolution.

The Audit Committee and the Board of Directors have reviewed major terms & conditions of these transactions and recommend to the members for their approval by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 5 of the notice except to the extent of their shareholding or employment in the Company, its Holding Company or Associate Group Company(ies).

The Board recommends the Resolution under Item No. 5 of the notice for approval of the Members as an Ordinary Resolution.

ITEM No. 6

Remuneration to the Cost Auditors

The Board of Directors, at its meeting held on 24 May, 2016, upon the recommendation of the Audit Committee, approved the appointment of M/s. K. G. Goyal & Associates, Cost Accountants, as Cost Auditors for conducting the Cost Audit of the Company, for the Financial Year ending 31 March, 2017 at a remuneration of Rs. 50,000 (Rupees Fifty Thousand only), excluding all taxes and out of pocket expenses.

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the Cost Auditors of that Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 6 of the notice for ratification of the remuneration payable to the Cost Auditors.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 6 of the notice.

The Board recommends the Resolution under Item No. 6 of the notice for approval of the Members as an Ordinary Resolution.

By Order of the Board

Sanjay Kumar
Company Secretary
(ACS-17021)

New Delhi, 4 August, 2016

ORIENT REFRACTORIES LIMITED

Registered Office: 804-A, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019
CIN: L28113DL2010PLC210819
Tel. No.: 91 1141518482, E-mail: investor@orlindia.com, Website: www.orientrefrcatories.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No./ DP ID-Client ID No.	

I/ We, being the Member(s) of _____ shares of the above named Company, hereby appoint:

(1) Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him;

(2) Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him;

(3) Name: _____ Address: _____
E-mail Id: _____ Signature: _____ or failing him;

as my/ our Proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the **SIXTH ANNUAL GENERAL MEETING** of the Company, to be held on **Monday, 26 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, INDIA and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Resolution
Ordinary Business	
1.	Adoption of Audited Financial Statements, Board's and Auditors' Reports for the financial year ended 31 March, 2016
2.	Declaration of dividend for the year 2015-16 on Equity Shares
3.	Re-appointment of Mr. Reinhold Steiner, who retires by rotation
4.	Ratification of appointment of Statutory Auditors and fixing their remuneration
Special Business	
5.	Approval on Material Related Party Transactions
6.	Ratification of Cost Auditors' remuneration

Signed this _____ day of _____2016

_____ Signature of Shareholder:

_____ Signature of Proxy holder

Affix Revenue Stamp

NOTES:

1. This form of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, at 804-A,Chiranjiv Tower,43,Nehru Place, New Delhi-110019, not less than FORTY-EIGHT (48) HOURS before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the SIXTH ANNUAL GENERAL MEETING of the Company.

ORIENT REFRACTORIES LIMITED

Registered Office: 804-A, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019
CIN: L28113DL2010PLC210819
Tel. No.: 91 1141518482, E-mail: investor@orlindia.com, Website: www.orientrefrcatories.com

ATTENDANCE SLIP

6TH ANNUAL GENERAL MEETING ON MONDAY, 26 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

I/ We hereby record my/ our presence at the **SIXTH ANNUAL GENERAL MEETING** of the Company, to be held on **Monday, 26 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, INDIA

Member's Folio/ DP ID-Client ID No.	Member's/ Proxy's name in Block Letters	Member's/Proxy's Signature

NOTES:

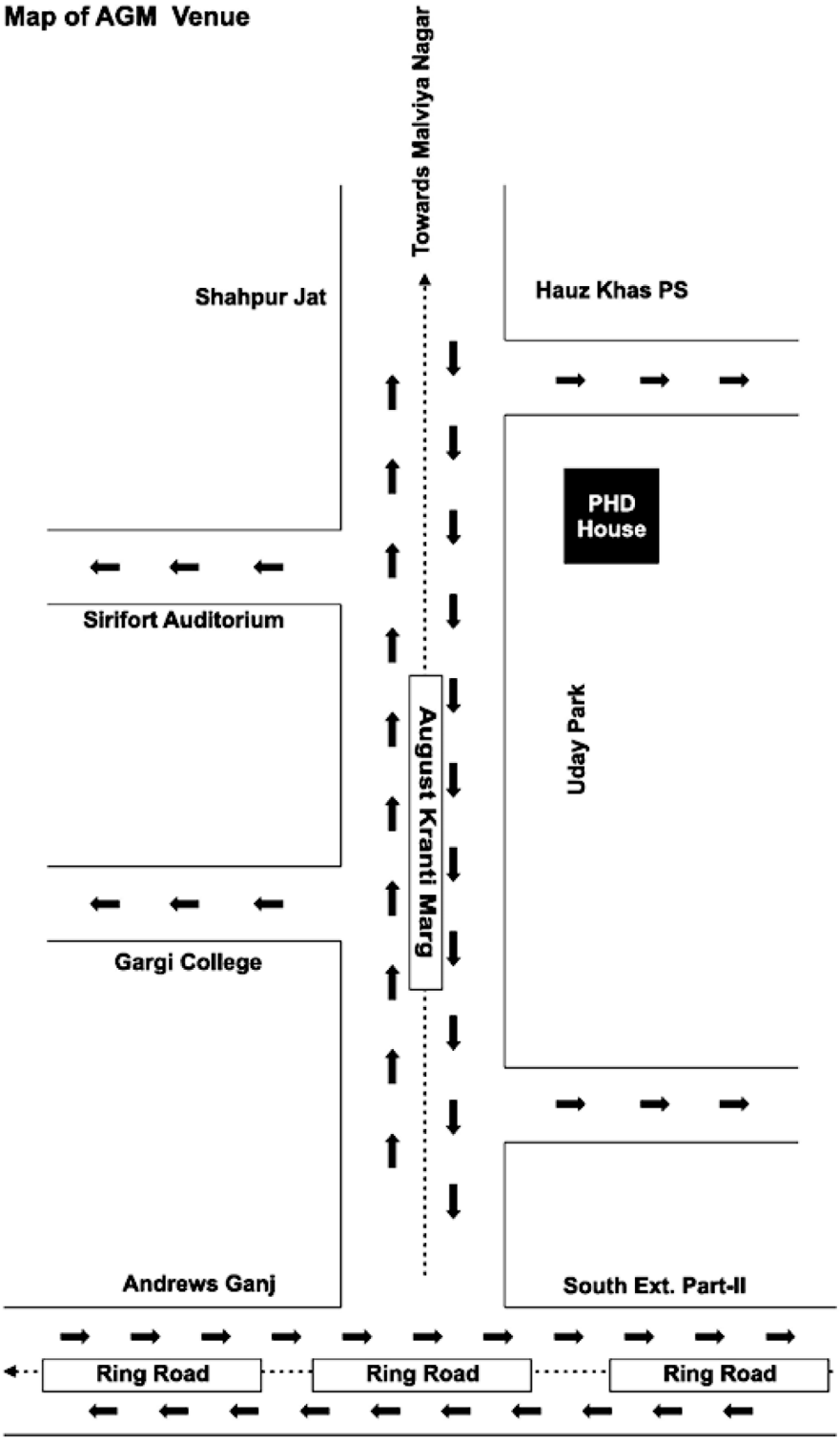
1. Only Member/ Proxyholder can attend the Meeting.
2. Please complete the Folio/ DP ID-Client ID No. and name of the Member/ Proxy, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
3. Shareholder/ Proxy holder desiring to attend the Meeting should bring his/ her copy of the Annual Report for reference at the Meeting.

Particulars for voting through Electronic means

For Members opting to vote through electronic means, instead of voting at the Annual General Meeting, facility is available at the web link: https://www.evoting. nsdl.com. Particulars for electronic voting are as under:

EVEN (E-Voting Event Number)	User ID	Password

NOTES:

Please refer to the instructions printed under the Notes of the Notice of the 6th Annual General Meeting. The e-voting period starts from 9.30 A.M. on Friday, 23 September, 2016 and will end at 5.00 P.M. on Sunday, 25 September, 2016. The voting module shall be disabled by NSDL for voting thereafter.

Map of AGM Venue