



**CONSOLIDATED SCRUTINIZER'S REPORT**

*[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]*

To 14-09-2019  
The Chairman  
NILACHAL REFRACTORIES LIMITED  
(CIN: L26939OR1977PLC000735)  
P-598/599, KEDARNATH APARTMENT,  
MAHABIR NAGAR LEWIS ROAD BHUBANESWAR  
KHORDHA - 751002 ODISHA

**42<sup>nd</sup> Annual General Meeting of the members of Nilachal Refractories Limited  
held on Saturday September 14, 2019 at 12:30 A.M. IST. at Hotel Pushpak,  
Kalpana Square Bhubaneswar Odisha-751006 India**

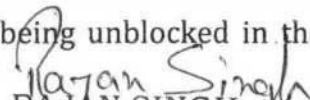
Sir,


I, Rajan Singh, Practising Company Secretary of 322, Shastrinagar, Konnagar, PO-Bara Bahera, Dist - Hooghly, PIN - 712246, West Bengal was appointed by NILACHAL REFRACTORIES LIMITED as the Scrutinizer for the purpose of scrutinizing the voting process (electronically or otherwise) in a fair and transparent manner and ascertaining the requisite majority on voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

I submit my report as under:

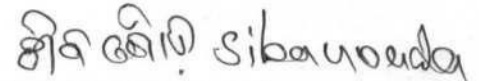
1. The E-Voting period remained open from September 11, 2019 (10:00 AM IST) till , September 13, 2019 (05:00 PM IST).
2. The members who attended the meeting were provided with the facility of voting through Physical Ballot.
3. The Shareholders holding shares as on the "cut off" date, i.e. , September 07,2019 were entitled to vote on the proposed resolutions as mentioned in the Notice of the 42<sup>nd</sup> Annual General Meeting of Shareholders of the Company.
4. The votes were unblocked on Saturday , September 14, 2019 at 13:46:20 P.M. in the presence of two witnesses, namely, Mr. Pankaj Kumar Muduli and Mr. Siba Gouda who are not in employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.

  
RAJAN SINGH



Pankaj Kumar Muduli



Siba Gouda

5. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-Voting website of National Securities Depository Limited (NSDL) i.e. (<https://www.evoting.nsdl.com>)

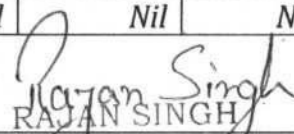
6. The result of the voting (electronically or otherwise) is as under:

**Resolution No. 1:** To receive, consider and adopt the Audited Annual Accounts of the Company for the year ended 31st March, 2019 and the Report of the Directors and Auditors thereon.

Particulars	Number of Members Voted			Number of Votes contained in			Percent of Votes casted (%)	Percent of Votes to the Total Share Capital of the Company
	E-Voting	Physical Voting at Venue	Total	E-Voting	Physical Voting at Venue	Total		
In Favor	34	16	50	6647261	10262459	16909720	100.00%	83.0477%
Against	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	34	16	50	6647261	10262459	16909720	100.00%	83.0477%
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**Resolution No. 2:** To appoint a Director in place of Mr. Bhagwati Prasad Jalan who retires by rotation, and being eligible, offer himself for re-appointment

Particulars	Number of Members Voted			Number of Votes contained in			Percent of Votes casted (%)	Percent of Votes to the Total Share Capital of the Company
	E-Voting	Physical Voting at Venue	Total	E-Voting	Physical Voting at Venue	Total		
In Favor	34	16	50	6647261	10262459	16909720	100.00%	83.0477%
Against	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	34	16	50	6647261	10262459	16909720	100.00%	83.0477%
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil



RAJAN SINGH

**Resolution No. 3:** To reappoint M/s. T. More & Co., Chartered Accountants (Firm Registration No. 327844E) as the Statutory Auditors of the Company for a period of five years.

Particulars	Number of Members Voted			Number of Votes contained in			Percent of Votes casted (%)	Percent of Votes to the Total Share Capital of the Company
	E-Voting	Physical Voting at Venue	Total	E-Voting	Physical Voting at Venue	Total		
In Favor	34	16	50	6647261	10262459	16909720	100.00%	83.0477%
Against	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	34	16	50	6647261	10262459	16909720	100.00%	83.0477%
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**Resolution No. 4:** To reappoint Mr. Ramesh Kumar Dhandhanian (DIN: 00375424) as Independent Directors of the Company for a further period of five years

Particulars	Number of Members Voted			Number of Votes contained in			Percent of Votes casted (%)	Percent of Votes to the Total Share Capital of the Company
	E-Voting	Physical Voting at Venue	Total	E-Voting	Physical Voting at Venue	Total		
In Favor	34	16	50	6647261	10262459	16909720	100.00%	83.0477%
Against	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	34	16	50	6647261	10262459	16909720	100.00%	83.0477%
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**Resolution No. 5:** To reappoint Mr. Sribash Chandra Mishra (DIN: 01983910) as Independent Directors of the Company for a further period of five years

Particulars	Number of Members Voted			Number of Votes contained in			Percent of Votes casted (%)	Percent of Votes to the Total Share Capital of the Company
	E-Voting	Physical Voting at Venue	Total	E-Voting	Physical Voting at Venue	Total		
In Favor	34	16	50	6647261	10262459	16909720	100.00%	83.0477%
Against	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	34	16	50	6647261	10262459	16909720	100.00%	83.0477%
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil



**Resolution No. 6:** To reappoint Mr. Sribash Chandra Mishra (DIN: 01983910) as Director in accordance with provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Number of Members Voted			Number of Votes contained in			Percent of Votes casted (%)	Percent of Votes to the Total Share Capital of the Company
	E-Voting	Physical Voting at Venue	Total	E-Voting	Physical Voting at Venue	Total		
In Favor	34	16	50	6647261	10262459	16909720	100.00%	83.0477%
Against	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	34	16	50	6647261	10262459	16909720	100.00%	83.0477%
Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

7. The Register, all other papers and relevant records relating, to electronic voting, shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting, and same are handed over to the Company Secretary/ Director for safe keeping.

Thanking you,

Yours faithfully,

Rajan Singh RAJAN SINGH  
COMPANY SECRETARY  
Practising Company Secretary  
MEMBERSHIP NUMBER-A34691  
MEMBERSHIP NUMBER-13599  
C P No. 13599

Place: Bhubaneshwar

Dated: 14.09.2019