



**REPORT OF SCRUTINIZER
[E - VOTING]**

Date: 21.09.2017

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To
The Chairman
Nilachal Refractories Limited
(CIN: L26939OR1977PLC00073585)
P-598/599, KEDARNATH APARTMENT, MAHABIR NAGAR LEWIS ROAD
BHUBANESWAR KHORDHA ORISSA 751002
INDIA.

Sir,

I, Rajan Singh Practising Company Secretaries of 322, Shastrinagar, Konnagar, Po-Bara Bahera, Dist-Hooghly, Pin-712246, West Bengal was appointed as Scrutinizer for E-voting process related to the 40th Annual General Meeting of the Equity Shareholders of "Nilachal Refractories Limited" to be held on Thursday, the 21st September, 2017 at 12.30 P.M. at Hotel Pushpak -Bhubaneswar Orissa for the purpose of scrutinizing the E Voting process in a fair and transparent manner and ascertaining the requisite majority on E Voting carried out as per the provisions of the Companies Act, 2013 and Sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

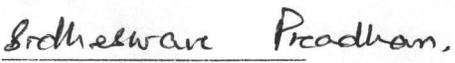
We submit our report as under:

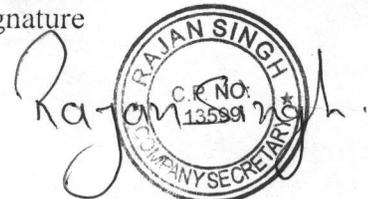
1. The E-Voting period remained open from September 17, 2017 (10:00 am) till September 20, 2017 (05:00 pm).
2. The Shareholders holding shares as on the "cut off" date, i.e. 13th September, 2017 were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the Notice of the 40th Annual General Meeting of "NILACHAL REFRACTORIES LIMITED."

(Item Number 1 to 3 of the Notice of the 40th Annual General Meeting of NILACHAL REFRACTORIES LIMITED).

3. The votes were unblocked on Thursday, the 21st September, 2017 around 1.30 P.M. in the presence of two witnesses, namely Mr. Biswaraj Pattnaik residing at Station Road Puri -752002 and Mr. Sidheshwar Pradhan residing at Lunisarai P.O. Sikrida Ps. Nuagaon Nayagarh -752083 who are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.


Signature


Signature



4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E-Voting website of Central Securities Depository Services Limited (CSDL) i.e. (<https://www.evoting.cSDL.com/>)
5. The result of the e-voting is as under :

1) **Resolution 1: ORDINARY BUSINESS: ANNUAL ACCOUNTS.**

Adoption of the Annual Accounts for the year ended 31st March, 2017 and audited Statement of Profit & Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon. [Ordinary Resolution To receive, consider and adopt the Audited Annual Accounts statements (including consolidated financial statements) of the Company for the year ended 31st March, 2017 together with Reports of the Board of Directors and Auditors thereon.]

(i) Voted in favour of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast.
45	7272542	100.00

Number of Members voted at AGM Venue on 21-09-2017	Number of votes cast by them	% of Total Number of valid votes cast.
21	11648459	100.00

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast.
NIL	NIL	NIL

(iii) Invalid Votes:

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

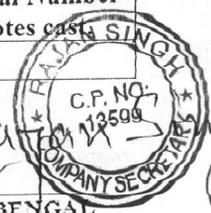
2) **Resolution 2: ORDINARY BUSINESS: APPOINTMENT OF DIRECTOR**

To appoint a Director in place of Mr. Saravanan Asokan who retires by rotation, and being eligible, offer himself for re-appointment.

(i) Voted in favour of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast.
43	7272342	99.9972%

Number of Members voted at AGM Venue on 21-09-2017	Number of votes cast by them	% of Total Number of valid votes cast.
21	11648459	100.00

Rajan Singh


(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast.
2	200	0.003%

(iii) Invalid Votes:

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

3) **Resolution 3 :**
ORDINARY BUSINESS : APPOINTMENT OF AUDITORS

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to approval of shareholders at the general meeting the Company hereby appoints M/s. T More & Company, Chartered Accountant (Firm Registration No. 327844E) in place of M/s. P. Mukhopadhyay & Co. who are retiring, as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2017-18 on such remuneration as may be determined by the Board of Directors.”

(i) Voted in favour of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast.
44	7272442	99.999%

Number of Members voted at AGM Venue on 21-09-2017	Number of votes cast by them	% of Total Number of valid votes cast.
21	11648459	100.00

(ii) Voted against the resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast.
1	100	0.001%

Rajan Singh



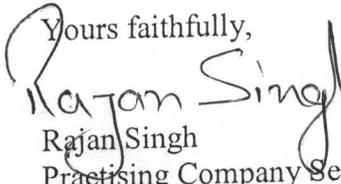

(iii) Invalid Votes :

Total number of Members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

The Register, all other papers and relevant records relating, to electronic voting, and physical mode 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 for safe keeping.

Thanking you,

Yours faithfully,


Rajan Singh

Practising Company Secretary

ACS 34691 CP.13599

Place : Kolkata

Dated :20.09.2017

