



REPORT OF SCRUTINIZER
[FOR 41st ANNUAL GENERAL MEETING]

Date: 26.09.2018


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

To,
The Board of Directors,
M/s. Nilachal Refractories Limited
P-598/599, Kedarnath Apartment,
Mahabir Nagar Lewis road
Bhubaneswar
Khordha
Odisha 751002

Sir,

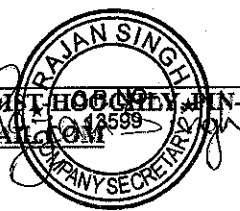
I, Rajan Singh Practising Company Secretary of 322, Shastrinagar, Konnagar, Po-Bara Bahera, Dist-Hooghly, Pin-712246, West Bengal was appointed as Scrutinizer for 41st Annual General Meeting of the members of M/s. Nilachal Refractories Limited held on Tuesday, 25th September, 2018 at 12.30 P.M. at Hotel Pushpak Bhubaneswar to transact the resolutions referred in this report and I report as under :-

- 1) The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 24th August, 2018 as represented by management.
- 2) The shareholders shall have one vote per equity share held by them as on the cut-off date of 18th September, 2018. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
- 3) The E-Voting period remained open from 21/09/2018 10:00 [10:00 AM] till 24/09/2018 17:00 [5:00 PM]
- 4) The votes were unblocked on 25/09/2018 after closure of AGM in the presence of two witnesses, namely Mr. Kripali Mahto and Ms. Pallavi Singh who are not in employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.


Signature


Signature

- 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 e-voting is as under :
 - A) **Item No.1** – "To receive, consider and adopt the Audited Annual Accounts of the Company for the financial year ended 31st March, 2018, together with Reports of the Board of Directors and Auditors thereon."



(i) Voted in favour of Resolution through E Voting

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast by e-voting .
68	2266074	100.00

(ii) Voted in favour of Resolution through Physical Voting

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast by Physical-voting .
17	12305309	100.00

B) Item No.2 - "To appoint a Director in place of Mr. Niraj Jalan who retires by rotation, and being eligible, offer himself for re-appointment ."

(i) Voted in favour of Resolution through E Voting

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast by Physical-voting .
68	2266074	100.00

(ii) Voted in favour of Resolution through Physical Voting

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast by e-voting .
17	12305309	100.00

C) Item No.3- "Reappointment of M/s. T.More & Co. as Statutory Auditor and fix their remuneration"

(i) Voted in favour of Resolution through E Voting

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast by e-voting .
68	2266074	100.00

(ii) Voted in favour of Resolution through Physical Voting

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast by Physical-voting .
17	12305309	100.00

D) Item No.4- " Appointment of Mr. Pradip Kumar Mohapatra as the Independent Director of the Company

(i) Voted in favour of Resolution through E Voting

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast by e-Voting .
67	2266024	100.00





(ii) Voted in favour of Resolution through Physical Voting

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast by Physical-Voting .
17	12305309	100.00

E) Item No.5- " Special Resolution

"Approval for conversion of existing Unsecured loan into 0% OCDs"

(i) Voted in favour of Resolution through E Voting

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast by e-voting.
68	2266074	100.00

(ii) Voted in favour of Resolution through Physical Voting

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast by Physical-Voting .
17	12305309	100.00

(ii) Item No.6- "Approval of Material Related Party Transaction"

(i) Voted in favour of Resolution through E Voting

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast by e-voting .
68	2266074	100.00

(ii) Voted in favour of Resolution through Physical Voting

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast by Physical-Voting .
17	12305309	100.00

The Register, all other papers and relevant records relating, to 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
Practising Company Secretaries
ACS 34691 CP.13599
Place: Kolkata
Dated :26/09/2018
Encl. As Above

