

CS RAJARSHI GHOSH

Company Secretary in Practice
CP No. 8921

AB – 198, Sector – 1,
Salt Lake City, Kolkata – 700064
P: 9830129400; E: rajaghosh2002@gmail.com

SCRUTINIZER'S REPORT

[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 of 37th Annual General Meeting of the Members of
Nilachal Refractories Limited
To be held on 30th day of June, 2015 at 12:30 P.M.
At Hotel Pushpak, Bhubaneswar

Dear Sir,

Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of The Companies (Management and Administration) Rules 2014 and physical ballot forms received from the shareholders who do not have access to e-voting

I, **Rajarshi Ghosh**, a Company Secretary in Practice (Membership No. ACS 17717 / CP No. 8921), has been appointed as a Scrutinizer by the Board of Directors of **Nilachal Refractories Limited** ("the Company") for the purpose of scrutinizing the voting process and ascertaining the requisite majority on voting carried out as per provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned Resolutions contained in the Notice to the 37th Annual General Meeting (AGM) of the Members of the Company held on Tuesday, the 30th day of June, 2015 at 12.30 P.M. at Hotel Pushpak, Bhubaneswar.

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to e-voting and physical voting on the resolutions contained in the Notice to the 37th Annual General Meeting (AGM) of the Members of the Company. My responsibility as a scrutinizer for the entire voting process is restricted to make Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated in the AGM Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorised agency to provide e-voting facilities, engaged by the Company and scrutiny of the physical ballots received from the shareholders who do not have access to e-voting.
2. Further to the above, I submit my report on the results of the e-voting as under:
 - i) The e-voting period remained open from Thursday, 26th June, 2015 (17:00 P.M) to Monday, 29th June, 2015 (17:00 P.M)
 - ii) The Members of the Company as on the cut- off date i.e. 5th June, 2015 were entitled to vote on the Resolutions (Items 1 to 10 as set out in the Notice of the 37th AGM of the Company)
 - iii) The Votes cast were unblocked on 1st July, 2015 at 10.30 A.M. in Presence of two witnesses, Mr. Susanta Mondal and Mr. Krishna Kumar Pandey who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



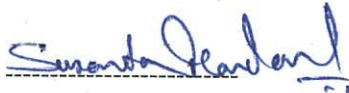
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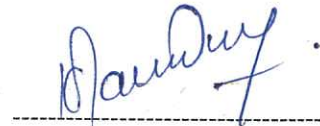
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- iv) Thereafter, the details containing, inter alia, list of Equity Shareholders, who voted “for” / “against” each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited (“NSDL”) i.e. <https://www.evoting.nsdl.com/> and based on such reports generated and considering the physical ballots received on the day of and at venue of the AGM, the result of the voting is as under:

Witness:



(Susanta Mondal)



(Krishna Kumar Pandey)

Date: 02.07.2015

Place: Kolkata



RAJARSHI GHOSH

ACS No. 17717

C.P No. 8921



Assent/Dissent	Number of members who voted through physical system & E-voting system			Number of votes cast by them			% of total number of valid votes cast	Remarks
	Physical mode	e-voting mode	Total	Physical mode	e-voting mode	Total		
Item No. 1. ORDINARY RESOLUTION: To consider and adopt the Statement of Profit And Loss for the year ended March 31, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.								
(i) Voted in favour of the resolution	9	36	45	500	17,053,411	17,053,911	100 %	Passed with absolute Majority
(ii) Voted against the resolution	0	0	0	0	0	0	0 %	
(iii) Invalid Votes	0	0	0	0	0	0	0 %	
Total	9	36	45	500	17,053,411	17,053,911		
Item No. 2. ORDINARY RESOLUTION: To appoint a Director in place of Mr. Bhagwati Prasad Jalan DIN 051459 who retires by rotation and offers himself for re-appointment.								
(i) Voted in favour of the resolution	9	36	45	500	17,053,411	17,053,911	100 %	Passed with absolute Majority
(ii) Voted against the resolution	0	0	0	0	0	0	0 %	
(iii) Invalid Votes	0	0	0	0	0	0	0 %	
Total	9	36	45	500	17,053,411	17,053,911		
Item No. 3. ORDINARY RESOLUTION: To appoint a Director in place of Mr. Vijay Kumar Agarwal DIN 0121351 who retires by rotation and offers himself for re-appointment.								
(i) Voted in favour of the resolution	9	36	45	500	17,053,411	17,053,911	100 %	Passed with absolute Majority
(ii) Voted against the resolution	0	0	0	0	0	0	0 %	
(iii) Invalid Votes	0	0	0	0	0	0	0 %	
Total	9	36	45	500	17,053,411	17,053,911		

Item No. 4. ORDINARY RESOLUTION: To appoint a Director in place of Mr. Vimal Prakash DIN 0174915 who retires by rotation and offers himself for re-appointment.

(i) Voted in favour of the resolution	9	36	45	500	17,053,411	17,053,911	100 %	Passed with absolute Majority
(ii) Voted against the resolution	0	0	0	0	0	0	0 %	
(iii) Invalid Votes	0	0	0	0	0	0	0 %	
Total	9	36	45	500	17,053,411	17,053,911		

Item No. 5. ORDINARY RESOLUTION: To appoint Auditors Ms. P. Mukhopadhyaya, Chartered Accountants Registration No. 302085E and to fix their remuneration as recommended by Audit Committee

(i) Voted in favour of the resolution	9	36	45	500	17,053,411	17,053,911	100 %	Passed with absolute Majority
(ii) Voted against the resolution	0	0	0	0	0	0	0 %	
(iii) Invalid Votes	0	0	0	0	0	0	0 %	
Total	9	36	45	500	17,053,411	17,053,911		

Item No. 6. ORDINARY RESOLUTION: Mr. Sundaresan Radhakrishnan Din 009818 as Independent Director for a period of Five Consecutive years.

(i) Voted in favour of the resolution	9	36	45	500	17,053,411	17,053,911	100 %	Passed with absolute Majority
(ii) Voted against the resolution	0	0	0	0	0	0	0 %	
(iii) Invalid Votes	0	0	0	0	0	0	0 %	
Total	9	36	45	500	17,053,411	17,053,911		

Item No. 7. ORDINARY RESOLUTION: To appoint Mr. Ramesh Dhandhanian Din 00375424 as Independent Director for a period of Five Consecutive years.

(i) Voted in favour of the resolution	9	36	45	500	17053411	17,053,911	100 %	Passed with absolute Majority
(ii) Voted	0	0	0	0	0	0	0 %	



