



NILACHAL REFRACTORIES LIMITED

CIN: L26939OR1977PLC000735

30, J.L. Nehru Road, Kolkata – 700016, W.B. Ph.: 033 – 224 99511,

Date: 04.12.2020

To
BSE Limited
Department of Corporate Services
Floor 25, P.J.Towers
Dalal Street
Mumbai-400001
Scrip Code: 502294

Dear Sir/Madam,

Sub: Intimation of 43rd Annual General Meeting of the Company

We wish to inform you that the 43rd AGM of the Company will be held on 28th December 2020 on Monday at 12.30 p.m. via Video Conferencing/ Other Audio Video Means.

The Notice of the AGM has been attached herewith.

This is for your information and records.

Thanking You,
Yours Faithfully,

For Nilachal Refractories Limited

For Nilachal Refractories Ltd.

Alok Sharma
Company Secretary

Alok Sharma
Company Secretary & Compliance Officer



Notice to the Shareholders

NOTICE is hereby given that the Forty Third (43) Annual General Meeting of the Members of NILACHAL REFRACTORIES LIMITED will be held on Monday, December 28, 2020 at 12:30 p.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Annual Accounts of the Company for the year ended 31st March, 2020 and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vimal Prakash who retires by rotation, and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS

3. Appointment of Mr. Vinay Agarwal (DIN: 02341559) as a Non-executive and Non-Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Vinay Agarwal (DIN: 02341559) who was appointed as an Additional Director of the Company by the Board of Directors with effect from July 23, 2020 and whose term of office expires at this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company being liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary be and are hereby severally authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions Section 149, 152 and other applicable provisions of, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr.

Sundaresan Radhakrishnan (DIN 00009818), Independent, Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for re-appointment be and is hereby appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from 28th December, 2020 to 27th December, 2025.”

“RESOLVED FURTHER THAT any of the director of the company be and be hereby authorized to do all such acts, deeds and things as may be required for the above resolution.”

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution:**

“RESOLVED THAT pursuant to the provisions Section 149, 152 and other applicable provisions of, if any, of the Companies Act, 2013 (‘the Act’) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mrs. Bindu Jain (DIN 07159504), Independent, Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149 (6) of the Act and who is eligible for re-appointment be and is hereby appointed as an Independent Director of the Company to hold office for another term of five consecutive years with effect from 28th December, 2020 to 27th December, 2025.”

“RESOLVED FURTHER THAT any of the director of the company be and be hereby authorized to do all such acts, deeds and things as may be required for the above resolution.”

6. To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of the Regulation 17(1A) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, approval of members be and is hereby accorded to the re-appointment of Mr. Bhagwati Prasad Jalan (DIN-00551459) as a Non-Executive Director of the Company who has attained the age of Seventy Five Years.

7. To consider and if thought fit, to pass with or without modification(s) the following resolution as an **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of Mr. Saravanan Asokan (DIN: 07019583) as a Whole Time Director of the Company, for another term of Five Years with effect from 28th December, 2020 to 27th December, 2025.” ,

as recommend / approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on December 1, 2020, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Saravanan Asokan, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

“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.”

Place : Kolkata
Date :01-12-2020

By Order of the Board
Nilachal Refractories Limited

Sd/-
Alok Sharma
(Company Secretary)

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time i.e. December 28, 2020 at 12:30 P.M. of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Register of Members and Share Transfer Books will remain closed from Tuesday, December 22, 2020 to Monday, December 28, 2020 (both days inclusive) in terms of the provision of Section 91 the Companies Act, 2013.
6. Explanatory Statement as per Section 102 of the Companies Act, 2013 is mentioned below:

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3: Appointment of Mr. Vinay Agarwal (DIN: 02341559) as a Non-executive and Non-Independent Director of the Company

Mr. Vinay Agarwal (DIN No-02341559) who has been appointed as an Additional Director of the Company pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 23rd July, 2020 holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Mr. Vinay Agarwal is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Based on the recommendation of the Nomination and Remuneration Committee and in terms of Provisions of Sections 152 and any other applicable provisions of the Act and the Listing Regulations, Mr. Vinay Agarwal being eligible for appointment as a Non-Executive Director and offering himself for appointment , is proposed to be re-appointed as a Non-Executive Non-Independent Director of the Company.

Except Mr. Vinay Agarwal none of the Directors and Key Managerial Personnel (KMP) of the company and their relatives are interested, in the resolution set out at Item No: 3.

Item No. 4: Appointment of Mr. Sundaresan Radhakrishnan (DIN 00009818) as a Non-executive and Independent Director of the Company

Mr. Sundaresan Radhakrishnan (DIN- 00009818) is an Independent Non-Executive Director of the Company and the Member of the Nomination & Remuneration Committee.

As per 149(10) of the Act, an Independent Director shall hold Office for a term of five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of five consecutive years on the Board of Company.

Based on the recommendation of the Nomination and Remuneration Committee and in terms of Provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Sundaresan Radhakrishnan (DIN- 00009818) being eligible for re-appointment as an Independent Director and offering himself for re-appointment , is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 28th December,2020 to 27th December, 2025.”

In the opinion of the Board, Mr. Sundaresan Radhakrishnan fulfills the conditions specified under the Act, the companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Non-Executive Director of

the Company and is independent of the management. Copy of the draft letter for appointment setting out the terms and conditions would be available for inspection without fee by the members at the Registered Office of the company during the normal business hours (09:00 a.m to 05:00 p.m.) on any day except Saturday, upto and including the date of AGM of the company.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services.

Accordingly, the Board recommends Special Resolution in relation to re-appointment of Mr. Sundaresan Radhakrishnan as an Independent Director for another term of five consecutive years with effect from **28th December,2020 to 27th December, 2025.**” , for the approval of Shareholders of the company.

Except Mr. Sundaresan Radhakrishnan none of the Directors and Key Managerial Personnel (KMP) of the company and their relatives are interested, in the resolution set out at Item No: 4.

Item No. 5: Appointment of Mrs. Bindu Jain (DIN 07159504) as a Non-executive and Independent Director of the Company

Mrs. Bindu Jain (DIN 07159504) is an Independent Non-Executive Director of the Company and the Member of the Audit Committee and Stakeholders Relationship Committee.

As per 149(10) of the Act, an Independent Director shall hold Office for a term of five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of five consecutive years on the Board of Company.

Based on the recommendation of the Nomination and Remuneration Committee and in terms of Provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mrs. Bindu Jain (DIN 07159504) being eligible for re-appointment as an Independent Director and offering herself for re-appointment , is proposed to be re-appointed as an Independent Director for another term of five consecutive years from **28th December,2020 to 27th December, 2025.**”

In the opinion of the Board, Mrs. Bindu Jain fulfills the conditions specified under the Act , the companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for her re-appointment as an Independent Non-Executive Director of the Company and is independent of the management. Copy of the draft letter for appointment setting out the terms and conditions would be available for inspection without fee by the members at the Registered Office of the company during the normal business hours (09:00 a.m to 05:00 p.m.) on any day except Saturday, upto and including the date of AGM of the company.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services.

Accordingly, the Board recommends Special Resolution in relation to re-appointment of Mrs. Bindu Jain as an Independent Director for another term of five consecutive years with effect from 28th December,2020 to 27th December, 2025”, for the approval of Shareholders of the company.

Except Mrs. Bindu Jain none of the Directors and Key Managerial Personnel (KMP) of the company and their relatives are interested, in the resolution set out at Item No: 5.

Item No. 6: Appointment of Mr. Bhagwati Prasad Jalan (DIN-00551459) Non-Executive and Non-Independent Director of the Company

Mr. Bhagwati Prasad Jalan (DIN-00551459) is an Non-Independent and Non-Executive Director of the Company.

SEBI amended the clause relating to ‘board of directors’ in the Listing Regulations and inserted regulation 17(1A) as:

No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mr. Bhagwati Prasad Jalan has attained the age of seventy five in view of the same, the Board of Directors recommends passing of Special Resolution.

As Mr. Bhagwati Prasad Jalan is about to attain the age of seventy five years and therefore special resolution under Regulation 17(1A) of SEBI (LODR) Regulations 2015, is proposed to be passed by the members.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services.

Item No. 7: Appointment of Mr. Saravanan Asokan (DIN-07019583) as a Whole Time Director of the Company

Mr. Saravanan Asokan was appointed as a CEO and Whole Time Director of the Company with effect from 25th November 2014 and his term of Office expires at the ensuing Annual General Meeting.

The Board after recommendation of Nomination and Remuneration Committee approved the reappointment of Mr. Saravanan Asokan subject to the approval of the Shareholders.

Accordingly Special Resolution is proposed to be passed by the members for reappointment of Mr. Saravanan Asokan for another term of five consecutive years.

His continued association would be of immense benefit to the company and it is desirable to continue to avail services.

Except Mr. Saravanan Asokan none of the Directors and Key Managerial Personnel (KMP) of the company and their relatives are interested, in the resolution set out at Item No: 7.

7. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 , brief profile of the Directors seeking appointment at this Annual General Meeting is as follows :-

Name of Director	Vinay Agarwal	Sundaresan Radhakrishnan	Bindu Jain	Bhagwati Prasad Jalan	Saravanan Asokan
Date of Birth	17-08-1983	05-01-1952	13-09-1965	02-02-1946	10-05-1955
Qualifications	graduate in Biotechnology from Boston University, USA.	B.Com, LLB, Fellow Company Secretary.	Bachelor of Commerce (Hons)	Bachelor of Commerce (Hons)	M.Tech in Chemical engineering & MBA.
Experience	He has an experience of more than a decade in refractory industry.	He has an experience of more than 35 years of experience.	She is associated with various institution working as a member in Human Relations and NGOs and related matters.	He has more than 50 years of experience in the business and industry especially the Iron & Steel Industry.	He has 40 years of experience in the Refractory industry in various capacities.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.nilachal.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Calcutta Stock Exchange of India Limited at www.bseindia.com and www.cseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

10. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on December 25, 2020 at 09:00 A.M. and ends on December 27, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.

A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is

	12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

Your password details are given below:

If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

Now, you will have to click on "Login" button.

After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csrajansingh2014@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to or contact Mr. Amit Vishal, Senior Manager/Ms. Pallavi Mhatre, Manager, NSDL, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at telephone no. 022- 24994360/022 24994545 or at E-mail id evoting@nsdl.co.in.
4. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

5. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Monday, the 21st day of December, 2020.
6. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, the 21st day of December, 2020 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or skcdilip@gmail.com.
7. 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 forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
8. 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 casting vote through e-Voting system during the Meeting.
9. Pursuant to the provision of Section 108 of the Act read with rules thereof, Mr. Rajan Singh, Practicing Company Secretary, (Membership No. ACS 34691) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.
10. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer’s Report.
11. The Results of voting will be declared within 48 hours from the conclusion of AGM. The declared results along with the Scrutinizer’s Report will be available forthwith on the website of the Company i.e. www.nilachal.in and on the website of NSDL. Such results will also be displayed on the Notice Board at the Registered Office as well as the Corporate Office of the Company and shall be forwarded to the BSE Limited and Calcutta Stock Exchange Limited.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@nilachal.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@nilachal.in.

Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

11. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
12. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
13. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
14. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

15. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

16. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

1. Members are encouraged to join the Meeting through Laptops for better experience.
2. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
3. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
4. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at cs@nilachal.in latest by 5:00 p.m. (IST) on Friday, 25th Day of December, 2020.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@nilachal.in latest by 5:00 p.m. (IST) on Friday, 25th Day of December, 2020. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
9. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager-NSDL at amitv@nsdl.co.in / 022-24994360 or Ms. Pallavi Mhatre, Manager, NSDL at pallavid@nsdl.co.in/ 022-24994545.

**By order of the Board
For Nilachal Refractories Limited**

**Sd/-
Alok Sharma
(Company Secretary)**

**Place: Kolkata
Date: 01-12-2020**