NILACHAL REFRACTORIES LTD.

CIN: L26939OR1977PLC000735, GSTIN: 21AABCN1241N1ZS

Flat No.23, 3rd Floor, Block 'D' Chowringhee Mansion, 30 J N Road, Kolkata – 700016, INDIA

Tel:033 40029301/302/ 400, Fax:03322499511 /8256, Email:info@nilachal.in

Date:28.07.2026

To,
The General Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street Mumbai - 400 001

BSE Scrip Code: 502294

To,
The Secretary
The Calcutta Stock Exchange Ltd
7, Lyons Range,
Kolkata 700 001

CSE Scrip Code: 019120

Subject: Submission of Notice of Extra-Ordinary General Meeting of Nilachal Refractories Limite.

Dear Sir/Madam,

Pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the Extra-Ordinary General Meeting ("EGM") of the Members of Nilachal Refractories Limited scheduled to be held on Tuesday, 4 August 2026 at 11:30 A.M. (IST) at Flat No. 23, 3rd Floor, Block 'D', Chowringhee Mansion, 30, Jawaharlal Nehru Road, Kolkata – 700016.

The Notice is being dispatched to the Members of the Company in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

You are requested to kindly take the above on record.

Thanking you.

Yours faithfully,
For Nilachal Refractories Limited

Mukesh Kr. Shaw

Mukesh Kumar Shaw
Company Secretary & Compliance Officer.

Encl.: Notice of the Extra-Ordinary General Meeting

*Works: Ipitata Nagar, Gundichapada, Dhenkanal-759025, Odisha, Email:*nrl.dnk@gmail.com

Regd.Office: P-598/599, Kedarnath Appartment, Mahabir Nagar, Lewis Road, Bhubaneswar-751002 (Odisha)

NOTICE

NOTICE is hereby given that the **Extraordinary General Meeting** (02/2026-27) of the Members of **Nilachal Refractories Limited** ("the Company") will be held on **Tuesday, August 04, 2026** at 11:30 A.M. (IST) at Flat No. 23, 3rd Floor, Block 'D', Chowringhee Mansion, 30, Jawaharlal Nehru Road, Kolkata – 700016, West Bengal, India, to transact the following business as Special Business:

SPECIAL BUSINESS

APPROVAL FOR SALE / TRANSFER / DISPOSAL OF MOVABLE FIXED ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

***"RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including Regulations 30 and 37A, wherever applicable, the Memorandum and Articles of Association of the Company and subject to such approvals, permissions, sanctions and consents as may be necessary from the appropriate authorities, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which expression shall be deemed to include any Committee thereof or any person authorized by the Board) for the sale and transfer, as a going concern, by way of **slump sale** (as defined under Section 2(42C) of the Income-tax Act, 1961),the refractory equipment's identified movable assets of the Company comprising, inter alia, plant and machinery, manufacturing equipment, stores and spares, and other movable assets, to **DEOL ENGINEERS LLP** (LLPIN: AAT-6813), ("**Purchaser**") having its registered office at 342/4, Near Aggarwal Tent House, Patel Marg, Mukund Nagar, Ghaziabad, Uttar Pradesh – 201001, on an **'As Is Where Is', 'As Is What Is', 'Whatever There Is' and 'Without Recourse'** basis, at such price and on such terms and conditions (including receipt of the consideration therefor), with effect from such date and in such manner as contained in the Business Transfer Agreement but not less than for an aggregate consideration of ₹ 5,00,00,000 (Rupees Five Crore only), exclusive of applicable taxes and duties, or such other consideration as may be negotiated and finalized by the Board, upon such terms and conditions as may be contained in the **Business Transfer Agreement**, and other ancillary documents to be executed between the parties;*

***RESOLVED FURTHER THAT** the Memorandum of Understanding executed between the Company and DEOL ENGINEERS LLP recording the broad commercial understanding for the proposed transaction be and is hereby noted and ratified inter-alia approved;*

***RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate, finalize, execute, amend, supplement and deliver the Business Transfer Agreement and all ancillary agreements, deeds, writings, declarations, affidavits, applications and other documents as may be necessary or desirable for giving effect to the proposed transaction and to make such modifications, alterations or amendments thereto as may be considered necessary or expedient in absolute powers;*

***RESOLVED FURTHER THAT** the Board be and is hereby authorised to determine, revise or modify the consideration, payment schedule, list of assets, timelines inter-alia dates and other commercial terms of the transaction, provided that such modifications are in the best interests of the Company and do not materially alter the nature of the transaction approved herein;*

RESOLVED FURTHER THAT *the Board be and is hereby authorised to do all such acts, deeds, matters and things and to sign, execute and file all forms, returns, applications and documents with the Registrar of Companies, Stock Exchanges and other statutory or regulatory authorities and to delegate all or any of the powers herein conferred to any Director, Key Managerial Personnel or authorised representative of the Company, as may be necessary, desirable or expedient for the purpose of giving effect to this Resolution."*

By order of the Board
Nilachal Refractories Limited

Mukesh Kumar Shaw
Company Secretary
Acs-80201

Dated : 22nd July 2026
Place : Kolkata

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated 22nd July 2026

In Respect of the Agenda to be transacted :

Nilachal Refractories Limited *("Company") is engaged in the business of manufacturing refractory products. The manufacturing operations of the Company have remained non-operational for a considerable period and various items of plant and machinery and other movable fixed assets are no longer required for the Company's existing business operations.*

The Board of Directors has periodically reviewed the utilisation of these assets and is of the view that continued maintenance of idle assets results in recurring expenditure without any corresponding commercial benefit. Accordingly, the Board has considered monetisation of such assets to unlock value and strengthen the financial position of the Company.

In furtherance of the proposed transaction, the Company has entered into a ***Memorandum of Understanding ("MOU")*** *with* ***DEOL ENGINEERS LLP*** *(LLPIN: AAT-6813), having its registered office at 342/4, Near Aggarwal Tent House, Patel Marg, Mukund Nagar, Ghaziabad, Uttar Pradesh – 201001. The MOU records the broad commercial understanding between the parties and contemplates execution of a* ***Business Transfer Agreement*** *setting out the detailed terms and conditions governing the proposed transaction.*

The proposed transaction contemplates the transfer of identified movable assets comprising, inter alia, plant and machinery, manufacturing equipment, and other movable assets, on an ***"As Is Where Is", "As Is What Is", "Whatever There Is" and "Without Recourse"*** *basis.*

The aggregate consideration for the proposed transaction shall be not less than ₹5,00,00,000 (Rupees Five Crores only), exclusive of applicable taxes and statutory levies, or such other consideration as may be finalized by the Board after completion of commercial negotiations, technical verification and documentation. The sale proceeds are proposed to be utilised towards repayment of liabilities, strengthening working capital, meeting general corporate purposes and pursuing future business opportunities and other purposes as deemed fit and proper by the board.

Although the proposed transaction relates to identified movable assets, having regard to the value and nature of the assets proposed to be transferred and in the interest of abundant legal compliance and good corporate governance, the approval of the Members is being sought by way of a ***Special Resolution*** *under Section 180(1)(a) of the Companies Act, 2013.*

The proposed transaction(s) may be entered into in one or more tranches and/or through one or more transaction(s), during the tenure of approval, on such terms and conditions as may be considered commercially expedient and in the best interest of the Company.

The Board shall be authorised to finalise the consideration based on negotiations, valuation, commercial discussions and other relevant factors.
The proceeds arising from the proposed transaction are proposed to be utilised towards repayment of liabilities, if any; meeting general corporate purposes; and other purposes and deemed fit and proper by the Board. The proposed transaction is expected to, monetise idle and non-core assets; reduce maintenance and security costs; improve liquidity and cash flows;

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 1 for approval of the Members.

By order of the Board
Nilachal Refractories Limited

Mukesh Kumar Shaw
Company Secretary
Acs-80201

Dated : 22nd July 2026
Place : Kolkata

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, read with other applicable provisions of the Companies Act, 2013 and the rules made thereunder, setting out the material facts relating to the Special Business to be transacted at the Extraordinary General Meeting ("EGM"), is annexed hereto and forms part of this Notice.
2. A Member entitled to attend and vote at the Extraordinary General Meeting ("Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and such proxy need not be a Member of the Company. A person can act as proxy on behalf of Members not exceeding fifty (50) in number and holding in the aggregate not more than ten percent (10%) of the total share capital carrying voting rights of the Company. A Member holding more than ten percent (10%) of the total share capital carrying voting rights may appoint a single person as proxy, who shall not act as proxy for any other Member.
3. The instrument appointing the proxy, duly completed and signed, in order to be effective, must be deposited at the Registered Office of the Company not less than forty-eight (48) hours before the commencement of the Meeting.
4. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified true copy of the Board Resolution or other authorisation document authorising their representative to attend and vote on their behalf at the Meeting.
5. The Notice of the EGM is being sent to all the Members whose names appear in the Register of Members/Beneficial Owners as received from the Depositories as on the cut-off date, Tuesday, 28 July 2026. Members whose e-mail addresses are registered with the Company/Depository Participant(s) will receive the Notice electronically.
6. The voting rights of the Members shall be reckoned on the paid-up value of equity shares held by them as on the cut-off date, Tuesday, 28 July 2026. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

7. The Notice of the EGM is available on the website of the Company, on the website of National Securities Depository Limited ("NSDL") at https://www.evoting.nsdl.com, and shall also be available on the websites of BSE Limited (www.bseindia.com) and The Calcutta Stock Exchange Limited (www.cse-india.com).
8. In compliance with the provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable circulars issued by the Ministry of Corporate Affairs and SEBI, the Company has provided the facility of remote e-voting to its Members through National Securities Depository Limited ("NSDL") to enable them to cast their votes electronically on the resolution set out in this Notice.
9. The facility for voting through ballot/polling paper shall also be made available at the EGM. Members attending the Meeting who have not cast their vote through remote e-voting shall be entitled to vote at the Meeting through ballot/polling paper.
10. Members who have cast their votes through remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their vote again.
11. Members may note that they can opt for only one mode of voting, i.e., either by remote e-voting or by voting through ballot/polling paper at the Meeting. In case a Member casts votes by both the modes, the vote cast through remote e-voting shall prevail and the vote cast through ballot/polling paper shall be treated as invalid.
12. The Board of Directors of the Company has appointed Rajan Singh & Co., Practicing Company Secretaries, Unique Code: S2022WB839700, Peer Review Certificate No. 2511/2022, Membership No. F10541 and Certificate of Practice No. 13599, as the Scrutinizer to scrutinize the remote e-voting process and voting at the EGM in a fair and transparent manner.
13. The remote e-voting facility is available at https://www.evoting.nsdl.com. Once a Member has cast his/her vote electronically, the Member shall not be permitted to change the vote subsequently.
14. The Compliance Officer of the Company shall be responsible for addressing grievances, if any, relating to remote e-voting. Members are requested to carefully read the instructions for remote e-voting forming part of this Notice.
15. The Scrutinizer shall, after the conclusion of voting at the EGM, first count the votes cast at the Meeting through ballot/polling paper and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report to the Chairman or any person authorised by him, within two working days from the conclusion of the EGM, who shall countersign the same and declare the results forthwith.
16. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of NSDL at https://www.evoting.nsdl.com and shall simultaneously be forwarded to BSE Limited and The Calcutta Stock Exchange Limited, where the equity shares of the Company are listed.
17. The Resolution(s), if passed by the requisite majority of the Members, shall be deemed to have been passed on the date of the Extraordinary General Meeting, i.e., Tuesday, 4 August 2026.

18. Members are requested to support the Green Initiative by registering/updating their e-mail addresses with their Depository Participants (in case shares are held in dematerialised form) or with the Company's Registrar and Share Transfer Agent/Company (in case shares are held in physical form).

PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS

The remote e-voting period commences on Saturday, 1 August 2026 at 9:00 A.M. (IST) and ends on Monday, 3 August 2026 at 5:00 P.M. (IST). The remote e-voting module shall thereafter be disabled by NSDL for voting. Members whose names appear in the Register of Members or the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, Tuesday, 28 July 2026, shall be entitled to cast their votes electronically. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e., Tuesday, 28 July 2026.

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available

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under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

3. 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 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

App Store Google Play

*Works: Ipitata Nagar, Gundichapada, Dhenkanal-759025, Odisha, Email:*nrl.dnk@gmail.com
Regd.Office: P-598/599, Kedarnath Appartment, Mahabir Nagar, Lewis Road, Bhubaneswar-751002 (Odisha)

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

<u>How to Log-in to NSDL e-Voting website?</u>

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.
4. 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***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) 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.
   c) 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.**

6. 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

<u>Step 2: Cast your vote electronically on NSDL e-Voting system.</u>

<u>How to cast your vote electronically on NSDL e-Voting system?</u>

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. 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 RAJAN SINGH on csrajansingh2014@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

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 : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1** (**A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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Tel:033 40029301/302/ 400, Fax:03322499511 /8256, Email:info@nilachal.in

ATTENDANCE SLIP

I/We hereby record my/our presence at the Extraordinary General Meeting of Nilachal Refractories Limited to be held on Tuesday, 4 August 2026 at 11:30 A.M. (IST) at Flat No. 23, 3rd Floor, Block 'D', Chowringhee Mansion, 30, Jawaharlal Nehru Road, Kolkata – 700016, West Bengal, India.

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address & Email Id	
Folio No. /Client ID	
No. of Shares	

I/we certify that I/we am/are the registered shareholder / proxy for the registered shareholder of the Company.

Signature of Member / proxy

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered Address:

E-mail ID:

Folio No./DP ID & Client ID:

I/We, being the Member(s) of ___________________ Equity Shares of Nilachal Refractories Limited, hereby appoint:

1. Name: ____
Address: ____
E-mail ID: ____
Signature: __________________________________ or failing him/her;
2. Name: ____
Address: ____
E-mail ID: ____
Signature: __________________________________ or failing him/her;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Tuesday, 4 August 2026 at 11:30 A.M. (IST) at Flat No. 23, 3rd Floor, Block 'D', Chowringhee Mansion, 30, Jawaharlal Nehru Road, Kolkata – 700016, West Bengal, India, and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	*Particulars*	*For*	*Against*
1	*Special Resolution for approval under Section 180(1)(a) of the Companies Act, 2013 for sale, assignment, transfer and conveyance of the identified movable assets of the Company to Deol Engineers LLP and authorisation to execute the Business Transfer Agreement, Asset Transfer Agreement and other ancillary documents.*	☐	☐

Affix Revenue Stamp of ₹1/-

Signed this _________ day of ___________________, 2026.
Signature of Shareholder: ______________________________
Signature of Proxy Holder(s): ______________________________

Notes:

1. *This Form of Proxy, in order to be effective, must be duly completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.*
2. *A Proxy need not be a Member of the Company.*
3. *A person can act as Proxy on behalf of Members not exceeding 50 (Fifty) in number and holding in the aggregate not more than 10% of the total share capital carrying voting rights of the Company. A Member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy, who shall not act as Proxy for any other Member.*
4. *In the case of Joint Holders, the signature of any one holder will be sufficient, but the names of all Joint Holders should be stated.*
5. *Corporate Members intending to appoint their authorised representative instead of a Proxy should submit a certified copy of the Board Resolution authorising such representative to attend and vote on their behalf.*
6. *Alterations, if any, made in this Form of Proxy should be initialled by the person signing the Form.*

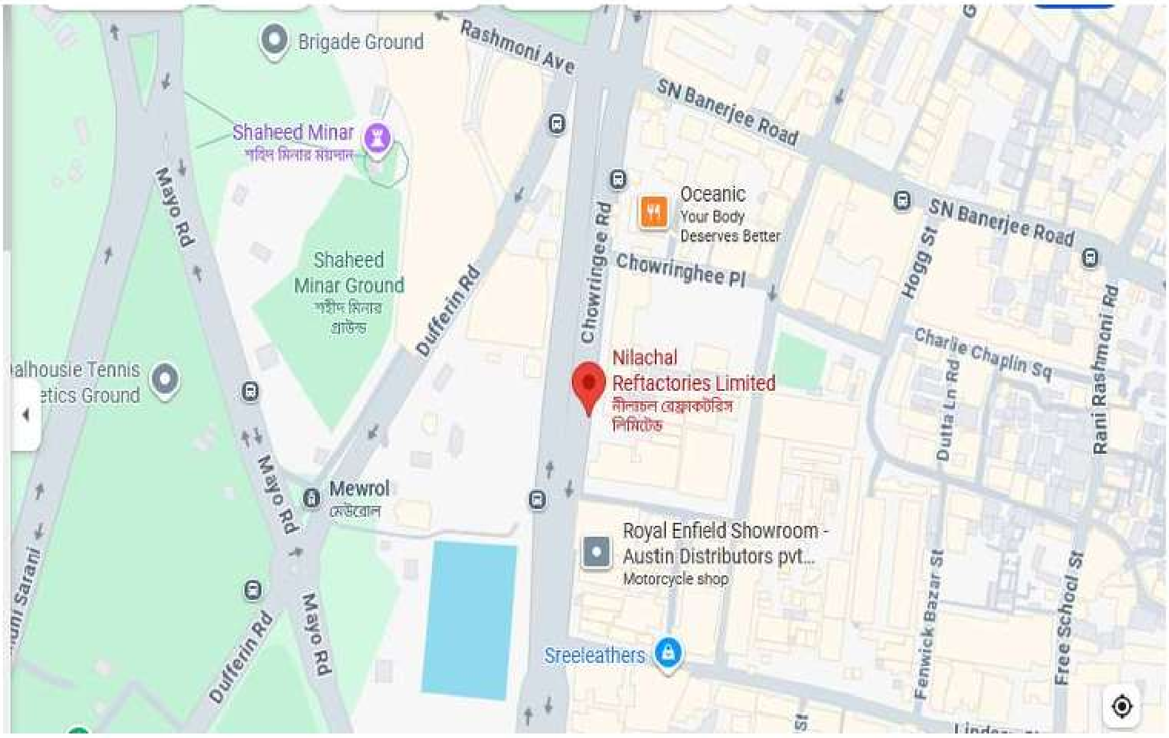
NILACHAL REFRACTORIES LTD.

CIN: L26939OR1977PLC000735, GSTIN: 21AABCN1241N1ZS

Flat No.23, 3rd Floor, Block'D' Chowringhee Mansion, 30 J N Road, Kolkata – 700016, INDIA

Tel:033 40029301/302/ 400, Fax:03322499511 /8256, Email:info@nilachal.in

Route Map : 3rd Floor, Block 'D' Chowringhee Mansion, 30, Jawaharlal Nehru Road, Kolkata–700016



*Works: Ipitata Nagar, Gundichapada, Dhenkanal-759025, Odisha, Email:*nrl.dnk@gmail.com

Regd.Office: P-598/599, Kedarnath Appartment, Mahabir Nagar, Lewis Road, Bhubaneswar-751002 (Odisha)