NILACHAL CARBO METALICKS LTD.
NILACHAL HOUSE, N-4/158, IRC VILLAGE, BHUBANESWAR-751015, ODISHA, INDIA
☎: 91 - 674 - 2551375, 9437029615, 9437133603
E-mail : ncmplho@gmail.com, ncmplcoke@rediffmail.com
Mfg. of : LOW PHOS LOW ASH METALLURGICAL COKE & COKE FINES
CIN : U23101OR2003PLC007061

07.09.2026

To,
BSE Limited
Department of Corporate Service
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400001

Scrip Code: 544510
ISIN: INE346R01013

Sub: Notice of 23rd Annual General Meeting to be held on Tuesday, 29th September, 2026 at 12:30 PM (IST)

Ref: Intimation under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith the Notice of the 23rd Annual General Meeting of the Company which is scheduled to be held on Tuesday, 29th September, 2026 at 12:30 PM (IST) at Mayfair Hotels & Resorts Ltd, 8-B, Jayadev Vihar, Bhubaneswar, Odisha 751013. The Notice of the 23rd AGM is available on the website of the Company www.nilachalcoke.com.

Further, pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the remote e-voting shall begin on Friday, 25th September, 2026 at 9:00 am (IST) and ends on Monday, 28th September, 2026 at 5:00 pm (IST) During this period shareholders of the Company holding their shares either in physical form or demateralised form, as on the cut-off date (record date) of Tuesday, 22nd September, 2026 (the "Cut Off Date") may cast their votes electronically. The remote e-voting module shall be disabled by KFin Technologies Ltd for voting thereafter.

Kindly take the same on your records.

Thanking you,
Yours faithfully,

For Nilachal Carbo Metalicks Limited

BIBHU DATTA PANDA
Digitally signed by BIBHU DATTA PANDA
Date: 2026.09.07 21:39:25 +05'30'

Bibhu Datta Panda
Managing Director
DIN: 01579026

Notice of 23rd Annual General Meeting

NOTICE is hereby given that 23rd Annual General Meeting of Nilachal Carbo Metalicks Limited (CIN: L23101OR2003PLC007061) (the "Company) will be held on Tuesday, 29th September, 2026 at 12:30 PM (IST) at: Mayfair Hotels & Resorts Ltd, 8-B, Jayadev Vihar, Bhubaneswar, Odisha 751013 to transact the following matters and if thought fit, to pass the following resolutions.

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon, and in this regard, pass the following resolution as an Ordinary Resolution: -**

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

   "**RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as laid before this Meeting, be and are hereby received, considered and adopted."

   "RESOLVED FURTHER THAT Mr. Bibhu Datta Panda (DIN: 01579026) Managing Director, of the Company be and is hereby authorized to sign and execute all the documents to give effect to the resolutions."

2. **To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Report of the Auditors thereon, and in this regard, pass the following resolution as an Ordinary Resolution: -**

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

   "**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, and the reports of the Auditors thereon, as laid before this Meeting, be and are hereby received, considered and adopted."

3. **To appoint a director in place of Mrs. Geeta Rani Panda (DIN: 03283801), Non-executive Director, who retires from office by rotation and being eligible, has offered herself for re-appointment**

   To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

   "**RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), **Mrs. Geeta Rani Panda** (holding Director Identification No.: **03283801**), Non-executive Non Independent Director of the Company, who retires from office by rotation at this meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Non-executive Non Independent Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT any one Director or Company Secretary of the company be and is hereby authorised severally to do all acts including filing Forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

SPECIAL BUSINESS:

4. **To confirm the appointment of Mr. RAMESH NARAYAN RAO DESHPANDE (DIN-11708751) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:**

   To consider and confirm the appointment of Mr. RAMESH NARAYAN RAO DESHPANDE (DIN: 11708751) from Additional Independent Director to Independent Director and if thought fit, to pass with or without modifications, the following resolution as special resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV, and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 *(and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, if applicable)*, Mr. RAMESH NARAYAN RAO DESHPANDE (DIN: 11708751), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 9th May 2026 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company."

   "RESOLVED FURTHER THAT Mr. RAMESH NARAYAN RAO DESHPANDE shall hold office for a term of 5 consecutive years commencing from 9th May 2026 to 8th May 2031, and shall not be subject to retirement by rotation."

   "RESOLVED FURTHER THAT any one Director or Company Secretary of the company be and is hereby authorised severally to do all acts including filing Forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

5. **To consider and approve the revision in remuneration of Mr. Bibhu Datta Panda (DIN-01579026), Managing Director of the company**

   To consider and if thought fit, to pass with or without modifications (s) the following resolutions as a **Special Resolution**:

   "RESOLVED THAT pursuant to the provisions of section 196, 197, 198, schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as recommended by the Nomination and Remuneration Committee and Board of Director, consent of the members of the Company be and is hereby accorded for the payment of remuneration to Mr. Bibhu Datta Panda (DIN- 01579026), Managing Director of the Company, up to Rs. 8,00,000 (Rupees Eight Lakhs only) per month (in addition to allowable perquisites/ allowances) with effect from 1st April, 2026."

"RESOLVED FURTHER THAT Mr. Bibhu Datta Panda (DIN- 01579026) shall be eligible for the following perquisites which shall not be included in the computation of the ceiling on remuneration:

(a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
(b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
(c) encashment of leave at the end of the tenure.
In addition to the perquisites specified above, shall be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration:
(d) Children's education allowance: In case of children studying in or outside India, an allowance limited to a maximum of Rs. 12,000 per month per child or actual expenses incurred, whichever is less. Such allowance is admissible up to a maximum of two children.
(e) Holiday passage for children studying outside India or family staying abroad: Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad to India if they are not residing in India, with the managerial person.
(f) Leave travel concession: Return passage for self and family in accordance with the rules specified by the company where it is proposed that the leave be spent in home country instead of anywhere in India.
(g) The reimbursement of any Club Membership Fees.
(h) Two Cars with Driver.

"**RESOLVED FURTHER THAT** approval of the Shareholders of the Company be and is hereby accorded for the payment of aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Mr. Bibhu Datta Panda (DIN- 01579026), Managing Director of the Company, in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force) in case the Company has no profits or its profits are inadequate."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

6. To consider and approve the revision in remuneration of the Mr. Rishiraj Panda (DIN-08681002), Whole-time-director/Executive Director of the company

To consider and if thought fit, to pass with or without modifications (s) the following resolutions as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 196, 197, 198, schedule V and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as recommended by the Nomination and Remuneration Committee and Board of Director, consent of the members of the Company be and is hereby accorded for the payment of remuneration to Mr. Rishiraj Panda (DIN- 08681002), Whole-time-director/Executive Director of the Company, up to Rs. 6,00,000 (Rupees Six Lakhs only) per month (in addition to allowable perquisites/ allowances) with effect from 1st April, 2026."

"RESOLVED FURTHER THAT Mr. Rishiraj Panda (DIN-08681002), Whole-time-director/Executive Director shall be eligible for the following perquisites which shall not be included in the computation of the ceiling on remuneration:

(i) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
(j) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
(k) encashment of leave at the end of the tenure.
In addition to the perquisites specified above, shall be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration:
(l) Children's education allowance: In case of children studying in or outside India, an allowance limited to a maximum of Rs. 12,000 per month per child or actual expenses incurred, whichever is less. Such allowance is admissible up to a maximum of two children.
(m) Holiday passage for children studying outside India or family staying abroad: Return holiday passage once in a year by economy class or once in two years by first class to children and to the members of the family from the place of their study or stay abroad to India if they are not residing in India, with the managerial person.
(n) Leave travel concession: Return passage for self and family in accordance with the rules specified by the company where it is proposed that the leave be spent in home country instead of anywhere in India.
(o) The reimbursement of any Club Membership Fees.
(p) Two Cars with Driver.

"**RESOLVED FURTHER THAT** approval of the Shareholders of the Company be and is hereby accorded for the payment of aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Mr. Rishiraj Panda (DIN- 08681002), Whole-time-director/Executive Director of the Company, in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force) in case the Company has no profits or its profits are inadequate."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution."

7. To obtain Approval to Advance any loan/give guarantee/provide security under section 185 of the Companies Act, 2013:

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

"**RESOLVED THAT** in supersession of the earlier resolution passed by the members in the Extra-Ordinary General Meeting of the Company held on 75 Crore and pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any duly constituted Committee thereof) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members of the Company be and is hereby accorded to the Board for advancing loan(s) in one or more tranches including loan represented by way of book debt to, and/or giving guarantee(s), and/or providing security(ies) in connection with any loan taken/to be taken by any company(ies) which are group companies, associate companies, joint venture companies or subsidiary companies of the Company or any other person in which any of the Directors of the Company is interested as specified in the explanation to section 185(2) of the Act, of an aggregate amount not exceeding Rs. 75 crores (Rupees Seventy-Five Crores only) during a financial year, in its absolute discretion deem beneficial and in the best interest of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate."

8. Approval to Increase Limits to make Loan and Investment exceeding the Ceiling prescribed Under Section 186 of the Companies Act, 2013.

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

"**RESOLVED THAT** pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to increase the existing limit to Rs. 75 Crore (Rupees Seventy Five Crore only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, to aforesaid increased limits of Rs. 75 Crores (Rupees Seventy-Five Crores only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate."

9. To approve borrowing of funds from the banks and financial institutions to an aggregate sum of Rs. 75 crores (fund and non- fund based):

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded, to borrow, from time to time, any sum or sums of monies (exclusive of interest) on such terms and conditions as may be determined from anyone or more of the Company's bankers and / or from anyone or more other banks, persons, firms, companies / bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity / entities or authority / authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long / short term loans, suppliers' credit, securitized instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and / or in such other foreign currencies as may be permitted by law from time to time, and / or any other instruments / securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company's assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loan obtained from the Company's bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves and securities premium, so that the total amount up to which the monies may be borrowed by the Company and outstanding at any time shall not exceed the sum of Rs. 75 Crores (Rupees Seventy-Five Crores only)."

"**RESOLVED FURTHER THAT** in connection with the aforesaid, any one of the directors of the Board of Directors of the Company (including any Committee thereof) be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto".

10. To approve creation of charge on the properties of the Company:

To approve the creation of charges on the movable and immovable properties of the company, both present and future, in respect of borrowings.

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

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company, be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks / financial institutions, other investing agencies and trustees for the holders of debentures / bonds / other instruments to secure rupee / foreign currency loans and / or the issue of debentures whether partly / fully convertible or non-convertible and / or securities linked to Ordinary Shares and / or rupee / foreign currency convertible bonds and / or foreign currency bonds and / or bonds with share warrants attached (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs. 75 Crores (Rupees Seventy-Five Crores only)."

"**RESOLVED FURTHER THAT** any one of the directors of the Board of Directors of the Company (which includes any Committee of the Board) and the Company Secretary of the Company be and are hereby severally authorized to do all necessary acts, deeds, things and execute all such documents, undertaking as may be necessary in this regard from time to time to give effect to the above resolution."

11. **To approve material related party transactions between the Company and Om Avi Carbon Resources Private Limited.**

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 188 and other applicable provisions if any of the Companies Act, 2013 (“Act”) read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23(4), 2(1) (zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the Company’s Policy on Related Party Transaction(s) and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time, and on the basis of the approval of the Audit Committee and recommendation of the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/ empowered/to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) the consent of the members of the Company be and is hereby accorded to the Board to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement, with M/s. Om Avi Carbon Resources Private Limited, a Company in which Managing Director and Director of the company is interested and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations and Section 2(76) of the Act, on such terms and conditions as may be agreed between the Company and M/s. Om Avi Carbon Resources Private Limited, for purchase and sale of goods, rendering and receiving of services and other related transactions for an aggregate value of up to Rs. 30 Crores (Rupees Thirty crores only) during the financial year 2026-27 subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.”

“**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/ regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or any other Officer(s), Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).”

“**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

For and on behalf of the Board of Directors
NILACHAL CARBO METALICKS LIMITED

S/d
BIBHU DATTA PANDA
Managing Director
DIN: 01579026

Place: Bhubaneswar

Dated: 07/09/2026

Registered Office:
At - N/4 - 158 IRC Village,
Bhubaneswar, Orissa, India, 751015
Mail id: ncmplho@gmail.com
Website: www.nilachalcoke.com

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), which sets out details relating to Special Business (being considered unavoidable by the Board of Directors) at the meeting, is attached with this Notice of 23rd Annual General Meeting ("AGM").
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself/herself. The proxy need not be a member of the company. The instrument appointing the proxy should be deposited at the registered office of the company not less than forty-eight (48) hours before the commencement of meeting.

   Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.

   Pursuant to the provisions of Section 105 of the Companies Act, 2013, A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholders. The holder of proxy shall prove his identity at the time of attending the Meeting.

3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
4. Directors have not recommended any Dividend on Equity Shares for the financial year ended March 31, 2026.
5. Details as required in Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('ICSI'), in respect of the Directors seeking appointment / re-appointment at the AGM forms integral part of this Report. Requisite declarations have been received from the Directors seeking appointment / re-appointment.
6. Members/Proxies/Authorized Representatives are requested to hand over the Attendance Slip, duly signed in accordance with the specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in electronic mode are requested to write the Client ID and DP ID number and those who hold shares in physical mode are requested to write their folio number in the attendance slip. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants

with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.

8. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in Physical mode are requested to advise any change in their address or bank mandates to the Company/RTA.
9. Members can avail of the nomination facility by filing Form SH-13, as prescribed under section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company.
10. Documents open for inspection: A. During the period beginning 24 (twenty-four) hours before the time fixed for the AGM, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than 3 (three) days of advance notice in writing is given to the Company; B. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102 (1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the AGM; and C. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM. D. Members desiring any information on the Accounts are requested to write to the company at least 10 days prior to the date of the meeting to enable the management to keep the information ready.
11. In order to implement the Green Initiatives of the Government, whereby Companies have now been allowed to send/ serve notice(s) / document(s) / Annual Report(s) etc. to their members through electronic mode, your Company hereby requests all its members to register their email ID with the Registrar and Transfer Agent (in case of Physical holding) and with the Depository Participant (in case of Dematerialized holding), if not yet provided, to promote Green Initiative.

    We urge shareholders to support environmental protection by choosing to receive the Company's communication through email. Shareholders whose email address is not registered with the Company/ RTA or with their respective Depository Participants are requested to register their e-mail address in the following manner:
    - Shareholders holding shares in physical form can register their email id with the RTA by sending an email along with the KYC forms with supporting documents at evoting@Kfintech.com (RTA Email ID)
    - Shareholders holding shares in demat mode may update the e-mail address through their Depository Participant(s).
    - Shareholders may note that registration of email address and mobile number is mandatory while voting electronically and joining virtual meeting.
12. Copies of the Annual Report will be distributed at the AGM and Members may also note that this annual report will also be available on the Company's website https:// www.nilachalcoke.com. Pursuant to the MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for Financial Year 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ Registrar and Transfer Agent of the Company. Members may note that the Notice and Annual Report Financial year 2025-26 will also be available on the Company's website i.e. www.nilachalcoke.com, websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com respectively and on the website of KFin Technologies Ltd. Registrar and Transfer Agent (RTA) of the Company i.e. https:// evoting.kfintech.com.

13. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the company to consolidate their holdings in one folio.
14. The Register of members and the Share Transfer Books of the company will remain closed from **Wednesday 23rd Sep, 2026 to Tuesday 29th September, 2026 (both days inclusive)** for the purpose of Annual General Meeting.
15. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is KFin Technologies Ltd. ("RTA" or "Registrar" or "KFin") having registered office at Selenium Building, Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana at email id einward.ris@kfintech.com, toll free number: 1800-309-4001.
16. Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below, during the e-voting period.
17. The Remote E-voting period commences on **Friday, 25th September, 2026 at 9:00 am (IST) and ends on Monday, 28th September, 2026 at 5:00 pm (IST)**. During the aforesaid period, Members of the company may opt to cast their votes through Remote E-voting. At the end of the Remote E-voting period, facility will be blocked.
18. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on **Tuesday, 22nd September, 2026 (the "Cut Off Date")** only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.
19. At the venue of meeting, voting shall be done through ballot papers ("Polling Paper") and the members attending the meeting who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
20. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again.
21. The Board of Directors has appointed **CS Jyotirmoy Mishra (FCS-6556, CP No-6022) Practicing Company Secretaries, of 'Sunita Jyotirmoy & Associates, Company Secretaries, (FRN: P2003OR014400), Bhubaneswar, Odisha**, as the scrutinizer to the remote e-voting process, and voting at the venue of the Annual General Meeting in a fair and transparent manner. The Scrutinizer shall submit the report for both physical and e-voting to the Chairman which shall be published on the website of the Company within 2 (two) working days of the conclusion of the Meeting.
22. Attendance slip, proxy form and the route map showing directions to reach the venue of the 23rd AGM is given along with this Annual Report as per the requirement of the Secretarial Standards - 2 on General Meetings.
23. Members are requested to intimate changes, if any, about their name, postal address, e- mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc., to their Depository Participant ("DP") in case the shares are held in electronic form and to the Registrar in case the shares are held in physical form, in prescribed Form No. ISR-1, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.

24. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No.SH13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website https:// evoting.kfintech.com and are also available on company's website www.nilachalcoke.com. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
25. The format of the Register of Members prescribed by the MCA under the Act requires the Company/ Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividends, etc. Form No. ISR-1 for capturing additional details is available on the Company's website. Members holding shares in physical form are requested to submit the filled-in Form No. ISR1 to the RTA in physical mode. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.

26. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at an early date through email on secretarial.nilachalcoke@gmail.com . The same will be replied by the Company in due course.

    Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members during AGM.

    Voting through electronic means

    i) Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, applicable Secretarial Standards and Regulation 44 of the Listing Regulations, a member of the Company holding shares either in physical form or in dematerialized form, shall exercise his/her right to vote by electronic means (e-voting) in respect of the resolution(s) contained in this notice.
    ii) The Company is providing e-voting facility to its members to enable them to cast their votes electronically. The Company has engaged the services of Company's Registrars to an Issue and Share Transfer Agents ("RTA") – KFin Technologies Ltd. ("KFin") as the Authorised Agency to provide facility of casting votes by a member using remote e-voting facility (i.e. the facility of casting votes by a member by using an electronic voting system from a place other than the venue of a general meeting) as well as e-voting on the date of AGM.
    iii) Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
    iv) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case vote is cast by both the modes, then vote cast by remote e-voting prior to the meeting shall prevail.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

i. The remote e-voting period begins on Friday, 25th September, 2026, at 09:00 a.m. (IST) and ends on Monday, 28th September, 2026, at 05:00 p.m. (IST). The remote e-voting module shall be disabled by Company's Registrars to an Issue and Share Transfer Agents ("RTA") – KFin Technologies Ltd. ("KFin") for voting thereafter.

ii. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 22nd September, 2026, may cast their vote electronically.

The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of Tuesday, 22nd September, 2026.

The Event number for the purpose of e-voting & AGM is **10232**

Members are requested to carefully read the instructions for remote e-voting before casting their vote. A person who is not a member on the cut-off date should treat this notice for information purposes only.

The procedure and instructions for remote e-voting are as under:

As per SEBI Master Circular No. HO/49/14/14(7) 2025-CFD-POD2/I/3762/2026 dated July 11, 2023 (last updated on January 30, 2026) on e-voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories. Members are advised to update their mobile number and email-id in their demat accounts in order to access e-voting facility.

(A) LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE

Individual Shareholders holding securities in demat mode with NSDL
User already registered for IDeAS facility:

I. Visit URL: https://eservices.nsdl.com
II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.
III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
IV. Click on company's name or e-Voting service provider and you will be redirected to e-Voting service provider website for casting the vote during the remote e-Voting period.

2. User not registered for IDeAS e-Services
I. To register click on link: https://eservices.nsdl.com
II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
III. Proceed with completing the required fields.
IV. Follow steps given in point 1.

3. Alternatively by directly accessing the e-Voting website of NSDL
I. Open URL: https://www.evoting.nsdl.com/
II. Click on the icon "Login" which is available under 'Shareholder/Member'section.

III. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.
V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period

Individual Shareholders holding securities in Demat mode with CDSL

1. Existing user who have opted for Easi / Easiest
I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com
II. Click on New System Myeasi
III. Login with your registered user id and password.
IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.
V. Click on e-Voting service provider name to cast your vote.

2. User not registered for Easi/Easiest
I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
II. Proceed with completing the required fields.
III. Follow the steps given in point 1.

3. Alternatively, by directly accessing the e-Voting website of CDSL
I. Visit URL: www.cdslindia.com
II. Provide your demat Account Number and PAN No.
III. System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account.
IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress

Individual Shareholders (holding securities in demat mode) login through their Depository Participants

I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at above mentioned website.

For technical Assistance: Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id's or contact on the phone nos. provided below:

Login Type: Securities held in demat mode with NSDL
Helpdesk details:
Login Type Helpdesk details Securities held in demat mode with NSDL
Email: evoting@nsdl.co.in Contact No.: +91 22 4886 7000 or +91 22 2499 7000

Login Type: Securities held in demat mode with CDSL
Helpdesk details: Email: helpdesk. evoting@cdslindia.com Toll Free No.: 1800 22 55 33

(B) LOGIN METHOD FOR E-VOTING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE AND SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE:

Open your web browser during the voting period by typing the URL: https:// evoting.kfintech.com.
Enter the login credentials (i.e. User ID and password mentioned in the email forwarding the Notice of AGM. The said login credentials shall be valid only in case you continue to hold the shares on the cut-off date). Your Folio No. /DP ID Client ID will be your User ID. However, if you hold shares in demat form and you are already registered with KFin for remote e-voting, you shall use your existing User ID and password for casting your vote.
Any person, who has not registered e-mail id or who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut- off date i.e. Tuesday September 22nd, 2026 may obtain the User ID and password in the manner as mentioned below:
If the mobile number of the member is registered against shares held in demat form, the member may send SMS: MYEPWD DP ID Client ID to 9212993399
Example for NSDL: MYEPWD IN12345612345678 Example for CDSL: MYEPWD 1402345612345678
If the mobile number of the member is registered against shares held in physical form, the member may send SMS: MYEPWD Event number+Folio No. to 9212993399
Example for Physical: MYEPWD XXXX1234567
If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting. kfintech.com, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
Member may call KFin's toll free number 1800-309-4001 for assistance.
Member may send an e-mail request to evoting@kfintech.com
If the member is already registered with KFin for remote e-voting, he can use his existing User ID and password for casting the vote without any need for obtaining a new User ID and password.
After entering these details appropriately, click on "LOGIN".
You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You will also be required to enter

a secret question and answer of your choice to enable you to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
You need to login again with the new credentials.
On successful login, the system will prompt you to select the Event Number of "Dabur India Limited – AGM". Select the Event Number and click on "Submit".
On the voting page you will see the Resolution Description and the options "FOR/AGAINST/ABSTAIN" for voting. Enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date, as mentioned above. You may also choose the option "ABSTAIN" in case you do not want to cast vote.
You may then cast your vote by selecting an appropriate option and click on "Submit".
A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: info@navneetaroracs.com with a copy to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO."
Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote through remote e-voting shall not be allowed to vote again at the Meeting.
In case of any query pertaining to e-voting, please contact KFin's toll free no. 1800-309-4001 or visit the FAQ's section available at KFin's website https://evoting.kfintech.com.
In case of grievances connected to the remote e-voting, please contact Mr. Sankara Gokavarapu, Senior Manager at KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana at email id einward.ris@kfintech.com, toll free number: 1800-309-4001.

(C) 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:

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 investors@ dabur.com.
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 secretarial.nilachalcoke@gmail.com 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) of para 18 i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
Alternatively, shareholder/members may send a request to evoting@ kfintech.com for procuring user id and password for e-voting by providing above mentioned documents.

E-voting (insta poll) at the Meeting
After the items of Notice have been discussed, e-voting through insta poll will be conducted under the supervision of the scrutinizer appointed for voting. A person, whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on the cut-off date of September 22nd, 2026 and who has not cast his/her vote by remote e-voting, and being present in the AGM, shall be entitled to vote at the AGM.
In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being September Tuesday September 22nd, 2026.

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.

The Scrutinizer shall after the conclusion of voting at AGM, first count the votes cast at the meeting 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 and will make, not later than two working days or three days, whichever is earlier, of the conclusion of AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and forthwith submit the same to the Chairman of the Company or a person authorized by him. The Chairman or the authorized person shall countersign the Scrutinizer's Report and shall declare the result forthwith.

The Scrutinizer's decision on the validity of the vote shall be final and binding.

The result declared along with the Scrutinizer's report shall be placed on the website of the Company (www.nilachalcoke.com) and on KFin's website (https://evoting.kfintech.com/public/Downloads. aspx) immediately after the result is declared and shall simultaneously be forwarded to BSE Limited, the Stock Exchanges where the Company's shares are listed.

The recorded transcript of the AGM shall be maintained by the Company and also be made available on the website of the Company www.dabur.com in the 'Investors' Section, at the earliest soon after the conclusion of the AGM.

The resolutions will be deemed to be passed on the date of AGM subject to receipt of requisite number of votes in favour of the resolutions.

Statement pursuant to section 102 of the Companies act, 2013 as required by section 102(1) of the Companies Act, 2013 (“Act") and such other applicable rules (if any), including any statutory modification(s) thereof
The following statement sets out all material facts relating to the Ordinary/Special Business mentioned in the accompanying Notice and shall be taken as forming part of it.

Item no 4: To appoint RAMESH NARAYAN RAO DESHPANDE (DIN- 11708751) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

Pursuant to the provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the directors shall be appointed by the members in the General Meeting of the company. In view of the same, RAMESH NARAYAN RAO DESHPANDE (DIN- 11708751) shall be appointed by the members in the ensuing Annual General Meeting.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8 and also received Independent Director declaration as per Section 149(6) of the Companies Act 2013.

Brief Profile:

Mr. Ramesh Narayan Rao Deshpande is a dynamic and accomplished business professional with a strong academic foundation in both engineering and management. He holds a BSc from Karnatak University and BBA from Lorenzo University, USA.

He brings with him over a 3 decade of rich and diverse industry experience, having been associated with leading companies and he is more particularly having knowledge and experience with this coke industry, which will help us to grow more with his versatile experience.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members through Ordinary Resolution in the General Meeting of the company. In view of the same, RAMESH NARAYAN RAO DESHPANDE (DIN- 11708751) shall be appointed as an Independent Director by the members in the Annual General Meeting of the company.

None of the Directors or Key Managerial Personnel of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution.

Item. No. 5: To consider and approve the revision in remuneration of the Mr. Bibhu Datta Panda (DIN- 01579026), Managing Director of the company

Mr. Bibhu Datta Panda (DIN- 01579026), Managing Director of the Company, is the founder and key driving force behind the Company’s continued growth and success. With his vast experience, strategic acumen and exceptional leadership capabilities, he has been instrumental in positioning the Company as one of the leading coke manufacturers, manufactures low ash metallurgical coke and specialized nut coke for the steel and ferroalloy industries and supplier companies in Odisha. Under his stewardship, the Company has consistent in its operational performance and profitability, culminating in the successful completion of its Initial Public Offering (IPO).

Pursuant to Section 197 of the Companies Act, 2013 (the Act), the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year, shall not exceed 11% of net profits of that Company for that financial year computed as per provisions of Section 198 of the Act.

Mr. Bibhu Datta Panda (DIN- 01579026), Managing Director has played a pivotal role in formulating and executing business strategies, streamlining operations, enhancing stakeholder relations, and ensuring overall organizational development. His efforts have significantly contributed to the long-term value creation for shareholders and the strengthening of the Company's market presence.

The Board of Directors proposes to revise the remuneration payable to Mr. Bibhu Datta Panda with effect from April 1, 2026, in order to suitably reward and retain leadership talent. The revision is based on the recommendations of the Nomination and Remuneration Committee at its meeting held on September 7th .2026, after due evaluation of his performance, responsibilities, and industry benchmarks. The revision was considered and approved by the Board of Directors at its meeting held on September 7th .2026 subject to the approval of the members by way of a Special Resolution.

The revised remuneration structure is as follows:

Particulars	Existing Remuneration (₹ p.a.)	Revised Remuneration (₹ p.a.)
Salary	96,00,000 (Including Perquisite)	96,00,000 (Excluding Perquisite)
Allowances & Perquisites	Nil	Nil
Performance-linked Incentive / Commission	Nil	Nil
Total	96,00,000	96,00,000

The remuneration shall be subject to the overall limits specified in Sections 196, 197 and 198 of the Act and Schedule V thereto, and in accordance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

In the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Bibhu Datta Panda, the remuneration shall be governed by and paid in accordance with the provisions of Section II of Part II of Schedule V of the Act, as may be amended from time to time, or any statutory modification or re-enactment thereof.

Except for the change in remuneration as proposed in this resolution, all other terms and conditions of the appointment of Mr. Bibhu Datta Panda shall remain unchanged.

Accordingly, the Board recommends the passing of the resolution set out at Item No. 5 of the accompanying Notice as a Special Resolution.

Mr. Bibhu Datta Panda, Mrs. Geeta Rani Panda (being his mother) and Mr. Rishiraj Panda (being his Son) are concerned or interested, financially or otherwise, in the resolution. Except them, no other Director, Key Managerial Personnel, or their relatives is concerned or interested, financially or otherwise, in this resolution.

Item. No. 6: To consider and approve the revision in remuneration of the Mr. Rishiraj Panda (DIN- 08681002), Whole-time-director/Executive Director of the company

Mr. Rishiraj Panda (DIN- 08681002), Whole-time-director/Executive Director of the Company, is the founder and key driving force behind the Company's continued growth and success. With his vast experience, strategic acumen and exceptional leadership capabilities, he has been instrumental in positioning the Company as one of the leading coke manufacturer and supplier companies in Odisha. Under his stewardship, the Company has consistently improved its Financial, operational performance and profitability, culminating in the successful completion of its Initial Public Offering (IPO).

Pursuant to Section 197 of the Companies Act, 2013 (the Act), the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year, shall not exceed 11% of net profits of that Company for that financial year computed as per provisions of Section 198 of the Act.

Mr. Rishiraj Panda (DIN- 08681002), Whole-time-director/Executive Director has played a pivotal role in formulating and executing business strategies, streamlining operations, enhancing stakeholder relations, leading the operational activities and ensuring overall organizational development. His efforts have significantly contributed to the long-term value creation for shareholders and the strengthening of the Company's market presence.

The Board of Directors proposes to revise the remuneration payable to Mr. Rishiraj Panda with effect from April 1, 2026, in order to suitably reward and retain leadership talent. The revision is based on the recommendations of the Nomination and Remuneration Committee at its meeting held on September 7th. 2026 after due evaluation of his performance, responsibilities, and industry benchmarks. The revision was considered and approved by the Board of Directors at its meeting held on September 7th. 2026, subject to the approval of the members by way of a Special Resolution.

The revised remuneration structure is as follows:

Particulars	Existing Remuneration (₹ p.a.)	Revised Remuneration (₹ p.a.)
Salary	72,00,000 (Including Perquisite)	72,00,000 (Excluding Perquisite)
Allowances & Perquisites	Nil	Nil
Performance-linked Incentive / Commission	Nil	Nil
Total	72,00,000	72,00,000

The remuneration shall be subject to the overall limits specified in Sections 196, 197 and 198 of the Act and Schedule V thereto, and in accordance with Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

In the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Rishiraj Panda, the remuneration shall be governed by and paid in accordance with the provisions of Section II of Part II of Schedule V of the Act, as may be amended from time to time, or any statutory modification or re-enactment thereof.

Except for the change in remuneration as proposed in this resolution, all other terms and conditions of the appointment of Mr. Rishiraj Panda, shall remain unchanged.

Accordingly, the Board recommends the passing of the resolution set out at Item No. 5 of the accompanying Notice as a Special Resolution.

Mr. Rishiraj Panda (being the appointee) and Mr. Bibhu Datta Panda (being his father) are concerned or interested, financially or otherwise, in the resolution. Except them, no other Director, Key Managerial Personnel, or their relatives is concerned or interested, financially or otherwise, in this resolution.

Item No. 7

To obtain approval to advance any loan/give guarantee/provide security under section 185 of the Companies act, 2013:

The members are required to note that the Company proposed to seek the approval of the shareholders under section 185 of the Companies Act, 2013 by way of special resolution to enhance the aggregate limit to Rs. 75 crores keeping in view the Company's business requirement.

Pursuant to Section 185 of the Companies Act, 2013 (the Act), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2) of the Act, after passing a special resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of book debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by any company(ies) which are group companies, associate companies, joint venture companies or subsidiary companies of the Company or any other person in whom any of the director of the Company is interested as specified in the explanation to Section 185(2) of the Act, from time to time, within the limits as mentioned in the Item no. 07 of this Notice to meet the business requirements.

The members may note that the Board of Directors of the Company would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals/financial assistance from any banks/financial institutions/body corporates and/or any other appropriate sources, from time to time, at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The resolution as set forth in Item no. 07 of this Notice has been recommended by the Audit Committee and upon such recommendation, the Board has approved the same at their respective meetings held on September 7th. 2026. Therefore, it is placed before the members for their approval by way of special resolution.

The Company may have to render support for the business requirements of its Subsidiary Companies or Associate or joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the "Entities"), from time to time. Section 185 of the Companies Act, 2013 further provides that a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any person whom any of the Director of the Company is interested subject to compliance with the following conditions:

1. Approval of the Members of the Company is obtained by the Company for giving the loan and
2. The loans are utilized by the borrowing Companies for its principal business activities.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 8. Approval to Increase Limits to make Loan and Investment exceeding the Ceiling prescribed Under Section 186 of the Companies Act, 2013.

The members are required to note that the Company is proposed to seek the approval of the shareholders to increase the aggregate limit to Rs. 75 crores keeping in view the Company's business requirement.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 (“Act”), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 75 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 8 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

Item No.9

To approve borrowing of funds from the banks and financial institutions to an aggregate sum of Rs. 75 crores (fund and non- fund based):

Keeping in view, the Company’s existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or, debenture holders and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves.

The Company has proposed to increase the said limit to Rs. 75 Crores (Rupees Seventy-Five only).

Under the provisions of section 180(1)(c) of the Companies Act, 2013, the borrowing powers can be exercised only with the consent of the members obtained by a special resolution. As such, it is necessary to obtain approval of the members by means of a special resolution, to enable the Board of Directors of the Company to borrow moneys (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the paid-up capital of the Company and free reserves of the Company. It is proposed to increase the borrowing limit of the Board, provided the total amount so borrowed by the Board shall not, at any time exceed the limit of Rs. 75 Crores (Rupees Seventy-Five Crores Only).

The Board of Directors recommends passing of the Resolution contained in Item no. 09 of the accompanying Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this Special Resolution, except to the extent of their Shareholding in the Company, if any.

Item No. 10
To approve creation of charge on the properties of the Company:

In terms of Section 180 (1)(a) of the Companies Act, 2013, consent of the Members is required for authorizing the Board of Directors to create mortgage/hypothecation and/or charge on the immovable and movable properties of the Company to secure the present and future borrowings of the Company together with power to take over the whole or substantially the whole of the undertaking of the Company or any of its undertaking.

Section 180 (1)(a) of the Companies Act, 2013, provides, interalia, that the Board of Directors of the Company shall not, except with the consent of the members through a Special Resolution, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertakings.

In view of the existing and fresh borrowings etc., and the increased long term fund requirements and Working Capital Limits which may be availed by the Company from Financial Institutions, Banks or any other lender in India or outside, it is felt that it may be necessary to pass an enabling Special Resolution to mortgage/hypothecate and/or charge, in addition to the charges already created, on all or any of the immovable and/or movable properties of the Company, wheresoever situated, both present and future, and/or the whole or part of the undertaking(s) of the Company of any nature and kind whatsoever and/or creating a floating charge in all or any movable properties of the Company, in favour of the Banks, financial institutions or any other lenders to secure the amount borrowed/to be borrowed by the Company under Section 180(1)(a) of the Companies Act, 2013. The Approval of the Members is being, therefore, sought to mortgage/hypothecate and/or charge the assets of the Company for the borrowings of the company shall not, at any time exceed Rs. 75 Crore (Rupees Seventy-Five Crore only).

The Board of Directors recommends passing of the resolution set out at Item No. 10 of the accompanying Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their Shareholding in the Company, if any.

Item No. 11: To approve material related party transactions between the Company and Om Avi Carbon Resources Private Limited.

The Company being an SME listed on BSE Limited, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'). The Company has decided to seek the shareholder approval for the transactions proposed under Item 11 of the AGM Notice, considering the higher standard of corporate governance and transparency it follows while doing business.

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, with effect from April 1, 2025, any transaction(s) entered into or proposed to be entered into with a related party shall be considered material in case of a listed entity which has its specified securities listed on the SME Exchange, if such transaction(s), individually or taken together with previous transactions during a financial year, exceeds the lower of the following thresholds:

- ₹50 crore; or
- 10% of the annual consolidated turnover of the listed entity, as per the last audited financial statements.

Such material related party transactions shall require prior approval of the shareholders by means of an ordinary resolution. It may be noted that the above thresholds shall apply even if the transactions are in the ordinary course of business and carried out at an arm's length basis.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

Om Avi Carbon Resources Private Limited is a company in which Mr. Bibhu Datta Panda, Managing Director and Mrs. Geeta Rani Panda, Non- Executive Non- Independent Director of the promoter group, of the Company, is interested as a shareholder. The said concern is primarily engaged in manufactures and trades carbon, coke, and coal products activities and has been providing such services to the Company for several years, including the period during which it was a related party. The services rendered have been instrumental in supporting the Company's business requirements and ensuring smooth operational activities. The estimated value of transactions with **Om Avi Carbon Resources Private Limited** during the financial year 2026-27 is approximately ₹.30/- crores.

The transactions with the aforesaid entities help the company in ensuring operational activities and services at the desired quality and quantity at competitive prices. The Management has provided the Audit Committee with the relevant details, as required under law, of various proposed RPTs including material terms and basis of pricing. The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 7th. 2026 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 11 of this Notice.

Details of the proposed transactions with Om Avi Carbon Resources Private Limited, being related parties of the Company, including the information pursuant to SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 are as follows:

S. No.	Particulars	Description
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	**Om Avi Carbon Resources Private Limited**
2	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Bibhu Datta Panda, Managing Director and Mrs. Geeta Rani Panda, Non- Executive Non-Independent Director of the Company as shareholder of the Company in **Om Avi Carbon Resources Private Limited.**
3	Nature, material terms, monetary value and particulars of contracts or arrangement	Approval of the shareholders is being sought for entering into an agreement for transaction of rendering services of stevedoring, inter-port transportation activities and logistic services against such agreement to be completed for the financial year 2026-27 1. **Om Avi Carbon Resources Private Limited Rs.30/- Crore**
4	Value of transaction	Rs 30/- Crore
5	Percentage of annual consolidated turnover of the Company considering FY 2025-26 as the immediately preceding financial year.	Not Applicable
6	Justification for the transaction	**Om Avi Carbon Resources Private Limited** is primarily engaged in manufactures and trades carbon, coke, and coal products activities and has been providing such services

		to the Company for several years, including the period during which it was a related party. The services rendered have been instrumental in supporting the Company's operational requirements and ensuring smooth operational activities. The above transactions shall be in the ordinary course of business of the Company and on an arm's length basis.
7	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	i) details of the source of funds in connection with the proposed transaction;	Not Applicable
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable
	iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the said resolution.

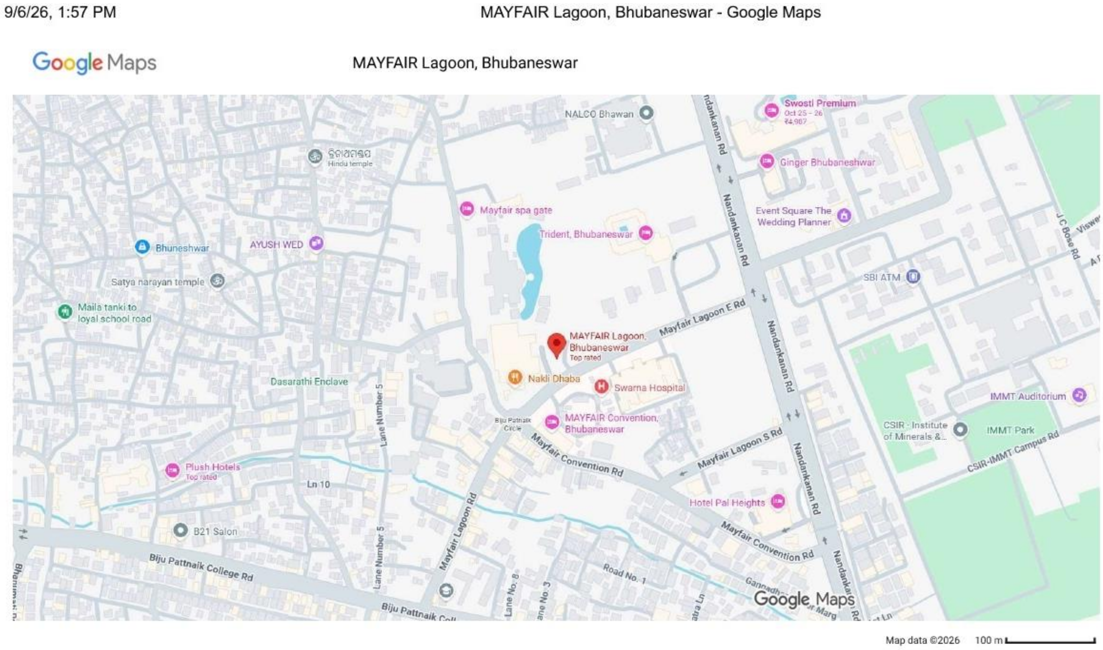
The Board recommends passing of the Ordinary Resolutions as set out in Item nos. 11 of this Notice, for approval by the Members of the Company.

Except Mr. Bibhu Datta Panda, Managing Director and Mrs. Geeta Rani Panda, Non- Executive Non-Independent Director of the Company and their relatives, none of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No. 11 of the Notice.

Annexure-II to the Notice of the AGM
Details of Director seeking appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2

Particulars	1	2	3	4
Name of the Director	Mr. Ramesh Narayan Rao Deshpande	Mrs. Bibhu Datta Panda	Mr. Rishiraj Panda	Mrs. Geetarani Panda
Director Identification Number	11708751	01579026	08681002	03283801
Date of Birth	26/08/1955	04/02/1964	21/04/1997	08/08/1938
Age	71 Years	62 Years	29 Years	88 Years
Nationality	Indian	Indian	Indian	Indian
Date of First Appointment on the Board	09/05/2026	13/02/2003	22/11/2023	06/06/2011
Qualifications	BSc from Karnatak University and BBA from Lorenzo University, USA	Bachelor of Commerce (B. Com) degree	Mechanical Engineer	Matriculation
Expertise in Specific Functional Areas	3 decades of rich and diverse industry experience especially with coke industry	Over three decades of experience in coking coal and Low Ash Metallurgical (LAM) coke manufacturing and trading	over five years of experience in contributing to the organization's strategic planning and business strategy.	As a visionary motivator, her able guidance empowers both the Board and Management to navigate challenges, make strategic decisions.
Terms and Conditions of Appointment	Independent Director	Managing Director	Executive Director	Non- Executive Non-Independent Director
Remuneration last drawn	NIL	48,00,000	60,00,000	NIL
Remuneration proposed	NIL	96,00,000 (Excluding Perquisite)	72,00,000 (Excluding Perquisite)	NIL
Number of Board Meetings attended in FY 2025-26	N.A.	8	8	8
Shareholding in the Company	NIL	7069440 No.s of Equity Shares	10 No.s of Equity Shares	NIL
Relationship with other Directors/KMP	N.A.	Father of Mr. Rishiraj Panda	Son of Mr. Bibhu Datta Panda	Mother of Mr. Bibhu Datta Panda
Directorships held in other listed companies	NIL	NIL	NIL	NIL
Memberships/Chairmanships of Committees in other listed companies	NIL	NIL	NIL	NIL

Route Map to the Venue of 23rd Annual General Meeting of the Shareholders of the NILACHAL CARBO METALICKS LIMITED scheduled at CAMELLIA Convention Hall, Mayfair Lagoon situated at: Mayfair Hotels & Resorts Ltd, 8-B, Jayadev Vihar, Bhubaneswar, Odisha 751013



NILACHAL CARBO METALICKS LIMITED
CIN No. L23101OR2003PLC007061
Reg. Office- N-4/158, IRC Village, Nayapalli,
Bhubaneswar-751015
Mail id: ncmplho@gmail.com
Website: www.nilachalcoke.com

Attendance Slip
23rd Annual General Meeting

Sr. No………………

Name (In Block Letters)	
Address	
Registered Folio no./ DP id &client id	
Shareholder/Proxy/ Authorised Representative	
No. of Shares Held	

I/We hereby record my/our presence at the 23rd Annual General Meeting of the M/s Nilachal Carbo Metalicks Limited (Company) being held on Tuesday, September 29th, 2026 at 12.30 P.M. (IST) at CAMELLIA Convention Hall, Mayfair Lagoon, Mayfair Hotels & Resorts Ltd, 8-B, Jayadev Vihar, Bhubaneswar, Odisha 751013.

Signature of Shareholder / Proxy / Authorised Representative

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM. Proxies are requested to carry a valid ID proof for verification at the time of attendance.

--------------- Please cut here and bring the above attendance slip to the Meeting Hall ---------

REMOTE E-VOTING PARTICULARS:

Dear Shareholder,

Sub: Process and manner for availing remote e-voting facility

As per Section 108 of the Companies Act, 2013 read with Rules notified there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members facility to cast their votes using an electronic voting system from a place other than venue of the meeting ("remote e-voting") in relation to the business to be transacted at the 23rd Annual General Meeting (AGM) of the company to be held on Tuesday, September 29th, 2026 The Company has engaged the services of KFIN Technologies Limited to provide remote e-voting facilities.

The Notice of AGM of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy form can be downloaded from the link https://evoting.kfintech.com or www.nilachalcoke.com.

The remote e-voting particulars are set out below.

VEN (Remote e-voting event Number)	User ID	Password/PIN
	10232	

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
September 25th 2026	September 28th 2026

Notes: (1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting Hall.
(2) Members are requested to bring their copy of Notice for reference at the Meeting.

NILACHAL CARBO METALICKS LIMITED
CIN No. L23101OR2003PLC007061
Reg. Office- N-4/158, IRC Village, Nayapalli,
Bhubaneswar-751015
Mail id: ncmplho@gmail.com
Website: www.nilachalcoke.com

Form No. MGT-11

PROXY FORM

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) holding .... shares of the above-named company, here by appoint

1.Name:..Address:... .... E-mail Id:...Signature: ....…., or failing him/her,

2.Name:..Address:... .... E-mail Id:...Signature: ....…., or failing him/her,

3.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 23rd Annual General Meeting, to be held on Tuesday, September 29th, 2026 at 12.30 P.M. (IST) at CAMELLIA Convention Hall, Mayfair Lagoon, Mayfair Hotels & Resorts Ltd, 8-B, Jayadev Vihar, Bhubaneswar, Odisha 751013 and at any adjournment thereof in respect of resolutions in the manner indicated below;

Resolution No.	**Description of Resolution**	**Vote**		
Ordinary Business:		For	Against	Abstain

Ordinary Resolution				
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon, and in this regard, pass the following resolution as an Ordinary Resolution			
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Report of the Auditors thereon, and in this regard, pass the following resolution as an Ordinary Resolution			
3	To appoint a director in place of Mrs. Geeta Rani Panda (DIN: 03283801), Non-executive Director, who retires from office by rotation and being eligible, has offered herself for re-appointment			
	Special Business:	**For**	**Against**	**Abstain**
Special Resolution				
4	To confirm the appointment of Mr. RAMESH NARAYAN RAO DESHPANDE (DIN-11708751) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution			
5	To consider and approve the revision in remuneration of Mr. Bibhu Datta Panda (DIN-01579026), Managing Director of the company			
6	To consider and approve the revision in remuneration of the Mr. Rishiraj Panda (DIN-08681002), Whole-time-director/Executive Director of the company			

7	To obtain Approval to Advance any loan/give guarantee/provide security under section 185 of the Companies Act, 2013			
8	Approval to Increase Limits to make Loan and Investment exceeding the Ceiling prescribed Under Section 186 of the Companies Act, 2013			
9	To approve borrowing of funds from the banks and financial institutions to an aggregate sum of Rs. 75 crores (fund and non- fund based) Under Section 180(1)(C)			
10	To approve creation of charge on the properties of the Company			
11	To approve material related party transactions between the Company and Om Avi Carbon Resources Private Limited			

Signed This ………….. day of .... 2026.

Signature of Shareholder(s)..

Signature of Proxy holder(s)...

Note: 1. The proxy form signed across Re.1/- stamp should reach Company's Registered Office At least 48 Hours before the commencement of the ensuing Annual General Meeting.
2. The Form should be signed across the stamp as per specimen signature registered with the Company.
3. A proxy need not be a member.
4. The above Attendance Slip should be sent to the Proxy appointed by you and not to the Company.

<u>INSTRUCTIONS FOR FILLING, STAMPING, SIGNING AND/OR DEPOSITING THE PROXY FORM.</u>

<u>If any shareholder is unable to attend the meeting and would like to appoint a proxy to attend and vote on his/ her behalf then he/she can appoint a proxy using the proxy form (MGT 11) attached to this Notice.</u>

Following are the instruction for filling the proxy form:

1. Fill in your name, address and e-mail id in the space provided.
2. Fill in the number of shares held by you in the space provided.
3. You can appoint more than one proxy, provision for appointing up to three proxies is made available in the form attached to this notice.
4. Fill in the name, address, and e-mail id of the proxy.
5. A specimen signature of the person appointed as proxy needs to be obtained in the space provided.
6. The instrument of proxy shall be signed by the Shareholder or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it and proxy holder(s).
7. An instrument of proxy duly filled, stamped, and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
8. An instrument of proxy is valid only if it is properly stamped by affixing Re. 1/- (Rupee One) revenue stamp as per the Indian Stamp Act, 1899. Unstamped or inadequately stamped proxy form(s) upon which the stamps have not been cancelled shall be considered as invalid.
9. The proxy-holder shall prove his identity at the time of attending the meeting.
10. Proxy form shall be deposited with the Company either in person or through post not later than forty-eight hours before the commencement of the Meeting in relation to which they are deposited and a proxy shall be accepted even on a holiday if the last date by which it could be accepted is a holiday.

Form No. MGT- 12

Polling Paper
[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

BALLOT PAPER

Sr. No.	Particular	Details
1	Name of the First named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. / *DP ID and Client ID (*for holder holding shares in Demat form)	
4	Class of Share	

I/We hereby exercise my/ our vote in respect of the Ordinary/ Special Resolutions enumerated below and as set out in the Notice of 23rd Annual General Meeting (AGM) of the Company scheduled on September 29th, 2026 by recording my/our assent or dissent to the said resolutions by placing tick (v) mark in the appropriate box below: -

No.	Item No. (Resolutions)	No. of shares held by me	I assent to the resolution	I dissent from the resolution
ORDINARY BUSINESSES				
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon, and in this regard, pass the following resolution as an Ordinary Resolution			
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026 and the Report of the Auditors thereon, and in this regard, pass the			

	following resolution as an Ordinary Resolution:			
3	To appoint a director in place of Mrs. Geeta Rani Panda (DIN: 03283801), Non-executive Director, who retires from office by rotation and being eligible, has offered herself for re-appointment			
SPECIAL BUSINESSES				
4	To confirm the appointment of Mr. RAMESH NARAYAN RAO DESHPANDE (DIN- 11708751) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution			
5	To consider and approve the revision in remuneration of Mr. Bibhu Datta Panda (DIN- 01579026), Managing Director of the company			
6	To consider and approve the revision in remuneration of the Mr. Rishiraj Panda (DIN-08681002), Whole-time-director/Executive Director of the company			
7	To obtain Approval to Advance any loan/give guarantee/provide security under section 185 of the Companies Act, 2013:			
8	Approval to Increase Limits to make Loan and Investment exceeding the Ceiling prescribed Under			

	Section 186 of the Companies Act, 2013			
9	To approve borrowing of funds from the banks and financial institutions to an aggregate sum of Rs. 75 crores (fund and non- fund based) Under Section 180(1) (C)			
10	To approve creation of charge on the properties of the Company			
11	To approve material related party transactions between the Company and Om Avi Carbon Resources Private Limited			

Place:
Date:

Signature of Shareholder/Authorized Representative

Note: Please read the instructions given below carefully before exercising your vote.

INSTRUCTIONS

This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.

A Member can opt for only one mode of voting, i.e. either voting through e-voting or by Ballot. If a member cast votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

For detailed instructions on e-voting, please refer to the notes appended to the Notice of the EGM.

The Scrutinizer will collate the votes downloaded from the e-voting system and report to the Chairman who will check the votes received in the EGM and declare the final result for each of the Resolutions forming part of the Notice of the EGM.

Process and Manner for Members opting to vote by using the Ballot Form:

1. Please complete and sign the Ballot Form and put the same in the Ballot Box provided in the EGM Venue.
2. The Form should be signed by the Member or Authorized Signatory in case of Company as per the specimen registered with Company.
3. In case of Company, trust, society etc. certified copy of Board Resolution authorizing representative must be registered or filed with us in advance to avoid any inconvenience.
4. Votes must be cast in case of each resolution by marking (√) mark in the appropriate column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the company.
6. Unsigned, incomplete, improperly filled ballot forms will not be counted for voting.
7. The decision of the Chairman on the validity of the Ballot Form and other related matter shall be final.
8. The results shall be declared by the Chairman in the EGM based on report of scrutinizer and also the Ballot forms submitted up to the EGM of Company by the shareholders. It will also be communicated within 2 days to the Bombay Stock Exchange Limited, Central Depository Services India Limited and on the website of the Company for the information of the shareholders.

SUBMISSION OF E-MAIL ADDRESS OF MEMBERS OF NILACHAL CARBO METALICKS LIMITED

Name	**Details**
Email. Id.	
Address	
D.P. I.D.	
Client Id.	
Folio No. In case of Physical holding	
No. of Equity shares Held (The Period for Which Held) Member	
Specimen Signature of Member	