



NILACHAL REFRACTORIES LIMITED

CIN: L26939OR1977PLC000735

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

Email Id : cs@nilachal.in

To

19th October 2023

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai- 400001

Ref : Scrip Code : 502294

Sub :Annual Report for F.Y. 2022-23 along with Notice of AGM

Dear Sir,

In Compliance with Regulation 34 of the SEBI (LODR) Regulations 2015, we are enclosing herewith the Annual report for the Financial Year 2022-23 along with the Notice of AGM to be held on 11th November 2023 at 12.30 p.m. through VC/OAVM.

Please take on record the outcome.

Thanking You

Yours Faithfully

For Nilachal Refractories Limited

Director

DIN: 00375424

Registered Office : P-598/599, KEDARNATH APARTMENT, MAHABIR NAGAR LEWIS ROAD, Khordha,
BHUBANESWAR, Orissa, India, 751002

46TH
ANNUAL REPORT
2022-2023



NILACHAL REFRACTORIES LIMITED
CIN: L26939OR1977PLC000735



Notice to the Shareholders

NOTICE is hereby given that the Forty Fifth (46th) Annual General Meeting of the Members of NILACHAL REFRACTORIES LIMITED will be held on Saturday 11th November 2023 at 12:30 p.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon:

“**RESOLVED THAT** the audited standalone financial statements including the Balance Sheet of the Company as at March 31, 2023, the Statement of Profit and Loss, the Statement of Changes in Equity and the Cash Flow Statement for the year ended on that date together with all the notes annexed and the Directors’ and Auditors’ Reports thereon, placed before the meeting, be and are hereby considered and adopted.”

2. To appoint Mr. Niraj Jalan (DIN 00551970), who retires by rotation as a Director and in this regard, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Niraj Jalan (DIN 00551970), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

3. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

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

“**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Rule 5 & 8 of Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Jain Saraogi & Co. LLP , Chartered Accountants (Firm Registration No. 305004E), having its office at 1 Crooked Lane, Kolkata 700 069, be and is hereby appointed for the term of 5 years as the Statutory Auditors of the Company and to hold the office from the conclusion of this Annual General Meeting till the conclusion of the sixth Annual General Meeting of the Company to be held in the financial year 2028 – 2029, at a remuneration fixed by the Board of Directors in mutual discussion with auditors plus reimbursement of taxes, out of pocket expenses.”

Place : Kolkata
Date :19/10/2023

By Order of the Board
Nilachal Refractories Limited

Sanjib Singh
(Company Secretary)

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at cs@nilachal.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited of India Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. The Register of the Members and Share Transfer Books will remain closed from Saturday , **November 04th 2023 to Saturday, 11th November 2023**(both days inclusive) in terms of the provision of Section 91 of the Companies Act, 2013.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 08th November, 2023 at 09:00 A.M. and ends on 10th November , 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 04th November , 2023 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, being 04TH November 2023.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to

e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/loginor>

	<p>www.cdslindia.com and click on New System Myeasi.</p> <ol style="list-style-type: none"> 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Csrajasingh2014@gmail.com with a copy marked to evoting@nsdl.co.in.
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **29th July 2023**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **29th July 2023** may follow steps mentioned in the Notice of the AGM under Step 1 :“Access to NSDL e-Voting system”(Above).
3. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request toto Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@nilachal.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@nilachal.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. 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.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account

number/folio number, email id, mobile number at cs@nilachal.in latest by **05:00 p.m. (IST) on 9th day of November, 2023.**

6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@nilachal.in latest by **05:00 p.m. (IST) on Saturday, 9th day of November, 2023.** The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.

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

**Place: Kolkata
Date: 19-10-2023**

**Sanjib Singh
(Company Secretary)**

DIRECTOR REPORT

Dear Members,

Your Directors are pleased to present the Forty Fifth (46th) Annual Report together with the Audited accounts of your Company for the year ended 31st March, 2023.

FINANCIAL HIGHLIGHTS

(Rupees in crores)

Particulars	Year ended 31st March 2023	Year ended 31st March 2022
Turnover	1.09	2.01
Profit/(Loss) before depreciation and taxation	(1.25)	(0.60)
Less: Depreciation	(0.65)	(0.68)
Profit/(Loss) before Taxation	(1.90)	(1.28)
Less: Tax Expense (Deferred Tax)	(0.10)	(0.37)
Profit/(Loss) after tax	(1.79)	(1.65)
Add: Balance B/F from the previous year	(31.64)	(29.99)
Less: Adjustment for Prior Period Depreciation	0	0
Balance Profit/ (Loss) C/F to the next year	(33.43)	(31.64)

FINANCIAL REVIEW

Your Company is making all round efforts for its revival and the prospects of such efforts should bear fruits in the Financial Year 2023-24.

The Directors are quite hopeful that the operations of your Company will improve henceforth compared to past unforeseen difficult period.

During the year, there has been no change in the nature of business of the Company.

DIVIDEND:

In view of brought forward losses, your directors are unable to recommend any dividend for the financial year ended 31st March, 2023.

TRANSFER TO RESERVES

No amount was transferred to Reserves during the F.Y. 2022-23.

HOLDING, SUBSIDIARY, ASSOCIATE COMPANY

The Company has no holding, subsidiary or associate Company therefore disclosures in this regard have not been provided in this Report.

MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which the financial statements relate and the date of this report.

ADOPTION OF INDIAN ACCOUNTING STANDARDS

The company adopted the Indian Accounting Standards (“IndAS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 during the year for preparation and presentation of these Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions that were entered during the year were in the ordinary course of business and were on arm’s length basis. There were no materially significant related party transactions entered by the Company during the year with the Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the Company.

The policy on related party transactions as approved by the Audit Committee and the Board of Directors is hosted on the website of the Company i.e. www.nilachal.in

Since all related party transactions entered into by the Company were in the ordinary course of business and were on arm’s length basis, therefore the requirement of furnishing the details in Form AOC-2 is not applicable to the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year under review the Company has not provided any loan, given any guarantee or made any investment governed under Section 186 of the Companies Act, 2013.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status of the Company’s operation in future.

RISK MANAGEMENT

The Company has laid down a comprehensive Risk Assessment and Minimization procedure which is reviewed by the Board from time to time.

The Company has also set up a Risk Management Committee (Composition of the Committee is hosted on its website i.e. www.nilachal.in) for monitoring and reviewing the risk management plan as framed by the Board with an aim to mitigate risks.

DIRECTORS

In accordance with the provisions of the Companies Act, 2013, and Article 115 of the Article of Association of the company, Mr. Niraj Jalan, Director of the company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for reappointment.

The independent directors have submitted the declaration of independence, pursuant to Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

KEY MANAGERIAL PERSONNEL

Mr. Krishna Chandra Pusti, Manager, Mr. Sanjib Singh, Company Secretary and Mr. Bikas Ranjan Nayak, Chief Financial Officer are Key Managerial Personnel of the Company in accordance with the provisions of Section(s) 2(51), 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

MEETINGS OF BOARD OF DIRECTORS

During the financial year under review, the board met Eight times i.e.

Sl.No	Date of Board Meetings	PRADIP KUMAR MOHAPATRA	SRIBASH CHANDRA MISHRA	BINDU JAIN	SUNDAR PANDY RACHAKRISHNAN	VIMAL PRAKASH	RAMESH KUMAR DHANDHANIA	Sarvaman Asokan *	BHAGWATI PRASAD JALAN	NIRAJ JALAN	VINAY AGARWAL
1	Monday, April 4, 2022	-	-	yes	-	yes	yes	yes	yes	-	-
2	Monday, May 30, 2022	-	yes	yes	-	yes	yes	yes	yes	yes	-
3	Saturday, August 13, 2022	yes	yes	yes	-	yes	yes	-	-	-	yes
4	Monday, September 5, 2022	yes	-	-	yes	yes	yes	-	-	yes	yes
5	Monday, November 14, 2022	-	yes	yes	-	yes	yes	-	yes	-	yes
6	Friday, February 3, 2023	yes	-	-	yes	yes	-	-	-	yes	-
7	Tuesday, February 14, 2023	-	yes	yes	-	yes	yes	-	-	yes	-
8	Friday, March 3, 2023	-	yes	-	yes	-	yes	-	yes	-	yes

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The details with respect to Committee Meetings and attendance thereat have been provided in the Corporate Governance Report forming part of the Annual Report.

EXTRACT OF ANNUAL RETURN

By virtue of amendment to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Company is not required to provide extract of Annual Return (Form MGT - 9) as part of the Board's report and as the Company does maintain website, thus the same has been placed on the website. Viz WWW.NILACHAL.IN

INDUSTRIAL RELATIONS

Industrial relations at Dhenkanal Plant of the Company remained harmonious and cordial during the year under review. The Directors wish to convey their sincere appreciation for the cooperation and support provided by the employees of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the provisions of section 134(5) of the Companies Act, 2013, your "Directors" hereby confirm

- a) In the preparation of the annual accounts for the financial year ended 31st March, 2023, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023, and of the profit/loss of the Company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safe guarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis;
- e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;
- f) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;

PARTICULARS OF EMPLOYEES

The Whole Time Director of the Company was only in the receipt of remuneration from the Company as approved by Nomination and remuneration committee. Further the same was approved by Shareholders in the Annual General Meeting held on 30-06-2015. Your Company comes under the provisions of the rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there by the Company Secretary was paid 3,02,321/- and the Chief Financial Officer was paid Rs. 2,89,000/-.

FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE, ITS DIRECTORS, AND THAT OF ITS COMMITTEES

The Companies Act 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates the performance evaluation of the Directors including Chairman, Board and its committees considering the said provisions the Company has devised the process and the criteria for the performance evaluation which has been recommended by the Nomination Committee and approved by the Board.

The Criteria for performance evaluation are as under:-for CEO, WTD and Non-executive Directors:-

Attendance at meeting; Participation and Contribution; Responsibility towards stakeholders; Contribution in Strategic Planning; Compliance and Governance; Participation, Updation of Knowledge; Leadership; Relationships and Communications; resources; Conduct of Meetings.

Performance Evaluation of Board:-

Composition and Diversity of Board; Committees of the Board; Board & Committee Meetings; Understanding of the Business of the Company and Regulatory environment; Contribution to

effective corporate governance and transparency in Company's Operation; deliberation/decisions on the Company's Strategies; Monitoring and implementation of the strategies and the executive management performance and quality of decision making.

Performance Evaluation of the Board Level Committees:-

The Performance and effectiveness of the Committee, Frequency and duration, spread of talent and diversity in the Committee; Understanding of regulatory environment and development; interaction with the board.

Fraud Reporting (Required by Companies Amendment Bill, 2014)

No case of fraud has been reported to the Audit Committee or Board during the year.

AUDIT AND AUDITOR'S REPORT

The Board Meeting Held 23/05/2023, M/s P.D. Rungta & Co. Chartered Accountants (Firm Registration No. 001150C) was appointed as the Statutory Auditor of the Company until the conclusion of the 46th Annual general meeting of the Company.

M/s. Tanisha More & Co. Chartered Accountants (Firm Registration No. 327844E) resigned as the Statutory Auditor of the Company due to severe health constraints with effect from 23/05/2023.

The Company hereby proposes to appoint M/s Jain Saraogi & Co LLP Chartered Accountants (Firm Regn. No. 305004E), as appointed Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held for the financial year 2028-2029 at a remuneration mutually agreed upon and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

SECRETARIAL AUDIT REPORT

The Company has appointed Ms. Aparna Kothari, Company Secretary in Practice and his report is annexed herewith.

BOARD'S COMMENTS ON AUDITOR'S REPORT

The Auditors observations and remarks are self explanatory and hence does not require any clarifications.

COST RECORDS AND COST AUDIT

Maintenance of cost records and cost audit as prescribed under the provisions of Section 148(1) of the Companies Act, 2013 are not applicable to the company.

COMPOSITION OF AUDIT COMMITTEE

The constitution of the Audit Committee, Terms of Reference and the dates on which meetings of the Audit Committee were held are mentioned in the Corporate Governance Report for FY'22-23 forming a part of this Annual Report.

ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE ETC

Information pursuant to section 134(3)(m) of the Companies Act, 2013 read with rule 8 of Companies (Accounts) Rules, 2014 in respect of conservation of Energy and Technology Absorption and Foreign Exchange Earning and Outgo is given in Annexure - I, forming part of this Report.

PREVENTION OF SEXUAL HARRASMENT AT WORKPLACE

Your Company is committed to provide a work environment which ensures that every woman employee is treated with dignity, respect and equality. There is zero-tolerance towards sexual harassment and any act of sexual harassment invites serious disciplinary action. During the year under review there were no cases of sexual harassment reported to the Company.

INTERNAL COMPLAINTS COMMITTEE

During the year under review the Company has not employed any women and hence setting up of internal complaints committee is not required.

VIGIL MECHANISM

Pursuant to Section 177 of the Companies Act, 2013 and the rules framed there under and pursuant to provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has established a mechanism through which all the stakeholders can report the suspected frauds and genuine grievances to the appropriate authority. The Whistle Blower Policy which has been approved by the Board of Directors of the Company has been hosted on the website of the Company (http://nilachal.in/investor_relation.html). During the year under review, the Company has not received any complaint(s) under this policy.

CORPORATE GOVERNANCE

The Company is committed in maintaining the highest standards of Corporate Governance and adheres to the stipulations prescribed under SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. A Report on Corporate Governance & Shareholders Information together with an Auditors' Certificate regarding Compliance of the same are annexed as a part of this Annual Report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT:

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion & Analysis Report is presented in a separate section, forms a part of the Annual Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Management continuously reviews the Internal Control Systems and procedures for the efficient conduct of the Company's business. The Company adheres to the prescribed guidelines with respect to the transactions, financial reporting and ensures that all its assets are safeguarded and protected against losses. Internal Control System are implemented to safeguard the Company's assets from loss or damage , to keep a constant check on the cost structure, to prevent revenue leakages, to provide adequate financial and accounting controls and implement accounting standards.

The Board has appointed a Chartered Accountant firm who are conducting the Internal Audit of the Company. The report thereof is placed before the Audit Committee.

INSURANCE

The assets of the Company are adequately insured against the loss of fire and other risks which are considered necessary by the management.

DEPOSITS

Your company has not accepted any public deposit during the year under review.

CAPITAL STRUCTURE

During the year under review, your Company has neither increased its authorized capital nor issued any shares.

LISTING

The equity shares of your Company continued to be listed on Bombay Stock Exchange Limited (BSE) and Calcutta Stock Exchange Limited (CSE).

CORPORATE SOCIAL RESPONSIBILITY:

Corporate Social Responsibility is the continuing commitment by the business to behave ethically and contribute to economic development while improving the quality of life of the workforce and their families as well as of the local community and society at large.

As a part of its policy for corporate social responsibility, the Company undertakes a range of activities to improve living conditions of the people in the neighborhood of all its plants. In structuring its efforts to the various aspects of Corporate Social Responsibilities, the Company takes account in guidelines and statements issued by stakeholders and other regulatory bodies. Corporate Social Responsibility and Sustainable development will continue to be the leading priorities at the Company which it shall consistently strive to touch lives and make a difference.

APPRECIATION

Your Directors record their sincere appreciation for the assistance, support and guidance provided by Company's Customers, Suppliers, Government Authorities, Bankers, investors, financial institution and shareholders for their consistent support to the company. The Directors

also commend the continuing commitment and dedication of the employees at all levels which has been critical for the Company's growth. The Directors look forward for their continuing support in future.

**For and on behalf of the Board
Bhagwati Prasad Jalan**

Chairman

**Place: Kolkata
Date: 19/10/2023**

ANNEXURES TO DIRECTORS ' REPORT

ANNEXURE-I

Information under section 134(3)(m) read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 and forming part of the Directors' Report for the year ended 31st March, 2023

A. CONSERVATION OF ENERGY:-

(a) Energy conservation measures taken:

The Company is committed to conserve energy and making best use of its resources. A considerable amount of time and effort will be earmarked for conserving power across all our plants.

- (i) Idle running of Machines has been controlled
- (ii) Operating efficiency of Shaft Kiln has been improved.
- (iii) Successful simultaneous operation of two Gas producers to fire increased green production and bring down the specific consumption of coal.

(b) Additional investments and proposals, if any, being implemented for the reduction of consumption of energy:

No additional investment is proposed but all efforts are on to conserve energy by improving operation.

Constant reviews of operations and process is being done to identify energy saving areas.

(c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on cost of production of goods.

With the implementation of the above measures, there will be considerable reduction in energy consumption.

(d) Total energy consumption and energy consumption Impact of the measures at (a) and (b) above for reduction of energy consumption and energy consumption per unit of production as per Form A of the Annexure is annexed.

B. TECHNOLOGY ABSORPTION :

The details of the efforts made towards absorption of technology are given separately in the Report in Form B.

C. FOREIGN EXCHANGE EARNING AND OUT GO:

Foreign Exchange Earning: Rs. NIL

Foreign Exchange Out Go: Rs. NIL

Form-A

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

A. Power and fuel consumption:

Particulars	2022-2023	2021-2022	2020-2021
1) Electricity			
(a) Purchased Units(K wh)	165000	165960	163836
Total Amount(Rs)	1695189	1756001	1676315
Rate per unit (in Rs./Kwh)	10.27	10.58	10.23
		-	
		-	
		-	
(b) Own Generation			
Through Diesel Generator			
Unit (Kwh)		-	-
Unit per Ltr. of Diesel			
oil Cost/ Unit (Rs.)			-

Through Steam Turbine		----	
Generator		----	-

2.)Steam Coal Grade 'B' and E used in Gas Producer			
Quantity (Tonnes)		----	-
Total Cost (RS)		----	
Average Rate(Rs/MT)			
		N.A.	----
3) Furnace Oil & L.D.Oil			
Quantity (KL)			----
Total Amount (Rs.)			----
Average Rate			----
LSHS Other Internal Generation			

			N.A.

B. Consumption per unit of production

Particulars	2022-23	2021-22	2020-21
1) Refractories Produced (MT)	375	852	1269
2) Electricity (KWH/Ton)	437.00	194.79	----
3) Furnace oil & L.D Oil (Litres/Ton)			
4 LSHS (Kg/Ton)	-	----	129.10
	----	----	----
Steam Coal (Gross) Grade B & E(KG/Ton)			
	----	----	----
	----	----	----
5) Net Coal after dust (Kg/Ton)	----	----	----

Form B

**FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY
ABSORPTION**

Research and Development (R&D)

1. Specific areas in which R&D was carried out by the Company:

No R & D was carried out within the meaning of applicable standard.

2. Benefits derived as a results of the above R &D

Not Applicable

3. Future plan of action:

Your Company recognizes the need for cleaner and greener environment by taking various conservation measures, reduction of emission of harmful substances in the environment, reduction in wastages and various other useful measures. It further plans to improve its productivity and quality.

4. Expenditure on R &D

Nil

5. Technology absorption, adaption and innovation N.A.

**For and on behalf of the Board
Bhagwati Prasad Jalan**

Chairman
Place: Kolkata
Date: 19/10/2023



ANNEXURE -V CORPORATE GOVERNANCE

Company's philosophy on code of governance

The basic objective of corporate governance policies adopted by the Company is to attain the highest levels of transparency, accountability and integrity. This objective extends not merely to meet with the statutory requirements but to go beyond them by putting into place procedures and systems, in accordance with best practices of governance. Your Company believes that Good Corporate Governance enhances the trust and confidence of all the stakeholders. Good practice in corporate behavior helps to enhance and maintain public trust in companies and stock market.

Your Company reviews its corporate governance practices to ensure that they reflect the latest developments in the corporate arena positioning itself to conform to the best corporate governance practice. Your Company is committed to pursue excellence in all its activities and maximize its shareholders' wealth.

The Company's corporate governance policies and practices focus on the following principles:-

- To recognize the respective roles and responsibilities of the Board and Management.
- To achieve the highest degree of transparency by maintaining a high degree of disclosure levels
- To ensure and maintain high ethical standards in its functioning
- To give the highest importance to investor relations
- To ensure a sound system of risk management and internal controls
- To ensure that employees of the Company subscribe to the corporate values and apply them in their conduct
- To ensure that the decision making process is fair and transparent
- To ensure that the company follows globally recognized Corporate governance practices

1) BOARD OF DIRECTORS :

The Board is headed by a Non-Executive Chairman (Promoter). As on 31st March, 2023 the Board comprised of Nine(9) Directors, out of which Five are Independent Directors, Four are Non-Executive Directors, further the Company has on Manager. The Composition of the Board of Directors is in conformity with the Corporate Governance code. None of the Director is a member of more than ten committees or Chairman of more than five committees, across all the Companies in which he is a Director. None of the independent director is a director of more than seven listed companies. The Board functions as a full Board and through committees. The Board of Directors and Committee meet at regular intervals. Every directors of the Company are over twenty one years of age. The Board ensures the desired level of independence in functioning and decision-making. Moreover all the Non-Executive Directors are eminent professionals, and bring the wealth of their professional expertise and experience to the management of the Company.

Composition of Board of Directors and details of their shareholding in the Company

The Composition of the Board of Directors

The details of composition of the Board, Director's attendance at the Board Meetings and at the last Annual General Meeting, as on 31 March 2023 are given hereunder:

<u>Name of Director</u>	<u>Category</u>	<u>Relationship with other Director</u>	<u>Date of Joining</u>	<u>Date of Resignation</u>	<u>Attendance In BM</u>	<u>Attendance in last AGM</u>
Mr. Bhagwati Prasad Jalan	Chairman, Non Executive	Father of Niraj Jalan	19th Dec 2005		4	YES
Mr. Niraj Jalan	Non-Executive Director	Son of Bhagwati Prasad Jalan	06th May 2006		4	YES
Mr. Vimal Prakash	Non-Executive Director		06th May 2006		7	YES
Mr. Sribash Chandra Mishra	Independent Director		31st Jan 2007		5	YES
Mr. Ramesh Kr Dhandhanian	Independent Director		01 Feb 2014		7	YES
Mr. S. Asokan	Whole Time Director & CEO*		25 Nov 2014	05 Aug 2022	2	No
Mr. S. Radhakrishnan	Independent Director		25 Nov 2014		3	YES
Mrs. Bindu Jain	Independent Director		25th Mar 2015		5	YES
Mr. Pradeep Kr Mohapatra	Independent Director		14th Feb 2018		3	YES
Mr. Vinay Kumar Agarwal	Non-Executive Director		23rd July 2020		4	YES

- Ceased to be a director due to death.

None of the Directors of the company holds Directorship in any other Listed Company therefore details for the same has not been furnished.

All the Independent directors of the Company have provided declaration that they qualify the conditions of their being independent. All such declarations were/are placed before the Board.

Board Procedures

(a) Number of Board Meetings held, dates on which held

During the year under review, Eight Board Meetings were held, the dates on which the meetings were held are as follows:

Monday, April 4, 2022
Monday, May 30, 2022
Saturday, August 13, 2022
Monday, September 5, 2022
Monday, November 14, 2022
Friday, February 3, 2023
Tuesday, February 14, 2023
Friday, March 3, 2023

The maximum gap between any two Board Meetings held during the year was not more than one hundred and twenty days.

(b) The information made available to the Board includes the following

1. Annual Operating Plans and budgets and any updates.
2. Capital budgets and any updates
3. Quarterly results for the Company and its operating divisions or business segments.
4. Minutes of meetings of audit committee and other committees of the board.
5. Information on recruitment and remuneration of senior officers just below the board level including appointment or removal of CFO and the Company Secretary.
6. Show cause, demand, prosecution notices and penalty notices which are materially important.
7. Fatal or serious accidents or dangerous occurrences, any material effluent or pollution problems, if any
8. Any material default in financial obligations to and by the Company or substantial non-payment for goods sold by the Company.
9. Any issue which involves possible public or product liability claims of substantial nature, including any judgement or order which may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
10. Details of any joint venture, acquisition of companies or collaboration agreement.
11. Transaction that involves substantial payment towards goodwill brand equity or intellectual property.
12. Significant labour problems and their proposed solutions. Any significant development on Human Resource/ Industrial Relation front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
13. Sale of material “nature, of investments, assets” which is not in the normal course of business
14. Quarterly details of foreign exchange exposures and the steps taken by management to limit the risk of adverse exchange rate movements, if material.
15. Non- Compliance of any regulatory, statutory or listing requirements and shareholders services such as non - payment of dividends, delay in share transfer etc.

The Board also periodically reviews compliance reports of all laws applicable to the Company, prepared by the designated employees as well as steps taken to rectify instances of non- compliance.

(A) Code of Conduct for Board Members and Senior Management Personnel

The Board of Directors had adopted a Code of Conduct for the Board Members and Senior Management Personnel. This Code helps the Company to maintain the Standard of Business Ethics and ensure compliance with the legal requirements, specifically under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Code is aimed at preventing any wrongdoing and promoting ethical conduct at the Board and Senior Management level.

The declaration regarding Compliance with the code of conduct as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is appended to this report.

(B) Code of Conduct for prevention of Insider Trading

The Company has adopted a code of conduct for prevention of insider trading in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. The Company Secretary of the Company is the Compliance Officer. All the Directors and Senior Management Personnel and such other designated employees of the Company who are expected to have the access to unpublished price sensitive information relating to the Company are covered under the said code. The Directors, their relatives, senior management personnel, designated employees etc are restricted from purchasing, selling and dealing in the shares while being in possession of unpublished price sensitive information about the Company during certain prohibited periods.

(C) Code of Conduct

The Company has adopted a code of conduct for the Board of Directors and the senior management of the Company and all of them has affirmed compliances of the same. The Policy has also been hosted on the website of the Company (www.nilachal.in).

(D) Whistle Blower Policy

The Company has formulated a whistle blower policy with a view to provide a mechanism for employees of the Company to approach the Chairman of Audit Committee. The Identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under the law. The functioning of the policy mechanism is reviewed audit committee on half yearly basis and by board on annual basis.

(E) Composition of Board Committees

Audit Committee	Shareholders/Investors Grievance Committee	Remuneration and Nomination Committee	Risk Management Committee	Share Transfer Committee	Corporate Social Responsibility (CSR) Committee
Mr. Sribash Chandra Mishra Chairman	Mr. Ramesh Kumar Dhandhanian -Chairman	Mr. Ramesh Kumar Dhandhanian- Chairman	Mr. Niraj Jalan Chairman	Mr. Niraj Jalan – Chairman	It is not applicable to the company.
Mr. Ramesh Kumar Dhandhanian Member	Mr. Sribash Chandra Mishra Chairman	Mr. Sribash Chandra Mishra Chairman	Mr. Vimal Prakash Member	Mr. Bikash Kumar Nayak	
Mrs. Bindu Jain Member	Mrs. Bindu Jain- Member	Mr. S.Radhakrishnan Member	Mrs. Bindu Jain Member		
Mr. Vimal Prakash – Member					

AUDIT COMMITTEE

a) Composition of the Audit Committee:

The Audit Committee as on 31st March, 2023 comprised of the following four directors:

- | | |
|----------------------------------|----------|
| 1. Mr. S.C.Mishra- | Chairman |
| 2. Mr. Ramesh Kumar Dhandhanian- | Member |
| 3. Mrs. Bindu Jain- | Member |
| 4. Mr Vimal Prakash - | Member |

Company Secretary acts as the secretary to the committee. Mr. S.C. Mishra; Mr. Ramesh Kumar Dhandhanian; Mrs. Bindu Jain are Independent Directors and Mr. Vimal Prakash is the Executive Director of the Company.

The Committee comprises of eminent professionals with expert knowledge in corporate finance. The Minutes of each audit committee meeting are placed before and discussed by the Board of Directors of the Company.

b) Meeting of Audit Committee

During the year under review, the Committee held four meetings, the dates of the meetings being 30/05/2022, 13/08/2022, 14/11/2022, 14/02/2023. The maximum gap between any two Meetings of Audit held during the year was not more than one hundred and twenty days.

Sl. No.	Name of the Member	Designation	Number of Meetings attended
1	Mr. Sribash Chandra Mishra	Chairman	4
2	Mr. Ramesh Kumar Dhandhanian.	Member	4
3	Mr. Vimal Prakash	Member	3
4	Mrs. Bindu Jain	Member	4

c) Powers of the Audit Committee

The powers of the Audit Committee include the following:

1. To investigate any activity within its terms of reference
2. To seek information from any employee
3. To obtain outside legal or other professional advice
4. To secure attendance of outsiders with relevant expertise, if it considers necessary

d) Function of Audit Committee

The role of the Audit committee includes the following

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Reviewing with the management, the annual financial statements before submission to the board for approval, with particular reference to :
 - (i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Section 134(5) of the Companies Act, 2013.
 - (ii) Changes, if any, in accounting policies and practices and reasons for the same
 - (iii) Compliance with listing and other legal requirements relating to financial statements
 - (iv) Disclosure of any related party transactions
3. Reviewing, with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
4. Discussion with internal auditors any significant findings and follow up
5. Reviewing, the findings of any internal investigations by the internal auditors
6. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post – audit discussion to ascertain any area of concern.
7. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee
8. The Audit Committee shall mandatorily review the following
 - i. Management discussion and analysis of financial condition and result of operation
 - ii. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management.
 - iii. Management letters/letters of internal control weakness issued by the statutory auditors;
 - iv. Internal audit reports relating to internal control weaknesses;

Nomination & Remuneration Committee

As per sec 178 of the Companies Act 2013 and regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has set up a Nomination & Remuneration Committee whose roles are:

- i) Formulation of criteria for determining qualification, positive attributes and independence of a director and recommends to the Board a policy relating to the remuneration of directors, key managerial persons and other employees
- ii) Formulation of criteria for evaluation of Independent Director and the Board.
- iii) Identifying persons who are qualified to become directors and who may be appointed in the senior management.
- iv) Devising a policy on Board diversity.

The Nomination & Remuneration Committee as on 31st March, 2023 comprised of:

1. Mr. Ramesh Kumar Dhandhanian- Chairman
2. Mr. S.C. Mishra- Member
3. Mr. S Radhakrishnan- Member

Company Secretary acts as the secretary to the committee

The Company is in Compliance of the same and the Committee oversees the following

- a) To oversee the framing, review and implementation of Company's overall compensation structure and related policies on remuneration packages payable to the WTDs/ MD & CEO and other staff including performance linked incentives, perquisites etc. with a view to attracting, motivating and retaining employees and review compensation levels vis-à-vis other companies.
- b) The committee shall work in close coordination with the Risk Management Committee of the Company's, in order to achieve effective alignment between remuneration

During the year under review the Committee met two time, the date of the meetings being 03/02/2023, 03/03/2023

Sl. No.	Name of the Member	Designation	Number of Meetings attended
1	Mr. Ramesh Kumar Dhandhanian.	Chairman	2
2	Mr. S.C.Mishra	Member	2
3	Mr. S Radhakrishnan	Member	2

Evaluation of Performance of the Board, its Committees and Directors

Details with regard to evaluation of performance of the Board, its Committees and Directors has been furnished in the Directors' Report.

SHAREHOLDERS / INVESTORS GRIEVANCES COMMITTEE

The Shareholders/Investors Grievance Committee specifically looks into issues such as redressing of shareholders' and investors' complaints such as transfer of shares, ensuring expeditious redressal.

This Committee comprises of the following Directors.

Mr. Ramesh Kumar Dhandhanian – Chairman
Mr. S.C.Mishra - Member
Mrs. Bindu Jain - Member

Company Secretary acts as the secretary to the committee

The Shareholders/Investors Grievance Committee reviews and redresses all the grievances periodically and meets as and when required. The details of the Compliance officer is given below:

Compliance Officer

Mr. Sanjib Singh, Company Secretary
Mobile No:- +91 9015661869
Email: cs@nilachal.in, info@nilachal.in

During the period under review one meeting of the Committee was held on 28th January, 2023.

The Company has appointed M/s S K Infosolutions Pvt Ltd, as its Share Transfer Agent for both physical and demat segment of equity shares.

The Company obtains half-yearly certificate from a Company Secretary in Practice confirming the issue of certificates for transfer, sub-division, consolidation etc., and submits a copy thereof to the Stock Exchanges in terms of Regulation 40(9) of SEBI (LODR) Regulations, 2015. Further, the Compliance Certificate under Regulation 7(3) of the SEBI (LODR) Regulations, 2015 confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent registered with the Board is also submitted to the Stock Exchanges on a half yearly basis.

RISK MANAGEMENT COMMITTEE

The Board of your company has formulated a risk management policy in connection with the risk that the organization faces in its day to day business such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory etc. The Company has also constituted a risk management committee to oversee and implement the policy. The board reviews the policy in regular interval. The Risk Management Committee Comprises of :-

1. Mr. Niraj Jalan; Chairman
2. Mr. Vimal Prakash, Member
3. Mrs. Bindu Jain

INDEPENDENT DIRECTORS MEETING

During the year under review, separate Meeting of the Independent Directors was held on 09th March 2023, without the attendance of Non-Independent Directors and members of the Management, inter alia, to evaluate:

- Performance of Non-Independent Directors and the Board as a whole;
- Performance of the Chairperson of the Company, taking into account the views of Executive Director and Non-Executive Directors;
- The quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors attended the Meeting.

SUBSIDIARY COMPANIES

The company does not have any subsidiary/subsidiaries within the meaning of the Companies act, 2013.

OTHER DISCLOSURES

(A) Related Party Transactions

There were no materially significant related party transactions, pecuniary transaction or relationships between the Company and its directors, promoters or the management that may have potential conflict with the interest of the Company at large except the details of transactions disclosed on accounts forming part of the Accounts as required under Accounting Standard 18 of the Institute of Chartered Accountants of India, and all related party transactions are negotiated on an arm's length basis.

All details relating to financial and commercial transactions, where directors may have potential interest are provided to the Board and the interested Directors neither participated in the discussion nor do they vote in such matters. The Audit Committee of the Company also reviews related party transactions periodically. The policy for dealing with related party transactions has been hosted on the website of the Company. The weblink for the same is:

<http://nilachal.in/pdf/Policy%20On%20Dealing%20With%20Related%20Party%20Transactions.pdf>

B. Disclosure of Accounting Treatment

The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and in preparation of financial statements, the Company has not adopted a treatment different from that prescribed in any Accounting Standard.

(B) Management's Discussion and Analysis Report

The Management's Discussion and Analysis Report is appended to this report.

(C) Directors

As per the Companies Act, 2013 at least 2/3rd of the Board should consist of retiring Directors, of these at least 1/3rd are required to retire every year.

Directors are liable to retire by rotation as per the provisions of the Companies Act, 2013. Mr. Niraj Janan will retire at the ensuing Annual General Meeting and being eligible offers himself for re appointment.

(D) Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

There were no case or incident under the said act.

(E) Communication to shareholders

The unaudited quarterly/ half yearly financial statements are announced within forty five days of the end of the quarter. The aforesaid financial statements are taken on record by the Board of Directors and are communicated to the stock exchange where the shares of the company are listed.

The audited annual results are announced within two months from the end of the last quarter as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Both the unaudited as well as the audited financial results of the Company are also hosted on its website i.e. www.nilachal.in

(F) Investors' Grievances and Share Transfer

As mentioned earlier, the Company has a Board-level Investors Grievance Committee to examine and redress shareholders and investors' complaints. The status on complaints and share transfers is reported to the Committee.

For matters regarding shares transferred in physical form, share certificates, change of address etc shareholders should send in their communications to S K Infosolutions Pvt.Ltd., our registrar and share transfer agent. Their address is given in the section on shareholder information.

(G)Details of Non- Compliances

The company is regular in complying with statutory rules and regulations and no penalties or strictures have imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to Capital Markets.

(H)General Body Meetings

The location, date and time of Annual General Meetings held during the preceding three years are given below:

Year	Venue	Day & Date	Time
2019-20	Audio Video Means/ Video Conferencing	Monday, 28 th December, 2020	12:30 PM
2020-21	Audio Video Means/ Video Conferencing	Wednesday, 29 th September, 2021	12:30 PM
2021-22	Audio Video Means/ Video Conferencing	Wednesday, 28 th September, 2022	12:30 PM

(I) Special Resolution and Resolution through Postal Ballots

In the 45th AGM of the Company held on 28th September 2022:

There are no special resolutions and resolutions passed through the postal ballot.

In the 44th AGM of the Company held on 29th September 2021:

There are no special resolutions and resolutions passed through the postal ballot.

In the 43rd AGM of the Company held on 28th December 2020:

Special Resolution in relation to re-appointment of Mr. Sundaresan Radhakrishnan as an Independent Director for another term of five consecutive years was passed,

Special Resolution in relation to re-appointment of Mrs. Bindu Jain as an Independent Director for another term of five consecutive years was passed,

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

Special Resolution was passed by the members for reappointment of Mr. Saravanan Asokan as a CEO and Whole Time Director for another term of five consecutive years.

(J) Proceeds from public Issue/ Preferential Allotment

During the year under review there was no issue brought out by the Company.

(K) Remuneration Policy

The Company is paying only to Professional Director Mr. Saravanan Asokan as a part of his yearly emolument as approved by Share Holders, other directors are not paid.

(M) CEO/CFO CERTIFICATION

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the certificate from Bikas Ranjan Nayak, Chief Financial Officer was placed before the Board of Directors .

(N) Compliance with Corporate Governance Norms

The Company has complied with all the mandatory requirements of Corporate Governance norms as enumerated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(O) Auditors Report on Corporate Governance

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the auditors' certificate is given as an annexure to the Directors Report

1. GENERAL SHAREHOLDERS' INFORMATION:

1	11 th November 2023 At 12:30 P.M via VC/OAVM
2	Register of the Members and Share Transfer Books will remain closed from Saturday , November 04th 2023 to Saturday, 11th November 2023 (both days inclusive) in terms of the provision of Section 91 of the Companies Act, 2013.
3	No dividend is recommended by the Board of Directors for the year
4	The Company's equity Shares are listed on the following Stock Exchanges- The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street , Mumbai – 400 001 The Calcutta Stock Exchange Association. Limited 7, Lyons Range Kolkata – 700 001

5	The annual listing fees has been paid to the aforesaid Stock Exchanges for the Financial Year 2021-22.
5	Calcutta Stock Exchange -19120 Bombay Stock Exchange -502294
6	INE416N01013
7	With: 1. Central Depository Services (India) Limited (CDSL) 2:National Securities Depository Limited (NSDL)
8	S K Infosolutions Pvt.Ltd. House no D/42,Katju Nagar, Ground Floor, (Near South City Mall), Katzu Nagr Bazar, Jadavpur, Kolkata-700 032
9	Plot No- P598/599 , Kedarnath Apartment, Mahabir Nagar,Lewis Road , Bhubaneswar-751 002,Odisha
10	Nilachal Refractories Limited , Ipitata Nagar , Dhenkanal 759 025 Odisha
11	<u>Investors/shareholders can correspond with the RTA and directly to the Registered Office /Corporate Office of the company or may e-mail to the Company in this mail id: cs@nilachal.in</u>

Stock Price Data

Year/ Month	BSE	
	(in Rs.)	
	High	Low
2022		
April	40.00	30.60
May	41.8	29.60
June	57.75	27.2
July	63.5	36.30
August	53.75	45.80
September	49.70	39.40
October	51.45	39.95
November	47.00	41.00
December	45.00	35.65
2023		
January	44.70	36.90
February	44.00	35.85
March	41.00	32.50

Distribution of Shareholding as at 31st March 2023

(i) According to Category of Holding:

(A)	Promoter Group Shareholders	No. of Shareholders	% of total number of shareholders	Number of shares held	% of the total number of shares
	DIR. RELV.	22	0.53	5572657	27.37
	PROM. COM.	8	0.19	8804865	43.24
	Sub-total (A)	30	0.73	14377522	70.61
(B)	Non-Promoters Shareholders		0.00		
(a)	MUT. FUND	0	0.00	0	0.00
(b)	FIN. INS.	0	0.00	0	0.00
(c)	Insurance Companies	1	0.02	15160	0.07
(d)	NBFCs	0	0.00	0	0.00
(e)	Foreign Portfolio	0	0.00	0	0.00
(f)	Alternate Investment Funds	0	0.00	0	0.00
(g)	F.I.I.S.	0	0.00	0	0.00
(h)	Central Government/ State Government(s)/ President of India.	0	0.00	0	0.00
(i)	DOM. COM.	17	0.41	1702060	8.36
(j)	FOR. COM.	0	0.00	0	0.00
(k)	RES. IND.	4063	98.59	4260927	20.93
(l)	N. R. I.	10	0.24	5781	0.03
(m)	NAL. BANK	0	0.00	0	0.00
	Sub-total (B)	4091	99.27	5983928	29.39
	Total (A)+(B)	4121	100.00	20361450	100.00

ii) According to Number of Shares held: 31-03-2023

No. of shares	No. of Shareholders	% of total number of shareholders	Number of shares held	% of the total number of shares
UPTO 500	3892	94.443	385201	1.89
501 to 1000	128	3.106	98013	0.48
1001 to 2000	45	1.092	65505	0.32
2001 to 3000	8	0.194	18642	0.09
3001 to 4000	2	0.049	6250	0.03
4001 to 5000	3	0.073	14300	0.07
5001 to 10000	3	0.073	16315	0.08
10001 to 50000	6	0.146	192997	0.95
50001 to 100000	4	0.097	287500	1.41
100001 and Above	30	0.728	19276727	94.67
Total	4121	100.000	20361450	100.00

Dematerialisation of Shares:

As stated earlier, the Company' shares are listed on the Stock Exchange. As per the SEBI notifications, trading in Company's shares has been made compulsorily in dematerialized form w.e.f. 26th December, 2000 and Company's Registrar & Transfer Agent have established connectivity with NSDL & CDSL.



Auditors Certificate on compliance with the conditions of Corporate Governance

Code under (LODR) Regulations, 2015

To
The members of
Nilachal Refractories Limited

We have examined the compliance of conditions of corporate governance by Nilachal Refractories LIMITED for the year ended 31st March, 2023, as stipulated in the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015.

Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Responsibility

Our examination has been limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Opinion

In my opinion and to the best of our information and according to the explanations given to us and the representation made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Prity Damani
Chartered Accountants

Prity Damani
Membership No: 305400
Kolkata
UDIN: 23309400BCVPEV9651



51, DOBSON ROAD, SHREE KUNJ APPT. HOWRAH - 711101
email : pritydamani@gmail.com M : 6291054243

Affirmation of Compliance with Code of Conduct

To,
The Board of Directors
Nilachal Refractories Limited
Bhubaneswar: 751014. Odisha

Dear Sir(s)

I do hereby certify that all the members of the Board of the Directors of the Company and the senior management personnel (incl. Key Managerial Personnel) have affirmed their compliance with the code of conduct laid down by the Board of the Directors.

Further all Board Members and Core Management Personnel of the Company are adhering Code of Conduct for Prevention of Insider Trading under the Securities and Exchange Board of India (Prevention of Insider Trading) Regulations, 2015 and also in compliance of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, under the Securities and Exchange Board of India (Prevention of Insider Trading) Regulations, 2015.

This certificate is given in compliance with the requirements of the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015.

Dated: 30/05/2023
Place: Kolkata

Vimal Prakash
Director

To, 30th May 2023
The Board of Directors
Nilachal Refractories Limited
P-598/599, KEDARNATH APARTMENT,
MAHABIR NAGAR LEWIS ROAD,
Khordha,
BHUBANESWAR,
Orissa,
India, 751002

I, Bikash Ranjan Nayak, s/o Rabindra Kumar Nayak, r/o Jubuli Town, Dhenkanal, CFO of the Company do hereby give certification as per Clause 49(IX) of the Listing Agreement, that:

(a) I have reviewed financial statements and the cash flow statement for the ended 31st March 2023 and that to the best of my knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and Regulations.

(b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year ended 31st March 2023 which are fraudulent, illegal or violative of the company's code of conduct.

(c) I accept the responsibility for establishing and maintaining internal controls for Financial Reporting and I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting.

(d) I have indicated to the auditors and the Audit committee:

(i) That there was no significant changes in internal control over financial reporting during the year;

(ii) That there was no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) There were no instances of significant fraud of which I have become aware of and the involvement of the management or an employee having a significant role in the Company's internal control system over financial reporting.



.....
Chief Financial Officer

Place: Kolkata

ANNEXURE - IV

MANAGEMENT DISCUSSION AND ANALYSIS

1. Industry structure and developments:

Fortune of your Company which is in refractory industry is directly linked to the performance of Steel Industry as it is the largest consumer of refractory products. The other consumers of refractory products are Cement, Copper, Glass, Aluminum and Petro-chemical industries etc. which are witnessing reasonable growth, all these factors will have a very positive impact on the growth of refractory industry in near future.

Nilachal Refractories Ltd. (NRL) is having its manufacturing unit in the State of Odisha near Dhenkanal. The Plant is strategically located and the Company hopes to take advantage of the boom in Steel and Aluminium industry in the region in times to come.

2. Opportunity, threats, risks and concerns:

Consequent upon technology advancement in steel making processes, major opportunity lies in manufacturing of continuous casting refractories, special monolithics viz. Castables, Plastic based ramming mass and gunning materials, etc. The Company is having its vision in line to this technology change.

Demand for refractories has increased substantially due to increased steel and Aluminium production in India. The future of the Company is bright with huge steel and aluminum manufacturing capacities being created in India especially in Odisha and Jharkhand.

Competition in refractory industry is building up. Lot of consolidation and re-organization is taking place in refractory industry. Input costs mainly the increase in cost of raw materials is also a cause of concern for refractory industry. Cost reduction measures will play an important role in keeping the unit viable in the face of stiff competition. Your Company has taken several cost reduction measures for improving operations to bring down the cost of production and is hopeful to successfully meet the challenges of competition.

Further the company is continuously pursuing for some large orders from the consumers in India and overseas and also trying to rope in companies of repute to introduce new product categories for manufacture of its Dhenkanal plant.

3. Outlook:

Production in steel industry has increased and the demand for refractory products is also increasing. NRL will not be able to survive by basing its products mix on low-end products. For a sustained growth, NRL will have to go for high value products for which your Company has started taking initiatives.

There are many small and large Steel and Aluminium Plants coming up around Dhenkanal and Odisha State on the whole which will demand high-end products. With this we estimate a large requirement of quality products with high value which should boost our total turnover as well as bottom line. In order to face this challenge, your Company emphasis on Human Resource Management and Human Resource Development, this will ensure a capable and motivated team in place post settlement of all these labour issues. The Company is going to start afresh and shall have a new horizon.

4. Internal control system and their adequacy:

Information, reports, records, documents, transaction statements etc. are generated continuously in the organization and the inputs contained therein serve as a strong foundation for accelerated decision making. Great authenticity is lent to such inputs which represents the foundation for effective decisions. The Company has established proper internal control systems and procedures, which are compatible with size of its operation and business. The firm of Chartered Accountant is conducting internal audit of operations to ensure that the system are adhered to and controls are not flouted. Internal Audit Reports encompasses all aspects of operations, accounts, purchase, stores, production and marketing; all omission and deviation, if any are properly recorded for remedial action. The Audit Committee periodically provides valuable suggestions to improve the business processes, systems and internal controls and briefs the Board of Directors about areas of concern.

5. Discussion on financial performance

Your Company is making all round efforts for its revival and the prospects of such efforts should bear fruits in the financial year 2023-24

6. Ratios where has been a significant change from F.Y. 2021-22 to 2022-23

There has not been any significant change in the key financial ratios from the financial year ended 31st March, 2022 to 31st March, 2023.

7. Details of any change in return on net worth as compared to previous year

There has not been change in return on net worth as compared to previous year.

Place: Kolkata

For and on behalf of the Board of Directors

Dated: 19/10/2023

Bhagawati Prasad Jalan
(Chairman)

APARNA KOTHARI

Company Secretary

9, India Exchange Place, 6th Floor,
Room No. 9, Kolkata - 700001
E-mail: cs.aparnakothari@gmail.com
Mb. +91 98742 63827

Secretarial Audit Report

For The Financial Year Ended 31st March, 2023

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To
The Members
Nilachal Refractories Limited
P-598/599, Lewis Road Mahabir Nagar,
Kedarnath Apartment, Bhubaneswar -751002
Odisha

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by Nilachal Refractories Limited (hereinafter called "the company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion there on.

Based on my verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the financial year ended 31st March

AKothari


2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made here in after:

I have examined the secretarial compliance based on the books, papers, minute books, forms and returns filed and other records maintained by Nilachal Refractories Limited ("the Company"), for the financial year ended on **31st March, 2023**, according to the provision of.

- 1) The Companies Act, 2013 (the Act) and the rules made there under
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- 4) The Foreign Exchange Management Act, 1999 & the rules made there under
- 5) The following Regulations and Guidelines prescribed under the **Securities and Exchange Board of India Act, 1992 ('SEBI Act')** to the extent applicable to the Company:-
 - a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - d) The Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulation, 2009;
 - e) The Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities), Regulations 2008; (Not Applicable to the Company during the period of Audit)
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulation 2009; (Not Applicable to the Company during the period under audit)
 - h) The Securities and Exchange Board of India (Buy Back of Securities) Regulation 1998; (Not Applicable to the Company during the period under audit)
 - i) The Securities and Exchange Board of India (Listing obligation and Disclosure Requirements) Regulation 2015.
 - j) Secretarial Standards with regards to Meeting of Board of Director (SS-1) and General Meeting (SS-2) issued by The Institute of Company Secretaries of India.

During the period under review the company has complied with the provisions of Act, Rules, Regulations, Guidelines and Standards etc. as mentioned above.

I have relied on the representation made by the Company and its officers for system and mechanism formed by the Company for compliances under the other act, laws and regulations applicable to the Company

I further report that the Board of Directors of the Company is duly constituted with proper balance of, Non-Executive Directors and Executive Directors, Independent Directors with one Woman Director. The changes in the composition of Board of Directors that took place during the audit period was carried out in



APARNA KOTHARI
Company Secretary

9, India Exchange Place, 6th Floor,
Room No. 9, Kolkata – 700001
E-mail: cs.aparnakothari@gmail.com
Mb: +91 98742 63827

compliance with the provisions of Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and related notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as par to the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no specific events/actions which have any major bearing on the company's affairs.

This report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.

Place: Kolkata
Date: 30.05.2023

Kothari



Aparna Kothari
Company Secretary in Practice
ACS: 46618
CP: 17199
UDIN: A046618E000432520

APARNA KOTHARI
Company Secretary

9, India Exchange Place, 6th Floor,
Room No. 9, Kolkata – 700001
E-mail: cs.aparnakothari@gmail.com
Mb: +91 98742 63827

'Annexure A'

(To the Secretarial Audit Report of M/s. Nilachal Refractories Limited for the financial year ended 31/03/2023)

To
The Members
Nilachal Refractories Limited
P-598/599, Lewis Road Mahabir Nagar, Kedarnath
Apartment, Bhubaneswar -751002 Odisha

My Secretarial Audit Report for the financial year ended 31/03/2023 of even date is to be read along with this letter.

Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.

I have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.

I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

Wherever required, I have obtained the Management representation about the compliance of laws, rules, Standards and regulation and happening of events etc.

The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date: 30.05.2023



Aparna Kothari

Aparna Kothari
Company Secretary in Practice
ACS: 46618
CP: 17199
UDIN: A046618E000432520



INDEPENDENT AUDITORS' REPORT

To
The Members of
Nilachal Refractories Limited
Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **NILACHAL REFRATORIES LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2023, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

- **Attention is drawn to Note No-7 of notes forming part of Financials Statement**
Wherein the written down value of the asset as on 31st March 2023 as per Companies Act 2013 used for calculation of deferred tax and the actual written down value of the asset as on 31st March 2023 as stated in financials are different, furthermore carried forward business losses were considered beyond eight year which leads to excess creation of deferred tax in books by Rs 11,851.48 (Rs. in thousands).



- **Attention is drawn on Note No-14 and Note No-19 of notes forming part of Financials Statement**

During audit procedure we were unable to receive any balance confirmation of following items, hence we are unable to comment upon same:-

	Amount in Thousands
a- Trade Payable	Rs 31,900.00
b- Balance with statutory/Government Authorities	Rs 4,311.58
-Sales Tax Recoverable	Rs 1,650.54
- Cenvat Credit Receivable	Rs 2,218.07
- VAT Tax Credit Receivable	Rs 196.97
-Income Tax Refundable	Rs 146.00
-Advance Payment of Income Tax	Rs 100.00
Total	Rs 36,211.58

Other Matter Paragraph

- **Attention is drawn to Note No-11 of notes forming part of Financials Statement**

During our audit procedures we are unable to receive following bank account statements due to which we are unable to comment upon such balances :-

	Amount in Thousands
1. Canara Bank (A/c No-0353201000546)	Rs 6.03
2. Canara Bank	Rs 28.26
3. Canara Bank	Rs 69.57
4. Indian Bank (A/c No-731098903)	Rs 5.90
5. Indian Bank (A/c No- 731964577)	Rs 5.27
6. Oriental Bank (A/c No- 11701131000391)	Rs 15.00
7. State Bank of India	Rs 11.63
TOTAL	Rs 1,41.67

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the



accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, Statement of Change in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.



ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The Management has represented that to the best of its knowledge and belief no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other source or kind of funds) by the company to or in any other person or entities including foreign entities (intermediaries) with the understanding whether recorded in writing or otherwise that the intermediary shall -

- Directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or;
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiary.

(b) The Management has represented that to the best of its knowledge and belief no funds have been received by the company to or in any other person or entities including foreign entities ("funding parties") with the understanding whether recorded in writing or otherwise that the Company shall -

- Directly or indirectly lend or invest in other person or entities identified in any manner whatsoever (ultimate beneficiary) by or on behalf of the funding party or;
- provides any guarantee, security or the like from or on behalf of the ultimate beneficiary.

(c) Based on such audit procedure as considered reasonable and appropriate in the circumstances nothing has come to my notice that has caused me to believe that the representation under sub clause (a) & (b) above contain any material misstatement.

v) The Company has neither declared nor paid any dividend during the year.

vi) Proviso to Rule 3 (1) of Companies(Accounts) Rules, 2014 for maintaining books of accounts using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit & Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023

Place : KOLKATA
Dated, the 10th day of August, 2023
UDIN: 2550592954Y3AX5604

For P. D. RUNGTA & CO.
Chartered Accountants
Firm Regn. No. 001150C



Ritesh Shaw
RITESH KUMAR SHAW
Partner
C.A. Membership No. 305929

"Annexure-A" to Independent Auditors' Report

The Annexure referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report of even date to the financial statements of Nilachal Refractories Limited for the year ended on 31st March 2023.

- (i) (a) (A) The company has maintained proper record showing full particulars including quantitative details and situation of Property, Plant and Equipment :
- (B) The company has maintained proper records showing full particulars of intangible assets.
- (b) Property, Plant and Equipment have been physically verified by the management at reasonable intervals and no material discrepancies between the books records and physical property, plant and equipment have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- (d) During the year under Audit Company has not revalued its Property, Plant & Equipment or Intangible Asset therefore, the provisions of Clause (i)(d) of paragraph 3 of the said Order is not applicable to the Company.
- (e) Neither any proceedings have been initiated or any proceedings are pending against the company for holding any benami property under "Benami Transactions (Prohibition) Act ,1988 and rules made thereunder.
- ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion the coverage and the procedure of such verification by the management is appropriate. Discrepancies of 10% or more in the aggregate for each class of inventory were not noticed on such physical verification
- (b) During the year under audit Company has not been sanctioned working limits in excess of five crore rupees (at any point of time during the year), in aggregate, from banks or financial institutions on the basis of security of current assets.
- iii) According to the information and explanations given to us and as per the records of the Company examined by us, during the year the company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to any companies, firms, Limited Liability Partnerships or any other parties and therefore Clause (iii) of paragraph 3 is not applicable to the company.
- iv) According to the information and explanation given to us, the company has complied with requirements of section 185 and 186 in respect of loans, investments, guarantees or security made by it during the year under audit to the extent applicable.
- v) The Company has not accepted any deposits or amounts which are deemed to be deposits under the directives of the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder, where applicable. Accordingly, the provisions of clause 3(v) of the Order are not applicable.



- vi) To the best of our knowledge and belief, the Central Government of India has not specified the maintenance of cost records under sub-section (1) of Section 148 of the Act. Therefore, the provisions of Clause (vi) of paragraph 3 of the said Order is not applicable to the company.
- vii) a. According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been regular in depositing undisputed statutory dues including Goods and Services tax, income tax and any other statutory dues with appropriate authorities. According to information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at 31st March, 2023 for a period of more than six months from the date on when they become payable.
- b. According to the information and explanation given to us, and referring to audit report of F.Y. 2021-22 the outstanding dues of income-tax, goods and service tax, customs duty, cess and any other statutory dues on account of any dispute as on financial year ending 31st March 2022 were as follows. However during the year under audit we have not received any evidence to verify such dues.

Name of the statute	Nature of dues	Amount In Thousands	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Sales Tax	Sales Tax	7218	1999-2000 to 2001-02	Additional Commissioner of Sales Tax, Central Zone, Cuttack, Orissa (Sales Tax)	NIL
Entry Tax	Entry Tax	3380	2001-02	Additional Commissioner of Commercial Taxes, Range - II, Cuttack, Orissa (Entry Tax)	NIL
Entry Tax	Entry Tax	79	2002-03	Joint Commissioner of Commercial Tax, Angul Range, Angul, Orissa (Entry Tax)	NIL
Sales Tax	Sales Tax	2410	2002-03	Joint Commissioner of Commercial Tax, Angul Range, Angul, Orissa (Entry Tax)	NIL

- viii) According to the information and explanations given to us and from the records of the Company examined by us, no such transactions which were not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under Income Tax Act, 1961 (43 of 1961).



- (ix) (a). In our opinion, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b). Company is not declared willful defaulter by any bank or financial institution or other lender.
- (c). According to the information and explanation given to us, term loans were applied for the purpose for which the loans were obtained.
- (d). According to the information and explanation given to us, funds raised on short term basis have not been utilised for long term purposes.
- (e). According to the information and explanation given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f). According to the information and explanation given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provisions Clause (x) of paragraph 3 of the said Order is not applicable to the Company.
- (b). According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- (xi) (a). Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year, and therefore, the provisions of Clause (xi)(a) of paragraph 3 of the said Order is not applicable to the Company.
- (b). According to the information and explanation given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c). According to the information and explanation given to us, no whistle-blower complaints have been received during the year by the company.
- (xii) In our opinion and accordingly to information and explanations given to us the Company is not a Nidhi Company. Accordingly, provisions Clause (xii) of paragraph 3 of the said Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv)(a) According to the information and explanations given to us, the company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the reports of the Internal Auditors for the period under audit.
- (xv). According to the information and explanations given to us and based on examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, Clause (xv) of paragraph 3 of the Order is not applicable.



(xvi) (a) According to the information and explanations given to us and based on examination of the records of the Company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Therefore Clause (xvi) of paragraph 3 is not applicable to the company.

(b) According to the information and explanations given to us and based on examination of the records of the Company, the Company is not conducting any non-banking financial or housing financial activities. Therefore certificate of registration is not required to be obtained from the Reserve Bank of India.

(c) According to the information and explanations given to us and based on examination of the records of the Company, the Company is not a Core Investment Company (CIC). Therefore Clause (xvi) (c) & (d) of paragraph 3 is not applicable to the company.

(xvii) According to the information and explanations given to us and based on examination of the records of the Company, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year, and therefore, the provisions of Clause (xvii) of paragraph 3 of the said Order is not applicable to the Company.

Particulars	31 st March 2023 (Amount in Thousands)	31 st March 2022 (Amount in Thousands)
Loss before exceptional item & tax	12,512.48	6,034.09

(xviii) There has been resignation of the previous statutory auditor during the year for the audit of financial year 2022-2023 and onwards. There are no issues, objections or concerns raised by the outgoing auditors.

(xix) On the basis of the financial ratios disclosed in note to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) According to the information and explanations give to us and based on our examination of the records of the Company, the company is not liable to undertake activities under corporate social responsibility as per the provisions of section 135 of the Companies Act 2013. Therefore paragraph 3(xx) is not applicable to the company.



(xxi) According to the information and explanations given to us and based on examination of the records of the Company, the Company is not liable to prepare consolidated financial statements. Therefore paragraph 3(xxi) is not applicable to the company.

Place : KOLKATA
Dated, the 10th day of August, 2023
UDIN: 23305929B6YJAX3604



For P. D. RUNGTA & CO.
Chartered Accountants
Firm Regn. No. 001150C

Ritesh Shaw
RITESH KUMAR SHAW
Partner
C.A. Membership No. 305929

**ANNEXURE "B" TO THE INDEPENDENT AUDITORS' REPORT OF
NILACHAL REFRACTORIES LIMITED**

Report on Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the Act)

We have audited the internal financial controls over financial reporting of **NILACHAL REFRACTORIES LIMITED** (The Company) as of 31st March, 2023 in conjunction with our audit of the financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of the internal control stated in the Guidance Note on Audit or Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion of the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013 to the extent applicable to an audit of internal Financial Control. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statement whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes these policies and procedures that (1) pertain to the maintenance of records that in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion to the best of our information and according to the explanations given to us, the Company has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2023 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : KOLKATA
Dated, the 10th day of August, 2023
UDIN: 29305929B6YJAX3604



For P. D. RUNGTA & CO.
Chartered Accountants
Firm Regn. No. 001150C
Ritesh Shaw
RITESH KUMAR SHAW
Partner
C.A. Membership No. 305929

NILACHAL REFRACTORIES LTD

BALANCE SHEET

Particulars	Note No.	As At 31st March 2023 (Rs. In '000)	As At 31st March 2022 (Rs. In '000)	(Rs. In '000)	(Rs. In '000)
ASSETS					
(1) Non-current assets					
(a) Property, Plant and Equipment and Intangible assets	4	43,471.10		50,033.34	
(b) Capital work-in-progress	4	3,14,703.51		3,14,703.51	
(c) <u>Financial Assets</u>					
(i) Loans & Advances	5	134.97		134.97	
(ii) Security Deposits	6	<u>2,234.37</u>	2,369.34	<u>2,234.37</u>	2,369.34
(d) Deferred tax assets (net)	7		51,852.93		50,765.40
(e) Other non-current assets	8		61.89		61.89
(2) Current assets					
(a) Inventories	9		49,599.90		56,815.84
(b) <u>Financial Assets</u>					
(ii) Trade receivables	10	32,293.21		26,041.24	
(iii) Cash and cash equivalents	11	329.77		1,670.22	
(iv) Bank balances other than (iii) above	12	460.01		460.01	
(vi) Advances Recoverable in Cash or in Kind	13	<u>14.98</u>	33,097.98	<u>1,083.64</u>	29,255.11
(c) Other current assets	14		4,311.58		3,957.03
Total Assets			<u><u>4,99,468.22</u></u>		<u><u>5,07,961.46</u></u>
EQUITY AND LIABILITIES					
Equity					
(a) Equity Share capital	15		2,03,614.50		2,03,614.50
(b) Other Equity	16		(1,97,861.94)		(1,79,913.91)
Liabilities					
(1) Non-current liabilities					
(a) Preference Shares Capital	17		2,83,717.10		2,83,717.10
(b) Other non-current liabilities	18		1,924.25		1,944.25
(2) Current liabilities					
(a) <u>Financial Liabilities</u>					
(i) Borrowings	19	1,42,158.43		1,40,858.43	
(ii) Trade payables					
(a) Dues of small enterprises and microenterprises		-		-	
(b) Dues of creditors other than small enterprises and micro enterprises	20	31,900.94		30,060.21	
(iii) Other financial liabilities	21	<u>34,014.95</u>	2,08,074.31	<u>27,680.89</u>	1,98,599.52
(b) Other current liabilities			-		-
Total Equity and Liabilities			<u><u>4,99,468.22</u></u>		<u><u>5,07,961.46</u></u>
			-0.00		-0.00

See accompanying note nos. 4 to 28 forming part of the financial statements

As per our Report of even date

For and on behalf of the Board of Directors

For P. D. Rungta & Co.

Firm Registration No. 001150C
Chartered Accountants

Niraj Jalan
Director
DIN : 00551970

Vimal Prakash
Director
DIN : 00174915

(Ritesh Kumar Shaw)

(Partner)
(M. No. 305929)

Place: Kolkata
Date : 30th May 2023

Bikas Kumar Nayak
CFO

Sanjib Singh
Company Secretary
M.No. 67936

NILACHAL REFRACTORIES LTD

STATEMENT OF PROFIT AND LOSS

Particulars	Note No.	For the Year Ended	For the Year Ended
		31st March 2023	31st March 2022
		(Rs. In '000)	(Rs. In '000)
I Revenue From Operations	22	10,583.65	19,801.97
II Other Income	23	335.62	363.72
III Total Income (I+II)		<u>10,919.27</u>	<u>20,165.69</u>
IV EXPENSES			
Cost of materials consumed	24	3,630.23	3,513.20
Changes in inventories of finished goods, Stock-in-Trade and work-in-progress	25	1,695.80	4,996.42
Employee benefits expense	26	1,982.89	2,019.64
Depreciation and amortization expense	4	6,523.08	6,854.19
Other expenses	27	16,122.84	15,670.52
Total expenses (IV)		<u>29,954.83</u>	<u>33,053.97</u>
V Profit/(loss) before exceptional items and tax (I- IV)		(19,035.56)	(12,888.28)
VI Exceptional Items		-	-
VII Profit/(loss) before tax (V-VI)		(19,035.56)	(12,888.28)
VIII Tax expense:			
Deferred tax		(1,087.53)	3,707.28
IX Profit (Loss) for the period from continuing operations (VII-		(17,948.03)	(16,595.56)
X Profit/(loss) from discontinued operations		-	-
XI Tax expense of discontinued operations		-	-
XII Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII Profit/(loss) for the period (IX+XII)		(17,948.03)	(16,595.56)
XIV Other Comprehensive Income		-	-
A (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XV Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		(17,948.03)	(16,595.56)
XVI Earnings per equity share (for continuing			
(1) Basic & Diluted		(0.88)	(0.82)

See accompanying note nos. 4 to 28 forming part of the financial statements

As per our Report of even date

For and on behalf of the Board of Directors

For P. D. Rungta & Co.

Firm Registration No. 001150C

Chartered Accountants

(Ritesh Kumar Shaw)

(Partner)

(M. No. 305929)

Place: Kolkata

Date : 30th May 2023

Niraj Jalan
Director
DIN : 00551970

Vimal Prakash
Director
DIN : 00174915

Bikas Kumar Nayak
CFO

Sanjib Singh
Company Secretary
M.No. 67936

NILACHAL REFRACTORIES LTD

Cash Flow Statement for the Year Ended March 31, 2023

	31-Mar-23 (Rs. In '000)	31-Mar-22 (Rs. In '000)
A Cash flow from operating activities		
Profit/(loss) before tax	(19,035.56)	(12,888.28)
Adjusted for :-		
- Depreciation and amortisation expense	6,523.08	6,854.19
- Interest income	(81.17)	(120.21)
- Profit on Sales of Fixed Assets	(249.91)	-
- Finance cost	-	-
	(12,843.56)	(6,154.31)
Operating profit/(loss) before working capital changes		
Adjusted for :		
- (Increase)/Decrease in trade receivables	(5,183.31)	(6,384.19)
- (Increase)/Decrease in inventories	7,215.94	5,498.30
- (Increase)/Decrease in other assets	(356.25)	1,236.13
- Increase/(Decrease) in trade payables	1,840.73	3,273.48
- Increase/(Decrease) in other liabilities	6,314.06	5,778.99
	(3,012.38)	3,248.41
Cash generated from operations		
Net Income taxes (paid) / refunds	1.70	17.59
Net cash from operating activities	(3,010.68)	3,266.00
B Cash flow from investing activities		
Capital expenditure on property, plant and equipments including capital advances	(10.93)	(58.00)
Sale of property, plant and equipments	300.00	-
Interest received	81.17	120.21
Interest Paid	-	-
Net cash used in investing activities	370.24	62.21
C Cash flow from financing activities		
Repayment of short-term borrowings	1,300.00	(2,150.00)
Interest and finance charges paid	-	-
Net cash used in financing activities	1,300.00	(2,150.00)
Net (decrease) / increase in cash and cash equivalents	(1,340.44)	1,178.21
Cash and cash equivalents as at the beginning of the year	2,130.23	952.02
Cash and cash equivalents as at the end of the year	789.79	2,130.23
	0.00	0.00

See accompanying note nos. 4 to 30 forming part of the financial statements

As per our Report of even date

For and on behalf of the Board of Directors

For P. D. Rungta & Co.

Firm Registration No. 001150C

Chartered Accountants

Niraj Jalan

Director

DIN : 00551970

Vimal Prakash

Director

DIN : 00174915

(Ritesh Kumar Shaw)

(Partner)

(M. No. 305929)

Place: Kolkata

Date : 30th May 2023

Bikas Kumar Nayak
CFO

Sanjib Singh
Company Secretary
M.No. 67936

Nilachal Refractories Ltd

SIGNIFICANT ACCOUNTING POLICIES

1. Reporting entity

Nilachal Refractories Ltd (the 'Company') is an Indian Company and its registered office situated at P-598/599 Lewis Road, Kedarnath Apartment, Mahabir Nagar Bhubaneswar 751002 Odisha. The Company has been incorporated under the provisions of Indian Companies Act and its equity shares are listed on the Bombay Stock Exchange (BSE) and Calcutta Stock Exchange Association (CSE) in India. The Company is primarily engaged in the business of Refractories items.

2. Basis of preparation

A Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act

The financial statements up to and for the year ended 31 March 2017 were prepared in accordance with the Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act

As these are the Company's first standalone financial statements prepared in accordance with Indian Accounting Standards (Ind AS), Ind AS 101, First-time Adoption of Indian Accounting Standards has been applied. An explanation of how the transition to Ind AS has affected the previously reported financial position, financial performance is provided in Notes

Details of the Company's accounting policies are included in Note 3.

B Functional and presentation currency

These standalone financial statements are presented in Indian Rupees, which is also the Company's functional currency. All amounts have been rounded-off to the nearest rupee, unless otherwise indicated.

C Use of Estimates and Judgments

The preparation of the financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented.

3. Significant Accounting Policies

Revenue recognition

- a) Sales are inclusive of excise duty. Bonus claims, linked to operating efficiency of products, are recognized upon crystallization.
- b) Export Incentive under the Duty Entitlement Pass Book Scheme are recognized on the basis of credits afforded in the pass book.

Claims :-

Claims of the Company towards loss, damage and escalation are accounted when there is a certainty that the claim is realizable

Valuation of Inventories :-

Raw materials, semi finished products and goods-in-process are valued at cost. Finished products are carried at lower of cost and net realizable value. Stores and spares are carried at cost. Cost for the purpose of valuation is generally ascertained on weighted average basis.

Fixed Assets :-

Fixed assets are valued at original cost of acquisition including taxes, duties, freight and other incidental expenses relating to acquisition and installation. Net Changes on foreign exchanges contracts and adjustments arising from exchange rate variations attributable to the fixed assets are capitalized.

Transition to Ind AS :- On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as on 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual value using straight line

method over the useful lives of assets and in the manner specified in schedule II of the Companies Act, 2013. Depreciation is calculated on pro-rata basis on additions and deletions of fixed assets during the year.

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any.

Foreign Currency :-

Transactions in foreign currency are accounted for at the prevailing rate on the transaction date. The year end balances in foreign currency are re-stated at the closing rate and the resultant difference is carried to Profit & Loss Account.

Borrowing Cost :-

The borrowing costs those are directly attributable to the acquisition, construction or production of a qualifying assets are capitalized.

Research and Development Expenditure :-

Revenue expenditure on Research and Development is charged out in the year in which it is incurred. Expenditure, which results in creation of assets, is included in fixed assets and depreciation is provided on such assets are applicable.

Intangible Assets :-

Expenditure incurred is treated in accordance with the provisions of Accounting Standard-26 "Intangible Assets" issued by the ICAI.

Basis of Preparation of Financial Statements :-

(i) The financial statements are prepared under the historical cost convention, except for certain fixed assets which are revalued, in accordance with generally accepted accounting principles in India and the provisions of the Companies Act, 2013.

(ii) The Company generally follows the mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

Use of Estimates :-

The preparation of financial statements requires estimates and assumption to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

Provision, Contingent Liabilities and Contingent Assets :-

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

Retirement Benefits :-

(a) Contribution towards Provident Fund is being charged to revenue on accrual basis and is deposited to regional office of the concerned authority

(b) Provision for gratuity has been made on the method as prescribed in the respective act.

(c) Provision has been made for accrued leave salary due to the employees, computed with reference to un-availed leave of the employee at the year end.

Deferred Tax :-

Provision for Tax is made for current and deferred taxes. Current taxes is provided on the taxable income using applicable tax rates and tax laws. Deferred Tax Assets and Liabilities arising on account of timing differential and which are capable of reversal in subsequent periods are recognized using the Tax rates and Tax Laws that have been enacted or substantively enacted till the date of the Balance Sheet. Deferred Tax Assets are not recognized unless there is "Virtual Certainty" that Sufficient future taxable income will be available against which such Deferred Tax Assets will be realized.

Impairment of Assets :-

The carrying amount of assets are reviewed at each balance sheet date, if there is an Indication of impairment based on the internal and external factors.

Property, Plant and Equipments

Note – 4

(Rs. In '000)

1	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	As at 1st April 2022	Additions during the year	Sales/ Adjustment during the year	As at 31st March 2023	As at 31st March 2022	Provided during the year	Deduction Sales Adjustment	As at 31st March 2023	Net Value of Assets as at 31-Mar-23	Net Value of Assets as at 31-Mar-22
TANGIBLE ASSETS										
LAND (Freehold)	1,846.85	-	-	1,846.85	-	-	-	-	1,846.85	1,846.85
LAND (Leasehold) *	128.12	-	-	128.12	-	-	-	-	128.12	128.12
BUILDINGS	20,619.70	-	-	20,619.70	11,666.42	310.97	-	11,977.38	8,642.32	8,953.28
PLANT & MACHINERIES	1,53,449.61	10.93	-	1,53,460.54	1,14,975.34	6,126.65	-	1,21,101.98	32,358.56	38,474.28
FURNITURE & FITTINGS	6,117.13	-	-	6,117.13	5,751.49	59.28	-	5,810.77	306.36	365.63
VEHICLES	4,779.79	-	1,001.86	3,777.93	4,514.61	26.19	951.77	3,589.03	188.89	265.18
TOTAL	1,86,941.19	10.93	1,001.86	1,85,950.26	1,36,907.86	6,523.08	951.77	1,42,479.17	43,471.10	50,033.34
Capital Work in Progress	3,14,703.51	-	-	3,14,703.51	-	-	-	-	3,14,703.51	3,14,703.51
Grand Total	5,01,644.70	10.93	1,001.86	5,00,653.77	1,36,907.86	6,523.08	951.77	1,42,479.17	3,58,174.61	3,64,736.85

* - Note :- The Leasehold land was acquired in 1980 for a term of 99 years

2	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	As at 1st April 2021	Additions during the year	Sales/ Adjustment during the year	As at 31st March 2022	As at 31st March 2021	Provided during the year	Deduction Sales Adjustment	As at 31st March 2022	Net Value of Assets as at 31-Mar-22	Net Value of Assets as at 31-Mar-21
TANGIBLE ASSETS										
LAND (Freehold)	1,846.85	-	-	1,846.85	-	-	-	-	1,846.85	1,846.85
LAND (Leasehold) *	128.12	-	-	128.12	-	-	-	-	128.12	128.12
BUILDINGS	20,619.70	-	-	20,619.70	11,355.45	310.97	-	11,666.42	8,953.28	9,264.25
PLANT & MACHINERIES	1,53,391.61	58.00	-	1,53,449.61	1,08,488.64	6,486.70	-	1,14,975.34	38,474.28	44,902.97
FURNITURE & FITTINGS	6,117.13	-	-	6,117.13	5,744.04	7.46	-	5,751.49	365.63	373.09
VEHICLES	4,779.79	-	-	4,779.79	4,465.54	49.07	-	4,514.61	265.18	314.24
TOTAL	1,86,883.19	58.00	-	1,86,941.19	1,30,053.67	6,854.19	-	1,36,907.86	50,033.34	56,829.52
Capital Work in Progress	3,14,703.51	-	-	3,14,703.51	-	-	-	-	3,14,703.51	3,14,703.51
Grand Total	5,01,586.70	58.00	-	5,01,644.70	1,30,053.67	6,854.19	-	1,36,907.86	3,64,736.85	3,71,533.04

* - Note :- The Leasehold land was acquired in 1980 for a term of 99 years

3. Capital work-in-progress ageing

Ageing for capital work-in-progress as at March 31, 2023 :-

Ageing for capital work-in-progress as at March 31, 2022 :-

Capital work-in-progress	Amount in capital work-in-progress for a period of				Total	Amount in capital work-in-progress for a period of				Total
	Less than 1 year	1 - 2years	2 - 3years	More than 3 years		Less than 1 year	1 - 2years	2 - 3years	More than 3 years	
Projects in progress	-	-	-	3,14,703.51	3,14,703.51	-	-	-	3,14,703.51	3,14,703.51
Total	-	-	-	3,14,703.51	3,14,703.51	-	-	-	3,14,703.51	3,14,703.51

NILACHAL REFRACTORIES LTD

NOTES TO ACCOUNTS

	<u>As At 31.03.2023</u>		<u>As At 31.03.2022</u>	
	<u>(Rs. In '000)</u>	<u>(Rs. In '000)</u>	<u>(Rs. In '000)</u>	<u>(Rs. In '000)</u>
Notes No. 5				
Long Term Loans & advances				
(Unsecured, Considered good)				
<u>Advances recoverable in cash or kind</u>				
Considered Good	134.97		134.97	
Considered Doubtful	-	134.97	-	134.97
	-	134.97	-	134.97
Notes No. 6				
Security Deposits				
(Unsecured, Considered good)		2,234.37		2,234.37
Notes No. 7				
Recognised deferred tax assets and liabilities				
Deferred tax assets and liabilities are attributable to the following :-				
Deferred tax Asset				
Tax impact on difference between book value of depreciable assets and written down value for tax purposes		57,827.16		57,579.15
Deferred tax Liability		5,974.23		6,813.75
Tax impact of expenses charged to statement of profit & loss but allowance under tax laws deferred				
Net Deferred Tax Assets		51,852.93		50,765.40
Notes No. 8				
Other Non-Current Assets				
Compensation on Land Acquired		61.89		61.89
		61.89		61.89
Note :- Government of Orissa had acquired 8.73 acres of unutilized portion of land of the Company for which the cost of the land has been proportionately reduced. Since the Government had not intimated the acquisition compensation of the land, deficit will be recognized in revenue on receipt of such intimation from the Government. It was found out that the relevant department of the Government of Orissa has still not recorded the acquisition in their record.				
Notes No. 9				
Inventories				
(As taken, valued and certified by the management)				
Stock of Stores and Spare Parts (At Cost)		2,804.30		2,836.22
Stock of Packing Material (At Cost)		2,004.80		1,963.97
Stock of By Products (At Net Relisable Value)		140.59		140.59
Stock of Raw Material (At Cost)		7,316.91		12,845.96
Stock of Finished Goods (At Lower of Cost or Net Realisable Value)		29,970.36		32,188.69
Stock of Work in Progress (At Cost)				
Refractories Brick		7,362.93		6,840.40
		49,599.90		56,815.84

NILACHAL REFRACTORIES LTD

NOTES TO ACCOUNTS

	As At 31.03.2023		As At 31.03.2022	
	(Rs. In '000)	(Rs. In '000)	(Rs. In '000)	(Rs. In '000)
Notes No. - 10				
Trade Receivables				
(Unsecured, Considered good)				
Outstanding for a period exceeding six months	33,295.75		27,043.78	
Less: Provision for doubtful receivables	(1,002.54)	32,293.21	(1,002.54)	26,041.24
		<u>32,293.21</u>		<u>26,041.24</u>

Ageing for trade receivables – current outstanding as at March 31, 2023

	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
<u>Undisputed trade receivables –</u>						
Considered good	2,557.44	4,356.76	15,693.81	-	9,685.21	32,293.21
Considered doubtful						-
<u>Disputed Trade Receivables</u>						
Considered good						-
Considered doubtful	-	-	-	-	1,002.54	1,002.54
	<u>2,557.44</u>	<u>4,356.76</u>	<u>15,693.81</u>	<u>-</u>	<u>10,687.74</u>	<u>33,295.75</u>
<i>Less: Provision for doubtful receivables</i>					<u>1,002.54</u>	<u>1,002.54</u>
	<u>2,557.44</u>	<u>4,356.76</u>	<u>15,693.81</u>	<u>-</u>	<u>9,685.21</u>	<u>32,293.21</u>

Ageing for trade receivables – current outstanding as at March 31, 2022

	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
<u>Undisputed trade receivables –</u>						
Considered good	3,540.53	12,725.28	-	9.44	9,757.55	26,041.24
Considered doubtful	-	-	-	-	-	-
<u>Disputed Trade Receivables</u>						
Considered good	-	-	-	-	-	-
Considered doubtful	-	-	-	-	1,002.54	1,002.54
	<u>3,540.53</u>	<u>12,725.28</u>	<u>-</u>	<u>9.44</u>	<u>10,760.09</u>	<u>27,043.78</u>
<i>Less: Provision for doubtful receivables</i>					<u>1,002.54</u>	<u>1,002.54</u>
	<u>3,540.53</u>	<u>12,725.28</u>	<u>-</u>	<u>9.44</u>	<u>9,757.55</u>	<u>26,041.24</u>

Note:- Private companies in which any director is a director or member: Trade receivables outstanding for a period exceeding six months from the date they were due for payment :- Jekay International Track (P) Ltd. Rs. 2,87,163/- (Previous year Rs. 2,87,163/-)

Notes No. - 11

Cash and Cash Equivalents

Cash in hand		1.62	17.89
Balances with banks			
- in current accounts	328.16		1,652.32
- in debit Balance in Cash Credit A/c	-	328.16	-
	<u>328.16</u>	<u>328.16</u>	<u>1,652.32</u>

NILACHAL REFRACTORIES LTD

NOTES TO ACCOUNTS

	<u>As At 31.03.2023</u>		<u>As At 31.03.2022</u>	
	<u>(Rs. In '000)</u>	<u>(Rs. In '000)</u>	<u>(Rs. In '000)</u>	<u>(Rs. In '000)</u>
		<u>329.77</u>		<u>1,670.22</u>
Notes No. - 12				
Others bank Balances				
- in deposit account	<u>460.01</u>	460.01	<u>460.01</u>	460.01
		<u>460.01</u>		<u>460.01</u>

Notes :- Balances with banks include deposits amounting to Rs 3,44,652/- as margin monies.

Notes No. - 13				
Advances Recoverable in Cash or in Kind (Unsecured, Considered good)				
Advances Recoverable in Cash or in Kind		12.50		1,011.44
Loans and advances to employees	2.48		72.20	
Less : Provision for doubtful advances	<u>-</u>	2.48	<u>-</u>	72.20
		<u>14.98</u>		<u>1,083.64</u>

Notes No. - 14				
Other current assets				
<u>Balance with statutory / government authorities</u>				
(i) Sales Tax Recoverable	1,650.54		1,443.84	
(ii) Cenvat credit receivable	2,218.07		2,068.52	
(iii) VAT tax credit receivable	196.97		196.97	
(iv) Income Tax Refundable	146.00		146.00	
(v) Advance Payment of Income Tax	<u>100.00</u>	4,311.58	<u>101.70</u>	3,957.03

Notes :-

Sales Tax Recoverable include amount of Rs 6.53 lacs (Previous year Rs 6.53 Lacs) collected by Sales Tax authorities against demand not acknowledged by the Company.

NILACHAL REFRACTORIES LTD

NOTES TO ACCOUNTS

Notes No. 15

SHARE CAPITAL

	As At 31-03-2023		As At 31-03-2022	
	Nos.	(Rs. In '000)	Nos.	(Rs. In '000)
(a) Capital Structure				
<u>Authorised</u>				
Equity Shares of Rs.10/- each	20400000	2,04,000.00	20400000	2,04,000.00
<u>Issued</u>				
Equity Shares of Rs.10/- each	20400000	2,04,000.00	20400000	2,04,000.00
<u>Subscribed & Paid up</u>				
Equity Shares of Rs.10/- each fully paid up	20361450	2,03,614.50	20361450	2,03,614.50
(b) Share Capital Reconciliation				
Equity Shares				
At the beginning of the period	20400000	2,04,000.00	20400000	2,04,000.00
Issued during the period	-	-	-	-
Outstanding at the end of the period	20400000	2,04,000.00	20400000	2,04,000.00

(c) The rights, preference and restrictions including restrictions on the distribution of dividends and the repayment of capital :-

The Company have two class of shares i.e. Equity & Preference carrying a nominal value of Rs 10 each and Rs 100 each respectively. Each holder of equity Shares is entitled to one vote per share. The Company shall declare and pay dividend in Indian Rupees. When the company have distributable profit, the company shall propose dividend, subject to the approval of shareholders in annual general meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. Also the preference shares shall be redeemed only when the company have distributable profits which would otherwise be available for dividend or out of proceeds of fresh issue of shares made for the purpose of redemption, hence for the year under review the shares shall not be redeemed

(d) Details of shares held by shareholders holding more than 5% of the aggregate Equity shares in the Company

Shareholder's Name	As on 31.03.2023		As on 31.03.2022	
	Nos.	% of Holding	Nos.	% of Holding
Unimark International Pvt.Ltd	57,69,086	28.33%	57,69,086	28.33%
Season Trading & Investment Pvt.Ltd	15,00,000	7.37%	15,00,000	7.37%
Sushil Kumar Agarwal	12,18,000	5.98%	12,18,000	5.98%
Vijay Kumar Agarwal	12,18,000	5.98%	12,18,000	5.98%
Eynthia Tie-up Pvt.Ltd	17,00,000	8.35%	17,00,000	8.35%

NOTES TO ACCOUNTS

Notes No. 15 contd..

(d) Disclosure of Shareholding of Promoters

Disclosure of shareholding of promoters as at March 31, 2023 is as follows

Promoters' Name	Shares held by promoters				% Change during the year
	As at March 31, 2023		As at March 31, 2022		
	No. of shares	% of total shares	No. of shares	% of total shares	
Raj Rani Agarwal	6,81,823	3.35	6,81,823	3.35	-
Madhu Agarwal	3,19,250	1.57	3,19,250	1.57	-
Aditi Jalan	2,40,000	1.18	2,40,000	1.18	-
Bela Jalan	1,65,000	0.81	1,65,000	0.81	-
Nidhi Jalan	1,65,000	0.81	1,65,000	0.81	-
Bela Jalan Trust	1,50,000	0.74	1,50,000	0.74	-
Parwati Devi Jalan	1,40,000	0.69	1,40,000	0.69	-
Pankaj Jalan	3,67,000	1.8	3,67,000	1.8	-
Piyush Jalan	6,65,000	3.27	6,65,000	3.27	-
Bhagwati Prasad Jalan	5,50,584	2.7	5,50,584	2.7	-
Bhagwati Prasad Jalan And Sons	75,000	0.37	75,000	0.37	-
D P Jalan & Other HUF	75,000	0.37	75,000	0.37	-
Pankaj Jalan & Others HUF	75,000	0.37	75,000	0.37	-
Niraj Jalan	6,40,000	3.14	6,40,000	3.14	-
Niraj Jalan & Others HUF	50,000	0.25	50,000	0.25	-
Vimal Prakash HUF	3,62,500	1.78	3,62,500	1.78	-
Alok Prakash HUF	62,500	0.31	62,500	0.31	-
Kamal Prakash HUF	3,62,500	1.78	3,62,500	1.78	-
Anubhuti Prakash	3,19,250	1.57	3,19,250	1.57	-
Anupama Prakash	19,250	0.09	19,250	0.09	-
Ishika Jalan	44,000	0.22	44,000	0.22	-
Aarav Jalan	44,000	0.22	44,000	0.22	-

Disclosure of shareholding of promoters as at March 31, 2022 is as follows

Promoters' Name	Shares held by promoters				% Change during the year
	As at March 31, 2022		As at March 31, 2021		
	No. of shares	% of total shares	No. of shares	% of total shares	
Raj Rani Agarwal	6,81,823	3.35	6,81,823	3.35	-
Madhu Agarwal	3,19,250	1.57	3,19,250	1.57	-
Aditi Jalan	2,40,000	1.18	2,40,000	1.18	-
Bela Jalan	1,65,000	0.81	1,65,000	0.81	-
Nidhi Jalan	1,65,000	0.81	1,65,000	0.81	-
Bela Jalan Trust	1,50,000	0.74	1,50,000	0.74	-
Parwati Devi Jalan	1,40,000	0.69	1,40,000	0.69	-
Pankaj Jalan	3,67,000	1.8	3,67,000	1.8	-
Piyush Jalan	6,65,000	3.27	6,65,000	3.27	-
Bhagwati Prasad Jalan	5,50,584	2.7	5,50,584	2.7	-
Bhagwati Prasad Jalan And Sons	75,000	0.37	75,000	0.37	-
D P Jalan & Other HUF	75,000	0.37	75,000	0.37	-
Pankaj Jalan & Others HUF	75,000	0.37	75,000	0.37	-
Niraj Jalan	6,40,000	3.14	6,40,000	3.14	-
Niraj Jalan & Others HUF	50,000	0.25	50,000	0.25	-
Vimal Prakash HUF	3,62,500	1.78	3,62,500	1.78	-
Alok Prakash HUF	62,500	0.31	62,500	0.31	-
Kamal Prakash HUF	3,62,500	1.78	3,62,500	1.78	-
Anubhuti Prakash	3,19,250	1.57	3,19,250	1.57	-
Anupama Prakash	19,250	0.09	19,250	0.09	-
Ishika Jalan	44,000	0.22	44,000	0.22	-
Aarav Jalan	44,000	0.22	44,000	0.22	-

NILACHAL REFRACTORIES LTD

STATEMENT OF CHANGES IN EQUITY

Note No. 16

A. Equity Share Capital

Balance at the beginning of the reporting period	Changes in equity share capital during the year	Balance at the end of the reporting period
20,40,00,000	-	20,40,00,000

B. Other Equity

(Rs. In '000)

	Reserves and Surplus				Equity Instruments through Other Comprehensive Income	Total
	Capital Reserve / Central Subsidy	Securities Premium Reserve	Share Forfeiture Money (38550 Equity Shares)	Retained Earnings		
Balance as at 01.04.2021	1,500.00	1,35,000.00	120.13	-2,99,938.48	-	-1,63,318.35
Changes in accounting policy or prior period errors						-
Restated balance at the beginning of the reporting period						-
Transfer From retained earnings			-			-
Total Comprehensive Income for the year						-
Net profit after tax for the year				(16,595.56)		(16,595.56)
Dividends				-		-
Dividend Distribution Tax				-		-
Transfer to General Reserve				-		-
Others						-
Balance as at 31.03.2022	1,500.00	1,35,000.00	120.13	(3,16,534.04)	-	(1,79,913.91)

	Reserves and Surplus				Equity Instruments through Other Comprehensive Income	Total
	Capital Reserve / Central Subsidy	Securities Premium Reserve	Share Forfeiture Money (38550 Equity Shares)	Retained Earnings		
Balance as at 01.04.2022	1,500.00	1,35,000.00	120.13	(3,16,534.04)	-	(1,79,913.91)
Changes in accounting policy or prior period errors				-		-
Restated balance at the beginning of the reporting period						-
Transfer From retained earnings			-			-
Total Comprehensive Income for the year						-
Net profit after tax for the year				(17,948.03)		(17,948.03)
Dividends				-		-
Dividend Distribution Tax				-		-
Transfer to General Reserve				-		-
Others						-
Balance as at 31.03.2023	1,500.00	1,35,000.00	120.13	(3,34,482.07)	-	(1,97,861.94)

NILACHAL REFRACTORIES LTD

NOTES TO ACCOUNTS

Notes | 17

Ors Fin.Liabilities (Preference Shares)

Redeemable Cumulative Preference Shares

11% Redeemable Cumulative Preference Shares

Rs. 100/- each fully paid up

As At 31.03.2023			As At 31.03.2022		
Nos.	(Rs. In '000)		Nos.	(Rs. In '000)	
14,980	1,498.00		14,980	1,498.00	
28,22,191	2,82,219.10		28,22,191	2,82,219.10	
		2,83,717.10			2,83,717.10

0% Redeemable Preference Shares of Rs. 100/-
each fully paid up

The rights, preference and restrictions including restrictions on the distribution of dividends and the repayment of capital :-

The Company have two class of shares i.e. Equity & Preference carrying a nominal value of Rs 10 each and Rs 100 each respectively. Each holder of equity Shares is entitled to one vote per share. The Company shall declare and pay dividend in Indian Rupees. When the company have distributable profit, the company shall propose dividend, subject to the approval of shareholders in annual general meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. Also the preference shares shall be redeemed only when the company have distributable profits which would otherwise be available for dividend or out of proceeds of fresh issue of shares made for the purpose of redemption, hence for the year under review the shares shall not be redeemed

11% Redeemable Cumulative Preference shares were redeemable before September 1995 by giving six months notice by such redemption to the holders thereof. However, as per the terms of the Sanctioned Rehabilitation Scheme, the preference Shares are to be continued with roll over option for another 5 years and no interest is payable during such rehabilitation period. Accordingly, no provision for any interest has been made during the year. Due to non-availability of profit, no provision has been made for payment of dividend to the Preference Shareholders; cumulative from the date of allotment i.e 20th September 1980 upto the due date of redemption amounting to Rs 41.60 Lacs or the dividend payable thereafter. Further 0% Redeemable Preference Shares shall be subject to redemption when the Company has distributable profit. Hence, for the year under review the Shares shall not be redeemed

Issue of Shares :- 9,00,000 0% Redeemable Preference Share of Rs. 100/- at par has been issued and allotted by the Company by conversion of unsecured Loans during the financial year ended on 31st March 2017. The Preference Shares shall from the date of allotment rank pari-passu in all respects with all other preference shares of similar category in the Company then on issue. The Preference shares shall be redeemed before the expiry of 20 years when the company has distributable profits and upon mutual consent of the allottees and company with an option to redeem at the sole discretion of the company at any time after the expiry of thirty six month from the date of the allotment, at par or at a premium out of the distributable profits of the company.

NILACHAL REFRACTORIES LTD

NOTES TO ACCOUNTS

Notes No. 18	For the year 2022-23		For the year 2021-22	
	(Rs. In '000)	(Rs. In '000)	(Rs. In '000)	(Rs. In '000)
Other Long Term Liabilities				
Trade / Security Deposits	100.87		100.87	
Provision on Leave encashment & Gratuity Payable	1,823.38	1,924.25	1,843.38	1,944.25

Notes No. 19	For the year 2022-23		For the year 2021-22	
	(Rs. In '000)	(Rs. In '000)	(Rs. In '000)	(Rs. In '000)
Short Term Borrowings				
<u>Unsecured Loans</u>				
Loan Repayable on Demand from Related Parties		1,42,158.43		1,40,858.43
Notes :-				
Unsecured Loans are repayable on Demand				

Notes No. 20	For the year 2022-23		For the year 2021-22	
	(Rs. In '000)	(Rs. In '000)	(Rs. In '000)	(Rs. In '000)
Trade payables				
<u>Trade payables :-</u>				
Other than acceptances Micro, Small and Medium Enterprises others		31,900.94		30,060.21

Ageing for trade receivables – current outstanding as at March 31, 2023

	Outstanding for following periods from due date of payment				Total
	Less than - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
<u>Trade payables</u>					
MSME*	-	-	-	-	-
Others	5,319	4,208.56	2,327.82	19,125.07	30,980.93
Disputed dues - MSME*	-	-	-	-	-
Disputed dues - Others	-	-	-	920.01	920.01
	5,319	4,208.56	2,327.82	20,045.08	31,900.94

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

Ageing for trade receivables – current outstanding as at March 31, 2022

	Outstanding for following periods from due date of payment				Total
	Less than - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
<u>Trade payables</u>					
MSME*	-	-	-	-	-
Others	6,734	2,799.40	212.34	19,394.09	29,140.20
Disputed dues - MSME*	-	-	-	-	-
Disputed dues - Others	-	-	-	920.01	920.01
	6,734	2,799.40	212.34	20,314.10	30,060.21

*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.

Notes No. 21	For the year 2022-23		For the year 2021-22	
	(Rs. In '000)	(Rs. In '000)	(Rs. In '000)	(Rs. In '000)
Other Financial Liabilities				
Statutory remittances		1,107.31		1,170.86
Advance against Sales		1,800.00		1,800.00
Advance from customers		31,107.64	34,014.95	24,710.03
				27,680.89

Notes No 22	For the year 2022-23		For the year 2021-22	
	(Rs. In '000)	(Rs. In '000)	(Rs. In '000)	(Rs. In '000)
Revenue from operations				
Sale of Products				
Refractory Bricks		8,300.69		19,801.97
Castables & Monolithic		-	8,300.69	-
Others		-	-	-
Raw Materials		2,282.96		-
		10,583.65		19,801.97
Other Operating Revenue				
Sales of Scrap		-		-
		10,583.65		19,801.97

NILACHAL REFRACTORIES LTD

NOTES TO ACCOUNTS

Notes	23	For the year		For the year	
		2022-23		2021-22	
		(Rs. In '000)	(Rs. In '000)	(Rs. In '000)	(Rs. In '000)
	Other Income				
	Interest Income				
	Interest (Gross)	80.80		115.04	
	Interest on IT Refunds	0.37	81.17	5.17	120.21
	Other Non Operative Income	-		-	
	Liabilities / Provisions Written Back	-		3.20	
	Sundry Balances Written Off	4.55		-	
	Misc. Income - Insurance Claims Received	-		65.11	
	Misc. Income - Others	-		170.00	
	R/off	-0.00		0.01	
	Profit on Sales of Fixed Assets	249.91		-	
	Exchange Fluctuation	-		1.05	
	Discount Received	-	254.45	4.15	243.51
			<u>335.62</u>		<u>363.72</u>
	Notes 24				
	Cost of Material Consumed				
	Opening Stock	12,845.96		13,316.32	
	Purchases	1,428.87		3,270.34	
		<u>14,274.83</u>		<u>16,586.66</u>	
	Less: Cost of Material Sold	3,327.68	10,947.15	227.50	16,359.16
	Closing Stock		7,316.91		12,845.96
	Cost of Material Consumed		<u>3,630.23</u>		<u>3,513.20</u>
	Notes 25				
	Changes in inventories of finished goods, work-in-progress and stock-in-trade				
	<u>Inventories at the end of the year :-</u>				
	Finished goods	29,970.36		32,188.69	
	Work-in-progress	7,362.93		6,840.40	
	By-Products	140.59	37,473.88	140.59	39,169.69
	<u>Inventories at the Beginning of the year :-</u>				
	Finished goods	32,188.69		34,556.15	
	Work-in-progress	6,840.40		9,469.37	
	By-Products	140.59	39,169.69	140.59	44,166.11
			<u>1,695.80</u>		<u>4,996.42</u>
	Notes 26				
	Employee Benefits Expenses				
	Salaries ,Wages and other allowances		1,873.11		1,849.02
	Contribution to provident and other funds		56.88		66.20
	Staff welfare expenses		52.89		104.43
			<u>1,982.89</u>		<u>2,019.64</u>

NILACHAL REFRACTORIES LTD

NOTES TO ACCOUNTS

	For the year 2022-23		For the year 2021-22	
	(Rs. In '000)	(Rs. In '000)	(Rs. In '000)	(Rs. In '000)
	Notes 27			
Other Expenses				
Cost of Material Sold		3,327.68		227.50
Consumptions of Packing Materials		263.79		821.37
Consumptions of Stores & Spares		31.93		25.62
Electricity and Power		1,871.09		1,803.02
Manufacturing Expenses		504.86		709.02
Repairs & Maintenance :				
To Plant & Machinery	279.83		1,195.87	
To Building	65.78		5.78	
To Others	1,043.45	1,389.06	571.80	1,773.45
Carriage outward		480.90		593.00
Advertisement & Publicity		7.80		25.80
Rent		2,238.75		3,928.44
Bank Charges		2.09		15.46
Rates & Taxes		2.50		2.50
OST		-		-
Settlemet of Cenvat Under SVLDRS		-		-
Telephone Charges		15.48		58.09
Insurance charges		108.51		129.23
Computer Expenses		7.99		1.74
Exchange Fluctuation		-		-
Printing & Stationery		12.34		14.33
Filing Fees		16.90		3.60
Postage & Courier Charges		4.26		13.96
Professional & Consultancy Charges		1,682.67		768.33
Conveyance, Tour & Travels		407.36		1,161.50
Prior Period Expenses/ Adjustments		13.11		142.23
Payment to auditors - Audit Fees*		60.00		60.00
General Expences		12.28		1.57
Listing Fees		300.00		300.52
Subscription Fees & Expenses		191.34		108.31
Watch & Ward		2,901.70		2,653.56
Office Maintenance		127.52		138.74
Miscellaneous Expenses		140.95		189.64
		16,122.84		15,670.52
Notes :-				
Payment to Auditors Comprise (net of service Tax, input Credit where applicable)				
As Auditors - Statutory Audit		60.00		60.00
For Tax Audit		-		-
For Other Service		-		-
		60.00		60.00
Miscellaneous Expenses				
Round off		0.00		0.00
Guest House Expenses		2.24		11.47
Interest (other) A/c		9.81		6.70
Electricity Charges		69.92		85.86
Misc Expenses		0.72		-
Newspaper & Periodicals		5.90		-
Subscriptions & Donation		17.40		8.00
Transport Charges A/c		34.96		77.61
		140.95		189.64

NILACHAL REFRACTORIES LTD

NOTES TO ACCOUNTS

Notes No. - 28	As At 31.03.2023 Rs. In Lakhs	As At 31.03.2022 Rs. In Lakhs
(a) Contingent Liabilities		
Sales Tax	96.28	96.28
Water Charges	7.14	7.14
Suit Pending against the Company	9.94	9.94
Orissa Entry Tax	4.17	4.17
(b) Commitments		
Estimated amount of contract remaining to be executed on Capital account and not provided for Tangible assets	1,238.93	1,238.93
(c) Details of unhedged foreign currency Exposures		
	31-Mar-23	31-Mar-22
	Receivable/ (Payable) (Rs. In '000)	Receivable/ (Payable) (Rs. In '000)
	\$	\$
Payable in foreign exchange	(12,198.58)	(12,198.58)
Receivable in foreign exchange	-	-
	<u>(12,198.58)</u>	<u>(12,198.58)</u>
	31-Mar-23	31-Mar-22
(d) Value of imports calculated on CIF basis :	Rs	Rs
Raw materials	-	-
(e) Expenditure in foreign currency :		
Royalty		
Professional and consultation fees	-	-
Interest	-	-
Other matters	-	-
(f) Details of consumption of imported and indigenous items		
	31-Mar-23	31-Mar-22
	% (Rs. In '000)	% (Rs. In '000)
Imported		
Raw materials	0.00% -	0.00% -
Components	0.00% -	0.00% -
Spare parts	0.00% -	0.00% -
	<u>-</u>	<u>-</u>
Indigenous		
Raw materials	100.00% 3,630.23	100.00% 3,513.20
Components	-	-
Spare parts	-	-
	<u>3,630.23</u>	<u>3,513.20</u>
(g) Earnings in foreign currency :		
	31-Mar-23	31-Mar-22
	Rs	Rs
Export of finished goods calculated on FOB basis	-	-
(h) Earnings per share :		
(a) Continuing operations		
Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	(17,948)	(16,596)
Weighted average number of equity shares	2,03,61,450	2,03,61,450
Par value per share	10	10
Earnings per share from continuing operations - Basic & Diluted	(0.00)	(0.00)
(b) Total operations		
Net profit / (loss) for the year from continuing operations attributable to the equity shareholders	(17,948)	(16,596)
Weighted average number of equity shares	2,03,61,450	2,03,61,450
Par value per share	10	10
Earnings per share from continuing operations - Basic & Diluted	(0.00)	(0.00)

NILACHAL REFRACTORIES LTD

NOTES TO ACCOUNTS

Notes No. - 28 Contd...

(i) Details of related parties

<u>Description of relationship</u>	<u>Names of related parties</u>
Ultimate Holding Company	N.A.
Holding Company	N.A.
Ultimate Holding Company	N.A.
Subsidiaries	N.A.
Fellow Subsidiaries (to be given only if Associates	N.A.
Key Management Personnel (KMP)	N.A.
	Mr. Vimal Prakash, Mr. Vijay Kumar Agarwal Mr. S Asokan, Mr. Aditya Purohit, Mr. Avik Chakraborty, Mr. Tapas Tirtha, Mr. Krishna Sharma , Mr Alok Sharma, Mr Kukti Kishore Sahoo
Relatives of KMP	Kamal Praksh (HUF), Raj Rani Agarwal, Vimal Praksh (HUF), Sushil Kumar Agrawal .
Company in which KMP / Relatives of KMP can exercise significant influence	Jekay International Track Pvt Ltd., Ambarella Cap Fin Private Limited NRL Clayburn Ltd., P P Suppliers & Agencies (P) Ltd., Pushpak Dealcom (P) Ltd, Unimark International (P) Ltd, Think Finance Pvt. Ltd., Bhumika Vintrade Pvt. Ltd., Capricorn Complex Pvt. Ltd, Chaturang Commercial Pvt. Ltd, Doon Valley Finance & Leasing Ltd, Subhankar Mercantile Pvt. Ltd. Rajtilak Mercantile Pvt. Ltd.

Note: Related parties have been identified by the Management.

Details of related party transactions during the year ended on 31st March, 2023 and balances outstanding as at 31st March, 2023

(Rs. In '000)

Particulars	Relatives of KMP		KMP		Entities in which KMP / relatives of KMP have significant influence	
	2023	2022	2023	2022	2023	2022
Sales						
NRL Clayburn Ltd					6,385.61	11,116.39
Remuneration						
M K Sahoo			264.00	267.39		
Alok Sharma			-	255.54		
Sanjib Singh			302.32	-		
Loan Taken						
Rajtilak Mercantile Pvt. Ltd.					-	-
Ambarella Cap Fin Private Limited					-	700.00
P P Suppliers & Agencies (P) Ltd					1,600.00	3,700.00
Pushpak Dealcom (P) Ltd					-	
Loan Repaid						
Ambarella Cap Fin Private Limited					-	700.00
P P Suppliers & Agencies (P) Ltd					300.00	3,700.00
Rajtilak Mercantile Pvt. Ltd.					9,050.00	-
Vijay Kumar Ageawal					-	
Loan (Outstanding Balance)						
Ambarella Cap Fin Private Limited			32,868.44	32,868.44		
P P Suppliers & Agencies (P) Ltd			28,772.65	27,472.65		
Pushpak Dealcom (P) Ltd			28,850.00	28,850.00		
Rajtilak Mercantile Pvt. Ltd.			-	9,050.00		
Rudraksh Dealcom Pvt Ltd			12,300.00	12,300.00		
Think Finance Pvt. Ltd.			30,317.34	30,317.34		

NILACHAL REFRACTORIES LTD

NOTES TO ACCOUNTS

Notes No. - 28 Contd...

- (j) Voluntary Retirement Scheme (VRS) was introduced under which terminal date of employment was fixed as 31st July 2002. Provision for unpaid compensation has been made for the employees who have not taken the same. Modified Golden Handshake Schemes containing similar benefits as that of Voluntary Separation Scheme were introduced (in respect of ex-employees who were separated under the Golden Handshake Scheme 3 & 4) wherein cut off date for computation of compensation was kept as 31st July 2002. Provision for unpaid lump sum payment has been made for the ex-employees who have not taken the same.
- (k) Confirmation of Parties concerned for amount due, receivable from and/or payable to them as per the accounts of the company were not received. Necessary adjustment, if any, shall be done at the time of settlement of respective account.
- (l) The financial result of the company pertains to operations related to refractories which is the only significant business segment of the Company as per AS-17 issued by the ICAI.
- (m) There are no Micro, Small and Medium enterprises to whom the company owes dues, which are outstanding for more than 45 days as at March 31, 2021. The above information regarding micro, small and medium enterprises have been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors
- (n) In view of unabsorbed losses and unabsorbed depreciation brought forward, there being no tax liability, hence no provision for current Income Tax have been made during the year.
- (o) Ind AS has become effective from 1 April, 2017 for the preparation of financial statements. This has significantly impacted the disclosure and presentation made in the financial statements. Previous year's figures have been regrouped / rearranged / recasted wherever considered necessary.
- (p) In the opinion of the management, aggregate value of current assets and other loans and advances on realization in the ordinary course of business will not be less than the amount at which these are stated in the balance sheet.
- (q) Due to outbreak of COVID 19 globally and in India, the Company's management has made initial assessment of no material impact on business and financial risks. The management does not see any medium to long term risks in the Company's ability to continue as going concern and meeting its liabilities as and when they fall due. Due to the nature of the pandemic, the Company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.
- (r) Previous year's figure have been regrouped and rearranged wherever considered necessary.

As per our Report of even date

For and on behalf of the Board of Directors

For P. D. Rungta & Co.

Firm Registration No. 001150C

Chartered Accountants

(Ritesh Kumar Shaw)

(Partner)

(M. No. 305929)

Place: Kolkata

Date : 30th May 2023

Niraj Jalan
Director
DIN : 00551970

Vimal Prakash
Director
DIN : 00174915

Bikas Kumar Nayak
CFO

Sanjib Singh
Company Secretary
M.No. 67936

NOTES TO ACCOUNTS

Notes No. - 28..Contd...

(s) Additional Regulatory Informations :**(i) Title Deed of Immovable Property not held in name of the Company**

Title Deed of Immovable Property is in name of the Company.

(ii) Disclosure on Revaluation of Assets:

None of the Assets of the Company has been revalued during the year

(iii) Loans/ Advance to Directors/ KMP/ Related parties

The Company has not granted any Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013,) with any other person, either severally or jointly that are (a) repayable on demand or (b) without specifying any terms or period of repayment

(iv) Intangible assets under development

The Company does not have any any intangible assets under developments.

(v) Details of Benami Property held:

The Company does not have any Benami Property and No any proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder,

(vi) Working Capital/Borrowings:

The company does not have any borrowings from banks or financial institutions on the basis of security of current assets.

(viii) Wilful Defaulter & End use of Funds

The company is not declared wilful defaulter by any bank or financial Institution or other lender as at the date of the Financial statement and as on date of approval of these financial statements.

(ix) Borrowings from banks and Financial Institutions

Disclosure on utilization of borrowings : The company does not have any borrowings from banks or financial institutions, hence disclosure is not given.

(x) Relationship with Struck off Companies:

The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

(xi) Registration of charges or satisfaction with Registrar of Companies

There is no charges or satisfaction against the company, yet to be registered with Registrar of Companies beyond the statutory period.

(xii) Compliance with number of layers of companies

The Company does not have any investment in downstream companies for which it has to comply with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(xiii) Utilization of Borrowed funds and share premium

(A) The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall

(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

NOTES TO ACCOUNTS

Notes No. – 28..Contd...

(xiv) Compliance with approved Scheme(s) of Arrangements

No any Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, hence no disclosure require to be given.

(xv) Undisclosed Income

The Company does not have any undisclosed Income which was not recorded in the books of accounts and (a) that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (b) unless there is immunity for disclosure under any scheme and (c) also shall state whether the previously unrecorded income and related assets have been properly recorded in the books of account during the year.

(xvi) Crypto Currency or Virtual Currency

The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(xvii) CSR Activities

The company is not required to comply with the provision of section 135 of the Companies Act 2013

(xviii) Ratios

	Ratio	Numerator	Denominator	Current Year	Previous Year	Reason for variance
1	Current ratio	Total current assets	Total current liabilities	0.42	0.45	
2	Debt-Equity ratio	Debt consists of borrowings	Total equity	24.71	5.94	Due to Loss
3	Debt service coverage ratio	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	-9.62	-5.29	
4	Return on equity ratio	Profit for the year	Total equity	-3.12	-0.70	
5	Inventory Turnover Ratio	Revenue from operations	Inventory	0.21	0.35	
6	Trade receivables turnover ratio	Revenue from operations	Trade receivables	0.76	0.76	
7	Trade payables turnover ratio	Material Purchase	Trade payables	0.01	0.03	
8	Net capital turnover ratio	Revenue from operations	Working capital (i.e. Total current assets less Total current liabilities)	-0.09	-0.18	
9	Net profit ratio	Profit for the year	Revenue from operations	-1.64	-0.82	
10	Return on capital employed	Profit before tax and finance costs	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	-0.33	-0.17	
11	Return on investment	Income generated from invested funds	Average invested funds in treasury investments	-	-	

(t) Previous year's figure have been regrouped and rearranged wherever considered necessary.

As per our Report of even date

For and on behalf of the Board of Directors

For P. D. Rungta & Co.

Firm Registration No. 001150C

Chartered Accountants

Niraj Jalan

Director

DIN : 00551970

Vimal Prakash

Director

DIN : 00174915

(Ritesh Kumar Shaw)

(Partner)

(M. No. 305929)

Place: Kolkata

Date : 30th May 2023

Bikas Kumar Nayak

CFO

Sanjib Singh
Company Secretary

M.No. 67936