



NILACHAL REFRACTORIES LIMITED

CIN: L26939OR1977PLC000735

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

Date: 27.05.2022

To

BSE Limited

Department of Corporate services

Phiroze Jee Jeebhoy Towers

Dalal Street

Mumbai—400001

Scrip Code: 502294

Sub: Annual Secretarial Compliance Report for the year ended March 31st 2022

Dear Sir/Madam,

In compliance with SEBI Circular No. CIR/CFD/CMDI/27/2019 dated 8th February, 2019, We submit herewith the Annual Compliance Report of the Company for the year ended March 31, 2022, issued by Ms. Aparna Kothari , Practicing Company Secretary (ACS-46618, CP No-17199).

Kindly take the same on record.

Thanking You,

Yours Faithfully,

For Nilachal Refractories Limited

For Nilachal Refractories Ltd.


Company Secretary

Sanjib Singh

Company Secretary & Compliance Officer

SECRETARIAL COMPLIANCE REPORT
NILACHAL REFRACTORIES LIMITED
for financial year ended 31st MARCH, 2022

I, Aparna Kothari, have examined:

- (a) all the documents and records made available to me and explanation provided by **NILACHAL REFRACTORIES LIMITED** ("the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to take this certification,

For the financial year ended 31st March, 2022 with respect to the compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circular, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The Specific Regulations, whose provisions and the circulars/guidelines Issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (i) Securities and Exchange Board of India (Registrar to an Issue and Share Transfers Agents) Regulations, 1993 and circulars/guidelines issued thereunder;

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

- (j) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (k) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (l) There are no actions have been taken against the listed entity/ its promoters/ directors/material subsidiaries either by SEBI or by Stock Exchanges including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

I further report that as represented by the Company and relied upon by us 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.

Aparna Kothari

CS. APARNA KOTHARI
Company Secretary
Mem. No.- A46618
COP. No.- 17199

Aparna Kothari

Signature

Company Secretary in practice
C.P. No. 17199
Mem No. 46618
UDIN-A046618D000392865

Place : Kolkata
Date: 26th MAY, 2022

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

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 Members,
Nilanchal Refractories Limited

My report of even date is to be read along with this letter:

1. Maintenance of Statutory and other records are the responsibility of the management of the company. My responsibility is to express an opinion on these records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the records. The verification was done on test basis to ensure that correct facts are reflected in records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Company was following system of obtaining reports from other departments to ensure compliance with applicable laws, rules, regulations and guidelines as informed to me.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standard is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Compliance 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.

Aparna Kothari

CS. APARNA KOTHARI
Company Secretary
Mem. No.- A46618
COP. No.- 17199

Aparna Kothari