

Date: 23.05.2024

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 31st March, 2024**

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, 2024, issued by Ms. Twinkle Agarwal , Practicing Company Secretary (ACS-52868, COP No-25605).

Kindly take the same on record.

Thanking You,

Yours Faithfully,

**For Nilachal Refractories Limited**

**ASHISH KUMAR BHALOTIA**

**COMPANY SECRETARY & COMPLIANCE OFFICER**



**SECRETARIAL COMPLIANCE REPORT**

**M/s Nilachal Refractories Limited**  
*for the financial year ended 31<sup>st</sup> March, 2024*

I have been engaged by M/s Nilachal Refractories Limited ("hereinafter called the Company") bearing CIN: L26939OR1977PLC000735, whose equity shares were listed on BSE Limited, to conduct an audit in terms of Regulation – 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 along with BSE vide Notice No. 20230316-14 dated March 16, 2023 read with Notice No. 20230410-41 dated April 10, 2023, respectively and to issue Annual Secretarial Compliance Report thereon.

It is the responsibility of the Management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable Regulations, Circulars and Guideline issued by the Securities and Exchange Board of India (SEBI) from time to time and to ensure that the systems are adequate and effective.

My responsibility is to verify compliances by the Company with provisions of all applicable Regulations, Circulars and Guidelines issued by SEBI from time to time and issue a Report thereon.

My audit was conducted in accordance with guidance note on "Annual Secretarial Compliance Report" issued by the Institute of Company Secretaries of India (ICSI) and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. The Annual Secretarial Compliance Report is enclosed as Annexure.

For Twinkle Agarwal  
Practicing Company Secretary

*Twinkle Agarwal*

Twinkle Agarwal  
Membership No. 52868(A)  
COP: 25605



UDIN: A052868F000413021  
Peer Review No. 2540/2022

Date: 21.05.2024  
Place: Kolkata



I, Twinkle Agarwal, Practising Company Secretary, have examined:

- (a) All the documents and records made available to us and explanation provided by M/s Nilachal Refractories Limited ("the Company") having CIN L26939OR1977PLC000735 and its Registered Office at P-598/599, Kedarnath Apartment, Mahabir Nagar Lewis Road, Khordha, Bhubaneswar-751002, Orissa, India.
- (b) The filings/ submissions made by the Company to the stock exchanges.
- (c) Website (<http://www.nilachal.in/>) of the Company,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification, including by way of electronic mode,

for the financial year ended 31<sup>st</sup> March, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, 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; *(Not applicable to the Company during the period under review)*
- (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; *(Not applicable to the Company during the period under review)*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *(Not applicable to the Company during the period under review)*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not applicable to the Company during the period under review)*
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *(Not applicable to the Company during the period under review)*

ADDRESS: 4/E, PRAFULLA SARKAR STREET, 2<sup>ND</sup> FLOOR, KOLKATA-700071  
PHONE NUMBER: (91) 8981126828/6290597627  
EMAIL ID: CONTACT.C3CONSULTING@GMAIL.COM





- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; *(Not applicable to the Company during the period under review).*
- (j) And any other circulars/ guidelines issued thereunder;

Based on above examination, I hereby report that, during the period under review:

- a. The Company has complied with the provisions of the above regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: -

S / N	Compliance Requirement (Regulations/Circulars Guidelines Including Specific Clause)	Regulations/ Circular No	Deviations	Action taken by	Type of Action (Advisory/Clarification/Show Cause Notice/Warning etc)	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary, if any	Management Response	Remarks
None										

- b. The Company has taken following actions to comply with the observations made in Previous Reports:

S / N	Compliance Requirement (Regulations/Circulars Guidelines Including Specific Clause)	Regulations/ Circular No	Deviations	Action taken by	Type of Action (Advisory/Clarification/Show Cause Notice/Warning etc)	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary, if any	Management Response	Remarks
None										





Additional affirmations to be given by Practising Company Secretaries (PCS) in Annual Secretarial Compliance Report (ASCR) pursuant to BSE vide Notice No. 20230316-14 dated March 16, 2023 read with Notice No. 20230410-41 dated April 10, 2023 are provided below:

Sr. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities</li><li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes	-
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>The Company is maintaining a functional website</li><li>Timely dissemination of the documents/ information under a separate section on the website</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website</li></ul>	Yes	-
4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013.	Yes	-





5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <ul style="list-style-type: none"><li>• Identification of material subsidiary companies</li><li>• Disclosure requirement of material as well as other subsidiaries</li></ul>	Not Applicable	
6.	<b>Preservation of Documents:</b> The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<b>Performance Evaluation:</b> The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8.	<b>Related Party Transactions:</b> <ul style="list-style-type: none"><li>• The Company has obtained prior approval of Audit Committee for all related party transactions; or</li><li>• The Company has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</li></ul>	Yes  NA	-
9.	<b>Disclosure of events or information:</b> The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<b>Prohibition of Insider Trading:</b> The Company is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-





11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Not Applicable	
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/ guidance note etc.	Not Applicable	

**Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:**

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA  NA  NA	Note: The Statutory Auditor being M/s T. More & Company resigned on 23 <sup>rd</sup> May, 2023 on grounds of medical health reason showing his inability to continue as Statutory Auditor after the intimation of Board Meeting given on 22.05.2023 which was to be held on 30 <sup>th</sup> May, 2023. Thereafter, in order to fill the casual vacancy, the Board appointed new Statutory Auditor being M/s P.D. Rungta & Co., Chartered Accountants, on 23 <sup>rd</sup> May, 2023 at a shorter notice who issued





			limited review report for the unaudited financial results for the quarter and year ended 31.03.2023
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the Company/its material subsidiary to the Audit Committee:</p> <p>ii. In case of any concern with the management of the Company/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the Company and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>iii. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>iv. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>v. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the Company/ its material subsidiary has not provided information as required by the</p>	NA	No such cases observed in respect of the resignation of the statutory auditors.







**TWINKLE AGARWAL**  
PRACTISING COMPANY SECRETARY

	auditor.		
3.	The Company / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	NA	-

For Twinkle Agarwal  
Practising Company Secretary

*Twinkle Agarwal*

Twinkle Agarwal  
Membership No. 52868(A)  
COP: 25605



UDIN: A052868F000413021  
Peer Review No. 2540/2022

Date: 21.05.2024  
Place: Kolkata

*Note: The Secretarial Compliance is the responsibility of Management. My responsibility is to express an opinion on such compliance. This 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.*

ADDRESS: 4/E, PRAFULLA SARKAR STREET, 2<sup>ND</sup> FLOOR, KOLKATA-700071  
PHONE NUMBER: (91) 8981126828/6290597627  
EMAIL ID: CONTACT.C3CONSULTING@GMAIL.COM