

General information about company	
Scrp code	502294
NSE Symbol	
MSEI Symbol	
ISIN	INE416N01013
Name of the entity	NILACHAL REFRACTORIES LTD
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I								
Annexure I to be submitted by listed entity on quarterly basis								
I. Composition of Board of Directors								
Disclosure of notes on composition of board of directors explanatory								
Whether the listed entity has a Regular Chairperson								
Whether Chairperson is related to MD or CEO								
Sr	Title (Mr./Ms.)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	SUNDARESAN RADHEKRISHNAN	ACIPR1586Q	00009818	Non-Executive - Independent Director	Not Applicable		05-01-1952
2	Mr	VIMAL PRAKASH	AETPP6308K	00174915	Non-Executive - Non Independent Director	Not Applicable		20-10-1951
3	Mr	RAMESH KUMAR DHANDHANIA	ADUPD2116R	00375424	Non-Executive - Non Independent Director	Not Applicable		08-02-1952
4	Mr	BHAGWATI PRASAD JALAN	ACOPJ329N	00551459	Non-Executive - Non Independent Director	Chairperson related to Promoter		02-02-1946
5	Mr	NIRAJ JALAN	ACXPJ5139N	00551970	Non-Executive - Non Independent Director	Not Applicable		14-04-1973
6	Mr	SRIBASH CHANDRA MISHRA	ABZPM1313J	01983910	Non-Executive - Independent Director	Not Applicable		27-03-1943
7	Mrs	BINDU JAIN	AAEPJ6689A	07159504	Non-Executive - Independent Director	Not Applicable		13-09-1965
8	Mr	PRADIP KUMAR MOHAPATRA	AASPM8593J	08067067	Non-Executive - Independent Director	Not Applicable		30-10-1952
9	Mr	VINAY AGARWAL	AFHPA7252E	02341559	Non-Executive - Non Independent Director	Not Applicable		17-08-1983

I. Composition of Board of Directors							
Disqualification of Directors under section 164 of the Companies Act, 2013							
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status		
1	No				Active		
2	No				Active		
3	No				Active		
4	No				Active		
5	No				Active		
6	No				Active		
7	No				Active		
8	No				Active		
9	No				Active		

I. Composition of Board of Directors													
Sr	Whether special resolution passed? (Refer Reg. 17(1A) of Listing Regulations)	Date of passing of special resolution	Initial Date of appointment	Date of Re-appointment of directors	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (with reference to provision in regulation 17A(1) & 17A(2))	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 20(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 20(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		25-11-2014	28-12-2020		104	1	1	0	0			
2	NA		06-05-2006			206	1	0	0	0			
3	NA		01-02-2014	14-09-2019		114	1	1	1	1			
4	Yes	28-12-2020	19-12-2005	28-12-2020		211	1	0	0	0			
5	NA		06-05-2006			206	1	0	0	0			
6	Yes	14-09-2019	31-01-2007	14-09-2019		195	1	1	1	1			
7	NA		25-03-2015	28-12-2020		100	1	1	2	0			
8	NA		14-02-2018			65	1	1	0	0			
9	NA		23-07-2020			35	1	0	0	0			

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01983910	SRIBASH CHANDRA MISHRA	Non-Executive - Independent Director	Chairperson	31-01-2007		
2	00375424	RAMESH KUMAR DHANDHANIA	Non-Executive - Independent Director	Member	01-02-2014		
3	07159504	BINDU JAIN	Non-Executive - Independent Director	Member	25-03-2015		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00375424	RAMESH KUMAR DHANDHANIA	Non-Executive - Independent Director	Chairperson	01-02-2014		
2	01983910	SRIBASH CHANDRA MISHRA	Non-Executive - Independent Director	Member	31-01-2007		
3	00009818	SUNDARESAN RADHEKRISHNAN	Non-Executive - Independent Director	Member	24-11-2014		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00375424	RAMESH KUMAR DHANDHANIA	Non-Executive - Independent Director	Chairperson	01-02-2014		
2	01983910	SRIBASH CHANDRA MISHRA	Non-Executive - Independent Director	Member	31-01-2017		
3	07159504	BINDU JAIN	Non-Executive - Independent Director	Member	14-02-2019		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Other Committee							
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks	

Annexure I								
III. Meeting of Board of Directors								
Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All Directors including Independent Director)	No. of Independent Directors attending the meeting*
1	19-10-2023				Yes	9	8	5
2	14-11-2023		90		Yes	9	8	4
3		13-02-2024	25		Yes	9	8	5

Annexure I										
IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	19-10-2023				Yes	3	3	3	0
2	Audit Committee	14-11-2023	25			Yes	3	2	2	0
3	Audit Committee	13-02-2024	90			Yes	3	3	3	0
4	Nomination and remuneration committee	19-10-2023				Yes	3	3	3	0
5	Nomination and remuneration committee	13-02-2024	116			Yes	3	3	3	0
6	Stakeholders Relationship Committee	28-12-2023				Yes	3	3	3	0

Annexure I			
Sr	Subject	Compliance status (Yes/No/NA)	If status is No, details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure I			
Sr	Subject	Compliance status (Yes/No)	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes	
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes	
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes	
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes	
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA	
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes	
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes	
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes	

Annexure I			
Sr	Subject	Compliance status	
1	Name of signatory	ASHISH KUMAR BHALOTIA	
2	Designation	Company Secretary	

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is No, details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://www.nilachal.in/company_background.html
2	Terms and conditions of appointment of independent directors	No	will be updated soon	
3	Composition of various committees of board of directors	Yes		http://www.nilachal.in/board_composition.html
4	Code of conduct of board of directors and senior management personnel	No	will be updated soon	
5	Details of establishment of vigil mechanism/ Whistle Blower policy	No	will be updated soon	
6	Criteria of making payments to non-executive directors	No	will be updated soon	
7	Policy on dealing with related party transactions	Yes		http://www.nilachal.in/corporate_announcements.html
8	Policy for determining materiality of subsidiaries	No	will be updated soon	
9	Details of familiarization programmes imparted to independent directors	No	will be updated soon	
10	Email address for grievance redressal and other relevant details	Yes		http://www.nilachal.in/investors_service.html
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.nilachal.in/investors_service.html
12	Financial statements	Yes		http://www.nilachal.in/corporate_announcements.html
13	Shareholding pattern	Yes		http://www.nilachal.in/share_holding.html
14	Details of agreements entered into with the media companies and/or their associates	No	will be updated soon	

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is No, details of non-compliance may be given here.	Web address
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	No	will be updated soon	
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	No	will be updated soon	
16	New name and the old name of the listed entity	Yes		http://www.nilachal.in/company_background.html
17	Advertisements as per regulation 47 (1)	No	will be updated soon	
18	Credit rating or revision in credit rating obtained	No	will be updated soon	
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	No	will be updated soon	
20	Secretarial Compliance Report	No	will be updated soon	
21	Materiality Policy as per Regulation 30 (4)	No	will be updated soon	
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	No	will be updated soon	
23	Disclosures under regulation 30(8)	No	will be updated soon	
24	Statements of deviation(s) or variations(s) as specified in regulation 32	No	will be updated soon	
25	Dividend Distribution policy as per Regulation 43A(1)	No	will be updated soon	
26	Annual return as provided under section 92 of the Companies Act, 2013	No	will be updated soon	
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	No	will be updated soon	
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely update	No	will be updated soon	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No, details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of Independence and/or eligibility	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No, details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(3A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No, details of non-compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No, details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is No, details of non-compliance may be given here.
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholdings by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
Any other information to be provided - Add Notes				

Annexure II			
Sr	Name of signatory	Designation	