



ntc industries limited

(AN ISO 9001-2008 COMPANY)

REGD. OFFICE : 149, B. T. ROAD, P.O. KAMARHATI, KOLKATA-700 058, PH : (033) 3019-0500 / 0513, FAX : (033) 3019-0520

14th April, 2017

To, Department of Corporate Services BSE Limited P.J. Towers, Dalal Street Mumbai- 400 001	To, The Secretary, The Calcutta Stock Exchange Limited 7, Lyons Range, Kolkata- 700 001
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Dear Sir,

Sub: Submission of Corporate Governance Report for the Quarter and Year ended 31st March, 2017

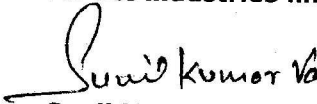
Please find enclosed herewith, pursuant to Regulation 27(2) of the SEBI (Listing Obligation Disclosure Requirements) Regulations, 2015, the Corporate Governance Report for the quarter and year ended 31st March, 2017.

This is for your kind information and records.

Thanking you

Yours Faithfully,

For **ntc industries limited**


Sunil Kumar Varma
Company Secretary cum Compliance Officer
ACS 31574



Encl. as above

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME OF THE COMPANY : NTC INDUSTRIES LIMITED

QUARTER ENDING ON : 31st March, 2017

I. Composition of Board of Directors

Title (Mr / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee) &	Date of Appointment in the current term /cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Nilotpal Deb	PAN: AKGPD8861N DIN: 06807932	Executive	-	-	1	1	0
Mr.	Amar Chand Baid	PAN: AHVPB3986C DIN: 07741980	Independent-Non executive	31.03.2017	5 years upto 31.03.2022	0	0	0
Mr.	Gaurav Somani	PAN: AVLPS8593E DIN: 01839950	Independent-Non executive	01.04.2014	5 years upto 31.03.2019	1	3	0
Ms.	Vembi Krishna murthy Radha	PAN: AILPR9926P DIN: 07141131	Non executive	-	-	1	2	1

\$PAN number of any director would not be displayed on the website of Stock Exchange
 &Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
 * to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) \$
1. Audit Committee	1. Gaurav Somani 2. Vembi Krishnamurthy Radha 3. Amar Chand Baid	Independent-Non executive Non executive Independent-Non executive
2. Nomination & Remuneration Committee	1. Gaurav Somani 2. Vembi Krishnamurthy Radha 3. Amar Chand Baid	Independent-Non executive Non executive Independent -Non executive
3. Risk Management Committee	N.A.	N.A.
4. Stakeholders Relationship Committee	1. Gaurav Somani 2. Vembi Krishnamurthy Radha 3. Nilotpal Deb	Independent-Non executive Independent -Non executive Executive Director

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
14 th November, 2016	13 th February, 2017	90 days
-	30 th March, 2017	44 days


IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
13 th February, 2017 Audit Committee	Yes. All Committee members were present	14 th November, 2016 Audit Committee	90 days

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

V. Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	refer note below NA

Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
<p>Note</p> <p>1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<p>VI. Affirmations</p>	
<ol style="list-style-type: none"> 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. <ol style="list-style-type: none"> a. Audit Committee. b. Nomination & remuneration committee. c. Stakeholder's relationship committee. d. Risk management committee (applicable to the top 100 listed entities).:- Not Applicable 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 4. 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. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: Not Applicable 	
<p>Name & Designation</p> <p><i>Sunil Kumar Varma</i></p> <p>Sunil Kumar Varma Company Secretary & Compliance Officer ACS31574</p> 	

ANNEXURE- II

NAME OF THE COMPANY
YEAR ENDING ON

: NTC INDUSTRIES LIMITED
: 31st March, 2016

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance Status (Yes/No/NA) refer note below	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	N.A	
New name and the old name of the listed entity	N.A	
II Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	NA
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes

Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

For ntc industries limited

Sunil Kumar Varma
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Company Secretary & Compliance Officer
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