



# ntc industries limited

(AN ISO 9001-2015 COMPANY)

REGD. OFFICE : 149 B. T. ROAD, P. O. KAMARHATI, KOLKATA-700 058, PH : +91 75950 46800 / 13

13<sup>th</sup> April, 2019

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

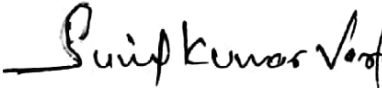
**Sub: Submission of Corporate Governance Report for the Quarter and Year ended 31<sup>st</sup> March, 2019**

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 31<sup>st</sup> March, 2019.

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 : 31<sup>st</sup> March, 2019**

<b>I. Composition of Board of Directors</b>								
<b>Title (Mr./Ms)</b>	<b>Name of the Director</b>	<b>PAN\$ &amp; DIN</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee) &amp;</b>	<b>Date of Appointment in the current term /cessation</b>	<b>Tenure*</b>	<b>No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)</b>	<b>Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	UPMANYU PATHAK	PAN: AKJPP9314K DIN: 06563100	Executive	09.11.2017	-	1	0	0
Mr.	Amar Chand Baid	PAN: AHVPB3986C DIN: 07741980	Independent-Non executive	31.03.2017	24 Months upto 31.03.2019	1	0	0
Mr.	Gaurav Somani	PAN: AVLPS8593E DIN: 01839950	Independent-Non executive	15.11.2012	60 Months upto 31.03.2019	1	2	0
Ms.	Vembi Krishna murthy Radha	PAN: AILPR9926P DIN: 07141131	Non executive-Non Independent	31.03.2015	-	1	2	0
Mr.	Sumit Banthiya	PAN: AFYPB5146H DIN: 06698295	Independent-Non executive	06.01.2018	15 Months upto 31.03.2019	1	0	2

\$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) \$
<b>1. Audit Committee</b>	1. Sumit Banthiya 2. Vembi Krishnamurthy Radha 3. Gaurav Somani	Independent-Non executive Non executive Independent-Non executive
<b>2. Nomination &amp; Remuneration Committee</b>	1. Sumit Banthiya 2. Vembi Krishnamurthy Radha 3. Gaurav Somani	Independent-Non executive Non executive Independent –Non executive
<b>3. Risk Management Committee</b>	N.A.	N.A.
<b>4. Stakeholders Relationship Committee</b>	1. Sumit Banthiya 2. Vembi Krishnamurthy Radha 3. Gaurav Somani	Independent-Non executive Non-executive Independent –Non executive

& 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 <sup>th</sup> November, 2018	13 <sup>th</sup> February, 2019	90 days
	30 <sup>th</sup> March, 2019	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 <sup>th</sup> February, 2019 Audit Committee	Yes. All Committee members were present	14 <sup>th</sup> November, 2018 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) refer note below
Whether prior approval of audit committee obtained	Yes

Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	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.

**VI. Affirmations**

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.
  - 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

**Name & Designation**

*Sunil Kumar Varma*  
**Sunil Kumar Varma**  
**Company Secretary & Compliance Officer**  
**ACS 31574**



**ANNEXURE- II**

**NAME OF THE COMPANY : NTC INDUSTRIES LIMITED**  
**YEAR ENDING ON : 31<sup>st</sup> March, 2019**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance Status (Yes/No/NA) refer note below</b>	
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	
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA) refer note below</b>
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)	Yes
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)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
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*  
**Sunil Kumar Varma**  
**Company Secretary & Compliance Officer**  
**ACS 31574**

