



# ntc industries limited

(AN ISO 9001-2015 COMPANY)

REGD. OFFICE : 149 B. T. ROAD, P.O. KAMARHATI, KOLKATA - 700 058, PH : +91 75950 46807 / 13

**Date: 17<sup>th</sup> APRIL, 2022**

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

**Dear Sir,**

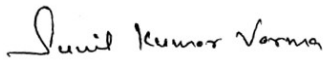
**Sub: Submission of Corporate Governance Report for the Quarter ended 31<sup>st</sup> March, 2022**

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 ended 31<sup>st</sup> March, 2022.

This is for your kind information and records.

Thanking you

Yours Faithfully,  
For **ntc industries limited**





**Sunil Kumar Varma**  
**Company Secretary**

Encl. as above

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

**NAME OF THE COMPANY : NTC INDUSTRIES LIMITED**

**QUARTER ENDING ON : 31<sup>st</sup> March, 2022**

<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 (Chairpers on /Executive / Non-Executive/ independent / Nominee) &amp;</b>	<b>Initial Date of Appointmen t</b>	<b>Date of Re-appointmen t</b>	<b>Date of Cessation</b>	<b>Tenure (in months)</b>	<b>Date of Birth</b>	<b>No. Of directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]</b>	<b>No of Independent Directors hip in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]</b>	<b>Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)</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.	Priyawart Jariwala	PAN: AIPPJ1785N DIN: 09148113	Executive Director	22-05-2021				22-04-1986	1	0	0	0
Mr.	Niraj Sinha	PAN: BTUPS3082A DIN: 06979287	Non-Executive - Independent Director	25-04-2021			11	23-12-1982	1	1	0	0
Mr.	Gaurav Somani	PAN: AVLPS8593E DIN: 01839950	Non-Executive - Independent Director	31-03-2017	01-04-2019		60	03-12-1950	1	1	2	0
Mr.	Amar Chand Baid	PAN: AHVPB3986C DIN: 07741980	Non-Executive - Independent Director	15-11-2012	01-04-2019		96	14-07-1979	1	1	0	2
Mr.	Tapan Kumar Chakraborty	PAN: APKPC8265L DIN: 09175798	Non-Executive - Non-Independent Director	22-05-2021				15-10-1964	1	0	0	0
Ms.	Vembi Krishnamurthy Radha	PAN: AILPR9926P DIN: 07141131	Non-Executive - Non-Independent Director	31-03-2015				26-09-1950	1	0	2	0

Whether Regular chairperson appointed	No
Whether Chairperson is related to managing director or CEO	No
<i>SPAN of any director would not be displayed on the website of Stock Exchange</i> <i>&amp;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</i> <i>* 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.</i>	

II. Composition of Committees					
<b>Name of Committee</b>	<b>Whether Regular chairperson appointed</b>	<b>Name of Committee members</b>	<b>Category (Chairperson/Executive/Non-Executive/independent/Nominee) \$</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1. Audit Committee	Yes	Gaurav Somani Amar Chand Baid Vembi Krishnamurthy Radha	Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive	09-04-2019 09-04-2019 14-11-2016	
2. Nomination & Remuneration Committee	Yes	Gaurav Somani Amar Chand Baid Vembi Krishnamurthy Radha	Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive	09-04-2019 09-04-2019 14-11-2016	
3. Risk Management Committee (if applicable)	N.A.	N.A.			
4. Stakeholders Relationship Committee'	Yes	Gaurav Somani Amar Chand Baid Vembi Krishnamurthy Radha	Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive	09-04-2019 09-04-2019 14-11-2016	
5. Corporate Social Responsibility Committee	Yes	Gaurav Somani Niraj Sinha Vembi Krishnamurthy Radha	Non-Executive - Independent Director Non-Executive - Independent Director Non-Executive	14-02-2022 14-02-2022 14-02-2022	
<i>&amp; 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</i>					

III. Meeting of Board of Directors					
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met*</b>	<b>Number of Directors present*</b>	<b>Number of independent directors' present*</b>	<b>Maximum gap between any two consecutive meetings (in number of days)</b>
17-12-2021	01-02-2022	Yes	6	3	45
	14-02-2022	Yes	6	3	12
	30-03-2022	Yes	6	3	43
<i>* to be filled in only for the current quarter meetings</i>					

**IV. Meetings of Committees**

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors' present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
14-02-2022	Yes	3	2	12-11-2021	93

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

\*\*to be filled in only for the current quarter meetings

**V. Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
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 the Audit Committee	YES

**Note:**

- 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.
- If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - Audit Committee
  - Nomination & Remuneration Committee
  - Stakeholders Relationship Committee
  - Risk management committee (as applicable)
  - Corporate Social Responsibility Committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.

**Name & Designation**





**Sunil Kumar Varma**

**Company Secretary & Compliance Officer**

**ANNEXURE- II**

**NAME OF THE COMPANY** : **NTC INDUSTRIES LIMITED**  
**YEAR ENDING ON** : **31st March, 2022**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance Status (Yes/No/NA)refer note below</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="https://www.ntcind.com/investor-relations/">https://www.ntcind.com/investor-relations/</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="https://www.ntcind.com/investor-relations/">https://www.ntcind.com/investor-relations/</a>
c) Composition of various committees of board of directors	Yes	<a href="https://www.ntcind.com/investor-relations/">https://www.ntcind.com/investor-relations/</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="https://www.ntcind.com/investor-relations/">https://www.ntcind.com/investor-relations/</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://www.ntcind.com/investor-relations/">https://www.ntcind.com/investor-relations/</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="https://www.ntcind.com/investor-relations/">https://www.ntcind.com/investor-relations/</a>
g) Policy on dealing with related party transactions	Yes	<a href="https://www.ntcind.com/investor-relations/">https://www.ntcind.com/investor-relations/</a>
h) Policy for determining 'material' subsidiaries	Yes	<a href="https://www.ntcind.com/investor-relations/">https://www.ntcind.com/investor-relations/</a>
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="https://www.ntcind.com/investor-relations/">https://www.ntcind.com/investor-relations/</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="https://www.ntcind.com/investor-relations/">https://www.ntcind.com/investor-relations/</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://www.ntcind.com/investor-relations/">https://www.ntcind.com/investor-relations/</a>
l) Financial results	Yes	<a href="https://www.ntcind.com/investor-relations/">https://www.ntcind.com/investor-relations/</a>
m) Shareholding pattern	Yes	<a href="https://www.ntcind.com/investor-relations/">https://www.ntcind.com/investor-relations/</a>
n) Details of agreements entered into with the media companies and/or their associates	NA	
o) 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	NA	
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	Yes	<a href="https://www.ntcind.com/investor-relations/">https://www.ntcind.com/investor-relations/</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://www.ntcind.com/investor-relations/">https://www.ntcind.com/investor-relations/</a>
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="https://www.ntcind.com/investor-relations/">https://www.ntcind.com/investor-relations/</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="https://www.ntcind.com/investor-relations/">https://www.ntcind.com/investor-relations/</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
It is certified that these contents on the website of the listed entity are correct.		

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for Appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	NA
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorships</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination &amp; Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	NA
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party Transactions</i>	23(4)	Yes
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes
<i>Alternate Director to Independent Director</i>	25(1)	Yes
<i>Maximum Tenure</i>	25(2)	Yes

Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	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**

**ANNEXURE- IV**

**Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year**  
**Half year ending -31<sup>st</sup> March, 2022**

<b>I. Disclosure of Loans / guarantees / comfort letters / securities etc. (refer note below)</b>			
<b>Applicability of Disclosure</b>		Yes	
<b>Reason for Non-applicability</b>		NA	
<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them	28,60,39,089.00	27,91,15,180.00	
Promoter Group or any other entity controlled by them	0.00	0.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
<b>(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
Promoter or any other entity controlled by them	NA	0.00	0.00
Promoter Group or any other entity controlled by them	NA	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them	NA	0.00	0.00

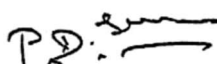



Promoter Group or any other entity controlled by them	NA	0.00	0.00
Directors (including relatives) or any other entity controlled by them	NA	0.00	0.00
KMPs or any other entity controlled by them	NA	0.00	0.00

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

**For NTC Industries Limited**

**Priyawart Jariwala**  
CEO