



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: 30.06.2021

To, Department of Corporate Services Bombay Stock Exchange 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: Secretarial Compliance Report under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

[Pursuant to SEBI Circular No. CIR/CFD/CMD/27/2019 dated 08-02-2019]

Pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 read with SEBI Circular No. CIR/CFD/CMD/27/2019 dated 08-02-2019, please find enclosed herewith the Secretarial Compliance Report for the financial year ended on 31st March, 2021.

This is for your information & records.

Thanking you

Yours Faithfully,

For **ntc industries limited**

Sunil Kumar Varma



Sunil Kumar Varma
(Company Secretary & Compliance Officer)
Mem. No. ACS 31574

Encl: As above

Prachi Todi

Company Secretaries
33C, Satish Mukherjee Road,
Near Gouriya Math,
Kolkata-700026
Mobile No: 9830072442

Email: csprachi92@gmail.com; info.prachi92@gmail.com

**SECRETARIAL COMPLIANCE REPORT
OF
NTC INDUSTRIES LIMITED**

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2021
[Pursuant to Circular No. CIR/CFD/CMDI/27/2019 dated 08/02/2019 issued by
Securities and Exchange Board of India]

To
The Members,
NTC INDUSTRIES LIMITED
149, B.T. Road Kamarhati
Kolkata - 700058

I, Prachi Todi, Company Secretary in Practice have examined:

- (a) all the documents and records made available to me and explanation provided by **M/S NTC INDUSTRIES LIMITED** ("the Listed Entity");
- (b) the filings/submissions made by the Listed Entity to the stock exchanges;
- (c) website of the Listed Entity;
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended on 31st March, 2021 ("Review Period") in respect of compliance with the provisions of:
 - (i) the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, circulars, guidelines issued thereunder; and
 - (ii) 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;
- (e) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993;
- (f) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;



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- (g) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **-Not Applicable for the review period**
- (h) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **-Not Applicable for the review period**
- (i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **-Not Applicable for the review period**
- (j) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **-Not Applicable for the review period**
- (k) Clause 6(A) and 6(B) of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019.

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

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: -

Sl. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Regulation 76 of the Securities and Exchange Board of India (Depository and Participants) Regulations, 2018.	The Company had filed its Reconciliation of Share Capital Audit Report for the quarter ended 31 st December 2020 with the concerned Stock Exchanges on 02.02.2021, i.e., after the due date.	The Company must adhere compliance to the requirements of the applicable SEBI Regulations and ensure that its submissions are made within the stipulated time.
2.	Regulation 23(9) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.	The Company had filed its Disclosure on Related Party Transactions for the half year ended 30 th September 2020, with the concerned Stock Exchanges on 22.12.2020, i.e., after the due date.	A penalty amount of Rs. 47,200/- have been paid by the Company for such delayed filing.

- (b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records. However, the audit of compliances pursuant to the Listing Agreement entered into by the Company with the Calcutta stock Exchange has been done on test check basis and it is observed that the Company should ensure timely submissions and maintain proper acknowledged copies of the disclosures made.



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- (c) The following are the details of actions taken against the Listed Entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/ guidelines issued thereunder:

Sl. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Not Applicable				

- (d) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

1. Pursuant to Regulation 24(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, an Independent Director of the Company have been appointed as a director in the Unlisted Material Subsidiaries of the Company, namely M/s NTCIL Real Estate Private Limited and M/s NTCIL Infrastructure Private Limited, with effect from 30th March 2021.

Prachi Todi



Prachi Todi
Practicing Company Secretary
M. No.: 53022
C.P. No.: 22964
UDIN: A053022C000534910

Date: 29th June, 2021
Place: Kolkata