

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **NACL Industries Limited**
 2. Quarter ending - **30-Sep-2019**

i. Composition Of Board Of Director

T i t l e (M r . / M s)	Name of the Director	DI N	P A N	C a t e g o r y (C h a i r p e r s o n / E x e c u t i v e / N o n - E x e c u t i v e / I n d e p e n d e n t / N o m i n e e)	S u b C a t e g o r y	Ini t i a l D a t e o f A p p o i n t m e n t	D a t e o f A p p o i n t m e n t	D a t e o f c e s s a t i o n	T e n u r e	D a t e o f B i r t h	No. o f D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	No o f I n d e p e n d e n t D i r e c t o r s h i p i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	No o f m e m b e r s h i p i n A u d i t / S t a k e h o l d e r C o m m i t t e e (s) i n c l u d i n g t h i s l i s t e d e n t i t y	No o f p o s t o f C h a i r p e r s o n i n A u d i t / S t a k e h o l d e r C o m m i t t e e h e l d i n l i s t e d e n t i t i e s i n c l u d i n g t h i s l i s t e d e n t i t y	M e m b e r s h i p i n C o m m i t t e e s o f t h e C o m p a n y	Rem a r k s
M r s .	Kanumuru Lakshmi Raju	0 0 5 4 7 7 6	A C H P R 8 5 1 2 K	C & N E D		24- Jun- 2004	24- Jun- 2004		1 8 3	06- No v- 197 4	1	0	1	0	SC,N RC	
M r.	Kailasam Raghuram an	0 0 3 2 0 5	A A A P R 2	ID		30- Jul- 2009	30- Jul- 2009	09- Aug- 2019	1 2 1	26- Sep - 194 9	6	5	4	2	AC, NRC	Duri ng the seco nd quart

																nd tenur e. Ther efore he cease d to be the Inde pend ent Direc tor w.e.f 09.0 8.20 19.	
M r.	Sudhakar Kudva	0 2 4 1 0 6 9 5	A A B P K 1 2 0 0 D	ID		16- Sep- 2008	16- Sep- 2008		1 3 2	06- De c- 195 0	2	2	2	1	AC, RMC		
M r.	N Vijayarag havan	0 2 4 9 1 0 7 3	A D A P V 4 9 2 2 B	NE D		16- Sep- 2008	09- Aug- 2014		6 1	22- Jul- 194 8	1	0	2	0	AC,S C		
M r.	Raghaven der Mateti	0 6 8 2 6 6 5 3	A B G P M 7 1 8 7 F	ID		26- Feb- 2014	26- Feb- 2014		6 5	29- Au g- 195 1	1	1	1	0	AC, NRC		
Company Remarks					During the quarter there is a change in the Board of Directors of the Company. Mr.K.Raghuraman, Independent Director of the Company whose current term												

M r.	Ranvir Sain Nanda	0 0 0 8 2 5 5	A B E P N 6 2 4 3 R	ID		27- May- 2017	27- May- 2017		2 8	04- Ma- r- 194 4	1	1	1	1	AC,S C,N RC	
M r.	Atul Churiwal	0 0 1 8 0 5 9 5	A D K P C 2 4 9 2 H	NE D, ND		29- May- 2019	29- May- 2019		4	23- De- c- 196 3	1	0	0	0	NA	
M r.	Rajesh Kumar Agarwal	0 0 2 1 0 7 1 9 2 4 D	A C K P A 0 9 2 4 D	NE D, ND		29- May- 2019	29- May- 2019		4	28- Sep- - 196 9	1	0	0	0	NA	
M r.	K.Doraira j	0 0 9 0 2 7 8 8	A A G P D 4 9 3 5 M	ID		29- May- 2019	29- May- 2019		4	10- Sep- - 194 6	1	1	0	0	NA	
M r.	Pavan Kumar M	0 1 5 1 4 5 5 7	A C Q P M 0 6 1 6 A	ED	C E O - M D	01- Jun- 2019	01- Jun- 2019		4	01- Sep- - 195 9	1	0	1	0	SC,R MC	

was expired on 08th August, 2019, and he has communicated /conveyed his

	desire not to seek re-appointment as Independent Director of the company for the second term. Accordingly, the tenure of Mr.K.Raghuraman, as Independent Director of the Company shall expire on 08th August, 2019. Therefore he ceased to be the director of the Company with effect
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sudhakar Kudva	ID	Chairperson	06-Aug-2018	
2	N Vijayaraghavan	NED	Member	06-Aug-2018	
3	Kailasam Raghuraman	ID	Member	19-May-2012	09-Aug-2019
4	Raghavender Mateti	ID	Member	26-Feb-2014	
5	Ranvir Sain Nanda	ID	Member	14-Aug-2019	

Company Remarks	<p>During the quarter there is a change in the Board of Directors of the Company. Mr.K.Raghuraman, Independent Director and also member of the Audit Committee of the Company whose current term was expired on 08th August, 2019, and he has communicated /conveyed his desire not to seek re-appointment as Independent Director of the company for the second term. Accordingly, the tenure of Mr.K.Raghuraman, as Independent Director of the Company shall expire on 08th August, 2019. Therefore he ceased to be the director and member of the Committee of the Company with effect from 09.08.2019.</p> <p>During the period Mr.Ranvir Sain Nanda has been inducted as member in the Audit Committee with effect from 14.08.2019</p> <p>The above sheet not allowed to add the name of Mr.Ranvir Sain Nanda as member of the audit committee with effect from 14.08.2019. we request to kindly consider and include his name in the above list</p>
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	N Vijayaraghavan	NED	Member	07-Aug-2015	
2	Kanumuru Lakshmi Raju	C & NED	Member	27-May-2017	
3	Ranvir Sain Nanda	ID	Chairperson	06-Aug-2018	
4	Pavan Kumar M	ED	Member	01-Jun-2019	

Company Remarks	The Board has approved the reconstitution of committees with effect from 14.08.2019 including Stakeholder Relationship Committee, CSR Committee, Risk Management Committee.
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Harish Chandra Bijlwan	Vice President -Operation & Technology	Member	22-Oct-2014	
2	RKS Prasad	Chief Financial Officer	Member	22-Oct-2014	
3	Sudhakar Kudva	ID	Chairperson	22-Oct-2014	
4	Pavan Kumar M	ED	Member	01-Jun-2019	

Company Remarks	The Board has approved the reconstitution of committees with effect from 14.08.2019 including Stakeholder Relationship Committee, CSR Committee, Risk Management Committee.
Whether Permanent chairperson appointed	Yes

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Kailasam Raghuraman	ID	Chairperson	27-May-2017	09-Aug-2019
2	Ranvir Sain Nanda	ID	Member	27-May-2017	
3	Raghavender Mateti	ID	Chairperson	26-Feb-2014	
4	Kanumuru Lakshmi Raju	C & NED	Member	27-May-2017	

Company Remarks	Mr.K.Raghuraman ceased to be the Chairperson of of the Committee with effect from 09.08.2019; The Board in its meeting held on 14.08.2019 has reconstituted the NRC and appointed Mr.Raghavender Mateti as Chairperson of the Committee effective from even date.
Whether Permanent chairperson appointed	Yes

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	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
29-May-2019	03-Jul-2019	Yes	4	2
29-May-2019	14-Aug-2019	Yes	8	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	41

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	29-May-2019	14-Aug-2019	Yes	3	3

Nomination & Remuneration Committee	29-May-2019	14-Aug-2019	Yes	2	1
Stakeholders Relationship Committee	24-Jun-2019	29-Jul-2019	Yes	4	3
Stakeholders Relationship Committee	24-Jun-2019	14-Aug-2019	Yes	3	1
Stakeholders Relationship Committee	24-Jun-2019	19-Sep-2019	Yes	3	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	76

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

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**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - 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. - **Yes**
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.- **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **Satish Kumar Subudhi**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

During the second quarter the tenure of 5 years of Mr.K.Raghuraman, Independent Director was completed on 08.08.2019. Mr.K.Raghuraman has communication on 01.07.2019 his intention for not continuing as an Independent Director for second tenure. Therefore he ceased to be the Independent Director w.e.f 09.08.2019. Consequently the Board Comprises of 9 Directors out of 4 are Independent Directors. Pursuant to Regulation 25 of SEBI LODR Listed entity at the earliest but not later than the immediate next meeting of the board of directors or three months from the date of such vacancy, whichever is later shall appoint an Independent Director. In compliance above regulation, the Company shall take necessary action to appoint new Independent Director in its forthcoming Board Meeting to be held on November

Name : **Satish Kumar Subudhi**
Designation : **Company Secretary**