

Corporate Governance: Quarter ending: March 2022

Composition of Board of Directors

Title	Name of the Director	Category	Initial Date of Appointment	Date of Appointment in Current Term (Date of Re-appointment)	Date of cessation	Tenure of Director (in months)	No. of Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mrs	K LAKSHMI RAJU	Non-Executive - Non Independent Director, Chairperson	24 Jun 2004	-	-	213	1	1	0
Mr.	N.VIJAYARAGHAVAN	Non-Executive - Non Independent Director	16 Sep, 2008	-	-	162	1	2	0
Mr.	Sudhakar Kudva	Non-Executive - Independent Director	16 Sep, 2008	05 Aug, 2017	-	162	2	3	2
Mr.	Raghavender Mateti	Non-Executive - Independent Director	26 Feb, 2014	09 Aug, 2019	-	97	1	2	1
Mr.	Atul Churiwal	Non-Executive - Nominee Director	29 May, 2019	-	-	34	1	0	0
Mr.	Rajesh Kumar Agarwal	Non-Executive - Nominee Director	29 May, 2019	-	-	34	1	0	0
Mr.	M.Pavan Kumar	MD & CEO	01 Jun, 2019	-	-	34	1	1	0
Mr.	Ramkrishna Mudholkar	Non-Executive - Independent Director	04 Nov, 2019	-	-	29	1	0	0
Mr.	N.Sambasiva Rao	Non-Executive - Independent Director	14 Feb, 2020	-	-	25	1	1	0
Ms.	Veni Mocherla	Non-Executive - Independent Director	26 Mar, 2020	-	-	24	3	0	0

Composition of Committees

Audit Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Sudhakar Kudva	Non-Executive - Independent Director, Chairperson	05 Aug, 2017	-
2	N.Vijayaraghavan	Non-Executive - Non Independent Director, Member	06 Aug, 2018	-
3	Raghavender Mateti	Non-Executive - Independent Director, Member	09 Aug, 2019	-
4	N.Sambasiva Rao	Non-Executive - Independent Director, Member	26 Mar, 2020	-

Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	RAGHAVENDER MATETI	Non-Executive - Independent Director, Chairperson	09 Aug, 2019	-
2	K. LAKSHMI RAJU	Non-Executive - Non Independent Director, Member	27 May 2017	-
3	SUDHAKAR KUDVA	Non-Executive - Independent Director, Member	05 Aug, 2017	-

**The Nomination and Remuneration Committee has been re-constituted w.e.f. January 01, 2022*

Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	RAGHAVENDER MATETI	Non-Executive - Independent Director, Chairperson	09 Aug, 2019	-
2	N.VIJAYARAGHAVAN	Non-Executive - Non Independent Director, Member	07 Aug ,2015	-
3	K. LAKSHMI RAJU	Non-Executive - Non Independent Director, Member	27 May, 2017	-
4	M.PAVAN KUMAR	Executive Director, Member	01 Jun, 2019	-

Risk Management Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	SUDHAKAR KUDVA	Non-Executive - Independent Director, Chairperson	05 Aug, 2017	-
2	N.VIJAYARAGHAVAN	Non-Executive - Non Independent Director, Member	22 Oct, 2014	-
3	M.PAVAN KUMAR	Executive Director, Member	01 Jun, 2019	-
4	R.K.S. Prasad	Chief Financial Officer (CFO)	29 Jan, 2009	-
5	Harish Chandra Bijlwan	Senior Executive	24 April, 2009	-

Corporate Social Responsibility Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	SUDHAKAR KUDVA	Non-Executive - Independent Director, Chairperson	05 Aug, 2017	-
2	N.VIJAYARAGHAVAN	Non-Executive - Non Independent Director, Member	30 May, 2014	-
3	K.LAKSHMI RAJU	Non-Executive - Non Independent Director, Member	27 May, 2014	-
4	M.PAVAN KUMAR	Executive Director, Member	01 June. 2019	-
5	VENI MOCHERLA	Non-Executive - Independent Director, Member	26 March, 2020	-

Compensation Committee

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	RAGHAVENDER MATETI	Non-Executive - Independent Director, Chairperson	09 Aug, 2019	-
2	K.LAKSHMI RAJU	Non-Executive - Non Independent Director, Member	27 May, 2014	-
3	SUDHAKAR KUDVA	Non-Executive - Independent Director, Member	05 Aug, 2017	-
4	N.VIJAYARAGHAVAN	Non-Executive - Non Independent Director, Member	30 May, 2014	-

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 Oct 2021	28 Jan 2022	Yes	9	5
	21 Mar 2022	Yes	9	4

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	28 Oct 2021		Yes	4	3
Audit Committee		27 Jan 2022	Yes	4	3
Nomination & Remuneration Committee		24 Jan 2022	Yes	3	2
Risk Management Committee		30 Mar 2022	Yes	5	1

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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Affirmations

Subject	Compliance status (Yes/No)
The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 -	
- Audit Committee	Yes
- Nomination & remuneration committee	Yes
- Stakeholders relationship committee	Yes
- Risk management committee (applicable to the top 100 listed entities)	NA
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
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
This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

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

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance sta-	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.naclind.com
Terms and conditions of appointment of independ-	Yes		www.naclind.com
Composition of various committees of board of di-	Yes		www.naclind.com
Code of conduct of board of directors and senior	Yes		www.naclind.com
Details of establishment of vigil mechanism/ Whis-	Yes		www.naclind.com
Criteria of making payments to non-executive direc-	Yes		www.naclind.com
Policy on dealing with related party transactions	Yes		www.naclind.com
Policy for determining 'material' subsidiaries	Yes		www.naclind.com
Details of familiarization programs imparted to in-	Yes		www.naclind.com
Email address for grievance redressal and other rel-	Yes		www.naclind.com
evant details entity who are responsible for assisting			
Contact information of the designated officials of the	Yes		www.naclind.com
Financial results	Yes		www.naclind.com
Shareholding pattern	Yes		www.naclind.com
Details of agreements entered into with the media	Not Applica-		
companies and/or their associates	ble		
Schedule of analyst or institutional investor meet	Yes		www.naclind.com
and presentations made by the listed entity to ana-			
New name and the old name of the listed entity	Yes		www.naclind.com
Advertisements as per regulation 47 (1)	Yes		www.naclind.com
Credit rating or revision in credit rating obtained by	Yes		www.naclind.com
Separate audited financial statements of each sub-	Yes		www.naclind.com
As per other regulations of the LODR:			

Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.naclind.com
Materiality Policy as per Regulation 30	Yes		www.naclind.com
Dividend Distribution policy as per Regulation 43A	Yes		www.naclind.com
It is certified that these contents on the website of the listed entity are correct.	Yes		www.naclind.com

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
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), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	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	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	

Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	22	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(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	
Disclosure of related party transactions on consolidated basis	23(9)	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	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Yes	
Maximum Tenure	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	
D & O Insurance for Independent Directors	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	

Other Information	
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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. - **Not Applicable**

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

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them

(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:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by			

them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(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:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by			

them			
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(D) If the Listed Entity would like to provide any other information the same may be indicated here

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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

Company Remarks in case of non-compliant status	Not Applicable
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Name : **Satish Kumar Subudhi**
Designation : **Company Secretary & Compliance Officer**