

Quarterly Compliance Report on Corporate Governance  
 Name of Listed Entity : National Cereals Products Limited  
 Quarter Ending: 31.03.2019

Composition of Board of Directors

Title (Mr./Ms)	Name of Directors	PAN	DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &	Date of Appointment in the Current Term/Cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of membership in Audit/Stakeholder Committee(s) Including this Listed entity (Refer Regulation 26(1) of Listing Regulations)	No of Post of Chairperson in Audit/Stakeholder Committee including this listed entity (Refer Regulation 26 (1) of Listing Regulations)
Mrs.	Comilla Mohan	AEAPM1216Q	00196231	Chairperson-Managing Director	9/1/1971	-	1	NIL	NIL
Mr.	Satish Mohan	ADIPM1561H	00230292	Non-Executive Director	8/11/2011	-	2	NIL	1
Mr.	Subhash Arya	AACPA7558F	00308369	Non-Executive Director	2/29/2008	-	1	NIL	1
Mr.	Lachmi Narain Malik	AGUPM0489P	00481449	Independent Director	8/12/2014	5	2	NIL	NIL
Mr.	Sanjeev Bawa	AAHPB3866E	03633427	Independent Director	8/12/2014	5	1	1	NIL

\* 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 cooling off period.

Composition of Committee	Name of Committee	Name of Committee Members	Category(Chairperson/Executive/Non Executive/Independent/Nominee)
1. Audit Committee		Shri Satish Mohan Shri Lachmi Narain Malik Shri Sanjeev Bawa	Chairperson-Non Executive Independent Independent
2. Nomination & Remuneration Committee		Shri Subhash Arya Shri Lachmi Narain Malik Shri Sanjeev Bawa	Chairperson-Non Executive Independent Independent
3. Stakeholders Relationship Committee		Shri Subhash Arya Shri Lachmi Narain Malik Shri Sanjeev Bawa	Chairperson-Non Executive Independent Independent
4. Risk Management Committee		Shri Subhash Arya Shri Lachmi Narain Malik Shri Sanjeev Bawa	Chairperson-Non Executive Independent Independent
4. Corporate Social Responsibility Committee		Shri Subhash Arya Shri Lachmi Narain Malik Shri Sanjeev Bawa	Chairperson-Non Executive Independent Independent

& 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

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 number of days)	(In
10.11.2018	12.02.2019	94	

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 number of days)	(In
10.11.2018	Yes all the members were present in the meeting	12.02.2019	94	

Audit Committee				
	Yes all the members were present in the meeting			

Nomination and Remuneration Committee				
	Yes all the members were present in the meeting			

Risk Management Committee				

Stakeholders Relationship Committee				
	Yes all the members were present in the meeting			

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

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				Yes
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 Yes/No/NA., For example, if the Board has been composed in accordance in accordance with the requirement 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**

- 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 committee 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 500 listed entities) Yes
- 3 The committee member 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 This Report shall be placed before Board of Directors. Yes



## ANNEXURE-III

Name of Listed Entity

National Cereals Products Limited

<b>I Affirmations</b>		
<b>Broad Heading</b>	<b>Regulation Number</b>	<b>Compliance Status (YES/NO/NA) Refer Note Below</b>
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 Chariperson of Audit Committee at the Annual General Meeting	18 (1) (d)	Yes
Presence of Chariperson of the Nomination and Remuneration committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para c of Schedule V	Yes
<p>Note</p> <p>1 In the Column "Compliance Status", compliance or non compliance may be indicated by YES/NO/NA.. 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</p> <p>2 If status is "NO" details of non-compliance may be given here.</p> <p>3 If the Listed Entity would like to provide any other information the same may be indicated here.</p>		



For & on Behalf of  
National Cereals Products Ltd.

Secretary