

**General information about company**

Scrip code	523242
NSE Symbol	
MSEI Symbol	
ISIN	INE006F01018
Name of the entity	NB FOOTWEAR LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory													Textual Information(1)							
Whether the listed entity has a Regular Chairperson													Yes							
Whether Chairperson is related to MD or CEO													No							
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships 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 held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mrs	BINA SANJEEV SHAH	AADPD1642A	00349612	Non-Executive - Independent Director	Chairperson	Shareholder Director	23-03-1969	NA		11-08-2021			60	2	2	4	4		
2	Mr	NEERAV BHARAT MERCHANT	AIVPM4720G	00222393	Non-Executive - Independent Director	Not Applicable	Shareholder Director	12-03-1985	NA		11-08-2021			60	2	2	3	0		
3	Mr	RAJEN KAPIL DESAI	AFFPR5737K	00382740	Non-Executive - Non Independent Director	Not Applicable		29-09-1949	NA		22-03-1996			1	0	2	0			
4	Mr	KANNAN ADHIKESAVAN YADAV	AAAPY0776B	00249225	Executive Director	Not Applicable	CEO-MD	24-05-1963	NA		22-03-1996	01-04-2022		36	1	0	0	0		

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships 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 held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN
5	Mrs	KRASHNAVENI KANNAN YADAV	AAAPY1171A	00249260	Non-Executive - Non Independent Director	Not Applicable		22-08-1966	NA		29-05-2015				1	0	0	0	
6	Mr	SUBRAMANIAN KRISHNAN	AAEPK9856G	00583985	Executive Director	Not Applicable		02-09-1962	NA		17-10-1998				1	0	1	0	

**Text Block**

Textual Information(1)

The Board of directors of the Company is duly constituted.

Company is having 6 directors on its board. 2 Executive Directors, 2 Non-executive non-independent directors and 2 Independent directors. Including two women directors, one being independent director.

Non-executive independent director being the chairperson of the Board, one third of the board comprise of independent directors.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00349612	BINA SANJEEV SHAH	Non-Executive - Independent Director	Chairperson	11-08-2021		
2	00222393	NEERAV BHARAT MERCHANT	Non-Executive - Independent Director	Member	11-08-2021		
3	00382740	RAJEN KAPIL DESAI	Non-Executive - Non Independent Director	Member	28-09-2018		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00222393	NEERAV BHARAT MERCHANT	Non-Executive - Independent Director	Chairperson	11-08-2021		
2	00349612	BINA SANJEEV SHAH	Non-Executive - Independent Director	Member	11-08-2021		
3	00382740	RAJEN KAPIL DESAI	Non-Executive - Non Independent Director	Member	28-09-2018		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00349612	BINA SANJEEV SHAH	Non-Executive - Independent Director	Chairperson	11-08-2021		
2	00382740	RAJEN KAPIL DESAI	Non-Executive - Non Independent Director	Member	28-09-2018		
3	00583985	SUBRAMANIAN KRISHNAN	Executive Director	Member	29-06-2019		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks





Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	13-11-2021				Yes		
2		12-01-2022	59		Yes	6	2

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	13-11-2021			previous Audit committee meeting was held on 11-08-2021 so the gap was of 94 days	Yes		
2	Audit Committee	12-01-2022	59			Yes	3	2
3	Nomination and remuneration committee	12-01-2022			Company is required to hold at least one meeting of Nomination and Remuneration Committee in a year, so the limitation of gap is not applicable	Yes	3	2
4	Stakeholders Relationship Committee	12-01-2022			Company is required to hold at least one meeting of Stakeholders Relationship Committee in a year, so the limitation of gap is not applicable	Yes	3	1

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Textual Information(1)

**Text Block**

Textual Information(1)

During the quarter Company has not entered into any related party transaction

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
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
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	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
7	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
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	S. Krishnan
2	Designation	Company Secretary and Compliance Officer



**Text Block**

**Annexure II****Annexure II 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**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.nbfootwear.in
2	Terms and conditions of appointment of independent directors	Yes		www.nbfootwear.in
3	Composition of various committees of board of directors	Yes		www.nbfootwear.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.nbfootwear.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.nbfootwear.in
6	Criteria of making payments to non-executive directors	Yes		www.nbfootwear.in
7	Policy on dealing with related party transactions	Yes		www.nbfootwear.in
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.nbfootwear.in

**Annexure II****Annexure II 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**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.nbfootwear.in
11	email address for grievance redressal and other relevant details	Yes		www.nbfootwear.in
12	Financial results	Yes		www.nbfootwear.in
13	Shareholding pattern	Yes		www.nbfootwear.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	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		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.nbfootwear.in
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.nbfootwear.in
21	Materiality Policy as per Regulation 30	Yes		www.nbfootwear.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.nbfootwear.in
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

**Text Block**

Textual Information(1)

Company has a web-site. The maintenance thereof has been out sourced by the Company. The information to be placed on the web-site is being provided to the agency that is maintaining the web on regular basis, however there may be some delay in posting.

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	NA	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			



**Annexure II**

1	Name of signatory	S. Krishnan
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	Textual Information(1)

<b>Text Block</b>	
Textual Information(1)	The Company is not having any subsidiary company.

**Annexure II**

1	Name of signatory	S Krishnan
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

**Signatory Details**

Name of signatory	S Krishnan
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	18-04-2022