

General information about company	
Scrip code	523242
NSE Symbol	NA
MSEI Symbol	NA
ISIN	INE006F01018
Name of the entity	NB Footwear Limited
Date of start of financial year	01-04-2024
Date of end of financial year	31-03-2025
Reporting Quarter	Half Yearly
Date of Report	30-09-2024
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
1	Mrs	Bina Sanjeev Shah	AADPD1642A	00349612	Non-Executive - Independent Director	Chairperson	Shareholder Director	23-03-1969
2	Mr	Neerav Bharat Merchant	AIVPM4720G	00222393	Non-Executive - Independent Director	Not Applicable	Shareholder Director	12-03-1985
3	Mr	Rajen Kapil Desai	AFFPR5737K	00382740	Non-Executive - Non Independent Director	Not Applicable		29-09-1949
4	Mr	Kannan Adhikesavan Yadav	AAAPY0776B	00249225	Executive Director	Not Applicable		24-05-1963
5	Mrs	Krishnaveni Kannan Yadav	AAAPY1171A	00249260	Non-Executive - Non Independent Director	Not Applicable		22-08-1966
6	Mr	Subramanian Krishnan	AAEPK9856G	00583985	Executive Director	Not Applicable		02-09-1962

I. Composition of Board of Directors					
Disqualification of Directors under section 164 of the Companies Act, 2013					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active

I. Composition of Board of Directors													
Sr	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 [with reference to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		11-08-2021			60	1	1	2	2			
2	NA		11-08-2021			60	1	1	1	0			
3	No		22-03-1996		03-08-2024		1	0	0	0	Others		
4	NA		22-03-1996	01-04-2022		36	1	0	0	0			
5	NA		29-05-2015				1	0	0	0			
6	NA		17-10-1998				1	0	0	0			

Text Block	
Textual Information(1)	<p>The Board of Directors of the Company is duly constituted</p> <p>As at September 30, 2024 the Company was having 5 directors on its Board. 2 are Executive Director, 2 are Independent Director and 1 is non-executive non-independent director, including two women directors out of that one is Independent Director.</p> <p>One non-executive non-independent director resigned during the quarter</p> <p>Non-executive Independent director being the chairperson of the Board, one third of the board that is 2 directors are independent directors.</p> <p>Mr Rajen Desai (DIN 00382740), non-executive, non-independent director resigned from the Board on August 03, 2024 prior to completion of 75 years of the age. In view thereof no special resolution towards regularisation of his appointment was required to be passed</p>

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block	
Textual Information(1)	<p>Note on Committee:</p> <p>Audit Committee:</p> <p>Audit Committee was duly constituted having three non-executive directors as its members. However one non-executive non-independent director resigned during the quarter, so as at September 30, 2024 the committee consists of two independent directors only. The Company under takes to fill the vacancy within the period as provided in SEBI Listing Regulations.</p> <p>The chairperson of Audit Committee is an independent director. All members of audit committee are financially literate.</p> <p>Nomination and Remuneration Committee:</p> <p>Nomination and Remuneration Committee was duly constituted having three non-executive directors as its members. However one non-executive non-independent director resigned during the quarter, so as at September 30, 2024 the committee consists of two independent directors only. The Company under takes to fill the vacancy within the period as provided in SEBI Listing Regulations.</p> <p>The chairperson of Nomination and Remuneration Committee is an independent director who is not the chairperson of the Board.</p> <p>Stakeholders Relationship Committee:</p> <p>Stakeholders Relationship Committee was duly constituted having three directors as its members. However one non-executive non-independent director resigned during the quarter, so as at September 30, 2024 the committee consists of one independent director and one Executive Director only. The Company under takes to fill the vacancy within the period as provided in SEBI Listing Regulations.</p> <p>The chairperson of Stakeholders Relationship Committee is an independent director</p>

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	11-08-2011		
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	03-08-2024	

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	03-08-2024	

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	03-08-2024		
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

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					No		
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)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	20-04-2024				Yes	6	6	2
2		03-08-2024	104		Yes	6	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)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	20-04-2024				Yes	3	3	2	0
2	Audit Committee	03-08-2024	104			Yes	3	3	2	0
3	Nomination and remuneration committee	03-08-2024			Pursuant to SEBI Listing Regulations Nomination and Remuneration Committee is required to meet at least once in a year. Accordingly provision regarding maximum gap between two consecutive	Yes	3	3	2	0

					meetings for the said committee is not applicable.					
4	Stakeholders Relationship Committee	03-08-2024			Pursuant to SEBI Listing Regulations Stakeholders Relationship Committee is required to meet at least once in a year. Accordingly provision regarding maximum gap between two consecutive meetings for the said committee is not applicable.	Yes	3	3	1	0

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)
Disclosure of notes of material transaction with related party			Textual Information(2)

Text Block	
Textual Information(1)	The Company has not entered into any related party transaction during the quarter ended September 30, 2024
Textual Information(2)	There was no material transaction with related parties during the quarter ended September 30, 2024

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 1000 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

Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	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	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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Annexure III		
1	Name of signatory	S Krishnan
2	Designation	Company Secretary and Compliance Officer

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

Text Block	
Textual Information(1)	During the half year ended on September 30, 2024 the Company has not provided directly or indirectly any loan, guarantee or any comfort letter, securities etc to any of its promoter, director or KMP

Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details	
Name of signatory	S Krishnan
Designation of person	Company Secretary and Compliance Officer
Place	Chennai
Date	09-10-2024

