

NBCC/BS/98/2020-21

June 16, 2020

National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot no. C/1,G Block Bandra –Kurla Complex Bandra (E), Mumbai-400051 NSE Symbol: NBCC/EQ	BSE Limited, Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip Code: 534309
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Subject: Secretarial Compliance Report for Financial Year ended March 31, 2020

Sir,

Pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015 read with Circular No. CIR/CFD/CMDI/27/2019 Dated 08.02.2019, kindly find attached herewith Annual Secretarial Compliance Report issued by M/s P. C. Jain & Co., Company Secretaries, Faridabad for the financial year ended March 31, 2020.

The aforesaid information is also available on the website of the company at <https://www.nbccindia.com/webEnglish/announcementNotices>.

This is for your record & information. Kindly acknowledge receipt.

Thanking you

Yours Sincerely,
For NBCC (India) Limited



Deepti Gambhir
Company Secretary
F-4984



P.C.JAIN & CO
Company Secretaries

2382, Sector-16,
Phone: 0129-4043338
+91 9811087881
Faridabad-121002 (NCR)
Mail id: fcspcjain@gmail.com
URL: www.cspcjain.com

Annual Secretarial Compliance Report
of
NBCC (India) Limited
(CIN: L74899DL1960GOI003335)
for
the year ended 31st March 2020

(Pursuant to the Regulation 24A of the SEBI (LODR) Regulation, 2015 read with Circular
No. CIR/CFD/CMD 1/27/2019 Dated 8th February, 2019 issued by SEBI)

To,
NBCC (India) Limited
NBCC Bhawan,
Lodhi Road,
New Delhi- 110003

Dear Sir,

We have examined:

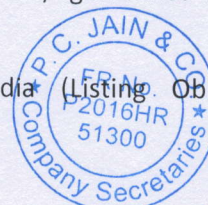
- (a) all the documents and records made available to us and explanation provided by **NBCC (India) Limited** ("the Listed Entity"),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2020 ("**Period Under Review**") in respect of compliance with the provisions of :-

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.



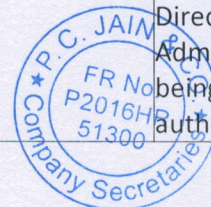
UDIN: F004103B000342122

- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable for the period under review);**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable for the period under review);**
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable for the period under review);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable for the period under review);**
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable for the period under review),** and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable for the period under review)**

and the circulars/ guidelines issued thereunder; and based on the above examination, We hereby report that, during the period under review:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(10) & 25(4) of the SEBI (LODR) Regulation 2015 with regard to carrying out the performance evaluation of Directors.	The Company should have carried out the performance evaluation of the directors, as per regulation 17 (10) & 25 (4) of SEBI (LODR) Regulations , 2015	As informed by the management, NBCC (India) Limited is a Government Company, appointment/ nomination of all the Directors is being done by the President of India, through the Ministry of Housing and Urban Affairs and performance evaluation of Directors is done by the Administrative Ministry, being the appointing authority.



2.	Regulation 17 (1), 18(1)(b) & 18 (2)(b), 19(1)(c) of SEBI (LODR) Regulation 2015 with regard to the composition of Board of Directors, Audit Committee, Nomination and Remuneration Committee.	The composition of the Board of Directors should be in accordance with the combination of Executive / Non-Executive / Woman Director / Independent Director as per Regulation 17 (1). Composition of Audit Committee and Nomination and Remuneration Committee as per Regulation 18(1) & 19.	The composition of the Board of Director and the Nomination and Remuneration Committee did not comprise sufficient number of Independent Directors. The composition and quorum for the meeting of the Audit Committee was not in accordance with the requirement of Regulation 18(1) (b) and 18(2) (b) with the requirement of SEBI LODR from June 16, 2019 to March 31, 2020.
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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE & NSE	Non Compliances of Regulation under SEBI (LODR) Regulation, 2015:- I. Board Composition Regulation-17, No Woman Independent Director on the Board. II. Composition of Audit Committee Regulation-18(1). III. Composition of Nomination and Remuneration Committee Regulation-19(1).	Explanation sought from the company on non-compliance and advised to pay fine.	The company submitted its reply to BSE & NSE and requested for waiver of fine/ penalty in view of SEBI SOP Circular for non-compliance arising out of inability of the company to make appointment to the Board of



				make appointment to the Board of Directors/KPMs due to pending approval for the appointment of Directors/KMP etc., from the Government (Ministry)/ Regulator/ Any Statutory Authority.
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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Please Refer to Serial No. (1) of clause (a) in table above.				

Place: Faridabad
Date: 15.06.2020



For P. C. Jain & Co.
Company Secretaries
(FRN: P2016HR051300)

(Signature)
(CS P C Jain)

Managing Partner
COP No: 3349
M. No: FCS 4103