

Ref.No: NBCC/BS/BSNSE/2021-22

June 26, 2021

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, 2021

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, Annual Secretarial Compliance Report issued by M/s P. C. Jain & Co., Company Secretaries, for the financial year ended March 31, 2021 is enclosed herewith as **Annexure-I**.

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

This is for your information and record.

Yours Sincerely,
For NBCC (India) Limited


Deepti Gambhir
Company Secretary
F-4984



ENCL: As above



On Path of
**Professional
Excellence**
since 2000

P.C. JAIN & Co.

Company Secretaries
(Corporate Law & Insolvency Resolution Advisor)

**Annual Secretarial Compliance Report
of
NBCC (India) Limited
(CIN: L74899DL1960GOI003335)
for
the year ended 31st March 2021**

(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

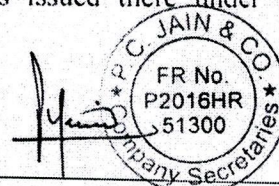
Dear Sir,

We have examined:

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

for the year ended 31st March 2021 ("**Period Under Review**") in respect of compliance with the provisions of :-

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



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Branch Office: #1515, LGF, DLF City IV, Opposite Galleria Market, Gurugram-122009, India | +91 9811087881

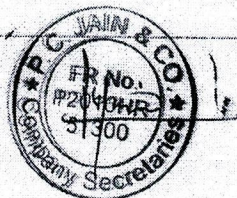
corporatelegal@cspcjain.com
www.cspcjain.com



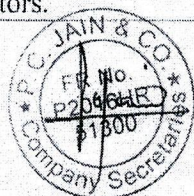
			by the President of India. through the Ministry of Housing and Urban Affairs and performance evaluation of Directors is done by the Administrative Ministry, being the appointing authority.
2.	Regulation 17 (1)(a) & (b), 18(1)(b) & 18 (2)(b), 19(1)(c) of SEBI (LODR) Regulation 2015 with regard to the 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 Director as per Regulation 17 (1)(a) & (b). Composition of Audit Committee and Nomination and Remuneration Committee as per Regulation 18(1)(b), 18(2)(b) & 19(1)(c).	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 31 st March, 2021.

- (b) The listed entity has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued there under 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 there under:

S.No.	Action taken by	Details of violation	Details of action taken by E.g. fines, warning, letter,	Observations/ remarks of the Practicing Company
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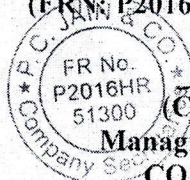
	BSE & NSE	Non Compliances of Regulation under SEBI (LODR) Regulation, 2015:-	debarment etc.	Secretary, if any.
1.		<p>I. As per Regulation- 17(1)(a) the Board Composition shall not less than fifty per cent. of the board of directors shall comprise of non-executive directors.</p> <p>II. As per Regulation- 17(1)(b) where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors.</p> <p>III. As per Regulation 18(1)(b) Composition of Audit Committee Regulation- Two-thirds of the members of audit committee shall be independent directors.</p> <p>IV. As per Regulation- 18(2)(b) the quorum for audit committee meeting shall either be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.</p> <p>V. As per Regulation- 19(1)(c) Composition of Nomination and Remuneration Committee at least fifty percent of the directors shall be independent directors.</p>	Explanation sought from the company on non-compliance and advised to pay fine.	<p>The Committee for Reviewing Representations for Waiver of Fines Levied under Standard Operating Procedure (SOP)" of Bombay Stock Exchange decided to waive the fines levied for non compliance under of SEBI (LODR) Regulations, 2015.</p> <p>However, the above matter is still under consideration before the National Stock Exchange for waiver.</p>



(b) 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: 24/06/2021
UDIN: F004103C000509181

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

(CS P C Jain)
Managing Partner
COP No: 3349
M. No: FCS 4103