

Ref.No: NBCC/BS/BSENSE/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 **BSE Limited,** Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001

NSE Symbol: NBCC/EQ

Scrip Code: 534309

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.

NEW DELHI

INDIA

This is for your information and record.

Yours Sincerely,

For NBCC (India) Limited

Deepti Gambhir **Company Secretary**

F-4984

ENCL: As above





P.C. JAIN & Co.

Company Secretaries (Corporate Law & Insolvency Resolution Advisor)

Annual Secretarial Compliance Report
of
NBCC (India) Limited
(CIN: L74899DL1960G01003335)
for
the year ended 31stMarch 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:

- (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 2021 ("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 there under; and
- (b) 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");

Head Office: #2382, Sector-16, Faridabad (NCR)-121002, India | +91 9953008338| 0129-4043338 Branch Office: #1515, LGF, DLF City IV, Opposite Galleria Market, Gurugram-122009, India | +91 9811087881

corporatelegal@cspcjain.com www.cspcjain.com







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

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.
- (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 (Buyback of Securities) Regulations, 2018; (Not applicable for the period under review) and
- (i) Other regulations as applicable.

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 there under, except in respect of matters specified below:-

S.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 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

19 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1			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).	The composition of the Board of Director and the Nomination and Remuneration Committee did not comprise sufficient number of Independent Directors.
		Composition of Audit Committee and Nomination and Remuneration Committee as per Regulation 18(1)(b), 18(2)(b) &19(1)(c).	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	Details of violation	Details of	Observations/
	taken by		action taken by	remarks of the
			E.g. fines,	Practicing
		JAIN	warning, letter,	()

			debarment etc.	Secretary, if any.
1.	BSE &NSE	Non Compliances of	Explanation	The Committee
		Regulation under SEBI	sought from the	for Reviewing
		(LODR) Regulation, 2015:-	company on	Representations
		I. As per Regulation-	non-compliance	for Waiver of
		17(1)(a) the Board	and advised to	Fines Levied
		Composition shall not less	pay fine.	under Standard
		than fifty per cent. of the		Operating
		board of directors shall		Procedure
		comprise of non-executive		(SOP)" of
		directors.		Bombay Stock
		directors.		Exchange
		LI X. a.s. D		그 마다 이번 아니는 아니는 아이들이 아이를 맞게 되었다면 하는데 그 일반이 되었다면 하는데 모르다.
	Date High Control	II. As per Regulation-		decided to
		17(1)(b) where the		waive the fines
		listed entity does not		levied for non
		have a regular non-		compliance
		executive chairperson,		under of SEBI
		at least half of the board		(LODR)
		of directors shall		Regulations,
		comprise of		2015.
		independent directors.		
				However, the
		III. As per Regulation		above matter is
		18(1)(b) Composition of		still under
		Audit Committee		consideration
		Regulation- Two-thirds		before the
		of the members of audit		National Stock
		committee shall be		Exchange for
		independent directors.		waiver.
		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.		
		V. As per Regulation-		
		19(1)(c)Composition of		
		Nomination and		
		Remuneration		
		Committee at least fifty		
		percent of the directors		
		shall be independent		
	1	directors.		

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observation s of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
------------	---	---	--	--

Place: Faridabad Date: 24/06/2021

UDIN: F004103C000509181

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

P2016HR 51300 (ES P C Jain) Managing Partner Pany Sa COP No: 3349

M. No: FCS 4103