

NCCL/Sec-Com/2023-24

Date : May 8, 2024

National Stock Exchange of India Ltd

Exchange Plaza, C-1, Block G
Bandra – Kurla Complex, Bandra (E)
MUMBAI - 400 051.

Symbol: NCC

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort
MUMBAI – 400 001.

Code : 500294

Dear Sir(s),

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2024

In Compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed copy of Annual Secretarial Compliance Report dated May 8, 2024 for the Financial Year 2023-24 issued by BS AND CO LLP (Formerly Known as BS and Company, Company Secretaries LLP).

We would request you to please take note of the same.

Thanking you,

Yours sincerely,
For NCC Limited

8-05-2024
M V Srinivasa Murthy
Company Secretary & Sr.EVP (L)
Encl : As above



To,
The Board of Directors,
NCC LIMITED
NCC House, Madhapur,
Hyderabad-500081,
Telangana, India
BSE CODE: 500294

Sub: Annual Secretarial Compliance Report for the Financial Year 2023-24

Dear Sir,

We have been engaged by NCC Limited (hereinafter referred to as the "Company") bearing CIN: L72200TG1990PLC011146 whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct an audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

It is responsibility of the management of the company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulation and Circulars/Guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the company with provisions of all applicable SEBI Regulations and Circulars / Guidelines issued from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Annual Secretarial Compliance Report is enclosed.

**For BS AND CO LLP
(Formerly Known as BS and Company
Company Secretaries LLP)**




K.V.S. Subramanyam
FCS No.: 5400
C P No.: 4815
PR. No: 705/2020
UDIN: F005400F000330417

Place: Hyderabad
Date: 08.05.2024

Secretarial compliance report of NCC Limited for the year ended 31st March 2024

We, BS AND CO LLP (Formerly Known as BS and Company Company Secretaries LLP), Practising Company Secretaries, have examined:

- (a) *all the documents and records made available to us, and explanation provided by NCC 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 2024 ("Review Period") in respect of compliance with the provisions of:

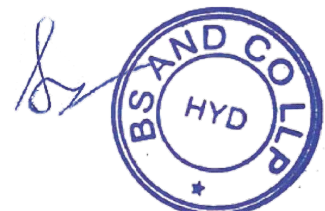
- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities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

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable**
- (f) Securities and Exchange Board of India (Issue and Listing of Non - Convertible Securities) Regulations, 2021; **-Not Applicable**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, as specified below

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including Specific Clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

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

S.No	Compliance Requirement (Regulations/circulars/guidelines including specific Clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI (LODR) Regulations 2015	23(9)	The company is required to file disclosures of related party transactions with the Stock Exchanges within 15 days from the date of publication of its standalone and consolidated financial results. However, there was a delay of one day in submitting the aforesaid report for the year ended 31.03.2022.	NSE & BSE	Fine	Delay of one day in submitting the report	Rs.5000 each to the stock exchanges	Company paid the requisite fine levied by Stock Exchange .	The Company has been regular in filing the returns on time. However, for the half year ended 31st March 2022, there was a delay of one day because of the amendment in the regulation changing the timeline from 30 days to 15 Days.	The Company has filed the report and paid the fine as levied by stock exchanges and there was no non compliance.

**For BS AND CO LLP
(Formerly Known as BS and Company
Company Secretaries LLP)**



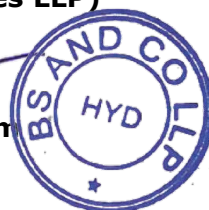
K.V.S. Subramanyam

FCS No.: 5400

C P No.: 4815

PR. No: 705/2020

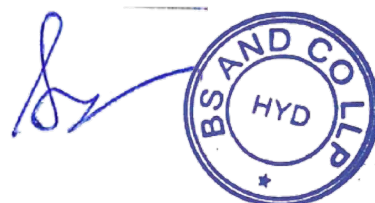
UDIN: F005400F000330417



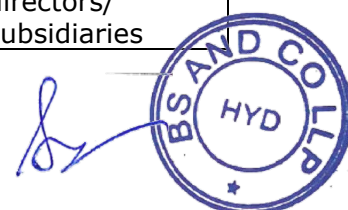
**Place: Hyderabad
Date: 08.05.2024**

Additional affirmations in Annual Secretarial Compliance Report (ASCR)

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><u>Secretarial Standard</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	YES	None
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI 	YES	None
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website 	YES	None
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	YES	None





5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	YES	None
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	YES	None
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	YES	None
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee</p>	YES NA	None No such situation arose
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.</p>	YES	None
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	YES	None
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars)</p>	NA	No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries



	under SEBI Regulations and circulars/ guidelines issued thereunder		either by SEBI or by Stock Exchanges
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> In case of resignation of statutory auditor from the listed entity or any of its material subsidiary(is) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	NA	Statutory Auditor has not resigned. Hence Not Applicable
13.	<u>Additional non-compliances, if any:</u> No additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	YES	None

**For BS AND CO LLP
(Formerly Known as BS and Company
Company Secretaries LLP)**

K.V.S. Subramanyam
FCS No.: 5400
C P No.: 4815
PR. No: 705/2020
UDIN: F005400F000330417

Place: Hyderabad
Date: 08.05.2024