No NBCC/BS/BSENSE/2026-27 May 27, 2026

नेशनल स्टॉक एक्सचेंज ऑफ़ इंडिया लिमिटेड **एक्सचेंज प्लाजा,** **प्लॉट नंबर सी/1, जी ब्लॉक,** **बांद्रा-कुर्ला कॉम्प्लेक्स** **बांद्रा (ई)** **मुंबई 400051** **एनएसई प्रतीक: एनबीसीसी/EQ** **National Stock Exchange of India Ltd.** **Exchange Plaza,** **Plot No C/1, G Block,** **Bandra –Kurla Complex** **Bandra (E)** **Mumbai-400051**	**बीएसई लिमिटेड** **फिरोज जीजीभोय टॉवर,** **दलाल स्ट्रीट,** **मुंबई -400001** **स्क्रिप कोड: 534309** **BSE Ltd.** **Phiroze Jeejeebhoy Tower,** **Dalal Street ,** **Mumbai-400001**

Subject (विषय): Annual Secretarial Compliance Report for Financial Year ended March 31, 2026 (31 मार्च, 2026 को समाप्त वित्तीय वर्ष के लिए वार्षिक सचिवीय अनुपालन रिपोर्ट)

Sir **(महोदय)**,

Pursuant to Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Annual Secretarial Compliance Report issued by M/s Agarwal S. & Associates, Practicing Company Secretaries, for the financial year ended March 31, 2026, is enclosed herewith at **Annexure-I**.

The aforesaid information is also available on the website of the Company at https://www.nbccindia.in/webEnglish/SecreteriatComplianceReport

This is for your information and record.

Thanking You

Yours Sincerely,
For NBCC (India) Limited
Deepti Gambhir
Deepti Gambhir
Company Secretary
F4984

ENCL (संलग्न): As Above

AGARWAL S. & ASSOCIATES
Company Secretaries

D-427, 2nd Floor, Palam Extn., Ramphal Chowk,
Sector 7, Dwarka, New Delhi-110075
Email Id: asacs2022@gmail.com
Phone: 011–45052182

ANNUAL SECRETARIAL COMPLIANCE REPORT OF
NBCC INDIA LIMITED
(for the year ended 31st March, 2026)
[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We, Agarwal S. & Associates, Company Secretaries, have examined:

(a) all the documents and records made available to us and explanation provided by **NBCC INDIA LIMITED ("the listed entity" or "NBCC" or "the Company"),**
(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 Report,

For the year ended 31st March, 2026 ("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 (Regulations) 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 Requirements) Regulations, 2015;
(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during Audit Period)**
(c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable to the Company during Audit Period)**
(e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not applicable to the Company during Audit Period)**
(f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable to the Company during Audit Period)**
(g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/ guidelines issued thereunder;

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

D-427, 2nd Floor, Palam Extn., Ramphal Chowk,
Sector 7, Dwarka, New Delhi-110075
Email Id: asacs2022@gmail.com
Phone: 011–45052182

(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 (i)	Regulation /Circular No. (ii)	Deviations (iii)	Action Taken by (iv)	Type of Action (Advisory/Clarification/ Fine/Show Cause Notice/ Warning, etc.) (v)	Details of Violation (vi)	Fine Amount (vii)	Observations/ Remarks of the Practicing Company Secretary (viii)	Management Response (ix)	Remarks (x)

1.	Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (SEBI (LODR) Regulations 2015)	Regulations 17(1) and 17(IE) of SEBI LODR, 2015	Non-compliance with the Requirements pertaining to Composition of Board of Directors.	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)	Fine	Non-compliance with the requirements pertaining to Composition of Board of Directors is as follows; - (I) There was not an optimum combination of executive and non-executive director and atleast fifty percent of the board of director not comprised of non- executive director till 22.04.2025. (II) Half of the board of directors of the company was not consisting of independent directors including a	NSE & BSE has levied monetary (s) fine for noncompliance with the requirements pertaining to composition of the Board as per Regulation 17(1) of SEBI LODR 2015 Detail of fine is as under: - 1. Quarter ended June 2025 Fine of Rs. 5,36,900 (inclusive of GST @18%) by NSE & BSE each. 2.Quarter ended September, 2025 Fine of Rs. 5,42,800 (inclusive of GST @18%) by NSE & BSE each. 3.Quarter ended December, 2025 Fine of Rs. 5,42,800 (inclusive of GST @18%) by NSE & BSE each.	Refer Column (vi) of Table (a)	The Administrative Ministry (MoHUA) vide Office Order No: O-17034/39/2014- PS (Part- I) dated April 23, 2025, and May 09, 2025, had appointed three independent Directors on the Board of NBCC for the period of one year, effective from the date of Notification of their appointment or until further orders. Thereafter, the Board of Directors, pursuant to the Administrative Ministry office order no. O-17034/39/2014-PS (Part-I) dated May 20, 2025, appointed Shri Vishal Puri as Independent Director w.e.f May 23, 2025, after obtaining DIN. Further, as NBCC (India) Limited being a Govt. Company, appointment of Directors are made by the Govt. of India through The Administrative Ministry i.e. Ministry of Housing	

						Independent woman Director during FY 2025-2026.			and Urban Affairs (MoHUA). Further requests have been made to the Administrative Ministry for the appointment of the requisite no. of Independent directors, including the woman Independent Director.	
2.	Regulations 18,19,20,21 of SEBI (LODR) Regulations 2015	Regulations 18,19,20, 21 of SEBI (LODR) Regulations 2015.	Non-compliance pertaining to Composition of the Audit committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee from April 01, 2025 to May 15, 2025	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)	Fine	Due to unavailability of any Independent Director on the Board, there is non-compliance pertaining to Composition of the Audit committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee from April 01, 2025 to May 15, 2025.	NSE & BSE has levied monetary fine(s) for non-compliance with the requirements pertaining to Composition of the Audit committee, Nomination and Remuneration committee, Stakeholders Relationship committee and Risk Management Committee as per Regulations 18, 19, 20 & 21 of the SEBI (LODR) Regulations, 2015.	Refer Column (vi) of Table (a)	The Administrative Ministry (MoHUA) vide Office Order No: O-17034/39/2014- PS (Part- I) dated April 23, 2025, and May 09, 2025, had appointed three independent Directors on the Board of NBCC for the period of one year, effective from the date of Notification of their appointment or until further orders. Accordingly, May 16, 2025 onwards, the said board level Committees have been reconstituted with the requisite Independent Directors in compliance of SEBI (LODR)	

							Detail of Fine is as under: - 1. **Quarter ended 31.06.2025**-Fine of Rs. 4,24,800/- (Inclusive of GST@18%) by NSE & BSE each		Regulations, 2015.	

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

Sr. No.	**Observations/ Remarks of the Practicing Company Secretary in the previous reports**	**Observations made in the secretarial compliance report for the year ended March 31, 2025**	**Compliance Requirement (Regulations/circulars/ guidelines including specific clause)**	**Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity**	**Remedial actions, if any, taken by the listed entity**	**Comments of the PCS on the actions taken by the listed entity**
1.	Non-compliance with the requirements pertaining toComposition of Board of Directors is as follows; - (i) half of the board of directors of the company was not consisting of independent directors including an Independent woman Director during FY 2024- 25. (ii) after the completion of tenure of three Independent woman Director during FY 2024-25.	Non compliance with the requirements pertaining to Composition of Board of Directors.	Regulation 17 of SEBI (LODR), Regulations, 2015.	Noncompliance with the Requirements pertaining to Composition of Board of Directors is as follows; - (i) half of the board of directors of the company was not consisting of independent directors including an Independent woman Director during FY 2024- 25.	During FY 2024-25, till November 21, 2024, the composition of the Committees was in order as per SEBI (LODR) Regulations, 2015.Further, due to the completion of tenure, the office of the Independent Directors had been vacated from November 22, 2025.NBCC (India) Limited being a Govt. Company, appointment of Directors are made by the Govt. of India through the Administrative	No further comments.

	(ii) after the completion of tenure of three Independent Directors on 21.11.2024 till March 31, 2025; there was no Independent Director on the Board and Board of directors did not have an Optimum combination of executive and non-executive directors as less than fifty per cent. of the board of directors is comprise of non-executive directors and consequential non-compliances thereof.			(ii) after the completion of tenure of three Independent. Directors on 21.11.2024 till March 31, 2025; there was no Independent Director on the Board and Board of directors did not have an optimum combination of executive and non-executive directors as less than fifty per cent. of the board of directors is comprise of non-executive directors and consequential non-compliances thereof. NSE & BSE has levied monetary (s) fine for non-compliance with the requirements pertaining to composition of the Board as per Regulation 17 of the SEBI (LODR) Regulations, 2015. Detail of Fine is as under: - 1. **Quarter ended 30.06.24**- Fine of Rs. 4,55,000/-	Ministry i.e. Ministry of Housing and Urban Affairs (MoHUA). Further, requests have been made to the Administrative Ministry, from time to time regarding the vacant position of Independent Directors on the Board of NBCC and the same was awaited till March 31, 2025. The Administrative Ministry (MoHUA) vide Office Order No: O-17034/39/2014- PS (Part- I) dated April 23, 2025, and May 09, 2025, had appointed three independent Directors on the Board of NBCC for the period of one year, effective from the date of Notification of their appointment or until further orders.	

				2. **Quarter ended 30.09.24** -Fine of Rs. 4,60,000/- 3. **Quarter ended 31.12.24**-Fine of Rs. 4,70,000/- 4. **Quarter Ended 31.03.2025**-Fine of Rs. 4,90,000/- **(exclusive of GST@18%) by NSE & BSE each.**		
2.	From November 22, 2024 till March 31, 2025 the Composition of Audit Committee, Nomination and Remuneration committee, Stakeholder Relationship Committee, Risk Management Committee was not in order as per prescribed regulation	Non-compliance with the requirements pertaining to Composition of the Audit committee, Nomination and Remuneration committee, Stakeholders Relationship committee and Risk Management Committee	Regulations 18,19,20,21 of SEBI (LODR),Regulations, 2015.	From November 22, 2024 till March 31, 2025 the Composition of Audit Committee, Nomination And Remuneration committee, Stakeholder Relationship Committee, Risk Management Committee was not in order as per prescribed regulation. NSE & BSE has levied monetary (s) fine for non-compliance with the requirements pertaining to Composition of the Audit committee, Nomination and Remuneration committee,	During FY 2024-25, till November 21, 2024, the composition of the Committees was in order as per SEBI (LODR) Regulations, 2015. Further, due to the completion of tenure, the office of the Independent Directors had been vacated from November 22, 2025. NBCC (India) Limited being a Govt. Company, appointment of Directors are made by the Govt. of India through the Administrative Ministry i.e. Ministry of Housing and Urban Affairs (MoHUA). Further, requests have been made to the Administrative Ministry, from time to time regarding the vacant position of Independent Directors on the Board of NBCC and the same was awaited till March 31,	No further comments.

				Stakeholders Relationship committee and Risk Management Committee as per Regulations 18, 19, 20 & 21 of the SEBI (LODR) Regulations, 2015. Detail of Fine is as under: - 1. Quarter ended 31.12.24-Fine of Rs. 3,12,000/- 2. Quarter Ended 31.03.2025-Fine of Rs. 7,20,000/- (exclusive of GST@18%) by NSE & BSE each	2025. May 16, 2025 onwards, the said board level Committees have been reconstituted with the requisite Independent Directors in compliance of SEBI (LODR) Regulations, 2015.	

(c) I/we hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS
1.	Secretarial Standard: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	Generally complied with

2.	<u>Adoption and timely updation of the Policies:</u> All applicable policies under SEBI Regulations are adopted with the approval of board of Directors of the listed entity. 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.	<u>Maintenance and disclosures on Website:</u> • 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.	<u>Disqualification of Director:</u> None of the Directors of the Company are disqualified under Section 164 of the Companies Act, 2013.	Yes	None
5.	<u>Details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries.	Yes	HSCC (INDIA) LIMITED, (CIN: U74140DL1983GOI015459)
6.	<u>Preservation of Documents:</u> 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.	Yes	None

7.	Performance Evaluation: 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.	None	The performance evaluation of Directors is done by Administrative Ministry being the appointing authority. Further the MCA vide its notification dated June 05, 2015, has exempted the Government Companies from complying with the provisions of section 134(3)(p) of the Companies Act, 2013 with respect to performance evaluation of Board and its Committees.
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions. (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.	Yes	None
9.	Disclosure of events or information: 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.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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) under SEBI Regulations and circulars/guidelines issued thereunder except those mentioned in the last column.	Yes	Mentioned in Table (a) above
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries:	NA	No case of resignation of Statutory Auditors observed in FY 2025 - 2026

	In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) 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.		
13.	Additional non-compliances, if any: No additional non-compliance observed for any of the SEBI regulation/circular/ guidance note, etc. except as reported above.	Yes	None

We further report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the LODR Regulations - NA

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **Agarwal S. & Associates,**
Company Secretaries,
ICSI Unique Code: P2003DE049100
Peer Review Cert. No. 2725/2022

Digitally signed by Shweta Jain
Date: 2026.05.27 14:09:40
+05'30'

CS Shweta Jain
FCS No.: 7152
C P No.: 27503

Place: New Delhi
Date: 27.05.2026
UDIN: F007152H000501382