

No.NBCC/BS (98)/2016/

April 12, 2016

<p>The Vice-President, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot no. C/1,G Block Bandra –Kurla Complex Bandra (E),Mumbai-400051</p> <p>NSE Symbol: NBCC/EQ</p>	<p>The Secretary, Listing Department, Bombay Stock Exchange Limited, Floor 25 ,Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001</p> <p>Scrip Code: 534309</p>
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**Sub: Compliance Report on Corporate Governance for the Financial year
&Quarter ended March 31, 2016**

Dear Sir,

Please find enclosed herewith quarterly Compliance Report on Corporate Governance for the financial year & quarter ended March 31, 2016 in the prescribed format.

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

Thanking You,

Yours Sincerely,
For **National Buildings Construction Corporation Limited**


**Deepti Gambhir
Company Secretary
F-4984**



Encl: a/a

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity National Buildings Construction Corporation Limited
 2. Quarter ending 31st March 2016

I. Composition of Board of Directors										
Title (Mr. / Ms)	Name of the Director	PAN & DIN	Category (Chairperson /Executive/Non-Executive/independent/Non-Executive)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity Refer Regulation 25(1) of Listing Regulations)	Number of memberships ¹ in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)		No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Anoop Kumar Mittal	DIN -05177010 PAN -AITPM3952E	Chairperson/ Executive	01/04/2013	NA	1	Audit Committee	NIL	Audit Committee	NIL
							Stakeholder Relationship Committee	NIL	Stakeholder Relationship Committee	NIL
Mr.	Swapan Kumar Pal	DIN-02780969 PAN - AEWPP6218D	Executive	01/02/2013	NA	1	Audit Committee	NIL	Audit Committee	NIL
							Stakeholder Relationship Committee	1	Stakeholder Relationship Committee	NIL
Mr.	Sunil Kumar Chaudhary	DIN- 00515672 PAN- ADAPC3981F	Executive	13/11/2013	NA	1	Audit Committee	1	Audit Committee	NIL

¹ Only listed Companies including N8CC are taken into account.



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							Stakeholder Relationship Committee	1	Stakeholder Relationship Committee	NIL
Mr.	Rajendra Ramsharan Chaudhari	DIN-07151492 PAN- ADTPC3407B	Executive	10/06/2015	NA	1	Audit Committee	NIL	Audit Committee	NIL
							Stakeholder Relationship Committee	NIL	Stakeholder Relationship Committee	NIL
Ms.	Jhanja Tripathy	DIN 06859312 PAN- AACPT4687Q	Non-Executive/ Nominee	13/06/2014	NA	1	Audit Committee	1	Audit Committee	NIL
							Stakeholder Relationship Committee	1	Stakeholder Relationship Committee	1
Mr.	Durga Shanker Mishra	DIN- 02944212 PAN- ADNPM2134M	Non-Executive/ Nominee	11/08/2014	NA	1	Audit Committee	1	Audit Committee	1
							Stakeholder Relationship Committee	NIL	Stakeholder Relationship Committee	NIL

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
Audit Committee 2	Mr. Durga Shanker Mishra	Chairperson/ Non-Executive/ Nominee
	Ms. Jhanja Tripathy	Non-Executive/ Nominee
	Mr. Sunil Kumar Chaudhary	Executive
Nomination & Remuneration Committee ²	Ms. Jhanja Tripathy	Non-Executive/ Nominee
Risk Management Committee(if applicable) ³	Mr. Sunil Kumar Chaudhary	Chairperson/Executive
	Mr. Swapan Kumar Pal	Executive
	Mr. Rajendra Ramsharan Chaudhari	Executive

² The tenure of Independent Directors (ID) expired on December 04, 2014 and the appointment of new Independent Directors is awaited. The Company has approached the Government of India (GOI) for appointment of 6 independent Directors on the Board of NBCC and the same is awaited. As soon as the ID will be appointed, the Company will reconstitute the Audit Committee and Nomination and Remuneration Committee.

³ Constitution of Risk Management Committee is not mandatory for our Company, although we have constituted Risk Management Committee to ascertain and to take appropriate action to minimize the risk of our Company.



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Stakeholders Relationship Committee	Ms. Jhanja Tripathy	Chairperson/ Non-Executive/ Nominee	
	Mr. Swapan Kumar Pal	Executive	
	Mr. Sunil Kumar Chaudhary	Executive	
III. Meeting of Board of Directors			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
09 th Nov 2015	18 Jan 2016	69	
	10 Feb 2016		
	11 March 2016		
Audit Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
10 Feb 2016	Yes	09 th Nov 2015	92
Stakeholder Relationship Committee			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
10 th Feb 2016	Yes	09 th Nov 2015	92
IV. Related Party Transactions			
Subject		Compliance status (Yes/No/NA)	
Whether prior approval of audit committee obtained		NA	



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Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
VI. Affirmations	
<ol style="list-style-type: none"> 1. The composition of Board of Directors in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015⁴ 2. The composition of the following committees in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015. <ol style="list-style-type: none"> a. Audit committee 4. b. Nomination & remuneration committee 4. c. Stakeholders relationship committee. d. Risk management committee (applicable to the top 100 listed entities). 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter will be placed before Board of Directors. 	
<p>   Deepti Gambhir Company Secretary & Compliance Officer </p> 	

⁴ NBCC is a GOI enterprise & all its Directors are appointed by GOI, presently NBCC has 4 functional Directors including the Chairman cum Managing Director and 2 Govt. Nominee Directors. The tenure of five Independent Directors expired on 04.12.2014. The Company approached the Government of India (GOI) for appointment of 6 Independent Directors on the Board of NBCC and the same is awaited consequent to which Board of Directors and Committees will be reconstituted in accordance to the SEBI (LODR) Regulations, 2015.

Format to be submitted by listed entity at the end of the financial year - 2015-16

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	NA* Presently NBCC doesnot have any Independent Director on its Board. Their appointment is to be made by GOI & the same is awaited.
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA



II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	NA* The appointment of Independent is done by GOI & the same is awaited.
Board composition	17(1)	*No The appointment of Independent Directors by GOI is awaited.
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	No* Company doesnot have any Independent Directors on its Board the appointment is to be made by GOI and the same is awaited.
Composition of Audit Committee	18(1)	No* The appointment of Independent Directors by GOI is awaited.
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	No* The appointment of Independent Directors by GOI is awaited.
Composition of Stakeholder	20(1) & (2)	Yes



Relationship Committee		
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes* Constitution of Risk Management Committee is not mandatory for NBCC, although NBCC has constituted Risk Management Committee.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA* The Company does not have any Material unlisted subsidiary Company.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	NA NBCC doesnot have any Independent Director on its Board
Meeting of independent directors	25(3) & (4)	No* During FY 2015-16 there were no Independent Director on the Board of NBCC
Familiarization of independent directors	25(7)	No* During FY 2015-16 there were no Independent Director on the Board of NBCC
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and	26(3)	Yes



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Senior management personnel		
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Deepti
12/14/16
Deepti Gambhir
Company Secretary

