

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **National Buildings Construction Corporation Limited**  
 Quarter ended : **December 31, 2014**

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status Yes/No</b>	<b>Remarks</b>
<b>II. Board of Directors</b>	49 (II)		
(A) Composition of Board	49 (IIA)	No*	*Presently NBCC has 3 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 Independent Directors on the Board of NBCC and the same is awaited.
(B) Independent Directors	49 (IIB)	No*	*The appointment of Independent Directors by GOI is awaited.
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committee	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	No*	* Appointment of Independent Directors by GOI is awaited.
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit	49 (IIIC)	Yes	

Committee			
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49 (IV)	No*	* The appointment of Independent Directors by GOI is awaited.
<b>V. Subsidiary Companies</b>	49 (V)	Yes*	*NBCC does not have any Material Non-listed Indian Subsidiary Company.
<b>VI. Risk Management</b>	49 (VI)	Yes	
<b>VII. Related Party Transactions</b>	49 (VII)	Yes	
<b>VIII. Disclosures</b>	49(VIII)		
(A) Related party transactions	49(VIIIA)	Yes	
(B) Disclosure of Accounting Treatment	49(VIII B)	Yes	
(C) Remuneration of Directors	49 (VIIIC)	Yes	
(D) Management	49(VIIID)	Yes	
(E) Shareholders	49 (VIIIE)	Yes	
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	N.A.	
<b>IX. CEO/CFO Certification</b>	49 (IX)	Yes	For the financial year ended March, 2014-duly complied in the Annual Report 2013-14.

<b>X. Report on Corporate Governance</b>	49 (X)	Yes	(A) For the financial year ended March, 2014-duly complied in the Annual Report 2013-14.  (B) Duly Complied
<b>XI. Compliance</b>	49 (XI)	Yes	For the financial year ended March, 2014-duly complied in the Annual Report 2013-14.

For **National Buildings Construction Corporation Limited**

Deepti Gambhir  
Company Secretary