

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **National Buildings Construction Corporation Limited**
 Quarter ended : **March 31, 2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II. Board of Directors	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	
III. Audit Committee	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 Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and Remuneration Committee	49 (IV)	No*	* The appointment of Independent Directors by GOI is awaited.
V. Subsidiary Companies	49 (V)	Yes*	*NBCC does not have any Material Non-listed Indian Subsidiary Company.
VI. Risk Management	49 (VI)	Yes	
VII. Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49(VIII)		
(A) Related party transactions	49(VIIIA)	Yes	
(B) Disclosure of Accounting Treatment	49(VIII B)	Yes	
(C) Remuneration of Directors	49 (VIIC)	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.	
IX. CEO/CFO Certification	49 (IX)	Yes	For the financial year ended March, 2014 duly complied in the Annual Report 2013-14.

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