

NCCL/Sec-Com/2022-23

Date : May 29, 2023

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, 2023

In Compliance with SEBI Circular No.CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed copy of Annual Secretarial Compliance Report dated May 26, 2023 for the Financial Year 2022-23 issued by BS & Company, Company Secretaries LLP.

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

Thanking you,

Yours sincerely,
For NCC Limited

29-05-2023

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 2022-23

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 & Company Company Secretaries LLP



KVS Subramanyam
Practising Company Secretary
F No: 5400
C.P. No.: 4815
UDIN: F005400E000381083
PR. No: 705/2020

Date: 26.05.2023
Place: Hyderabad

Registered Office :

5-9-22-71A, Ground Floor, MCH No. 250, Near Birla Temple, Adarsh Nagar Colony, Hyderabad - 500 063.
Ph : 040 - 2323 2327, Email : bs.companysecretaries@yahoo.com

LLP Identification Number : AAE-0638

Secretarial compliance report of NCC Limited for the year ended 31st March 2023

We, BS & 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 2023 ("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; - **NA**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **NA**
- (f) Securities and Exchange Board of India (Issue and Listing of Non - Convertible Securities) Regulations, 2021; -**NA**
- (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, except in the respect of matters 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 Practising 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

- (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 Practising Company Secretary	Management Response	Remarks
NIL										

For BS & Company Company Secretaries LLP

KVS Subramanyam
Practising Company Secretary
F No: 5400
C.P. No.: 4815
UDIN: F005400E000381083
PR. No: 705/2020

Date: 26.05.2023
Place: Hyderabad

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	None
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 orders)</p>	No	<p>The Company delayed in filing the report under 23(9) of SEBI (LODR) Regulations 2015. However the Company has filed the same and also paid the fine levied by the Stock Exchanges.</p>

