

Ref No. NBCC/BS (98)/2016-17

October 6, 2016

The Manager, Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051 NSE Symbol: NBCC/EQ	The Manager, Listing Department, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip Code: 534309
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Sub: Minutes of 56th Annual General Meeting

Sir,

The certified true copy of the minutes of the 56th Annual General Meeting of the Company held on September 14, 2016 at Airforce Auditorium, Subroto Park, New Delhi-110010 are attached herewith for your information and records.

Kindly acknowledge receipt.

Thanking You,

Yours Sincerely,
For **NBCC (INDIA) LIMITED**

Deepti Gambhir
Company Secretary
F-4984



Encl: as above

CORPORATE OFFICE

NBCC Bhawan, Lodhi Road, New Delhi - 110 003 (India)

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MINUTES OF THE 56TH ANNUAL GENERAL MEETING OF MEMBERS OF NBCC (INDIA) LIMITED HELD ON WEDNESDAY, SEPTEMBER 14, 2016 AT 10.30 AM AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI-110010 (CONCLUSION TIME-12.00 NOON.)

On the Dais

Dr. Anoop K Mittal	Chairman-cum-Managing Director
Shri S K Pal	Director (Finance)& CFO
Shri S K Chaudhary	Director (Projects)
Shri Rajendra Chaudhari	Director (Commercial)
Shri Durga Shanker Mishra	Nominee Director
Shri Ashok Khurana	Independent Director
Maj. Gen. Tajuddin Moulali Mhaisale	Independent Director
Shri C R Raju	Independent Director
Shri Rajendrasinh Rana	Independent Director
Shri Sairam Mocherla	Independent Director
Smt Deepti Gambhir	Company Secretary

Invitees

Shri PC Jain	Scrutinizer and Partner, M/s P C Jain & Co., Secretarial Auditor
Shri Praveen Kumar Jain	Partner, Jagdish Chand & Co., Statutory Auditors

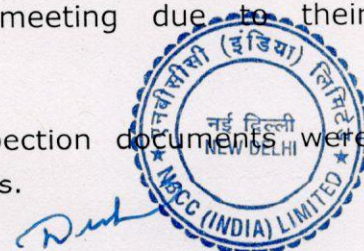
Members Attendance

President of India holding 540000000 equity shares present through authorized representative; 4251 members holding 540169000 equity shares and 39 proxies representing 200 equity shares recorded their presence at the Annual General Meeting(AGM).

Shri Anoop Kumar Mittal, Chairman-cum-Managing Director of the Company presided over the meeting and the members of the Board on the dais were introduced. Maj. Gen. Tajuddin Moulali Mhaisale, Chairman-Audit Committee, Shri Rajendrasinh Rana, Chairman Stakeholder's Relationship Committee and Shri Sairam Mocherla, Chairman Nomination & Remuneration Committee attended the AGM. The presence of the Statutory Auditors, M/s Jagdish Chand & Co. and Secretarial Auditors, M/s P C Jain & Co. was acknowledged.

Smt. Jhanja Tripathy, Government Nominee Director and Shri C Subba Reddy, Independent Director could not attend the meeting due to their pre-occupation.

The Statutory Registers, Proxy Registers and inspection documents were available during the meeting for inspection of members.



Company Secretary confirmed that the requisite quorum was present and requested the Chairman to commence the proceedings.

The Chairman briefed the operations and performance of the Company. Main highlights of the speech were:

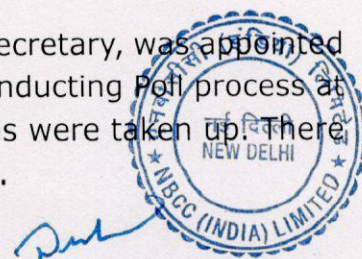
- Increase in total income by 32.69% from Rs. 4399.85 crore to Rs. 5838.27 crore.
- Increase in net profit by 11.80% from Rs. 278.27 crore to Rs. 311.11 crore
- Dividend recommended is Rs 2/- per paid-up equity share of Rs 2/- each i.e.@ 100% for the FY 2015-16.
- Business order secured during FY 2015-16 of Rs 17,516.53 crore.
- Various business initiatives taken up including execution of MOUs with overseas agencies like Ezzy Services & Resource Management, Bangladesh; CERUM-Amona, Malaysia; Korea Land & Housing and CIDB Holdings SDN BHD, Malaysia.
- During the year NBCC Engineering & Consultancy Limited was incorporated as Wholly Owned Subsidiary Company and Real Estate Development & Construction Corporation of Rajasthan Limited was incorporated as Joint venture Company with Government of Rajasthan.

Thereafter the formal proceedings of the meeting were taken-up. The Members were informed that the Report of Comptroller and Auditor General of India does not have any qualification, observation or comments on financial matters of the Company. With the concurrence of the Members the Auditor's Report was taken as read.

The observations of the Auditors on Corporate Governance Report & Secretarial Audit Report were read and suitably replied by the Management .

Members were informed that the Annual Report and an AGM Notice were sent to the Members at their registered email ID with the Company/ DP(s)/RTA. Members whose e-mail ID were not registered with the Company have been sent the physical copies of AGM Notice and Annual Report in permitted mode. The remote e-voting facility was provided to the Members from Sunday, September 11, 2016 to Tuesday, September 13, 2016 to cast their votes on the resolutions mentioned in the AGM Notice. Shareholders who had casted their vote through e-voting could take part in the meeting but were not allowed to participate in the Poll at the meeting.

Shri P C Jain of M/s P C Jain & Co., Practicing Company Secretary, was appointed as Scrutinizer for the purpose of remote e-voting and conducting Poll process at AGM in a fair and transparent manner. The Agenda Items were taken up. There were eleven Agenda Items as per the Notice of the AGM.



Thereafter, the house was opened for discussion. The members applauded the performance of the Company and appreciated the Management for increased market value of the share, handsome dividend, efficient investor services and good management at the meeting.

The Scrutinizer was asked to conduct the Poll process and Mr P P Goel, Member of the Company supported Shri P C Jain in Poll process through Poll Paper. Scrutinizer was asked to submit the report of e-voting and Poll in due time period. The Meeting concluded after completion of voting process at 12.00 noon.

On the basis of Scrutinizer's Report of remote e-voting and Poll conducted at AGM dated September 14, 2016 all the Ordinary and Special Businesses set up at Item No 1 to 11 in the AGM Notice of the Company were passed by requisite majority. The summary of Scrutinizer's Report is as follows:

1. To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2016, along with reports of Board of Directors & Auditors thereon by ORDINARY RESOLUTION:-

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	540000000	540000000	100.00	540000000	0	100	0
	Poll		0	0.00	0	0	0	0
	Total(A)		540000000	100.00	540000000	0	100	0
Public Institution	E-voting	21884469	11207569	51.21	11207569	0	100	0
	Poll		0	0.00	0	0	0	0
	Total(B)		11207569	51.21	11207569	0	100	0
Public Non-Institutions	E-voting	38115531	912962	2.40	912962	0	100	0
	Poll		943	0.00	943	0	100	0
	Total(C)		913905	2.40	913905	0	100	0
Total(A+B+C)		600000000	552121474	92.02	552121474	0	100	0



**2. To declare dividend on equity shares for the financial year 2015-16 by
ORDINARY RESOLUTION:-**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	540000000	540000000	100.00	540000000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(A)		540000000	100.00	540000000	0	100.00	0.00
Public Institutions	E-voting	21884469	11207569	51.21	11207569	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(B)		11207569	51.21	11207569	0	100.00	0.00
Public Non-Institutions	E-voting	38115531	914337	2.40	914112	225	99.98	0.02
	Poll		943	0.00	943	0	100.00	0.00
	Total(C)		915280	2.40	915055	225	99.98	0.02
Total(A+B+C)		600000000	552122849	92.02	552122624	225	100.00	0.00



3. To appoint a Director in place of Shri S K Pal (DIN 02780969), who retires by rotation and being eligible, offers himself for re-appointment by ORDINARY RESOLUTION:-

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	540000000	540000000	100.00	540000000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(A)		540000000	100.00	540000000	0	100.00	0.00
Public Institutions	E-voting	21884469	11207569	51.21	8397145	2810424	74.92	25.08
	Poll		0	0.00	0	0	0.00	0.00
	Total(B)		11207569	51.21	8397145	2810424	74.92	25.08
Public Non-Institutions	E-voting	38115531	41925	0.11	40305	1620	96.14	3.86
	Poll		943	0.00	943	0	100.00	0.00
	Total(C)		42868	0.11	41248	1620	96.22	3.78
Total(A+B+C)		600000000	551250437	91.88	548438393	2812044	99.49	0.51



4. To authorize Board of Directors to fix remuneration of the Statutory Auditor(s) of the Company for the FY 2016-17 by ORDINARY RESOLUTION:-

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	540000000	540000000	100.00	540000000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(A)		540000000	100.00	540000000	0	100.00	0.00
Public Institutions	E-voting	21884469	11207569	51.21	11207569	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(B)		11207569	51.21	11207569	0	100.00	0.00
Public Non-Institutions	E-voting	38115531	914387	2.40	913342	1045	99.89	0.11
	Poll		943	0.00	943	0	100.00	0.00
	Total(C)		915330	2.40	914285	1045	99.89	0.11
Total(A+B+C)		600000000	552122899	92.02	552121854	1045	100.0	0.00



5. Appointment of Mr. Ashok Khurana (DIN 06651241) as Independent Director of the Company by ORDINARY RESOLUTION:-

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	540000000	540000000	100.00	540000000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(A)		540000000	100.00	540000000	0	100.00	0.00
Public Institutions	E-voting	21884469	11207569	51.21	11207569	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(B)		11207569	51.21	11207569	0	100.00	0.00
Public Non-Institutions	E-voting	38115531	41694	0.11	40779	915	97.81	2.19
	Poll		943	0.00	943	0	100.00	0.00
	Total(C)		42637	0.11	41722	915	97.85	2.15
Total(A+B+C)		600000000	551250206	91.88	551249291	915	100.00	0.00



6. Appointment of Maj. Gen. Tajuddin Moulali Mhaisale (DIN 07559857) as Independent Director of the Company by ORDINARY RESOLUTION:-

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	540000000	540000000	100.00	540000000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(A)		540000000	100.00	540000000	0	100.00	0.00
Public Institutions	E-voting	21884469	11207569	51.21	11207569	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(B)		11207569	51.21	11207569	0	100.00	0.00
Public Non-Institutions	E-voting	38115531	41685	0.11	39935	1750	95.80	4.20
	Poll		943	0.00	943	0	100.00	0.00
	Total(C)		42628	0.11	40878	1750	95.89	4.11
Total(A+B+C)		600000000	551250197	91.88	551248447	1750	100.00	0.00



7. Appointment of Mr. C. Subba Reddy (DIN:00275395) as Independent Director of the Company by ORDINARY RESOLUTION:-

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	540000000	540000000	100.00	540000000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(A)		540000000	100.00	540000000	0	100.00	0.00
Public Institutions	E-voting	21884469	11207569	51.21	11207569	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(B)		11207569	51.21	11207569	0	100.00	0.00
Public Non-Institutions	E-voting	38115531	41229	0.11	39479	1750	95.76	4.24
	Poll		943	0.00	943	0	100.00	0.00
	Total(C)		42172	0.11	40422	1750	95.85	4.15
Total(A+B+C)		600000000	551249741	91.87	551247991	1750	100.00	0.00



8. Appointment of Mr. Chamarthi Rajendra Raju (DIN 07559368) as Independent Director of the Company by ORDINARY RESOLUTION:-

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	540000000	540000000	100.00	540000000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(A)		540000000	100.00	540000000	0	100.00	0.00
Public Institutions	E-voting	21884469	11207569	51.21	11207569	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(B)		11207569	51.21	11207569	0	100.00	0.00
Public Non-Institutions	E-voting	38115531	41700	0.11	39950	1750	95.80	4.20
	Poll		943	0.00	943	0	100.00	0.00
	Total(C)		42643	0.11	40893	1750	95.90	4.10
Total(A+B+C)		600000000	551250212	91.88	551248462	1750	100.00	0.00



9. Appointment of Mr. Rajendrasinh Ghanshyamsinh Rana (DIN 07557657) as Independent Director of the Company by ORDINARY RESOLUTION:-

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	540000000	540000000	100.00	540000000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(A)		540000000	100.00	540000000	0	100.00	0.00
Public Institutions	E-voting	21884469	11207569	51.21	11207569	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(B)		11207569	51.21	11207569	0	100.00	0.00
Public Non-Institutions	E-voting	38115531	41600	0.11	39850	1750	95.79	4.21
	Poll		943	0.00	943	0	100.00	0.00
	Total(C)		42543	0.11	40793	1750	95.89	4.11
Total(A+B+C)		600000000	551250112	91.88	551248362	1750	100.00	0.00



10. Appointment of Mr. Sairam Mocherla (DIN: 01430951) as Independent Director of the Company by ORDINARY RESOLUTION:-

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*10 0	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-voting	540000000	540000000	100.00	540000000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(A)		540000000	100.00	540000000	0	100.00	0.00
Public Institutions	E-voting	21884469	11207569	51.21	11207569	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(B)		11207569	51.21	11207569	0	100.00	0.00
Public Non-Institutions	E-voting	38115531	914112	2.40	912352	1760	99.81	0.19
	Poll		943	0.00	943	0	100.00	0.00
	Total(C)		915055	2.40	913295	1760	99.81	0.19
Total(A+B+C)		600000000	552122624	92.02	552120864	1760	100.00	0.00



11. To increase the Authorised Share Capital by amending the Capital Clause of the Memorandum of Association of the Company by ORDINARY RESOLUTION:-

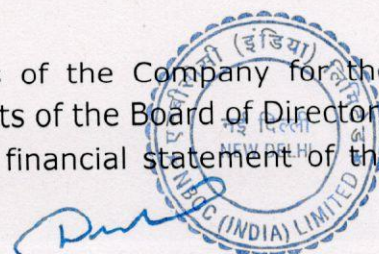
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	540000000	540000000	100.00	540000000	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(A)		540000000	100.00	540000000	0	100.00	0.00
Public Institutions	E-voting	21884469	11207569	51.21	11207569	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total(B)		11207569	51.21	11207569	0	100.00	0.00
Public Non-Institutions	E-voting	38115531	914454	2.40	913484	970	99.89	0.11
	Poll		943	0.00	943	0	100.00	0.00
	Total(C)		915397	2.40	914427	970	99.89	0.11
Total(A+B+C)		600000000	552122966	92.02	552121996	970	100.00	0.00

1 to 11 to the Notice of the 56th AGM of the Company, duly approved by the Members with requisite majority, are recorded hereunder as part of the proceedings of the 56th AGM of the Company held on September 14, 2016:

Ordinary Business:

Item No 1: To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2016 along with Reports of the Board of Directors and Auditors thereon(Ordinary Resolution)

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2016 along with Reports of the Board of Directors and Auditors thereon and the consolidated audited financial statement of the



Company for the financial year ended March 31, 2016 be and are hereby considered and adopted."

Item No 2: To declare dividend on equity shares for the financial year 2015-16(Ordinary Resolution)

"RESOLVED THAT the dividend of Rs 2/- per paid-up equity share of Rs 2/- each i.e. @ 100% for the financial year 2015-16 as recommended by the Board of Directors, be and is hereby approved and declared."

Item No 3: To appoint a Director in place of Shri S K Pal (DIN 02780969), who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT, Shri S K Pal (DIN 02780969), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

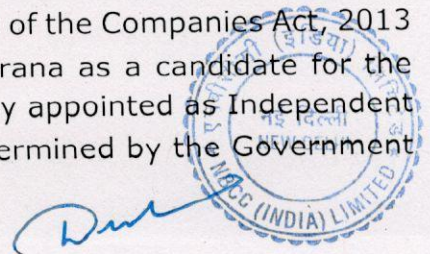
Item No 4: To authorize the Board of Directors to fix remuneration of the Statutory Auditor(s) of the Company for the financial year 2016-17 (Ordinary Resolution)

"RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to decide and fix the remuneration of the Statutory Auditors of the Company appointed by Comptroller & Auditor General of India, for the FY 2016-17."

Special Business:

Item No 5: Appointment of Mr. Ashok Khurana (DIN 06651241) as Independent Director of the Company (Ordinary Resolution).

"RESOLVED THAT pursuant to the provisions of Section 149, 152, other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder, Mr. Ashok Khurana (DIN:06651241) who was nominated as Independent Director, by the Government of India vide order no. O-17034/39/2014-PS dated June 16, 2016 and subsequently appointed as an Additional Director by the Board of Directors with effect from July 22, 2016 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ashok Khurana as a candidate for the office of a Director of the Company, be and is hereby appointed as Independent Director of the Company on terms & conditions determined by the Government



of India from time to time."

Item No 6: Appointment of Maj. Gen. Tajuddin Moulali Mhaisale (DIN 07559857) as Independent Director of the Company (Ordinary Resolution).

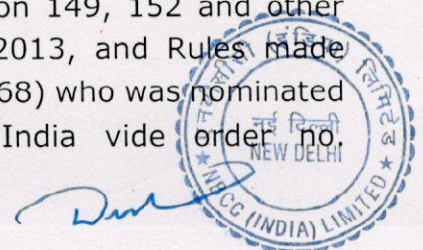
"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Maj. Gen. Tajuddin Moulali Mhaisale (DIN 07559857) who was nominated as Independent Director, by the Government of India vide order no. O-17034/39/2014-PS dated June 16, 2016 and subsequently appointed as an Additional Director by the Board of Directors with effect from July 22, 2016 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Maj. Gen. Tajuddin Moulali Mhaisale as a candidate for the office of a Director of the Company, be and is hereby appointed as Independent Director of the Company on terms & conditions determined by the Government of India from time to time."

Item No 7: Appointment of Mr. C. Subba Reddy (DIN: 00275395) as Independent Director of the Company (Ordinary Resolution).

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Mr. C. Subba Reddy (DIN:00275395) who was nominated as Independent Director, by the Government of India vide order no. O-17034/39/2014-PS dated June 16, 2016 and subsequently appointed as an Additional Director by the Board of Directors with effect from July 22, 2016 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. C. Subba Reddy as a candidate for the office of a Director of the Company, be and is hereby appointed as Independent Director of the Company on terms & conditions determined by the Government of India from time to time."

Item No 8: Appointment of Mr. Chamarthi Rajendra Raju (DIN 07559368) as Independent Director of the Company (Ordinary Resolution).

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder, Mr. Chamarthi Rajendra Raju (DIN 07559368) who was nominated as Independent Director, by the Government of India vide order no.



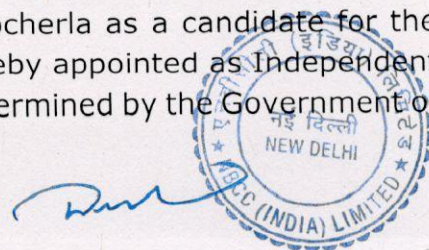
O-17034/39/2014-PS dated June 16, 2016 and subsequently appointed as an Additional Director by the Board of Directors with effect from July 22, 2016 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Chamarthi Rajendra Raju (DIN 07559368) as a candidate for the office of a Director of the Company, be and is hereby appointed as Independent Director of the Company on terms & conditions determined by the Government of India from time to time."

Item No 9: Appointment of Mr. Rajendrasinh Ghanshyamsinh Rana (DIN 07557657) as Independent Director of the Company (Ordinary Resolution).

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Mr. Rajendrasinh Ghanshyamsinh Rana (DIN 07557657) who was nominated as Independent Director, by the Government of India vide order no. O-17034/39/2014-PS dated June 16, 2016 and subsequently nominated as an Additional Director by the Board of Directors with effect from July 22, 2016 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Rajendrasinh Ghanshyamsinh Rana as a candidate for the office of a Director of the Company, be and is hereby appointed as Independent Director of the Company on terms & conditions determined by the Government of India from time to time."

Item No 10: Appointment of Mr. Sairam Mocherla (DIN: 01430951) as Independent Director of the Company (Ordinary Resolution).

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder, Mr. Sairam Mocherla (DIN: 01430951), who was nominated as Independent Director, by the Government of India vide order no. O-17034/39/2014-PS dated June 16, 2016 and subsequently appointed as an Additional Director by the Board of Directors with effect from July 22, 2016 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Sairam Mocherla as a candidate for the office of a Director of the Company, be and is hereby appointed as Independent Director of the Company on terms & conditions determined by the Government of India from time to time."



Item: 11 To increase the Authorized Share Capital by amending the capital clause of the Memorandum of Association of the Company (Ordinary Resolution).

"RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment or re-enactment thereof) and the rules framed thereunder, the consent be and is hereby accorded for substituting clause V of the Memorandum of Association with the following clause:

V The Authorized Share Capital of the Company is Rs. 200,00,00,000/- (Rupees Two Hundred Crore only) divided into 100,00,00,000 (Hundred Crore) Equity Shares of Rs. 2/- each.

FURTHER RESOLVED THAT Mr S.K Pal Director and/or Mrs Deepti Gambhir, Company Secretary of the Company be and is hereby severally/jointly authorized to do all such acts, deeds & things as may be considered necessary or expedient to give effect to this resolution."

All the above resolutions, put to vote through remote e-voting and Poll Paper, were passed with requisite majority.

Date :4/10/2016

Place : New Delhi

Sd/-

CHAIRMAN

CERTIFIED TRUE COPY

