

No NBCC/BS (98)/2017

October 16, 2017

National Stock Exchange of India Ltd. Exchange Plaza, Plot No C/1, G Block, Bandra -Kurla Complex Bandra (E) Mumbai-400051 NSE Symbol: NBCC/EQ	BSE Ltd. Phiroze Jeejeebhoy Tower, Dalal Street , Mumbai-400001 Scrip code:534309
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Sub: Minutes of 57th Annual General Meeting.

Sir,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, copy of the minutes of the 57th Annual General Meeting of the Company held on September 18, 2017 at Manekshaw Centre, Delhi Cantonment, New Delhi - 110010 are attached herewith for your information and records.

Kindly acknowledge receipt.

Thanking you.

Yours Faithfully,
For NBCC (India) Limited


Deepti Gambhir
Company Secretary
FCS-4984



Encl: as above

MINUTES OF THE 57th ANNUAL GENERAL MEETING OF MEMBERS OF NBCC (INDIA) LIMITED HELD ON MONDAY, SEPTEMBER 18, 2017 AT 10.30 AM AT MANEKSHAW CENTRE, DELHI CANTONMENT, NEW DELHI-110010 (CONCLUSION TIME-12.15 PM.)

On the Dais

Shri Anoop K Mittal	Chairman-cum-Managing Director
Shri S K Pal	Director (Finance) & CFO
Shri Rajendra Chaudhari	Director (Commercial)
Shri Manoj Kumar	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

In Presence

Shri PC Jain	Scrutinizer and Partner, M/s P C Jain & Co.
Shri Praveen Kumar Jain	Partner, Jagdish Chand & Co., Statutory Auditors
Smt. Priyanka Goyal	Authorized representative, J.C. Gupta and Associates, Secretarial Auditor

Members Attendance

President of India holding 67,50,00,000 equity shares present through authorized representative; 5000 members holding 3,32,551 equity shares and 71 proxies representing 28,71,796 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 on the dais were introduced. Further Chairman of Audit Committee-Maj. Gen. Tajuddin Moulali Mhaisale, Chairman of Stakeholder's Relationship Committee- Shri Rajendrasinh Rana and Chairman of Nomination & Remuneration Committee- Shri Sairam Mocherla were present at the AGM.

The presence of the Statutory Auditors, M/s Jagdish Chand & Co. and Secretarial Auditors, M/s J C Gupta & Associates 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 7.69% (Standalone) to Rs. 6367.96 crores.
- Increase in net profit by 22.35% (Standalone) to Rs. 351.10 crore.
- During the year NBCC has paid Interim Dividend of 53 Paise per equity share of Rs 2/- each i.e.@ 26.5%.
- Final Dividend recommended is Rs 1.10/- per paid-up equity share of Rs 2/- each i.e.@ 55% for the FY 2016-17.
- During the year, NBCC has been contracted by the Central Government to redevelop three colonies, Sarojini Nagar, Netaji Nagar and Nauroji Nagar, as smart colonies, at the cost of Rs. 25,000 crore. Further AIIMS has also contracted NBCC for the redevelopment of AIIMS Western Campus and Ayurvigyan Nagar, New Delhi to construct 3,000 flats at a cost of Rs. 5828 crore and NBCC has also joined hands with Rail Development Authority for the redevelopment of ten railway stations across the country on global standards.



- Order Book of the Company as on March 31, 2017 is Rs.65,937.26 crore.
- Various business initiatives were taken up including execution of MOUs with Ministry of Housing and Urban Affairs (MoHUA), Government of Maharashtra and Gujarat, Ministry of Tourism, Indian Navy, Archaeological Survey of India, Goa Shipyard Ltd, CII-IGBC, Indian Habitat Centre and Rail Land Development Authority of India. Further, Company has also entered into MoUs with Foreign entities like AL Naba Services in Oman, Construction Industry Development Board Holdings, Malasiya and Form Yapi Malzemeleri Insaat Samayi Ticaret Ltd. to strengthen its overseas operation.
- NBCC has acquired 51% stake in Hindustan Steelworks Construction Limited (HSCL) and became its holding company w.e.f. April 1, 2017. Further, NBCC International Limited and NBCC Environment Engineering Limited were incorporated as Wholly Owned Subsidiary Companies to fulfill the goals of International business and to work in the field of sustainability and environment respectively.
- During the Year Company has zero non-complied status and good investor relations by following the good Corporate Governance Practices. Further Company has also introduced paperless system in HRM Division, an in-house ERP System for payments, and an online portal for recruitment in support to Hon'ble Prime Minister's vision to transform India into a digitally empowered society.
- During the year Company was recognized with various awards like Hindustan Ratna PSU Awards 2017 for 'Excellence in Innovation', "World Business Leader Award 2016" conferred by World Confederation of Businesses in ceremony held at Houston, Texas (US).
- During the year, Company has allotted Bonus shares to its shareholders in the ratio of 1:2 resulting in increase in paid-up share capital from Rs. 120 Crore to Rs. 180 Crore.

Thereafter the formal proceedings of the meeting were taken-up. The observations of the Auditors on Corporate Governance Report & Secretarial Audit Report were suitably replied by the Management. 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 Notice, Auditor's Report, Directors Report, Audited Financial Statements for the Financial Year ended March 31, 2017 was taken as read.

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 was not registered with the Company/ DP(s)/RTA had 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 Friday, September 15, 2017 to Sunday, September 17, 2017 to cast their votes on the resolutions mentioned in the AGM Notice. Shareholders who had casted their vote through e-voting were allowed to take part in the meeting but were not allowed to participate in the Poll at the meeting. The facility to vote at AGM was provided to those members who had not casted their vote through e-voting.

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 No 1-7 as per the Notice of the 57th AGM were taken-up and objective and implication of each of the business item was informed.

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 arrangement at the meeting.

The Scrutinizer was asked to conduct the Poll process and Ms. Shikha Gupta and Rashi Singla 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 12.15 PM.

On the basis of Scrutinizer's Report of remote e-voting and Poll conducted at AGM all the Ordinary and Special Businesses set up at Item No 1 to 7 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, 2017, along with reports of Board of Directors & Auditors thereon by **ORDINARY RESOLUTION:-**

Category	Mod e of vot ing	No. of shares held	No. of votes polled	% of Votes polled on outstandin g 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
Promot er and Promot er Group	E-Voting	675000000	675000000	100.0000	675000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		675000000	100.0000	675000000	0	100.0000	0.0000
Public- Instituti ons	E-Voting	142597029	108322183	75.9638	108322183	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		142597029	75.9638	108322183	0	100.0000	0.0000
Public- Non Instituti ons	E-Voting	82402971	179974	0.2184	179974	0	100.0000	0.0000
	Poll		3867	0.0047	3867	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		82402971	0.2231	183841	0	100.0000	0.0000
	Total	900000000	783506024	87.0562	783506024	0	100.0000	0.0000

Resolution was passed Unanimously.



2. To confirm the payment of interim dividend amounting to Rs. 0.53 (Fifty Three Paise) per equity share of Rs. 2/- each and to declare a final dividend of Rs. 1.10/- (Rupees One and Ten Paise) per equity share of Rs. 2/- each for the financial year ended March 31, 2017 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	675000000	675000000	100.0000	675000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	675000000	675000000	100.0000	675000000	0	100.0000	0.0000
Public-Institutions	E-Voting	142597029	108322183	75.9638	108322183	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	142597029	108322183	75.9638	108322183	0	100.0000	0.0000
Public-Non Institutions	E-Voting	82402971	180672	0.2193	180671	1	99.9994	0.0006
	Poll		3867	0.0047	3867	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	82402971	184539	0.2239	184538	1	99.9995	0.0005
Total		900000000	783506722	87.0563	783506721	1	100.0000	0.0000

Resolution was passed by requisite majority.



3. To appoint a Director in place of Shri Rajendra Ramsharan Chaudhari (DIN 07151492), 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	675000000	675000000	100.0000	675000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	675000000	675000000	100.0000	675000000	0	100.0000	0.0000
Public-Institutions	E-Voting	142597029	108322183	75.9638	108322183	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	142597029	108322183	75.9638	108322183	0	100.0000	0.0000
Public-Non Institutions	E-Voting	82402971	176127	0.2137	170748	5379	96.9460	3.0540
	Poll		3867	0.0047	3867	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	82402971	179994	0.2184	174615	5379	97.0116	2.9884
	Total	900000000	783502177	87.0558	783496798	5379	99.9993	0.0007

Resolution was passed by requisite majority.



4. To authorize Board of Directors to fix remuneration of the Statutory Auditor(s) of the Company for the FY 2017-18 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	675000000	675000000	100.0000	675000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		675000000	100.0000	675000000	0	100.0000	0.0000
Public-Institutions	E-Voting	142597029	108322183	75.9638	108322183	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		108322183	75.9638	108322183	0	100.0000	0.0000
Public-Non Institutions	E-Voting	82402971	175932	0.2135	175207	725	99.5879	0.4121
	Poll		3867	0.0047	3867	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		179799	0.2182	179074	725	99.5968	0.4032
	Total	900000000	783501982	87.0558	783501257	725	99.9999	0.0001

Resolution was passed by requisite majority.



**5. To ratify the remuneration of the Cost Auditor 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	675000000	675000000	100.0000	675000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	675000000	675000000	100.0000	675000000	0	100.0000	0.0000
Public-Institutions	E-Voting	142597029	108322183	75.9638	108322183	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	142597029	108322183	75.9638	108322183	0	100.0000	0.0000
Public-Non Institutions	E-Voting	82402971	171987	0.2087	170843	1144	99.3348	0.6652
	Poll		3867	0.0047	3867	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	82402971	175854	0.2134	174710	1144	99.3495	0.6505
	Total	900000000	783498037	87.0553	783496893	1144	99.9999	0.0001

Resolution was passed by requisite majority.



**6. To ratify the remuneration of the Cost Auditor for the FY 2017-18 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	675000000	675000000	100.0000	675000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	675000000	675000000	100.0000	675000000	0	100.0000	0.0000
Public-Institutions	E-Voting	142597029	108322183	75.9638	108322183	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	142597029	108322183	75.9638	108322183	0	100.0000	0.0000
Public-Non Institutions	E-Voting	82402971	173875	0.2110	172741	1134	99.3478	0.6522
	Poll		3867	0.0047	3867	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	82402971	177742	0.2157	176608	1134	99.3620	0.6380
	Total	900000000	783499925	87.0555	783498791	1134	99.9999	0.0001

Resolution was passed by requisite majority.



**7. To consider the Appointment of Shri Manoj Kumar (DIN:00455180)
as 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	675000000	675000000	100.0000	675000000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	675000000	675000000	100.0000	675000000	0	100.0000	0.0000
Public-Institutions	E-Voting	142597029	108322183	75.9638	108322183	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	142597029	108322183	75.9638	108322183	0	100.0000	0.0000
Public-Non Institutions	E-Voting	82402971	177115	0.2149	173652	3463	98.0448	1.9552
	Poll		3867	0.0047	3867	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	82402971	180982	0.2196	177519	3463	98.0866	1.9134
	Total	900000000	783503165	87.0559	783499702	3463	99.9996	0.0004

Resolution was passed by requisite majority.



Agenda Item No. 1 to 7 to the Notice of the 57th AGM of the Company, duly approved by the Members with requisite majority, are recorded hereunder as part of the proceedings of the 57th AGM of the Company held on September 18, 2017:

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, 2017 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, 2017 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, 2017 be and are hereby considered and adopted."

Item No 2: To confirm the payment of interim dividend amounting to Rs. 0.53 (Fifty Three Paise) per equity share of Rs. 2/- each and to declare a final dividend of Rs. 1.10/- (Rupees One and Ten Paise) per equity share of Rs. 2/- each for the financial year ended March 31, 2017. (Ordinary Resolution)

"RESOLVED THAT payment of interim dividend amounting to Rs. 0.53 (Fifty Three Paise) per equity share of Rs. 2/- each i.e. @ 26.5% be and is hereby confirmed.

RESOLVED FURTHER THAT the dividend of Rs 1.10/- (Rupees One and Ten Paise) per paid-up equity share of Rs 2/- each i.e. @ 55% for the financial year 2016-17 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 Rajendra Ramsharan Chaudhari (DIN 07151492), who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

"RESOLVED THAT, Shri Rajendra Ramsharan Chaudhari (DIN 07151492), 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 2017-18. (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 2017-18."



Special Business:

Item No 5: To ratify the remuneration of the Cost Auditor for the FY 2016-17 (Ordinary Resolution).

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of Rs. 21,000/- (Rupees Twenty One Thousand only) inclusive of Tax payable to M/s Ajay Kumar Singh & Co, Cost Accountants, appointed by the Board of Directors as Cost Auditor to conduct the cost audit for the Financial Year ended March 31, 2017."

Item No 6: To ratify the remuneration of the Cost Auditor for the FY 2017-18 (Ordinary Resolution).

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of Rs. 26000/- (Rupees Twenty Six Thousand only) inclusive of Tax payable to M/s Ajay Kumar Singh & Co, Cost Accountants, appointed by the Board of Directors as Cost Auditor to conduct cost audit for the Financial Year ending March 31, 2018."

Item No 7: To consider the Appointment of Shri Manoj Kumar (DIN:00455180) as Director of the Company (Ordinary Resolution).

"RESOLVED THAT Shri Manoj Kumar (DIN No:- 00455180), on appointment by the President of India joined the Board as an Additional Director (Government Nominee Director) w.e.f. August 08, 2017, be and is hereby appointed as Director of the Company on such terms, conditions and tenure as may be determined by the President of India from time to time."

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

The Chairman thanked the members for their continues support and faith in NBCC. The meeting concluded with a vote of thanks to the Chair.

**Date : October 16, 2017
Place : New Delhi**



**Sd/-
CHAIRMAN**