

MOST IMMEDIATE



**Government of India
Ministry of Urban Development
P.S. Desk**

Nirman Bhawan, New Delhi
Dated ____/____/2016

Date: October 25, 2016

To:

NBCC (India) Limited
NBCC Bhawan,
Lodhi Road,
New Delhi, India-110003

The Managing Director
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai, India 400 001

The Managing Director
The National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G
Block, Bandra Kurla Complex,
Bandra (East)
Mumbai, India 400 051

Sub: Disclosure of change in shareholding under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI Takeover Regulations")

Dear Sirs,

This is with reference to and in furtherance of:

1. the Offer for Sale announced on October 19, 2016 by the President of India, acting through and represented by the Ministry of Urban Development for sale of up to 9,00,00,000 (nine crore) equity shares of face value of Rs 2 each of NBCC (India) Limited (the "**Target Company**") representing 15% of its total paid-up share capital, on October 20, 2016, (for non-retail investors) and October 21, 2016 (for retail investors and non-retail investors who choose to carry forward their un-allotted bids) ("**OFS**");
2. the disclosure dated October 24, 2016 filed under the SEBI Takeover Regulations in connection with the sale of equity shares of the Target Company that took place on October 20, 2016 pursuant to the OFS.

In this regard, we wish to further inform you that on October 21, 2016 the President of India, acting through and represented by the Ministry of Urban Development, Government of India, has sold 1,80,00,000 (one crore eighty lacs) equity shares of the Target Company to (i) Retail Investors and (ii) non-Retail Investors who chose to carry forward their un-allotted bids (*as defined in the OFS Notice given to the Stock Exchanges on October 19, 2016*).

The above sale of shares took place on a separate, designated window of BSE Limited (the "**BSE**") and National Stock Exchange of India Limited (the "**NSE**", and together with BSE, the "**Stock Exchanges**"), and was undertaken in accordance with the "Comprehensive Guidelines on Offer for Sale (OFS) of Shares by Promoters through the Stock Exchange Mechanism" issued by the Securities and Exchange Board of India (the "**SEBI**") through its circular no. CIR/MRD/DP/18/2012 dated July 18, 2012 (as amended up to February 15, 2016, pursuant to subsequent circulars issued by SEBI), and section 21 of chapter 1 of the "Master Circular for Stock Exchange and Clearing Corporation" issued by SEBI through its circular no. CIR/MRD/DP/9/2015 dated May 26, 2015.



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As required under Regulation 29(2) of the SEBI Takeover Regulations, we enclose with this letter, a disclosure of the change in our shareholding in the Target Company, pursuant to the above sale of shares. The enclosed disclosure is in the relevant format notified by SEBI in respect of Regulation 29(2) of the SEBI Takeover Regulations.

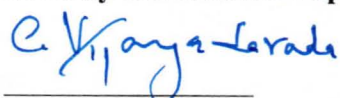
Please read both such disclosures i.e., this disclosure and the disclosure dated October 24, 2016 together, since they form a part of the complete OFS transaction.

This letter is intended for the information and records of the Target Company and the Stock Exchanges.

Sincerely,

For and on behalf of the President of India:

Ministry of Urban Development, Government of India



Smt C.V. Sarada

Under Secretary (PS) **C. V. SARADA**

अवर सचिव (पी.एस)/Under Secretary (PS)

Encl: a/a **शहरी विकास मंत्रालय**
Ministry of Urban Development
भारत सरकार/Govt. of India
नई दिल्ली/New Delhi

DISCLOSURES UNDER REGULATION 29(2) OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

Name of the Target Company (or TC)	NBCC (India) Limited (the “ Company ”)		
Name(s) of the acquirer and persons acting in concert (PACs) with the acquirer	The President of India, acting through and represented by the Ministry of Urban Development, Government of India (the “ Seller ”)		
Whether the acquirer belongs to the promoter/ promoter group	Yes, the Seller is the promoter of the Company		
Name(s) of the stock exchange(s) where the shares of the TC are listed	BSE and NSE		
Details of the acquisition / disposal as follows:	Number	% w.r.t. total share/ voting capital, wherever applicable (*)	% w.r.t. total diluted share/ voting capital of the TC (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights	46,80,00,000 equity shares	78%	78%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	46,80,00,000 equity shares	78%	78%
Details of acquisition/ sale			

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a) Shares carrying voting rights acquired	1,80,00,000 equity shares	3%	3%
b) VRs acquired / sold otherwise than by shares	-	-	-
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired /sold	-	-	-
d) Shares encumbered/invoked/released by the acquirer	-	-	-
e) Total (a+b+c+d)	1,80,00,000 equity shares	3%	3%
After the acquisition / sale, holding of:			
a) Shares carrying voting rights	45,00,00,000 equity shares	75%	75%
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	45,00,00,000 equity shares	75%	75%
Mode of acquisition /sale (e.g. open market/ off-market/ public issue/ rights issue/ preferential allotment/ inter-se transfer, etc.)	The Seller sold shares of the Company on a separate, designated window of the Stock Exchanges. This sale was undertaken in accordance with the "Comprehensive Guidelines on Offer for Sale (OFS) of Shares by Promoters through the Stock Exchange Mechanism" issued by the Securities and Exchange Board of India ("SEBI") through its circular no. CIR/MRD/DP/18/2012 dated July 18, 2012 (as amended up to		

	February 15, 2016, pursuant to subsequent circulars issued by SEBI), and section 21 of chapter 1 of the "Master Circular for Stock Exchange and Clearing Corporation" issued by SEBI through its circular no. CIR/MRD/DP/9/2015 dated May 26, 2015.
Date of acquisition/ sale of shares/ VR, or date of receipt of intimation of allotment of shares, whichever is applicable	October 21, 2016
Equity share capital/ total voting capital of the TC before the said acquisition/ sale	INR 1,20,00,00,000 (comprising 60,00,00,000 shares having a face value of INR 2 each)***
Equity share capital/ total voting capital of the TC after the said acquisition/ sale	INR 1,20,00,00,000 (comprising 60,00,00,000 shares having a face value of INR 2 each)***
Total diluted share/ voting capital of the TC after the said acquisition/ sale	INR 1,20,00,00,000 (comprising 60,00,00,000 shares having a face value of INR 2 each)***

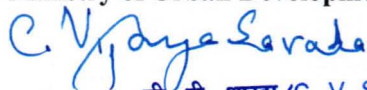
(*) Total share capital/voting capital to be taken as per the latest filing by the company to the Stock Exchange under Clause 35 of the listing Agreement¹

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

*** There is no change in the paid up share capital of the Target Company on account of sale of shares by the Promoter (i.e. the President of India acting through and represented by the Ministry of Urban Development) through the OFS Mechanism as per the SEBI Guidelines and Circulars, as the said sale is secondary in nature.

For and on Behalf of the President of India

Ministry of Urban Development, Government of India



सी. वी. सारदा / C. V. SARADA
Smt C.V. Sarada (पी.एस)/Under Secretary (PS)
अवर सचिव (पी.एस) विकास मंत्रालय
Ministry of Urban Development
भारत सरकार / Govt. of India

Date: October 25, 2016
नई दिल्ली / New Delhi

Place: New Delhi

¹ Note: The listing agreement has been replaced by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 w.e.f. 2 September 2015

