

No.NBCC/BS(98)/2015/

October 14, 2015

The Vice-President, Listing Department, National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot no. C/1,G Block Bandra –Kurla Complex Bandra (E),Mumbai-400051 Fax-022-26598237/38	The Secretary Listing Department, BSE Limited Floor 25 ,Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Fax-022-22722037/39/41/61
NSE Symbol: NBCC/EQ	Scrip Code: 534309

Sub: Minutes of 55th Annual General Meeting of NBCC

Dear Sir,

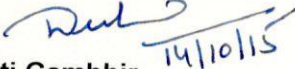
The certified true copy of the minutes of 55th Annual General Meeting of the Company held on September 16, 2015 at Airforce Auditorium, Subroto Park, New Delhi – 110010 is attached herewith for your information and records.

Kindly acknowledge receipt.

Thanking You,

Yours Sincerely,

For **National Buildings Construction Corporation Limited**


Deepti Gambhir
Company Secretary
F-4984



Encl: as above

निगम कार्यालय

CORPORATE OFFICE

एन.बी.सी.सी. भवन, लोधी रोड, नई दिल्ली-110003

NBCC Bhawan, Lodhi Road, New Delhi-110 003

दूरभाष/Tel : 91-11-24367201, फैक्स/Fax : 91-11-24367202

E-mail : dirpsectt.nbcc@nic.in Website : www.nbccindia.gov.in

CIN-L74899DL1960GO1003335

**MINUTES OF THE 55TH ANNUAL GENERAL MEETING OF MEMBERS OF
NATIONAL BUILDINGS CONSTRUCTION CORPORATION LIMITED
HELD ON WEDNESDAY, SEPTEMBER 16, 2015 AT 10.30 AM AT AIR
FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI-110010
(CONCLUSION TIME-12.30 P.M.)**

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	Director
Smt Jhanja Tripathy	Director
Smt Deepti Gambhir	Company Secretary

Invitees

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

Members Attendance

President of India holding 10,79,99,994 equity shares present through authorized representative; 3755 members holding 51417 equity shares and 85 proxies representing 228 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. Shri Durga Shanker Mishra, Chairman- Audit Committee, Smt Jhanja Tripathy, Chairperson-Stakeholder's Relationship Committee & CSR Committee and Member- Nomination and Remuneration Committee were attending the AGM. The presence of the Statutory Auditors, M/s Jagdish Chand & Co. and Secretarial Auditors, M/s P C Jain & Co. was acknowledged.

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 about the operations and performance of the Company. Main highlights of his speech were:

- Increase in turnover over the previous year by 14.84% to Rs 4674.14 crore and surged in profit after tax by 8.09% to Rs 278.28 crore.
- Dividend recommended @ 55% for the FY 2014-15.
- Business order secured during FY 2014-15 of Rs 7012.96 crore.
- Execution of MOUs with DDA for construction of 'East Delhi Hub' and 'Sanjay Lake View' projects on Transit Oriented Development (TOD) norms and Smart City concept in Delhi.
- Setting up of a Joint Research and Development Centre for sustainable civil infrastructure in association with IIT, Roorkee.
- Various business initiatives taken up including execution of MOUs with authorities like Air India; NAWADCO; IITs at Roorkee & Kanpur; CPWD etc.

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 13, 2015 to Tuesday, September 15, 2015 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., 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 eight 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 Nikhil Agarwal, Member of the Company supported Shri P C Jain in Poll process through Ballot 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 12.30 pm.

On the basis of Scrutinizer's Report of remote e-voting and Poll conducted at AGM dated September 16, 2015 all the Ordinary and Special Businesses set up at Item No 1to 8 in the AGM Notice of the Company were passed by requisite majority. The summary of Scrutinizer's Report is as follows:

Resolution 1 :Adoption of Financial Statements for the financial year ended March 31, 2015
(Type of Resolution : Ordinary)

Category	Shares Held (1)	Votes Polled (2)	%Votes Polled on outstanding shares (3)={ (2)/(1) }*100	No. of Votes- in favour (4)	No of Votes - against (5)	%Votes in favour on votes polled (6) = { (4)/(2) }* 100	%Votes against on votes polled (7) = { (5)/(2) }*100
Promoter & Promoter Group	108000000	107999994	100.0000	107999994	0	100.0000	0.0000
Public - Institutions	4184398	2052305	49.0466	2052305	0	100.0000	0.0000
Public - Others	7815602	254256	3.2532	254256	0	100.0000	0.0000
TOTAL	120000000	110306555	91.9221	110306555	0	100.000	0.0000

Resolution 2: To declare dividend on equity shares for the financial year 2014-15
(Type of Resolution : Ordinary)

Category	Shares Held (1)	Votes Polled (2)	%Votes Polled on outstanding shares (3)={ (2)/(1) }*100	No. of Votes- in favour (4)	No of Votes - against (5)	%Votes in favour on votes polled (6) = { (4)/(2) }* 100	%Votes against on votes polled (7) = { (5)/(2) }*100
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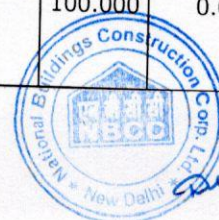
						100	
Promoter & Promoter Group	108000000	107999994	100.0000	107999994	0	100.0000	0.0000
Public - Institutions	4184398	2052305	49.0466	2052305	0	100.0000	0.0000
Public - Others	7815602	254334	3.2542	254205	129	99.9493	0.0507
TOTAL	120000000	110306633	91.9222	110306504	129	99.9999	0.0001

Resolution 3 : Fixation of remuneration of the Statutory Auditor(s) for the F.Y. 2015-16
(Type of Resolution : Ordinary)

Category	Shares Held (1)	Votes Polled (2)	%Votes Polled on outstanding shares (3) = $\{(2)/(1)\} * 100$	No. of Votes- in favour (4)	No of Votes - against (5)	%Votes in favour on votes polled (6) = $\{(4)/(2)\} * 100$	%Votes against on votes polled (7) = $\{(5)/(2)\} * 100$
Promoter & Promoter Group	108000000	107999994	100.0000	107999994	0	100.0000	0.0000
Public - Institutions	4184398	2052305	49.0466	1748855	303450	85.2142	14.7858
Public - Others	7815602	254271	3.2534	253798	473	99.8140	0.1860
TOTAL	120000000	110306570	91.9221	110002647	303923	99.7245	0.2755

Resolution 4 : Appointment of Shri Durga Shanker Mishra as Director
(Type of Resolution : Ordinary)

Category	Shares Held (1)	Votes Polled (2)	%Votes Polled on outstanding shares (3) = $\{(2)/(1)\} * 100$	No. of Votes- in favour (4)	No of Votes - against (5)	%Votes in favour on votes polled (6) = $\{(4)/(2)\} * 100$	%Votes against on votes polled (7) = $\{(5)/(2)\} * 100$
Promoter & Promoter Group	108000000	107999994	100.0000	107999994	0	100.0000	0.0000



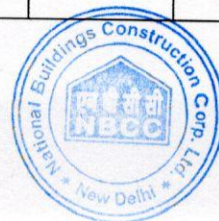
Public - Institutions	4184398	1897722	45.3523	854468	1043254	45.0260	54.9740
Public - Others	7815602	253776	3.2470	203370	50406	80.1376	19.8624
TOTAL	120000000	110151492	91.7929	109057832	1093660	99.0071	0.9929

Resolution 5: Appointment of Shri Rajendra Chaudhari as Director (Commercial)
(Type of Resolution : Ordinary)

Category	Shares Held (1)	Votes Polled (2)	%Votes Polled on outstanding shares (3)={ (2)/(1) }*100	No. of Votes- in favour (4)	No of Votes - against (5)	%Votes in favour on votes polled (6) = { (4)/(2) }*100	%Votes against on votes polled (7) = { (5)/(2) }*100
Promoter & Promoter Group	108000000	107999994	100.0000	107999994	0	100.0000	0.0000
Public - Institutions	4184398	2052305	49.0466	1307713	744592	63.7192	36.2808
Public - Others	7815602	254249	3.2531	203864	50385	80.1828	19.8172
TOTAL	120000000	110306548	91.9221	109511571	794977	99.2793	0.7207

Resolution 6 : Ratification of remuneration of the Cost Auditors for the F.Y. ended March 31, 2015
(Type of Resolution : Ordinary)

Category	Shares Held (1)	Votes Polled (2)	%Votes Polled on outstanding shares (3)={ (2)/(1) }*100	No. of Votes- in favour (4)	No of Votes - against (5)	%Votes in favour on votes polled (6) = { (4)/(2) }*100	%Votes against on votes polled (7) = { (5)/(2) }*100
Promoter & Promoter Group	108000000	107999994	100.0000	107999994	0	100.0000	0.0000
Public - Institutions	4184398	2052305	49.0466	1748855	303450	85.2142	14.7858
Public - Others	7815602	254308	3.2539	254216	92	99.9638	0.0362
TOTAL	120000000	110306607	91.9222	110003065	303542	99.7248	0.2752



Resolution 7 : Ratification of remuneration of the Cost Auditors for the F.Y. ending March 31, 2016
(Type of Resolution : Ordinary)

Category	Shares Held (1)	Votes Polled (2)	%Votes Polled on outstandin g shares (3)={ (2)/ (1)}*100	No. of Votes- in favour (4)	No of Votes - against (5)	%Votes in favour on votes polled (6) = { (4)/(2)} *100	%Votes against on votes polled (7) = { (5)/(2)}*100
Promoter & Promoter Group	108000000	107999994	100.0000	107999994	0	100.0000	0.0000
Public - Institutions	4184398	2052305	49.0466	1748855	303450	85.2142	14.7858
Public - Others	7815602	254291	3.2536	254178	113	99.9556	0.0444
TOTAL	120000000	110306590	91.9222	110003027	303563	99.7248	0.2752

Resolution 8 :Increase in authorized share capital of the Company
(Type of Resolution : Ordinary)

Category	Shares Held (1)	Votes Polled (2)	%Votes Polled on outstandin g shares (3)={ (2)/ (1)}*100	No. of Votes- in favour (4)	No of Votes - against (5)	%Votes in favour on votes polled (6) = { (4)/(2)}* 100	%Votes against on votes polled (7) = { (5)/(2)}*100
Promoter & Promoter Group	108000000	107999994	100.0000	107999994	0	100.0000	0.0000
Public - Institutions	4184398	2052305	49.0466	2052305	0	100.0000	0.0000
Public - Others	7815602	254325	3.2541	253679	646	99.7460	0.2540
TOTAL	120000000	110306624	91.9222	110305978	646	99.9994	0.0006



The Resolutions for the Ordinary and Special Businesses set out at Item No 1 to 8 to the Notice of the 55th AGM of the Company, duly approved by the Members with requisite majority, are recorded hereunder as part of the proceedings of the 55th AGM of the Company held on September 16, 2015:

Ordinary Business:

Item No 1: To consider and adopt the Standalone and Consolidated Financial Statements for the financial year ended March 31, 2015 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, 2015 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, 2015 be and are hereby considered and adopted."

Item No 2: To declare dividend on equity shares for the financial year 2014-15(Ordinary Resolution)

"RESOLVED THAT the dividend of Rs 5.50/- per paid-up equity share of Rs 10/- each for the financial year 2014-15 as recommended by the Board of Directors, be and is hereby approved and declared."

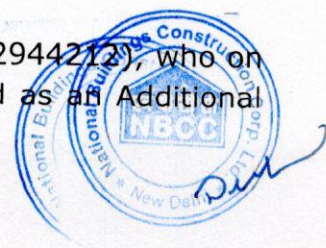
Item No 3: To authorize the Board of Directors of the Company to fix remuneration of the Statutory Auditor(s) of the Company to be appointed by Comptroller and Auditor General of India for auditing the accounts of the Company for the financial year 2015-16 (Ordinary Resolution)

"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 to be appointed by Comptroller & Auditor General of India, for the FY 2015-16."

Special Business:

Item No 4: Appointment of Shri Durga Shanker Mishra as Director of the Company (Ordinary Resolution)

"RESOLVED THAT Shri Durga Shanker Mishra (DIN No 02944212), who on appointment by the President of India, joined the Board as an Additional



Director (Government Nominee Director) w.e.f. 11.08.2014, 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."

Item No 5: Appointment of Shri Rajendra Chaudhari as Director(Commercial) of the Company (Ordinary Resolution)

"RESOLVED THAT Shri Rajendra Chaudhari (DIN No 07151492), who on appointment by the President of India, joined the Board as an Additional Director w.e.f. 10.06.2015, be and is hereby appointed as Director(Commercial) of the Company on such terms, conditions and tenure as may be determined by the President of India from time to time."

Item No 6: To ratify the remuneration of the Cost Auditors for the financial year ended March 31, 2015(Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, M/s Shome & Banerjee, Cost Accountants, appointed by Board of Directors as Cost Auditors for conducting the Cost Audit of the Company for the financial year 2014-15 at a total fee of Rs 65000/- plus Service Tax, be and is hereby ratified."

Item No 7: To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2016 (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, M/s Shome & Banerjee, Cost Accountants, appointed by Board of Directors as Cost Auditors for conducting the Cost Audit of the Company for the financial year 2015-16 at a total fee of Rs 65000/- plus Service Tax, be and is hereby ratified."

Item No 8: Increasing the Authorized Share Capital of the Company, with consequential amendment to the Memorandum of Association (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. 150,00,00,000/-



(Rupees One Hundred Fifty Crore only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of Rs. 10/- each."

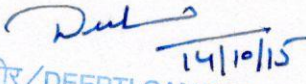
All the above resolutions, put to vote through remote e-voting and Ballot Paper, were passed with requisite majority.

Date :14.10.2015

Place : New Delhi

Sd/-
CHAIRMAN

CERTIFIED TRUE COPY


दीप्ति गंभीर / DEEPTI GAMBHIR
कंपनी सचिव / Company Secretary
नेशनल बिल्डिंग्स कंस्ट्रक्शन कॉर्पोरेशन लि०
National Buildings Construction Corpn. Ltd.
(भारत सरकार का उद्यम / A Govt. of India Enterprise)
एन.बी.सी.सी. भवन, लोधी रोड, नई दिल्ली-110003
N.B.C.C. Bhawan, Lodhi Road, New Delhi-110003