

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

October 24, 2016

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

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

Sir,

This is to inform that the President of India, acting through the Ministry of Urban Development, Government of India has submitted the disclosures under Reg. 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the same is 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

MOST IMMEDIATE



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

Nirman Bhawan, New Delhi
Dated 24/10 /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 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**").

In this regard, we wish to inform you that on October 20, 2016 the President of India, acting through and represented by the Ministry of Urban Development, Government of India, has sold 7,20,00,000 (seven crore twenty lacs) equity shares of the Target Company to non-Retail Investors.

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.

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.

Contd...2

Further, in respect of the sale of equity shares of the Target Company that took place on October 21, 2016, pursuant to the OFS, we shall file the requisite disclosure under the captioned regulations tomorrow, i.e., October 25, 2016. Please read both such disclosures i.e., this disclosure and the disclosure dated October 25, 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

C V Sarada

~~Smt C. V. Sarada~~
अवर सचिव (पी.एस.)/Under Secretary (PS)
~~अवर सचिव (पी.एस.)~~
Ministry of Urban Development
भारत सरकार/Govt. of India
Encl. 2/4
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	54,00,00,000	90%	90%
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)	54,00,00,000	90%	90%

Handwritten signature

Details of acquisition/ sale			
a) Shares carrying voting rights acquired	7,20,00,000 equity shares	12%	12%
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)	7,20,00,000 equity shares	12%	12%
After the acquisition/ sale, holding of:			
a) Shares carrying voting rights	46,80,00,000 equity shares	78%	78%
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)	46,80,00,000 equity shares	78%	78%
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 20, 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

C. V. Sarada

सी. वी. शारदा/C. V. SARADA
Smt C.V. Sarada
अवर सचिव (पी.एस)/Under Secretary (PS)
Under Secretary (अवस) विकास मंत्रालय
Ministry of Urban Development

भारत सरकार/Govt. of India
दिल्ली/New Delhi

Date: October 24, 2016
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

[Signature]