

Ref: NBCC/BS/2019-20

August 26, 2019

National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot no. C/1, G Block, Bandra -Kurla Complex, Bandra (E), Mumbai-400051 NSE Symbol: NBCC/EQ	BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip Code: 534309
---	---

Sub: Notice of the 59th Annual General meeting of NBCC

Sir,

In continuation with our letter dated August 14, 2019 and in compliance of Regulation 30 of SEBI (Listing and Obligations Requirement), 2015 we are enclosing herewith the Notice of the **59th Annual General Meeting** of the Company to be held on **September 23, 2019 (Monday) at 10:30 a.m. at Air Force Auditorium, Subroto Park, New Delhi - 110010.**

The aforesaid information is also disclosed on the website of the Company at <https://www.nbccindia.com/webEnglish/announcementNotices>

This is for your record and information. Kindly acknowledge receipt.

Thanking You



Yours Sincerely,
For NBCC (India) Limited



Deepti Gambhir
Company Secretary
F-4984

Encl: As above

Copy to:

- 1. National Securities Depository Ltd. (NSDL)**
Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013
- 2. Central Depository Services (India) Limited (CDSL)**
Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai-400013
- 3. Bigshare Services Private Limited**
E-3 Ansa Industrial Estate Saki Vihar Road Sakinaka Mumbai-400072

Notice

Notice is hereby given that the 59th Annual General Meeting of the members of NBCC (India) Limited will be held on Monday, September 23, 2019 at 10:30 a.m. at Air Force Auditorium, Subroto Park, New Delhi - 110010 to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited standalone and consolidated financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of 65 paise per paid up equity shares of ₹ 1/- each for the financial year ended March 31, 2019.
3. To appoint a Director in place of Shri Neelesh Manherlal Shah (DIN: 07444898), who retires by rotation and being eligible, offers himself for re-appointment.
4. To authorize Board of Directors to fix the remuneration of Statutory Auditor(s) of the Company for the FY 2019-20.

SPECIAL BUSINESS

5. To appoint Shri Shiv Das Meena (DIN: 01881010) as Chairman-cum-Managing Director of the Company and to consider and if thought fit, to pass with or without modifications(s), the following resolution as an *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 there under, Shri Shiv Das Meena (DIN: 01881010), who assumed the additional charge of Chairman-cum-Managing Director, NBCC w.e.f. April 5, 2019, pursuant to the Ministry of Housing and Urban Affairs Office Memorandum No. F.NO. 0-17034/45/2017-PS, dated April 05, 2019, be and is hereby appointed as Chairman-cum-Managing Director of the Company on such terms and conditions as may be determined by the President of India from time to time.

6. To appoint Smt. Baldev Kaur Sokhey (DIN: 06955670) as Director (Finance) of the Company and to consider and if thought fit, to pass with or without modifications(s), the following resolution as an *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 there under, Smt. Baldev Kaur Sokhey (DIN: 06955670), who assumed the charge of the post of Director (Finance), NBCC w.e.f. August 16, 2019, pursuant to the Ministry of Housing and Urban Affairs Office Order No. O-17034/81/2018-PS dated August 16, 2019, be and is hereby appointed as Director(Finance) of the Company on such terms and conditions as may be determined by the President of India from time to time.

7. To appoint Shri Sanjay Murthy Kondru (DIN: 03532374), as Government Nominee Director on the Board of the Company and to consider and if thought fit, to pass with or without modifications(s), the following resolution as an *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, Shri Sanjay Murthy Kondru (DIN: 03532374), who was appointed as Government Nominee Director, by the President of India vide Ministry of Housing and Urban Affairs Order No: 0-17034/30/2014-PS dated November 20, 2018, be and is hereby appointed as Government Nominee Director of the Company on such terms and conditions as may be determined by the President of India from time to time.

8. To appoint Shri Shyam Sunder Dubey (DIN: 06601151) as Government Nominee Director on the Board of the Company and to consider and if thought fit, to pass with or without modifications(s), the following resolution as an *Ordinary Resolution*:

RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Shri Shyam Sunder Dubey (DIN: 06601151), who was appointed as Government Nominee Director, by the President of India vide Ministry of Housing and Urban Affairs Order No. 0-17034/30/2014-PS, dated August 5, 2019 be and is hereby appointed as Government Nominee Director of the Company on terms and conditions as may be determined by the President of India from time to time.

9. To appoint Dr. Jyoti Kiran Shukla (DIN: 03492315), as Independent Director on the Board of the Company and to consider and if thought fit, to pass with or without modifications(s), the following resolution as an *Ordinary Resolution*:

RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, Dr. Jyoti Kiran Shukla (DIN: 03492315), who was appointed as Independent Director, pursuant to the Ministry of Housing and Urban Affairs Office Order No. 0-17034/37/2019-PS, dated July 17, 2019 be and is hereby appointed as Independent Director of the Company on the terms and conditions as may be determined by the President of India from time to time.

10. To ratify the remuneration of the Cost Auditor for the FY 2019-20 and to consider and if thought fit, to pass with or without modifications(s), the following resolution as an *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 ₹ 50,000/- plus taxes to M/s Chandra Wadhwa & Co., Cost Accountants, appointed by the Board of Directors as Cost Auditor to conduct the cost audit of the company for the financial year ending March 31, 2020."

By order of the Board of Directors

Sd/-

Deepti Gambhir

Company Secretary

F-4984

Place: New Delhi

Date : August 19, 2019

NOTES

1. The statement pursuant to the provisions of the Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING (FORM OF PROXY IS ANNEXED).
3. A person can act as proxy on behalf of members not exceeding fifty (50) & holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The proxy-holder shall prove his identity at the time of attending the meeting.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Every member entitled to vote at a meeting of the Company or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention to inspect is given to the Company.
6. Final Dividend of 65 paise per paid up equity shares of ₹ 1/- each for the financial year ended March 31, 2019 (i.e. @ 65%) has been recommended by the Board of Directors in its Board Meeting held on May 29, 2019 subject to the approval of the Shareholders at ensuing Annual General Meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed **from Monday, September 16, 2019 to Monday, September 23, 2019 (both days inclusive)** for determining the names of members eligible for dividend on equity shares if declared at the AGM.
8. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Registrar & Transfer Agent i.e. M/s Bigshare Services Pvt. Ltd.
9. The Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India and their remuneration is to be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine. It is proposed that the Members may authorize the Board of Directors to fix the remuneration in addition to applicable taxes and reimbursement of actual travelling and out of pocket expenses of the Statutory Auditors duly appointed by the Comptroller and Auditors General of India.

10. All documents referred to in the accompanying Notice and statement pursuant to Section 102(1) of the Companies Act, 2013 are open for inspection at the Registered Office of the Company on all working days, between 11.00 a.m. to 5.00 p.m. prior to Annual General Meeting (except on Saturday and Sunday).
11. The members intending to seek any information on annual accounts at the meeting are requested to kindly inform the Company at least 7 days before the date of the AGM.
12. Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the 59th Annual General Meeting along with the Annual Report 2018-19 would be sent by electronic mode to those members whose e-mail addresses are registered with the Depository or the Company's Registrar and Transfer Agents, unless the members have requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies would be sent by the permitted mode. Members are requested to support this Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of Shares held in dematerialised form) or with Bigshare Services Pvt. Ltd. (in case of Shares held in physical form).
13. Members are requested to:
 - 1) Note that the attendance slip/ proxy form should be signed as per the specimen signature registered with the Bigshare Services Pvt. Ltd., Registrar and Transfer Agent of the Company.
 - 2) Intimate to the Company's Registrar and Transfer Agents i.e., Bigshare Services Pvt. Ltd., changes, if any, in their registered addresses at an early date, in case the shares are held in physical form;
 - 3) Intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of shares are held in dematerialized form;
 - 4) Quote their folio numbers/Client ID/DP ID in all correspondence; and
 - 5) **Consolidate their holdings into one folio in case they hold Shares under multiple folios.**
 - 6) Note that in case of joint holders attending the meeting, only such joint holder whose name is first in the register of member will be entitled to vote.
14. The information regarding unclaimed dividends in respect of dividends declared up to the financial year 2017-18 and updated upto March 31, 2019 has been uploaded on the website of the Company "www.nbccindia.com" under 'Investor' section. Due dates for transfer of unclaimed/unpaid dividends for the financial year 2011-12 and thereafter to IEPF are as follows:

Financial Year	Face value of Share (in ₹)	Dividend declared (%)	Declaration date	Due Date for transfer to IEPF
2011-12	10	₹ 3.50 @ 35% (Final)	September 8, 2012	October 14, 2019
2012-13	10	₹ 3.75 @ 37.5% (Final)	September 10, 2013	October 16, 2020
2013-14	10	₹ 5.00 @ 50% (Final)	September 14, 2014	October 20, 2021
2014-15	10	₹ 5.50 @ 55% (Final)	September 16, 2015	October 22, 2022
2015-16	2	₹ 2.00 @ 100% (Final)	September 14, 2016	October 20, 2023
2016-17	2	₹ 0.53 @ 26.5% (Interim)	March 29, 2017	May 4, 2024
2016-17	2	₹ 1.10 @ 55% (Final)	September 18, 2017	October 24, 2024
2017-18	2	₹ 0.55 @ 27.5% (Interim)	March 8, 2018	April 13, 2025
2017-18	1	₹ 0.56 @ 56% (Final)	September 14, 2018	October 20, 2025

Unclaimed final dividend for the financial year 2011-12 will be due for transfer to the Investor Education and Protection Fund of the Central Government on or before October 14, 2019 pursuant to the provisions of Section

124 of the Companies Act, 2013. Accordingly, corresponding shares on which dividend has not been paid or claimed for 7 (seven) consecutive years shall also be liable to be transferred to the account of IEPF. Members are advised to visit the website of the company i.e. www.nbccindia.com for detailed information and claim their dividend on time.

15. Shri PC Jain (M/s. PC Jain & Co.) Practicing Company Secretary has been appointed as scrutinizer for conducting the voting/poll and remote e-voting process in a fair and transparent manner.
16. The cut-off date for the purpose of voting along with e-voting is September 17, 2019 (Tuesday).
17. **SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above, Shareholders holding shares in physical form, are advised to dematerialize their shares.**
18. Brief profile of the Directors seeking reappointment as mandated under regulation 36(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with the Stock Exchanges forms part of the Notice.
19. Annual listing fee for the FY 2019-20 has been paid to all the Stock Exchanges wherein shares of the Company are listed. Also, the Annual Custodian Fee for the FY 2019-20 has been paid to both Depositories i.e. Central Depository Services (India) Limited and National Securities Depository Limited.

PROCEDURE FOR E-VOTING

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") the Company will be providing members the facility to exercise their right to vote on resolution proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The detailed procedure to be followed is as under:-

Members are requested to note that the Company is providing facility for remote e-voting and the business may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility. A Member may avail of the facility at his/her/its discretion, as per the instructions provided herein.

VOTING THROUGH ELECTRONIC MEANS

Instructions for the voting through electronic means

In compliance with Section 108 and other applicable provisions of the Companies Act, 2013, read with the related rules and other law as applicable, the Company is pleased to provide e voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

THE INSTRUCTIONS FOR E-VOTING ARE AS FOLLOWS:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' would be communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in, mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to 'fcspcjain@gmail.com' with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' would be communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in, mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to 'fcspcjain@gmail.com' with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 17, 2019.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 17, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or bssdelhi@bigshareonline.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

6. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only, shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
8. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
9. Shri PC Jain (M/s PC Jain & Co.), Practicing Company Secretary, the Scrutinizer after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
10. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.nbccindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s).
11. The e-voting period will commence on **Friday, September 20, 2019 at 9.00 a.m. and will end on Sunday, September 22, 2019 at 5.00 p.m.** During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 17, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
12. Members are requested to:
 - a. Bring their copies of Annual Report, Notice and Attendance Slip duly completed at the Meeting as the copy of annual report will not be distributed at the AGM venue.

- b. Deliver duly completed and signed Attendance Slip at the entrance of the meeting venue, as entry to the Hall will be strictly on the basis of the entry slip available at the counters at the venue to be exchanged with the Attendance Slip.
- c. Quote their Folio/Client ID & DP ID Nos. in all correspondence.
- d. Note that due to strict security reasons mobile phones, briefcases, eatables and other belongings are not allowed inside the Auditorium.
- e. Note that no gifts/coupons will be distributed at the Annual General Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5: To appoint Shri Shiv Das Meena (DIN: 01881010) as Chairman-cum-Managing Director of the Company

Pursuant to the Ministry of Housing and Urban Affairs Office Memorandum No. O-17034/45/2017-PS, dated April 5, 2019, Shri Shiv Das Meena Additional Secretary, Ministry of Housing and Urban Affairs (MoHUA) assumed the additional charge of Chairman-cum-Managing Director of NBCC w.e.f. April 5, 2019.

Shri Shiv Das Meena, a 1989 batch Indian Administrative Service Officer of Tamil Nadu cadre is having almost three decades of experience in public service. He is a Bachelor of Civil Engineering and subsequently did his Masters of International Studies from Japan.

In his career as a civil servant, Shri Meena served the Govt. of Tamil Nadu in various important capacities including Executive Director and Managing Director- Chennai Metropolitan Water Supply & Sewerage Board (CMWSSB); Executive Director- Tamil Nadu Electricity Board; Managing Director- Tamil Nadu Medical Services Corporation; Secretary Special Programme Implementation Department, Principal Secretary to Chief Minister of Tamil Nadu; Administrator of Annamalai University etc. As Managing Director of CMWSSB, he was instrumental in implementation of two Sea Water Desalination Plants and as Administrator of Annamalai University he implemented several administrative and academic reforms in the university successfully.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act. Details of Shri Shiv Das Meena are provided in the “Annexure-A” to the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Shri Shiv Das Meena. The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the members.

ITEM NO. 6: To appoint Smt. Baldev Kaur Sokhey (DIN: 06955670), as Director (Finance) of the Company

Pursuant to the Ministry of Housing and Urban Affairs Office Order No. O-17034/81/2018-PS dated August 16, 2019, Smt. Baldev Kaur Sokhey assumed the charge of the post of Director (Finance) of NBCC (India) Limited with effect from August 16, 2019.

She started her career with NBCC on January 15, 1990 as direct recruit officer in Finance Department. Smt. Sokhey has more than 29 years of rich experience of working in different capacities in all the sections and departments of accounts and finance. She has wide exposure in treasury, finalization of financial results, tendering, establishment, investor relations, IPO management etc. Smt. Sokhey holds the B.Com (Honours) degree from the prestigious Shree Ram College of Commerce of Delhi University and is a Fellow of Institute of Cost Accountants of India.

She is not disqualified from being appointed as Director in terms of Section 164 of the Act. Details of Smt. Sokhey are provided in the “Annexure-A” to the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Smt. BK Sokhey. The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the members.

ITEM NO. 7: To consider the appointment of Shri Sanjay Murthy Kondru (DIN: 03532374), as Govt. Nominee Director of the Company

Shri Sanjay Murthy Kondru, Additional Secretary (D & W), Ministry of Housing and Urban Affairs (MoHUA) has been appointed on the Board of NBCC as Govt. Nominee Director vide Ministry of Housing and Urban Affairs Order No. O-17034/30/2014-PS dated November 20, 2018.

Shri Sanjay Murthy Kondru belongs to the Indian Administrative Service (IAS). He holds a Degree of Bachelor of Engineering and has experience of 30 years (approx.).

He has joined the Union Ministry of Housing and Urban Affairs in 2018 and is presently overseeing matters pertaining to public works, Delhi Development Authority and urban transport related issues. Details of Shri Sanjay Murthy Kondru are provided in the “Annexure-A” to the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except Shri Sanjay Murthy Kondru. The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the members.

ITEM NO. 8: To appoint Shri Shyam Sunder Dubey (DIN: 06601151) as Government Nominee Director of the Company.

Shri Shyam Sunder Dubey, Joint Secretary and Financial Advisor, Ministry of Housing and Urban Affairs (MoHUA) has been appointed on the Board of NBCC as Government Nominee Director pursuant to Ministry of Housing and Urban Affairs Order No. O-17034/30/2014-PS, dated August 5, 2019. Shri Shyam Sunder Dubey, an Indian Civil Accounts Services Officer (ICAS) of 1989 Batch is Joint Secretary & Financial Advisor in the Ministry of Housing and Urban Affairs (MoHUA).

Shri Dubey has more than 30 years of rich, varied and multi-disciplinary experience in the field of accounts, internal audit, financial expenditure and control, budgeting, office administration, programme management and procurement in various Government Departments/Ministries. He is B.Sc. (Biology), M.Sc. (Psychology), M.Phil. (National Defence & Strategic Studies) and holds Post Graduate Diploma in International Business.

Details of Shri Shyam Sunder Dubey are provided in the “Annexure-A” to the notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Shri Shyam Sunder Dubey, are in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval of the members.

ITEM NO.9: To appoint Dr. Jyoti Kiran Shukla (DIN: 03492315), as Independent Director of the Company

Ministry of Housing and Urban Affairs acting on behalf of the President of India had appointed Dr. Jyoti Kiran Shukla (DIN: 03492315) as Independent Director of the Company vide their Office Order No. O-17034/37/2019-PS, dated July 17, 2019.

Dr. Jyoti Kiran Shukla has wide experience in the area of Public Administration, Academics and Management. Her association would be of immense benefit to the Company. Accordingly, it is proposed to appoint Dr. Jyoti Kiran Shukla as an Independent Director. Details of Dr. Jyoti Kiran Shukla are provided in the “Annexure-A” to the notice.

Dr. Jyoti Kiran Shukla has given a declaration to the effect that she meets the criteria of Independence as prescribed under Section 149 of the Companies Act, 2013, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Dr. Jyoti Kiran Shukla, is in any way, concerned or interested, financially or otherwise, in the Resolution. The Board commends the Ordinary Resolution set out at Item No. 9 of the Notice for approval of the members

ITEM NO.10 To ratify the remuneration of the Cost Auditor for the FY 2019-20

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Chandra Wadhawa & Co. (Firm Registration No. 000239) as cost auditors to conduct the audit of the cost records for the Financial Year ending March 31, 2020 at a remuneration of ₹ 50,000/- plus taxes.

Accordingly pursuant to Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, consent of the members is sought for ratification of remuneration payable to Cost Auditors for the financial year ending March 31, 2020.

None of the Directors, Key Managerial Personnel (KMP) and their relative are in any way, concerned or interested financially or otherwise, in the proposed resolution. The Board commends the Ordinary Resolution set out at Item No. 10 of the Notice for approval of the members.

By order of the Board of Directors

Sd/-

Deepti Gambhir
Company Secretary
F-4984

Place: New Delhi

Date : August 19, 2019

Registered Office:

NBCC Bhawan, Lodhi Road, New Delhi-110003

CIN: L74899DL1960GOI003335

E-mail: co.sectt@nbccindia.com

Website: www.nbccindia.com

Contact: 011-24367314-18

Fax : 91-11-24366995

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT 59th ANNUAL GENERAL MEETING

Name	Shri Shiv Das Meena (DIN: 01881010)	Smt. Baldev Kaur Sokhey (DIN: 06955670)	Shri Neelesh Manherlal Shah (DIN: 07444898)	Shri Sanjay Murthy Kondru (DIN: 03532374)	Shri Shyam Sunder Dubey (DIN: 06601151)	Dr. Jyoti Kiran Shukla (DIN: 03492315)
Date of Birth	October 5, 1964	June 3, 1964	May 30, 1961	December 24, 1964	August 27, 1965	July 31, 1962
Qualifications	B.Tech, Masters in International Studies	B.Com, CMA	B.E.	B.Tech	B.Sc., M.Sc., M.Phil and Post Graduate Diploma in International Business	Ph.D.
Date of first appointment at the Board	April 5, 2019	August 16, 2019	February 13, 2018	November 20, 2018	August 6, 2019	August 1, 2019
Experience	30 Years (Approx.)	29 Years (Approx.)	34 Years (Approx.)	30 Years (Approx.)	30 Years (Approx.)	33 Years (Approx.)
Terms and Conditions of Appointment	As per the terms and conditions determined by the President of India from time to time	As per the terms and conditions determined by the President of India from time to time	As per the terms and conditions determined by the President of India from time to time	As per the terms and conditions determined by the President of India from time to time	As per the terms and conditions determined by the President of India from time to time	As per the terms and conditions determined by the President of India from time to time
Remuneration sought to be paid and the remuneration last drawn	Nil	NA	₹ 69.60 lakh paid during the FY 2018- 19	Nil	Nil	Sitting fees
No. of shares held in NBCC	Nil	5,004 (as on August 16, 2019)	10,004 Equity Shares (as on March 31, 2019)	Nil	Nil	Nil
Relationship with Other Directors and KMP	No inter se related to any Director of the Company					
Number of meetings of the Board attended during the FY2018-19	NA	NA	Nine	Three	NA	NA

Expertise in Specific functional area	He is presently holding the position of Addl. Secretary in the Ministry of Housing and Urban Affairs (MoHUA) and will be simultaneously holding the interim additional charge of CMD, NBCC. A 1989 batch Indian Administrative Service Officer of Tamil Nadu cadre and having almost three decades of experience in public service, Shri Meena is a Bachelor of Civil Engineering from Malaviya Regional Engineering Collage (now Malaviya National Institute of Technology), Jaipur. He subsequently did his Masters of International Studies from Japan.	Smt. Sokhey has more than 29 years of rich experience of working in different capacities in all the sections and departments of accounts and finance. She has wide exposure in treasury, finalization of financial results, tendering, establishment, investor relations, IPO management etc. Smt. Sokhey holds the B.Com (Honours) degree from the prestigious Shree Ram College of Commerce of Delhi University and is a Fellow of Institute of Cost Accountants of India.	He holds a Bachelors Degree in Civil Engineering (with Hons.) from Ravishankar University, Raipur (MP), now a Deemed University. His knowledge and expertise in the field is manifested by many landmark projects he has undertaken and successfully executed. He has vast and varied experience of more than 32 years holding several key positions in NBCC (India) Limited and manifested many landmark projects for NBCC in India and abroad.	He belongs to the Indian Administrative Service (IAS). He holds a Degree of Bachelor of Engineering and has served 13 years in various capacities at field level including 6 years as Deputy Commissioner in 3 Districts handling various development programmes. During 2002-2007, he has served in the Government of India on central deputation at the Ministry of Environment & Forests and Ministry of Communications & IT. Shri Murthy thereafter served for 3 years in the National Institute for Smart Government (NISG), Hyderabad.	Shri Shyam Sunder Dubey, an Indian Civil Accounts Services Officer (ICAS) of 1989 Batch is Joint Secretary & Financial Advisor in the Ministry of Housing and Urban Affairs (MoHUA). Shri Dubey has more than 30 years of rich, varied and multi-disciplinary experience in the field of accounts, internal audit, financial expenditure & control, budgeting, office administration, programme management and procurement in various Government Departments/ Ministries. He is B.Sc. (Biology), M.Sc. (Psychology), M.Phil. (National Defence & Strategic Studies) and holds Post Graduate Diploma in International Business.	She holds a Master Degree in Economics and has completed her Ph.D in Management and Econometrics from University of Rajasthan. Dr. Jyoti is currently holding the position of an Independent Director at Petronet LNG Ltd. An outstanding academician and a professional of repute, having vast experience in teaching, research and management, she has taught at premier institute like National Institute of Technology, Nagpur and has acted as Director in Management and Engineering institutes. Dr. Jyoti has also served as the Chairperson of State Finance Commission, Govt. of Rajasthan from 2015-2018 and has extensive expertise in rural finance and rural development.
Directorship held in other companies	1. Hindustan Steelworks Construction Ltd. 2. HSCC (India) Limited	1. Real Estate Development & Construction Corporation Of Rajasthan Limited 2. NBCC International Limited 3. NBCC Services Limited	1. NBCC Services Limited 2. NBCC Engineering & Consultancy Limited 3. Hindustan Steelworks Construction Ltd	1. National Capital Region Transport Corporation Limited 2. Noida Metro Rail Corporation Limited 3. Lucknow Metro Rail Corporation Ltd. 4. Delhi Metro Rail Corporation Limited 5. India International Convention And Exhibition Centre Limited	1. Surat Smart City Development Limited 2. Gwalior Smart City Development Corporation Limited	1. Petronet LNG Limited 2. Petronet LNG Foundation
Memberships/ Chairmanship of Committees of other Companies*	Nil	Nil	Three	Two	One	Three

*In line with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Membership of the Audit Committee and Stakeholder's Relationship Committee have only been taken into consideration.

NBCC's 59th Annual General Meeting

Date: September 23, 2019

Time: 10.30 a.m.

Venue: Air Force Auditorium, Subroto Park, New Delhi - 110010

Route – Map

