

Ref No. NBCC/BS (98)/2016

September 6, 2016

The Manager, 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	The Manager, Listing Department, BSE Limited, Floor 25 ,Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001
NSE Symbol: NBCC/EQ	Scrip Code: 534309

Sub.: AGM Update

Sir,

Further in reference to the Notice of 56th Annual General Meeting of the Company submitted on August 20, 2016, it is hereby informed that 56th Annual General Meeting (AGM) of NBCC (India) Limited is to be held on Wednesday, September 14, 2016 at 1030 hrs at Airforce Auditorium, Subroto Park, New Delhi – 110010 (Copy enclosed)

The Company is providing remote e-voting facility to its shareholders. The remote e-voting period will commence on Sunday, September 11, 2016 at 9:00 a.m. and end on Tuesday, September 13, 2016 at 5:00 p.m. During this period, the Members of the Company holding shares in the physical or electronic form as on the cut-off date i.e. Wednesday, September 07, 2016 may cast their vote electronically. The facility for voting through 'Ballot Paper' will be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting would be able to exercise their right at the meeting.

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

Thanking you,

**Yours Sincerely,
For NBCC (INDIA) Limited**


**Deepti Gambhir
Company Secretary
F-4984**

Enclosures: as above



CORPORATE OFFICE

NBCC Bhawan, Lodhi Road, New Delhi - 110 003 (India)

Tel No : (011) 24367314-15, 43591555 | Fax : (011)24366995

www.nbccindia.com | E-Mail : cs.nbcc@nic.in

NOTICE

Notice is hereby given that the **56th Annual General Meeting** of the members of NBCC (India) Limited will be held on Wednesday, the **September 14, 2016** at **1030 hrs** at Airforce Auditorium, Subroto Park, New Delhi - 110010 to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2016 along with reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year 2015-16.
3. To appoint a Director in place of Shri S K Pal (DIN 02780969), who retires by rotation and being eligible, offers himself for re-appointment.
4. To authorize Board of Directors to fix remuneration of the Statutory Auditor(s) of the Company for the FY 2016-17.

SPECIAL BUSINESS

5. Appointment of Mr. Ashok Khurana (DIN 06651241) as Independent 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, other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder, Mr. Ashok Khurana (DIN:06651241) who was nominated as Independent Director, by the Government of India vide order no. O-17034/39/2014-PS dated June 16, 2016 and subsequently appointed as an Additional Director by the Board of Directors with effect from July 22, 2016 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ashok Khurana as a candidate for the office of a Director of the Company, be and is hereby appointed as Independent Director of the Company on terms & conditions determined by the Government of India from time to time."

6. Appointment of Maj. Gen. Tajuddin Moulali Mhaisale (DIN 07559857) as Independent 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, Rules made thereunder, Maj. Gen. Tajuddin Moulali Mhaisale (DIN 07559857) who was nominated as Independent Director, by the Government of India vide order no. O-17034/39/2014-PS dated June 16, 2016 and subsequently appointed as an Additional Director by the Board of Directors with effect from July 22, 2016 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Maj. Gen. Tajuddin Moulali Mhaisale as a candidate for the office of a Director of the Company, be and is hereby appointed as Independent Director of the Company on terms & conditions determined by the Government of India from time to time."

7. Appointment of Mr. C. Subba Reddy (DIN:00275395) as Independent 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, Rules made thereunder, Mr. C. Subba Reddy (DIN:00275395) who was nominated as Independent Director, by the Government of India vide order no. O-17034/39/2014-PS dated June 16, 2016 and subsequently appointed as an Additional Director by the Board of Directors with effect from July 22, 2016 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. C. Subba Reddy as a candidate for the office of a Director of the Company, be and is hereby appointed as Independent Director of the Company on terms & conditions determined by the Government of India from time to time."

8. Appointment of Mr. Chamarthi Rajendra Raju (DIN 07559368) as Independent 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 thereunder, Mr. Chamarthi Rajendra Raju (DIN 07559368) who was nominated as Independent Director, by the Government of India vide order no. O-17034/39/2014-PS dated June 16, 2016 and subsequently appointed as an Additional Director by the Board of Directors with effect from July 22, 2016 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Chamarthi Rajendra Raju (DIN 07559368) as a candidate for the office of a Director of the Company, be and is hereby appointed as Independent Director of the Company on terms & conditions determined by the Government of India from time to time.”

9. Appointment of Mr. Rajendrasinh Ghanshyamsinh Rana (DIN 07557657) as Independent 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, Rules made thereunder, Mr. Rajendrasinh Ghanshyamsinh Rana (DIN 07557657) who was nominated as Independent Director, by the Government of India vide order no. O-17034/39/2014-PS dated June 16, 2016 and subsequently appointed as an Additional Director by the Board of Directors with effect from July 22, 2016 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Rajendrasinh Ghanshyamsinh Rana as a candidate for the office of a Director of the Company, be and is hereby appointed as Independent Director of the Company on terms & conditions determined by the Government of India from time to time.”

10. Appointment of Mr. Sairam Mocherla (DIN: 01430951) as Independent 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, Rules made thereunder, Mr. Sairam Mocherla (DIN: 01430951), who was nominated as Independent Director, by the Government of India vide order no. O-17034/39/2014-PS dated June 16, 2016 and subsequently appointed as an Additional Director by the Board of Directors with effect from July 22, 2016 to hold office until the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr Sairam Mocherla as a candidate for the office of a Director of the Company, be and is hereby appointed as Independent Director of the Company on terms & conditions determined by the Government of India from time to time.”

11. To increase the Authorised Share Capital by amending the Capital Clause of the Memorandum of Association of the Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as an **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 Authorised Share Capital of the Company is Rs. 200,00,00,000/- (Rupees Two Hundred Crore only) divided into 100,00,00,000 (Hundred Crore) Equity Shares of Rs. 2/- each.

FURTHER RESOLVED THAT Mr S.K Pal Director and/or Mrs Deepti Gambhir, Company Secretary of the Company be and is hereby severally/ jointly authorized to do all such acts, deeds & things as may be considered necessary or expedient to give effect to this resolution.”

By order of the Board of Directors

Sd/-

Deepti Gambhir

Company Secretary

F-4984

Place: New Delhi
Date: July 22, 2016

NOTES:

1. **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 TO 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).**

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.

2. 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 Meeting is annexed hereto.
3. Dividend of Rs.2/- per Share (i.e. @100%) has been recommended by the Board of Directors for the FY 2015-16 subject to the approval of shareholders at the ensuing Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 12, 2016 to Wednesday, September 14, 2016 (both days inclusive) for determining the names of members eligible for dividend on equity shares if declared at the Annual General Meeting.
5. 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 (RTA) i.e M/s Bigshare Services Pvt Ltd.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
7. The Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India(C&AG) 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 service tax and reimbursement of actual travelling and out of pocket expenses of the Statutory Auditors duly appointed by the Comptroller and Auditors General of India.
8. 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, except Saturdays and Sundays, between 1000 hrs to 1600 hrs. upto September 13, 2016.
9. 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 meeting.
10. The Annual Report for FY 2015-16 be e-mailed to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2015-16 be sent in the permitted mode.
11. The Notice of the 56th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being e-mailed to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 56th Annual General Meeting is being sent in the permitted mode.
12. The information regarding unclaimed dividends in respect of dividends declared up to the financial year 2014-15 and updated upto the date of 55th AGM held on September 16, 2015 has been uploaded on the website of the Company www.nbccindia.com under 'Investor' section. The said information was also filed with MCA.
13. The Board of Directors has appointed Mr. PC Jain (M/s. PC Jain & Co.) Practicing Company Secretary as scrutinizer for conducting the voting/poll and remote e-voting process in a fair and transparent manner.

14. The cut-off date for the purpose of voting along with e-voting is September 07, 2016 (Wednesday).

15. 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 in this is as under:-

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:

1. Members whose email addresses are registered with the Company / Depository Participant(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process :
 - i. Open email and open the PDF file titled (e-voting.pdf), using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
 - ii Launch your internet browser and type out the following URL: <https://www.evoting.nsdl.com>.
 - iii Click on Shareholder – Login.
 - iv Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
 - v The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - vi The homepage of e-voting will open. Click on e-voting : Active Voting Cycles.
 - vii Select 'EVEN' (E-Voting Event Number) of NBCC (India) Limited .
 - viii Now you are ready for e-voting as the Cast Vote page opens.
 - ix Cast your vote by selecting the option of your choice and click on 'submit'. Remember to 'Confirm' when prompted.
 - x On confirmation, the message 'Vote cast successfully' will be displayed.
 - xi Once you have voted on a resolution, you will not be allowed to modify your vote.
 - xii Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via e-mail, to info@cspcpcjain.com, scrutinizer with a copy marked to evoting@nsdl.co.in.
2. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
 - i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
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 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

3. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
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 07, 2016.

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 07, 2016, 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 "Poling 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. Mr. 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 alongwith the report of the Scrutinizer shall be placed on the website of the Company 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 commences on September 11, 2016 at 9:00 Hours IST and ends September 13, 2016 at 17:00 Hours IST. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. September 07, 2016 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.
 - 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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 5

APPOINTMENT OF MR. ASHOK KHURANA AS INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Ashok Khurana, appointed as Additional Director on the Board of NBCC on July 22, 2016 pursuant to the nomination by the Government of India vide order no.O-17034/39/2014-PS dated June 16, 2016 as Independent Director holds office upto the conclusion of 56th Annual General Meeting & is eligible for re-appointment. The Board of Directors considers that in view of the background & experience of Mr. Ashok Khurana, it would be in the interest of the Company to appoint him as a Director of the Company. His brief resume is given in Annexure-a to the Notice.

None of the Director or Key Managerial Personnel (KMP) or their relative except Mr. Ashok Khurana is interested or concerned in the resolution. The Board commends the Ordinary Resolution set out at Item no. 5 for approval of the members.

Item No. 6

APPOINTMENT OF MAJ. GEN. TAJUDDIN MOULALI MHAISALE AS INDEPENDENT DIRECTOR OF THE COMPANY

Maj. Gen. Tajuddin Moulali Mhaisale appointed as Additional Director on the Board of NBCC on July 22, 2016 pursuant to the nomination by the Government of India vide order no.O-17034/39/2014-PS dated June 16, 2016 as Independent Director holds office upto the conclusion of 56th Annual General Meeting & is eligible for re-appointment. The Board of Directors considers that in view of the background & experience of Maj. Gen. Tajuddin Moulali Mhaisale, it would be in the interest of the Company to appoint him as Director of the Company. His brief resume is given in Annexure-a to the Notice.

None of the Director or Key Managerial Personnel (KMP) or their relative except Maj. Gen. Tajuddin Moulali Mhaisale is interested or concerned in the resolution. The Board commends the Ordinary Resolution set out at Item no. 6 for approval of the members.

Item No. 7

APPOINTMENT OF MR. C SUBBA REDDY AS INDEPENDENT DIRECTOR OF THE COMPANY

Mr. C. Subba Reddy, appointed as Additional Director on the Board of NBCC on July 22, 2016 pursuant to the nomination by the Government of India vide order no.O-17034/39/2014-PS dated June 16, 2016 as Independent Director holds office upto the conclusion of 56th Annual General Meeting & is eligible for re-appointment. The Board of Directors considers that in view of the background & experience of Mr. C. Subba Reddy, it would be in the interest of the Company to appoint him as a Director of the Company. His brief resume is given in Annexure-a to the Notice.

None of the Director or Key Managerial Personnel (KMP) or their relative except Mr. C. Subba Reddy is interested or concerned in the resolution. The Board commends the Ordinary Resolution set out at Item no. 7 for approval of the members.

Item No. 8

APPOINTMENT OF MR. CHAMARTHI RAJENDRA RAJU AS INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Chamarthi Rajendra Raju, appointed as Additional Director on the Board of NBCC on July 22, 2016 pursuant to the nomination by the Government of India vide order no.O-17034/39/2014-PS dated June 16, 2016 as Independent Director holds office upto the conclusion of 56th Annual General Meeting & is eligible for re-appointment. The Board of Directors considers that in view of the background & experience of Mr. Chamarthi Rajendra Raju, it would be in the interest of the Company to appoint him as a Director of the Company. His brief resume is given in Annexure-a to the Notice.

None of the Director or Key Managerial Personnel (KMP) or their relative except Mr. Chamarthi Rajendra Raju is interested or concerned in the resolution. The Board commends the Ordinary Resolution set out at Item no. 8 for approval of the members.

Item No. 9

APPOINTMENT OF MR. RAJENDRASINH GHANSHYAMSINH RANA AS INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Rajendrasinh Ghanshyamsinh Rana, appointed as Additional Director on the Board of NBCC on July 22, 2016 pursuant to the nomination by the Government of India vide order no.O-17034/39/2014-PS dated June 16, 2016 as Independent Director holds office upto the conclusion of 56th Annual General Meeting & is eligible for re-appointment. The Board of Directors considers that in view of the background & experience of Mr. Rajendrasinh Ghanshyamsinh Rana, it would be in the interest of the Company to appoint him as a Director of the Company. His brief resume is given in Annexure-a to the Notice.

None of the Director or Key Managerial Personnel (KMP) or their relative except Mr. Rajendrasinh Ghanshyamsinh Rana is interested or concerned in the resolution. The Board commends the Ordinary Resolution set out at Item no. 9 for approval of the members.

Item No. 10

APPOINTMENT OF MR. SAIRAM MOCHERLA AS INDEPENDENT DIRECTOR OF THE COMPANY

Mr. Sairam Mocherla, appointed as Additional Director on the Board of NBCC on July 22, 2016 pursuant to the nomination by Government of India vide order no.O-17034/39/2014-PS dated June 16, 2016 as Independent Director holds office upto the conclusion of 56th Annual General Meeting & is eligible for re-appointment. The Board of Directors considers that in view of the background & experience of Mr. Sairam Mocherla, it would be in the interest of the Company to appoint him as a Director of the Company. His brief resume is given in Annexure-a to the Notice.

None of the Director or Key Managerial Personnel (KMP) or their relative except Mr. Sairam Mocherla is interested or concerned in the resolution. The Board commends the Ordinary Resolution set out at Item no. 10 for approval of the members.

Item No.11

TO INCREASE THE AUTHORISED SHARE CAPITAL BY AMENDING THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Company is required to follow the recent guidelines issued wide OM No. FNO 5/2016-Policy dated May 27, 2016 by Department of Investment & Public Asset Management (DIPAM), in the context of capital restructuring of CPSEs. Keeping these in view, the Company being a PSE recommended to increase its authorised capital from Rs. 150 cr. to Rs. 200 cr and for that purpose Clause V of the Memorandum of Association of the Company is proposed to be altered as set out at item no 11 of the accompanying Notice.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the members for increasing the authorised share capital with consequential amendment in the capital clause of the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel (KMP) of the Company or their relative is in any way concerned or interested in the proposed resolution.

Accordingly, the Board commends passing of the resolution set out at item no. 11 for approval of the members.

By Order of the Board of Directors

Date : July 22, 2016
Place : New Delhi

Sd/-
(Deepti Gambhir)
Company Secretary
F-4984



Annexure-a

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTEMENT/RE-APPOINTEMENT AT 56TH ANNUAL GENERAL MEETING

Name	Ashok Khurana	Maj. Gen. Tajuddin Moulali Mhaisale	C. Subba Reddy	Chamarathi Rajendra Raju	Rajendrasinh Ghanshyamsinh Rana	Sairam Mocherla	S K Pal
Date of Birth	Feb 3, 1953	June 5, 1953	May 19, 1955	Jan 9, 1956	May 22, 1956	Aug 27, 1964	Jan 05, 1961
Date of Appointment	July 22, 2016	July 22, 2016	July 22, 2016	July 22, 2016	July 22, 2016	July 22, 2016	Feb 1, 2013
Qualifications	Bachelor of Engineering, (B. SC) (Civil), Advance Diploma in Business Management,	BE (Electronics / Engineering), Master of Technology (Computer Technology), MBA (Financial Management) Master of Management Studies (Logistics Management and Decision Analysis), etc.	Bachelor of Arts	Graduated in Architecture and Interior Design	B.Com, LLB	FCA; MBA USA	FCA, ACS, B.Com (Hons.)
Expertise in Specific functional area	Expertise in construction, Public Works, Project Management, Resource allocation, budgeting, latest technologies and arbitration.	Expertise in the field of Project & Infrastructure Management-IT Management-Defence Strategy & Technology Management, Total Life Cycle Sustainment Innovation Management for scalability & Sustainability, Strategy Planning and Business Development-Infrastructure Management	He has expertise in the field of Property Development.	Expertise in the field of Architecture Design, Interiors & Project Management.	Expertise in Business Management.	Governance & Reforms, PPP, Project Development, M&A, JV's & Partnerships	Expertise in the field of Finance
Directorship held in other companies	1.Gold Plus Glass Industry Limited 2.Raheja SEZs Limited 3. O k a m u r a Homes Private Limited 4.Swarnaa Consultants Private Limited 5.A31 Total Solutions Consultancy Services LLP.	-	1.Ceebros Hotels Private Limited 2.Ceebros Property Development private Limited 3.Ceebros Estates Private Limited 4.Ceebros International Private Limited 5. Boat Club Property Developers Private Limited 6.Rockfort Eco Constructions Private Limited	-	-	1.Quality Care India Limited 2. Khamdhenu Sukrit Private Limited 3. Canara Bank	-
Memberships/ Chairmanship of Committees across all other listed Public Companies	-	-	-	-	-	-	-
No. of shares held in NBCC(INDIA) LIMITED	Nil	Nil	Nil	Nil	Nil	Nil	Nil

NBCC's 56th Annual General Meeting

Date: September 14, 2016

Time: 1030 hrs

Venue: Airforce Auditorium, Subroto Park, New Delhi - 110010

Route - Map

