

No.NBCC/BS(98)/2017-18/

February 28, 2018

National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot no. C/1,G Block Bandra –Kurla Complex Bandra (E), Mumbai-400051 NSE Symbol: NBCC/EQ	BSE Limited, Floor 25 ,Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 Scrip Code: 534309
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Sub: **Submission of Notice of Postal Ballot pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015**

Sir,

Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, please find attached Postal Ballot Notice along with the Postal Ballot Form, which is dispatched to all the members of the Company whose name appear in the Register of Members on February 23, 2018. (cut-off date)

This is 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

Copy to:

- National Securities Depository Limited (NSDL)
- Central Depository Services (India) Limited (CDSL)



NBCC (INDIA) LIMITED

(A Government of India Enterprises)

(Formerly National Buildings Construction Corporation Limited)

CIN: L74899DL1960GOI003335

Regd. Office: NBCC BHAWAN, LODHI ROAD, NEW DELHI-110003

Tel: 24367314-5, 43591555 (EPABX) Fax: 91-11-24366995

e-mail: co.sectt@nbccindia.com Website: www.nbccindia.com

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that, pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules"), including any statutory modification(s) or re-enactment thereof, for the time being in force, and other applicable laws and regulations NBCC (India) Limited (the "Company") seeks the consent of its Members for Special Businesses to be transacted through Postal Ballot, which includes voting by electronic means for the following items:

SPECIAL BUSINESS:

Item No.1

Approval for splitting of the Company's equity shares of Rs 2/- each into two (2) equity shares of face value of Rs 1/- each 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 other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), the consent of the shareholders be and is hereby accorded for sub-dividing the equity shares of the Company, such that each equity share having nominal value of Rs 2/- each (Rupees two only) be sub-divided into 2 (two) Equity Shares having nominal value of Rs 1/- each (Rupees one only).

FURTHER RESOLVED THAT pursuant to the sub-division of equity shares of the company, the authorized, issued, subscribed and paid-up equity share capital of nominal value of Rs 2/- each, shall stand sub-divided into 2 (two) equity shares of nominal value of Rs 1/- each (Rupees one only) from the record date and shall rank *paripassu* in all respects with and carry the same rights as the existing fully paid-up Equity shares of Rs 2/- each (Rupees Two only) of the company.

FURTHER RESOLVED THAT upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs 2/- each (Rupees Two only) both in the electronic and physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date of sub-division and the Company may without requiring the surrender of the old share certificates, directly use and dispatch the new share certificates of the Company, in lieu of the existing share certificates within the prescribed time period and give proportionate credit of shares to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares before sub-division.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred herein above as it may in its absolute discretion deem fit, to Chairman-cum-Managing Director/any Director(s) / Officer(s) / Authorised Representative(s) Committee of Directors of the Company in order to give effect to the aforesaid Resolutions, including but not limited to fixing record date, implementation of the proposal of sub-division of equity shares of the Company, timely completion of Sub-division etc., as may be required, in relation thereto."

"RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board and/or Committee of Directors and/or Chairman cum Managing Director & Company Secretary be and are hereby jointly and severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem

necessary, concerning any aspect of the Sub-division of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation / consequential to the Sub-division of shares including execution & filing of all the relevant documents with the Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Item No. 2

Approval to amend the Capital Clause in 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 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 200,00,00,000/- (Rupees Two Hundred Crore only) divided into 200,00,00,000 (Two Hundred Crore) Equity Shares of Rs 1/- each."

"FURTHER RESOLVED THAT the Chairman-cum-Managing Director and/or Company Secretary of the Company be and are hereby jointly/severally authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution."

By order of the Board of Directors

For NBCC (India) Limited

Sd/-

Deepti Gambhir

Company Secretary

F-4984

Place: New Delhi

Date: 13.02.2018

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 and Rules related thereto, stating reasons for the proposed Special Businesses is annexed herewith.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (the "Rules"), the assent or dissent of the Members in respect of the resolutions contained in this postal Ballot Notice, is being determined through postal ballot which includes e-voting by electronic means.
3. Mr PC Jain, (C/o M/s PC Jain & Co.), Practicing Company Secretary (FCS:4103 CP No. 3349) has been appointed as Scrutinizer for conducting the e-voting/Postal Ballot in accordance with the law in fair and transparent manner.
4. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on 23.02.2018 i.e. "the cut-off date". The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self addressed Business Reply Envelope.
5. Members whose names appear on the Register of Members/List of Beneficial Owners as on 23.02.2018 will be considered for the purpose of voting.
6. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. The Members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to co.sectt@nbccindia.com/ bssdelhi@bigshareonline.com. The Company/Registrar and Transfer Agent

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shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.

9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on 23.02.2018.
10. In compliance with Sections 108 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by NSDL. **The e-voting period will commence on 05.03.2018 at 9:00 Hours IST and ends on 03.04.2018 at 17:00 Hours IST.** The instructions for electronic voting are annexed to this Notice.
11. A Member cannot exercise his vote by proxy on postal ballot.
12. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it **reaches the Scrutinizer not later than close of working hours i.e. 17:00 Hours IST on 03.04.2018.** (Mr. PC Jain, PCS (Scrutinizer for Postal Ballot) C/o Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andhari (E), Mumbai - 400072) The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. If any postal ballot is received after 17:00 Hours IST on 03.04.2018, it will be considered that no reply from the Member has been received.
13. The Scrutinizer will submit his report to the Chairman of the Company after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized on 05.04.2018 at the registered office and will also be displayed on the website of the Company at www.nbccindia.com, besides being communicated to the Stock Exchanges i.e. NSE & BSE.
14. All the material documents referred to in the statement pursuant to section 102 of the Companies Act, 2013 and rules related thereto will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till 03.04.2018.

For Any queries/grievances, in relation to voting through post of electronic means, members may contact Registrar and Transfer Agent (RTA) i.e. M/s Bigshare Services Pvt. Limited of the Company at bssdelhi@bigshareonline.com, Tel 011-23522373.

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:
 - a. 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.
 - b. Launch your internet browser and type out the following URL: <https://www.evoting.nsdl.com>.
 - c. Click on Shareholder-Login
 - d. Enter the user ID and password (the initial password noted in step (a) above) Click on Login.
 - e. 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.
 - f. The homepage of e-voting will open. Click on e-voting: Active Voting Cycles.
 - g. Select 'EVEN' (E-Voting Event Number) of NBCC (India) Limited
 - h. Now you are ready for e-voting as the Cast Vote page opens.
 - i. Cast your vote by selecting the option of your choice and click on 'submit'. Remember to 'Confirm' when prompted.
 - j. On confirmation, the message 'Vote cast successfully' will be displayed.
 - k. Once you have voted on a resolution, you will not be allowed to modify your Vote.

1. 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 fcspcjain@gmail.com with a copy marked to evoting@nsdl.co.in.
2. For Members whose email IDs are not registered with the Company/Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted:
 - a. The initial password is provided at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN

- b. Please follow all the steps from a to l. mentioned above, in order to successfully cast your vote.
3. 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
4. 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 Password' option available on the site to reset the password.
5. If you are already registered with NSDL for e voting, then you can use your existing user ID and password for casting your vote.

NOTE : Shareholders who forgot the User Details/ Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case shareholders are holding shares in demat mode, user ID is the combination of DPID + Client ID.

In case shareholders are holding shares in physical mode, user ID is the combination of EVEN No + Folio No.

6. **The e-voting period will commence on 05.03.2018 at 9:00 Hours IST and ends on 03.04.2018 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. 23.02.2018 (cut-off), 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.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES RELATED THERETO FORMING PART OF THE NOTICE

Item No. 1 and 2

Department of Investment & Public Asset Management (DIPAM) has issued **Guidelines on Capital Restructuring of Central Public Sector Enterprises (CPSEs)** vide Office Memorandum F. No 5/2016-Policy dated 27th May, 2016. These guidelines are applicable to all corporate bodies where Government of India (GOI) and/or Government controlled one or more body corporate have controlling interest (hereinafter referred as CPSEs for these guidelines). The CPSEs shall ensure the compliance of these guidelines by taking up this matter in the Board meeting.

DIPAM Guidelines on splitting provides that Where market price/ book value of share exceeds 50 times of its face value, CPSE should consider split off its shares appropriately provided the existing face value of share is equal to or more than Rs 1.

Accordingly, the Board in compliance of DIPAM Guidelines recommends splitting of the equity share of as Rs 2/- each into 2 equity shares of Rs 1/ each and amendment in Capital clause of Memorandum of Association.

The draft of the revised Memorandum of Association is available for inspection to the members at the registered office of the Company on all working days (except Saturdays, Sundays and public holidays) upto the date of closing of e-voting or last date of receipt of Postal Ballot Forms.

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

Accordingly, the Board recommends passing of the resolutions set out at Item No 1&2 for approval of the Members.

By order of the Board of Directors

For NBCC (India) Limited

Sd/-

Deepti Gambhir

Company Secretary

F-4984

Place: New Delhi

Date: February 13, 2018

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NBCC (INDIA) LIMITED

(A Government of India Enterprises)
(Formerly National Buildings Construction Corporation Limited)
CIN: L74899DL1960GOI003335
Regd. Office: NBCC BHAWAN, LODHI ROAD, NEW DELHI-110003
Tel: 24367314-5, 43591555 (EPABX) Fax: 91-11-24366995
e-mail: co.sectt@nbccindia.com Website: www.nbccindia.com

POSTAL BALLOT FORM

[Please read the instructions printed overleaf carefully and return the form on or before 03.04.2018]

Serial No. _____

1) Name and Registered Address :
of the Sole/ First-named Member
as Registered with the Company

2) Name(s) of the Joint-Holder(s), :
if any Registered with
the Company

3) Registered Folio No./DPID No./ :
Client ID No.

4) No. of Shares held :

I/We hereby exercise my/our vote in respect of **Special Business** to be passed through Postal ballot/e-voting by conveying my/our assent/dissent to the said resolution by placing (✓) mark in the appropriate box below:

S. No.	Description	No. of Shares held	I/We assent (agree) to the resolution (Vote in favour)	I/We dissent (disagree) to the Resolution (Vote against)
1.	Approval for splitting of Company's equity shares of Rs 2/- each into Two (2) equity shares of face value Rs 1/- each			
2.	Approval to amend the Capital Clause in the Memorandum of Association of the Company			

Place :

Date :

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://www.evoting.nsdl.com/>. The electronic voting particulars are set out as follows:

Even (E-Voting Event Number)	USER ID	PASSWORD/ PIN

NOTES:

- Please read carefully the notes/instructions printed overleaf before exercising your vote. For e-voting, refer instructions given at Postal Ballot Notice.
- Last date for receipt of the Postal Ballot Forms by the Scrutinizer is April 03, 2018
- Please return you Postal Ballot forms in the prepaid self-addressed envelope enclosed herewith

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[Signature]

INSTRUCTIONS

1. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") as amended, Members who have registered their e-mail IDs with depositories or with the Company for communication purposes are being sent this Notice of Postal Ballot by mail and the Members who have not registered their e-mail IDs will receive Notice of Postal ballot along with physical form through permitted means along with a postage prepaid self addressed Business Reply Envelope. The details of dispatch will be published in the newspaper.
2. **The self addressed envelopes bears the address of the scrutinizer i.e. Mr.P C Jain, Scrutinizer, Unit: NBCC (INDIA) LIMITED, C/o M/s Bigshare Services Pvt. Ltd., E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai-400072.**
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited on Friday, February 23, 2018 i.e. "the cut-off date".
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, February 23, 2018 will be considered for the purpose of voting.
5. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
6. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
7. In case a Member to whom Postal Ballot Notice is being sent in electronic form and is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e mail to co.sectt@nbccindia.com / bssdelhi@bigshareonline.com. The Company /Registrar and Transfer Agent shall forward the same along with postage prepaid self addressed Business Reply Envelope to the Member.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on Friday, February 23, 2018.
9. In compliance with the provisions of section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and any amendments thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Members are informed that the Company is offering 'e voting' facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with NSDL to facilitate e-voting. E-voting is optional and Members shall have the option to vote either through e-voting or through Postal Ballot Form. The detailed procedure with respect to e-voting is mentioned below. A Member cannot exercise his vote by proxy on postal ballot.
10. The Members are requested to note that: a) the e-voting period will commence **from 9:00a.m. (IST) on Monday, March 05, 2018 and end at 05:00 p.m. (IST) on Tuesday, April 03, 2018**. Please note that e-voting module will be disabled for Voting after the said time and date. Once the Vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. During the period, shareholders holding shares either in physical form or in dematerialized form as on the cut-off date, Friday, February 23, 2018 (EOD) may cast their votes electronically. b) Similarly, duly completed Postal Ballot Form should reach the Scrutinizer before 5:00 p.m. (IST) on Tuesday, April 03, 2018. Postal Ballot Forms received after the said time and date will be strictly treated as if the reply from such Members has not been received. Further please note that a person who is not a member of the Company as on the cut off date i.e. Friday, February 23, 2018 (EOD) should treat this notice for information purpose only.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized on or before Thursday, April 05, 2018 at the registered office and will also be displayed on the website of the Company at www.nbccindia.com, besides being communicated to the Stock Exchanges i.e NSE & BSE.
12. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or e-voting.
13. All the material documents referred to in the statement pursuant to section 102 of the Companies Act, 2013 and rules related thereto will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till the last date for receiving of Postal Ballot.
14. For Any queries/grievances, in relation to voting through post or electronic means, members may contact Registrar and Transfer Agent (RTA) i.e. M/s Bigshare Services Pvt. Limited of the Company at bssdelhi@bigshareonline.com, Tel 011-23522373.

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[Signature]