



A Navratna CPSE

एनबीसीसी (इंडिया) लिमिटेड

(भारत सरकार का उद्यम)

NBCC (INDIA) LIMITED

(A Government of India Enterprise)

(Formerly National Buildings Construction Corporation Ltd.)

NBCC/BS (98) Bonus Issue/2016-17/

February 28, 2017

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, Floor 25 ,Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip Code: 534309
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Sub: Minutes of meeting held to declare the Results of Postal Ballot

Sir,

Pursuant to SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, minutes of the meeting held to declare the result of postal ballot for issue of Bonus Shares are enclosed.

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

CORPORATE OFFICE

NBCC Bhawan, Lodhi Road, New Delhi - 110 003

Tel. EPABX : 91-11-43591555, 24367314-15

CIN-L7489DL1960GOI003335

MINUTES OF MEETING HELD TO DECLARE THE RESULT OF THE RESOLUTION PASSED BY MEMBERS OF NBCC (INDIA) LIMITED THROUGH POSTAL BALLOT ON FEBRAUARY 12, 2017 (SUNDAY) AND SRUTINIZER'S REPORT DATED FEBRAUARY 14, 2017 (TUESDAY) AT THE REGISTERED OFFICE OF THE COMPANY AT NBCC BHAWAN, LODHI ROAD, NEW DELHI-110003.

PRESENT:

1. Dr. Anoop Kumar Mittal : Chairman-cum-Managing Director
2. Ms Deepti Gambhir : Company Secretary

Dr. Anoop Kumar Mittal, Chairman of the meeting informed that, the Company had at the Board Meeting held on January 04, 2017, decided to obtain consent of the Members through postal ballot, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Companies (Management and Administrative) Rules, 2014, in respect of:

Item No.1: Issue of Bonus Shares by Capitalization of Reserves.

The Postal Ballot Notice dated January 04, 2017 was sent to the Members of the Company whose name appeared on the Register of Members/List of beneficiaries as on cut-off date i.e January 06, 2017. For those Members whose e-mail addresses were not registered, dispatch of notice of postal ballot along with the Postal Ballot Forms and business reply envelops (Postage prepaid) was completed on January 12, 2017. For those Members whose e-mail addresses were available in the electronic registry, the postal ballot notice was sent by e-mail on January 12, 2017.

As required under Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company had also made arrangement for voting by electronic means and availed the services of National Securities Depository Limited (NSDL) to provide the facility to the Members for voting by electronic means.

The Notice to this effect was published on Wednesday, January 13, 2017 in the newspaper.

The members were requested to return the physical postal ballot forms duly completed along with assent (for) or dissent (against), so as to reach the scrutinizer before 5 pm IST on Sunday, February 12, 2017. In case of electronic voting, Members were requested to cast their votes electronically upto 5 PM IST on Sunday, February 12, 2017.



The Board of Directors appointed Mr. Hemant Kumar Singh, Practicing Company Secretaries, as Scrutinizer, who carried out the scrutiny of postal ballot form received physically and the votes polled electronically up to February 12, 2017 and submitted his report dated February 14, 2017 to the Chairman.

The last date of receipt of postal ballot/ e voting i.e Saturday, February 12, 2017 is taken as the date of passing of the Resolutions.

The result of the postal ballot/e voting were informed to BSE & NSE on February 14, 2017 & the same is also available on the website of the Company at www.nbccindia.com.

The details of voting as per Scrutinizer's report are as under:-

Item No. 1 : Issue of Bonus shares by Capitalization of Reserves (Special Resolution)

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	450000000	450000000	100.0000	450000000	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total	450000000	450000000	100.0000	450000000	0	100.0000	0.0000	0
Public-Institutions	E-Voting	85383106	68196459	79.8711	68196459	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		604000	0.7074	0	0	0.0000	0.0000	604000
	Total	85383106	68800459	80.5785	68196459	0	99.1221	0.0000	604000
Public- Non Institutions	E-Voting	64616894	1240071	1.9191	1236432	3639	99.7065	0.2935	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		263595	0.4079	230537	1544	87.4588	0.5857	31514
	Total	64616894	1503666	2.3270	1466969	5183	97.5595	0.3447	31514
Total		600000000	520304125	86.7174	519663428	5183	99.8769	0.0010	635514



The said resolution (reproduced below) was duly passed with requisite majority in accordance to the Scrutinizer's Report:

Item No. 1 : Issue of Bonus Shares by Capitalization of Reserves

"RESOLVED THAT pursuant to Section 63 and all other applicable provisions of the Companies Act, 2013, including the Rules made there under, Article 89 of the Article of Association of the Company, provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment or modifications thereto and subject to the approval of the Reserve Bank of India and other appropriate Authorities, where applicable, a sum not exceeding Rs.60 crores (Rupees Sixty crores only) out of the Free Reserves of the Company, as appropriate, for the financial year ended 31st March, 2016 be capitalized and accordingly the Board of Directors of the Company ("the Board" which term shall be deemed to include any Committee thereof) be and is hereby authorized to appropriate the said sum for distribution to and amongst the Members of the Company whose names shall appear in the Register of Members as on Tuesday, February 21, 2017 ("the Record Date") or such other date as may be fixed by the Board/Committee in accordance with law and to apply the said sum in paying up in full a maximum of 30 crore Equity Shares ("the Bonus Shares") of the Company of Rs. 2/- each (Rupees Two only) at par, to be allotted, distributed and credited as fully paid -up to and amongst the Members in the proportion of One Bonus Shares for every Two existing fully paid up Equity Shares held by them respectively as on the Record Date and that the Bonus Shares so distributed, for all purposes, be treated as an increase in the nominal amount in the capital of the Company held by each Member, and not as income.

RESOLVED FURTHER THAT in making the allotment of the Bonus Shares, the Directors shall not issue fractional certificates but the total number of the Bonus Shares representing such fractions shall be allotted to person(s) appointed by the Board to act as trustee(s) for and on behalf of the Members who would have been entitled to fractional share certificates had such certificates been issued, and that the said person(s) shall hold the said shares so allotted to them in trust and sell the same and, after payment of all expenses of the sale, distribute the net proceeds of such sale amongst the Members in proportion of their respective fractional entitlements.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Shares of the Company.



RESOLVED FURTHER THAT no Letter of Allotment shall be issued but in the case of Members who hold shares in dematerialized mode, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in case of Members who hold shares in physical mode, the share certificate(s) in respect of the Bonus Shares shall be dispatched within the prescribed time limit.

RESOLVED FURTHER THAT the issue and allotment of the Bonus Shares in favour of non-resident Members of the Company shall be subject to approval of the Reserve Bank of India, wherever applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Bonus shares on the Stock Exchanges where the Equity Shares of the Company are listed, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Rules and Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or, expedient and to settle any question or difficulty that may arise in relation hereto, decide the exact number of Bonus Shares to be issued based on the Subscribed Capital of the Company as obtaining on the Record Date and to delegate all such powers granted hereunder to Committee of Directors/ Director (Finance) and/or Company Secretary or any other officer(s) of the Company, as may be deem fit or desirable and their decision shall be final and binding."

Based on Scrutinizer's report, the Chairman announced the result of Postal Ballot and declared that the resolution as set out in the Postal Ballot Notice dated January 4, 2017 regarding Issue of Bonus Shares by Capitalization of Reserves has been passed by the Shareholders of the Company with requisite majority.

Date : 23.2.2017

Place: New Delhi



**Sd/-
CHAIRMAN**