

Ref No. NBCC/BS (98)/2017

August 21, 2017

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.: NBCC's Notice of 57th Annual General Meeting, Book Closure, Cut-off & Dividend Payment Date

Sir,

This is to inform that 57th Annual General Meeting (AGM) of the Company will be held on Monday, September 18, 2017 at 10.30 AM at Manekshaw Centre, Delhi Cantonment, New Delhi -110010. Notice of the Meeting is enclosed (Annexure-I)

The Register of Members and the Share Transfer Books of the Company will remain closed from **Monday, September 11, 2017 to Monday, September 18, 2017 (both days inclusive)** for the purpose of AGM & payment of Dividend if approved at the 57th AGM of the Company.

The remote e-voting period will commence on September 15, 2017 at 9:00 AM and end on September 17, 2017 at 5:00 PM. During this period, the Members of the Company holding shares in the physical or electronic form as on the cut-off date i.e. Monday, September 11, 2017 may cast their vote electronically.

Final Dividend of Rs. 1.10/- per equity share of Rs. 2/- each for the financial year 2016-17, if approved by shareholders in the forthcoming 57th AGM will be paid on or before October 17, 2017.

This is for your information and record. 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
Email : co.sectt@nbccindia.com
CIN-L74899DL1960GOI003335

NOTICE

Notice is hereby given that the 57th Annual General Meeting of the members of **NBCC (India) Limited** will be held on Monday, the September 18, 2017 at 1030 hrs at Manekshaw Centre, Delhi Cantonment, 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, 2017 along with reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividend amounting to Rs. 0.53 (Fifty Three Paise) per equity share of Rs. 2/- each and to declare a final dividend of Rs. 1.10/- (Rupees One and Ten Paise) per equity share of Rs. 2/- each for the financial year ended March 31, 2017.
3. To appoint a Director in place of Shri Rajendra Ramsharan Chaudhari (DIN 07151492), 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 2017-18.

SPECIAL BUSINESS

5. To ratify the remuneration of the Cost Auditor for the FY 2016-17 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 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 Rs. 21,000/- (Rupees Twenty One Thousands) inclusive of Tax payable to M/s Ajay Kumar Singh & Co, Cost Accountants, appointed by the Board of Directors as Cost Auditor to conduct the cost audit for the Financial Year ended March 31, 2017."

6. To ratify the remuneration of the Cost Auditor for the FY 2017-18 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 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 Rs. 26000/- (Rupees Twenty Six Thousands) inclusive of Tax payable to M/s Ajay Kumar Singh & Co, Cost Accountants, appointed by the Board of Directors as Cost Auditor to conduct cost audit for the Financial Year ended March 31, 2018."

7. To consider the appointment of Shri Manoj Kumar, as Director of the Company and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Manoj Kumar (DIN No:- 00455180), on appointment by the President of India joined the Board as an Additional Director (Government Nominee Director) w.e.f. August 08, 2017, be and is hereby appointed as Director of the Company on such terms, conditions and tenure as may be determined by the President of India from time to time."

By order of the Board of Directors

Sd/-

Deepti Gambhir
Company Secretary
F-4984

Place : New Delhi

Date : August 14, 2017

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).
2. 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.
3. 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.
4. Final Dividend of Rs. 1.10/- (Rupees One and Ten Paise) per equity share (i.e. @55%) has been recommended by the Board of Directors for the Financial Year ended March 31, 2017 subject to the approval of the Shareholders at ensuing Annual General Meeting. An Interim Dividend of Rs.0.53/- (Fifty Three Paise) per equity share (i.e. @26.5%) has been declared by the Board of Directors for the FY 2016-17.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 11, 2017 to Monday, September 18, 2017 (both days inclusive).
6. 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.
7. 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.
8. 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.
9. 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 17, 2017.
10. 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.
11. Pursuant to sections 101 and 136 of the Companies Act, 2013 read with the Rules framed thereunder, the Notice calling the 57th Annual General Meeting along with the Annual Report 2016-17 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).
12. Members are requested to:
 - a. intimate to the Company's Registrar and Transfer Agents, Bigshare Services Pvt. Ltd., changes, if any, in their registered addresses at an early date, in case of Shares are held in physical form;
 - b. intimate to the respective Depository Participant, changes, if any, in their registered addresses at an early date, in case of Shares held in dematerialized form;

- c. quote their folio numbers/Client ID/DP ID in all correspondence; and
 - d. consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names
13. The updated information regarding unclaimed dividends has been uploaded on the website of the Company 'www.nbccindia.com' under 'Investor' section. The said information was also filed with MCA.
 14. Mr. 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.
 15. The cut-off date for the purpose of voting along with e-voting is September 11, 2017 (Monday).
 16. 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. The directors have furnished consent/declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules thereunder.

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:-

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:

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 (i) 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@cspcjain.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

- 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 11, 2017.

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 11, 2017, 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 along with 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 15, 2017 at 9:00 Hours IST and ends September 17, 2017 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 11, 2017 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.

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

ITEM NO. 5

To ratify the remuneration of the Cost Auditor for the Financial Year 2016-17.

The Board, on the recommendation of the Audit Committee, approved the appointment of M/s Ajay Kumar Singh & Co, New Delhi (Firm Registration No. FRN000386) as cost auditors to conduct the audit of the cost records for the Financial Year ended March 31, 2017 at a remuneration of Rs. 21,000/- inclusive of Tax.

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 ended March 31, 2017.

None of the Directors, Key Managerial Personnel (KMP) and their relative are in any way, concerned or interested in the proposed resolution. The Board recommends the passing of resolution as set out at Item no. 5 as an Ordinary Resolution.

ITEM NO. 6

To ratify the remuneration of the Cost Auditor for the Financial Year 2017-18.

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Ajay Kumar Singh & Co. (Firm Registration No. FRN 000386) as cost auditors to conduct the Audit of the cost records for the Financial Year ending March 31, 2018 at a remuneration of Rs. 26000/- inclusive of Tax.

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, 2018.

None of the Directors, Key Managerial Personnel (KMP) and their relative are in any way, concerned or interested in the proposed resolution. The Board recommends the passing of resolution as set out at Item no. 6 as an Ordinary Resolution.

ITEM NO. 7

To consider the appointment of Shri Manoj Kumar as Director of the Company.

Shri Manoj Kumar (DIN No:- 00455180), Additional Secretary (D&C), Ministry of Housing and Urban Affairs appointed as Additional Director (Government Nominee Director) of the Company pursuant to the President of India Order No. 0-17034/30/2014-PS, Dated August 08, 2017 vice Shri Durga Shanker Mishra, Secretary (H&UA) is proposed to be appointed as Director on the board of the Company on the terms, conditions and tenure as may be determined by the President of India from time to time.

His brief resume forms part of this notice as Annexure-A.

None of the Directors, Key Managerial Personnel (KMP) and their relatives except Shri Manoj Kumar, are in any way, concerned or interested, in the proposed resolution. The Board of Directors considered that in view of the background & experience of Shri Manoj Kumar, it would be in the interest of the company to appoint him as a Director of the Company. The Board recommends the passing of resolution as set out at Item no. 7 as an Ordinary Resolution.

By order of the Board of Directors

Sd/-

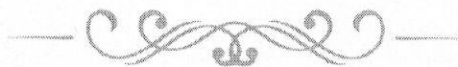
Deepti Gambhir

Company Secretary

F-4984

Place : New Delhi

Date : August 14, 2017



BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT 57TH ANNUAL GENERAL MEETING

Name	SHRI RAJENDRA RAMSHARAN CHAUDHARI (DIN 07151492)	SHRI MANOJ KUMAR (DIN 00455180)
Date of Birth	18/01/1965 (52 Years)	02/10/1961 (56 Years)
Qualifications	B.TECH. Civil Engineering Graduate from Maharaja Sayajirao University, Baroda	Post Graduate in Political Science from Allahabad University LL.B from Delhi University Post Graduate in Public Policy and Sustainable Development from TERI University
Date of Appointment	June 10, 2015	August 08, 2017
Experience	Joined NBCC in 2005	31 years
Terms and Conditions of Appointment	As per Central Government Guidelines	As per Central Government Guidelines
Remuneration	Remuneration for the year 2016-17: Rs. 6,049,572.00	As per Central Government Guidelines
Date of first appointment at the board	June 10, 2015	August 08, 2017
No. of shares held in NBCC (INDIA) LIMITED	2782 Equity Shares	Nil
Relationship with Other Directors and KMP	Nil	Nil
Number of meetings of the board attended	6 Board Meetings	Not Applicable
Expertise in Specific functional area	Shri Chaudhari was holding the position of Sr. Executive Director (Commercial) in NBCC, primarily overseeing the operations of the Company's Real Estate Segment. In addition, he was also heading some key wings of NBCC namely, Consultancy, Systems, Administration and CSR. He is known for his penchant in digital dynamics. He had also stint in Western Coal Fields, another CPSE, before joining NBCC in 2005.	Presently working as Additional Secretary in the Ministry of Housing and Urban Affairs, Government of India. Mr. Manoj Kumar belongs to 1988 batch of Indian Administrative Service (IAS) from Himachal Pradesh cadre. Initially, he joined in Indian Audit and Accounts Service of 1986 batch. Later, he Joined IAS in 1988. He has held positions of Director in Ministry of Chemical and Fertilizers, Joint Secretary, Ministry of Corporate Affairs in the Central Government and Chief Vigilance Officer, DDA. In addition, he has served in many departments of State Government covering Revenue, Taxation, Town and Country Planning, Rural Development, Industry, Urban Development in the state of Himachal Pradesh. He has also served in various Boards and Corporations of Government of India Such as CMD in Pyrites Phosphates and Chemicals Limited, Government Nominee in the Boards of Madras Fertilizers Limited and Paradip Phosphates Limited. He has also served as Government Nominee on the Central Council of the Institute of Chartered

Directorship held in other companies	• Real Estate Development & Construction Corporation of Rajasthan Limited • NBCC Services Limited • NBCC Environment Engineering Limited	Nil
Memberships/ Chairmanship of Committees of other Companies	Shri Chaudhari is member of following committee in the NBCC (India) Limited 1. Risk Management Committee 2. Research & Development Committee 3. MIDC-Smart City Due Diligence Committee 4. Real Estate Policy Review Committee 5. Bonus Issue Committee 6. Functional Management Committee	Nil

NBCC’s 57th Annual General Meeting

Date: September 18, 2017

Time: 1030 hrs

Venue: Manekshaw Centre, Delhi Cantonment, New Delhi - 110010

Route – Map

