एनबीसीसी (इंडिया) लिमिटेड
(भारत सरकार का उद्यम)
NBCC (INDIA) LIMITED
(A Government of India Enterprise)
(Formerly National Buildings Construction Corporation Ltd.)

एन बी सी सी
NBCC
A Navratna CPSE

An IS/ISO 9001:2015 Company
(For Providing Project Management Consultancy and Execution of the Projects)

Ref: NBCC/BS/2018-19/ August 20, 2018

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

Sub: Notice of 58th Annual General Meeting, Book Closure, Information on Remote E-Voting & Dividend payout date

Venue of AGM
This is to inform that 58th Annual General Meeting (AGM) of the Company will be held on **Friday, September 14, 2018 at 10.30 AM at Manekshaw Centre, Delhi Cantonment, New Delhi-110010**. Notice of the Meeting is enclosed herewith.

Book Closure Period
The Register of Members and the Share Transfer Books of the Company will remain closed from **Monday, September 10, 2018 to Friday, September 14, 2018 (both days inclusive)** for the purpose of AGM & payment of Dividend if approved at the 58th AGM of the Company.

Information on Remote E-Voting
The remote e-voting period will commence on September 11, 2018 at 9:00 AM and end on September 13, 2018 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. Friday, September 7, 2018** may cast their vote electronically.

Dividend payout date
Final Dividend of 56 Paise per equity share of Rs. 1/- each for the financial year 2017-18, if approved by shareholders in the forthcoming 58th **AGM will be paid on or before October 13, 2018.**

The aforesaid information is also disclosed on the website of the company
http://www.nbccindia.com/nbccindia/nroot/njsp/InvestorNotices.jsp

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

Yours Sincerely,
For NBCC (India) Limited

एनबीसीसी (इंडिया) लिमिटेड
नई दिल्ली
NEW DELHI
NBCC (INDIA) LIMITED

Deepti Gambhir
Company Secretary
F-4984

Encl: 58th AGM Notice

Copy to:
1. National Securities Depository Ltd. (NSDL)
   Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013

2. Central Depository Services (India) Limited (CDSL)
   Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel, Mumbai-400013

NOTICE

Notice is hereby given that the **58th Annual General Meeting** of the members of NBCC (India) Limited will be held on **Friday, September 14, 2018** 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 statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of interim dividend of Rs. 0.55 (Fifty Five Paise) per paid-up equity share of Rs. 2/- each (Pre Spilt) for the financial year ended March 31, 2018.
3. To declare a Final Dividend of Rs. 0.56 (Fifty Six Paise) per paid up equity shares of Rs. 1/- each (Post Split) for the financial year ended March 31, 2018.
4. 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.
5. To authorize Board of Directors to fix the remuneration of Statutory Auditor(s) of the Company for the FY 2018-19.

SPECIAL BUSINESS

6. To re-appoint Shri Anoop Kumar Mittal (DIN: 05177010) as Chairman cum Managing Director of the Company and to consider and if thought fit, to pass with or without modifications(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the order of the Appointment Committee of the Cabinet vide OM No 26(8)EO/2012(ACC) dated March 29, 2018 and Ministry of Housing and Urban Affairs' letter No. O-17034/45/2017-PS dated April 05, 2018, the tenure of Shri Anoop Kumar Mittal (DIN: 05177010) as Chairman cum Managing Director of the Company be and is hereby extended for a period of one year w.e.f 1st April, 2018 or until further order on the terms and conditions as may be determined by the President of India from time to time."

7. To regularize the appointment of Shri Neelesh Manherlal Shah (DIN: 07444898) as 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 Shri Neelesh Manherlal Shah (DIN: 07444898) who joined the Board of the Company as Additional Director with effect from February 13, 2018, pursuant to the Ministry of Housing and Urban Affairs Order No O-17034/48/2017-PS, dated February 13, 2018 be and is hereby appointed as Director (Projects) of the Company on such terms, conditions and tenure as may be determines by the President of India from time to time.

   FURTHER RESOLVED THAT Shri Neelesh Manherlal Shah (DIN: 07444898) would be liable to retire by rotation."

8. To ratify the remuneration of the Cost Auditor for the FY 2018-19 and to consider and if thought fit, to pass with or without modifications(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of Rs. 26,000/- inclusive of Goods and Service 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 of the Company for the Financial Year ending March 31, 2019."

By order of the Board of Directors
Sd/-
Deepti Gambhir
Company Secretary
F-4984

Date : August 11, 2018
Place : New Delhi

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. (PROXY FORM 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 56 Paise (Fifty Six Paise) per paid up equity shares of Rs. 1/- each (Post Split) for the financial year ended March 31, 2018 (i.e. @ 56%) has been recommended by the Board of Directors subject to the approval of the Shareholders at ensuing Annual General Meeting.
5. An Interim Dividend of 55 Paise (Fifty Five Paise) per paid-up equity share of Rs. 2/- each (Pre Spilt) for the financial year ended March 31, 2018 (i.e. @27.5%) had been declared by the Board of Directors.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, September 10, 2018 to Friday, September 14, 2018 (both days inclusive)** for determining the names of members eligible for dividend on equity shares if declared at the AGM.
7. 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.
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 taxes and reimbursement of actual travelling and out of pocket expenses of the Statutory Auditors duly appointed by the Comptroller and Auditors General of India.
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 13, 2018.
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 58th Annual General Meeting along with the Annual Report 2017-18 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:
    1) 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;
    2) 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;
    3) quote their folio numbers/Client ID/DP ID in all correspondence; and

4) consolidate their holdings into one folio in case they hold Shares under multiple folios in the identical order of names

13. The information regarding unclaimed dividends in respect of dividends declared up to the financial year 2016-17 is available on the website of the company, further details upto the date of 58th AGM would be made available on the website of the Company 'www.nbccindia.com'. The said information was also filed with MCA.

    Due dates for transfer of unclaimed/unpaid dividends for the financial year 2011-12 and thereafter to IEPF are as follows:

Financial Year	Face value of Share (in Rs.)	Dividend declared (%)	Declaration date	Due Date for transfer to IEPF
2011-12	10	Rs. 3.50 @ 35% (Final)	September 8, 2012	October 14, 2019
2012-13	10	Rs. 3.75 @ 37.5% (Final)	September 10, 2013	October 16, 2020
2013-14	10	Rs. 5.00 @ 50% (Final)	September 14, 2014	October 20, 2021
2014-15	10	Rs. 5.50 @ 55% (Final)	September 16, 2015	October 22, 2022
2015-16	2	Rs. 2.00 @ 100% (Final)	September 14, 2016	October 20, 2023
2016-17	2	Rs. 0.53 @ 26.5% (Interim)	March 29, 2017	May 04, 2024
2016-17	2	Rs. 1.10 @55.% (Final)	September 18, 2017	October 24, 2024
2017-18	2	Rs. 0.55@ 27.5% (Interim)	March 8, 2018	April 13, 2025

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 7, 2018 (Friday).
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 there under.

17. ATTENTION SHAREHOLDERS:

a) **Pursuant to the amendment to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018:**

Except in case of transmission or transposition of securities, requests for effecting the transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository w.e.f. December 5, 2018.

Means it has been mandated that transfer of securities would be carried out in dematerialized form only after 5th December 2018. According to this amendment, the requests for effecting the transfer of listed securities shall not be processed unless the securities are held in the dematerialized form with a depository. Therefore, for affecting any transfer, the securities shall mandatorily require to be in Demat form. Therefore based on the above all the Shareholder holding the physical shares are requested to convert their shares in electronic form i.e. Demat Form at the earliest. Otherwise request for effecting transfer of equity shares held in physical form will not be processed w.e.f. December 5, 2018.

b) **Pursuant to the SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/ 2018/73 dated April 20, 2018:**

Shareholder holding physical shares are required to submit their Permanent Account Number (PAN) and bank account details to the Bigshare Services Limited (RTA), if not registered with the Company as mandated by SEBI.

Members holding shares in electronic mode are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their Demat accounts, if not registered with the DP as mandated by SEBI.

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.

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:

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

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

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

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

Details on Step 1 is mentioned below:

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

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

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

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

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

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

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

Details on Step 2 is given below:

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

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

General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to 'fcspcjain@gmail.com' with a copy marked to 'evoting@nsdl.co.in'.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
4. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
5. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 7, 2018.

   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 7, 2018, 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 11, 2018 at 9:00 Hours IST and ends September 13, 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. September 13, 2018 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. 6:

Pursuant to directive of Appointment committee of the Cabinet vide OM No 26(8)EO/2012(ACC) dated March 29, 2018 and Ministry of Housing and Urban Affairs vide their letter No. O-17034/45/2017-PS dated April 05, 2018, Shri Anoop Kumar Mittal has been appointed as Chairman cum Managing Director of NBCC (India) Limited for a period of one year w.e.f 1st April, 2018 or until further order whichever is earlier. It is proposed to seek members' approval for the re-appointment of to Shri Anoop Kumar Mittal as Chairman cum Managing Director of the Company, in terms of the applicable provisions of the Act.

Dr. Mittal holds a Bachelor's degree in Civil Engineering from Thapar Institute of Engineering & Technology, now a Deemed University. He has been conferred "Doctor of Philosophy"(Honoris Causa) by the Chancellor, Singhania University, Rajasthan, by virtue of his attaining eminence in the field of Civil & Construction Engineering. His knowledge and expertise in the field is manifested by many landmark projects he has undertaken and successfully executed. As CMD, Dr. Mittal oversees policy and strategic decision making of NBCC.

Shri Anoop Kumar Mittal satisfies all the conditions set out in Schedule V and Section 196(3) of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Details of Shri Anoop Kumar Mittal are provided in the "Annexure" to the Notice. Shri Anoop Kumar Mittal is interested in the resolution set out at Item No. 6 of the Notice. The other relatives of Shri Anoop Kumar Mittal may be deemed to be interested in the said resolution of the Notice, to the extent of their shareholding interest, if any, in the Company. The Company has received a notice from a member proposing his candidature for the office of Chairman cum Managing Director pursuant to Section 160 of the Companies Act, 2013.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

ITEM NO. 7:

The Board of Directors of the Company at its meeting held on February 13, 2018 had appointed Shri Neelesh Manherlal Shah (DIN: 07444898) as Additional Director of the Company.

He holds a Bachelors Degree in Civil Engineering (with Hons.) from Ravishankar University, Raipur (MP), now a Deemed University. His knowledge and expertise in the field is manifested by many landmark projects he has undertaken and successfully executed. He has vast & varied experience of more than 32 years holding several key positions in NBCC (India) Limited and manifested many landmark projects for NBCC (India) Limited in India and abroad.. The Board is confident that, with his extensive business acumen, knowledge, experience and expertise in the field of Engineering, Shri Neelesh Manherlal Shah would definitely enhance the Board's strength and dynamism.

Since the tenure of appointment of Shri Neelesh Manherlal Shah as an additional director is due to expire at the Annual General Meeting, approval of the shareholders is being sought in order to confirm his appointment as Director(Projects) of the Company pursuant to section 161 and other applicable provisions of the Companies Act, 2013.

Details of Shri Neelesh Manherlal Shah are provided in the "Annexure" to the Notice. Shri Neelesh Manherlal Shah is interested in the resolution set out at Item No. 7 of the Notice. The other relatives of Shri Neelesh Manherlal Shah may be deemed to be interested in the said resolution of the Notice, to the extent of their shareholding interest, if any, in the Company. The Company has received a notice from a member proposing his candidature for the office of Director (Project) pursuant to Section 160 of the Companies Act, 2013.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the members.

ITEM NO.8

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, 2019 at a remuneration of Rs. 26,000/- inclusive of Goods and Service 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, 2019.

None of the Directors, Key Managerial Personnel (KMP) and their relative are in any way, concerned or interested financially or otherwise, in the proposed resolution. The Board recommends the passing of resolution as set out at Item no. 8 as an Ordinary Resolution.

By order of the Board of Directors
Sd/-
Deepti Gambhir
Company Secretary
F-4984

Date : August 11, 2018
Place : New Delhi

Registered Office:
NBCC Bhawan, Lodhi Road, New Delhi-110003
CIN : L74899DL1960GOI003335
E-mail: co.sectt@nbccindia.com
Website: www.nbccindia.com
Contact: 011-24367314-18
Fax : 91-11-24366995

Annexure-A

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT 58TH ANNUAL GENERAL MEETING

Name	Shri Anoop Kumar Mittal (DIN: 05177010)	Shri Rajendra R Chaudhari (DIN: 07151492)	Shri Neelesh Manherlal Shah (DIN: 07444898)
Date of Birth	January 05, 1960	January 18, 1965	May 30, 1961
Qualifications	B.Tech	B.E.	B.E.
Date of Appointment	01.04.2013	10.06.2015	13.02.2018
Experience	Joined NBCC on March 1, 1985	joined NBCC on September 12, 2005	Joined NBCC on 20th September, 1985
Terms and Conditions of Appointment	As per Central Government Guidelines	As per Central Government Guidelines	As per Central Government Guidelines
Remuneration sought to be paid and the remuneration last drawn	Rs. 1,02,20,254/- paid during the FY 2017-18	Rs. 84,24,718.00/- paid during the FY 2017-18	Rs. 8,35,598/- paid during the FY 2017-18
Date of first appointment on the Board	03.12.2011	10.06.2015	13.02.2018
No. of shares held in NBCC (India) LTD.	3202 Equity Shares (as on 31.03.2018)	5984 Equity Shares (as on 31.03.2018)	5002 Equity Shares (as on 31.03.2018)
Relationship with Other Directors and KMP	NA	NA	NA
Number of meetings of the board attended during the FY2017-18	Nine	Nine	Three
Expertise in Specific functional area	Dr. Mittal holds a Bachelor's degree in Civil Engineering from Thapar Institute of Engineering & Technology, now a Deemed University. He has been conferred "Doctor of Philosophy" (Honoris Causa) by the Chancellor, Singhania University, Rajasthan, by virtue of his attaining eminence in the field of Civil & Construction Engineering. His knowledge and expertise in the field is manifested by many landmark projects he has undertaken and successfully executed. As CMD, Dr. Mittal oversees policy and strategic decision making of NBCC.	Shri Chaudhari is a Civil Engineering Graduate from Maharaja Sayajirao University, Baroda (Gujarat) and also had stint in Western Coal Fields, another CPSE, before joining NBCC in 2005	He holds a Bachelors Degree in Civil Engineering (with Hons.) from Ravishankar University, Raipur (MP), now a Deemed University. His knowledge and expertise in the field is manifested by many landmark projects he has undertaken and successfully executed. He has vast & varied experience of more than 32 years holding several key positions in NBCC (India) Limited and manifested many landmark projects for NBCC (India) Limited in India and abroad.
Directorship held in other companies	Hindustan Steelworks Construction Ltd	Real Estate Development & Construction Corporation Of Rajasthan Limited NBCC International Limited NBCC Environment Engineering Limited	NBCC Services Limited NBCC Engineering & Consultancy Limited Hindustan Steelworks Construction Limited
Memberships/ Chairmanship of Committees of other Companies	Nil	Nil	Nil

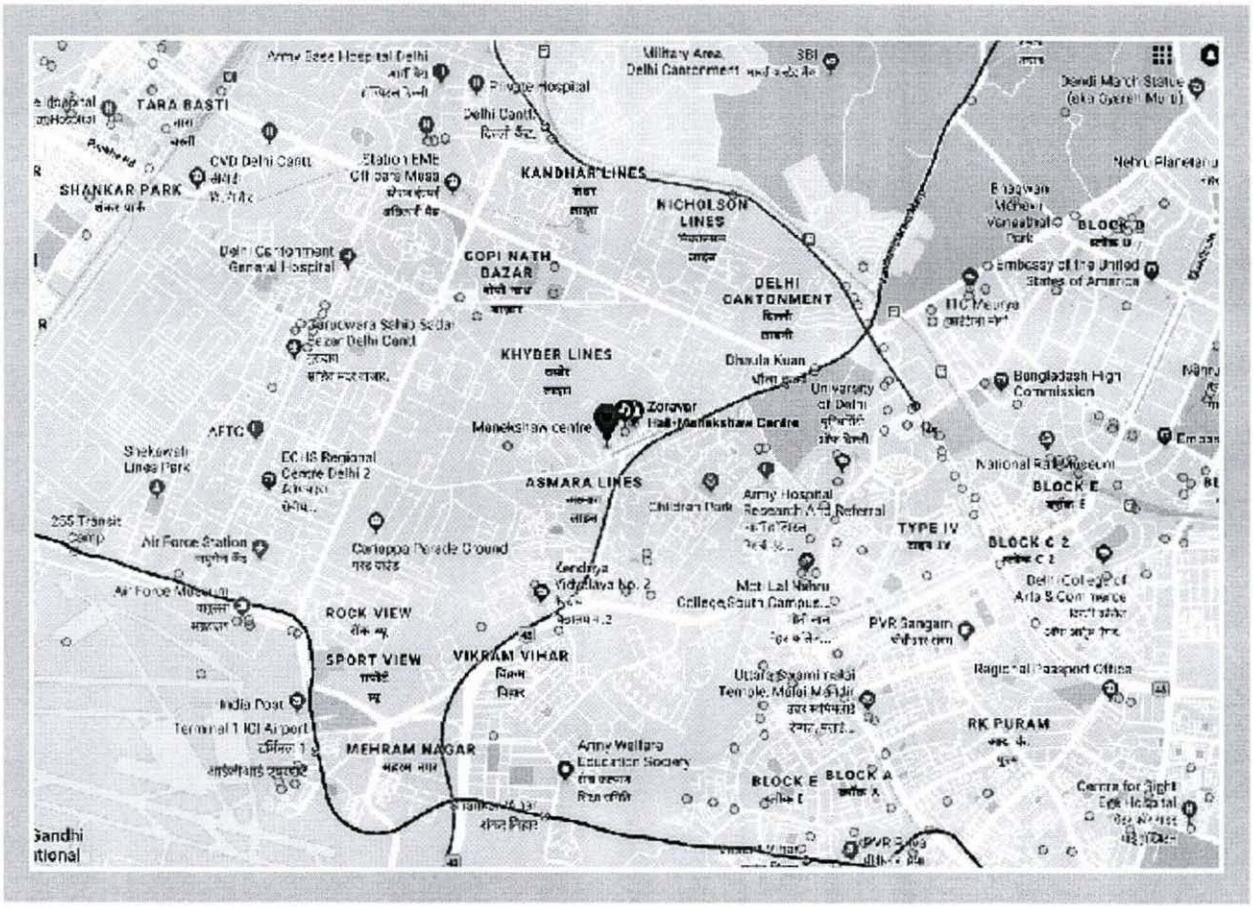
NBCC's 58th Annual General Meeting

Date: September 14, 2018

Time: 10:30 hrs

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

Route – Map



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NBCC

A Navratna CPSE

NBCC (INDIA) LIMITED

(A Government of India Enterprise)

CIN L74899DL1960GOI003335

Registered Office: NBCC Bhawan, Lodhi Road, New Delhi-110003

E-mail: co.sectt@nbccindia.com, Website: www.nbccindia.com, Phone :011-24367314-18

PROXY FORM

Name of the member (s):	**e-mail Id:**
Folio No/ DP Id*, Client Id*:	
Registered Address:	

I/We, being the member(s), holding.....shares of NBCC (India) Limited, hereby appoint:

1 ..... Resident of.....having e-mail id .....or failing him

2 ..... Resident of.....having e-mail id .....or failing him

3 ..... Resident of.....having e-mail id .....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 58th Annual General Meeting of the Company to be held on Friday, September 14, 2018 at 1030 hrs at Manekshaw Centre, Delhi Cantonment, New Delhi - 110010 and at any adjournment thereof in respect of such resolutions as are indicated below :

Ordinary Business	For	Against
1. To consider and adopt the audited standalone and consolidated financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.		
2. To confirm the payment of interim dividend of Rs. 0.55 (Fifty Five Paise) per paid-up equity share of Rs. 2/- each (Pre Spilt) for the financial year ended March 31, 2018.		
3. To declare a Final Dividend of Rs. 0.56 (Fifty Six Paise) per paid up equity shares of Rs. 1/- each (Post Split) for the financial year ended March 31, 2018.		
4. 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.		
5. To authorize Board of Directors to fix the remuneration of Statutory Auditor(s) of the Company for the FY 2018-19.		
Special Business		
6. To re-appoint Shri Anoop Kumar Mittal (DIN: 05177010) as Chairman cum Managing Director of the Company.		
7. To regularize the appointment of Shri Neelesh Manherlal Shah (DIN: 07444898) as director of the Company.		
8. To ratify the remuneration of the Cost Auditor for the FY 2018-19.		

Signed this .....day of 2018

Signature of Shareholder.....

Signature of Proxy holder(s).....

Affix Revenue Stamp

Notes:

1 This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2 For the Resolutions, please refer to the Notice of the 58th Annual General Meeting.

3 This is only optional. Please put in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

4 Please complete all details including details of member(s) in above box before submission.

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*Applicable for investors holding shares in electronic form.