

No. NBCC/BS (98)/2016-17

January 11, 2017

National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor, Plot no. C/1, G Block Bandra -Kurla Complex Bandra (E), Mumbai-400051	BSE Limited, Floor 25 ,Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001
NSE Symbol: NBCC/EQ	Scrip Code: 534309

Sub: POSTAL BALLOT NOTICE FOR ISSUE OF BONUS SHARES (RECORD DATE: FEBRUARY 21, 2017)

Sir,

Further to our letter dated January 04, 2017, and in terms of Regulation 30 & 42 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, enclosed herewith copy of Postal Ballot Notice and Form seeking the approval of Members by way of special resolution for **issue of Bonus shares by Capitalization of Reserves i.e an amount of Rs. 60 crore by issuing 1(one) bonus share of Rs 2/- each for every 2 (two) existing fully paid-up equity shares of Rs 2/- each as will be held by Members on Record Date i.e. February 21, 2017.**

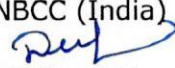
The Postal Ballot Notice is being sent to Members whose names appear on the Register of Members/ List of Beneficial owners, received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on Friday, January 06, 2017(cut-off date).

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to its members. The e-voting shall commence from **Saturday, January 14, 2017 at 9:00 A.M. (IST) and end on Sunday, February 12, 2017 at 05:00 P.M. (IST).**

This is for information and record. Kindly acknowledge receipt.

Thanking You,

Your Faithfully,
For NBCC (India) Limited


Deepti Gambhir
Company Secretary
FCS-4984

Encl a/a





NBCC (INDIA) LIMITED

(Formerly National Buildings Construction Corporation Limited)
(A Government of India Enterprises)

CIN: L74899DL1960GOI003335

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

Tel No 011- 43591555, 24367314-18 Fax: 91-11-24366995

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

Notice of Postal Ballot

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"), and other applicable laws and regulations including any statutory modification(s) or re-enactment thereof, for the time being in force, that the resolution appended below for the issue of Bonus Shares by Capitalization of Reserves is proposed to be passed as Special Resolution by way of postal ballot including e-voting.

SPECIAL BUSINESS

Item 1: Issue of Bonus Shares by Capitalization of Reserves

To Consider and, if thought fit to pass the following resolution as **Special Resolution**:-

"**RESOLVED THAT** pursuant to Section 63 and all other applicable provisions of the Companies Act, 2013, including the Rules made thereunder, 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 March 31, 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."

By order of the Board of Directors

For NBCC (India) Limited

Sd/-

Deepti Gambhir

Company Secretary

F-4984

Place: New Delhi

Date: January 04, 2017

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 and Rules related thereto, is annexed herewith.
2. 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 e-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.
3. **The self addressed envelopes bears the address of the scrutinizer i.e. Mr. Hemant Kumar Singh, 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.**
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 on Friday, January 06, 2017 i.e. "the cut-off date".
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, January 06, 2017 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 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.co 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.

CERTIFIED TRUE COPY

9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on Friday, January 6, 2017.
10. 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.
11. The Members are requested to note that: **a) the e-voting period will commence from 9:00 a.m. (IST) on Saturday, January 14, 2017 and end at 5:00 p.m. (IST) on Sunday, February 12, 2017.** 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, January 06, 2017 (EOD) may cast their votes electronically. b) Similarly, duly completed Postal Ballot Form should reach the Scrutinizer before 5:00 p.m. (IST) on Sunday, February 12, 2017. 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, January 06, 2017 (EOD) should treat this notice for information purpose only.
12. 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 Tuesday, February 14, 2017 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.
13. 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.
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 the last date for casting Postal Ballot.
15. 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.

Instructions for E-Voting:

The Company is pleased to offer e-voting facility to its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

- A. In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company / Depository Participant(s)]:
 - i. Open the e-mail and open the PDF file viz, postalballot.pdf with your Client ID / Folio No. as password. The said PDF file contains your User ID and Password / PIN for e-voting. Please note that the Password provided in PDF is the 'Initial Password'.
 - ii. Launch the internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
 - iii. Click on Shareholder Login.
 - iv. Put your User ID and Password as Initial Password / PIN noted in step (i) above. Click on 'Login'.
 - v. The Password change menu appears. Change the Password / PIN with a new Password of your choice with minimum 8 digits / characters or combination thereof. Note the new Password. It is strongly recommended not to share your

Password with any other person and take utmost care to keep your password confidential.

- vi. The Home page of e-voting opens. Click on e-voting: Active Voting cycles.
- vii. Select EVEN (E-voting Event Number) of NBCC (India) Ltd.
- viii. Now you are ready for e-voting as the Cast Vote page opens.
- ix. Cast your vote by selecting the appropriate option and click on Submit and also Confirm when prompted.
- x. Upon confirmation, the message Vote cast successfully will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your votes.
- 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 / Authority letter etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to hemantsinghcs@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives a physical copy of the Notice of Postal Ballot [for members whose e-mail IDs are not registered with the Company / Depository Participant(s) or requesting a physical copy]:
 - i. EVEN (E-voting Event Number), User ID & Initial Password / PIN provided in the enclosed Postal Ballot Form.
 - ii. Please follow all the steps from Sr. No. A(ii) to Sr. No. A(xii) above to cast your vote.
- C. If you are already registered with NSDL for e-voting, then you can use your existing User ID and Password / PIN for casting your vote. In case of any queries, please refer to the Frequently Asked Questions (FAQs) and the e-voting user manual for Members available in the 'Downloads' section of <https://www.evoting.nsdl.com>. You can also contact NSDL via email at evoting@nsdl.co.in or call on the toll free number: 1800-222-990.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Board of Directors at their meeting held on Wednesday, January 4, 2017 have recommended the issue of bonus shares in the proportion of 1 (one) new equity share of Rs. 2/- each for every 2 (Two) existing fully paid up equity share of Rs. 2/- each of the Company held by the shareholders on Record Date i.e. February 21, 2017, by capitalization of a sum of Rs. 60 Crore from the Reserves of the Company. The same is proposed to be applied in full by issuing at par 30 Crore new equity shares of Rs 2/- each as bonus shares. Consequently, the paid up equity share capital of the Company would increase to Rs. 180 Cr (Existing Rs. 120 Cr) consisting of 90 Cr. equity shares of Rs. 2/- each.

The proposed issue of bonus shares will be made in line with the provisions of Section 63 of the Companies Act 2013, guidelines issued by Securities & Exchange Board of India (SEBI) and subject to such approvals, if required, from the statutory authorities. As per the Article 89 of the Articles of Association of the Company, it is necessary to obtain the approval of the members for issue of bonus shares by capitalization of reserves.

Further, it is proposed to authorize the Board of Directors / Committee of the Board of the Company to complete all the regulatory formalities as prescribed by SEBI, RBI, Stock Exchanges on which the Company's shares are listed and/or any other regulatory or statutory authority in connection with the issue of bonus shares. The Board of Directors of the Company recommends the Special Resolution as set out in the accompanied Notice for approval of the shareholders through postal ballot including e-voting.

The Directors of the Company and their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

CERTIFIED TRUE COPY

Place: New Delhi

Date: January 04, 2017

By order of the Board of Directors
For NBCC (India) Limited
NEW DELHI
Sd/-
Deepti Gambhir
Company Secretary

F-4984

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 e-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. Hemant Kumar Singh, 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, January 06, 2017 i.e. "the cut-off date".
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, January 06, 2017 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, January 6, 2017.
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 9:00 a.m. (IST) on Saturday, January 14, 2017 and end at 5:00 p.m. (IST) on Sunday, February 12, 2017.** 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, January 06, 2017 (EOD) may cast their votes electronically. **b)** Similarly, duly completed Postal Ballot Form should reach the Scrutinizer before 5:00 p.m. (IST) on Sunday, February 12, 2017. 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, January 06, 2017 (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 Tuesday, February 14, 2017 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 casting 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.



CERTIFIED TRUE COPY



NBCC (INDIA) LIMITED

(Formerly National Buildings Construction Corporation Limited)

(A Government of India Enterprises)

CIN: L74899DL1960GOI003335

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

Tel No 011- 43591555, 24367314-18 Fax: 91-11-24366995

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

POSTAL BALLOT FORM

[Please read the instructions printed overleaf carefully and return the form on or before 12.02.2017]

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 Resolution** to be passed through Postal Ballot/e-voting by conveying my/our assent/dissent to the said resolution by placing tick (✓) 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.	Issue of Bonus Shares by capitalization of Reserves.			



Place
Date

(Signature of the Member)

ELECTRONIC VOTING PARTICULARS

CERTIFIED TRUE COPY

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 February 12, 2017
- Please return your Postal Ballot form in the postage- prepaid self-addressed envelope enclosed herewith.