



A Navratna CPSE

NATIONAL BUILDINGS CONSTRUCTION CORPORATION LIMITED

(A Government of India Enterprise)

CIN: L74899DL1960GOI003335

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

Tel No. 011-43591555, 24367314-15 Fax: 91-11-24366995

e-mail: cs.nbcc@nic.in Website: www.nbccindia.com

Notice of Postal Ballot

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

Dear Member(s),

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

SPECIAL BUSINESS:

Item No. 1

Approval for splitting of the Company's equity shares of Rs 10/- each into five (5) equity shares of face value Rs 2/- each and to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), the consent of the shareholders be and is hereby accorded for sub-dividing the equity shares of the Company, such that each equity share having nominal value of Rs 10/- (Rupees Ten only) each be sub-divided into 5(five) Equity Shares having nominal value of Rs 2/- (Rupees two only) each fully paid-up with effect from the Record Date.

FURTHER RESOLVED THAT pursuant to the sub-division of equity shares of the company, the authorized, issued, subscribed and paid-up equity share capital of nominal value of Rs 10/- each, shall stand sub-divided into 5 (Five) equity shares of nominal value of Rs 2/- (Rupees Two only) each from the record date and shall rank *pari passu* in all respects with and carry the same rights as the existing fully paid-up Equity shares of Rs 10/-(Rupees Ten only) each of the company.

FURTHER RESOLVED THAT upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs 10/-(Rupees Ten only) each both in the electronic and physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date of sub-division and the Company may without requiring the surrender of the old share certificates, directly use and dispatch the new share certificates of the Company, in lieu of the existing share certificates within the prescribed time period and give proportionate credit of shares to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares before sub-division.

FURTHER RESOLVED THAT the Board be and is hereby authorized to fix the Record Date and to take such steps as may be considered necessary or expedient and to delegate all or any of its powers to any other committee as may deem appropriate in this regard.

FURTHER RESOLVED THAT Mr. S. K. Pal, Director and/or Mrs Deepti Gambhir, Company Secretary of the Company be and are hereby jointly/severally authorized to do all such acts, deeds and things as may be considered necessary and expedient to give effect to this resolution, execution of all necessary documents with the Stock exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the equity shares as aforesaid or for any matters connected herewith or incidental thereto.”

Item No. 2

Approval to amend the Capital Clause in the Memorandum of Association of the Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (including any amendment or re-enactment thereof) and the rules framed thereunder, the consent be and is hereby accorded for substituting clause V of the Memorandum of Association with the following clause:

V. The Authorized Share Capital of the Company is Rs 150,00,00,000/- (Rupees One Hundred Fifty Crore only) divided into 75,00,00,000 (Seventy Five Crore) Equity Shares of Rs 2/- each.”

“FURTHER RESOLVED THAT the Mr S. K. Pal, Director and/or Mrs Deepti Gambhir, Company Secretary of the Company be and are hereby jointly/severally authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution.”

Item No. 3

Approval for change of name of the Company to “NBCC (India) Limited” with consequential alteration to Memorandum of Association and Articles of Association of the Company and to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to Section 13(2) of the Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government and any other regulatory authorities as may be necessary, consent of the members is hereby given for changing the name of the Company from NATIONAL BUILDINGS CONSTRUCTION CORPORATION LIMITED to NBCC (INDIA) LIMITED or any other name as may be approved by the Regulatory Authorities, whether under the Companies Act, 2013 or any other rules, laws, acts, statutes or regulations as may be applicable to the Company.

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly.

FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

FURTHER RESOLVED THAT Mr S. K. Pal, Director and/or Mrs Deepti Gambhir, Company Secretary of the Company be and are hereby authorized jointly/severally to do all such acts, deeds and things as may be considered necessary to give effect to this resolution.”

By the Order of the Board of Directors

National Buildings Construction Corporation Limited

Sd/-

Deepti Gambhir
Company Secretary
FCS-4984

Place: New Delhi
Date: 11.3.2016

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 and Rules related thereto, stating reasons for the proposed Special Businesses is annexed herewith.

2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (the "Rules"), the assent or dissent of the Members in respect of the resolutions contained in this postal Ballot Notice, is being determined through postal ballot which includes voting by electronic means.
3. Mr PC Jain, (C/o M/s PC Jain & Co.), Practicing Company Secretary (FCS: 4103 CP 3349) has been appointed as Scrutinizer for conducting the E-voting/Postal Ballot in accordance with the law in fair and transparent manner.
4. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on 23.03.2016 i.e. "the cut-off date". The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self addressed Business Reply Envelope.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on 23.03.2016 will be considered for the purpose of voting.
6. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
8. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e mail to cs.nbcc@nic.in / 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.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on 23.03.2016.
10. In compliance with Sections 108 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.

11. A Member cannot exercise his vote by proxy on postal ballot.
12. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours i.e. 17:00 Hours IST on 30.04.2016. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 17:00 Hours IST on 30.04.2016, it will be considered that no reply from the Member has been received.
13. 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 02.05.2016 at the registered office and will also be displayed on the website of the Company at www.nbccindia.com, besides being communicated to the Stock Exchanges i.e NSE & BSE.
14. The date of declaration of results of the postal ballot, i.e. on 02.05.2016, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
15. 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 30.04.2016.

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

Voting through electronic means.

In compliance with Section 108 and other applicable provisions of the Companies Act, 2013, read with the related Rules and other law as applicable, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

1. Members whose email addresses are registered with the Company / Depository Participant(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process:

- a. Open email and open the PDF file titled (e-voting.pdf), using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
 - b. Launch your internet browser and type out the following URL: <https://www.evoting.nsdl.com>.
 - c. Click on Shareholder – Login.
 - d. Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
 - e. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - f. The homepage of e-voting will open. Click on e-voting: Active Voting Cycles.
 - g. Select 'EVEN' (E-Voting Event Number) of National Buildings Construction Corporation Limited.
 - h. Now you are ready for e-voting as the Cast Vote page opens.
 - i. Cast your vote by selecting the option of your choice and click on 'submit'. Remember to 'Confirm' when prompted.
 - j. On confirmation, the message 'Vote cast successfully' will be displayed.
 - k. Once you have voted on a resolution, you will not be allowed to modify your vote.
 - l. 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, with a copy marked to evoting@nsdl.co.in.
2. For Members whose email IDs are not registered with the Company / Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted:
 - a. The initial password is provided at the bottom of the Postal Ballot Form.
 - b. Please follow all the steps from a. to l. mentioned above, in order to successfully cast your vote.
 3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com.

4. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
5. If you are already registered with NSDL for e voting, then you can use your existing user ID and password for casting your vote.
6. The e-voting period commences on 01.04.2016 at 9:00 Hours IST and ends on 30.04.2016 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. before 23.03.2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.

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

Item No. 1 and 2

The Company has proposed to float fresh equity shares in the market along with Government of India's proposal to disinvest as per disinvestment policy and is likely to come up with Follow-on Public Offer (FPO).

The market price of the equity share of NBCC is fairly high and in order to make it more affordable and for wider participation of public it is proposed that the stock of the Company be split up from its existing face value of Rs 10/- each into 5 (five) equity shares of Rs 2/- each.

Accordingly, the approval of shareholders is required by way of ordinary resolution for split of equity shares of the company and consequential amendment of the capital clause of the Memorandum of Association of the Company in pursuance of the provisions of the Companies Act, 2013 and other applicable rules, regulations and laws.

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

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

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

Item No. 3

“NATIONAL BUILDINGS CONSTRUCTION CORPORATION LIMITED” was incorporated on November 15, 1960. The Company was initially established with the objective of civil construction engineering projects and related activities.

Over a period of its existence the company diversified its activities into infrastructure, real estate, re-development works and established business abroad in Sultanate of Oman, Turkey, Malaysia etc.

The abbreviated words ‘NBCC’ in the Company’s logo is duly registered with the Controller General of Patent, Design and Trademarks, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry and with the passage of time the word ‘NBCC’ has been interchangeably used and well known by the stakeholders and public at large in India and abroad.

NBCC, being a coined word bear a co-relation with the objective of the company. Considering the diversification of Company business into infrastructure, real estate, re-development segment and significant presence abroad, it is proposed to change the name of the company to “**NBCC (India) Limited**” being the coined word well associated with the line of activities carried out by the National Buildings Construction Corporation Limited.

Accordingly, pursuant to the provisions of the Companies Act, 2013 the approval of shareholders is required by way of special resolution for change of name of the company and consequential amendment of Memorandum of Association and Article of Association of the Company.

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

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

Accordingly, the Board commends passing of the resolution set out at Item No 3 for approval of the Members.

By the Order of the Board of Directors

National Buildings Construction Corporation Limited

Place: New Delhi

Date:11.3.2016

Sd/-
Deepti Gambhir
Company Secretary
FCS-4984