



A Navratna CPSE



संयुक्त 2023 INDIA  
वसुधैव कुटुम्बकम्

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An IS/ISO 9001:2015  
Certified Company

(For Providing Project Management  
Consultancy and Execution of the Projects)

एनबीसीसी (इंडिया) लिमिटेड  
(भारत सरकार का उद्यम)  
**NBCC (INDIA) LIMITED**  
(A Government of India Enterprise)

No NBCC/BS/BSENSE/2024-25

September 03, 2024

<p>नेशनल स्टॉक एक्सचेंज ऑफ़ इंडिया लिमिटेड एक्सचेंज प्लाजा, प्लॉट नंबर सी/1, जी ब्लॉक, बांद्रा-कुर्ला कॉम्प्लेक्स बांद्रा (ई) मुंबई 400051 एनएसई प्रतीक: एनबीसीसी/EQ National Stock Exchange of India Ltd. Exchange Plaza, Plot No C/1, G Block, Bandra –Kurla Complex Bandra (E), Mumbai-400051</p>	<p>बीएसई लिमिटेड फिरोज जीजीभोय टॉवर, दलाल स्ट्रीट, मुंबई -400001  स्क्रिप कोड: 534309  BSE Ltd. Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai-400001</p>
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**Subject (विषय): Notice of the NBCC's 64<sup>th</sup> Annual General Meeting (एनबीसीसी की 64वीं वार्षिक आम बैठक की सूचना)**

Sir,

This is to inform that the 64<sup>th</sup> Annual General Meeting (AGM) of NBCC (India) Limited would be held on Wednesday, September 25, 2024 at 12:00 noon (IST) through Video Conferencing (VC) /Other Audio Visual Means (OAVM) in accordance with the provisions of the Companies Act, 2013 read with the applicable General Circular as issued by the Ministry of Corporate Affairs (MCA) and SEBI, from time to time. Notice of 64<sup>th</sup> AGM is enclosed herewith.

Further, a person whose name appears in the register of Members/Beneficial Owners maintained by the Depositories on **Wednesday, September 18, 2024 (cut-off date)**, shall be entitled to vote through remote e-voting or e-voting in AGM.

The remote e-voting would commence on **September 22, 2024 (Sunday), from 9:00 a.m. (IST)** and end on **September 24, 2024 (Tuesday), upto 5:00 p.m. (IST)** and shall not be allowed thereafter.

The aforesaid information is also disclosed on the website of the company <https://www.nbccindia.in/webEnglish/announcementNotices>

This is for your information and record.

Thanking you,

**Yours Sincerely  
For NBCC (India) Limited**

**Deepti Gambhir  
Company Secretary  
F-4984**

**Encl: As above**

**REGISTERED AND CORPORATE OFFICE**  
NBCC Bhawan, Lodhi Road, New Delhi-110003  
Tel.: 91-11-24367314-17, Fax : 91-11-24366995  
E-mail : bdd@nbccindia.com  
co.sectt@nbccindia.com  
CIN - L74899DL1960GOI003335



## NOTICE

Notice is hereby given that the 64<sup>th</sup> Annual General Meeting of the members of **NBCC (India) Limited** will be held on **Wednesday, September 25, 2024 at 12:00 Noon (IST)** through **Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")** deemed to be conducted at the Registered Office of the Company at **NBCC Bhawan, Lodhi Road, New Delhi-110003** to transact the following business:

### Ordinary Business:

1. To consider, approve and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors, the Statutory Auditors and the Comments of the Comptroller and Auditor General of India thereon.
2. To declare a final dividend of ₹ 0.63/- (i.e.63%) per fully paid up Equity Share of ₹ 1/- each for the Financial Year ended March 31, 2024.
3. To appoint a Director in place of Shri Saleem Ahmad (DIN:10119432), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Ravi Kumar Arora (DIN: 09217881), 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 2024-25 as appointed by the Comptroller and Auditors General of India.

### Special Business:

6. **To ratify the remuneration of the Cost Auditor for FY 2024-25**

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 ₹ 2,00,000/- plus taxes as approved by the Board of Directors payable to M/s R.M. Bansal & Co., Cost Accountants, (Firm registration no.000022) appointed by the Board of Directors as Cost Auditor to conduct the cost audit of the Company for the Financial Year ending March 31, 2025".

7. **Appointment of Shri Kellambally Puttaswamy Mahadevaswamy (K. P Mahadevaswamy) (DIN:10041435) as Chairman and Managing Director of the Company**

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 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made thereunder, Regulation 17 (1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, the appointment of Shri K.P. Mahadevaswamy (DIN: 10041435) as Chairman and Managing Director of the Company with effect from October 01, 2023 pursuant

to the Office Order No. O-17034/25/2022-PS (E-9130084) dated September 11, 2023 issued by the Ministry of Housing & Urban Affairs, Govt. of India, be and is hereby approved on the terms and conditions as specified by Government of India from time to time and shall be liable to retire by rotation.”

**8. Appointment of Dr. Suman Kumar (DIN: 06945624) as Director (Commercial) of the Company**

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 149, 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made thereunder, Regulation 17 (1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, Dr. Suman Kumar (DIN: 06945624), who was appointed as Additional Director of the Company by the Board of Directors with effect from July 02, 2024 in terms of Office Order No. O-17034/24/2021-PS dated July 02, 2024 issued by the Ministry of Housing & Urban Affairs, Govt. of India, and in respect of whom, the Company has received a notice in writing from a member under section 160 of the Act, be and is hereby appointed as Director (Commercial) on the terms and conditions as specified by Government of India from time to time and shall be liable to retire by rotation.”

**9. Approval for increase in Authorized Share Capital of the Company and consequent alteration of capital clause of Memorandum of Association of the company**

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 contained in Sections 61(1)(a) and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s) thereto or re-enactment(s) thereof) and the Rules framed thereunder and Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded for increase in the authorized share capital of the Company from the existing i.e. “₹ 2,00,00,00,000 /- (Rupees Two Hundred Crore) divided into 2,00,00,00,000 (Two Hundred Crore) Equity Shares of ₹ 1/- (Rupees One) each” to “₹ 10,00,00,00,000/- (Rupees One Thousand Crore) divided into 10,00,00,00,000 (One Thousand Crore) Equity Shares of ₹ 1/- (Rupees One) each” by creation of additional capital of ₹ 8,00,00,00,000/- (Rupees Eight Hundred Crore) divided into 8,00,00,00,000 (Eight Hundred Crore) Equity Shares of the face value of ₹ 1/- (Rupees One) each, ranking pari-passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions contained in Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment(s) thereto or re-enactment(s) thereof) and the Rules framed thereunder, the approval of the members of the Company be and is hereby accorded to alter the existing Capital Clause V of the Memorandum of Association of the Company by substituting in its place, the following:

“V. The Authorized Share Capital of the Company is ₹ 10,00,00,00,000/- (Rupees One Thousand Crore) divided into 10,00,00,00,000 (One Thousand Crore) Equity Shares of ₹ 1/- (Rupees One) each.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board or any director(s)/ Company Secretary/officer(s) authorized by the Board of Directors shall do all such acts, deeds, matters and things whatsoever, including but not limited to seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

#### 10. Approval of issue of Bonus Shares to the Shareholders of the Company

To consider and if thought fit, to pass with or without modifications (s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 63 and all other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Article of Association of the Company, provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment or modifications thereto, relevant provisions of the other Regulations issued by Securities and Exchange Board of India and subject to the approval of the Reserve Bank of India and other appropriate Authorities, where applicable, a sum not exceeding ₹ 90,00,00,000 (Rupees Ninety Crore only) out of the Free Reserves of the Company, as appropriate, for the financial year ended March 31, 2024 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 October 7, 2024 (“the Record Date”) or such other date as may be fixed by the Board/Committee/Stock Exchange in accordance with law and to apply the said sum in paying up in full a maximum of 90,00,00,000 Equity Shares (“the Bonus Shares”) of the Company of ₹ 1/- each (Rupees One only) at par, to be allotted, distributed and credited as fully paid -up to and amongst the Members in the proportion of 1:2 i.e 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** no letter of allotment shall be issued in respect of the bonus shares and the new equity shares of ₹1 each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall be issued in dematerialized form only and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company.

**RESOLVED FURTHER THAT** the allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Demat Suspense Account as per the SEBI Regulations.

**RESOLVED FURTHER THAT** the issue and allotment of the Bonus Shares in favour of non-resident Members of the Company, Foreign Portfolio Investor (FPIs), Person of Indian Origin (PI), Overseas Corporate Bodies (OCBs) and other Foreign Investors shall be subject to approval of the Reserve Bank of India, wherever applicable under the Foreign Exchange Management Act, 1999, other regulatory authorities as may be deemed necessary.

**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 deemed fit or desirable and their decision shall be final and binding.

Date: August 31, 2024

Place: New Delhi

**By the order of Board of Directors  
For NBCC (India) Limited**

**Sd/-**

**Deepti Gambhir**

Executive Director (Company Secretary)

FCS-4984

**Registered Office:**

**NBCC Bhawan, Lodhi Road, New Delhi-110003**

**CIN: L74899DL1960GOI003335,**

**E-mail: [co.sectt@nbccindia.com](mailto:co.sectt@nbccindia.com), Website: [www.nbccindia.in](http://www.nbccindia.in)**

**Contact: 011-24367314-18, 43591555(EPABX), Fax: 91-11-24366995**



## NOTES

1. The Explanatory Statement pursuant to the provisions of the Section 102 of the Companies Act, 2013 relating to the Special Business as set out at item no. 6 to 10 to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. In view of the Circular dated September 25, 2023, read with Circulars dated December 28, 2022, May 5, 2020, April 13, 2020 and April 8, 2020 and other relevant circulars issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular dated October 7, 2023, January 5, 2023, May 13, 2022, January 15, 2021 and May, 12, 2020 and other relevant circulars issued by Securities Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 64<sup>th</sup> AGM of the Company is being conducted through VC/ OAVM facility, without physical presence of members at a common venue. The deemed venue for the 64<sup>th</sup> AGM of NBCC shall be the Registered Office of the Company.
3. Since the AGM is being held pursuant to MCA and SEBI circulars through VC/OAVM, the physical attendance of members at the 64<sup>th</sup> AGM is not required, hence members are requested to attend and participate in the meeting through VC/ OAVM. Further, the facility of appointment of proxies by members has also been dispensed with. Accordingly, proxy form, route map and attendance slip are not required to be annexed to the notice. However, pursuant to Section 112 and Section 113 of the Companies Act, 2013, the President of India, Body Corporate(s) may appoint their representative to attend and participate at the Annual General Meeting through the VC/OAVM facility and to cast their votes through e-voting.
4. Annual Report and Notice of the 64<sup>th</sup> Annual General Meeting to be held on **September 25, 2024 (Wednesday) at 12:00 noon** (IST) is available on the Company’s website, i.e. **www.nbccindia.in** and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. **https://www.evoting.nsdl.com**. Further, members whose email IDs are registered with depositories/RTA are also entitled to receive the electronic copies of the same.
5. Details of Directors seeking appointment or re-appointment as required to be provided pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings (SS-2), issued by The Institute of Company Secretaries of India, is enclosed as **Annexure-A** to the Notice of AGM.
6. Pursuant to Section 143(5) of the Companies Act, 2013, the Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (CAG) under Section 139(5) of Companies Act 2013 and in terms of sub-section(1) of Section 142 of the Companies Act, 2013, remuneration of the Statutory Auditors shall be fixed by the Company in a General Meeting or in such manner as the Company in a General Meeting may determine. Accordingly, it is proposed that the members may authorize the Board of Directors of the Company to fix the remuneration in addition to applicable taxes and reimbursement of actual traveling and out of pocket expenses of the Statutory Auditors duly appointed by the Comptroller and Auditors General of India.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and all documents referred to in the Notice will be available electronically for inspection to the members during the AGM. Members seeking to inspect such documents can also send an email to **investor.agm@nbccindia.com**



## Attendance at the AGM:

1. Electronic copy of the Annual Report for the FY 2023-24 alongwith copy of the Notice of 64<sup>th</sup> Annual General Meeting inter-alia indicating the process and manner of remote e-voting, instructions for members for e-voting on the day of the AGM, instructions for members for attending the AGM through VC/OAVM are being sent to all the members whose email addresses are registered with their Depository Participants(s) and M/s Alankit Assignments Ltd., the Registrar & Share Transfer Agents(RTA of the Company) for communication purposes.

Members who have not registered their email addresses or if there is any change in their email address, requested to immediately notify email address/change in their email address to respective Depository Participant in case the shares are held in dematerialized form and to the RTA, in case the shares are held in physical form by providing necessary details. Further, the members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time and update KYC (including bank details etc.) as per the process given in notes.

2. Members attending the meeting through VC/OAVM may note that:
  - a) The facility for joining the meeting shall be kept open at least 15 minutes before and after the scheduled time of commencement /start of meeting by following the procedure as mentioned in the notice of the meeting;
  - b) Attendance of the members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013;
  - c) The facility of participation at the Annual General Meeting through VC/OAVM will be made available for at least 1000 members on a first-come-first served basis. The large shareholders, i.e., shareholders holding 2% or more shareholding, promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. are allowed to attend the meeting without restriction on account of first-come-first served principle;
  - d) Members, who would like to ask questions during the AGM, may send their questions or may register themselves as a speaker by sending a request from their registered email address mentioning their name, DPID and ClientID/ folio number and mobile number to **investor.agm@nbccindia.com** not later than 5:00 p.m., **Wednesday, September 18, 2024**. The Company reserves the right to limit the number of members asking questions depending on the availability of time at the AGM;  
  
Further, the members desirous of seeking any information/clarification on any item (s) of business to be transacted at the meeting are requested to send their queries at **investor.agm@nbccindia.com** by **Wednesday, September 18, 2024**, so that the information required/clarification sought can be made readily available at the time of Annual General Meeting; and
  - e) Only those members, who are present at the AGM through VC/OAVM and have not casted their vote on resolutions through remote e-voting and are otherwise not barred from doing so, would be allowed to vote through e-voting system on proposed resolutions during AGM.

3. **P. C. Jain, Company Secretary (FCS: 4103)** Managing Partner of M/s. P. C. Jain & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the AGM venue e-voting and remote e-voting process in a fair and transparent manner.

4. Members of the Company under the category of Institutional/Corporate Members are encouraged to attend and vote at the AGM, through VC/OAVM. Institutional/Corporate Members are required to send a scanned copy (PDF/JPG format) of its Board or Governing Body Resolution/Authorization etc., authorizing its representative

to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization should be sent to the Scrutinizer by email from the registered email address of the member to [corporatelegal@cspcjain.com](mailto:corporatelegal@cspcjain.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). They can also upload the Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution /Authority Letter" displayed under "e-Voting" tab in their login page.

### Final Dividend for the FY 2023-24 and TDS thereon:

1. The Board of Directors recommended a final dividend of ₹ 0.63/- (i.e. 63%) per fully paid-up equity share of face value ₹1/- each for the Financial Year ended March 31, 2024 subject to the approval of shareholders at 64<sup>th</sup> AGM dated September 25, 2024. The Company has fixed **Friday, September 06, 2024 as the 'Record Date' for determining entitlement of members to receive final dividend for the Financial Year ended March 31, 2024, if approved, at the AGM.** The dividend, subject to the provisions of Section 123 of the Companies Act, 2013, if declared at the Annual General Meeting, would be paid within 30 days of the Annual General Meeting to the eligible shareholders as on the Record Date i.e. **Friday, September 06, 2024 as follows:**

#### In case shares are held in electronic mode:

- whose name appears as beneficial owners on the Record Date i.e. **Friday, September 06, 2024** to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL); and

#### In case shares are held in physical mode:

- whose names appear as Members in the Register of Members of the Company with the Company/RTA on Record Date i.e. **Friday, September 06, 2024 (closing of business hours).**
2. SEBI vide its Circular dated March 16, 2023 read with Master Circular dated May 7, 2024 and other relevant applicable Circulars, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after furnishing the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from April 1, 2024 upon furnishing the required details. Further, relevant FAQs published by SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf)
  3. Members may further note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of shareholders. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020, relevant Circulars and amendments thereof, if any. Further, in order to enable us to determine the applicable TDS rate, members are requested to submit the relevant documents on or before **Tuesday, September 10, 2024.** The detailed communication regarding TDS on dividend is provided on the link: <https://www.nbccindia.in/webEnglish/announcementNotices>

All the relevant documents are required to be submitted by shareholders at [dividend.tax@nbccindia.com](mailto:dividend.tax@nbccindia.com) only, on or before **Tuesday, September 10, 2024.** We request you to visit [www.nbccindia.in](http://www.nbccindia.in) for more instructions and information in this regard.

**No communication on tax determination/ deduction shall be entertained after September 10, 2024.** Shareholders are requested to note that in case their PAN is not registered/updated by **September 10, 2024**



**till 5:00 p.m. (IST)** tax will be deducted at 20% or applicable rate, whichever is higher or in any other manner as notified by the Government of India.

4. 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 can not act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Request for such changes are to be made only to the Depository Participant of the members. As per MCA Circular No 20/2020 dated May 05, 2020, payment of dividend shall be made through electronic mode only.

Members holding shares in electronic form/dematerialized mode are requested to update their bank particulars with their respective DP alongwith the self-attested copy of PAN, ID proof etc. which will be used by the RTA/ Company for payment of dividend. In cases the electronic payment instructions have failed or have been rejected by the bank, RTA/Company will send dividend warrants/demand drafts for payment of dividend to these members, by printing the bank account details of the members wherever applicable.

5. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
  - a. For shares held in electronic form: to their Depository Participants (DPs)
  - b. For shares held in physical form: to the Company/Share Transfer Agent (RTA) in prescribed Form ISR-1 and other relevant forms available at <https://nbccindia.in/webEnglish/InvestorServiceRequest> further, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

Contact details of Share Transfer Agent of the Company is as under:

**Alankit Assignments Limited,**

Address: 4E/2, Alankit House, Jhandewalan Extension, New Delhi-110055,

**Tel:011-42541234, Email ID: [rta@alankit.com](mailto:rta@alankit.com)**

- c. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with Alankit Assignments Limited Share Transfer Agent Ltd. in case the shares are held by them in physical form. For temporary registration of email for the purpose of receiving of this notice along with annual report for 2023-24 members may write to [rta@alankit.com](mailto:rta@alankit.com)/ [investor.agm@nbccindia.com](mailto:investor.agm@nbccindia.com) (Email Address of the concerned person) along with requisite proof of his/her membership.
  - d. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company, of any change in address or demise of any member as soon as possible and in case shares are in physical form. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
6. **Members are requested to note:**
  - a) In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Alankit Assignments Limited, Share Transfer Agent Ltd., for assistance in this regard.

- b) Members holding more than one share certificate in the same name or joint names in same order but under different ledger folios, are requested to apply for consolidation of such folios and send the relevant share certificates to the Registrar and Transfer Agents to enable them to consolidate all such holdings into one folio. A consolidated share certificate will be issued after making requisite changes; and
- c) As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available to individuals holding shares in the Company. Members who are holding shares in physical form and have not yet registered their nomination are requested to submit Form SH-13 for registering their nomination, Form SH-14 for making changes to their nomination details, Form ISR-2 for updating the signature of member and Form ISR-3 to opt out of nomination alongwith the relevant documents to RTA. The relevant forms are available on the Company's website at <https://www.nbccindia.in/web/service/InvestorServiceRequest>. In case members are holding shares in dematerialized form, they can register their nomination with their respective DPs.
- d) As per SEBI circular nos SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/70 dated May 25, 2022 the listed companies, with immediate effect, shall issue the securities only in demat mode while processing various investor service request pertaining to issuance of duplicate shares certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of share certificate, consolidation of share certificate, transposition etc. Therefore, members are requested to submit hard copy of duly signed Form ISR-4 alongwith relevant documents to RTA. The detailed procedure and the relevant documents are available on the website of the Company at <https://www.nbccindia.in/webEnglish/InvestorServiceRequest>
- e) SEBI vide circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P//CIR/2022/65 dated May 18, 2022 has simplified and standardized procedure for transmission of shares. Therefore, members are requested to make service request for transmission of shares by submitting hardcopy of duly signed form ISR-5 along with relevant documents to RTA. The detailed procedure and the relevant documents are available on the website of the Company at <https://www.nbccindia.in/webEnglish/InvestorServiceRequest>.
- f) Non-Resident Indian members are requested to inform the RTA immediately about:
- i. Change in their residential status on return to India for permanent settlement.
  - ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pincode number, if not furnished earlier.
- g) SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed from the Company's website at [www.nbccindia.in](http://www.nbccindia.in) (Redirect Link for ODR Portal on the Company's website).
- h) M/s Alankit Assignments Limited are acting as the Registrar and Share Transfer Agents (RTA) for carrying out the Company's entire share related activities, i.e., dematerialization/rematerialization dividend payment and allied activities, etc. Members are requested to make all correspondence related to share and allied activities etc., with RTA at the following address:

**Alankit Assignments Limited,**  
**4E/2, Alankit House, Jhandewalan Extension, New Delhi-110055,**  
**Tel: 011-42541234, Email ID: rta@alankit.com**

**7. Unclaimed Dividend and others:**

The information regarding unclaimed dividends in respect of dividends declared up to the Financial Year 2022-23 and updated upto March 31, 2024 has been uploaded on the website of the Company i.e. **www.nbccindia.in** under 'Investor' section. Due dates for transfer of unclaimed/unpaid dividends for the Financial Year 2016-17 and thereafter to Investor Education and Protection Fund (IEPF) are as follows:

Financial Year	Face value of Share (In ₹)	Dividend Declared	Declaration date	Due date for transfer- to IEPF
2016-17	2	₹ 0.53@26.5%(Interim)	March 29, 2017	May 4, 2024
2016-17	2	₹ 1.10@55% (Final)	September 18, 2017	October 24, 2024
2017-18	2	₹ 0.55@27.5%(Interim)	March 8, 2018	April 13, 2025
2017-18	1	₹ 0.56@56% (Final)	September 14, 2018	October 20, 2025
2018-19	1	₹ 0.65@65% (Final)	September 23, 2019	October 29, 2026
2019-20	1	₹ 0.135@13.5%(Final)	December 22, 2020	January 27, 2027
2020-21	1	₹ 0.47@47% (Final)	September 30, 2021	November 5, 2028
2021-22	1	₹ 0.50@50% (Final)	September 29, 2022	November 4, 2029
2022-23	1	₹ 0.54 @ 54% (Final)	September 26, 2023	November 1, 2030

Further, pursuant to the requirement of section 124(6) of the Companies Act, 2013 and Rule 6(3)(a) of the Investor Education and Protection Fund Authority (Accounting, Audit, transfer and refund) Rules, 2016, all shares in respect of which dividend have not been paid or claimed for seven consecutive years or more shall be transferred to IEPF. In this regard, the Company has completed the posting of specific communications to the concerned shareholders whose dividend has not been paid or claimed for seven consecutive years, at their latest available addresses.

In view of the above, unclaimed final dividend for the Financial Year 2016-17 is due to be transferred to the IEPF **on or after October 24, 2024**, pursuant to the provisions of Section 124 of the Companies Act, 2013. Further, corresponding shares on which dividend has remain unclaimed or unpaid for 7 (seven) consecutive years were also be required to transfer to the account of IEPF. Accordingly, the unclaimed/unpaid final dividend amount for the FY 2016-17 would be due to transfer to IEPF on **October 24, 2024** respectively.

Members are advised to visit the website of the Company i.e. **www.nbccindia.in** for detailed information and claim their dividend.

The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on **www.iepf.gov.in**. The Members/ Claimants can file only one consolidated claim in a Financial Year as per the IEPF Rules.

## Bonus Shares

The Board of Directors have recommended the issue of bonus shares in the proportion of **1:2 i.e. 1 (one) fully paid up new equity share of ₹ 1/- each for every 2 (Two) existing fully paid up equity share of ₹ 1/- each** of the Company held by the shareholders on **Record Date i.e. Monday, October 7, 2024**.

The allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Demat Suspense Account as per the SEBI Regulations.

### **The instructions for members for Remote E-Voting are as under:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements Regulations, 2015) (Listing Regulations) (as amended), and the Circulars issued by the MCA, and Secretarial Standard on General Meetings (SS-2) issued by the ICSI the Company is providing the facility of remote e-voting to its members in respect of the business to be transacted at the AGM. Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using the remote e-voting system as well as the electronic voting system at the AGM will be provided by NSDL. Facility is also being provided to those members attending the AGM by VC, who have not cast their vote through remote e-voting and who are not barred from doing so, to cast their vote by e-voting during the AGM, in respect of the business transacted at the AGM.

**The remote e-voting period would commence on 9:00 a.m. (IST) on Sunday, September 22, 2024 and shall end at 5:00 p.m. (IST) on Tuesday, September 24, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. The members, whose names appear in the Register of Members/Beneficial Owners as on the cut-off date i.e. Wednesday, September 18, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, September 18, 2024.**

In case of joint holders, the member whose name appears as the first holder in the order of name as per the Register of Members of the Company as on cut-off date will be entitled to vote during the AGM

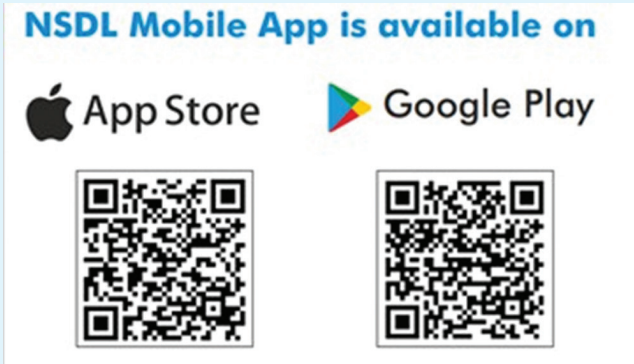
#### **How do I vote electronically using NSDL e-Voting system?**

The method to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

##### **Step1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e -Voting facility. Login method for Individual shareholders holding securities in demat mode is given below.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on <b>Company name or e-Voting service provider</b> i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p>
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the homepage of e-Voting system is launched, click on the icon <b>“Login”</b> which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>Company name or e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="656 1450 1286 1815" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>  <p>App Store      Google Play</p> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for <b>CDSL Easi / Easiest facility</b>, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p>

	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of alle-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p>
	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Help desk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-48867000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09 911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**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 ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL e-services 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. Password details for shareholders other than Individual shareholders 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 to 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 mail box. 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, please follow steps mentioned below **in process for those shareholders whose email ids are not registered.**
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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e Voting system. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [corporatelegal@cspcjain.com](mailto:corporatelegal@cspcjain.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on. : 022-48867000 or send a request to Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Mar, Lower Parel, Mumbai 400013 at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor.agm@nbccindia.com](mailto:investor.agm@nbccindia.com)

2. In case shares are held in demat mode, please provide DP ID-CLID (16digit DPID+CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **investor.agm@nbccindia.com**. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to **evoting@nsdl.co.in** for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**The Instructions for Members for E-voting on the day of the EGM/AGM are as under:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members /shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person as mentioned for Remote e-voting.

**Instructions for Members for attending the EGM/AGM through VC/OAVM are as under:**

1. Members will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to **NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at **investor.agm@nbccindia.com**. The same will be replied by the Company suitably.
6. **The members who would like to express their views/have questions may pre-register themselves as a speaker shareholder, by sending their request** from their registered email address mentioning their name, DPID and Client ID/folio number, PAN, email id, and mobile number at **investor.agm@nbccindia.com** from **Wednesday**,

**September 11, 2024 to Wednesday, September 18, 2024. Only those members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.** The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

The members who need technical assistance w.r.t. VC/OAVM before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), or call at 18001020990/1800224430 or contact Mr. Amit Vishal, Asst. Vice President, National Securities Depository Ltd., located at 'A' Wing, Trade World, Kamla Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai-400013 on [amitv@nsdl.com](mailto:amitv@nsdl.com).

7. Members who could not have registered themselves as a speaker or send their queries can ask questions during the AGM by using communication box facility that will be appearing on the screens at the AGM.

#### **Other Instructions:**

1. Members may also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communications.
2. 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 i.e. Wednesday, September 18, 2024.**
3. Any person who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the **cut-off date i.e. Wednesday, September 18, 2024** may follow the process as stated above or may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or **investor.agm@nbccindia.com**
4. The Chairman, 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 e-voting for all those members who are present at the AGM through VC/OAVM but have not casted their votes by availing the remote e-voting facility.
5. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at venue voting 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 furnish, within two working days of conclusion of 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.
6. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. **www.nbccindia.in** and on the website of NSDL i.e. **www.evoting.nsdl.com** immediately after the declaration of result by the Chairman or a person authorized by him in writing as well as displayed at the Registered and Corporate Office of the Company. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
7. The resolutions listed in the Notice of the 64<sup>th</sup> AGM of NBCC shall be deemed to be passed on the date of the AGM, subject to the receipt of the requisite number of votes in favour of the respective resolutions.



# ANNEXURE TO THE NOTICE

## Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

### ITEM NO. 6: To ratify the remuneration of the Cost Auditor for FY 2024-25

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s R. M. Bansal & Co. (Firm Registration No. 000022) as cost auditors to conduct the audit of the cost records for the Financial Year ending March 31, 2025 at a remuneration of ₹ 2,00,000/- plus taxes.

Accordingly pursuant to Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the consent of the members is sought for ratification of remuneration payable to Cost Auditors for the FY 2024-25.

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 commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the members.

### ITEM NO. 7: Appointment of Shri Kellambally Puttaswamy Mahadevaswamy (K. P Mahadevaswamy) (DIN:10041435) as Chairman and Managing Director of the Company

In terms of Office Order No. O-17034/25/2022-PS (E-9130084) dated September 11, 2023 issued by the Ministry of Housing & Urban Affairs, Govt. of India, Shri K.P. Mahadevaswamy (DIN: 10041435), was appointed as Chairman and Managing Director with effect from October 01, 2023.

Shri K.P. Mahadevaswamy has given his consent to act as a Chairman and Managing Director of the Company and requisite disclosures were also furnished by him. Further Shri Swamy has confirmed that he is not disqualified from being appointed as Director under Section 164 of the Act and have not been debarred from appointment by any order of SEBI or any other authority.

Shri Swamy earned his Degree in Civil Engineering from SJCE, Mysore with distinction and later obtained his M. Tech Degree from SVNIT, Surat. He also pursued Executive Programme in Leadership & Management from IIM Calcutta. He has a vast experience of 31 years in handling many a mega-value, critical, diversified and state-of art civil engineering projects across the country. Earlier Shri Swamy as CEO of HSCL, subsidiary of NBCC, was responsible for turning the Company around from a loss-making PSU to first-time profit making and MiniRatna entity in the last one decade.

As Director (Commercial) of NBCC, Shri Swamy had a comprehensive portfolio that included the execution of the Redevelopment of 7 GPRA Colonies, the Hon'ble Supreme Court Monitored "Amrapali Works", Real Estate Division, Business Development Division, Central Procurement Division, and Overseas works. For his Special Recognition in Real Estate Sector, Shri Swamy was conferred with "Realty Person of the Year Award" by the EPC World Awards at New Delhi on Jul'23.

Shri Swamy has demonstrated a people-centric approach and passionately upheld client satisfaction while inspiring his teams towards the highest benchmarks of excellence. His empathetic leadership has cemented NBCC's reputation as a Company of sustainable growth.

Details of **Shri K.P. Mahadevaswamy** are provided in "Annexure-A" to the notice. The Company has received a notice from a member proposing his candidature, pursuant to the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri K.P. Mahadevaswamy, is in any way, concerned or interested financially or otherwise, in this resolution. The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the members.

**ITEM NO. 8: Appointment of Dr. Suman Kumar (DIN: 06945624) as Director (Commercial) of the Company:**

In terms of Office Order No. O-17034/24/2021-PS dated July 02, 2024 issued by the Ministry of Housing & Urban Affairs, Govt. of India, Dr. Suman Kumar (DIN: 06945624), was appointed as Director (Commercial) by the Board of Directors with effect from July 02, 2024.

Dr. Suman Kumar has given his consent to act as a Director of the Company and requisite disclosures were also furnished by him. Further, the proposed Director has confirmed that he is not disqualified from being appointed as Director under Section 164 of the Act and have not been debarred from appointment by any order of SEBI or any other authority.

Dr. Suman Kumar joined NBCC (India) Ltd. in the year 2016 as a General Manager (Engg.) and subsequently climbed up the ladder of success to become Executive Director (Engg.) in the year 2022. He is an accomplished professional with more than 30 years of experience in Civil Engineering and Project Management. He has obtained a Bachelor's degree in Civil Engineering from BIT Sindri, Jharkhand and a Master's degree in Civil Engineering from IIT Kanpur. He also holds a Master's degree in Computer Science from BIT Mesra, MBA (Executive) from IIM, Ranchi and a Doctorate Degree (PhD) in Civil Engineering. Prior to his role in NBCC, Dr. Kumar served as the Chief Engineer/Ex Officio Director in Jharkhand Police Housing Corporation (JPHC). He has also worked in Coal India for more than 20 years.

Details of Dr. Suman Kumar are provided in "Annexure-A" to the notice. The Company has received a notice from a member proposing his candidature, pursuant to the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Dr. Suman Kumar, is in any way, concerned or interested financially or otherwise, in this resolution. The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval of the members.

**ITEM NO. 9: Approval for increase in Authorised Share Capital of the Company and consequent alteration of capital clause of Memorandum of Association of the company**

The present Authorised Share Capital of the Company is ₹ 2,00,00,00,000/- (Rupees Two Hundred Crore only) divided into 2,00,00,00,000/- (Two Hundred Crore) Equity Shares of ₹ 1/- (Rupee One only) each and paid up share capital of the Company is ₹ 1,80,00,00,000/- (Rupees One Hundred Eighty Crore only) divided into 1,80,00,00,000/- (One Hundred Eighty Crore) Equity Shares of ₹ 1/- (Rupee One only) each.

Department of Investment and Public Asset Management (DIPAM) vide its Office Memorandum No. F. No 5/2/2016-Policy dated 27th May, 2016 issued comprehensive guidelines on capital re-structuring which requires to comply by every CPSEs.

Further, NBCC is developing Corporate Plan for next 7 years with a vision to diversify business of the Company manifolds including expansion of business in various new ventures.

Accordingly, in order to make compliances of DIPAM Guidelines on Capital Restructuring in financial years for FY 2024-25 and considering the vision plan of the Company, the Board of Directors in their 539<sup>th</sup> meeting held on June 27, 2024, considered and accorded their approved for increasing the Authorised Share Capital from ₹ 2,00,00,00,000 (Rupees Two Hundred Crore only) to ₹ 10,00,00,00,000/- (One Thousand Crore) divided into 10,00,00,00,000/- (One Thousand Crore) equity shares of ₹ 1/- (Rupee One only) each ranking pari passu with the existing Equity Shares in all respects as per the



Memorandum and Articles of Association of the Company subject to the alteration of capital clause of memorandum of Association of the Company to that effect.

Further, as on March 31, 2024, total reserves & surplus of the Company is ₹ 1,959.00 crore (Rupees one thousand nine hundred fifty nine crore). With a view to rationalize the capital structure, Board of Directors in its meeting held on August 31, 2024 have proposed to issue bonus shares at the **ratio of 1:2 [i.e. 1(one) fully paid up equity shares of ₹ 1 each for every 2(Two) existing fully paid up equity shares of ₹ 1 each held]** to the shareholders appearing in the Register of Members as on the **Record Date i.e. Monday, October 7, 2024**. The new equity bonus shares to be allotted and issued shall be subject to the terms of Memorandum & Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid equity shares of the Company.

The said Bonus issue also necessitates increase of Authorised Share Capital of the Company.

Pursuant to the provisions of Section 13, 61 and 63 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company, consequential alteration in the Memorandum of Association of the Company by way of passing a Ordinary Resolution. Accordingly, the resolutions set out at Item No. 9 seeks approval of the Members of the Company for the same.

The Memorandum of Association with proposed changes is available on the website of the company for its inspection during the business hours, till the date of this meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

#### **ITEM NO. 10: Approval of issue of Bonus Shares to the Shareholders of the Company**

Department of Investment and Public Asset Management (DIPAM) vide its Office Memorandum No. F. No 5/2/2016-Policy dated 27th May, 2016 issued comprehensive guidelines on capital re-structuring which requires to comply by every CPSEs.

Accordingly, in order to make compliances of DIPAM Guidelines on Capital Restructuring in financial years for FY 2024-25, the Board of Directors at their meeting held on August 31, 2024 have recommended the issue of bonus shares in the proportion of **1:2 i.e. 1 (one) fully paid up new equity share of ₹ 1/- each for every 2 (Two) existing fully paid up equity share of ₹ 1/- each** of the Company held by the shareholders on **Record Date i.e. Monday, October 7, 2024**, by capitalization of a sum of ₹ 90,00,00,000 (Rupees Ninety Crore) from the Free Reserves of the Company. The same is proposed to be applied in full by issuing at par 90,00,00,000 (Ninety Crore) new equity shares of ₹ 1/- each as bonus shares. Consequently, the paid up equity share capital of the Company would increase to ₹ 270,00,00,000 (Rupees Two Hundred Seventy Crore) (Existing ₹ 180,00,00,000) consisting of 270,00,00,000 (Two Hundred Seventy Crore) equity shares of ₹ 1/- each,

The new equity shares of ₹ 1 each to be issued and allotted as bonus shares shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the existing fully paid equity shares of the Company.

The allotment of shares in bonus issue shall be made only in dematerialized form and thus, in case of Members who hold equity shares in dematerialized form, the bonus equity shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participant(s) and in the case of Members who hold equity shares in physical form, the bonus equity shares shall be transferred to the Demat Suspense Account as per the SEBI Regulations and on receiving the details of demat account from the shareholders, such Bonus Shares shall be credited to the concerned demat account of the shareholders, as per SEBI Regulations.

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 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/Company Secretary 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.

Pursuant to the provisions of Section 13, 61 and 63 of the Companies Act, 2013, the Board of Directors of the Company recommends the **Special Resolution** as set out at item no. 10 in the accompanied Notice for approval of the shareholder/ members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

**By order of the Board of Directors  
For NBCC (India) Limited**

**Sd/-**

**Deepti Gambhir**

Executive Director (Company Secretary)

F-4984

Date: August 31, 2024

Place: New Delhi

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

CIN:L74899DL1960GOI003335,

Email:co.sectt@nbccindia.com,

Website: www.nbccindia.in

Contact:011-24367314-18,43591555(EPABX),

Fax:91-11-24366995



## BRIEF DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 64<sup>TH</sup> ANNUAL GENERAL MEETING IN TERMS OF REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARD (SS) - 2

Name & DIN	Shri K.P. Mahadevaswamy (DIN: 10041435)	Shri Saleem Ahmad (DIN:10119432)	Dr. Surman Kumar (DIN:06945624)	Shri Ravi Kumar Arora (DIN: 09217881)
<b>Date of Birth &amp; Age</b>	July 20, 1968 (56 Years)	May 01, 1969 (55 Years)	February 28, 1968 (56 Years)	September 24, 1973 (51 Years)
<b>Qualifications</b>	Graduate in Civil Engineering; Master's Degree from SVNIT, Surat; Executive Programme in Leadership & Management (EPLM) from IIM Calcutta	Graduate in Civil Engineering from Jamia Millia Islamia University, New Delhi	Bachelor's degree in Civil Engineering from BIT Sindri, Jharkhand, Master's degree in Civil Engineering from IIT Kanpur, and another in Computer Science from BIT Mesra, Ranchi. Doctorate (PhD) in Civil Engineering and an Executive MBA from IIM Ranchi.	Masters' Degree in Public Policy
<b>Date of first appointment at the Board</b>	February 01, 2023	April 19, 2023	July 02, 2024	November 23, 2022
<b>Experience</b>	31 Years (Approx.)	34 Years (Approx.)	30 Years (Approx)	18 Years (Approx.)
<b>Terms and Conditions of Appointment</b>	As per the terms and conditions determined by the President of India from time to time	As per the terms and conditions determined by the President of India from time to time	As per the terms and conditions determined by the President of India from time to time	The terms & conditions as specified by the Government of India. The Government Nominee Directors are not entitled to receive any sitting fee from the Company, as per the norms of Government of India. However, expenditure towards Boarding and lodging etc., if applicable, in respect of NBCC's Board or Committee meetings attended by him, are borne by the Company.
<b>Remuneration sought to be paid</b>	₹ 102.48 lakh paid during FY 2023-24	₹ 76.23 lakh paid during FY 2023-24	NIL	NA
<b>Shareholding in NBCC including as Beneficial Owner of the Company</b>	NIL	NIL	NIL	NIL
<b>Relationship with Other Directors and KMP</b>	Not inter se related to any other Director of the Company			
<b>Number of meetings Of the Board attended during the FY 2023-24</b>	12 (Twelve) out of 12 (Twelve) meetings held during his tenure	12 (Twelve) out of 12 (Twelve) meetings held during his tenure	NA	11 (Eleven) out of 12 (Twelve) meetings

<b>Expertise in Specific functional area and Brief Resume</b>	<p>Shri Swamy earned his Degree in Civil Engineering from SICE, Mysore with distinction and later obtained his M.Tech Degree from SVNIT, Surat. He also pursued Executive Programme in Leadership &amp; Management from IIM Calcutta. He has a vast experience of 30 years in handling many a mega-value, critical, diversified and state-of-art civil engineering projects across the country. Earlier Shri Swamy was CEO of HSCL, subsidiary of NBCC, was responsible for turning the Company around from a loss-making PSU to first-time profit making and Mini Ratna entity. As Director (Commercial) of NBCC, Shri Swamy had a comprehensive portfolio that included the execution of the Redevelopment of 7 GPRA Colonies, the Hon'ble Supreme Court Monitored "Amrapali Works", Real Estate Division, Business Development Division, Central Procurement Division, and Overseas works. For his Special Recognition in Real Estate Sector, Shri Swamy was conferred with "Realty Person of the Year Award" by the EPC World Awards at New Delhi on Jul'23. He also served as Director on the Board of NBCC's JV Company - Real Estate Development &amp; Construction Corporation of Rajasthan Limited (REDCC).</p>	<p>Shri Saleem Ahmad is a 1990 batch pass out Civil Engineer from the Jamia Millia Islamia University, New Delhi. Sh. Ahmadh as a vast and varied experience of executing multidimensional large infrastructure projects and has expertise in bridges tunnels, as well as residential and commercial buildings. He is a Civil Engineer with 33 years of experience in the Construction industry. Earlier, he has worked as Executive Director/ Civil with Delhi Metro Rail Corporation Ltd and prior to this with the Mumbai Port Trust. He has presented papers on sustainable infrastructure and urban mobility at various national and international forums. He was also instrumental in designing and implementing last mile connectivity solutions during his 23 years long stint in Delhi Metro.</p>	<p>Dr. Suman Kumar joined NBCC (India) Ltd. in the year 2016 as a General Manager (Engg.) and subsequently climbed up the ladder of success to become Executive Director (Engg.) in the year 2022. He is an accomplished professional with more than 30 years of experience in Civil Engineering and Project Management. He has obtained a Bachelor's degree in Civil Engineering from BIT Sindri, Jharkhand and a Master's degree in Civil Engineering from IIT Kanpur. He also holds a master's degree in Computer Science from BIT Mesra, MBA (Executive) from IIM, Ranchi and a Doctorate Degree (PhD) in Civil Engineering. Throughout his career, Dr. Suman Kumar has demonstrated exceptional leadership skills and achieved remarkable results. He has an impressive track record of successfully completing numerous construction projects. Notable among them are IIM Ranchi, construction of three government engineering colleges in Jharkhand, the CCL Headquarters and Convention Centre in Ranchi, and coal transportation road project for CCL. One of his notable achievements is the successful completion of the Super-Speciality Hospital for SAIL in Rourkela, which was inaugurated by the Hon'ble President of India. Apart from this, he played an instrumental role in handing over &amp; inauguration of 250 bedded AIIMS Hospital at Deoghar by the Hon'ble Prime Minister. Prior to his role in NBCC, Dr. Kumar served as the Chief Engineer/Ex Officio Director in Jharkhand Police Housing Corporation (JPHC), He has also worked in Coal India for more than 20 years.</p>	<p>Shri Arora is an Indian Administrative Service (IAS) officer of Gujarat cadre and joined the service in 2006. He has vast experience of around 25 years. In the State of Gujarat. He served important positions and was District Collector in 4 Districts viz; Mahisagar, Navsari, Bharuch, Valsad. During his central deputatation tenure, he also served as PS to Hon'ble External Affairs Minister, Govt. of India. Shri Arora, as Joint Secretary in Ministry of Housing and Urban Affairs, presently overseeing matters pertaining to L&amp;DO, Dte. of Estates and NBCC.</p>
<b>Directorship held in other companies as on March 31, 2024</b>	<p>1. HSCC (India) Limited 2. Hindustan Steelworks Construction Ltd</p>	<p>1. Real Estate Development &amp; Construction Corporation of Rajasthan Limited</p>	<p>NA</p>	<p>1. Hemisphere Properties India Limited 2. Noida Metro Rail Corporation Limited 3. Delhi Golf Club</p>
<b>Memberships/ Chairmanships of Committees of NBCC and other Companies*</b>	<p>NIL</p>	<p>1. Member of Stakeholder Relationship Committee- NBCC (India) Limited</p>	<p>NA</p>	<p>1. Member of Audit Committee- Noida Metro Rail Corporation Limited</p>
<b>Name of listed Companies from such Director resigned/ retired during last three (3) years</b>	<p>NIL</p>	<p>NIL</p>	<p>NIL</p>	<p>NIL</p>

\* In line with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Membership of the Audit Committee and Stakeholder's Relationship Committee have only been taken into consideration as on March 31, 2024