



A Navratna CPSE

एन बी सी सी (इंडिया) लिमिटेड  
(भारत सरकार का उद्यम)

**NBCC (INDIA) LIMITED**

(A Government of India Enterprise)

(Formerly National Buildings Construction Corporation Ltd.)

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

Ref. No.: NBCC/BS/AGM/2020

November 24, 2020

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

**Sub: Notice of the 60<sup>th</sup> Annual General Meeting of NBCC (India) Limited**

Sir,


**Notice of the 60<sup>th</sup> Annual General Meeting (AGM) of NBCC (India) Limited** to be held on **Tuesday, December 22, 2020 at 12.00 noon (IST)** at NBCC Bhawan, New Delhi-110003 **through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")** is enclosed as Annexure-I.

The aforesaid information is also available on the website of the Company  
<https://www.nbccindia.com/webEnglish/announcementNotices>

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

Thanking You

For NBCC (India) Limited

  
Deepti Gambhir  
Company Secretary  
F-4984



**Encl: as above**

**Copy to:**

- 1. Central Depository Services (India) Limited (CDSL)**  
Marathon Futurex, A-Wing, 25th floor, NM Joshi Marg, Lower Parel,  
Mumbai-400013
- 2. National Securities Depository Ltd. (NSDL)**  
Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel,  
Mumbai – 400013
- 3. Bigshare Services Pvt. Ltd. (RTA)**  
E-3, Ansa Industrial Estate Saki Vihar Road, Sakinaka, Andheri (E)  
Mumbai-400072



# NBCC (INDIA) LIMITED

(A Government of India Enterprise)

NBCC Bhawan, Lodhi Road, New Delhi-110003

Tel. EPABX: 91-11-43591555, 24367314-15; Email: co.sectt@nbccindia.com

Website: www.nbccindia.com; CIN:L74899DL1960GOI003335

Annexure - I

## Notice

Notice is hereby given that the 60th Annual General Meeting of the members of NBCC (India) Limited will be held on Tuesday, December 22, 2020 at 12:00 Noon (IST) at NBCC Bhawan, Lodhi Road, New Delhi 110003 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the audited standalone and consolidated financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of ₹ 0.135/- ( i.e. 13.5%) per fully paid up equity Share of ₹ 1/- each for the financial year ended March 31, 2020.
3. To appoint a Director in place of Smt. Baldev Kaur Sokhey (DIN: 06955670), who retires by rotation and being eligible, offers herself for re-appointment.
4. To authorize Board of Directors to fix the remuneration of Statutory Auditor(s) of the Company for the FY 2020-21.

### SPECIAL BUSINESS

5. To appoint Shri Pawan Kumar Gupta (DIN: 07698337) as Chairman-cum-Managing Director of the Company and to consider and if thought fit, to pass with or without modifications(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, Shri Pawan Kumar Gupta (DIN: 07698337), who was appointed as the Chairman-cum-Managing Director, NBCC w.e.f. October 07, 2019, pursuant to the Ministry of Housing and Urban Affairs Office Order No. O-17034/31/2019-PS dated October 07, 2019, be and is hereby appointed as Chairman-cum-Managing Director of the Company till 30.09.2023 i.e. date of his superannuation, or until further orders, whichever is earlier on such terms and conditions as may be determined by the President of India from time to time".
6. To appoint Shri Kamran Rizvi (DIN: 01653503), as Government Nominee Director on the Board of the Company and to consider and if thought fit, to pass with or without modifications(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Shri Kamran Rizvi (DIN: 01653503), who was appointed as Government Nominee Director, by the President of India vide Ministry of Housing and Urban Affairs Order No: O-17034/30/2014-PS dated January 3, 2020, be and is hereby appointed as Government Nominee Director of the Company on such terms and conditions as may be determined by the President of India from time to time."
7. To ratify the remuneration of the Cost Auditor for the FY 2020-21 and to consider and if thought fit, to pass with or without modifications(s), the following resolution as an Ordinary Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the remuneration of ₹ 75,000/- plus taxes to M/s Chandra Wadhwa & Co., Cost Accountants, appointed by the Board of Directors as Cost Auditor to conduct the cost audit of the Company for the financial year ending March 31, 2021."



By order of the Board of Directors

Sd/-  
Deepti Gambhir  
Company Secretary  
F-4984

Place: New Delhi

Date : November 11, 2020

L

## NOTES

1. The Explanatory Statement pursuant to the provisions of the Section 102 (1) of the Companies Act, 2013 relating to the Special Business as set out at item nos. 5 to 7 to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. In view of the continuing restrictions on the movement of persons due to the pandemic caused by COVID-19 prevailing in the Country requiring social distancing by the stakeholders and pursuant to Ministry of Corporate Affairs, Government of India, General Circular no. 20/2020 dated 5th May, 2020 read with General circular No(s) 14/2020 and 17/2020 dated 8th April, 2020 and dated 13th April, 2020 respectively, the Companies have been allowed to conduct their Annual General Meeting through the Video Conferencing (VC)/Other Audio Visual Means (OAVM) facility during the calendar year 2020. Accordingly, the 60th Annual General Meeting of the Company will be held through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with above circulars.
3. As the physical attendance of members at the 60th AGM is not required, hence members are requested to attend and participate the meeting through VC/OAVM. Further, the facility of appointment of proxies by members has also been dispensed with. Further in view of the above proxy form and attendance slip has not 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.

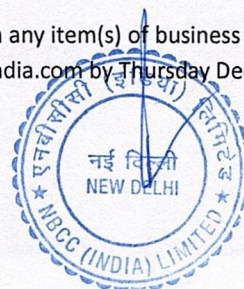
4. Electronic copy of the Annual Report for the financial year 2019-20 along with copy of the notice of 60th Annual General Meeting inter-alia indicating the process and manner of remote e-voting, instructions for members for e-voting on the day of the AGM, instructions for members for attending the AGM through VC/OAVM are being sent to all the members whose email addresses are registered with their Depository Participants(s) and M/s Bigshare Services Pvt. Ltd., the Registrar & Transfer Agents (RTA) for communication purposes.

Members who have not registered their email addresses or there is any change in their email address are requested to immediately notify their email address/ change in their email address to their 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.

To support the 'Green Initiatives', the members who have not registered their email address are requested to register the same with the Company's RTA/ DP for receiving all communication including Audited Financial Statements, Notices, Circulars, etc., from the Company electronically.

5. 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, DP ID and Client ID/ folio number and mobile number to [investor.agm@nbccindia.com](mailto:investor.agm@nbccindia.com), not later than 5:00 p.m., Thursday, December 10, 2020. 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](mailto:investor.agm@nbccindia.com) by Thursday December 10, 2020



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, shall be allowed to vote through e-voting system on proposed resolutions.
6. The Board of Directors in its meeting held on July 6, 2020 recommended a final dividend of ₹ 0.135/- (i.e. 13.5 %) per fully paid-up equity share of face value ₹ 1/- each for the financial year ended March 31, 2020. The dividend, subject to the provisions of Section 12 of the Companies Act, 2013, if declared at the Annual General Meeting, will be paid within 30 days of the Annual General Meeting to the eligible shareholders as on the Record Date i.e. Friday, November 27, 2020 as follows:
- a) whose names appear as beneficial owners on the Record Date to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic mode; and
- b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transmission/transposition in physical form lodged with the Company on or before Friday, November 27, 2020 (closing of business hours).
7. 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 members. 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 appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.
- a. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Members having valid PAN	7.5% or as notified by the Government of India
Members not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed ₹ 5,000/- and also in cases where members provide Form 15G/ Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

- b. For non-resident shareholders, taxes are required to be deducted in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The TDS shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e., to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:
- Copy of the valid PAN card allotted by the Indian Income Tax authorities duly attested by the member.
  - Copy of Tax Residency Certificate (TRC) for the FY 2020-21 obtained from the revenue authorities of the country of tax residence, duly attested by member.
  - Self-declaration in prescribed Form 10F.
  - Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty.
  - Self-declaration of beneficial ownership by the non-resident shareholder.
  - Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

The aforementioned documents are required to be submitted by shareholders at **dividend.tax@nbccindia.com** only, on or before December 10, 2020. We request you to visit [www.nbccindia.com](http://www.nbccindia.com) for more instructions and information in this regard.

No communication on tax determination/ deduction shall be entertained after December 10, 2020. Shareholders are requested to note that in case their PAN is not registered/updated by December 10, 2020 till 5.00 P.M. (IST) tax will be deducted at 20% or applicable rate, whichever is higher.

8. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Registrar & Transfer Agent i.e. M/s Bigshare Services Pvt. Ltd.

As per MCA Circular No 20/2020 dated May 05, 2020, payment of dividend shall be made through electronic mode only. In the case of non-availability of bank details, the Company shall upon normalization of postal service, dispatch the dividend warrant or Demand Draft to such shareholders by post, which might get delayed in certain areas. Accordingly, all the shareholders, whose bank details are not updated or receiving dividend in physical mode, are requested to update their bank details to receive dividend through electronic mode.

9. Details of Director seeking appointment or re-appointment as required to be provided pursuant to the provisions of (i) Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and (ii) para 1.2.5 of the 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 and also given under the 'Corporate Governance Report' in Annual Report .
10. Pursuant to Section 139(5) of the Companies Act, 2013, the Auditors of a Government Company are appointed/ re-appointed by the Comptroller and Auditor General of India (CAG) and in terms 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 travelling and out of pocket expenses of the Statutory Auditors duly appointed by the Comptroller and Auditors General of India.

11. Members are requested to note:
- SEBI has made it mandatory for submission of Permanent Account Number (PAN) by every participant in securities market. Accordingly, members holding shares in electronic form are, therefore requested to submit PAN to their DP with whom they are maintaining their demat account. Members holding share in physical form are requested to submit their PAN to the RTA;
  - Non-Resident Indian shareholder(s) are requested to inform RTA, immediately in respect of change in their residential status on return to India for permanent settlement and particulars of their bank account maintained in India with complete name, branch, account type and number and address of the Bank with PIN Code, if not furnished earlier;
  - In terms of the SEBI (LODR) Regulations, 2015, securities of listed companies can only be transferred in demat form w.e.f. April 1, 2019. In view of the above, Members are advised to dematerialize the shares held in physical form;*
  - 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



- e) In terms of Section 72 of the Companies Act, 2013, Members, holding shares in physical form, may avail the facility of nomination by making nomination in Form No. SH-13 as prescribed in the Companies (Central Government's) General Rules and Forms, 2013. For cancellation or variation of Nomination, Form SH-14 can be used. The Form SH-13/ SH-14 duly filled in and completed in all respect is required to be submitted to the Registrar and Transfer Agents. Blank nomination form(s) are available on the company's website i.e. [www.nbccindia.com](http://www.nbccindia.com) In case of shares held in dematerialized form, the nomination/change of address has to be lodged with the respective Depository Participant (DP).
12. Annual Report and notice of the 60th Annual General Meeting will be available on the Company's website, i.e., <https://www.nbccindia.com> and websites of BSE Limited, National Stock Exchange of India Limited, Central Depository Services (India) Limited, the agency appointed for providing the remote e-voting facility and can be downloaded from there;
13. The Register of Directors, Key Managerial Personnel, their shareholding, Register of contracts or arrangements in which Directors are interested and other documents referred in the accompanying notice and explanatory statement thereto are available electronically for inspection by members, during the time of AGM;
14. M/s Bigshare Services Private Limited are acting as the Registrar and Transfer Agents (RTA) for carrying out the Company's entire share related activities, i.e., Transmission/ transposition/ dematerialization/ Rematerialization/ split/ consolidation of shares, change of address, bank mandate, filing of nomination, dividend payment and allied activities, etc.
- Members are requested to make all future correspondence related to share and allied activities, etc., with RTA at the following address:
- Bigshare Services Pvt. Ltd.  
302, Kushal Bazar,  
32-33, Nehru Place New Delhi, India. 110019  
Tel: +91-011-47565852/42425004  
Contact Person: Mr.Kailash Madan/ Mr. Mukesh  
Tel: +91-22-62638200  
E-mail: [tds@bigshareonline.com](mailto:tds@bigshareonline.com)
15. The information regarding unclaimed dividends in respect of dividends declared up to the financial year 2018-19 and updated upto March 31, 2020 has been uploaded on the website of the Company [www.nbccindia.com](http://www.nbccindia.com) under 'Investor' section. Due dates for transfer of unclaimed/unpaid dividends for the financial year 2012-13 and thereafter to IEPF are as follows:

Financial Year	Face value of Share (In ₹)	Dividend Declared	Declaration date	Due date for transfer to IEPF
2012-13	10	₹ 3.75 @ 37.5% (Final)	September 10, 2013	October 16, 2020
2013-14	10	₹ 5.00 @ 50% (Final)	September 14, 2014	October 20, 2021
2014-15	10	₹ 5.50 @ 55% (Final)	September 16, 2015	October 22, 2022
2015-16	2	₹ 2.00 @ 100% (Final)	September 14, 2016	October 20, 2023
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

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 2012-13 was due for transfer to the Investor Education and Protection Fund of the Central Government on October 16, 2020, pursuant to the provisions of Section 124 of the Companies Act, 2013. Further, corresponding shares on which dividend has not been paid or claimed for 7 (seven) consecutive years were also be required to transfer to the account of IEPF. Accordingly, the unclaimed/unpaid final dividend amounts for the financial year 2012-13 have been transferred on October 22, 2020. Corresponding shares on the same had been transferred within the statutory timeframe.

Members are advised to visit the website of the company i.e. [www.nbccindia.com](http://www.nbccindia.com) for detailed information and claim their dividend.

The Members, whose unclaimed dividends/shares have been transferred IEPF, may claim the same by making an application to the IEPF Authority, in Form No.IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

16. Process and manner:

**A. AGM through VC/OAVM:**

1. Pursuant to Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members, the facility to exercise their right to vote on resolutions proposed to be considered at the 60th Annual General Meeting by electronic means, to be held on Tuesday, December 22, 2020 at 12:00 Noon through the Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (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., who are allowed to attend the AGM, without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.nbccindia.com](http://www.nbccindia.com). The Notice can also be accessed from the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).
6. Mr. PC Jain, Company Secretary (Membership No. FCS: 4103) Managing Partner M/s. PC Jain & Co., Company Secretaries in practice has been appointed as the Scrutinizer to scrutinize the AGM venue e-voting and remote e-voting process in a fair and transparent manner.

**B. Instructions for shareholders attending the AGM through VC/OAVM are as under:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members



login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the meeting through Laptops / iPads for better experience.
3. Further shareholders 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.

**C. Instructions for shareholders for remote e-voting are as under:**

- i. The voting period would begin on Saturday, the December 19, 2020 (9:00 a.m. IST) and end on Monday, the December 21, 2020 (5:00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Tuesday, the December 15, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on Shareholders / Members module
- v. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first-time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to





mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xiii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**D. Process for those shareholders whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

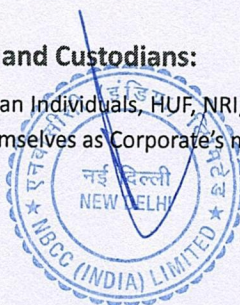
1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of valid PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders, please provide Demat account details (CDSL-16-digit beneficiary ID or NSDL-16-digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of valid PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id.

**E. Instructions for shareholders for e-voting during the AGM are as under:**

1. The procedure for e-voting on the day of the AGM is same as per the instructions mentioned above for remote e-voting.
2. Only those shareholders, who are present in the 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 available during the AGM.
3. If any votes cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**F. Note for Non - Individual Shareholders and Custodians:**

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI, etc.,) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate's module.



- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter, etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. **investor.agm@nbccindia.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to *Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013* or send an email to **helpdesk.evoting@cdslindia.com** or call on **022-23058542/43**.

17. OTHER INFORMATION:

- 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 communication(s).
- The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Tuesday, the December 15, 2020.
- Any person who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e., on Tuesday, the December 15, 2020 may follow the process as stated above.
- Mr. PC Jain, Company Secretary (Membership No. FCS: 4103) Managing Partner M/s. PC Jain & Co., Company Secretaries in practice has been appointed as the Scrutinizer to scrutinize the venue voting and remote e-voting process in a fair and transparent manner.
- 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.
- 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 make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. [www.nbccindia.com](http://www.nbccindia.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
- The resolutions listed in the Notice of the 60th AGM 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.



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

**ITEM NO. 5: To appoint Shri Pawan Kumar Gupta (DIN: 07698337) as Chairman-cum-Managing Director of the Company**

Pursuant to the Ministry of Housing and Urban Affairs Office Order No. O-17034/31/2019-PS dated October 07, 2019, Shri Pawan Kumar Gupta (DIN: 07698337) has been appointed as Chairman-cum-Managing Director of NBCC w.e.f. October 7, 2019 till 30.09.2023 i.e. date of his superannuation, or until further orders, whichever is earlier on such terms and conditions as may be determined by the President of India from time to time.

He holds a Bachelor's degree in Civil Engineering from NIT, Kurukshetra and an M.Tech from IIT Delhi. Before taking over the charge of CMD, NBCC, he was Executive Director (Regional Projects) in RITES Limited, also a CPSE under the Ministry of Railways. He joined Indian Railway Service of Engineers in 1986 and has around 34 years of Civil Engineering works experience, serving in Railways and its constituents in various capacities. During his tenure as Executive Director in RITES Limited, he has successfully supervised planning, designing and execution of more than 125 projects.

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

Details of Shri Pawan Kumar Gupta are provided in the "Annexure-A" to the Notice.

The Company has received a notice from a member proposing his candidature for the office of Chairman cum Managing Director pursuant to Section 160 of the Companies Act, 2013.

None of the Directors, Key Managerial Personnel, their relatives are, in any way, concerned or interested, in the resolution except Shri Pawan Kumar Gupta.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the members.

**ITEM NO. 6: To appoint Shri Kamran Rizvi (DIN: 01653503), as Government Nominee Director on the Board of the Company**

Shri Kamran Rizvi, Additional Secretary (D&UT), Ministry of Housing and Urban Affairs (MoHUA) has been appointed on the Board of NBCC as Government Nominee Director pursuant to Ministry of Housing and Urban Affairs Order No: O-17034/30/2014-PS dated January 3, 2020.

Shri Rizvi is an Indian Administrative Service (IAS) officer of Uttar Pradesh cadre and joined the service in 1991. He did his B.Tech and M.Tech from IIT Delhi and subsequently joined Indian Civil Services. He has rich experience of around 29 years of service as Civil Servant, serving in various important capacities both to the State and the Centre Government. In the State of Uttar Pradesh, he served important Ministries and departments in various capacities and held remarkable positions as Principal Secretary, Secretary, Development Commissioner, Commissioner, Director General, Chairman-cum-Managing Director, Secretary to the Chief Minister etc. Subsequently, he joined the Ministry of Rural Development, and hugely contributed to the World's largest employment programme i.e. MGNREGA by using ICT and Innovation. Shri Rizvi, as Additional Secretary in the Ministry of Housing and Urban Development is presently looking after the matters pertaining to Delhi Region.

Details of Shri Kamran Rizvi are provided in the "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 Kamran Rizvi, is in any way, concerned or interested, in this resolution.

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

**ITEM NO.7: To ratify the remuneration of the Cost Auditor for the FY 2020-21**

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s Chandra Wadhawa & Co. (Firm Registration No. 000239) as cost auditors to conduct the audit of the cost records for the Financial Year ending March 31, 2021 at a remuneration of ₹ 75,000/- plus taxes.

Accordingly pursuant to Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, consent of the members is sought for ratification of remuneration payable to Cost Auditors for the FY 2020-21.

None of the Directors, Key Managerial Personnel (KMP) and their relative are in any way, concerned or interested, in the proposed resolution. The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval of the members.

By order of the Board of Directors

Sd/-

**Deepti Gambhi**  
Company Secretary

Place: New Delhi

Dated: November 11, 2020

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.com](http://www.nbccindia.com)

Contact: 011-24367314-18

Fax : 91-11-24366995



## BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT 60TH ANNUAL GENERAL MEETING

Name	Shri Pawan Kumar Gupta (DIN: 07698337)	Smt. Baldev Kaur Sokhey (DIN : 06955670)	Shri Kamran Rizvi (DIN : 01653503)
Date of Birth	September 12, 1963	June 3, 1964	October 24, 1966
Qualifications	B.E., M.Tech	B.Com, CMA	B. Tech, M. Tech and IAS
Date of first appointment at the Board	October 7, 2019	August 16, 2019	January 3, 2020
Experience	34 Years (Approx.)	30 Years (Approx.)	28 Years (Approx.)
Terms and Conditions of Appointment	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.
Remuneration sought to be paid and the remuneration last drawn	₹ 31.26 lakh paid during FY 2019-20	₹ 35.02 lakh paid during FY 2019-20	-
No. of shares held in NBCC	NIL	5,004 equity shares	NIL
Relationship with Other Directors and KMP	No inter se related to any Director of the Company		
Number of meetings of the Board attended during the FY2019-20	4(Four) out of 4 (four) held during his tenure	4(Four) out of 5 (five) held during her tenure	2(Two) out of 2 (Two) held during his tenure
Expertise in Specific functional area	<p>Shri P K Gupta takes over as the Chairman &amp; Managing Director of NBCC (India) Ltd., a Navratna CPSE, on October 7, 2019. Before taking over the charge of CMD, NBCC, he was Executive Director (Regional Projects) in RITES Limited, also a CPSE under the Ministry of Railways. Shri Gupta holds a Bachelor's degree in Civil Engineering from NIT, Kurukshetra and an M.Tech from IIT Delhi. He joined Indian Railway Service of Engineers in 1986 and now has 34 years of Civil Engineering works experience, serving in Railways and its constituents in various capacities. During Shri Gupta's tenure as Executive Director in the last organization, he has successfully supervised planning, designing and execution of more than 125 projects.</p>	<p>Smt. Baldev Kaur Sokhey (56 years) holds the B.Com (Honours) degree from the prestigious Shree Ram College of Commerce of Delhi University. She is also a Fellow Member of Institute of Cost Accountants of India.</p> <p>Smt. Sokhey has a rich experience of over three decades in the field of Finance, Accounting, Taxation and Investor Relations and IPO Management.</p> <p>Presently, she is serving as Director on the Board of NBCC Services Limited (NSL), NBCC International Limited (NIL) and Real Estate Development Corporation of Rajasthan Limited (REDCCOR) in addition to NBCC (India) Limited. Smt. Baldev Kaur Sokhey joined the Board of NBCC (India) Limited on August 16, 2019.</p>	<p>Shri Kamran Rizvi (IAS), Additional Secretary (D&amp;UT) in the Ministry of Housing and Urban Affairs (MoHUA), has been appointed as Government of India Nominee Director on the Board of NBCC (India) Ltd. by the Ministry w.e.f. 03.01.2020. Shri Rizvi is an Indian Administrative Service (IAS) officer of Uttar Pradesh cadre and joined the service in 1991. He did his B.Tech and M.Tech from IIT Delhi and subsequently joined Indian Civil Services. Shri Rizvi, has to his credit, rich experience around 28 years of service as Civil Servant, serving in various important capacities both in the State and the Centre. In the State of Uttar Pradesh, he served important Ministries and departments in various capacities and some</p>



	He is also the Chairman of two subsidiaries of NBCC, i.e. Hindustan Steelworks Construction Ltd. (HSCL) and HSCC (India) Limited.		remarkable positions include Principal Secretary, Secretary, Development Commissioner, Commissioner, Director General, Chairman-cum-Managing Director, Secretary to the Chief Minister. Subsequently, Shri Rizvi joined the Government of India's Ministry of Rural Development, first as Joint Secretary and then elevated to Additional Secretary in the Department of Rural Development and hugely contributed to the World's largest employment programme i.e. MGNREGA by using ICT and Innovation. Shri Rizvi, as Additional Secretary in MoHUA, presently overseeing matters pertaining to Delhi Region.
Directorship held in other companies	1. Hindustan Steelworks Construction Ltd. 2. HSCC (India) Limited	1. Real Estate Development & Construction Corporation of Rajasthan Limited 2. NBCC International Limited 3. NBCC Services Limited	1. National Capital Region Transport Corporation Limited 2. Noida Metro Rail Corporation Limited 3. Delhi Metro Rail Corporation Limited 4. India International Convention And Exhibition Centre Limited 5. Patna Metro Rail Corporation Limited 6. Housing and Urban Development Corporation Limited.
Memberships/ Chairmanship of Committees of other Companies*	1	1	3

\*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.

