

Ref. No. NBCC/BS (98)/2018

April 13, 2018

**The Manager,
Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot no. C/1,G Block
Bandra -Kurla Complex
Bandra (E),Mumbai-400051**

NSE Symbol: NBCC/EQ

**The Manager,
Listing Department,
BSE Limited,
Floor 25 ,Phiroze Jeejeebhoy
Towers,
Dalal Street, Mumbai-400 001**

Scrip Code: 534309

Ref: MINUTES OF THE POSTAL BALLOT MEETING

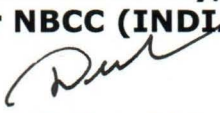
Sir,

Kindly find enclosed herewith minutes of the Postal Ballot meeting of NBCC (India) Limited. It is further informed that Minutes is also available on the website of the company at 'www.nbccindia.com'

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

Thanking you,

**Yours Sincerely,
For NBCC (INDIA) Limited**


**Deepti Gambhir
Company Secretary
F-4984**

Enc: As above

MINUTES OF THE MEETING HELD ON TO DECLARE THE RESULT OF THE RESOLUTIONS PASSED BY MEMBERS OF NBCC (INDIA) LIMITED THROUGH POSTAL BALLOT ON APRIL 03, 2018 (TUESDAY) AND SCRUTINIZER'S REPORT DATED APRIL 05, 2018, AT THE REGISTERED OFFICE OF THE COMPANY AT NBCC BHAWAN, LODHI ROAD, NEW DELHI-110003.

PRESENT:

Dr Anoop Kumar Mittal : Chairman cum Managing Director

Ms Deepti Gambhir : Company Secretary

The Board of Directors of the Company in the meeting held on February 13, 2018 decided to obtain consent of the Members through postal ballot, pursuant to Section 110 and other applicable provisions, if any of the Companies Act, 2013 (the Act) read with Companies (Management and Administrative) Rules, 2014, and appointed M/s P C Jain & Co., Practicing Company Secretary as Scrutinizer to submit his report in respect of the following items:

Item No 1 : Approval for splitting of the Company's equity shares of Rs 2/- each into two (2) equity shares of face value Rs 1/- each

Item No 2 : Approval to amend the Capital Clause in the Memorandum of Association of the Company

The Postal Ballot Notice dated February 13, 2018 was sent to the Members of the Company whose name appeared on the Register of Members/List of beneficiaries as on cut-off date i.e February 23, 2018. For Members whose e-mail addresses were not registered, dispatch of Notice of Postal Ballot along with the Postal Ballot Forms and business reply envelopes (Postage prepaid) was completed on March 01, 2018. Members whose e-mail addresses were available in the electronic registry, the postal ballot notice was sent by e-mail on February 28, 2018.

As required under Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company had also made arrangement for voting by electronic means and availed the services of National Securities Depository Limited (NSDL) to provide the facility to the Members for voting by electronic means.

The Notice to this effect was published on March 02, 2018 in the newspaper.

The members were requested to return the physical postal ballot forms duly completed along with assent (for) or dissent (against), so as to reach the scrutinizer before 5 pm IST on Tuesday, April 03, 2018. In case of electronic voting, Members were requested to cast their votes electronically upto 5pm IST on Tuesday, April 03, 2018.



The Scrutinizer, carried out the scrutiny of postal ballot forms received physically and the votes polled electronically up to Tuesday, April 03, 2018 and submitted his report on April 05, 2018 to the Chairman.

The result of the postal ballot & e-voting was informed to BSE Limited & National Stock Exchange of India Limited on April 05, 2018 & are hosted on the website of the Company at www.nbccindia.co.in.

The details of voting as per Scrutinizer's report are as under:-

1. For Approval for splitting of the Company's equity shares of Rs 2/- each into two (2) equity shares of face value Rs 1/- each.

	Voting through postal ballot			E-Voting			Total	
	Number of share holders	Total Votes	% of votes cast	Number of share holders	Total Votes	% of votes cast	Number of share holders	Total Votes
Favour	905	307123	98.32	523	766683870	99.99	1428	766990993
Against	16	5246	1.68	28	18684	0.01	44	23930
Invalid	35	0	-	0	0	-	35	0
Total	956	312369	100	551	766702554	100	1507	767014923



Details of Voting as required under SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	668608249	668608249	100.000	668608249	0	100.000	0.000
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT		0	0.000	0	0	0.000	0.000
	TOTAL		668608249	668608249	100.000	668608249	0	100.000
Public - Institutions	E-VOTING	132313621	97921251	74.010	97921251	0	100.000	0.000
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT		0	0.000	0	0	0.000	0.000
	TOTAL		132313621	97921251	74.010	97921251	0	100.000
Public-Non Institutions	E-VOTING	99078130	173054	0.175	154370	18684	89.203	10.797
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT		312369	0.320	307123	5246	98.321	1.679
	TOTAL		99078130	485423	0.495	461493	23930	95.070
TOTAL	GROSS TOTAL	900000000	767014923	85.224	766990993	23930	99.997	0.003

The details of voting as per Scrutinizer's report:

- For Approval to amend the Capital Clause in the Memorandum of Association of the Company.

	Voting through postal ballot			E-Voting			Total	
	Number of shareholders	Total Votes	% of votes cast	Number of shareholders	Total Votes	% of votes cast	Number of shareholders	Total Votes
Favour	909	288128	98.47	522	766683915	99.99	1431	766972043
Against	12	4490	1.53	25	18499	0.01	37	22989
Invalid	35	0	-	0	0	-	35	0
Total	956	292618	100	547	766702414	100	1503	766995032



Details of Voting as required under SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-VOTING	668608249	668608249	100.000	668608249	0	100.000	0.000
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT		0	0.000	0	0	0.000	0.000
	TOTAL	668608249	668608249	100.000	668608249	0	100.000	0.000
Public - Institutions	E-VOTING	132313621	97921251	74.010	97921251	0	100.000	0.000
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT		0	0.000	0	0	0.000	0.000
	TOTAL	132313621	97921251	74.010	97921251	0	100.000	0.000
Public - Non Institutions	E-VOTING	99078130	172914	0.175	154415	18499	89.302	10.698
	POLL		0	0.000	0	0	0.000	0.000
	POSTAL BALLOT		292618	0.295	288128	4490	98.465	1.535
	TOTAL	99078130	465532	0.470	442543	22989	95.062	4.938
TOTAL	GROSS TOTAL	900000000	766995032	85.222	766972043	22989	99.997	0.003

All items were duly passed with requisite majority as per Scrutinizer's Report. The resolutions in respect thereof are as follows:

Item No. 1 : Approval for splitting of the Company's equity shares of Rs 2/- each into two (2) equity shares of face value Rs 1/- each (Ordinary Resolution)

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), the consent of the shareholders be and is hereby accorded for sub-dividing the equity shares of the Company, such that each equity share having nominal value of Rs 2/- each (Rupees two only) be sub-divided into 2(two) Equity Shares having nominal value of Rs 1/- each (Rupees one only)

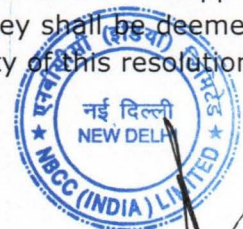


FURTHER RESOLVED THAT pursuant to the sub-division of equity shares of the company, the authorized, issued, subscribed and paid-up equity share capital of nominal value of Rs 2/- each, shall stand sub-divided into 2 (two) equity shares of nominal value of Rs 1/- each (Rupees one only) from the record date and shall rank paripassu in all respects with and carry the same rights as the existing fully paid-up Equity shares of Rs 2/- each (Rupees Two only) of the company.

FURTHER RESOLVED THAT upon sub-division of equity shares as aforesaid, the existing share certificates of the equity shares of the face value of Rs 2/- each (Rupees Two only) both in the electronic and physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date of sub-division and the Company may without requiring the surrender of the old share certificates, directly use and dispatch the new share certificates of the Company, in lieu of the existing share certificates within the prescribed time period and give proportionate credit of shares to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares before sub-division.

FURTHER RESOLVED THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to Chairman-cum-Managing Director/any Director(s) / Officer(s) / Authorised Representative(s) / Committee of Directors of the Company in order to give effect to the aforesaid Resolutions, including but not limited to fixing record date, implementation of the proposal of sub-division of equity shares of the Company, timely completion of Sub-division etc., as may be required, in relation thereto.

FURTHER RESOLVED THAT for the purpose of giving effect to this Resolution, the Board and/or Committee of Directors and/or Chairman cum Managing Director & Company Secretary be and are hereby jointly and severally authorized to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the Sub-division of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation / consequential to the Sub-division of shares including execution & filing of all the relevant documents with the Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.



Item No. 2 :Approval to amend the Capital Clause in the Memorandum of Association of the Company – (Ordinary Resolution)

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

V. The Authorized Share Capital of the Company is Rs 200,00,00,000/- (Rupees Two Hundred Crore only) divided into 200,00,00,000 (Two Hundred Crore) Equity Shares of Rs 1/- each."

FURTHER RESOLVED THAT the Chairman-cum-Managing Director and/or Company Secretary of the Company be and are hereby jointly/severally authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution."

Based on Scrutinizer's report, the Chairman announced the result of Postal Ballot and declared that all the resolutions as set out in the Postal Ballot Notice dated February 13, 2018 have been passed by the Shareholders of the Company with requisite majority.

Date:12.04.2018
Place: New Delhi

Sd/-
CHAIRMAN

