

No.NBCC/BS (98)/2016

May 02, 2016

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

**Sub: Result of Postal Ballot- Compliance of Clause 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015**

Sir,

This is to inform that the Company has conducted the Postal Ballot pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and regulation 44(1) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for obtaining Shareholder's approval by way of resolution for (i) Splitting Company's Equity Share of Rs.10/- each into 5(Five) Equity Shares of Rs.2/- each, (ii) Amend the Capital Clause in the Memorandum of Association of the Company, (iii) Change of name of the Company to "NBCC(India) Limited" with consequential alteration to Memorandum of Association and Articles of Association of the Company, as detailed in the Postal Ballot Notice dated March 11, 2016.

The relevant resolution(s) have been passed by the members through physical ballot papers and e-voting. On the basis of Scrutinizer's Report, all the three resolutions have been passed by the requisite majority.

In compliance with the requirements under clause 44 of SEBI (Listing Obligations And Disclosures Requirements) Regulations, 2015, we are enclosing herewith the details along with the scrutinizer's report for your information and record purpose.

Kindly acknowledge receipt.

Thanking you.

Yours Sincerely,  
For National Buildings Construction Corporation Limited

  
Deepti Gambhir  
Company Secretary  
F-4984



**Details of Voting Results by postal ballot (including e-voting) pursuant to Regulations 44(3) of the SEBI(Listing Obligations and Disclosures Requirements) Regulations, 2015**

Date of Declaration of Postal Ballot Results	May 02, 2016
Total number of shareholders on record date	45033 equity shareholders as on March 23, 2016
No. of shareholders present in the meeting either in person or through proxy : Promoter and Promoter Group: Public:	Not Applicable
No. of shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group: Public:	Not Applicable

**Agenda wise disclosure**

**Resolution No. 1 : Splitting Company's Equity Share of Rs.10/- each into 5(Five) Equity Shares of Rs.2/- each**

- a) Resolution required : Ordinary Resolution  
b) Whether promoter or Promoter Group : No  
are interested in the resolution

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	108000000	107999994	100.00	107999994	0	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		107999994	100.00	107999994	0	100.00	0.00
Public Institutions	E-voting	4244939	2608594	61.45	2608594	0	100.00	0.00
	Postal Ballot		120800	2.85	120800	0	100.00	0.00
	Total		2729394	64.30	2729394	0	100.00	0.00
Public Non-Institutions	E-voting	7755061	28368	0.37	27758	610	97.85	2.15
	Postal Ballot		35799	0.46	35489	221	99.13	0.62
	Total		64167	0.83	63247	831	98.57	1.30
Total		120000000	110793555	92.33	110792635	831	100.00	0.00





**Resolution No. 02: Amend the Capital clause in the Memorandum of Association of the Company**

- a) Resolution required : Ordinary Resolution
- b) Whether promoter or Promoter Group are interested in the resolution : No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	108000000	107999994	100.00	107999994	0	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		107999994	100.00	107999994	0	100.00	0.00
Public Institutions	E-voting	4244939	2608594	61.45	2608594	0	100.00	0.00
	Postal Ballot		120800	2.85	120800	0	100.00	0.00
	Total		2729394	64.30	2729394	0	100.00	0.00
Public Non-Institutions	E-voting	7755061	28166	0.36	27624	542	98.08	1.92
	Postal Ballot		35793	0.46	35232	442	98.43	1.23
	Total		63959	0.82	62856	984	98.28	1.54
Total		120000000	110793347	92.33	110792244	984	100.00	0.00

**Resolution No. 03: Approval to change name of the Company to "NBCC (India) Limited" with consequential alteration to Memorandum of Association and Articles of Association of the Company.**

- a) Resolution required : Special Resolution
- b) Whether promoter or Promoter Group are interested in the resolution : No



Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	108000000	107999994	100.00	107999994	0	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		107999994	100.00	107999994	0	100.00	0.00
Public Institutions	E-voting	4244939	2608594	61.45	2608594	0	100.00	0.00
	Postal Ballot		120800	2.85	120800	0	100.00	0.00
	Total		2729394	64.30	2729394	0	100.00	0.00
Public Non-Institutions	E-voting	7755061	28509	0.37	26275	2234	92.16	7.84
	Postal Ballot		35899	0.46	35507	272	98.91	0.76
	Total		64408	0.83	61782	2506	95.92	3.89
Total		120000000	110793796	92.33	110791170	2506	100.00	0.00

For National Buildings Construction Corporation Limited

*Deepti*

Deepti Gambhir  
Company Secretary  
F-4984







**Scrutinizers Combined Report of Postal Ballot**

(Pursuant to section 108 & 110 of the Companies Act, 2013 and Rule 20 & 22 of the Companies  
(Management and Administration) Rules, 2014)

To,  
The Chairman  
National Buildings Construction Corporation Limited  
NBCC Bhawan  
Lodhi Road  
New Delhi-110003

Dear Sir,

We, P C Jain & Co., Company Secretaries, having our office at # 2382, Sector-16, Faridabad-121002, Haryana have been appointed as Scrutinizer of M/s. National Buildings Construction Corporation Limited ("the Company") having its Registered office at NBCC Bhawan, Lodhi Road, New Delhi-110003 for the purpose of scrutinizing the E-Voting Process and Postal Ballot Process in a fair and transparent manner carried out as per the provisions of Companies act, 2013 and rule 20 & 22 of the (Management and Administration) Rules, 2014 on below mentioned resolutions, through postal ballot. We submit our report as under:-

1. The E-voting period remained opened from Friday, 1<sup>st</sup> April, 2016 (9.00 hours IST) and ends on Saturday, 30<sup>th</sup> April, 2016 (17.00 hours IST)
2. The shareholders holding shares as on the "cut-off" date i.e. 23<sup>rd</sup> March, 2016 were entitled to vote through E-Voting and through postal ballot on the resolution 1, 2 & 3 as set out in the Notice of Postal Ballot issued pursuant to section 110 of the Companies Act, 2013.
3. The votes for E-Voting process were unblocked on 30.04.2016 after 17.00 hours IST in the presence of two witnesses, CS Preeti Sharma & Ms Mona who are not in the employment of the Company and who have signed below in confirmation of the votes being unblocked in their presence.

Thereafter the details containing inter-alia list of Equity Shareholders, who voted for and against were downloaded from the E-Voting website of National Securities Depository Limited (NSDL) [www.evoting.nsdl.com](http://www.evoting.nsdl.com)



4. A combined report of the Postal Ballot and e-voting conducted is given below:

Description	Physical	Electronic
No. of Total Ballot recd. by scrutinizer	474	948
Less Rejected due to technical reason	21	-
No. of valid Ballot	453	948

5. Further, upto 30.04.2016, the last date for the receipt of Postal Ballot, total 474 (No. of Papers Received) Shareholders voted through Postal Ballot Process (including rejected due to technical reason).

6. The result of E-Voting as well as Postal Ballot is as under:-

1. **Ordinary Resolution for Approval of splitting of the Company's equity shares of Rs 10/- each into five (5) equity shares of face value Rs. 2/- each.**

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-voting	108000000	107999994	100.00	107999994	0	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		107999994	100.00	107999994	0	100.00	0.00
Public Institutions	E-voting	4244939	2608594	61.45	2608594	0	100.00	0.00
	Postal Ballot		120800	2.85	120800	0	100.00	0.00
	Total		2729394	64.30	2729394	0	100.00	0.00
Public Non-Institutions	E-voting	7755061	28368	0.37	27758	610	97.85	2.15
	Postal Ballot		35799	0.46	35489	221	99.13	0.62
	Total		64167	0.83	63247	831	98.57	1.30
Total		120000000	110793555	92.33	110792635	831	100.00	0.00





2. Ordinary Resolution for approval to amend the Capital Clause in the Memorandum of Association of the Company

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	108000000	107999994	100.00	107999994	0	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		107999994	100.00	107999994	0	100.00	0.00
Public Institutions	E-voting	4244939	2608594	61.45	2608594	0	100.00	0.00
	Postal Ballot		120800	2.85	120800	0	100.00	0.00
	Total		2729394	64.30	2729394	0	100.00	0.00
Public Non-Institutions	E-voting	7755061	28166	0.36	27624	542	98.08	1.92
	Postal Ballot		35793	0.46	35232	442	98.43	1.23
	Total		63959	0.82	62856	984	98.28	1.54
Total		120000000	110793347	92.33	110792244	984	100.00	0.00



3. Special Resolution for approval to change of name of the Company to "NBCC (India) Limited" with consequential alteration to Memorandum of Association and Articles of Association of the Company

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	108000000	107999994	100.00	107999994	0	100.00	0.00
	Postal Ballot		-	-	-	-	-	-
	Total		107999994	100.00	107999994	0	100.00	0.00
Public Institutions	E-voting	4244939	2608594	61.45	2608594	0	100.00	0.00
	Postal Ballot		120800	2.85	120800	0	100.00	0.00
	Total		2729394	64.30	2729394	0	100.00	0.00
Public Non-Institutions	E-voting	7755061	28509	0.37	26275	2234	92.16	7.84
	Postal Ballot		35899	0.46	35507	272	98.91	0.76
	Total		64408	0.83	61782	2506	95.92	3.89
Total		120000000	110793796	92.33	110791170	2506	100.00	0.00





Conclusion:

Item:1

Ordinary Resolution for Approval of splitting of the Company's equity shares of Rs 10/- each into five (5) equity shares of face value Rs 2/- each.

Since the number of votes cast by the members in favor of the resolution is more than the number of vote cast against the resolution, the proposed Ordinary Resolution may be declared as passed by majority.

Item:2

Ordinary Resolution for approval to amend the Capital Clause in the Memorandum of Association of the Company.

Since the number of votes cast by the members in favor of the resolution is more than the number of vote cast against the resolution, the proposed Ordinary Resolution may be declared as passed by majority.

Item:3

Special Resolution for approval to change of name of the Company to "NBCC (India) Limited" with consequential alteration to Memorandum of Association and Articles of Association of the Company

Since the number of votes cast by the members in favor of the resolution is more than 2/3<sup>rd</sup> the number of vote cast against the resolution, the proposed Special Resolution may be declared as passed with requisite majority.

The register, all other papers and relevant records relating to E-voting and postal ballot would be handed over for safe custody to the company once the Chairman considers, approves & sign the minutes of the meeting.

You may accordingly declare the result on the voting by the postal ballot.

Thanking You

Witnesses:

1. Preeti  
(Preeti sharma)  
Rajiv Nagar  
Old Faridabad - 121002

2. Mona  
(Mona)

H.No.8/167, Sarai Mussaini  
Old Faridabad



For P C Jain & Co.  
Company Secretaries

(P C JAIN) 2nd May, 2016

PARTNER

CP No. 3349

(Firm Reg. No. P2016HR051300)