

Notice

Notice is hereby given that the 54th Annual General Meeting of the members of National Buildings Construction Corporation Limited will be held on Thursday, the September 11th, 2014 at 1030 hrs at Airforce Auditorium, Subroto Park, New Delhi - 110010 to transact the following business:

Ordinary Business

1. To consider and adopt:
 - ▶▶ the audited financial statement of the Company for the financial year ended March 31, 2014, the reports of the Board of Directors and Auditors thereon; and
 - ▶▶ the audited consolidated financial statement of the Company for the financial year ended March 31, 2014.
2. To declare dividend on equity shares for the financial year 2013-14.
3. To authorize Board of Directors of the Company to fix remuneration of the Statutory Auditor(s) of the Company to be appointed by the Comptroller and Auditor General of India for auditing the accounts of the Company for the financial year 2014-15 and to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to decided and fix the remuneration of the Statutory Auditors of the Company appointed by Comptroller & Auditor General of India, for the FY2014-15, as may be deemed fit by the Board.”

Special Business

Item No.4:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri S K Chaudhary (DIN: 00515672), who on appointment by the President of India, joined the Board as an Additional Director w.e.f. 13.11.2013, be and is hereby appointed as Director (Projects) of the Company on such terms, conditions and tenure as may be determined by the President of India from time to time.”

Item No.5:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Smt Jhanja Tripathy (DIN No.06859312), who on appointment by the President of India, joined the Board as an Additional Director (Government Nominee Director) w.e.f. 13.06.2014, be and is hereby appointed as Director of the Company on such terms, conditions and tenure as may be determined by the President of India from time to time.”

By order of the Board of Directors

Place : New Delhi
Date : 23. 7.2014

Sd./-
Deepti Gambhir
Company Secretary



Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING. (FORM OF PROXY IS ANNEXED).

A person can act as proxy on behalf of members not exceeding fifty (50) & holding in the aggregate not more than ten percent of the total share capital of the Company.

2. The explanatory statement pursuant to the provisions of the Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. Dividend of Rs.5/- per Share (i.e. @50%) has been recommended by the Board of Directors for the FY 2013-14 subject to the approval of shareholders at the ensuing Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 08, 2014 to Thursday, September 11, 2014 (both days inclusive) for determining the names of members eligible for dividend on equity shares if declared at the Annual General Meeting.
5. 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 (RTA) i.e M/s Bigshare Services Pvt Ltd.
6. The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the

financial years, as on the date of the 54th Annual General Meeting (AGM) on the website of the IEPF viz. www.iepf.gov.in and Company viz. www.nbccindia.gov.in.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
8. No relationship exists inter-se among Directors in terms of Disclosure required as per the new Companies Act, 2013. The appointment of all Directors including part-time Directors is done by the Government with a fixed tenure due to which there is no scope for retiring any Director by rotation every year. Details of Directors seeking appointment/re-appointment forms part of the Notice in compliance of the Clause -49 of the Listing Agreement.
9. The Auditors of a Government Company are to be appointed or re-appointed by the Comptroller and Auditor General of India (C&AG) and their remuneration is to be fixed by the company in General Meeting or in such manner as the company in General Meeting may determine. It is proposed that the Members may authorize the Board of Directors to fix the remuneration in addition to applicable service tax and reimbursement of actual travelling and out of pocket expenses of the Statutory Auditors duly appointed by the Comptroller and Auditors General of India.
10. All documents referred to in the accompanying Notice and explanatory statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 1400 hrs to 1600 hrs. upto September 10, 2014.
11. The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least 7 days before the date of the meeting.
12. Electronic copy of the Annual Report for FY 2013-14 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2013-14 is being sent in the permitted mode.

13. Electronic copy of the Notice of the 54th Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 54th Annual General Meeting is being sent in the permitted mode.

14. PROCEDURE FOR E-VOTING

- I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating e-voting for AGM in compliance with provisions of Section 108 of the Companies Act, 2013 and Rules 20 of the Companies (Management and Administration) Rules, 2014. The instructions for e-voting are as under :-

A. In case of Members receiving an e-mail from NSDL:

- (i) Open email and open PDF file Viz; 'NBCC e-Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'
- (ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login.
- (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.
- (vii) Select 'EVEN' of National Buildings Construction Corporation Limited.
- (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.

(x) Upon confirmation, the message 'Vote cast successfully' will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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, along with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at scrutinizer.nbcc@gmail.com or evoting.nbcc@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case of Shareholders receiving physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/ Depository Participants or requesting physical copy)

(i) Initial Password is provided, as bellow/ at the bottom of the Attendance Slip for the AGM.

EVEN	
(E-voting Event Number)	USER ID
PASSWORD/PIN	

(ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

II. In case of any queries, you may refer to the 'e-voting user manual' available in the downloads section of NSDL's e-voting website www.evoting.nsdl.com.

III. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password/PIN for casting your vote.

IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

V. The e-voting period commences on Thursday, 4th September, 2014 (9:00 am) and ends on Saturday 6th September, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 8th August 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

VI The voting rights of shareholders shall be in proportion to their shares of the paid up equity



share capital of the Company as on the cut-off date (record date) of Friday, 08th August, 2014.

- VII Mr PC Jain, Practicing Company Secretary (Membership No F4103) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.nbccindia.gov.in and on the website of NSDL within two(2) days of passing

of the resolutions at the AGM of the Company and communicated to the NSE and BSE Limited.

- 15. Members are requested to:
 - a. Bring their copies of Annual Report, Notice and Attendance Slip duly completed at the Meeting.
 - b. Deliver duly completed and signed Attendance Slip at the entrance of the meeting venue, as entry to the Hall will be strictly on the basis of the entry slip available at the counters at the venue to be exchanged with the Attendance Slip.
 - c. Quote their Folio/Client ID & DP ID Nos. in all correspondence.
 - d. Note that due to strict security reasons mobile phones, brief cases, eatables and other belongings are not allowed inside the Auditorium.
 - e. Note that no gifts/coupons will be distributed at the Annual General Meeting.

Explanatory Statements in respect of the Special Business pursuant to section 102 of the Companies Act, 2013

Item no. 4

Appointment of Shri S K Chaudhary as Director (Projects)

Shri S.K. Chaudhary was appointed as Director (projects) by the President of India vide Order No. O-17031/31/2013-PS dated 01.11.2013. He joined the Board as an Additional Director w.e.f. 13.11.2013. Shri S.K. Chaudhary holds office upto the conclusion of 54th Annual General Meeting of the Company and is eligible for re-appointment. His brief resume is given in Annexure to the Notice.

None of the Directors except Shri S.K. Chaudhary is interested or concerned in the resolution.

The Board of Directors considers that in view of the background and experience of Shri S K Chaudhary, it would be in the interest of the Company to appoint him as a Director of the Company. The Board recommends the resolution for your approval.

Item no. 5

Appointment of Smt. Jhanja Tripathy as Director of the Company

Smt. Jhanja Tripathy, Joint Secretary & Financial Advisor, Ministry of Urban Development has been appointed as an Additional Director (Government Nominee Director) by the President of India Vide Order No. O-17034/30/2014-PS dated 13th June, 2014 in place of Mr. Naresh Salecha. She holds office upto the conclusion of 54th Annual General Meeting & is eligible for re-appointment. Her brief resume is given in Annexure to the Notice.

None of the Director except Smt. Jhanja Tripathy is interested or concerned in the resolution.

The Board of Directors considers that in view of the background & experience of Smt. Jhanja Tripathy, it would be in the interest of the Company to appoint her as a Director of the Company, the Board recommends the resolution for your approval.

By Order of the Board of Directors

Dated: 23.07.2014

Sd./-
(Deepti Gambhir)
Company Secretary

Annexure to Notice

Details of Directors seeking Appointment/ Reappointment as required under Clause 49 of the Listing Agreement with the Stock Exchanges:-

Name of Director	Shri S K Chaudhary	Smt Jhanja Tripathy
Date of Birth	03.04.1961	15.07.1960
Date of Appointment	13.11.2013	13.06.2014
Experience in specific functional area	He holds expertise in Project Financing and Business Development. Prior to this assignment, he has served at HUDCO as Senior Executive Director.	She belongs to the 1986 batch IRAS Officers, has experience of more than 28 years in Railways and other Ministries of Central Government.
Qualification	Civil Engineering Graduate from Delhi College of Engineering (DCE) and a Masters in Management from IIT, Delhi	Master's Degree in Psychology. PG Diploma in IR& PM
List of outside Directorships (in Public Companies and Subsidiary of Public Companies)	Nil	a) Housing and Urban Development Corporation Ltd.(HUDCO) b) Hindustan Prefab Ltd.(HPL) c) Kolkata Metro Rail Corporation (KMRC)
Chairman(C)/Member(M) of the Audit & Stakeholder Relationship Committee across Public Companies	Nil	HUDCO: (i) Audit Committee (C) (ii) Stakeholder Relationship Committee (M) HPL: Audit Committee (M)
No. of shares held	Nil	Nil