

Ref. No.: NBCC/BS/BSNSE/2021-22

September 8, 2021

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| National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot no. C/1,G Block Bandra Kurla Complex Bandra (E), Mumbai-400051 NSE Symbol: NBCC/EQ | BSE Limited, Floor 25 , Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip Code: 534309 |
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Subject: Notice of the 61st Annual General Meeting of NBCC

Sir,

This is to inform that the **61st Annual General Meeting (AGM) of NBCC (India) Limited** would be held on **Thursday, September 30, 2021 at 2:00 pm (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.

A Copy of the 61st AGM's Notice is enclosed herewith.

The aforesaid information is also available on the website of the company i.e. <https://www.nbccindia.com/webEnglish/annualReport>

This is for information and record. Kindly acknowledge receipt.

Thanking you,

Yours Sincerely

For NBCC (India) Limited



Deepti Gambhir
Company Secretary
F-4984

Encl: as above

Notice

Notice is hereby given that the **61st Annual General Meeting of the members of NBCC (India) Limited** will be held on **Thursday, September 30, 2021 at 2:00 PM (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, 2021 and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend of ₹ 0.47/- (i.e. 47%) per fully paid up equity Share of ₹ 1/- each for the financial year ended March 31, 2021.
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 2021-22 to be appointed by the Comptroller and Auditors General of India.

SPECIAL BUSINESS

5. To ratify the remuneration of the Cost Auditor for the FY 2021-22 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 ₹ 1,00,000/- plus taxes to M/s Chandra Wadhwa & Co., Cost Accountants, (Firm registration no. 000239) appointed by the Board of Directors as Cost Auditor to conduct the cost audit of the Company for the financial year ending March 31, 2022."

By order of the Board of Directors

Sd/-

Deepti Gambhir

Company Secretary

F-4984

Place: New Delhi

Date : September 7, 2021

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 be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19", circular no. 20/2020 dated May 5, 2020 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic" and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the Covid -19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
3. As the physical attendance of members at the 61st 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. Accordingly, 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 2020-21 along with copy of the notice of 61st 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 if 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

- 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@nbcindia.com**, not later than **5:00 p.m., Thursday, September 23, 2021**. 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@nbcindia.com** by **Thursday, September 23, 2021**, 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.
6. The Board of Directors in its meeting held on June 29, 2021 recommended a final dividend of ₹ 0.47/- (i.e. 47 %) per fully paid-up equity share of face value ₹ 1/- each for the financial year ended March 31, 2021. 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. **Thursday, September 23, 2021** as follows:
- 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
 - 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 **Thursday, September 23, 2021** (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 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 appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.
- For resident shareholders, taxes shall be deducted at source under Section 194 and other applicable sections of the IT Act as per applicable rates.

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 2021-22 does not exceed ₹ 5,000/- or any other amount notified by the Government of India 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.
 - 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 2021-22 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) or any other rate notified by the Government of India.

The aforementioned documents are required to be submitted by shareholders at **dividend.tax@nbccindia.com only, on or before September 28, 2021**. We request you to visit www.nbccindia.com for more instructions and information in this regard.

No communication on tax determination/ deduction shall be entertained after September 28, 2021. Shareholders are requested to note that in case their PAN is not registered/updated by September 28, 2021 till 5.00 P.M. (IST) tax will be deducted at 20% or applicable rate, whichever is higher or in any other manner notified by the Government of India.

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 traveling and out of pocket expenses of the Statutory Auditors duly appointed by the Comptroller and Auditor General of India.

11. Members are requested to note:
- a) SEBI has made it mandatory for members to provide their contact details to the Registrar & Transfer Agent.

- c) 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;
- d) 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 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 61st Annual General Meeting are available on the company's website www.nbccindia.com and websites of BSE Limited, National Stock Exchange of India Limited, Central Depository Services (India) Limited, the agency appointed for providing remote e-voting facility and can be downloaded from there;

13. The Register of Directors, Key Managerial Personnel and their shareholdings, Register of contracts or arrangements in which Directors are interested and other documents referred in the accompanying notice and explanatory statement thereon are available electronically for inspection of all members, during the business hours of the Company.

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, filings, allotment 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: Kailash Madan/ Mr. Mukesh
Tel: +91-22-62638200
E-mail: tds@bigshareonline.com

15. The information regarding unclaimed dividends in respect of dividends declared up to the financial year 2019-20 and updated up to March 31, 2021 has been uploaded on the website of the Company www.nbccindia.com under 'Investor' section. Due dates for transfer of unclaimed/unpaid dividends for the financial year 2013-14 and thereafter to IEPF are as follows:

| Financial Year | Face value of Share (In ₹) | Dividend Declared | Declaration date | Due date for transfer to IEPF |
|----------------|----------------------------|-----------------------|--------------------|-------------------------------|
| 2013-14 | 10 | ₹ 5.00 @ 50% (Final) | September 20, 2014 | |
| 2014-15 | ₹ 5.50 @ 55% (Final) | ₹ 5.50 @ 55% (Final) | September 21, 2015 | |
| 2015-16 | ₹ 6.00 @ 100% (Final) | ₹ 6.00 @ 100% (Final) | September 20, 2016 | |
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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 2013-14 is due to be transferred to the Investor Education and Protection Fund of the Central Government on or after October 20, 2021, 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 2013-14 would be transferred on or after October 20, 2021.

Members are advised to visit the website of the company i.e. www.nbccindia.com 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.

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 61st Annual General Meeting by electronic means, to be held on Thursday, September 30, 2021 at 2:00PM 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. A

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 Monday, September 27, 2021 (9:00 a.m. IST)** and **end on Wednesday, September 29, 2021 (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., Thursday, September 23, 2021** 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 remote e-voting facility is available at the link www.evotingindia.com Please read the instructions printed below before exercising your vote.

Steps of Remote E-voting:

In order to increase the efficiency of the voting process and in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December, 2020, e-Voting facility is being provided to all the Demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants (DPs). Demat account holders would be able to cast their vote without having to register again with the e-Voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Further, Shareholders are advised to update their mobile number and e-mail-id with their DPs in order to access e-Voting facility.

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode with CDSL/NSDL:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ |

| | |
|---|--|
| | <p>NSDL/KARVY/LINKINTIME, 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, opt on to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</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 www.cdslindia.com home page click on https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, opt on to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. Once the home page of e-Voting system is launched, click on the icon "Login" 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

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. CDSL and NSDL

| Login type | Helpdesk details |
|--|--|
| 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 helpdesk.evotng@cdslindia.com or contact at 022- 23058738 and 22-23058542-43. |
| 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 evotng@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30. |

B. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotngindia.com.
- 2) Click on "Shareholders" module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotngindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form

PAN Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Shareholders 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.

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.

- 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 (3).

- iv. After entering these details appropriately, click on "SUBMIT" tab.
- v. Members holding shares in physical form will then directly reach the Company select on 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.
- vi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- vii. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- viii. 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.
- ix. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- x. 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.
- xi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xiii. 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.
- xiv. 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 update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. 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.

4. 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.
5. 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 and register themselves as Corporate's module.
- A scanned copy of the Registrar on Form bearing the stamp and sign of the entity should be emailed to helpdesk at 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, 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:

- i. 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).
- ii. 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 Thursday, September 23, 2021.
- iii. 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 Thursday, September 23, 2021 may follow the process as stated above.
- iv. 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.
- v. 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.

- vi. 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.
- vii. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company i.e. 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.
- viii. The resolutions listed in the Notice of the 61st 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 ratify the remuneration of the Cost Auditor for the FY 2021-22

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, 2022 at a remuneration of ₹ 1,00,000/- 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 2021-22.

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. 5 of the Notice for approval of the members.

By order of the Board of Directors

Sd/-

Deepthi Gambhir

Company Secretary

(FCS: 4984)

Place: New Delhi
Dated: September 7, 2021

Registered Office:
NBCC Bhawan, Lodhi Road, New Delhi-110003
CIN: L74899DL1960GOI003335
E-mail: co.sect@nbccindia.com Website: www.nbccindia.com
Contact: 011-24367314-18
Fax: 91-11-24366995

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT 61st ANNUAL GENERAL MEETING

| Name | Smt. Baldev Kaur Sokhey (DIN : 06955670) |
|---|--|
| Date of Birth | June 3, 1964 |
| Qualifications | B.Com, CMA |
| Date of first appointment at the Board | August 16, 2019 |
| Experience | 31 Years (Approx.) |
| Terms and Conditions of Appointment | As per the terms and conditions determined by the President of India from time to time |
| Remuneration sought to be paid and the | ₹ 58.56 lakh paid during FY 2020-21 |
| No. of shares held in NBCC | 5,004 equity shares |
| 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 FY2020-21 | 7 (seven) out of 7 (seven) held during her tenure |
| Expertise in Specific functional area | <p>Smt. Baldev Kaur Sokhey (57 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 Chairperson on the Board of NBCC Services Limited (NSL), and Director on the Board of 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> |
| Directorship held in other companies | <ol style="list-style-type: none"> 1. Real Estate Development & Construction Corporation of Rajasthan Limited 2. NBCC Services Limited |
| Memberships/Chairmanship of Committees of NBCC and other Companies* | 1 |

*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.

