NBCC SERVICES LIMITED

(A Government of India Enterprise)
Regd. Office: NBCC Centre, Ground Floor, Plot No.2,
Community Center, Okhla Phase -1, Delhi -110020
CIN- U74900DL2014GOI272532

NOTICE

SHORTER NOTICE is hereby given that the 02nd Extraordinary General Meeting ("EGM") of the Members of NBCC Services Limited ("NSL" or "the Company") will be held on Friday, October 16, 2026 at 12:00 Noon (IST) at 1st Floor, Conference Room, NBCC Bhawan, Lodhi Road, New Delhi-110003. In addition to physical attendance, the Company will provide the facility to participate through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the special business set out below. The EGM is convened at shorter notice and the meeting shall be held only upon receipt of the requisite consent of Members under the proviso to Section 101(1) of the Companies Act, 2013.

SPECIAL BUSINESS:

Item No. 1: TO APPROVE ALTERATION OF THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the consent of the Members of the Company be and is hereby accorded to alter Part III(A) - Main Objects of the Memorandum of Association of the Company by inserting the following **new clause as Clause III(A)(1)(f), with effect from the date on which the alteration is registered by the Registrar of Companies in accordance with the Companies Act, 2013:**

> ***"To act as Direct Selling Agent (DSA), Direct Marketing Agent (DMA), sourcing agent, referral agent or service provider for banks, financial institutions and Non-Banking Financial Companies for sourcing and identifying prospective borrowers/customers, marketing loan and credit products, facilitating and assisting in submission and processing of loan applications and related documents, customer liaison and other activities incidental thereto, and to receive commission, service charges or other remuneration therefor; provided that the Company shall not undertake banking, lending, deposit-taking, sanction of credit or any other activity requiring registration, licence or approval of the Reserve Bank of India or any other regulatory authority without first obtaining such registration, licence or approval."***

RESOLVED FURTHER THAT the chairman and any other person/professional appointed be and is hereby authorised to further modify, amend or alter the objects of the proposed company and to do all such acts, deeds, matters and things as may be statutory required or expedient in relation thereto."

By order of the Board of Directors
For NBCC Services Limited

Sd/-
Dr. Suman Kumar
Chairperson
DIN: 06945624

Place: New Delhi
Date : 13.10.2026

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NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS/HER BEHALF, AND A PROXY NEED NOT 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.

2. THE RELEVANT EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RELEVANT RULES SETTING OUT THE MATERIAL FACTS AND REASONS FOR THE PROPOSED RESOLUTION CONCERNING THE ITEMS OF SPECIAL BUSINESS TO BE TRANSACTED AT THE EGM IS ANNEXED HERETO AND FORMS PART OF THIS NOTICE.

3. ATTENDANCE SLIP, PROXY FORM AND THE ROUTE MAP OF THE VENUE OF THE MEETING ARE ANNEXED HERETO.

4. THE NOTICE OF THE 02nd EXTRAORDINARY GENERAL MEETING WILL ALSO BE AVAILABLE ON THE WEBSITE OF THE COMPANY AT WWW.NSLINDIA.IN.

5. IN THE EVENT A POLL IS DEMANDED OR ORDERED DURING THE EGM, MEMBERS PARTICIPATING THROUGH VC/OAVM MAY CAST THEIR VOTE, IN ACCORDANCE WITH THE APPLICABLE MCA CIRCULARS AND THE DIRECTIONS OF THE CHAIRPERSON, BY SENDING AN EMAIL FROM THEIR REGISTERED EMAIL ADDRESS TO NSL@NBCCINDIA.IN DURING THE MEETING.

6. MEMBERS PARTICIPATING IN THE EGM THROUGH VC/OAVM SHALL BE COUNTED FOR THE PURPOSE OF RECKONING THE QUORUM UNDER SECTION 103 OF THE COMPANIES ACT, 2013, IN ACCORDANCE WITH THE APPLICABLE MCA CIRCULARS.

7. THE MINISTRY OF CORPORATE AFFAIRS ("MCA"), VIDE GENERAL CIRCULAR NO. 14/2020 DATED APRIL 8, 2020, GENERAL CIRCULAR NO. 17/2020 DATED APRIL 13, 2020 AND GENERAL CIRCULAR NO. 20/2020 DATED MAY 5, 2020, AS EXTENDED/CLARIFIED FROM TIME TO TIME, INCLUDING GENERAL CIRCULAR NO. 03/2025 DATED SEPTEMBER 22, 2025 (COLLECTIVELY, THE "MCA CIRCULARS"), HAS PERMITTED COMPANIES TO CONDUCT GENERAL MEETINGS THROUGH VC/OAVM IN ACCORDANCE WITH THE CONDITIONS PRESCRIBED THEREIN.

8. ALL DOCUMENTS REFERRED TO IN THE ACCOMPANYING NOTICE, INCLUDING THE EXISTING MEMORANDUM OF ASSOCIATION AND THE DRAFT MEMORANDUM REFLECTING THE PROPOSED ALTERATION, TOGETHER WITH THE STATUTORY REGISTERS REQUIRED TO BE KEPT OPEN FOR INSPECTION, SHALL BE AVAILABLE FOR INSPECTION AT THE REGISTERED OFFICE OF THE COMPANY ON WORKING DAYS BETWEEN 11:00 A.M. AND 5:00 P.M. UP TO THE DATE OF THE EGM (EXCEPT SATURDAY AND SUNDAY). ELECTRONIC COPIES MAY ALSO BE MADE AVAILABLE TO MEMBERS ON REQUEST.

9. IN ADDITION TO ANY PHYSICAL COPY, AN ELECTRONIC COPY OF THE NOTICE AND ACCOMPANYING DOCUMENTS SHALL BE CIRCULATED, AS APPLICABLE, TO THE MEMBERS, DIRECTORS AND AUDITORS AND TO SUCH OTHER PERSONS AS ARE ENTITLED TO RECEIVE THE NOTICE UNDER THE COMPANIES ACT, 2013.

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE 02nd EGM THROUGH VC / OAVM ARE AS UNDER:

1. In addition to holding of physical meeting, the company is also providing the facility to the Members to attend the EGM through VC/OAVM at the link given below:
   https://teams.microsoft.com/meet/47589886522515O?p=dVwu3xAlTz2R1uN4qL

2. The above Link of the meeting will be also be sent to the Members at their registered email id separately and on registered mobile number at least 48 hours before the scheduled date of EGM.

3. The facility for joining the meeting will be kept open for 30 minutes before the scheduled time to start the meeting and will be closed on expiry of 15 minutes after such scheduled time.

4. Members who wish to express their views or ask questions during the EGM may register themselves as speakers by sending a request from their registered email address, mentioning their name, at **nsl@nbccindia.in** from October 14**, 2026 (11:30 a.m. IST) to** October 15**, 2026 (5:00 p.m. IST).** The Company reserves the right to regulate the number and sequence of speakers having regard to the availability of time.

5. Members who need assistance before or during the 02nd Extraordinary General Meeting may contact **Shri Krishan Pal Chauhan at itd@nbccindia.in** or at +91 73032 33277.

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

NBCC Services Limited ("NSL"), a wholly owned subsidiary of NBCC (India) Limited, is presently engaged in post-construction maintenance, renovation, furnishing and comprehensive event management services. With a view to diversifying the business activities of the Company, strengthening its revenue base and enhancing profitability, it is proposed to establish a dedicated **Direct Selling Agent ("DSA")/Direct Marketing Agent ("DMA") business vertical.** The initial business case is based on prospective customers/allottees in identified projects of NBCC (India) Limited and such other projects/entities as may be considered appropriate, subject to approvals and arrangements; however, the proposed Objects Clause is framed to enable NSL, subject to applicable approvals and lender empanelment, to provide DSA/DMA and allied sourcing/referral services to banks, financial institutions and NBFCs generally.

The Board considered the proposal in detail at its meeting held on September 14, 2026 and approved the proposal for establishment of the DSA business vertical and the consequential proposal for alteration of the Memorandum of Association, subject to approval of the Members in accordance with Section 13 of the Companies Act, 2013. Under the proposed arrangement, NSL would act only as a **DSA/service provider** for sourcing and facilitating prospective borrowers for housing/home loans and such other loan products as may be specifically approved by the competent authority and permitted by the concerned lending institution.

The activities of NSL under the proposed DSA vertical would be restricted to lead generation, sourcing of prospective customers, assistance in completion of loan applications, collection and transmission of documents and follow-up with the concerned Banks/NBFCs/financial institutions. Credit appraisal, KYC determination, sanction/rejection of loans, determination of lending terms and disbursement would remain solely with the concerned lending institution. NSL would not undertake lending on its own account or receive/handle loan disbursements, EMIs or other borrower funds.

An indicative internal business case for the proposed DSA vertical, presently based on six identified projects of NBCC (India) Limited, estimates revenue of approximately **₹101.30 crore**, expenditure of approximately **₹5.07 crore** and an estimated contribution of approximately **₹96.25 crore** over a period of three years. These figures are estimates only and are subject, inter alia, to actual business volumes, customer conversion, lender empanelment, commission/payout terms and other underlying assumptions, and should not be construed as assured revenue or profitability.

An independent professional opinion has been obtained from CA Kamal Garg in relation to the proposed DSA business vertical and the consequential amendment of the Memorandum of Association. Based on the documents made available and the provisions of the Companies Act, 2013, the existing nominee-shareholding arrangement does not, by itself, necessitate prior approval of the Board of NBCC for the proposed diversification of NSL or for the consequential alteration of NSL's Objects Clause, nor can such nominee arrangement be construed as transferring the statutory corporate powers of NSL to the Board of NBCC.

The proposed alteration of the Objects Clause of the Memorandum of Association requires approval of the Members by way of Special Resolution under Section 13 of the Companies Act, 2013, followed by the requisite statutory filing(s). In terms of Section 13, the alteration shall not take effect until it is registered by the Registrar of Companies; accordingly, the proposed activity should commence only after such registration and after completion of other applicable approvals/empanelment requirements.

Accordingly, the following additional Main Object is proposed to be inserted in the MOA of NSL:

New Clause inserted at No.Part III(A)(1)(f) -Main Objects as :

"To act as Direct Selling Agent (DSA), Direct Marketing Agent (DMA), sourcing agent, referral agent or service provider for banks, financial institutions and Non-Banking Financial Companies for sourcing and identifying prospective borrowers/customers, marketing loan and credit products, facilitating and assisting in submission and processing of loan applications and related documents, customer liaison and other activities incidental thereto, and to receive commission, service charges or other remuneration therefor; provided that the Company shall not undertake banking, lending, deposit-taking, sanction of credit or any other activity requiring registration, licence or approval of the Reserve Bank of India or any other regulatory authority without first obtaining such registration, licence or approval."

The Board of Directors recommends the Special Resolution set out at Item No. 1 for consideration and approval of the Members.

None of the Directors, Manager, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Special Resolution, except to the extent of any interest arising in their capacity as members, if applicable.

By order of the Board of Directors
For NBCC Services Limited

Sd/-
Dr. Suman Kumar
Chairperson
DIN: 06945624

Place: New Delhi
Date: 13.10.2026

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Email id: nsl@nbccindia.com | website: www.nslindia.in
contact: 011-45661608,45721410

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting

DP id*		**Folio No.**	
Client Id*		**No. of shares**	

Name and address of the shareholders

.....

.....

I hereby record my presence at the 02nd EXTRAORDINARY GENERAL MEETING of the Company held on **Friday, October 16, 2026 at 12:00 Noon (IST) at 1st Floor, Conference Room, NBCC Bhawan, Lodhi Road, New Delhi-110003**.

Signature of Member/Proxy

*Applicable for investors holding shares in electronic form

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MGT-11

PROXY FORM

Name of the member (s):		e-mail Id:	
Folio No/ DP Id*, Client Id*:			
Registered Address:			

I/We, being the member(s), holding……..shares of NBCC SERVICES LIMITED, hereby appoint:

1 …… Resident of…….....having e-mail id ……..or failing him

2 …… Resident of…….....having e-mail id ……..or failing him

3 …… Resident of…….....having e-mail id ……..

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 02nd Extraordinary General Meeting of the Company to be held on Friday, October 16, 2026 at 12:00 Noon (IST) at 1st Floor, Conference Room, NBCC Bhawan, Lodhi Road, New Delhi-110003 and at any adjournment thereof in respect of such resolution as is indicated below:

	Special Business Resolution	**For**	**Against**
1.	TO APPROVE ALTERATION OF THE OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION		

Signed this ……..day of ……..2026

Signature of Shareholder……

Signature of Proxy holder(s).....

Notes:

1 This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2 For the Resolutions, please refer to the Notice of the 02nd Notice Extraordinary General Meeting.

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3 This is only optional. Please put '(√)' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

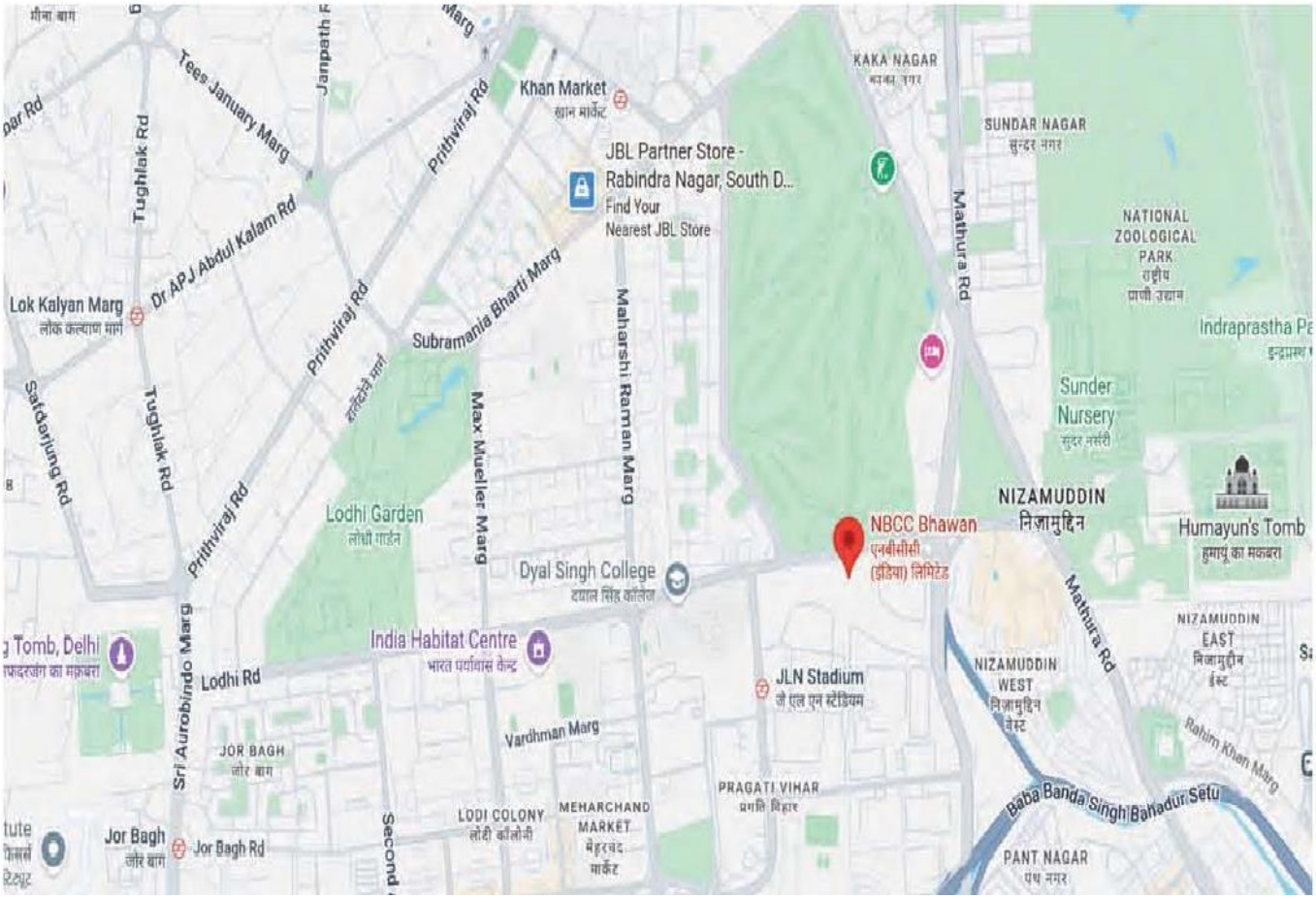
4 Please complete all details including details of member(s) in above box before submission.

*Applicable for investors holding shares in electronic form.

NSL's 02nd Extraordinary General Meeting ("EGM")

Date: Friday, October 16, 2026

Time: 12:00 Noon (IST)

Venue: 1st Floor, Conference Room,

NBCC Bhawan, Lodhi Road, New Delhi-110003