

Ref. No.: NCCL/ 2017

Date : 31-07-2017

**The Secretary**  
**National Stock Exchange of India Ltd**  
5<sup>th</sup> Floor, Exchange Plaza  
Bandra – Kurla Complex  
Bandra (E)  
**MUMBAI - 500 051.**  
Fax No: 022 – 2659 8237 / 38

**The Secretary**  
**Bombay Stock Exchange Ltd,**  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort  
**M U M B A I – 400 001.**  
Fax : 022-22722037/39

**Dear Sir(s),**

**Scrip Code : NSE: NCC & BSE : 500294**

**Sub: Submission of AGM Notice**

In pursuance of Regulation 30 & 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding the Notice of the 27<sup>th</sup> Annual General Meeting being held on Thursday, the 24<sup>th</sup> August, 2017 at 3.30 P.M at KLN Prasad Auditorium, Federation House, Federation of Andhra Pradesh Chambers of Commerce, Red Hills, Hyderabad. We request you to take the same on record and acknowledge.

Thanking you,

Yours faithfully  
**For NCC LIMITED**

*31-07-2017*  
**M V SRINIVASA MURTHY**  
**COMPANY SECRETARY & EVP (Legal)**

Encl : As above

# NCC LIMITED

(CIN: L72200TG1990PLC011146)

Regd. Office : NCC House, Madhapur, Hyderabad - 500 081.

Website : www.ncclimited.com E-mail : ho.secr@nccltd.in

# NCC

## NOTICE

**Notice** is hereby given that the Twenty Seventh Annual General Meeting of the members of **NCC LIMITED** will be held on Thursday the 24th August, 2017, at 3.30 P.M. at KLN Prasad Auditorium, Federation House, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, 11-6-841, Red Hills Hyderabad-500004, Telangana to transact the following business:

### **A ORDINARY BUSINESS:**

#### **1. Adoption of Financial Statements:**

To receive, consider and adopt:

- (a) the audited financial statements of the company for the financial year ended 31, March 2017 together with the reports of the Board of Directors and the Auditors thereon
- (b) the audited consolidated financial statements of the company for the financial year ended 31 March 2017, together with the report of the Auditors thereon.

#### **2. Declaration of Dividend:**

To declare dividend on the Equity Shares for the financial year 2016-2017.

#### **3. Re-appointment of Sri J V Ranga Raju, (DIN 00020547) as Director**

To appoint a Director in place of Sri J V Ranga Raju, (DIN 00020547) who retires by rotation and being eligible, offers himself for reappointment as a Director liable to retire by rotation.

#### **4. Re-appointment of Sri N R Alluri, (DIN 00026723) as Director**

To appoint a Director in place of Sri N R Alluri, (DIN 00026723) who retires by rotation and being eligible, offers himself for reappointment as a Director liable to retire by rotation.

#### **5. Appointment of Statutory Auditors**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed there under including any statutory modifications(s) or re-enactment(s) thereof for the time being in force, M/s S R Batliboi & Associates LLP, Chartered Accountants (Firm Registration No 101049W / E300004), be and are hereby appointed as the Statutory Auditors of the Company for a term of 5 (Five) consecutive years commencing from the conclusion of the 27th Annual General Meeting upto the conclusion of the 32nd Annual General Meeting of the Company (subject to ratification of their appointment at every AGM to the extent required under the Act) at such remuneration, plus reimbursement of out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors".

**RESOLVED FURTHER THAT** the Board of Directors and / or the Audit Committee be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

### **B SPECIAL BUSINESS:**

#### **6. Reappointment of Sri A A V Ranga Raju as the Managing Director:**

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

**"RESOLVED THAT** in pursuance of the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act and subject to such other approvals, consents as may be required, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Sri A A V Ranga Raju (DIN 00019161) as the Managing Director of the Company for a further period of 5 (five) years with effect from April 01, 2017, on the terms & conditions of remuneration as set out in the Explanatory Statement annexed to the Notice convening the meeting with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) to alter and vary the terms & conditions of the said appointment and / or the remuneration, subject to the same not exceeding the limits specified in Schedule V to the said Act including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto".

**"RESOLVED FURTHER THAT** in pursuance of the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under Sri A A V Ranga Raju Managing Director, may be paid the above mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Managing Director, in accordance with the provisions of Schedule V to the Companies Act, 2013".

**RESOLVED FURTHER THAT** the Board of Directors / the Nomination & Remuneration Committee / Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

#### **7. Reappointment of Sri A G K Raju as Executive Director:**

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

**"RESOLVED THAT** in pursuance of the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act and subject to such other approvals, consents as may be required, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Sri A G K Raju (DIN 00019100), as Executive Director of the Company for a further period of 5 (five) years with effect from April 01, 2017, on the terms & conditions of remuneration as set out in the Explanatory Statement annexed to the Notice convening

the meeting with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) to alter and vary the terms & conditions of the said appointment and / or the remuneration, subject to the same not exceeding the limits specified in Schedule V to the said Act, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto".

**"RESOLVED FURTHER THAT** in pursuance of the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under Sri A G K Raju Executive Director, may be paid the above mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Executive Director, in accordance with the provisions of Schedule V to the Companies Act, 2013".

**RESOLVED FURTHER THAT** the Board of Directors / the Nomination & Remuneration Committee / Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

**8. Reappointment of Sri J V Ranga Raju as a Whole Time Director:**

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

**"RESOLVED THAT** in pursuance of the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act and subject to such other approvals, consents as may be required, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Sri J V Ranga Raju (DIN 00020547), as a Whole time Director of the Company for a further period of 5 (five) years with effect from April 01, 2017, on the terms & conditions of remuneration as set out in the Explanatory Statement annexed to the Notice convening the meeting with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) to alter and vary the terms & conditions of the said appointment and / or the remuneration, subject to the same not exceeding the limits specified in Schedule V to the said Act, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto".

**"RESOLVED FURTHER THAT** in pursuance of the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under Sri J V Ranga Raju Whole-time Director, may be paid the above mentioned remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Whole-time Director, in accordance with the provisions of Schedule V to the Companies Act, 2013".

**RESOLVED FURTHER THAT** the Board of Directors / the Nomination & Remuneration Committee / Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

**9. To ratify the remuneration payable to the Cost Auditors**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s.Vajralingam & Co, Cost Accountants (Firm Registration No. 101059) appointed by the Board of Directors of the Company, to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2017, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

**BY ORDER OF THE BOARD  
For NCC Limited**

**M V SRINIVASA MURTHY  
COMPANY SECRETARY & EVP (Legal)**

**Place: Hyderabad  
Date : May 23, 2017**

**Registered Office**  
NCC House,  
Madhapur, Hyderabad - 500 081, Telangana  
E.Mail: ho.secr@ncccltd.in

**NOTES:**

- 1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under item No(s).6 to 9 set out above is annexed hereto.**
- All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m upto the date of the 27th Annual General Meeting.
- A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, should reach the registered office of the Company at least 48 hours before the time of the meeting.**  
**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.**
- Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the "Annexure to Notice" pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

- Keeping in view the requirements set out in the Companies Act 2013 read with the Rules framed there under, the Audit Committee and Board of Directors of the Company have recommended appointment of M/s S R Batliboi & Associates LLP, Chartered Accountants (Firm Registration No 101049W / E300004) as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 32nd Annual

General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company. The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for the approval of the members.

6. Corporate members intending to send their authorized representative (s) to attend the Meeting, are requested to send to the Registered Office of the Company, a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting
7. Members are requested to notify immediately any change of address or bank mandates to their Depository Participants (DPs) in respect of their holdings in electronic form and to the Registrars of the Company i.e. Karvy Computershare Private Ltd in respect of their physical share folios, if any.
8. Members who have not registered / updated their e-mail addresses with Karvy, if shares are held in physical mode or with their DPs, if shares are held in electronic mode, are requested to do so for receiving all future communications from the Company including Annual Reports, Notices, Circulars, etc., electronically.
9. Shareholders are requested to bring their copies of the Annual Report to the Annual General Meeting and are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue of the Annual General Meeting.
10. **A member desirous of seeking any information on the accounts or operations of the Company is requested to forward his / her query in writing to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.**
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM. The Register of Contracts or Agreements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
12. In order to service the shareholders effectively and for administrative convenience, members are requested to notify multiple folios standing in their name for consolidation, if any, to the Secretarial Department at the Registered Office of the Company immediately.
13. Members who wish to make nomination for the shares held in the Company may kindly send the details in the form as prescribed under the Companies Act, 2013 and the Rules framed there under to the Registrars of the Company
14. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, the 9th August, 2017 to Friday, the 11th August, 2017(both days inclusive). The equity dividend of ₹ 0.40 per share (20%) for the year ended March 31, 2017 as recommended by the Board, if approved at the ensuing Annual General Meeting, will be payable to those members whose names appear on the Company's Register of Members on 11th August, 2017. In respect of shares held in electronic form the dividend will be payable on the basis of beneficial ownership as at the close of business hours on 9th August, 2017 as per the details furnished by the Depositories, viz. National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) for the purpose as on that date
15. **Pursuant to the provisions of Section 125 of the Companies Act, 2013 as amended, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, dividend which remains unpaid or unclaimed for a period of 7 (seven) years will be transferred to the Investor Education and Protection Fund. Shareholders / Investors who have not encashed the dividend warrant(s) so**

**far are requested to make their claim by specifying their Folio No./ DP ID and Client ID to the Secretarial Department of the Company at NCC House, Madhapur, Hyderabad – 500 081. As per the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016 the Company has placed on its website ([www.ncclimited.com](http://www.ncclimited.com)) the information on dividend which remains unclaimed with the Company as on 24th August, 2016, i.e. date of the previous AGM. The information is also available on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)).**

16. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or M/s. Karvy Computershare Private Ltd for assistance in this regard.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic format, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form may submit their PAN details to the Company/R&T Agent.
18. In compliance with the provisions of section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015, shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited, in respect of all resolutions set forth in this Notice. The Company is also providing the facility for voting by way of physical ballot at the Annual General Meeting.

Mr.A Ravishankar, Practising Company Secretary (Membership No.FCS 5335) (PCS No.4318) has been appointed as the Scrutinizer to scrutinize the e-voting process as well as the Ballot process at the Annual General Meeting in a fair and transparent manner.

**The procedure and instructions for e-voting are as follows:**

- i) Open your web browser during the voting period and navigate to '<https://evoting.karvy.com>'
- ii) Enter the login credentials (i.e., user-id & password) mentioned in the e-mail / covering letter. Your folio/DP Client ID will be your User-ID.

User – ID	For shareholders holding shares in Demat Form:-
	a) For NSDL:- 8 Character DP ID
	followed by 8 Digits Client ID
	b) For CDSL:- 16 digits beneficiary
	c) ID For shareholders holding shares in Physical Form:-
	• Event no. followed by Folio Number registered with the Company
Password	Your Unique password is sent through e.mail / printed on the covering letter
Captcha	Enter the Verification code i.e., please enter the letters and numbers in the exact way as they are displayed for security reasons.

- iii) Please contact Karvy's toll free No. 1800 3454 001 for any support or clarification in relation to the e-voting.

- iv) **Shareholders can cast their vote online from 20th August, 2017 (9.00 AM) to 23rd August, 2017 (5.00 PM).** During this period, shareholders of the company holding shares either in dematerialized or physical form as on the cut-off date viz., 18th August, 2017, may cast their vote electronically.
- v) After entering these details appropriately, click on "LOGIN".
- vi) In case of first login, shareholders holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- vii) You need to login again with the new credentials
- viii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- ix) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and cast your vote earlier for any company, then your existing login id and password are to be used.
- x) On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast, select 'ABSTAIN'
- xi) 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.
- xii) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

- xiii) Corporate/Institutional Members (corporate / Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to ravi@rsfcs.com with copy to evoting@karvy.com. The file/scanned image of the Board Resolution should be in the naming format "Corporate Name\_Event no."

**The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote through e-voting, may vote at the AGM through ballot for all the business specified in the accompanying Notice. The Members who have exercised their right to vote by e-voting may attend the AGM but shall not vote at the AGM. If a member casts vote by both modes, then voting done through e-voting shall prevail and the Ballot form shall be treated as invalid.**

- xiv) The Voting Results on above resolutions shall be submitted to the BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
- xv) The Results of voting will be declared and the same along with Scrutinizer's Report(s) will be placed on the website of the Company (www.ncclimited.com) and on Service Provider's website (https://evoting.karvy.com) immediately after the result is declared by the Chairman or any Director authorised by the Chairman.

## ANNEXURE TO NOTICE:

### Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013.

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the items of Special Business specified in item no(s) 6 to 9 of the Notice of the Meeting.

#### Item No.6 to 8

The Board of Directors of the Company ("the Board") at its meeting held on February 09, 2017 on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members, accorded their approval for re-appointment of and payment of following remuneration to Sri A A V Ranga Raju, Managing Director (DIN 00019161), Sri A G K Raju Executive Director (DIN 000191000) and Sri J V Ranga Raju, Whole time Director (DIN 00020547) for a further period of 5 (five) years with effect from April 01, 2017.

The broad particulars of remuneration proposed to be paid to the Managing Director, Executive Director and the Whole time Director during their respective terms of Office are as under:

Name and Designation	Salary (₹ Per month)	Perquisites and allowances	Exgratia	Commission
Sri A A V Ranga Raju Managing Director	(*) ₹ 8.00 Lakhs per month in the scale of ₹ 8.00 Lakhs to ₹ 15.00 Lakhs	75% of the monthly salary	As per the rules of the Company	@ 1% (One percent) of the net profits earned by the company and computed in accordance with Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V & the Rules framed thereunder
Sri A G K Raju Executive Director	(*) ₹ 4.00 Lakhs per month in the scale of ₹ 4.00 Lakhs to ₹ 10.00 Lakhs	75% of the monthly salary	As per the rules of the Company	@ 0.5% (One half percent) of the net profits earned by the company and computed in accordance with Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V & the Rules framed thereunder
Sri J V Ranga Raju Wholetime Director	(*) ₹ 7.00 Lakhs per month in the scale of ₹ 4.00 Lakhs to ₹ 10.00 Lakhs	75% of the monthly salary	As per the rules of the Company	-

- (\*) The annual increments to the Managing Director, Executive Director and the Wholetime Directors which will be effective 1st April each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC") and the Audit Committee and will be performance-based and take into account the Company's performance as well, within the said maximum amount.

The perquisites and allowances payable to the aforesaid Managing Director, Executive Director and Whole time Director shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, medical allowance/reimbursement; leave travel concession for self and family including dependents; club fees, accident / medical insurance, encashment of leave and such other perquisites and / or allowances, upto the amounts specified above and in addition they shall be eligible for reimbursement of actual expenses incurred towards utilization of gas, electricity, water, furnishing and repairs subject however to the condition that the overall remuneration paid is within the overall ceiling of remuneration stipulated in Section 197 read with Schedule V of the Companies Act, 2013.

Provision of car with chauffer for the purpose of Company's business and telephone as per the rules of the Company and the same would not be considered as perquisites.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or any rules there under (including any statutory modification(s) or re-enactment thereof, for the time being in force). However, the Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act 1961, and gratuity payable and encashment of leave, as per the rules of the Company, shall

not be included in the computation of limits for the remuneration which includes salary, perquisites and allowances.

The terms and conditions set out for re-appointment and payment of remuneration specified herein may be altered and varied from time to time by the Board of Directors ("the Board" which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board of the Company), as it may, at its discretion deem fit. The Board is also entitled to revise the salary, perquisites and allowances payable to the said Managing Director, Executive Director and Whole-time Director of the Company at any time, such that the overall yearly remuneration payable to the said Whole-time Directors shall not exceed the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being force) or any amendment made thereto.

The Promoter / Working Directors viz., Sri. A A V Ranga Raju, Sri. A G K Raju, Sri. A S N Raju, Sri. A V N Raju, Sri J V Ranga Raju and Sri. N R Alluri and their Relatives may be deemed to be concerned or interested in the proposed Resolution set out at Item Nos. 6 to 8 of the Notice convening the meeting.

Sri A. A. V. Ranga Raju, Sri A. G. K. Raju, Sri A S N Raju, Sri A V N Raju, Sri N. R. Alluri are related to each other as brothers.

Other than the aforesaid Promoter / Working Directors and their Relatives none of the other Directors, Key Managerial Personnel of the Company and their Relatives are interested or concerned whether financially or otherwise in the Resolution set out at Item Nos. 6 to 8 of the Notice convening the meeting.

The Board of Directors recommends the resolutions set out at item Nos. 6 to 8 of the Notice for the consideration and approval of the Members of the Company.

#### Details of Directors retiring by rotation / seeking appointment / re-appointment at the 27th Annual General Meeting

Particulars	Details	Details	Details	Details
Name of the Director	Sri A A V Ranga Raju	Sri A G K Raju	Sri J V Ranga Raju	Sri N. R. Alluri
Age	62 years	58 years	58 years	50 years
Qualifications	Under graduate	Masters Degree in Administration Business	Masters Degree in Commerce	Bachelors Degree in Engineering
Experience	43 Years	35 Years	35 Years	25 years
Date of first appointment on the Board	22/03/1990	22/03/1990	23/03/1990	25/02/1995
Terms & conditions of re-appointment along with Remuneration sought to be paid	Refer Explanatory Statement	Refer Explanatory Statement	Refer Explanatory Statement	Not Applicable
Remuneration last drawn	Same as proposed	Same as proposed	Same as proposed	Not Applicable
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Refer Explanatory Statement	Refer Explanatory Statement	Refer Explanatory Statement	Refer Explanatory Statement
Brief Resume and expertise in specific functional area	Sri A A V Ranga Raju is one of the Chief Promoters of NCC Limited and has been associated with the Company since inception as the Managing Director of the Company. Sri A A V Ranga Raju has over 43 years of rich experience in the construction and infrastructure development and allied areas. He has been playing a pivotal role in the progress achieved by the Company.	Sri A G K Raju is one of the Chief Promoters of NCC Limited and has been associated with the Company since inception as Executive Director. Sri A G K Raju has over 35 years rich experience in the construction industry and allied fields.	Sri J V Ranga Raju is one of the Promoter Directors and is one of the Whole-time Directors of the Company. He has been associated with the Company from the initial stages. He has over 35 years rich experience in the construction and allied fields.	Sri N R Alluri is one of the Promoter Directors and has rich experience of 25 years in the construction industry, Real Estate and allied areas.

Particulars	Details	Details	Details	Details
Number of meetings of the Board attended during the year	Please see Corporate Governance Report	Please see Corporate Governance Report	Please see Corporate Governance Report	Please see Corporate Governance Report
Names of other companies in which directorship(s) is held	NCC Infrastructure Holdings Ltd, NCC Urban Infrastructure Ltd, NCC Infra Ltd, Vaidehi Avenues Ltd	NCC Finance Ltd, NCC Infrastructure Holdings Ltd, Vaidehi Avenues Ltd and NCC Urban Infrastructure Ltd	NIL	NCC Urban Infrastructure Ltd, NCC Vizag Urban Infrastructure Ltd, NAFTOGAZ Engineering Pvt Ltd, Tellapur Technocity Pvt Ltd, NCC Oil & Gas Ltd, Nextgreen Infrastructure Private Ltd, Prakrithi Realty Private Ltd, Natural Buildtech Private Ltd, Prakrithi Promoters Private Ltd, Jubilee Hills Landmark Projects Private Ltd, Sri Harsha warehousing Private Ltd, NCC Deserve Urban Construction Private Ltd, CMA Ware Housing Private Ltd, Patnitop Ropeway & Resorts Ltd.
Names of other companies in which holds the membership of Committees of the Board	NIL	NCC Finance Ltd, NCC Infrastructure Holdings Ltd, NCC Urban Infrastructure Ltd	NIL	NCC Urban Infrastructure Ltd, NCC Vizag Urban Infrastructure Ltd.
No. of Equity Shares of Rs.2/- each held in the Company as on 31st March, 2017	13,563,196 Equity Shares	9,759,080 Equity Shares	3,015,916 equity shares	8,858,806 equity shares

#### Item No.9

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Vajralingam & Co., Cost Accountants as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2016-17 at a fee of ₹1,70,000 (Rupees One Lakh Seventy Thousand only) plus re-imbursement of out of pocket expenses on actual basis and applicable taxes as remuneration for the FY 2016-17. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Shareholders of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No.9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended

March 31, 2017, The Board of Directors recommends the above resolution for your approval.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or of the Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

The Board commends the resolution for the approval of the members of the Company.

**BY ORDER OF THE BOARD  
For NCC Limited**

**M V SRINIVASA MURTHY  
COMPANY SECRETARY & EVP (Legal)**

**Place: Hyderabad  
Date : May 23,2017**

#### ROUTE MAP OF AGM HALL

**Venue : KLN Prasad Auditorium, Federation House,**

**The Federation of Telangana and Andhra Pradesh Chambers of Commerce & Industry, 11-6-841, Redhills Hyderabad-500004, Telangana**

