

Ref. No.: NCCL/ 2016

Date : 10-08-2016

The Secretary

National Stock Exchange of India Ltd

5th Floor, Exchange Plaza

Bandra – Kurla Complex

Bandra (E)

MUMBAI - 500 051.

Fax No: 022 – 2659 8237 / 38

The Secretary

Bombay Stock Exchange Ltd,

1st 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: Corrigendum to Notice to the Shareholders for the 26th Annual General Meeting being held on 24th August,2016

We are forwarding herewith the Corrigendum to Notice to the Shareholders of NCC Limited for the 26th Annual General Meeting being held on 24th August,2016 and which has been published in today's News Papers. We also enclosing herewith the corrected copy of the Notice of the AGM. We have also hosted the Corrigendum and also the corrected Notice of the AGM in our website for ready reference of the shareholders.

We would request you to please take note of the same and acknowledge.

Thanking you,

Yours faithfully

For NCC LIMITED


M V SRINIVASA MURTHY
COMPANY SECRETARY & EVP (Legal)

Encl : As above

NCC LIMITED

(CIN: L72200AP1990PLC11146)

Regd. Office: NCC HOUSE, MADHAPUR,

HYDERABAD - 500081

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

NCC

**CORRIGENDUM TO THE NOTICE DATED 24th MAY, 2016
CONVENING THE 26th ANNUAL GENERAL MEETING
OF THE MEMBERS OF NCC LIMITED**

To The Shareholders of NCC Limited

Dear Sir/Madam,

This is with reference to the Notice dated 24th May, 2016 convening the 26th Annual General Meeting of the members of NCC Limited to be held on 24th August, 2016. In the said notice the date viz., 23rd August, 2021 appearing in the concluding portion of the Ordinary Resolution set out at Item No.6 needs to be read as 9th November, 2020 and the date viz., 23rd August, 2021 appearing in the concluding portion of the Ordinary Resolution set out at Item No.7 needs to be read as 23rd May, 2021.


Save for the above mentioned corrections, all the other information contained in the Notice dated 24th May, 2016 convening the 26th Annual General Meeting remains valid and unchanged. We regret for any inconvenience caused.

By the order of the Board
For NCC Limited

Place: Hyderabad

Date: 08th August, 2016

M V Srinivasa Murthy
Company Secretary & E.V.P (Legal)


10-08-2016

సవతిలంగాణ

**హైదరాబాద్
బుధవారం 10 ఆగస్టు 2016**

NCC LIMITED

(CIN: L72200AP1990PLC11146)

రిజిస్టర్డ్ ఆఫీస్: ఎన్సెసిస్ హౌస్, మద్రాసు,

హైదరాబాద్ - 500 081

Website: www.ncclimited.com E-mail: ho.secn@nccld.in

NCC

ఎన్సెసిస్ లిమిటెడ్ యొక్క సభ్యుల 26వ వార్షిక

సర్వసభ్య సమావేశపు 24 మే, 2016 తేదినాటి

సమాచారపు నోటీసుకు సవరణ

ఎన్సెసిస్ లిమిటెడ్ యొక్క వాలదారులకు

దీయక నిక/మిడిమ్,

24 ఆగస్టు, 2016న నిర్వహించబడు ఎన్సెసిస్ లిమిటెడ్ యొక్క సభ్యుల 26వ వార్షిక సర్వసభ్య సమావేశపు 24 మే, 2016 తేదినాటి సమాచార నోటీసును హరిస్త్వా సదరు నోటీసులో తేది అనగా, బటం నం. 6లో ఇచ్చినట్లుగా సాధారణ తీర్మానం యొక్క ముగింపు భాగంలో కనిపించే 23 ఆగస్టు, 2021ను 9 నవంబర్, 2020గా చదవగలరు మరియు తేది అనగా, బటం నం. 7లో ఇచ్చినట్లుగా సాధారణ తీర్మానం యొక్క ముగింపు భాగంలో కనిపించే 23 ఆగస్టు, 2021ను 23 మే, 2021గా చదవగలరు.

పైన పేర్కొన్న దిద్దుబాట్లను మినహాయించి, 26వ వార్షిక సర్వసభ్య సమావేశపు 24 మే, 2016 తేదినాటి నోటీసులో కలిగియున్న అన్ని ఇతర సమాచారం చెల్లుబాటున మరియు ఏలాంటి మార్పులేదు. మా చలన కలిగిన ఆశీర్వాదానికి చింతిస్తున్నాము.

శ్రీస్తు ఉత్తము మేక

For NCC Limited

ప్రత్యేకం: హైదరాబాద్

తేది: 08 ఆగస్టు, 2016

ఎం.పి. శ్రీనివాస మూర్తి

కంపెనీ సెక్రటరీ & E.V.P (డిగ్రీ)

Signature
10-08-2016

NCC LIMITED

(CIN: L72200AP1990PLC011146)

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 Sixth Annual General Meeting of the members of **NCC LIMITED** will be held on Wednesday, the 24th August, 2016, 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 2016 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 2016, together with the report of the Auditors thereon.

2. Declaration of Dividend:

To declare dividend on the Equity Shares for the financial year 2015- 2016.

3. Re-appointment of Sri Utpal Sheth as a Director liable to retire by rotation:

To appoint a Director in place of Sri Utpal Sheth, (DIN 00081012) who retires by rotation and being eligible, offers himself for reappointment as a Director liable to retire by rotation.

4. Re-appointment of Sri A V N Raju as a Director liable to retire by rotation:

To appoint a Director in place of Sri AVN Raju, (DIN 00018965) who retires by rotation and being eligible, offers himself for reappointment as a Director liable to retire by rotation.

5. Ratification of the appointment of the Joint 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 read with the Rules framed there under, the appointment of M/s. M Bhaskara Rao & Co., Chartered Accountants (Registration No. 000459S) and M/s. Deloitte Haskins and Sells, Chartered Accountants, (Registration No.008072S) as the Joint Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion

of this Annual General Meeting until the conclusion of the 27th Annual General Meeting of the Company at such remuneration, plus Service Tax, reimbursement of out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Joint Statutory Auditors".

B SPECIAL BUSINESS:

6. Appointment of Sri S Ravi, as an Independent Director:

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 149, 152 & 160 read with Schedule IV and other applicable provisions if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri S Ravi, (DIN - 00180746) who was appointed as an Additional Director(Independent) by the Board of Directors with effect from 10th November, 2015 and who holds office up to the date of the Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years i.e. upto 9th November, 2020 and shall not be liable to retire by rotation.

7. Appointment of Dr A S Durga Prasad as an Independent Director:

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 149, 152 & 160 read with Schedule IV and other applicable provisions if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. A.S. Durga Prasad, (DIN - 00911306) who was appointed as an Additional Director (Independent) by the Board of Directors with effect from 24th May, 2016 and who holds office up to the date of the Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years i.e. upto 23rd May, 2021 and shall not be liable to retire by rotation.

8. Reappointment of Sri AVN Raju as a Wholetime 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 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 AVN Raju, (DIN - 00018965) as a Whole-time Director of the Company for a period of 5 (five) years with effect from May 30, 2016, 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 Companies Act, 2013, 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 V N 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 be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to the above stated resolutions”.

9. Approval of 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) thereto 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 ended 31st March, 2016, 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 :24.05.2016**

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.**
2. 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 26th Annual General Meeting.
3. **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.**
4. **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**
5. 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.
6. 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.
7. **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.**

8. 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.
9. 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.
10. 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
11. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 10th August, 2016 to Friday, 12th August, 2016 (both days inclusive). The equity dividend of ₹ 0.60 per share (30%) for the year ended March 31, 2016 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 12th August, 2016. 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, 2016 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.
12. **Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956 as amended, read with the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules 2001, 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 Investor Education and Protection Fund (uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has placed on its website (www.ncclimited.com) the information on dividend which remains unclaimed with the Company as on 24th August, 2015, 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).**
13. 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.
14. 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.

15. 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 and 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. 1800-425-8283 for any support or clarification in relation to the e-voting.
- iv) Shareholders can cast their vote online from 20th August, 2016 (9.00 AM) to 23rd August, 2016 (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., 17th August, 2016, 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 the BSE Limited and the National Stock Exchange of India Limited with in 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.

16. Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- a. **Sri Utpal Sheth** (DIN - 00081012) aged around 44 years is a Non Executive Director of our Company. He is an investment analyst and holds a Bachelor's Degree in Commerce from University of Bombay, Certificate of Chartered Financial Analyst from the Institute of Chartered Financial Analyst of India and has over 22 years of experience in Capital Markets and related fields.

Sri Utpal Sheth is also Director on the Board of Insight Asset Management (India) Private Limited, HRS Insight Financial Intermediaries Private Limited, Chanakya Corporate Services Private Limited, Aptech Limited, Metro Shoes Limited, Concord Biotech Ltd, Caerus Advisors Private Limited, Kanakia Hospitality Private Limited, Trust Plutus Family Office & Investment Advisers (India) Private Limited, Chanakya Wealth Creation Private Limited, Inventurus Knowledge Solutions Pvt. Ltd, Dharti Dredging & Infrastructure Limited, Cineline India Limited, Trust-Plutus Wealth Managers (India) Private Limited, Rare Equity Private Limited, Race Ahead Properties Private Limited, Trust Capital Holdings Private Limited. Sri Utpal Sheth does not hold any shares in the Company.
- b. **Sri A V N Raju** (DIN - 00018965) aged around 54 years is one of the Chief Promoters of the Company and has been associated with the Company since inception. He is an undergraduate and has over 30 years of experience in the construction industry. Sri A. V. N. Raju is also a director on the Board of NCC Vizag Urban Infrastructure Ltd. Sri A V N Raju holds 7985791 equity shares of ₹ 2/- each in the Company.
- c. **Sri S Ravi** (DIN - 00180746) aged around 61 years is a Sr. Advocate, High Court of Judicature at Hyderabad for the State of Telangana and the State of Andhra Pradesh. He holds a Master's Degree in Science and Graduate in Law. He earlier practiced in the High Court of Karnataka. He has rich experience in Taxation, Corporate Laws and Commercial Laws, and has successfully handled a number of challenging assignments for leading Corporates. He is also a Director on the Board of Prolifics Corporation Ltd. Sri S Ravi does not hold any shares in the Company.
- d. **Dr. A S Durga Prasad** (DIN - 00911306) aged around 61 years is a Graduate in Commerce and Fellow Member of the Institute of Cost Accountants of India and Ph.D. in Commerce & Management. He is an accomplished executive with over 37 years experience in Financial Management and Cost Management in variety of industries. Practising as Management

Consultant for the past 30 years and experience includes Financial Advisory Services, strategies and business development for SMEs and different sectors including, Pharmaceuticals, Infrastructure, IT, Discreet Manufacturing etc. and providing cost management systems and MIS systems for large number of units. He was an Advisor to OTCEI for a period of six months during its revival period as one of the active Constituents of the Exchange. Associated with Academic Institutions such as Universities, Autonomous Colleges and others in different capacities and was instrumental in introducing new syllabus in line with the requirements of the Industry & Corporate Sector. Also chaired the Department and Industry Coordination Committee of Osmania University continuously for three years.

Dr. A.S. Durga Prasad is a Past President of the Institute Cost Accountants of India, Former Member of the Company Law Committee, set up by the Ministry of Corporate Affairs, lead a Task Force on Costing in Health Care, Ministry of Health & family Welfare, Govt. of India and was also the member of the Committee.

Dr. A.S. Durga Prasad has been involved in all facets of corporate strategic management, including developing business models, financial structuring, Mergers and Acquisition, Valuation of Companies, Capital structuring and advising clients on the future plan related to fund raising. He was involved with number of Public Offerings and was advisor to a number of companies.

Dr. A.S. Durga Prasad is also Director on the Board of NCC Urban Infrastructure Limited, Sreepathi Pharmaceuticals Limited, Swell Financial Services Pvt Ltd, Fast Break Competencedev Private Ltd, Propart India Solutions Private Ltd, Sreshtaya Softtech Solutions India Private Ltd. Dr. A.S. Durga Prasad does not hold any shares in the Company.

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

Sri S. Ravi (DIN-00180746) was appointed as an Additional Director (Independent Director) on the Board of the Company by the Board of Directors with effect from 10th November, 2015 pursuant to section 161 (1) of the Companies Act, 2013 and holds office upto the date of 26th Annual General Meeting. As stipulated under Section 160 of the Companies Act, 2013 the Company has received a Notice of intention proposing Sri S. Ravi as a Director together with the requisite deposit from a member of the Company. Profile of Sri S. Ravi is given as a part of the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 at Sl.No.16 (c) forming part of the Notes to the Notice convening the 26th Annual General Meeting of the Company.

Sri S. Ravi is proposed to be appointed as an Independent

Director of the Company not liable to retire by rotation.

Sri. S. Ravi and his relatives may be deemed to be interested or otherwise concerned in the resolution set out at Item No.6 of the Notice convening the meeting. None of the other Directors other than Sri.S. Ravi and Key Managerial Personnel of the Company and their relatives is / are concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice convening the meeting.

In terms of Schedule IV of the Companies Act, 2013 the Board is of the opinion that Mr. S. Ravi fulfills the conditions for being appointed as an Independent Director as stipulated in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

The Board commends the resolution set out at item No.6 for the approval of the Members of the Company

Item No.7

Dr. A. S. Durga Prasad (DIN - 00911306) was appointed as an Additional Director (Independent Director) on the Board of the Company by the Board of Directors with effect from 24th May, 2016 pursuant to Section 161 (1) of the Companies Act, 2013 and holds office upto the date of 26th Annual General Meeting. As stipulated under Section 160 of the Companies Act, 2013 the Company has received a Notice of intention proposing Dr.A.S.Durga Prasad as a Director together with the requisite deposit from a member of the Company.

Dr. A.S. Durga Prasad is proposed to be appointed as an Independent Director of the Company not liable to retire by rotation.

Dr. A.S. Durga Prasad and his relatives may be deemed to be interested or otherwise concerned in the resolution set out at Item No.7 of the Notice convening the meeting. None of the other Directors other than Dr. A.S. Durga Prasad and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice convening the meeting. Profile of Dr. A.S. Durga Prasad is given as a part of the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at Sl.No.16 (d) forming part of the Notes to the Notice convening the 26th Annual General Meeting of the Company.

In terms of Schedule IV of the Companies Act, 2013 the Board is of the opinion that Dr A S Durga Prasad fulfills the conditions for being appointed as an Independent Director as stipulated in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

The Board commends the resolution set out at item No. 7 for the approval of the Members of the Company

Item No.8

The Board of Directors of the Company ("the Board") at its meeting held on 24th May, 2016 based on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members, accorded their approval for re-appointment of Sri A V N Raju, as Wholetime Director (DIN 00018965) for a further period of 5 (five) years with effect from May 30, 2016 on the same terms of remuneration which he is presently drawing and which were approved by the Members of the Company at the Annual General Meeting held on 12th August, 2011.

The broad particulars of remuneration proposed to be paid to the said Whole time Director during his term of Office are as under:

Name and Designation	Salary (Per month)	Perquisites and allowances	Exgratia	Commission
Sri A.V.N. Raju Wholetime 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% of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013

The perquisites and allowances payable to the aforesaid Wholetime 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 he 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 chauffeur 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 thereunder (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 Wholetime Director of the Company at any time, such that the overall yearly remuneration payable to the said Whole-time Director 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 and Sri N.R. Alluri and their Relatives may be deemed to be concerned or interested in the proposed Resolution set out at Item No.8 of the Notice convening the meeting.

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 No.8 of the Notice convening the meeting.

The Board of Directors recommend the resolution set out at item No.8 of the Notice for your approval.

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 2015-16 at a fee of ₹ 1,55,000 (Rupees One Lac Fifty Five Thousand only) plus applicable taxes as remuneration for the FY 2015-16. 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 31st March, 2016. 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 set out at item No.9 for the approval of the members of the Company.

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

**Place: Hyderabad
Date : 24.05.2016**

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

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

