

Ref. No.: NCCL/ 2017

Date : 14-12-2017

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: Submission of EGM Notice

In pursuance of Regulation 30 & 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding the Notice of the Extraordinary General Meeting to be held on Monday, the 8th January, 2018 at 11.30 A.M at KLN Prasad Auditorium, Federation House, The Federation of Telangana and 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

14-12-2017
M V SRINIVASA MURTHY
COMPANY SECRETARY & EVP (Legal)

Encl : As above



NCC LIMITED

(Corporate Identity No.L72200TG1990PLC011146)

Registered Office: NCC House Madhapur Hyderabad-500081

Tel : +9140 23268888 Fax : +9140 23125555

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an **Extra-Ordinary General Meeting** of the members of the Company **will be held on Monday the 8th January of 2018 at 11.30 A.M.** at KLN Prasad Auditorium, Federation House, The Federation of Telangana and Andhra Pradesh, 11-6-841, Redhills Hyderabad-500004, Telangana to transact the below detailed item of **Special Business**:

1. Further issue of securities:

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

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the Rules made thereunder, the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (**“ICDR”**), the Foreign Exchange Management Act, 1999, as amended (the **“FEMA”**), and the regulations issued thereunder, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended, the Consolidated Foreign Direct Investment Policy issued by the Department of Industrial Policy & Promotion, the Depository Receipts Scheme, 2014, and the applicable rules, regulations, guidelines or laws and/or any approval, consent, permission or sanction of the Reserve Bank of India and other appropriate authorities, institutions or bodies, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission and or sanction which may be agreed to by the board of directors of the Company (hereinafter referred to as the **“Board”** and which shall be deemed to include a duly constituted committee thereof), consent of the shareholders of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provision for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons, as may be permitted), with or without a green shoe option, such number of equity shares of the Company with a face value of ₹ 2 (Rupees two) each (**“Equity Shares”**) and/or Equity Shares through convertible bonds (whether denominated in Indian rupees or foreign currency) and/or other securities convertible into Equity Shares at the option of the Company and/or the holder(s) of such securities and/or securities linked to Equity Shares or other securities with or without warrants, which may either be detachable or linked, and which warrant has a right exercisable by the warrant holder to subscribe for the Equity Shares and/or warrants with an option exercisable by the warrant holder to subscribe for Equity Shares and/or any instruments or securities representing either Equity Shares and/or convertible securities linked to Equity Shares (including the issue and allotment of Equity Shares pursuant to a green shoe option, if any), or any combination of securities convertible into or exchangeable for equity shares, including without limitation through Global Depository Receipts (**“GDRs”**) and/or American Depository Receipts (**“ADRs”**) and/or convertible debentures (compulsorily and/or optionally, fully and/ or partly) and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with the Equity Shares of the Company at a later date simultaneously with the issue of non-convertible debentures and/or Foreign Currency Convertible Bonds (**“FCCBs”**) and/ or Foreign Currency Exchangeable Bonds (**“FCEBs”**) and/or any other permitted fully and/or partly paid securities/ instruments/ warrants, convertible into or exchangeable for Equity Shares at the option of the Company and/or holder(s) of the security(ies) and/ or securities linked to Equity Shares, in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad whether rupee denominated or denominated in foreign currency (all of which are hereinafter collectively referred to as the **“Securities”**), or any combination of Securities, in one or more tranches, in India or in course of international offering(s) in one or more foreign markets, to qualified institutional buyers (**“QIBs”**) as defined under the ICDR, and/or any other eligible investors, and/or to such other investors who are eligible to acquire the Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, whether they be holders of the Equity Shares of the Company or not, in consultation with the lead managers, advisors or other intermediaries, for an aggregate amount not exceeding ₹ 550 crores (Rupees Five Hundred and Fifty Crores) or its equivalent in one or more foreign currencies, if any, in one or more tranches, by way of one or more public and/or private offerings, including by way of a qualified institutions placement (**“QIP”**) within the meaning of Chapter VIII of the ICDR, at such price or prices, at market price(s) or at a permissible discount or premium to market price(s) in terms of applicable regulations to be determined by the Board at the time of such Issue, at its absolute discretion, in consultation with the lead managers, advisors or other intermediaries appointed pursuant to the Issue, without requiring any further approval or consent from the shareholders of the Company and subject to the applicable regulations/guidelines in force.”

“RESOLVED FURTHER THAT in case of any offering of Securities, including without limitation any GDRs / ADRs / FCCBs / FCEBs / other Securities convertible into equity shares, the Board is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion, redemption or cancellation of any such Securities referred to above in accordance with the terms of issue/offering in respect of such Securities and/or as may be provided in the offer document and/or offer letter and/or offering circular and/or listing particulars.”

“RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP, in accordance with Regulations 81 of the ICDR, the ‘relevant date’ for determination of the floor price of the Securities to be issued pursuant to the issue shall be:

- i. In case of allotment of Equity Shares, the date of meeting in which the Board decides to open the proposed issue; and
- ii. In case of allotment of eligible convertibles Securities, either the date of the meeting in which the Board decides to open the issue of such eligible convertible Securities or the date on which the holders of such eligible convertible Securities become entitled to apply for the Equity Shares, as may be determined by the Board.”

“RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP, in accordance with Regulations 86 of the ICDR, a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.”

“RESOLVED FURTHER THAT in case of any issue of Securities made by way of QIP, in accordance with Regulations 85 of the ICDR, the Board may at its absolute discretion, issue Equity Shares (including upon conversion of the Securities) at a discount of not more than five percent or such other discount to the floor price as determined in terms of the ICDR and as permissible under the applicable law.”

“RESOLVED FURTHER THAT the issue of Securities shall be subject to the following terms and conditions:

- i. The Equity Shares that may be issued and allotted directly or on conversion of other convertible or exchangeable securities that may be issued as aforesaid shall rank pari-passu with the then existing Equity Shares of the Company in all respects including dividend;
- ii. The number and/or conversion price in relation to Equity Shares that may be issued and allotted on conversion of other convertible securities that may be issued as aforesaid shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split and consolidation of share capital, merger, de-merger, transfer of undertaking, sale of division or any such capital or corporate restructuring; and
- iii. In case Securities other than Equity Shares are issued pursuant to the aforesaid issue, such Securities shall be converted into Equity Shares within 60 (sixty) months from the date of allotment.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities as described above, the Board, wherever required in consultation with the lead managers and/or other advisors, consent of the shareholders of the Company be and is hereby accorded to the Board, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to the selection of QIBs to whom the Securities are to be offered, issued and allotted, and matters related thereto, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.”

“RESOLVED FURTHER THAT subject to the applicable laws, for the purpose of giving effect to the issuance of Securities, consent of the shareholders of the Company be and is hereby accorded to the Board to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary and proper in the best interest of the Company or desirable in connection with the issue of the Securities, including, without limitation to the following:

- i. decide the date for the opening and closing of the issue of Securities, including determining the form and manner of the issue, issue structure, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price (including the premium or discount to the floor price, as the case may be), delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Securities by the Company;
- ii. finalisation of the allotment of the Securities on the basis of the subscriptions received;
- iii. appoint, in its absolute discretion, managers (including lead managers), merchant bankers, underwriters,

guarantors, financial and/or legal advisors and all other agencies, whether in India or abroad, and to remunerate all such agencies by way of commission, brokerage, fee or the like and also to enter into or execute all such agreements/ arrangements/ Memorandum of Understandings/ documents with any such agencies, in connection with the proposed issue and allotment of the Securities;

- iv. seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consent that may be required in connection with the issue and allotment of the Securities; and
- v. all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for issue and allotment of the Securities and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such person(s) as the Board of Directors, may deem fit and proper in its absolute discretion to be most beneficial to the Company, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board."

"RESOLVED FUTHER THAT such of the Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law."

"RESOLVED FUTHER THAT for the purpose of giving effect to any issue or allotment of Securities or instrument representing the same, as described hereinabove, the Board be and is hereby authorised on behalf of the company to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing and institution/ trustees/ agents and similar agreements and to remunerate the managers, underwriters and all other agencies/ intermediaries by way of commission, brokerage, fees and the like as may be involved or connected in such offerings of securities, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue or allotment as it may in its absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders or authorise to the end and intent, that the shareholders of the Company shall be deemed to have given their approval thereto expressly by the authority of the resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any other officers/authorised representative(s) of the Company to give effect to the aforesaid resolutions."

BY Order of the Board
For NCC Limited

Date: December 13, 2017
Place: Hyderabad

M.V.Srinivasa Murthy
Company Secretary & EVP(Legal)

Notes:

1. **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.**
2. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m upto the date of the Extraordinary General Meeting.
3. **A member entitled to attend and vote at the Extraordinary 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.. The instrument appointing the proxy in Form MGT-11 is annexed hereto, 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 , Karvy Selenium Tower B, Plot No.31&32 Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500032 in respect of their physical share folios, if any.
6. Shareholders are requested to fill-in and sign the attendance slip and hand it over at the entrance to the venue.
7. 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.
8. In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("e-voting") to its members. The Company has engaged the services of Karvy Computer Share Private Limited to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. The Company is also providing the facility for voting by way of physical ballot at the Extraordinary General Meeting. It may be noted that this e-voting facility is optional.

Commencement of e-voting: From 9.00 a.m. (IST) on January 4th , 2018 End of e-voting at 5.00 p.m. (IST) on January 7th , 2018

9. E Voting shall not be allowed beyond 5.00 p.m. on January 7th , 2018. During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, may cast their vote electronically. The cut off date for the purpose of e-voting is 2nd January , 2018.
10. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
11. The Company has appointed Mr. A Ravishankar, Practicing Company Secretary(Member Ship Number FCS 5335 and CP No. 4318), as 'scrutinizer' (the "Scrutinizer"), for conducting the e-voting process as well as Ballot process at the Extraordinary General Meeting in a fair and transparent manner.
12. 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 any assistance in this regard.
13. 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 4th January , 2018 (9.00 AM IST) to 7th January, 2018 (5.00 PM IST).** During this period, shareholders of the company holding shares either in dematerialized or physical form as on the cut-off date viz., 2nd January , 2018, 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 no, 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 EGM through ballot for the business specified in the accompanying Notice. The Members who have exercised their right to vote by e-voting may attend the EGM but shall not vote at the EGM. 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 resolution shall be submitted to the BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the EGM of the Company and the resolutions will be deemed to be passed on the date of the EGM subject to receipt of the requisite number of votes in favour of the Resolution.
- 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 the Managing Director .

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

In respect of Resolution set out at Sl. No. 1,

Item no. 1

The Special Resolution set out at Item No.1 of the Notice relates to a resolution by the Company enabling the Board to create, issue, offer and allot Equity Shares, GDRs, ADRs, Foreign Currency Convertible Bonds, Convertible Debentures and such other Securities as stated in the resolution (the 'Securities') at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with the Merchant Bankers, Advisors, Underwriters, etc, inclusive of such premium, as may be determined by the Board in one or more tranche(s), subject to SEBI (ICDR) Regulations and other applicable laws, rules and regulations.

The resolution enables the Board to issue Securities for an aggregate amount not exceeding ₹ 550 crores (Rupees Five Hundred and Fifty Crores) or its equivalent in any foreign currency.

With the Central Government and the various State Governments increasing their spending on Infrastructure Projects the opportunities for established Construction Companies like NCC have been improving and the Company's Order Book position has increased significantly during the current year. This trend is expected to continue. The Board proposes to issue Securities pursuant to this special resolution to meet the long term working capital requirements of the Company besides strengthening the Balance Sheet of the Company, and other general corporate purposes.

The special resolution also authorizes the Board of Directors of the Company to undertake a Qualified Institutions Placement with Qualified Institutional Buyers (QIBs) in the manner as prescribed under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, (the 'SEBI Regulations') for raising capital. The pricing of the said Securities to be issued to QIBs pursuant to the said SEBI Regulations shall be determined subject to such price not being less than the price calculated in accordance with the relevant provisions of the said SEBI Regulations.

The detailed terms and conditions for the offer will be determined by the Board in consultation with the Merchant Bankers, Advisors, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevalent market conditions from time to time and in accordance with the applicable provisions of law, rules and regulations and other relevant factors.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The issue / allotment / conversion of Securities would be subject to the receipt of regulatory approvals, if any. Further the conversion of Securities held by foreign investors, into Equity Shares would be subject to the permissible foreign shareholding limits / cap specified by Reserve Bank of India from time to time.

Pursuant to the provisions of Section 42, 62,71 and other applicable provisions of the Companies Act, 2013 ('the Act') including any rules made thereunder as may be applicable and the relevant provisions of the listing agreement with the stock exchanges, SEBI Regulations and any other applicable laws, the issue of securities comprising equity shares, foreign currency convertible bonds, ADR's, GDR's, non-convertible debentures and / or issue of debentures on private placement, convertible debentures, etc, will require the prior approval of the Members by way of a Special Resolution.

The Special Resolution as set out at Resolution No.1, if passed, will have the effect of permitting the Board to issue and allot Securities to Investors, who may or may not be existing members of the Company in the manner as set out in resolution No.1.

The Board believes that such an issue of Securities of the Company is in the interest of the Company and therefore recommends this Resolution set out at Item No.1 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the aforesaid Special Resolution mentioned at Item No.1 of this Notice except to the extent of their respective shareholding in the Company, if any.

***By Order of the Board
For NCC Limited***

Date: December 13, 2017
Place: Hyderabad

**M.V.Srinivasa Murthy
Company Secretary&EVP(Legal)**

ROUTE MAP FOR THE VENUE OF THE EGM

Venue : KLN Prasad Auditorium, Federation House,

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

