NAGARJUNA CONSTRUCTION COMPANY LIMITED

Regd Office : 41, Nagarjuna Hills, Punjagutta, Hyderabad - 500 082.

NOTICE

Date: 9th December 2010

TO THE MEMBERS OF THE COMPANY

NOTICE PURSUANT TO SECTION 192A OF THE COMPANEIS ACT, 1956 READ WITH THE COMPANIES (PASSING OF RESOLUTION BY POSTAL BALLOT) RULES, 2001

Notice is hereby given, to the Members of Nagarjuna Construction Company Limited for passing the below detailed resolution through Postal Ballot pursuant to Section 192 A of the Companies Act, 1956 (the Act) read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001 (including any statutory modification or re-enactment thereof for the time being in force).

An Explanatory statement pursuant to Section 173(2) of the Act setting out all material facts pertaining to the resolution is annexed hereto along with a Postal Ballot Form for consideration of the members.

The Board has appointed Mr. A. Ravi Shankar, Practising Company Secretary, as Scrutinizer for conducting the voting through Postal Ballot in a fair and transparent manner.

Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy thereof is permitted) duly completed, in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before Monday, the 17th January 2011. Since response received from Members after 17th January 2011 shall be treated as if no response is received in terms of Rule, 5(f) of the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, members are requested to send the duly completed Postal Ballot Form well before 17th January, 2011 providing sufficient time for postal transit. The Scrutinizer will submit his Report and the result of the Postal Ballot shall be announced at the Registered Office of the Company on 19th January, 2011 as explained in the notes to the Notice conducting the Postal Ballot.

Draft of the Special Resolution to be passed through Postal Ballot:

1. Change of Company's name

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

"RESOLVED THAT in terms of Section 21 and other applicable provisions of the Companies Act, 1956, and subject to the approval of the Central Government and subject to such other approvals, consents, permissions, as may be required, the name of the Company be changed from "Nagarjuna Construction Company Limited" to **"NCC Limited";**

RESOLVED FURTHER THAT pursuant to Section 16, 31 and other applicable provisions of the Companies Act, 1956, the Name Clause appearing in the Memorandum of Association and the Articles of Association be suitably altered to reflect the new name of the Company viz., **"NCC Limited"**.

RESOLVED FURTHER THAT "Nagarjuna Construction Company Limited" wherever it appears in the Memorandum of Association and the Articles of Association, letterheads, name plates etc. be substituted with the name **"NCC Limited"**;

RESOLVED FURTHER THAT the Board of Directors (which shall include any Committee which the Board may constitute or any Director/Officer authorised by the Board/Committee for this purpose) be and is hereby authorised to do all such acts, deeds, settle all matters and things arising out of and incidental to the abovementioned change in the name of the Company; and further take all such actions / steps as it may, in its absolute discretion, deem necessary to give effect to this Resolution."

By Order of the Board
For Nagarjuna Construction Company Limited.

M V Srinivasa Murthy
Company Secretary &
Sr.Vice President(Legal)

Place: Hyderabad
Date: 9th December 2010

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Notes:

The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out all material facts is annexed hereto.

The Board of Directors of the Company has vide Circular resolution dated 9th December, 2010, accorded its approval to conduct a postal ballot to seek the approval of the members of the Company for the proposed change in the name of the Company and for alteration of the Name Clause appearing in the Memorandum of Association and the Articles of Association and has appointed Mr.A.Ravi Shankar, Practising Company Secretary as the Scrutinizer to receive and scrutinize the completed Ballot papers from the Members. The Postal Ballot Form and the self addressed business reply envelope are enclosed for use of the Members.

Members are requested to carefully read the instructions printed on the reverse of the Postal Ballot Form. The duly completed Postal Ballot Form with the assent (for) or dissent (against), may be forwarded to the Scrutinizer in the attached pre-paid envelope, so as to reach the Scrutinizer on or before 17th January, 2011 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Managing Director of the Company after completion of the scrutiny and the results of the postal ballot will be announced on 19th January, 2011, at the Registered Office of the Company viz., Plot No.41, Nagarjuna Hills, Panjagutta, Hyderabad – 500 082 at 2.p.m. The result of the Postal Ballot will also be communicated to the Stock Exchanges where the shares of the Company are listed.

All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days upto 17th January, 2011.

By Order of the Board
For Nagarjuna Construction Company Limited.

M V Srinivasa Murthy
Company Secretary &
Sr.Vice President(Legal)

Place: Hyderabad
Date: 9th December 2010

EXPLANATORY STATEMENT

The members may kindly note that your Company was initially formed in the year 1978 as a Partnership Firm under the name and style of Nagarjuna Construction Corporation. The aforesaid firm was converted into a Public Limited Company as Nagarjuna Construction Company Limited (NCC) in the year 1990.

Nagarjuna Construction Company Limited (NCC) is one of the reputed construction and infrastructure development Companies in the country having executed several prestigious projects both for the Central & State Governments as well as the Private Sector. During the last 32 years of its existence, NCC has grown from strength to strength and is now recognised as one of the leading players in the construction and infrastructure development sector.

The Company has recently initiated steps for refining its corporate positioning and brand strategy with a view to have a distinct identity. Further, as the Members are aware, during the last 5 years, the Company floated Subsidiaries viz., NCC Urban Infrastructure Limited; NCC Infrastructure Holdings Limited; NCC Vizag Urban Infrastructure Limited; NCC Power Projects Limited; NCC International Convention Centre Limited and NCC Oil & Gas Limited, which have the abbreviated name of the Parent Company i.e. 'NCC' as prefix to their names. In view of the fact that the Company is better known as NCC among the business circles, in particular with the clients and to a great extent with the Shareholders and other Stakeholders of the Company, it is proposed to change the name of the Company from its present name "Nagarjuna Construction Company Limited" to **"NCC Limited"**.

This name change would enable the Company to benefit considerably from the recognition of the brand name "NCC" and the goodwill and reputation attached to its services around the nation and abroad wherever the Company is having its presence.

The Registrar of Companies, Ministry of Corporate Affairs, Government of India, has vide letter dated 30th November, 2010 confirmed the availability of the name

Section 21 of the Companies Act, 1956, provides that for a company to change its name, approval of Members by Special Resolution and the approval of the Central Government is required. Accordingly, consent of the Members is sought for the proposed change in the name of the Company and for alteration of the Name Clause contained in the Memorandum of Association and the Articles of Association.

All documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection at the Registered Office of the Company during the office hours on all working days upto 17th January, 2011.

None of the Directors is concerned or interested in this Resolution.

The Board of Directors of the Company commend the resolution for the approval of the Members.