

Date: September 8, 2014

To

1. **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

2. **The Secretary**

**BOMBAY STOCK EXCHANGE LIMITED,**

1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P J Towers  
Dalal Street, Fort  
**M U M B A I – 400 001.**

Dear Sir(s),

**Sub: Results of Postal Ballot & Voting results in line with Clause 35A of the Listing Agreement**

In continuation of our letter dated 2<sup>nd</sup> August, 2014 and in compliance with the provisions of the Clause 35A of the Listing Agreement, it is hereby informed that on the basis of Scrutinizers Report dated 6<sup>th</sup> September, 2014 (copy enclosed) in respect of the Special Resolutions as mentioned in the Postal Ballot dated 1<sup>st</sup> August, 2014, the results of Post Ballot (including e-voting) were declared by the Company.

The agenda wise voting results (including e-voting) in respect of the Special Resolutions mentioned in notice of Postal Ballot dated 1<sup>st</sup> August, 2014 are enclosed

We would request you to please make a note of the above and post the same on your website for dissemination to the public.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully

**For NCC LIMITED.**



**K Ramakanth**

**Asst. Company Secretary**

Encl : As above

As per our data

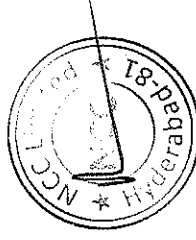
NCC LIMITED

Resolution : 1 - Special Resolution under Section 14 of the Companies Act, 2013 seeking approval for amending the Articles of Association of the Company.

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
1	Promoter and Promoter Group	48461750	47739391	98.50942444	47739391	0	100	0
1	Public & Institutional Holders	113771809	50236740	44.15570117	48519353	1717387	96.58141233	3.418587671
1	Public-Others	94350251	33000929	34.97704421	32981675	9772	99.94165619	0.029611288

The Details of Votes Invalid has not been provided but the same has been considered in Votes Polled

Note:

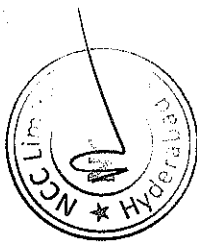


**NCC LIMITED**  
**Sebi Polling Report**

**Resolution : 2 - Special Resolution under Section 180 (1) (c) of the Companies Act, 2013 with regard to the borrowing powers delegated to the Board of Directors of the Company.**

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
2	Promoter and Promoter Group	48461750	47739391	98.50942444	47739391	0	100	0
2	Public &" Institutional Holders	113771809	50236740	44.15570117	50236422	10318	99.97946125	0.020538753
2	Public-Others	94350251	33000929	34.97704421	32979751	11861	99.93582605	0.035941412

**Note:** The Details of Votes Invalid has not been provided but the same has been considered in Votes Polled



**NCC LIMITED**  
**Sebi Polling Report**  
**Resolution : 3 - Special Resolution under Section 180 (1) (a) of the Companies Act, 2013 regarding delegation of powers to the Board of Directors for creation of charge / mortgage over the moveable and Immoveable properties of**

Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
3	Promoter and Promoter Group	48461750	47739391	98.50942444	47739391	0	100	0
3	Public & Institutional Holders	113771809	50236740	44.15570117	50236422	10318	99.97946125	0.020538753
3	Public-Others	94350251	33000929	34.97704421	32978219	12480	99.93118376	0.037817117

**Note** The Details of Votes Invalid has not been provided but the same has been considered in Votes Polled



**K.V.S. Subramanyam**

Company Secretary in Practice

**SCRUTINIZERS REPORT**

To  
The Managing Director,  
**NCC LIMITED**  
NCC House,  
Madhapur  
Hyderabad- 500081.

Dear Sir,

1. The Board of Directors of the Company by passing circular resolution held on June 5, 2014 has appointed me as a scrutinizer for conducting the postal ballot voting process.
2. I submit my report as under:
  - 2.1 The Company has completed on August 4, 2014 the dispatch of Postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on July 25, 2014 and also the voting rights of such members be reckoned with as on July 25, 2014.
  - 2.2 Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
  - 2.3 The Postal ballot forms were kept under safe custody in separate ballot boxes before commencing the scrutiny of such postal ballot forms.

- 2.4 The ballot boxes were opened on 3<sup>rd</sup> September, 2014 at 6:00 P.M. in my presence.
- 2.5 The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company/ list of beneficiaries as on July 25, 2014.
- 2.6 All postal ballot forms received up to the close of working hours on September 3, 2014 the last date fixed by the Company for receipt of the forms were considered for my scrutiny.
- 2.7 Envelopes containing postal ballot forms received after the close of working hours on September 3, 2014 were not considered for my scrutiny. Such envelopes aggregate to **16 (Sixteen)** vide serial number **1-16**. These envelopes were not opened and they are separately kept.
- 2.8 Envelopes containing postal ballot forms returned undelivered aggregated to **260** vide serial number **1-260**. These envelopes were also not opened and they are separately kept.
- 2.9 I did not find any defaced or mutilated ballot paper.

OR

~~(nos) ballot papers were defaced/mutilated and are separately kept.~~

3. A summary of the postal ballot forms received is given below:

Particulars	No. of Postal Ballot forms including E-Voting	No. of shares	% of total paid up equity capital
a) Total Postal Ballot forms received	672 (Physical - 449 + E-voting - 223)	13,09,77,060 (Physical - 2,49,53,927 + E-voting - 10,60,23,133)	51.046
b) Less: Invalid Postal Ballot forms	Item No. 1: 32	9,482 (Physical - 7,781 + E-Voting - 1,701)	0.003
	Item No. 2: 34	9,317 (Physical - 7,926 + E-voting - 1,391)	0.003
	Item No. 3: 38	10,230 (Physical - 8,239 + E-voting - 1,991)	0.004
c) Net valid postal ballot forms	Item No. 1: 640	13,09,67,578 (Physical - 2,49,46,146 + E-voting - 10,60,21,432)	51.043

	Item No. 2: 638	13,09,67,743 (Physical - 2,49,46,001 + E-Voting - 10,60,21,742)	51.043
	Item No. 3: 634	13,09,66,830 (Physical - 2,49,45,688 + E-voting - 10,60,21,142)	51.042

PARTICULARS	TOTAL NO. OF VOTES RECEIVED	LESS: NO. OF INVALID VOTES	NET NO. OF VOTES CAST IN FAVOUR OF THE RESOLUTION	NO. OF VOTES CAST AGAINST THE RESOLUTION
Special Resolution for alteration of Articles	13,09,77,06 0	9,482	12,92,40,419	17,27,159
Special Resolution authorizing board to borrow money in excess of paid up capital & free reserves subject to limit of Rs. 15000 Crores or aggregate of paid up capital & free reserves, whichever is higher.	13,09,77,06 0	9,317	13,09,45,564	22,179
Special Resolution authorizing board to mortgage / hypothecate / create charge on properties of the Company.	13,09,77,06 0	10,230	13,09,44,032	22,798



4. I have handed over the postal ballot forms and other related papers/registers and records for safe custody to the Managing Director authorized by the Board to supervise the postal ballot process.
5. You may accordingly declare the result of the voting by Postal ballot.

Thanking You

Yours truly,



(K.V.S. Subramanyam)

Company Secretary In Practice

C.P. No.: 4815

Place: Hyderabad

Date: September 6, 2014