

Ref. No.: NCCL/SEC/2015

Date : 23-02-2015

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),

Ref : Scrip Code- BSE-500294 & NSE- NCC

We are herewith forwarding the disclosure received from Citigroup Global Markets Mauritius Private Ltd, a Shareholder of the company under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeover (s) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 1992

Thanking you,

Yours faithfully

For NCC Limited


23-02-2015
M V Srinivasa Murthy
Company Secretary & Sr.VP(L)

Corporate Identification Number (CIN)

NCC Limited **L72200AR1990PLC011148**
(Formerly Nagarjuna Construction Company Limited)

NCC House, Madhapur, Hyderabad 500 081 T +91 40 2326 8888 F +91 40 2312 5555 ncclimited.com

Citibank, N. A.
Securities & Fund Services
FIFC - 11th Floor
C-54 & C-55, G - Block
Bandra Kurla Complex
Bandra (East)
Mumbai 400051

T +91 22 6175 7999 / 4502 7999
F +91 22 2653 2348



Dated: 20th February 2015

To,
The Company Secretary
NCC LTD
NCC House, Madhapur, Hyderabad,
Andhra Pradesh - 500081

Re: Reporting under Prohibition of Insider Trading Regulations, 1992 of Securities & Exchange Board of India ("SEBI")

Dear Sir,

We on behalf of and as authorized representatives of our below mentioned client wish to make the necessary disclosures as required under the **Prohibition of Insider Trading Regulations, 1992 of Securities & Exchange Board of India ("SEBI")**

Please find below the relevant details in this regard for your ready reference. In this connection, we have also enclosed herewith the necessary disclosure forms.

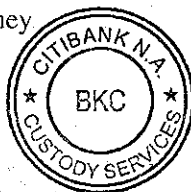
| | |
|--|--|
| Name of the acquirer & PAC with the acquirer | CITIGROUP GLOBAL MARKETS MAURITIUS PRIVATE LIMITED |
| SEBI Registration No. | IN-MU-FD-1652-07 |
| Scrip | NCC LTD |
| Total Holdings (No. of Shares) | 16,531,986.00 |
| Paid Up Equity Capital (No. of Shares) | 555,931,588.00 |
| % Fluctuation | 2.46%(Last reporting done at (5.43%)) |
| Current % Holding | 2.97% |

In view of the aforesaid, you are requested to take this on records and do the needful. For any further queries in this regard, please contact us on 91-22-6175 6972/6970.

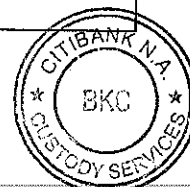
Thanking You,

Truly Yours,
By Constituted Attorney

Vivek Singhania
Enclosures: As above.



| ANNEXURE - 2 | | | |
|--|--|---|--|
| Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 | | | |
| Name of the Target Company (TC) | NCC LTD | | |
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | CITIGROUP GLOBAL MARKETS MAURITIUS PRIVATE LIMITED | | |
| Whether the acquirer belongs to Promoter/Promoter group | | | |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed | NSE & BSE | | |
| Details of the acquisition / disposal as follows | Number | % w.r.t. total share/voting capital wherever applicable(**) | % w.r.t. total diluted share/voting capital of the TC (**) |
| | | | |
| Before the acquisition under consideration, holding of : | | | |
| a) Shares carrying voting rights | 20,680,120 | | 3.72% |
| b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/ others) | | | |
| c) Voting rights (VR) otherwise than by shares | | | |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category) | | | |
| e) Total (a+b+c+d) | 20,680,120 | | 3.72% |
| Details of acquisition/sale | | | |
| f) Shares carrying voting rights acquired/sold | 4,148,134 | | 0.75% |
| g) VRs acquired /sold otherwise than by shares | | | |
| h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold | | | |
| i) Shares encumbered / invoked/released by the acquirer | | | |
| j) Total (a+b+c+/-d) | 4,148,134 | | 0.75% |
| After the acquisition/sale, holding of: | | | |
| e) Shares carrying voting rights | 16,531,986 | | 2.97% |
| f) Shares encumbered with the acquirer | | | |
| g) VRs otherwise than by shares | | | |
| h) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition | | | |
| i) Total (a+b+c+d) | 16,531,986 | | 2.97% |
| Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc). | SECONDARY MARKET SALE | | |
| Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, | 16-Feb-2015 | | |
| Equity share capital / total voting capital of the TC before the said acquisition / sale | 555,931,588 | | |
| Equity share capital/ total voting capital of the TC after the said acquisition / sale | 555,931,588 | | |



Total diluted share/voting capital of the TC after the said acquisition

555,931,588

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer / seller / Authorised Signatory

Place: MUMBAI

Date: 20-FEB-2015



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