NCC LIMITED

Registered Office: NCC House Madhapur Hyderabad-500081
(Corporate Identity No. L72200AP1990PLC011146)

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 Thursday the 22nd May 2014 at 3.30 P.M. at KLN Prasad Auditorium, FAPCCI, Federation House, 11-6-841, Redhills Hyderabad - 500004, Andhra Pradesh to transact the following items of **Special Business**:

1. **Enhancement of Authorised Share Capital:** To consider and, if thought fit to pass with or without modification the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby authorized to be increased from Rs. 60,00,00,000 (Rupees Sixty crores) divided into 30,00,00,000 (Thirty Crores) Equity Shares of Rs. 2/- each to Rs. 150,00,00,000 (Rupees One Hundred and Fifty Crores) divided into 75,00,00,000 (Seventy Five Crores) Equity Shares of Rs. 2/- each by creation of additional 45,00,00,000 (Forty Five Crores) Equity Shares of Rs. 2/- each ranking pari passu in all respect with the existing Equity Shares.

2. **Alteration of Capital Clause contained in the Memorandum of Association:** To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution

RESOLVED THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting Clause V a) of the Memorandum of Association of the Company with the following clause.

V a) "The Authorised Share Capital of the Company is Rs. 150,00,00,000/- (Rupees One Hundred Fifty crores only) divided into 75,00,00,000 (Seventy Five crores) Equity Shares of face value of Rs. 2/- (Rupees Two) each."

3. **Alteration of Capital Clause contained in the Articles of Association:** To consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under the consent of the Members be and is hereby accorded for substituting Clause 3 of the Articles of Association of the Company with the following clause.

"The Authorised Share Capital of the Company is Rs.150,00,00,000 (Rupees One hundred and Fifty Crores) divided into 75,00,00,000 (Seventy Five Crore) Equity Shares of Rs.2/- (Rupees Two) each"

4. **Reappointment of Sri A S N Raju as a Wholetime Director:** To consider and, if thought fit, to pass with or without modification 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 A S N Raju, as a Whole-time Director of the Company for a period of 5 (five) years with effect from May 01, 2014, 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 thereunder Sri A S 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 Wholetime 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".

For **NCC Limited**

Date: 9th April , 2014
Place: Hyderabad

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

Notes:

1. **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect to the business stated above 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 Form MGT-11 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 ,Vitalrao Nagar, Madhapur, Hyderabad-500081 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 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 National Securities Depository Limited ("NSDL") to provide e-voting

facilities and for security and enabling the members to cast their vote in a secure manner.

It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link https://www.evoting.nsdl.com during the following voting period.:

Commencement of e-voting: From 9.00 a.m. on 16th, May 2014.
End of e-voting: Upto 6.00 p.m. on 17th, May 2014.

9. E-Voting shall not be allowed beyond 6.00 p.m. on 17th May, 2014. During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut off date may cast their vote electronically. The record date for the purpose of e-voting is 18th April, 2014.

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. Ravi Shankar, Practicing Company Secretary, as 'scrutinizer' (the "Scrutinizer"), for conducting the e-voting process for the Extraordinary General Meeting in a fair and transparent manner.

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

In respect of Resolutions set out at Sl. No. 1, 2 and 3

The Authorised Share Capital of the company as reflected in the Memorandum and Articles of Association as on date is Rs. 60,00,00,000/- (Rupees Sixty crores) divided into 30,00,00,000 (Thirty crores) equity shares of face value of Rs. 2/- (Rupees Two) each. The Board of Directors of the Company in their meeting held on 9th April, 2014 subject to requisite approvals and consents resolved to offer equity shares to the existing shareholders of the Company (Rights Issue). In view of the proposed Rights Issue, the Authorised Share Capital of the Company needs to be increased from Rs. 60,00,00,000/- (Rupees Sixty crores) to Rs. 150,00,00,000/- (Rupees One Hundred Fifty crores) by addition of 45,00,00,000 (Forty Five crores) equity shares of the face value of Rs. 2/- (Rupees Two). Consequent to the increase of Authroised Share Capital, the Authorised Share Capital Clause contained in Clause V a) of the Memorandum of Association and Clause 3 of the Articles of Association of the Company need to be altered as indicated in Resolution No.2&3 respectively contained in the Notice convening the EGM. Your Directors recommend the Resolutions set out at Sl.Nos.1 to 3 for the approval of the shareholders of the Company. None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general. A copy of the Memorandum and Articles of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between 11:00 a.m to 1:00 p.m on all working days from the date hereof upto the date of the Meeting.

In respect of resolution No. 4

The Board of Directors of the Company ("the Board") at its meeting held on 12th February, 2014 on the recommendation of the HR & Compensation Committee and subject to the approval of the members, accorded their approval for re-appointment of Sri A S N Raju, as Wholetime Director for a further period of 5 (five) years with effect from May 01, 2014 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 30th July, 2009.

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

Name and Designation	Salary (Per month)	Perquisites and allowances (Rs per month)	Exgratia	Commission
Sri A S N Raju Wholetime Director	Rs.4.00 lakhs per month in the scale of Rs.4.00 lakhs to Rs.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 chauffer 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 at the end of the tenure, 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 Wholetime 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 in force) or any amendment made thereto.

The Promoter / Working Directors viz., Sri. A.A.V. Ranga Raju, Sri. A.G.K. Raju, Sri. J.V. Ranga Raju Sri. A.S.N. Raju, Sri. A.V.N. Raju , Sri. N.R. Alluri and Sri A K H S Rama Raju and their Relatives may be deemed to the concerned or interested in the proposed Resolution set out at Item No.4 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. 4 of the Notice convening the meeting.

The Board of Directors recommend the resolution set out at item No. 4 of the Notice for your approval.

For **NCC Limited**

Date : 9th April , 2014
Place : Hyderabad

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