

NCC LIMITED

(CIN: L72200AP1990PLC011146)

Regd. Office : NCC House , Madhapur, Hyderabad - 500 081.

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

NCC

NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the members of **NCC LIMITED** will be held on Monday, the 24th August, 2015, at 3.30 P.M. at KLN Prasad Auditorium, Federation House, The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, 11-6-841, Red Hills Hyderabad-500004, Telangana to transact the following business:

A ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the audited financial statements of the company for the financial year ended 31st March, 2015 together with the reports of the Board of Directors and the auditors thereon
 - (b) the audited consolidated financial statements of the company for the financial year ended 31st March, 2015 together with the report of the Auditors thereon.
2. To declare dividend on the Equity Shares for the financial year 2014- 2015.
3. To appoint a Director in place of Sri A G K Raju, (DIN 00019100) who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Sri A S N Raju, (DIN 00019161) who retires by rotation and being eligible, offers himself for reappointment.
5. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder M/s. M Bhaskara Rao & Co., Chartered Accountants (Registration No. 000459S) and M/s.Deloitte Haskins and Sells, Chartered Accountants, (Registration No.008072S) the retiring Joint Statutory Auditors of the Company, be and are hereby re-appointed as the Joint Statutory Auditors of the Company for a term of two years to hold office from the conclusion of this Annual General Meeting until the conclusion of the 27th Annual General Meeting of the Company (subject to ratification of their appointment for the F.Y 2016-17 at the AGM to be held for the F.Y 2015-16) at such remuneration, plus Service Tax, reimbursement

of out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Joint Statutory Auditors".

B SPECIAL BUSINESS:

6. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Sections 149, 152 & 160 and other applicable provisions if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Sri. Neeraj Mohan, (DIN - 05117389) who was appointed as an Additional Director by the Board of Directors and who holds office up to the date of the Annual General Meeting be and is hereby appointed as a Director of the Company not liable to retire by rotation.

7. **To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s.Vajralingam & Co, Cost Accountants appointed by the Board of Directors of the Company, to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2015, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

8. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED that pursuant to the provisions of Section 61 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) approval of the members of the Company be and is hereby

accorded for cancelling the Un-subscribed portion of the Issued Capital of the Company representing 250000 Equity Shares of ₹ 2/- each aggregating to ₹ 5.00 lakhs.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**BY ORDER OF THE BOARD
For NCC Limited**

Place: Hyderabad M V SRINIVASA MURTHY
Date :14.05.2015 COMPANY SECRETARY & EVP (Legal)

Registered Office
NCC House,
Madhapur,
HYDERABAD – 500 082
Telangana
E.Mail: ho.secr@ncc ltd.in

NOTES:

- 1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under item No(s).6 to 8 set out above is annexed hereto.**
2. All documents referred to in the accompanying Notice and the 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 25th Annual General Meeting.
- 3. A member entitled to attend and vote at the Annual 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.**
- 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 in respect of their physical share folios, if any.
6. Shareholders are requested to bring their copies of the Annual Report to the Annual General Meeting and are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue of the Annual General Meeting.
- 7. A member desirous of seeking any information on the accounts or operations of the Company is requested to forward his / her query in writing to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.**
8. 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.
9. Members who wish to make nomination for the shares held in the Company may kindly send the details in the form as prescribed under the Companies Act, 2013 and the Rules framed thereunder to the Registrars of the Company
10. The equity dividend of ₹ 0.40 per share (20%) for the year ended March 31, 2015 as recommended by the Board, if approved at the ensuing Annual General Meeting, will be payable to those members whose names appear on the Company's Register of Members on 14th August, 2015.
- 11. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956 as amended, read with the Investor Education and Protection Fund (Awareness and Protection of Investors) Rules 2001, dividend which remains unpaid or unclaimed for a period of 7(seven) years will be transferred to the Investor Education and Protection Fund. Shareholders / Investors who have not encashed the dividend warrant(s) so far are requested to make their claim by specifying their Folio No./ DP ID and Client ID to the Secretarial Department of the Company at NCC House, Madhapur, Hyderabad – 500 081. Shareholders are requested to please note that once the unclaimed dividend is transferred to the Investor Education and Protection Fund as above, no claim shall lie in respect thereof, under the provisions of Section 125 of the Companies Act, 2013 and the Rules made thereunder.**

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 assistance in this regard.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic form, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form may submit their PAN details to the Company/R&T Agent.

14. In compliance with the provisions of section 108 of the Companies Act, 2013, the Companies (Management and Administration) Rules, 2014, amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the listing agreement, shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited, in respect of all resolutions set forth in this Notice. The Company is also providing the facility for voting by way of physical ballot at the Annual General Meeting.

Mr. A Ravishankar, Practising Company Secretary (Membership No.FCS 5335) (PCS No.4318) has been appointed as the Scrutinizer to scrutinize the e-voting process as well as the Ballot process at the Annual General Meeting in a fair and transparent manner.

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
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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. 1-800-34-54-001 for any support or clarifications in relation to E-Voting.
- iv) Shareholders can cast their vote online from 20th August, 2015 (9.00 AM) to 23rd August, 2015 (5.00 PM). During this period, shareholders of the company holding shares either in dematerialized or physical form as on the cut-off date viz., 17th August, 2015, 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 number, 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 / FIs/ FII/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 AGM through ballot for all the business specified in the accompanying Notice. The Members who have exercised their right to vote by e-voting may attend the AGM but shall not vote at the AGM. 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 Results on above resolutions shall be declared not later than 3 days from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
 - 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 Karvy's website (<https://evoting.karvy.com>) and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited within 3 days from the conclusion of the AGM.

15. Appointment/Re-appointment of Directors

- a. **Sri A G K Raju** (DIN No.00019100) is one of the Chief Promoters of the Company and has been associated with the Company since inception as Executive Director. He holds a Masters Degree in Business Administration and has over 33 years rich experience in the construction industry. He is also a Director on the Board's of NCC Finance Ltd, NCC Infrastructure Holdings Ltd, Vaidehi Avenues Ltd and NCC Urban Infrastructure Ltd.
- Sri A G K Raju holds 97,59,080 equity shares of ₹ 2/- each in the Company
- b. **Sri A S N Raju** is one of the Chief Promoters and has been associated with the Company since inception as Wholtime Director. He is an Under-Graduate and has vast experience spanning around 36 years in the construction industry. He is also a Director on the Board of Vaidehi Avenues Ltd and NCC Vizag Urban Infrastructure Ltd. Sri A S N Raju holds 86,52,215 equity shares of ₹ 2/- each in the Company.
 - c. **Sri Neeraj Mohan** is a Chartered Accountant and has MBA / PGDM from IIM, Ahmedabad. He joined Blackstone in 2011 as an Executive Director in their Private Equity Group. He was appointed as a Nominee of Blackstone on the Board of the Company. Mr. Neeraj Mohan served on several global public health forums; including the Global Access Working Group for Vaccines (DoV Collaboration), GDG for Treatment of Cryptococcal Meningitis (WHO), Procurement Resource Group (GAVI Alliance), and gGLC of the Stop TB Partnership (WHO). He is an expert in analytics with interest in machine learning / artificial intelligence, and has also published on Artificial Neural Network (ANN) applications in financial asset pricing (JEMF, 2006). He currently serves on the Boards of International Tractors Limited, MTAR Technologies Private Limited and William J Clinton Foundation, India. He does not hold any shares in the Company.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013.

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the items of Special Business specified in item no(s) 6 to 8 of the Notice of the Meeting.

Item No.6

Sri Neeraj Mohan was appointed as an Additional Director on the Board of the Company by the Board of Directors with effect from 13th November, 2014 pursuant to section 161 (1) of the Companies Act, 2013 and holds office upto the date of 25th Annual General Meeting. As stipulated under Section 160 of the Companies Act, 2013 the Company has received a Notice of intention proposing Sri Neeraj Mohan as a Director together with the requisite deposit from a member of the Company. Profile of Sri Neeraj Mohan is given as a part of the requirements of Clause 49 under Sl.No.15 (c) forming part of the Notes to the Notice convening the 25th Annual General Meeting of the Company. Sri Neeraj Mohan is proposed to be appointed as a Director of the Company not liable to retire by rotation.

Sri. Neeraj Mohan and his relatives may be deemed to be interested or otherwise concerned in the resolution set out at Item No.6 of the Notice convening the meeting. None of the other Directors other than Mr.Neeraj Mohan and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice convening the meeting.

The Board commends the resolution for the approval of the Members of the Company

Item No.7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Vajralingam & Co., Cost Accountants as the Cost Auditors of the Company to conduct the audit of the Cost Records of the Company for the financial year 2014-15 at a fee of ₹ 1,40,000 (Rupees One Lakh Forty Thousand only) plus applicable taxes as remuneration for the FY 2014-15. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Shareholders of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No.7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended 31st March, 2015.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or of the Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

The Board commends the resolution for the approval of the members of the Company.

Item No.8

Pursuant to the approval accorded by the Members of the Company vide resolution passed at the EGM held on November 16, 2004, the Company had undertaken a preferential issue of Equity Shares whereby among others it sought to allot 3,000,000 equity shares (then bearing face value of ₹ 10/- each) to select investors. However, two of such select investors viz ASK Securities Private Limited and ASK Equity Research Private Limited, could not be allotted the 50,000 Equity Shares of ₹ 10/- each of the Company originally allocated to them, as they had undertaken a sale of equity shares of the Company during a period of six months prior to the relevant date, and therefore, had rendered themselves ineligible for allotment of shares in the said Preferential issue, in terms of relevant provisions of the SEBI (DIP) Guidelines, 2000. The 50,000 Equity Shares of ₹ 10/- each post split and bonus issue made by the Company now work out to 2,50,000 Equity Shares of ₹2/- each.

Now the Company intends to cancel the unsubscribed portion of the Issued Capital as stated above which requires the approval of the Shareholders by way of an Ordinary Resolution and accordingly a Resolution is set out at Item No. 8 of the Notice convening the meeting for the consideration and approval of the members.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or the Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

The Board commends the resolution for the approval of the members of the Company

**BY ORDER OF THE BOARD
For NCC Limited.,**

**Place: Hyderabad M V SRINIVASA MURTHY
Date :14.05.2015 COMPANY SECRETARY & EVP (Legal)**

NCC LIMITED

Registered Office : NCC House, Madhapur, Hyderabad – 500 081, A.P.
Corporate Identity Number : L72200AP1990PLC011146

NCC

ATTENDANCE SLIP

ANNUAL GENERAL MEETING – 24th August, 2015 AT 3:30 P.M.

DP Id.		Name & Address of the registered Shareholder
Client Id/Regd. Folio No.		
No. of Shares held		

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company being held on Monday, the 24th August, 2015 at 3.30 p.m at the KLN Prasad Auditorium, Federation House, The Federation of Telangana and Andhra Pradesh Chambers of Commerce & Industry, 11-6-841, Redhills Hyderabad-500004, Telangana.

Member's/Proxy's Signature

Note: **Please complete this and hand it over at the entrance of the venue of the AGM**

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN :	L72200AP1990PLC011146		
Name of the Company :	NCC LIMITED		
Registered Office :	NCC House, Madhapur, Hyderabad – 500 081, Telangana.		
Name of the member (s) :			
Registered address :			
E-mail Id :			
Folio No/ Client Id		DP ID	

I/We, being the member (s) of shares of the above named company, hereby appoint

1.	Name			
	Address			
	E-mail Id	Signature		
	or failing him			
2.	Name			
	Address			
	E-mail Id	Signature		
	or failing him			
3.	Name			
	Address			
	E-mail Id	Signature		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Monday, the 24th August, 2015 at 3:30 p.m. at the KLN Prasad Auditorium, Federation House, The Federation of Telangana and Andhra Pradesh Chambers of Commerce & Industry, 11-6-841, Redhills Hyderabad-500004, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions (Please tick (-/)) against the box)

1	2	3	4	5	6	7	8
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Signed this day of 2015.

Signature of shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

