

NCC LIMITED.

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

Notice

Notice is hereby given that the Twenty Third Annual General Meeting of the members of NCC LIMITED will be held on Friday, the 27th September, 2013, at 3.30 P.M. at KLN Prasad Auditorium, Federation House, The Federation of Andhra Pradesh Chambers of Commerce and Industry, 11-6-841, Red Hills Hyderabad-500004, Andhra Pradesh to transact the following business:

I. ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended 31st March, 2013 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare dividend on the Equity Shares for the financial year 2012-2013.
3. To appoint a Director in place of Sri P Abraham, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Sri A V N Raju, 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 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 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company at such remuneration as may be determined by the Board of Directors of the Company”.

II. 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 Dr. Rakesh R Jhunjhunwala, Director liable to retire by rotation, who does not offer himself for re-appointment be not re-appointed as a Director of the Company and the vacancy so caused on the Board of the Company be not filled-up”.
7. To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**
-RESOLVED THAT notice of intention to propose Sri Anil P Gupta for appointment as a Director having been received from a member under Section 257 of the Companies Act, 1956, Sri Anil P Gupta who was appointed as an Additional Director of the Company during the year and who holds office up to the date of this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company liable to retire by rotation”.
8. To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**
-RESOLVED THAT notice of intention to propose Sri T N Manoharan for appointment as a Director having been

received from a member under Section 257 of the Companies Act, 1956, Sri T N Manoharan who was appointed as an Additional Director of the Company during the year and who holds office up to the date of this Annual General Meeting pursuant to Section 260 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company liable to retire by rotation”.

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

**M V SRINIVASA MURTHY
COMPANY SECRETARY & Sr.VP (Legal)**

**Place: Hyderabad
Date :May 22,2013**

NOTES:

1. **Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the business under item No(s).6,7 & 8 set out 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 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. **The Register of Members and the Share Transfer Books of the Company will be closed from Monday the 16th September, 2013 to Saturday the 21st September, 2013 (both days inclusive).**
6. 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 , Plot No.17-24, Vittalrao Nagar, Madhapur, Hyderabad-500081 in respect of their physical share folios, if any.
7. Shareholders are requested to bring their copies of 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.
8. **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.**
9. 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.

10. Members who wish to make nomination for the shares held in the Company may kindly send the details in the form 2B as prescribed under the Companies Act, 1956 to the Registrars of the Company.
11. The dividend for the Financial Year ended March 31, 2013 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 21st September, 2013.
12. **Pursuant to the provisions of Section 205A of the Companies Act, 1956 as amended, read with 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.**
13. 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.
14. **Appointment/Re-appointment of Directors**
At the ensuing Annual General Meeting, Sri P.Abraham and Sri AVN Raju Directors retire by rotation and being eligible offer themselves for re-appointment. Dr. Rakesh R Jhunjhunwala, Director who also retires by rotation at the ensuing Annual General Meeting has indicated to the Company that he is not seeking re-appointment due to pre-occupation. Appointment of Sri Anil P Gupta and Sri T.N.Manoharan as Directors of the Company is being regularised. The relevant information as required under clause 49 of the Listing Agreement concerning Corporate Governance Code in respect of appointment/re-appointment of Directors is given below for the information of the Members:
 - a. **Sri P.Abraham, IAS (Retd.)** is a Non-Executive Independent Director on the Board of the Company and joined the Board in the year 2006. He held senior positions in the Govt. of India including that of Secretary, Ministry of Power, Govt. of India. He was also the Chairman of Maharashtra State Electricity Board. He also serves on the Boards of GVK Power and Infrastructure Company Ltd, Taj GVK Hotels & Resorts Ltd, JSW Energy Ltd, Vijay Electricals Ltd, Lanco Infratech Limited, GVK Energy Ltd, Visaka Industries Ltd, NCC Infrastructure Holdings Ltd, Lanco Amarkantak Power Ltd, Raj West Power Ltd, Orient Green Power Company Ltd and Magnetar Venture Private Ltd. He is a member of the Audit Committee, Corporate Governance Committee, Nomination Committee and HR & Compensation of the Board of Directors of the Company and also a member of Audit and Remuneration Committees of the Board of Directors of GVK Power and Infrastructure Limited and JSW Energy Limited,

member of Audit Committee of the Board of Vijay Electricals Limited and also a member of Remuneration Committee of the Board of NCC Infrastructure Holdings Limited. He does not hold any shares in the Company.

- b. **Sri AVN Raju** is one of the Promoter Directors serving as a Wholtime Director on the Board of the Company since 2006. He holds a Bachelor's Degree in Arts and has over 25 years of industry experience. He also serves on the Board of NCC Vizag Urban Infrastructure Limited and a member of the Audit Committee of the Board of NCC Vizag Urban Infrastructure Limited. He holds 36,85,750 equity shares of the Company representing 1.44 % of the paid up equity share capital of the Company. He is related to the Promoter Directors of the Company viz., Sri AAV Ranga Raju, Sri AGK Raju, Sri ASN Raju, Sri NR Alluri, Sri JV Ranga Raju and Sri AKHS Rama Raju.
- c. **Sri T N Manoharan**, M.Com, LL.B and FCA has around 30 years of rich experience with specialization in Taxation & Accountancy. He was the President of the Institute of Chartered Accountants of India (2006-07); Chairman ICAI Accounting Research Foundation; Member of Central Direct Taxes Advisory Committee constituted by the Central Board of Direct Taxes, Ministry of Finance, Government of India, Member of National Advisory Committee on Accounting Standards constituted by the Ministry of Corporate Affairs, Government of India, Member on the Board of Insurance Regulatory & Development Authority, Chairman of National Committee on Accounting Standards of Confederation of Indian Industry (CII) etc., Sri Manoharan has received a number of awards and has also been invested with the Civilian Award "PADMA SHRI" by the Hon'ble President of India. He has authored several books in the field of Taxation & Accountancy. He has widely travelled abroad covering over 80 countries representing Indian accounting profession. He is also director on the Board of Satyam Computer Services Ltd, MCA Management Consultants Ltd, MCA Capital Advisors Private Ltd, MCA Telecom Consultancy Services Private Ltd and Nani Palkivala Arbitration Centre. He does not hold any shares in the Company.
- d. **Sri Anil P Gupta**, BE (Hons) from BITS Pilani and MBA from the Faculty of Management Studies, Delhi University and a certified GE Six Sigma Master Blackbelt with over 35 years of diverse Global and Regional Leadership experience in top companies both in India and abroad. Sri Gupta was earlier associated with Reliance ADAG Infrastructure Group as its President & Head of Infrastructure. Prior to that he served in positions of increasing responsibility in reputed organizations like NTPC, ABB, GE and Honeywell. He does not hold any shares in the Company.

ANNEXURE TO NOTICE:

Explanatory Statement pursuant to the provisions of Section 173 (2) of the Companies Act, 1956.

As required under Section 173(2) of the Companies Act, 1956, the following Explanatory Statement sets out all material facts relating to the Special Business specified in item no(s) 6,7 & 8 of the Notice of the Meeting.

Item no.6

In accordance with the Articles of Association of the Company, Dr Rakesh R Jhunjhunwala, Director retires by rotation at the ensuing Annual General Meeting. Dr Rakesh R Jhunjhunwala, has indicated to the Company that he is not seeking reappointment

due to pre-occupation.

Dr Rakesh R Jhunjhunwala has been on the Board of the Company since March, 2004. The Board places on record its sincere appreciation and recognition of the valuable contribution and services rendered by Dr Rakesh R Jhunjhunwala during his tenure as a Director on the Board of the Company. The Board proposes that the vacancy caused by his retirement be not filled-up.

None of the Directors other than Dr Rakesh R Jhunjhunwala may be deemed to be concerned or interested in the afore said resolution.

The Board recommends the resolution for your approval.

Item no.7

Sri Anil P Gupta was appointed by the Board of Directors as an Additional Director (Independent Director) on the Board of the Company with effect from 26th September, 2012 in terms of section 260 of the Companies Act, 1956 and holds office upto the date of the 23rd Annual General Meeting. He is also a member of the Audit Committee of the Board of Directors of the Company. As stipulated under Section 257 of the Companies Act, 1956 the Company has received a Notice of intention proposing Sri Anil P Gupta as a Director of the Company together with the requisite deposit from a member of the Company. Profile of Sri Anil P Gupta is given as a part of the requirements of Clause 49 under Sl.No. 14 (d) forming part of the Notes to the Notice convening the 23rd Annual General Meeting of the Company.

Sri Anil P Gupta is proposed to be appointed as a Director of the Company liable to retire by rotation. None of the Directors other

than Sri Anil P Gupta may be deemed to be concerned or interested in the afore said resolution.

The Board recommends the resolution for your approval.

Item No.8

Sri T.N.Manoharan was appointed by the Board of Directors as an Additional Director (Independent Director) on the Board of the Company with effect from 26th September, 2012 in terms of section 260 of the Companies Act, 1956 and holds office upto the date of the 23rd Annual General Meeting. He is also a member of the Audit Committee of the Board of Directors of the Company. As stipulated under Section 257 of the Companies Act, 1956 the Company has received a Notice of intention proposing Sri T N Manoharan as a Director of the Company together with the requisite deposit from a member of the Company. Profile of Sri T N Manoharan is given as a part of the requirements of Clause 49 under Sl.No.14 (c) forming part of the Notes to the Notice convening the 23rd Annual General Meeting of the Company.

Sri. T N Manoharan is proposed to be appointed as a Director of the Company liable to retire by rotation. None of the Directors other than Mr T N Manoharan may be deemed to be concerned or interested in the afore said resolution.

The Board recommends the resolution for your approval.

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

**M V SRINIVASA MURTHY
COMPANY SECRETARY & Sr.VP (Legal)**

Place: Hyderabad
Date :May 22,2013

NCC LIMITED.

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

ATTENDANCE SLIP (To be presented at the entrance)

23rd ANNUAL GENERAL MEETING of the Company to be held on Friday, the 27th day of September, 2013, at 3:30pm at KLN Prasad Auditorium, Federation House, The Federation of Andhra Pradesh Chambers of Commerce and Industry,11-6-841, Red Hills Hyderabad-500004, Andhra Pradesh.

Folio No DP ID No.....	Client No:
Name of the Shareholder / Proxy :	
Signature of the Shareholder / Proxy :	
(only shareholders/proxies are allowed to attend the meeting)	

PROXY FORM

I / We _____ of _____ in the district of, _____ being a member/ members of **NCC Limited** hereby appoint _____ of _____ in the district of _____ or failing him/her, _____ of _____ in the district of _____ as my / our proxy to attend and vote for me/us on my / our behalf at the 23rd Annual General Meeting of the Company to held on Friday, the 27th day of September, 2013, at 3.30 p.m. at KLN Prasad Auditorium, FAPCCI , Redhills Hyderabad-500004 and at any adjournment thereof.

Folio No	DP ID No	Client A/c No :
No. of shares held		Affix ₹1/- Revenue Stamp
Signed thisday of2013		Signature across Revenue Stamp

Notes:
1.The Proxy form duly completed must be deposited with the Secretarial Department at the Registered Office of the Company at NCC House, Madhapur, Hyderabad-500081, not less than 48 hours before the time fixed for holding the meeting. Proxy need not be a Member.
2. Corporate members intending to attend the meeting through their authorised representative(s) are requested to send a certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.

