

NCC LIMITED.

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

Notice

NOTICE is hereby given that the 22nd Annual General Meeting of the members of **NCC LIMITED** will be held on Wednesday, the 26th September, 2012, 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 Balance Sheet as at 31st March, 2012, the Profit & Loss Account for the year ended on 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 2011-2012.
3. To appoint a Director in place of Sri P C Laha, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Sri J V Ranga Raju, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Sri N R Alluri, who retires by rotation and being eligible, offers himself for reappointment.

6. 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:

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 AKHS Rama Raju for appointment as a Director having been received from a member under Section 257 of the Companies Act, 1956, Sri AKHS Rama Raju, who was appointed as an Additional Director of the Company 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. **Appointment of Sri A K H S Rama Raju as a Wholtime Director:**

To consider and, if thought fit, to pass with or without modifications,

the following resolution as a **Special Resolution**:

“RESOLVED THAT in pursuance of the provisions of Sections 198, 269, 309, 310, 314 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (hereinafter referred to as the “Act”), read with Schedule XIII to the 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 appointment of Sri A K H S Rama Raju, as a Wholtime Director of the Company for a period of 5 (five) years with effect from November 04, 2011, 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 HR & Compensation 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 XIII to the Companies Act, 1956, 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 198(4) and other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals / consents as may be required including that of the Central Government if need be, Sri A K H S Rama Raju Wholtime 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 Wholtime Director, in accordance with the provisions of Schedule XIII to the Companies Act, 1956”.

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 this resolution”.

9. **Reappointment of Sri A A V Ranga Raju as Managing Director:**

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT in pursuance of the provisions of Sections 198, 269, 309, 310, 311, 314 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification (s) or re-enactment thereof, for the time being in force) (hereinafter referred to as the “Act”), read with Schedule XIII to the 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 A V Ranga Raju as the Managing Director of the Company for a period of 5

(five) years with effect from April 01, 2012, 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 HR & Compensation 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 XIII to the Companies Act, 1956, 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 198(4) and other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals / consents as may be required including that of the Central Government if need be, Sri A A V Ranga Raju as Managing 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 Managing Director, in accordance with the provisions of Schedule XIII to the Companies Act, 1956”.

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 this resolution.”

10. Reappointment of Sri AGK Raju as Executive Director:

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT in pursuance of the provisions of Sections 198, 269, 309, 310, 311, 314 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification (s) or re-enactment thereof, for the time being in force) (hereinafter referred to as the “Act”), read with Schedule XIII to the 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 G K Raju as the Executive Director of the Company for a period of 5 (five) years with effect from April 01, 2012, 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 HR & Compensation 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 XIII to the Companies Act, 1956, 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 198(4) and other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals / consents as may be required including that of the Central Government if need be, Sri A G K Raju as Executive 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 Executive Director, in accordance with the

provisions of Schedule XIII to the Companies Act, 1956”.

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 this resolution.”

11. Reappointment of Sri J V Ranga Raju as Wholetime Director:

To consider and, if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT in pursuance of the provisions of Sections 198, 269, 309, 310, 311, 314 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (hereinafter referred to as the “Act”), read with Schedule XIII to the 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 J V Ranga Raju, as a Wholetime Director of the Company for a period of 5 (five) years with effect from April 01, 2012, 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 HR & Compensation 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 XIII to the Companies Act, 1956, 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 198(4) and other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals / consents as may be required including that of the Central Government if need be, Sri J V Ranga Raju, as Wholetime Director of the Company, 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 XIII to the Companies Act, 1956”.

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 this resolution”.

12. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 163(1) and other applicable provisions, if any, of the Companies Act, 1956, the register of members, index of members, the register and index of debenture holders, if any, and copies of all annual returns prepared under Section 159 and 160 of the Companies Act, 1956, together with copies of certificates and documents required to be annexed thereto under Sections 160 and 161 of the Companies Act, 1956, be kept at the office of the Registrar and Transfer Agent of the Company viz., Karvy Computershare Private Limited, Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081 and at such other places where the Registrar and Transfer Agent as

appointed by the Company from time to time may have its office, instead of at the Registered Office of the Company.

“RESOLVED FURTHER THAT any one of the Directors or the Company Secretary of the Company be and are hereby severally authorised, to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto.”

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

Place: Hyderabad
Date :May 29,2012

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

NOTES:

1. **Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the business under item No(s).7 to 12 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 17th September, 2012 (Monday) to 21st September, 2012 (Friday) (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 , Vittal Rao 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 year ended March 31, 2012 as recommended by the Board, if approved at the Meeting, will be payable to those members whose names appear on the Company's Register of Members on 21st September, 2012.
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 C Laha, Sri J V Ranga Raju and Sri N R Alluri, Directors retire by rotation and being eligible offer themselves for re-appointment. Sri A K H S Rama Raju, Additional Director, is being appointed as a Director of the Company liable to retire by rotation and as a Whole Time Director of the company. Sri A A V Ranga Raju Sri A G K Raju and Sri J V Ranga Raju are being reappointed as Managing Director , Executive Director and Wholetime Director of the Company respectively. 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. C. Laha, B.M.E, FIE, MIIM, MAISE (USA)** has been associated with the Company as a Non-Executive/ Independent Director of the Company since 1991. He has held several important positions in the Central Government / Government of India Undertakings and retired as Chairman cum Managing Director of MECON Limited (a Govt. of India Undertaking). He has rich experience spanning over 42 years in Engineering and allied fields. Currently he is a Director on the Board of the Company (NCCL) only and also a Member of the Audit Committee, Investors' Grievances Committee and Member & Chairman of the HR & Compensation Committee. He is not holding any equity shares of the Company.
 - b. **Sri J.V.Ranga Raju** is one of the Promoter Directors and has been associated with the Company since inception. He holds a Masters

Degree in Commerce and has over 27 years of experience in the construction and education fields. He is also a Director on the Board of Brindavan Infrastructure Company Ltd. Sri J.V. Ranga Raju holds 15,53,500 equity shares of the Company, constituting 0.61% of the paid up share capital of the Company. He is related to the other Promoter Directors on the Board of the Company.

- c. **Sri N.R.Alluri** is one of the Promoter Directors and has been associated with the Company since 1995. He holds a Bachelors Degree in Engineering and has over 22 years of experience in the Construction Industry, Real Estate and allied fields. Currently he is the Managing Director of NCC Urban Infrastructure Limited and serves as a director on the Board of Western UP Tollway Ltd., NCC Vizag Urban Infrastructure Ltd, Patnitop Ropeway & Resorts Ltd, NCC Oil&Gas Ltd, Nextgreen Infrastructure Private Ltd and Tellapur Technocity Pvt Ltd. He also serves as director on the Boards of Nagarjuna Construction Company Ltd & Partners LLC, Nagarjuna Contracting Co. LLC, Nagarjuna Facility Management Services LLC and Nagarjuna Construction Company International LLC, AL Mubarika Contracting Company LLC, Dubai and Nagarjuna Construction Company (Kenya) Limited Sri N.R.Alluri holds 40,88,680 equity shares of the Company, constituting 1.59% of the paid up share capital of the Company. He is related to the other Promoter Directors on the Board of the Company.
- d. **Sri AKHS Rama Raju** is one of the Promoters of the Company. He is an under graduate and has around 20 years of rich experience in the field of construction - basically in the Buildings & Roads Divisions. Some of the projects wherein he had played an active role include Ah'bad Vadodara Expressway, Delhi - Samalkha Road Project, Chennai CMDA, NIOT. He is also Director on the Board of Ranga Agri Impex Private Ltd, Nirathi Agro Farms Private Ltd, Aparajita Fashions Private Ltd, Samarjith Hotels and Resorts Private Ltd, Abhinav Technology Solutions Private Ltd, Sri A K H S Greenlands Private Limited, Mobilium Infosystems Private Ltd Greenex Energy India Private Ltd and Indian Heritage Resorts Private Ltd, He is not holding any equity shares of the Company. He is related to the other Promoter Directors on the Board of the Company.
- e. **Sri A A V Ranga Raju** is one of the Chief Promoters of the Company and has been the Managing Director of the Company right from the inception. He is an Under Graduate and has over 38 years of rich experience in the construction industry. He has been playing a significant role in the progress achieved by the Company. He is a Director on the Boards of NCC Urban Infrastructure Ltd, NCC Infrastructure Holdings Ltd, NCC Infra Ltd, NCC Power Projects Ltd, Vaidehi Avenues Ltd and Tellapur Technocity Private Ltd. Sri A A V Ranga Raju holds 59,31,740 equity shares of the company, constituting 2.31% of the paid up share capital of the Company. He is related to the other Promoter Directors on the Board of the Company

- f. **Sri A G K Raju** 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 29 years of rich experience in the construction industry. He is a Director on the Boards NCC Finance Ltd, NCC Infrastructure Holdings Ltd, NCC Urban Infrastructure Ltd and Vaidehi Avenues Ltd. Sri A G K Raju holds 39,30,080 equity shares of the Company, constituting 1.53% of the paid up share capital of the Company. He is related to the other Promoter Directors on the Board of 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) 7 to 12 of the Notice of the Meeting.

Item no.7

Sri A K H S Rama Raju who has been appointed by the Board of Directors as an Additional Director on the Board of the Company with effect from 4th November, 2011 in terms of section 260 of the Companies Act, 1956 and holds office upto the date of 22nd Annual General Meeting. As stipulated under Section 257 of the Companies Act, 1956 the Company has received a Notice of intention proposing Sri AKHS Rama Raju as a Director of the Company together with the requisite deposit. Profile of Sri A K H S Rama Raju 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 22nd Annual General Meeting of the Company.

Sri A K H S Rama Raju is proposed to be appointed as a Director of the Company liable to retire by rotation.

None of the directors other than Sri AKHS Rama Raju 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, and Sri.N R Alluri Directors may be deemed to be concerned or interested in the afore said resolution.

The Board recommends the resolution for your approval.

Item No.8

The Board of Directors of the Company ("the Board") at its meeting held on 4th November 2011, on the recommendation of the HR & Compensation Committee and subject to the approval of the members, accorded their approval for Appointment of Sri A K H S Rama Raju, as a Wholetime Director of the Company for a period of 5 (five) years with effect from 4th November, 2011 on the remuneration as detailed hereunder.

The terms of appointment of the Sri A K H S Rama Raju as a Wholetime Director and payment of remuneration to him with effect from 4th November, 2011 and the Memorandum of interest are set out herein below

Name and Designation	Salary (Per month)	Perquisites and Allowances	Exgratia
Sri A K H S Rama 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

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 Sections 198 and 309 of the Companies Act, 1956.

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 appointment and payment of remuneration to Sri A K H S Rama Raju as a Wholetime Director, 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 HR & Compensation 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 provided the same do not exceed the limits specified under Section 309 read with Schedule XIII of the Companies Act, 1956. (including any statutory modification (s) or re-enactment thereof for the time being force) or any amendment made thereto.

None of the directors other than Sri AKHS Rama Raju, Sri A A V Ranga Raju, Sri A G K Raju, Sri J V Ranga Raju, Sri. A S N Raju, Sri AV N Raju, and Sri.NR Alluri Directors may be deemed to be concerned or interested in the aforesaid resolution.

The Board of Directors recommend the resolutions set out at item No.8, of the Notice for your approval.

Item No.9,10&11

The Board of Directors of the Company vide Circular Resolution dated.23.03.2012 subject to the approval of the Members of the Company, approved the reappointment of Sri A A V Ranga Raju as the Managing Director, Sri A G K Raju as the Executive Director and Sri J V Ranga Raju as a Wholetime Director of the Company for a period of 5 (Five) years each with effect from 1st April, 2012 and payment of remuneration to them. The payment of remuneration to the aforesaid working Directors has also been approved by the HR & Remuneration Committee of the Company.

The terms of appointment of the aforesaid working Directors and payment of remuneration to the aforesaid directors to them with effect from 1st April, 2012 and the Memorandum of interest are set out

Name and Designation	Salary (Per month)	Perquisites and allowances	Exgratia	Commission
Sri A A V Ranga Raju Managing Director	Rs.8.00 lakhs per month in the scale of Rs.8.00 lakhs to Rs.15.00 lakhs	75% of the monthly salary	As per the rules of the Company	1% (One percent) of the net profits of the company computed in accordance with Section 349 & 350 of the Companies Act, 1956.
Sri A G K Raju Executive 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% (Half percent) of the net profits of the company computed in accordance with Section 349 & 350 of the Companies Act, 1956.
Sri J V Ranga Raju Wholetime Director	Rs.7.00 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	—

herein below;

The perquisites and allowances payable to the aforesaid Managing Director, Executive Director and 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 they 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 Sections 198 and 309 of the Companies Act, 1956.

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 above 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 HR & Compensation 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 Managing Director, Executive Director and Wholetime Director of the Company provided the same do not exceed the limits specified under Section 309 read with Schedule XIII of the Companies Act, 1956. (including any statutory modification (s) or re-enactment thereof for the time being force) or any amendment made thereto.

None of the directors other than 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 A K H S Rama Raju, and Sri.N R Alluri Directors may be deemed to be concerned or interested in the afore said resolutions.

The Board of Directors recommend the resolutions set out at item Nos.9 to 11, of the Notice for your approval.

Item No. 12

As required under the provisions of section 163 the Companies Act, 1956, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the registered office of the Company. However, these documents can be kept at any other place within the city, town or village in which the registered office of the Company is situated, with the approval of the members to be accorded by a special resolution.

The shares transfer agents registered under the SEBI (Registrar to an Issue and Share Transfer Agent) Regulation, 1993, as amended, provides the depository related services for the shares held in dematerialised form and also acts as the Share Transfer Agent for the shares held in the physical form. Hence, the approval of the members is sought in terms of Section 163(1) of the Companies Act, 1956, for keeping the aforementioned registers and documents at the office(s) of the registrar and transfer agents ('RTA') as may be appointed from time to time.

Currently, M/s. Karvy Computershare Private Limited, Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081 are acting as the RTA for the Company.

None of the Directors is concerned or interested in the said resolution.

The Board recommends the said resolution for the approval of members.

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

Place: Hyderabad
Date :May 29,2012

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

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Registrar and Share Transfer Agent (RTA) M/s. Karvy Computershare Pvt. Ltd. Unit: NCC Limited, Plot No.17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad- 500081. E-mail id: : einward.ris@karvy.com

NCC LIMITED.

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

ATTENDANCE SLIP

(To be presented at the entrance)

22ND ANNUAL GENERAL MEETING of the Company on Wednesday, the 26th day of September, 2012, at 3.30p.m at, KLN Prasad Auditorium, Federation House, The Federation of Andhra Pradesh Chambers of Commerce and Industry, 11-6-841, Red Hills, Hyderabad-500004.

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 22nd Annual General Meeting of the Company to be held on Wednesday, the 26th day of September, 2012, 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 and at any adjournment thereof.

Folio No	DP ID No	Client A/c No :
No. of shares held		
Signed thisday of2012		
		<div style="border: 1px solid black; padding: 2px; display: inline-block;"> Affix ₹1/- Revenue Stamp </div>
		Signature across Revenue Stamp

Notes:

- 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 for holding the meeting. Proxy need not be a Member.
- 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.

BANK ACCOUNT PARTICULARS / ECS MANDATE FORM

I/We.....do hereby authorize NCC Limited

* To Print the following details on my / our dividend warrant

* To Credit my dividend amount directly to my Bank account by ECS / Direct Credit in.....Bank A/c (if any).

(* Strike out whichever is not applicable)

My / Our Folio No:

Particulars of Bank Account:	DP ID No.....	Client A/c No.....
A. Bank Name	:	
B. Branch Name & Address (for Mandate only)	:	
C. 9 Digit Code number of the bank & branch as appearing on the MICR cheque (Please attach cancelled cheque)	:	
D. Account Type (Saving/Current)	:	
E. Account No. as appearing on the cheque book	:	
F. STD Code & Telephone No.	:	

I/ we shall not hold the Bank responsible if the ECS could not be implemented or the Bank discontinue(s) the ECS, for any reason.

Please send the BANK ACCOUNT particulars/ ECS MANDATE FORM to: M/s. Karvy Computershare Pvt. Ltd. Unit: NCC Limited. Plot No.17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad- 500081 or to your Depository Participant if you hold shares in electronic form.

Date :

Place:

Signature of the Shareholder

