



C & C CONSTRUCTIONS LIMITED

Regd. Office: G-11, Hemkunt Chamber, Nehru Place, New Delhi-110019

NOTICE

NOTICE is hereby given that the 14th Annual General Meeting of the Members of C & C Constructions Limited will be held at Air Force Auditorium, Subroto Park, New Delhi-110 010 on Friday, the 29th day of October, 2010, at 10.00 A. M. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 30th June, 2010 and the Profit & Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Sanjay Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Rajendra Mohan Aggarwal, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Anand Bordia, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint a Director in place of Mr. Deepak Dasgupta, who retires by rotation and being eligible, offers himself for re-appointment.
7. To appoint auditors and fix their remuneration.

SPECIAL BUSINESS

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

“RESOLVED THAT Mr. Arun Kumar Purwar, who was appointed as an Additional Director pursuant to section 260 of the Companies Act, 1956, and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice under section 257 of the Companies Act, 1956 from a member, in writing, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

9. To consider and, if thought fit, to pass with or without modification(s) following resolution as special resolution:

“RESOLVED THAT in supersession of resolution passed at the Extra Ordinary General Meeting held on October 6, 2006 and pursuant to the provisions of Section 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and relevant provisions of articles of association of the Company and subject to the such approvals and other sanctions as may be necessary, Mr. Gurjeet Singh Johar be and is hereby re-appointed as Whole time Director of the company for a

period of 5 years with effect from 1st September, 2010 on remuneration payable with effect from 1st April, 2010 on the following lines:

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|--|--|
| Salary (per month) | Starting salary of Rs.9,00,000 per month with an increment (annually) of upto Rs.2,00,000 per month as per the policy of our Company. |
| Allowances | Such other allowances as applicable to the members of the staff under the staff rules of our Company including city compensatory allowance, value allowance, etc., subject to the terms and conditions as approved by the remuneration committee of our Company from time to time. |
| Housing | Furnished accommodation or house rent allowance not exceeding 60% of salary. |
| Medical | Reimbursement of all medical and hospitalisation expenses for self and family as per the staff rules of our Company. |
| Leave travel benefit | Leave travel benefit as per the staff rules of our Company. |
| Mediclaime and accidental insurance | Premium in respect of mediclaime and accidental insurance policies as per the staff rules of our Company. |
| Provident Fund and Superannuation Fund | Contribution to provident and superannuation funds as per the staff rules of our Company. |
| Leaves, gratuity and leaves encashment | As per the staff rules of our Company. |
| Provision of car | Provision of car with driver (subject to recovery of an amount from salary as per the provisions of Income Tax Act, 1961 for personal use of the car) or conveyance allowance not exceeding Rs. 50,000 p.m. or official vehicle with allowances as per vehicle scheme of our Company. |
| Provision for telephone at residence | Telephone at residence for use on Company business. |
| Club fees | Annual fees of upto three clubs, excluding admission and life membership fees. |
| Minimum remuneration | Where in any financial year, during the currency of the tenure, our Company has no profits or its profits are inadequate, the remuneration by way of salary and perquisites shall not exceed the limits specified in Schedule XIII of the Companies Act, or any subsequent modification thereof. |
| Termination of appointment | The appointment shall be terminable by three months' notice or by three months' salary in lieu of notice by either party. |

RESOLVED FURTHER THAT Mr. Gurjeet Singh Johar shall continue to be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Gurjeet Singh Johar, Director or Mr. Deepak Nathani, Company Secretary of the Company be and is hereby authorised severally to file necessary forms/efoms/ returns with the Registrar of Companies, NCT of Delhi and Haryana or to such other authority of the Central or state Government and to do all such acts, deeds, matters and things, as may be necessary, proper or desirable in this regard."

10. To consider and, if thought fit, to pass with or without modification(s) following resolution as special resolution:

"RESOLVED THAT in supersession of resolution passed at the Extra Ordinary General Meeting held on October 6, 2006 and pursuant to the provisions of Section 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and relevant provisions of articles

of association of the Company and subject to the such approvals and other sanctions as may be necessary, Mr. Charanbir Singh Sethi be and is hereby re-appointed as Managing Director of the company for a period of 5 years with effect from 1st September, 2010 on remuneration payable with effect from 1st April, 2010 on the following lines:

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| Salary (per month) | Starting salary of Rs. 9,00,000 per month with an increment (annually) of upto Rs. 2,00,000 per month as per the policy of our Company. |
| Allowances | Such other allowances as applicable to the members of the staff under the staff rules of our Company including city compensatory allowance, value allowance, etc., subject to the terms and conditions as approved by the remuneration committee of our Company from time to time. |
| Housing | Furnished accommodation or house rent allowance not exceeding 60% of salary. |
| Medical | Reimbursement of all medical and hospitalisation expenses for self and family as per the staff rules of our Company. |
| Leave travel benefit | Leave travel benefit as per the staff rules of our Company. |
| Mediclaime and accidental insurance | Premium in respect of mediclaime and accidental insurance policies as per the staff rules of our Company. |
| Provident Fund and Superannuation Fund | Contribution to provident and superannuation funds as per the staff rules of our Company. |
| Leaves, gratuity and leaves encashment | As per the staff rules of our Company. |
| Provision of car | Provision of car with driver (subject to recovery of an amount from salary as per the provisions of Income Tax Act, 1961 for personal use of the car) or conveyance allowance not exceeding Rs. 50,000 p.m. or official vehicle with allowances as per vehicle scheme of our Company. |
| Provision for telephone at residence | Telephone at residence for use on Company business. |
| Club fees | Annual fees of upto three clubs, excluding admission and life membership fees. |
| Minimum remuneration | Where in any financial year, during the currency of the tenure, our Company has no profits or its profits are inadequate, the remuneration by way of salary and perquisites shall not exceed the limits specified in Schedule XIII of the Companies Act, or any subsequent modification thereof. |
| Termination of appointment | The appointment shall be terminable by three months' notice or by three months' salary in lieu of notice by either party. |

RESOLVED FURTHER THAT Mr. Charanbir Singh Sethi shall continue to be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Gurjeet Singh Johar, Director or Mr. Deepak Nathani, Company Secretary of the Company be and is hereby authorised severally to file necessary forms/eforms/returns with the Registrar of Companies, NCT of Delhi and Haryana or to such other authority of the Central or state Government and to do all such acts, deeds, matters and things, as may be necessary, proper or desirable in this regard."

11. To consider and, if thought fit, to pass with or without modification(s) following resolution as special resolution:

“RESOLVED THAT in supersession of resolution passed at the Extra Ordinary General Meeting held on October 6, 2006 and pursuant to the provisions of Section 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and relevant provisions of articles of association of the Company and subject to the such approvals and other sanctions as may be necessary, Mr. Rajbir Singh be and is hereby re-appointed as Whole time Director of the company for a period of 5 years with effect from 1st September, 2010 on remuneration payable with effect from 1st April, 2010 on the following lines:

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| Salary (per month) | Starting salary of Rs. 9,00,000 per month with an increment (annually) of upto Rs. 2,00,000 per month as per the policy of our Company. |
| Allowances | Such other allowances as applicable to the members of the staff under the staff rules of our Company including city compensatory allowance, value allowance, etc., subject to the terms and conditions as approved by the remuneration committee of our Company from time to time. |
| Housing | Furnished accommodation or house rent allowance not exceeding 60% of salary. |
| Medical | Reimbursement of all medical and hospitalisation expenses for self and family as per the staff rules of our Company. |
| Leave travel benefit | Leave travel benefit as per the staff rules of our Company. |
| Mediclaime and accidental insurance | Premium in respect of mediclaime and accidental insurance policies as per the staff rules of our Company. |
| Provident Fund and Superannuation Fund | Contribution to provident and superannuation funds as per the staff rules of our Company. |
| Leaves, gratuity and leaves encashment | As per the staff rules of our Company. |
| Provision of car | Provision of car with driver (subject to recovery of an amount from salary as per the provisions of Income Tax Act, 1961 for personal use of the car) or conveyance allowance not exceeding Rs. 50,000 p.m. or official vehicle with allowances as per vehicle scheme of our Company. |
| Provision for telephone at residence | Telephone at residence for use on Company business. |
| Club fees | Annual fees of upto three clubs, excluding admission and life membership fees. |
| Minimum remuneration | Where in any financial year, during the currency of the tenure, our Company has no profits or its profits are inadequate, the remuneration by way of salary and perquisites shall not exceed the limits specified in Schedule XIII of the Companies Act, or any subsequent modification thereof. |
| Termination of appointment | The appointment shall be terminable by three months' notice or by three months' salary in lieu of notice by either party. |

RESOLVED FURTHER THAT Mr. Rajbir Singh shall continue to be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Gurjeet Singh Johar, Director or Mr. Deepak Nathani, Company Secretary of the Company be and is hereby authorised severally to file necessary forms/eforms/returns with the Registrar of Companies, NCT of Delhi and Haryana or to such other authority of

the Central or state Government and to do all such acts, deeds, matters and things, as may be necessary, proper or desirable in this regard.”

12. To consider and, if thought fit, to pass with or without modification(s) following resolution as special resolution:

“RESOLVED THAT in supersession of resolution passed at the Extra Ordinary General Meeting held on October 6, 2006 and pursuant to the provisions of Section 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and relevant provisions of articles of association of the Company and subject to the such approvals and other sanctions as may be necessary, Mr. Sanjay Gupta be and is hereby re-appointed as Whole time Director of the company for a period of 5 years with effect from 1st September, 2010 on remuneration payable with effect from 1st April, 2010 on the following lines:

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| Salary (per month) | Starting salary of Rs.9,00,000 per month with an increment (annually) of upto Rs.2,00,000 per month as per the policy of our Company. |
| Allowances | Such other allowances as applicable to the members of the staff under the staff rules of our Company including city compensatory allowance, value allowance, etc., subject to the terms and conditions as approved by the remuneration committee of our Company from time to time. |
| Housing | Furnished accommodation or house rent allowance not exceeding 60% of salary. |
| Medical | Reimbursement of all medical and hospitalisation expenses for self and family as per the staff rules of our Company. |
| Leave travel benefit | Leave travel benefit as per the staff rules of our Company. |
| Mediclaime and accidental insurance | Premium in respect of mediclaime and accidental insurance policies as per the staff rules of our Company. |
| Provident Fund and Superannuation Fund | Contribution to provident and superannuation funds as per the staff rules of our Company. |
| Leaves, gratuity and leaves encashment | As per the staff rules of our Company. |
| Provision of car | Provision of car with driver (subject to recovery of an amount from salary as per the provisions of Income Tax Act, 1961 for personal use of the car) or conveyance allowance not exceeding Rs. 50,000 p.m. or official vehicle with allowances as per vehicle scheme of our Company. |
| Provision for telephone at residence | Telephone at residence for use on Company business. |
| Club fees | Annual fees of upto three clubs, excluding admission and life membership fees. |
| Minimum remuneration | Where in any financial year, during the currency of the tenure, our Company has no profits or its profits are inadequate, the remuneration by way of salary and perquisites shall not exceed the limits specified in Schedule XIII of the Companies Act, or any subsequent modification thereof. |
| Termination of appointment | The appointment shall be terminable by three months' notice or by three months' salary in lieu of notice by either party. |

RESOLVED FURTHER THAT Mr. Sanjay Gupta shall continue to be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Gurjeet Singh Johar, Director or Mr. Deepak Nathani, Company Secretary of the Company be and is hereby authorised severally to file necessary forms/efrms/returns

with the Registrar of Companies, NCT of Delhi and Haryana or to such other authority of the Central or state Government and to do all such acts, deeds, matters and things, as may be necessary, proper or desirable in this regard.”

13. To consider and, if thought fit, to pass with or without modification(s) following resolution as special resolution:

“RESOLVED THAT in supersession of resolution passed at the Extra Ordinary General Meeting held on October 6, 2006 and pursuant to the provisions of Section 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and relevant provisions of articles of association of the Company and subject to the such approvals and other sanctions as may be necessary, Mr. Amrit Pal Singh Chadha be and is hereby re-appointed as Whole time Director of the company for a period of 5 years with effect from 1st September, 2010 on remuneration payable with effect from 1st April, 2010 on the following lines:

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| Salary (per month) | Starting salary of Rs. 9,00,000 per month with an increment (annually) of upto Rs. 2,00,000 per month as per the policy of our Company. |
| Allowances | Such other allowances as applicable to the members of the staff under the staff rules of our Company including city compensatory allowance, value allowance, etc., subject to the terms and conditions as approved by the remuneration committee of our Company from time to time. |
| Housing | Furnished accommodation or house rent allowance not exceeding 60% of salary. |
| Medical | Reimbursement of all medical and hospitalisation expenses for self and family as per the staff rules of our Company. |
| Leave travel benefit | Leave travel benefit as per the staff rules of our Company. |
| Mediclaim and accidental insurance | Premium in respect of mediclaim and accidental insurance policies as per the staff rules of our Company. |
| Provident Fund and Superannuation Fund | Contribution to provident and superannuation funds as per the staff rules of our Company. |
| Leaves, gratuity and leaves encashment | As per the staff rules of our Company. |
| Provision of car | Provision of car with driver (subject to recovery of an amount from salary as per the provisions of Income Tax Act, 1961 for personal use of the car) or conveyance allowance not exceeding Rs. 50,000 p.m. or official vehicle with allowances as per vehicle scheme of our Company. |
| Provision for telephone at residence | Telephone at residence for use on Company business. |
| Club fees | Annual fees of upto three clubs, excluding admission and life membership fees. |
| Minimum remuneration | Where in any financial year, during the currency of the tenure, our Company has no profits or its profits are inadequate, the remuneration by way of salary and perquisites shall not exceed the limits specified in Schedule XIII of the Companies Act, or any subsequent modification thereof. |
| Termination of appointment | The appointment shall be terminable by three months' notice or by three months' salary in lieu of notice by either party. |

RESOLVED FURTHER THAT, Mr. Amrit Pal Singh Chadha shall continue to be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Gurjeet Singh Johar, Director or Mr. Deepak Nathani, Company Secretary of the Company be and is hereby authorised severally to file necessary forms/eforms/returns with the Registrar of Companies, NCT of Delhi and Haryana or to such other authority of the Central or state Government and to do all such acts, deeds, matters and things, as may be necessary, proper or desirable in this regard.”

14. To consider and, if thought fit, to pass with or without modification(s) following resolution as special resolution:

“RESOLVED THAT in supersession of resolution passed at the Extra Ordinary General Meeting held on October 6, 2006 and pursuant to the provisions of Section 198, 269, 309, 310, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and relevant provisions of articles of association of the Company and subject to the such approvals and other sanctions as may be necessary, Mr. Rajendra Mohan Aggarwal be and is hereby re-appointed as Whole time Director of the company for a period of 5 years with effect from 1st September, 2010 on remuneration payable with effect from 1st April, 2010 on the following lines:

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|--|--|
| Salary (per month) | Starting salary of Rs. 9,00,000 per month with an increment (annually) of upto Rs. 2,00,000 per month as per the policy of our Company. |
| Allowances | Such other allowances as applicable to the members of the staff under the staff rules of our Company including city compensatory allowance, value allowance, etc., subject to the terms and conditions as approved by the remuneration committee of our Company from time to time. |
| Housing | Furnished accommodation or house rent allowance not exceeding 60% of salary. |
| Medical | Reimbursement of all medical and hospitalisation expenses for self and family as per the staff rules of our Company. |
| Leave travel benefit | Leave travel benefit as per the staff rules of our Company. |
| Mediclaim and accidental insurance | Premium in respect of mediclaim and accidental insurance policies as per the staff rules of our Company. |
| Provident Fund and Superannuation Fund | Contribution to provident and superannuation funds as per the staff rules of our Company. |
| Leaves, gratuity and leaves encashment | As per the staff rules of our Company. |
| Provision of car | Provision of car with driver (subject to recovery of an amount from salary as per the provisions of Income Tax Act, 1961 for personal use of the car) or conveyance allowance not exceeding Rs. 50,000 p.m. or official vehicle with allowances as per vehicle scheme of our Company. |
| Provision for telephone at residence | Telephone at residence for use on Company business. |
| Club fees | Annual fees of upto three clubs, excluding admission and life membership fees. |
| Minimum remuneration | Where in any financial year, during the currency of the tenure, our Company has no profits or its profits are inadequate, the remuneration by way of salary and perquisites shall not exceed the limits specified in Schedule XIII of the Companies Act, or any subsequent modification thereof. |
| Termination of appointment | The appointment shall be terminable by three months' notice or by three months' salary in lieu of notice by either party. |

RESOLVED FURTHER THAT Mr. Rajendra Mohan Aggarwal shall continue to be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Gurjeet Singh Johar, Director or Mr. Deepak Nathani, Company Secretary of the Company be and is hereby authorised severally to file necessary forms/eforms/returns with the Registrar of Companies, NCT of Delhi and Haryana or to such other authority of the Central or state Government and to do all such acts, deeds, matters and things, as may be necessary, proper or desirable in this regard."

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ONLY ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Explanatory Statement, as required under Section 173(2) of the Companies Act, 1956, in respect of the business set out above is annexed hereto.
3. The proxy form must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
4. The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, the 25th October, 2010 to Friday, the 29th October, 2010 (both days inclusive).
5. Dividend recommended by the Board and approved by the members at the Annual General Meeting will be paid to those shareholders whose names appear in the Register of Members of the Company on 29th October, 2010 or in the Register of Beneficial Owners maintained by the Depositories as at the close of their business hours on 22nd October, 2010.
6. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details, ECS mandates, nominations, change of address etc. to their Depository Participant only. Changes intimated to the Depository Participant will then automatically reflected in the Company's records which will help the Company and its Registrar and Transfer Agent to provide efficient and better services to the members.
7. Members desirous of obtaining any information with regard to the accounts and operations of the Company are requested to write to the Company at least ten days before the meeting, so that the information could be made available at the meeting.
8. Members/ Proxies are requested to bring the attendance slip duly filled in along with their copies of Annual Report in the meeting.
9. Details, under clause 49 of the Listing Agreement with the Stock Exchanges, in respect of Directors seeking appointment/ re-appointment at the Annual General Meeting is separately annexed hereto.

By Order of the Board

(Deepak Nathani)
Company Secretary

Place: Gurgaon
Date: 27.08.2010

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 8

In terms of Compulsory Convertible Preference Share Subscription and Investor Rights Agreement entered into by the Company with India Venture Trust, Mr. Arun Kumar Purwar was appointed as Additional Director with effect from 15th July, 2010. As per the provisions of Section 260 of the Companies Act, 1956, Mr. Arun Kumar Purwar holds office up to the date of this Annual General Meeting. The Company has received a notice in writing from a Member along with deposit of Rs. 500/- under Section 257 of the Act, in respect of Mr. Purwar, proposing his candidature as a Director of the Company.

Hence, the resolution at item No. 8 of the notice is recommended for your approval.

Mr. Arun Kumar Purwar is interested in the resolution.

Item No. 9-14

Appointment and remuneration of Mr. Gurjeet Singh Johar, Mr. Charanbir Singh Sethi, Mr. Rajbir Singh, Mr. Sanjay Gupta, Mr. Amrit Pal Singh Chadha and Mr. Rajendra Mohan Aggarwal were approved by the Shareholders at Extra Ordinary General Meeting held on 06.10.2006 for a period of 5 years. In order to make the remuneration of the above mentioned Directors at par with the similar executives of the peers, it is proposed to increase the remuneration of the above mentioned Directors.

Hence, the resolutions at item No. 9-14 of the notice are recommended for your approval.

Mr. Gurjeet Singh Johar, Mr. Charanbir Singh Sethi, Mr. Rajbir Singh, Mr. Sanjay Gupta, Mr. Amrit Pal Singh Chadha and Mr. Rajendra Mohan Aggarwal are interested / concerned in their respective re-appointments. Mr. Charanbir Singh Sethi is interested / concerned in the re-appointment of Mr. Rajbir Singh and Mr. Gurjeet Singh Johar. Mr. Rajbir Singh is interested / concerned in the re-appointment of Mr. Charanbir Singh Sethi and Mr. Gurjeet Singh Johar.

By Order of the Board

(Deepak Nathani)
Company Secretary

Place: Gurgaon
Date: 27.08.2010

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AT ANNUAL GENERAL MEETING

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|-----------|--|---|
| 1. | Name | Mr. Sanjay Gupta |
| | Date of Birth & Age | May 14, 1959; 51 Yrs. |
| | Date of Appointment | August 4, 2003 |
| | Qualification | B.E. (Civil) |
| | Experience | Mr. Sanjay Gupta has 28 years of experience in the infrastructure industry. He is in-charge of implementation of the Afghanistan projects and the Building projects. |
| | Directorship in other Companies | <ol style="list-style-type: none"> 1. Case Cold Roll Forming Ltd. 2. Case Components Industries Pvt. Ltd. 3. Case Components Ltd. 4. Bags Registry Services Pvt. Ltd. 5. Frontline Innovation Pvt. Ltd. 6. Grace Developers LLC. 7. BSC-C and C Kurali Toll Road Ltd. 8. C and C Projects Ltd. 9. Mudit Cement Pvt. Ltd. 10. C & C Towers Ltd. 11. C & C Realtors Ltd. |
| | Membership of Committees of the Board in other Companies | <ol style="list-style-type: none"> 1. C and C Projects Ltd. (Member of Audit Committee) 2. BSC-C and C Kurali Toll Road Ltd. (Member of Audit Committee) |
| | Shareholding as on 30.06.2010 | 463652 equity shares (1.98%) |
| 2. | Name | Mr. Rajendra Mohan Aggarwal |
| | Date of Birth & Age | March 1, 1944; 66 Yrs. |
| | Date of appointment | June 1, 2001 |
| | Qualification | B.E. (Civil), Post Graduate Diploma in Management |
| | Experience | Mr. Rajendra Mohan Aggarwal has a Vast Experience in Construction Sector in India and abroad both in public as well as private sector. He is in-charge of overseeing all activities in relation to the tendering process and also handles technical support in our Company. |
| | Directorship in other Companies | None |
| | Membership of Committees of the Board in other Companies | None |
| | Shareholding as on 30.06.2010 | 369158 equity shares (1.58%) |