

# NCC LIMITED

(CIN: L72200TG1990PLC011146)

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

Tel: +91-040-23268888, Fax: +91-040-23125555

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

**Dear Members,**

## **Invitation to attend the 31<sup>st</sup> Annual General Meeting on Friday, 27<sup>th</sup> August 2021, at 3.00 P.M (IST)**

You are cordially invited to attend the Thirty First Annual General Meeting of the Company to be held on Friday, 27<sup>th</sup> August 2021, at 3.00 P.M IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM). The notice convening the Annual General Meeting is attached herewith.

In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Link for live webcast of the Annual General Meeting and for participation through Video Conferencing (VC / OAVM)	<a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a>
2	Link for remote e-voting	<a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>
3	Username and password for VC / OAVM	Members may attend the AGM through VC / OAVM by accessing the link <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using the remote e-voting credentials. Please refer the instructions contained in the Notice of the AGM for further information.
4	Helpline number for VC / OAVM participation and e-voting	Contact KFin Technologies Private Limited at 1-800-309 – 4001 or write to them at <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>
5	Cut-off date for e-voting	<b>20th August, 2021</b>
6	Time period for remote e-voting	<b>Commences at 9 AM IST on 24th August, 2021 and ends at 5 PM IST on 26<sup>th</sup> August, 2021</b>
7	Book closure dates	<b>9<sup>th</sup> August, 2021 to 13<sup>th</sup> August, 2021 (both days inclusive)</b>
8	Link for Members to temporarily update e-mail address	<a href="http://ncclimited.com/investors.html">http://ncclimited.com/investors.html</a>
9	Last date for publishing results of the e-voting	30 <sup>st</sup> August, 2021
10	Registrar and Share Transfer Agent contact details	Mr. V. Raghunath (Unit: NCC Limited) KFin Technologies Private Limited E-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> ; <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a> Tel No.: 1800 309 4001 (Toll free)
11	NCC's contact details	E-mail: <a href="mailto:ho.secr@nccltd.in">ho.secr@nccltd.in</a> Contact No.: 040 - 23268888 / 23268942

Yours truly,

Place: HYDERABAD  
Date: 28<sup>th</sup> May 2021

**M V Srinivasa Murthy**  
Company Secretary & EVP (Legal)

# NCC LIMITED

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# NCC

## NOTICE

**Notice** is hereby given that the 31<sup>st</sup> Annual General Meeting of the members of **NCC LIMITED** will be held on Friday, 27<sup>th</sup> August 2021 at 3.00 P.M. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for transacting the following business:

### **A ORDINARY BUSINESS:**

- 1) To receive, consider and adopt:
  - (a) the audited standalone financial statements of the company for the financial year ended 31<sup>st</sup> March 2021 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 31<sup>st</sup> March 2021, together with the report of the Auditors thereon.
- 2) To declare dividend on the Equity Shares for the financial year 2020-21 as recommended by the Board of Directors of the Company.
- 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 V N Raju (DIN 00018965) who retires by rotation and being eligible, offers himself for reappointment.

### **B SPECIAL BUSINESS:**

#### **5) To ratify the remuneration of the Cost Auditors for the financial year ended 31<sup>st</sup> March 2021**

To consider and if thought fit, to pass 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), the Company hereby ratifies the remuneration of ₹2,00,000/- (Rupees Two Lakh only) plus taxes and reimbursement of out of pocket expenses if any on actual basis, payable to M/s. Vajralingam & Co., Cost Accountants (Firm Registration Number: 101059) for audit of the cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 for the financial year ended 31<sup>st</sup> March, 2021.”

#### **6) To reappoint Sri A V N Raju (DIN-00018965) as a Wholetime Director of the Company and the remuneration payable to him**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Sri A V N Raju (DIN-00018965) as a Whole Time Director of the Company for a further period of 5 (five) years with effect from May 30, 2021, on the terms & conditions of remuneration as set out in the Explanatory Statement annexed to the Notice convening the meeting with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) to alter and vary the terms & conditions of the said appointment and / or the remuneration, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under Sri A V N Raju (DIN-00018965) Whole Time Director, may be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening the meeting, as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Whole Time Director, in accordance with the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee be and are hereby severally authorised to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things that may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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

**M V Srinivasa Murthy  
Company Secretary & EVP (Legal)**

**Place: Hyderabad  
Date : 28<sup>th</sup> May 2021**

**Registered Office**  
NCC House,  
Madhapur, Hyderabad - 500 081, Telangana  
E.Mail: ho.secr@nccltd.in

## NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 2/2021 dated 13th January 2021 has permitted companies to conduct Annual General Meeting (AGM) to be held in the year 2021 through Video Conferencing (VC) or Other Audio Visual Means (OAVM), subject to compliance of various conditions mentioned in the General Circular No. 20/2020 dated 5<sup>th</sup> May 2020. In similar lines, SEBI vide circular dated 15<sup>th</sup> January 2021, has extended the relaxations given vide its Circular dated 12<sup>th</sup> May 2020 in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode, till 31<sup>st</sup> December 2021. In compliance with the circulars from the Regulators and applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 31<sup>st</sup> AGM of the Company is being convened and conducted through VC / OAVM. The deemed venue for the 31<sup>st</sup> Annual General Meeting of the Company shall be the Registered Office of the Company.
2. The Company has enabled the Members to participate at the 31<sup>st</sup> AGM through the VC / OAVM facility provided by KFin Technologies Private Limited (KFintech), Registrar and Share Transfer Agent. The instructions for participation by Members are given in the subsequent paragraphs. Members may note that the VC facility provided by KFintech, allows participation of at least 1000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
3. In addition to the above, the proceedings of the 31<sup>st</sup> AGM will be cast live for all the shareholders as on the cut-off date i.e. Friday, 20<sup>th</sup> August 2021. The shareholders can visit <https://emeetings.kfintech.com> and login through existing user id and password to watch the live proceedings of the 31<sup>st</sup> AGM on Friday, 27<sup>th</sup> August, 2021 from IST 3.00 p.m. onwards.
4. As per the provisions under the MCA Circulars, Members attending the 31<sup>st</sup> AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary instructions are given in the subsequent paragraphs.
6. Members joining the meeting through VC / OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC / OAVM but shall not be entitled to cast their vote again.
7. The Company has appointed Sri A Ravishankar, Practising Company Secretary (Membership No.FCS 5335) (PCS No.4318), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
8. As per the Companies Act, 2013 and the rules framed thereunder, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 31<sup>st</sup> AGM is being held through VC / OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 31<sup>st</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [ravi@rscs.in](mailto:ravi@rscs.in) (scrutinizer email) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com).
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. In line with the MCA Circulars, the notice of the 31<sup>st</sup> AGM along with the Annual Report 2020-21 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2020-21 will also be available on the Company's website at <https://www.ncclimited.com/investors/annual-reports/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFintech at <https://evoting.kfintech.com>.
12. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, (Unit: NCC Limited) Selenium Tower B, Plot No. 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032.
13. Members may note that pursuant to the Circulars from MCA and SEBI, the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically, and Members may temporarily update their email address by accessing the link <http://ncclimited.com/investors.html>.
14. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Businesses to be transacted at the 31<sup>st</sup> AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to [ho.secr@nccltd.in](mailto:ho.secr@nccltd.in).
15. Brief profile of the Directors proposed to be appointed / re-appointed is given towards the end of this Notice pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India. The Company has received the requisite consents/ declarations for the appointment/ re-appointment of the Directors mentioned in the Notice of the AGM as stipulated under the Companies Act, 2013 and the rules made thereunder.
16. In terms of the provisions of Section 152 of the Act, Sri A G K Raju (DIN 00019100), and Sri A V N Raju (DIN 00018965) Whole Time Directors of the Company, retire

- by rotation at the Meeting. The Board of Directors of the Company recommends their respective re-appointments for the approval of the Members.
17. Sri A G K Raju (DIN 00019100) and Sri A V N Raju (DIN 00018965) Whole Time Directors of the Company are interested in the resolutions set out in Item No 3, 4 and 6. Sri A A V Ranga Raju, Managing Director and Sri A S N Raju, Whole Time Director, being related and their relatives may be deemed to be interested in the Resolution set out at Item No. 3, 4 and 6 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relative are, in any way, concerned or interested, financially or otherwise, in the Business set out under Item Nos. 3, 4 and 6 of the Notice.
  18. Members who hold shares in dematerialized form and want to register / update the bank account details should send the same immediately to their concerned Depository Participant. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
  19. 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 KFintech., for assistance in this regard.
  20. Members holding shares in physical mode are also requested to register / update their e-mail address with the Company / KFintech for receiving all communications from the Company electronically.
  21. Members who are holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to Registrar and Share Transfer Agent, KFin Technologies Private Limited (Unit: NCC Limited), Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500 032.
  22. Members who are holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or its Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Members after making requisite changes, thereon.
  23. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1<sup>st</sup> April 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository. Further for transfer deeds lodged before the deadline of 1<sup>st</sup> April 2019, and rejected or returned due to deficiency in documents had to be re-lodged with requisite documents by 31<sup>st</sup> March 2021 (the cut-off date).
  24. **The Register of Members and Share Transfer Books of the Company will remain closed from 9<sup>th</sup> August, 2021 to 13<sup>th</sup> August, 2021 (both days inclusive).** The equity dividend of ₹0.80 per Equity Share (40%) for the year ended 31<sup>st</sup> March 2021 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 9<sup>th</sup> August, 2021. In respect of shares held in electronic form the dividend will be payable on the basis of beneficial ownership as per the details furnished by the Depositories, viz. National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL).
  25. Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of the Members w.e.f. 1<sup>st</sup> April, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ KFintech (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No.15G/15H, to avail the benefit of non-deduction of tax at source by email to einward.ris@kfintech.com by 5 p.m. IST on 9<sup>th</sup> August, 2021. **Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.**
  26. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Secretarial Department at the Company's Registered Office or the Company's Registrar and Share Transfer Agent (KFintech) for remittance of the Unclaimed Dividend before the due dates. The details of such unclaimed dividends are available on the Company's website at www.ncclimited.com. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.
  27. In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in> and sending a physical copy of the same duly signed to the Registered Office of the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
  28. Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of unpaid and unclaimed amounts lying with the Company as on 25<sup>th</sup> September 2020 (date of last Annual General Meeting) on its website at <http://ncclimited.com/UDI.html> and also on the website of the Ministry of Corporate Affairs.
  29. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its registered office.
  30. The documents referred to in this Notice are open for inspection at the Registered Office of the Company. Members seeking to inspect such documents can send an email to [ho.secr@nccltd.in](mailto:ho.secr@nccltd.in).
  31. As the 31<sup>st</sup> AGM is being held through VC / OAVM, the route map is not annexed to this Notice.

## 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. 5 and 6 of the Notice of the Meeting.

#### Item No. 5

The Board, on the recommendation of the Audit Committee, had approved the appointment and remuneration of M/s Vajralingam & Co., Cost Accountants (Firm Registration No. 101059), as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year 2020-21 at a remuneration of ₹ 2,00,000/- (Rupees Two Lakh only) excluding taxes and reimbursement of out of pocket expenses if any, at actual. In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the members of the Company.

Accordingly, ratification by the members of the Company is sought for the remuneration payable to the Cost Auditor for conducting the audit of the cost records of the Company, for the financial year ended 31<sup>st</sup> March 2021.

None of the Directors or Key Managerial Personnel or their relatives are in anyway, concerned or interested in the above resolution.

The Board recommends the resolution as set out in item number 5 of the notice for the approval of the members of the Company

#### Item No. 6

The Board of Directors of the Company at its meeting held on May 28, 2021 on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company have accorded its approval for the re-appointment of Sri A V N Raju (DIN-00018965) as a Whole-time Director of the Company for a period of 5 (five) years with effect from May 30, 2021 and the payment of remuneration to him.

The broad particulars of remuneration to be paid to Sri A V N Raju as a Whole-time Director of the Company during his tenure of office is as under:

<b>Salary</b>	₹ 4.00 lakhs per month in the scale of ₹ 4.00 lakhs to ₹ 10.00 lakhs
<b>Perquisites and allowances</b>	Upto a limit of 75% of the monthly salary
<b>Exgratia</b>	As per the rules of the Company
<b>Commission</b>	@ 0.5% (Half percent) of the net profits earned by the Company and computed in accordance with Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V & the Rules framed thereunder.

The aforesaid perquisites and allowances payable to Sri A V N Raju, Wholetime Director shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, medical reimbursement; leave travel concession for self and family including dependents; club fees, accident and 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 such other benefits/ allowances provided to the Senior Executives of the Company

as per the Rules of the Company from time to time and also for reimbursement of actual expenses incurred towards utilization of gas, electricity, water, furnishing and repairs, subject however to the condition that the overall remuneration paid is within the overall ceiling of remuneration stipulated in Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Provision of car with chauffeur 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 as per the rules of the Company shall not be included in the computation of limits for the remuneration which includes salary, perquisites and allowances.

The terms and conditions set out for re-appointment of Sri A V N Raju as Whole Time Director and payment of remuneration to him as specified herein may be altered and varied from time to time by the Board of Directors ("the Board" which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board of the Company), as it may, at its discretion deem fit. The Board is also entitled to revise the salary, perquisites and allowances payable to the said Whole-time Director of the Company at any time, such that the overall yearly remuneration payable to the said Whole-time Director shall not exceed the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being force) or any amendment made thereto.

The annual increments to the aforesaid Whole-time Director each year, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC") and the Audit Committee and will be performance-based and take into account the Company's performance as well, within the said maximum amount.

The Promoter Directors viz., Sri. A A V Ranga Raju, Sri. A G K Raju, Sri. A S N Raju, Sri. A V N Raju and their Relatives may be deemed to be concerned or interested in the proposed Resolution set out at Item No. 6 of the Notice convening the meeting. Other than the aforesaid Promoter/ Working Directors and their Relatives none of the other Directors, Key Managerial Personnel of the Company and their Relatives are interested or concerned whether financially or otherwise in the Resolution set out at Item No. 6 of the Notice convening the meeting.

The Board of Directors recommends the resolution set out at item No.6 of the Notice for your approval.

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

**Place: Hyderabad  
Date : 28<sup>th</sup> May 2021**

**M V Srinivasa Murthy  
Company Secretary & EVP (Legal)**

**Registered Office**  
NCC House,  
Madhapur, Hyderabad - 500 081, Telangana  
E.Mail: ho.secr@nccLtd.in

**Details of Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings**

<b>Name of the Director</b>	<b>Sri A G K Raju (DIN 00019100)</b>	<b>Sri A V N Raju (DIN 00018965)</b>
Qualification	MBA	Under-Graduate
Age	62 Years	60 Years
Date of first Appointment	22/03/1990	01/06/1999
Terms & Conditions of Re-Appointment along with Remuneration sought to be paid	Being re-appointed as a Director liable to retire by rotation.	Being re-appointed as a Director liable to retire by rotation. Being re-appointed as a Wholetime Director. Remuneration as per the Explanatory Statement to the Notice
Remuneration Last drawn	Please refer Report on the Corporate Governance of the Annual Report 2020-21	Please refer Report on the Corporate Governance of the Annual Report 2020-21
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Sri A G K Raju is the brother of Sri A A V Ranga Raju, Sri A S N Raju and Sri A V N Raju None of the other Directors and Key Managerial Personnel are related to Sri A G K Raju	Sri A V N Raju is the brother of Sri A A V Ranga Raju, Sri A G K Raju, and Sri A S N Raju None of the other Directors and Key Managerial Personnel are related to Sri A V N Raju
Brief Resume and expertise in specific functional area	Sri A G K Raju is one of the Promoters and has been associated with the Company since inception. He looks after operations of Finance, Purchase, HR and Administration. He has vast experience spanning around 39 years in the construction industry.	Sri A V N Raju is one of the Promoters of the Company and has been associated with the Company since 1999. He heads the Electrical, Irrigation and Power Divisions of the Company. He has vast experience spanning around 35 years in the construction industry.
Number of meetings of the Board attended during the year	10 out of 10	8 out of 10
Names of other companies in which directorship(s) is held	NCC Urban Infrastructure Ltd Vaidehi Avenues Ltd	NCC Vizag Urban Infrastructure Ltd Ruthvik Estates Private Limited Blue Leaves Infrastructure Private Limited Suguna Holiday Resorts Private Limited
Names of other companies in which he holds the membership of Committees of the Board	NCC Urban Infrastructure Ltd – Audit Committee (Member)	NCC Vizag Urban Infrastructure Ltd – Audit Committee (Chairman)
No. of Equity Shares of Rs. 2/- each held in the Company as on 31st March, 2021	44,81,569	57,30,740

## INSTRUCTIONS FOR REMOTE E-VOTING

1. Use the following URL for e-voting from KFinTech website: <https://evoting.kfintech.com>.
2. Members of the Company holding shares either in physical form or in dematerialized form, as on 20<sup>th</sup> August, 2021, the cutoff date, may cast their vote electronically.
3. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFinTech for e-voting, use your existing User ID and password for casting your votes.
4. After entering the details appropriately, click on LOGIN.
5. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (az), one numeric value (0-9) and a special character (@, #, \$ etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT i.e., NCC Limited.
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST'; but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
9. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
10. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
11. The Portal will open for voting from 9.00 a.m. on 24<sup>th</sup> August, 2021 and closes at 5.00 p.m. on 26<sup>th</sup> August, 2021.
12. Members of the Company who have purchased their shares after the dispatch of the Notice but before the cutoff date (20<sup>th</sup> August, 2021) may contact KFinTech at Tel No. 1800 309 4001 (toll free) to obtain login id and password or send a request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
13. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.kfintech.com> or contact KFinTech at Tel No. 1800 309 4001 (toll free).
14. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9<sup>th</sup> December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

## Procedure to login through websites of Depositories

NSDL	CDSL
<p><b>1. Users already registered for IDEAS facility of NSDL</b></p> <ol style="list-style-type: none"> <li>a. Click on URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>b. Click on the "Beneficial Owner" icon under 'IDEAS' section.</li> <li>c. Enter your User ID and Password for accessing IDEAS,</li> <li>d. On successful authentication, you will enter your IDEAS service login.</li> <li>e. Click on "Access to e-Voting".</li> <li>f. Click on Company name or e-voting service provider and you will be re-directed to KFinTech website for casting the vote during the remote e-voting period.</li> </ol> <p><b>2. Users not registered for IDEAS facility of NSDL</b></p> <ol style="list-style-type: none"> <li>a. To register, click on URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>b. Select "Register Online for IDEAS".</li> <li>c. Proceed to complete registration using your DPID, Client ID, Mobile Number, etc.</li> <li>d. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol> <p><b>3. Users may directly access the e-voting module of NSDL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>a. Click on URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>b. Click on the button "Login" available under "Shareholder / Member" section.</li> <li>c. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen</li> <li>d. On successful authentication, you will enter the e-voting module of NSDL</li> <li>e. Click on Company name or e-voting service provider and you will be re-directed to KFinTech website for casting the vote during the remote e-voting period.</li> </ol>	<p><b>1. Users already registered for Easi / Easiest facility of CDSL</b></p> <ol style="list-style-type: none"> <li>a. Click on URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi</li> <li>b. Enter your User ID and Password for accessing Easi / Easiest.</li> <li>c. Click on Company name or e-voting service provider for casting the</li> </ol> <p><b>2. Users not registered for Easi / Easiest facility of CDSL</b></p> <ol style="list-style-type: none"> <li>a. To register, click on URL <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a></li> <li>b. Proceed to complete registration using your User ID, Client Id, Mobile Number, etc.</li> <li>c. After successful registration, please follow steps give under Sr. No. 1 above to cast your vote.</li> </ol> <p><b>3. Users may directly access the e-voting module of CDSL as per the following procedure:</b></p> <ol style="list-style-type: none"> <li>a. Click on URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>b. Provide demat account number and PAN</li> <li>c. System will authenticate user by sending OTP on registered mobile &amp; email as recorded in the demat account</li> <li>d. On successful authentication, your will enter the e-voting module of CDSL.</li> <li>e. Click on Company name or e-voting service provider and your will be re-directed to KFinTech website for casting the vote during the remote e-voting period.</li> </ol>

## Procedure to login through their demat accounts / website of Depository Participant

NSDL	CDSL
Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for “e-Voting” will be available once they have successfully logged-in through their respective logins. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against the name of Company or select e-Voting service provider “KFintech” and you will be redirected to the e-Voting page of KFintech to cast your vote without any further authentication.	
Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.	
Contact details in case of technical issue on NSDL website	Contact details in case of technical issue on CDSL website
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

15. Immediately after the conclusion of voting at the AGM, the scrutinizer shall first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company. The scrutinizer shall prepare a consolidated scrutinizer's report of the total votes cast in favor or against, if any, not later than 30<sup>th</sup> August, 2021. This report shall be made to the Chairman or any other person authorized by the Chairman, who shall declare the result of the voting forthwith.
16. The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.ncclimited.com](http://www.ncclimited.com) and the website of the Registrar and Share Transfer Agent viz., [evoting@kfintech.com](mailto:evoting@kfintech.com) immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
4. Members will be required to grant access to the web-cam to enable two-way video conferencing.
5. **REGISTRATION AS A SPEAKER FOR THE AGM**  
**Members, who would like to express their views or ask questions during the AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab 'Speaker Registration' and mentioning their registered e-mail id, mobile number, and city, during the period starting from 24<sup>th</sup> August 2021 at 09.00 a.m IST up to 26<sup>th</sup> August 2021 at 05.00 p.m IST. Only those members who have registered themselves as speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Please note that questions of only those Members will be entertained/considered who are holding shares of Company as on the cut-off date i.e., 20<sup>th</sup> August 2021.**

### INSTRUCTIONS FOR PARTICIPATING THROUGH VC/OAVM

1. Members will be able to attend the 31<sup>st</sup> AGM through VC/OAVM through KFintech e-voting system at <https://evoting.kfintech.com> under shareholders login by using the remote e-voting credentials and selecting the EVENT for the Company's 31<sup>st</sup> AGM. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice of AGM to avoid last minute rush. Further, Members can also use the OTP based login for logging in to the e-voting system.
2. Members will be required to use internet with a good speed to avoid any disturbance during the Meeting. It is recommended to join the Meeting through Google Chrome for better experience.
3. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
6. The Chairman shall, after responding to the questions raised by the Members at the AGM, formally propose to the Members participating through VC/OAVM to vote on the Resolutions as set out in the Notice of the 31<sup>st</sup> AGM and announce the start of the casting of vote through e-voting system. After the Members participating through VC/OAVM, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the Meeting.
7. Only those Members who will be present in the AGM through the VC / OAVM facility and have not cast their vote through remote e-voting are eligible to vote through e-voting in the AGM.
8. Members who need assistance or help during the AGM, can contact KFintech at toll free number 1800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).