

NCC LIMITED

(CIN: L72200TG1990PLC011146)

Regd. Office: NCC House, Madhapur, Hyderabad - 500 081, Telangana.
Tel: +91-40-23268888, Website: www.ncclimited.com, E-mail: ho.secr@nccltd.in

Postal Ballot Notice

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management & Administration Rules, 2014)

To the Members of the Company,

Notice is hereby given that the resolutions set out hereunder are proposed for approval by the Members of NCC Limited (**"the Company"**) by means of Postal Ballot, only by remote e-voting process (**"e-voting"**) being provided by the Company to all its Members (as on Cut-off Date) to cast their votes electronically, pursuant to Sections 108 and 110 of the Companies Act, 2013 (**"the Act"**), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), Secretarial Standards on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time):

S.No.	Items
1.	Appointment of Sri Ramesh Kailasam (DIN: 07648920) as an Independent Director
2.	Appointment of Smt Uma Shankar (DIN: 07165728) as an Independent Director

The Explanatory Statement, pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also enclosed.

The Board of Directors has appointed Sri A Ravishankar (FCS 5335), Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and who has communicated his willingness to be so appointed. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited (**"KFinTech"** or **"Registrar and Transfer Agent"**) as the agency to provide e-voting facility.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of : e-voting	9:00 a.m. (IST) on Monday, 26th February, 2024
End of e-voting:	5:00 p.m. (IST) on Tuesday, 26th March, 2024

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman or any other person authorised by him. The results of e-voting will be announced on or before 28th March, 2024 and will be displayed on the Company's website at www.ncclimited.com and the website of Kfintech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges.

SPECIAL BUSINESS

Item No. 1: To consider and approve the appointment of Sri Ramesh Kailasam (DIN: 07648920) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**"the Act"**) and rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee (**"the Committee"**) and approval of the Board of Directors, Sri Ramesh Kailasam (DIN: 07648920), who was appointed as an Additional Director in the category

of a Non-executive, Independent Director of the Company, with effect from 8th February, 2024 and who has submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received notice in writing under section 160 of the Act, from a member be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years, with effect from 8th February, 2024 to 7th February, 2029 and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors including the Committee and/or any other person(s) authorised by the Board of Directors of the Company in this regard, be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, or expedient including filing of the requisite forms or submission of documents with any Authority for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

Item No. 2: To consider and approve the appointment of Smt Uma Shankar (DIN: 07165728) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee ("the Committee") and approval of the Board of Directors, Smt Uma Shankar (DIN: 07165728), who was appointed as an Additional Director in the category of a Non-executive Independent Director of the Company, with effect from 8th February, 2024 and who has submitted a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received notice in writing under section 160 of the Act, from a member be and is hereby appointed as an Independent Director of the Company for a term of five (5) consecutive years, with effect from 8th February, 2024 to 7th February, 2029 and she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors including the Committee and/or any other person(s) authorised by the Board of Directors of the Company in this regard, be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, or expedient including filing of the requisite forms or submission of documents with any Authority for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

**By order of the Board of Directors
For NCC Limited**

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

**Place: Hyderabad
Date: 08-02-2024**

Notes:

1. The explanatory statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is annexed herewith.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on Friday, 16th February, 2024 ("**Cut-Off Date**") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members .
3. Pursuant to Sections 108 and 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the SEBI Listing Regulations read with SEBI circular on e-voting, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The Company has engaged the services of KFin Technologies Limited, to provide e-voting facility. Members are requested to read carefully the instructions for e-voting that are provided as part of this Postal Ballot Notice before casting their vote.



4. This Postal Ballot Notice will also be available on the Company’s website at www.ncclimited.com, website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFinTech at <https://evoting.kfintech.com>.
5. 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 Limited, (Unit: NCC Limited) Selenium Building, Tower-B, Plot 31 & 32, Financial District, Nanakramguda, Hyderabad-500 032.
6. The voting rights of the members shall be in the proportion to their share of the paid-up equity share capital as on cut-off date i.e. Friday, 16th February, 2024, The e-voting period commences at 9:00 a.m. (IST) on Monday, 26th February, 2024 and ends at 5:00 p.m. (IST) on Tuesday, 26th March, 2024.
7. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
8. The resolutions, if approved, by the requisite majority shall be deemed to have been passed on the last date for e-voting i.e. 26th March, 2024.
9. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

10. PROCEDURE FOR E-VOTING:

(i) E-VOTING FACILITY:

- a. The Company is providing e-voting facility through KFinTech to its Members to exercise their right to vote on the proposed resolutions by electronic means.
- b. The remote e-voting facility will be available during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Monday, 26th February, 2024
End of e-voting:	5:00 p.m. (IST) on Tuesday, 26th March, 2024

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

- c. The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) shareholders holding shares of the Company in physical mode, and (iv) Members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

(ii) INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

- a. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
- b. *INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:*

As per the SEBI Master Circular, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

Procedure to login through websites of Depositories

NSDL	CDSL
<p>1. Users already registered for IDeAS facility of NSDL</p> <ol style="list-style-type: none"> Click on URL: https://eservices.nsd.com. Click on the “Beneficial Owner” icon under ‘IDeAS’ section Enter your User ID and Password for accessing IDeAS, On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting”. 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. <p>2. Users not registered for IDeAS facility of NSDL</p> <ol style="list-style-type: none"> To register, click on URL: https://eservices.nsd.com Select “Register Online for IDeAS”. Proceed to complete registration using your DPID, Client ID, Mobile Number, etc. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote. <p>3. Users may directly access the e-voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> Click on URL: https://www.evoting.nsd.com/ Click on the button “Login” available under “Shareholder / Member” section. 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 On successful authentication, you will enter the e-voting module of NSDL 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. 	<p>1. Users already registered for Easi / Easiest facility of CDSL</p> <ol style="list-style-type: none"> Click on URL: https://web.cdslindia.com/myeasi/home/login and click on New System Myeasi Enter your User ID and Password for accessing Easi / Easiest. Click on Company name or e-voting service provider for casting the vote <p>2. Users not registered for Easi / Easiest facility of CDSL</p> <ol style="list-style-type: none"> To register, click on URL: www.cdslindia.com Proceed to complete registration using your User ID, Client Id, Mobile Number, etc. After successful registration, please follow steps give under Sr. No. 1 above to cast your vote. <p>3. Users may directly access the e-voting module of CDSL as per the following procedure:</p> <ol style="list-style-type: none"> Click on URL: www.cdslindia.com Provide demat account number and PAN System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account On successful authentication, your will enter the e-voting module of CDSL. 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.

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

NSDL	CDSL
<p>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.</p>	

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**

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Contact details in case of technical issue
on CDSL website**

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or Call of toll free No.1800 225 533

c. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY SHAREHOLDERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND ALL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE:

- i. Launch internet browser and type the URL : <https://evoting.kfintech.com>.
- ii. 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 KFin Technologies Limited for e-voting, you can use your existing User ID and password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e. 'EVENT No.7891'.
- vii. 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.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your votes 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 subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory (ies) who is/are authorised to vote, to the Scrutinizer through e-mail ravi@rscs.in may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'
- xi. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin Technologies Limited on 1800 309 4001 (toll free).
- xii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

The voting results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ncclimited.com and the website of the Registrar and Share Transfer Agent viz., <https://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 BSE Limited and National Stock Exchange of India Limited.

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

Item No. 1 & 2

As per the approval accorded by the Shareholders of the Company and in terms of the applicable provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations 2015 as amended, read with the Retirement Policy as applicable to the Non-Executive Directors, the term of appointment of majority of the Independent Directors of the Company will be coming to an end in September 2024

Keeping in view the statutory requirements and the importance of the role which the independent directors play in the overall functioning of the Company, the Board of Directors of the Company at its Meeting held on February 8, 2024 based on the recommendation of the Nomination and Remuneration Committee (“the Committee”) of the Board, and subject to the approval of the Shareholders approved the appointment of Sri Ramesh Kailasam and Smt Uma Shankar as Additional Directors in the category of Non-executive Independent Director of the Company for a period of five (5) consecutive years effective from 8th February, 2024 to 7th February 2029. Sri Ramesh Kailasam and Smt Uma Shankar fulfill the criteria stipulated under the Companies Act, 2013 and the SEBI (LODR) Regulations for being appointed as Independent Directors and hold the requisite registration with IICA (Indian Institute of Corporate Affairs).

As per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) a listed entity shall ensure that the approval of members for appointment of a person on the Board of Directors is obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. As the period of three months would conclude before the annual general meeting to be held in 2024, the approval of Members is sought for appointment of Sri Ramesh Kailasam and Smt Uma Shankar as the Independent Directors by passing Special Resolutions through Postal Ballot.

Profile of Sri Ramesh Kailasam: A Cost Accountant with over 27 years of multi-sector experience. With core strengths in governance reforms, public policy, leadership, strategy formulation and implementation, government relations, crisis management, business development, market entry etc. He has also worked and advised various corporates, start-ups, governments, industry bodies and think tanks on various innovative projects and policy challenges. He has authored a number of whitepapers, books, reports, policy papers and strategies for ICT, Infrastructure, Education, Health, Governance, Policy, Security, Energy, start-ups, consumer internet etc. widely used by various governments, industry, multilateral agencies, Think Tanks etc.

Sri Ramesh Kailasam is presently associated with IndiaTech.Org based in Gurugram as its CEO. He was earlier associated with reputed organizations such as APCO Worldwide, IBM, Applied Materials (AMAT) and Oracle Corporation in senior positions.

Profile of Smt Uma Shankar: A Post Graduate in English and a Certified Associate of the Indian Institute of Bankers (CAIIB), Executive Education at Columbia Business School, New York (2009 alumni). She was the former Executive Director of Reserve Bank of India. Worked in various capacities in Reserve Bank of India from September 1982 till October 2019. While serving in RBI, was nominated by the RBI on reputed Institutions namely Canara Bank, Corporation Bank, UCO Bank, Bharatiya Reserve Bank Note Mudran Pvt. Ltd. (BRBNMPL), Security Printing and Minting Corporation of India Ltd.(SPMCIL) and ECGC Ltd. Rich experience in the Banking Supervision, Currency Management, Urban Banks Regulation, Cyber Security and Administration. More than two decades of board level experience in Government and Quasi-Govt. Organisations.

Other than Sri Ramesh Kailasam and Smt Uma Shankar and their respective relatives none of the other Directors or the Key Managerial Personnel or their relatives are interested or concerned financially or otherwise in the aforesaid resolutions.

The Board commends the Special Resolutions as set out at item numbers 1 & 2 of the Postal Ballot Notice for the approval of the members of the Company.

Annexure to the Postal Ballot Notice

Details of Director seeking re-appointment

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS – 2 General Meeting issued by the Institute of Company Secretaries of India

Name of the Director	Sri Ramesh Kailasam	Smt Uma Shankar
Qualification	B.Com, Cost Accountant	M. A. (English), CAIIB
Age	49	65
Date of first appointment	08-02-2024	08-02-2024
Brief Resume and expertise in specific functional area	Please see the explanatory statement annexed to the Notice	Please see the explanatory statement annexed to the Notice
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Not related to any other Director or Key Managerial Personnel of the Company.	
Directorship held in other Companies	NIL	<ol style="list-style-type: none"> 1. The Karnataka Bank Limited-Independent Director 2. IDBI Capital Markets & Securities Limited- Independent Director 3. Unitech Limited- Nominee Director 4. Nuclear Power Corporation of India Limited- Independent Director 5. Member of the Fund Trustee of KIIFB (Kerala Infrastructure Investment Board)- Independent Member
Names of other companies in which holds the membership of Committees of the Board	NIL	Audit Committee Member <ol style="list-style-type: none"> 1. IDBI Capital Markets & Securities Limited. 2. The Karnataka Bank Limited. 3. Unitech Limited Stakeholders Relationship Committee Chairman Unitech Limited
No. of Equity Shares of Rs.2/- each held in the Company	NIL	NIL
Number of meetings of the Board attended during the Financial Year 2023-24	One	One
Terms and conditions of appointment along with details of remuneration sought to be paid	Pursuant to the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the Members of the Company, the Board of Directors of the Company in their meeting held on 8th February, 2024, have accorded approval for the appointment of Sri Ramesh Kailasam and Smt Uma Shankar as Independent Directors on the Board of the Company to hold office till 7th February, 2029. As per the provisions of Section 152 of the Companies Act 2013, they are not liable to retire by rotation. They are entitled for sitting fees and commission as other Independent Directors on the Board.	
Details of last drawn salary	N.A.	N.A.

By order of the Board of Directors
For NCC Limited

Date: 08.02.2024
Place: Hyderabad

M V Srinivasa Murthy
Company Secretary & Sr.EVP (Legal)