

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 30th Annual General Meeting on Friday the 25th September 2020, at 3.00 P.M (IST)

You are cordially invited to attend the Thirtieth Annual General Meeting of the Company to be held on Friday the 25th September 2020, at 3.00 P.M IST through video conferencing. 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:

Sl. No.	Particulars	Details
1	Link for live webcast of the Annual General Meeting and for participation through Video Conferencing (VC)	https://emeetings.kfintech.com
2	Link for remote e-voting	https://evoting.karvy.com
3	Username and password for VC	Members may attend the AGM through VC by accessing the link https://emeetings.kfintech.com by using the remote e-voting credentials. Please refer the instructions at page no. 7 of this Notice for further information.
4	Helpline number for VC participation and e-voting	Contact KFin Technologies Private Limited at 1-800-3454-001 or write to them at evoting@karvy.com
5	Cut-off date for e-voting	18 th September, 2020
6	Time period for remote e-voting	Commences at 9 AM IST on 22 nd September, 2020 and ends at 5 PM IST on 24 th September, 2020
7	Book closure dates	9th September, 2020 to 11th September, 2020 (both days inclusive)
8	Link for Members to temporarily update e-mail address	https://www.ncclimited.com/investors/
9	Last date for publishing results of the e-voting	28 th September, 2020
10	Registrar and Share Transfer Agent contact details	Mr. I L Murthy (Unit: NCC Limited) KFin Technologies Private Limited E-mail: einward.ris@kfintech.com ; evoting@karvy.com Contact No.: 040 - 6716 2222
11	NCC's contact details	E-mail: ho.secr@nccltd.in Contact No.: 040 - 23268888 / 23268942

Yours truly,

Place: HYDERABAD
Date: 29th May, 2020

HEMANT M NERURKAR
Chairman

NCC LIMITED

(CIN: L72200TG1990PLC011146)

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NCC

NOTICE

Notice is hereby given that the 30th (Thirtieth) Annual General Meeting of the members of **NCC LIMITED** will be held on Friday the 25th September 2020, 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 31st March, 2020 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 31st March, 2020, together with the report of the Auditors thereon.
- 2) To declare dividend on the Equity Shares for the financial year 2019- 2020 as recommended by the Board of Directors of the Company.
- 3) To appoint a Director in place of Sri A S N Raju (DIN 00017416) who retires by rotation and being eligible, offers himself for reappointment.
- 4) To appoint a Director in place of Sri J V Ranga Raju (DIN 00020547) 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 ending March 31st 2020 and in this regard to pass, with or without modification(s), 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 Lakhs (Rupees Two Lakhs 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 conduct of cost audit relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2015 for the financial year ended 31st March, 2020.

- 6) **To re-appoint Sri S Ravi (Sri Ravi Sankaramiah) (DIN-00180746) as an Independent Director.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the '**Act**') the Companies (Appointment and Qualification of Directors) Rules, 2014, read with the Schedule IV and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended from time to time and applicable provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration

Committee of the Board, Sri S Ravi (Sri Ravi Sankaramiah) (DIN-00180746) who was appointed as an Independent Director at the 26th Annual General Meeting of the Company held on 24th August, 2016 and who holds office of Independent Director up to 9th November, 2020, and who is eligible for re-appointment and who meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration of Independency and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a second term of 5 (five) Years commencing with effect from the date of expiry of his first term till 9th November, 2025."

- 7) **To re-appoint Dr. A S Durga Prasad (DIN 00911306) as an Independent Director.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the '**Act**') the Companies (Appointment and Qualification of Directors) Rules, 2014, read with the Schedule IV and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") as amended from time to time and applicable provisions of the Articles of Association of the Company, and pursuant to the recommendation of the Nomination & Remuneration Committee of the Board, Dr. A S Durga Prasad (DIN-00911306) who was appointed as an Independent Director at the 26th Annual General Meeting of the Company held on 24th August, 2016 and who holds office of Independent Director up to 23rd May, 2021, and who is eligible for re-appointment and who meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration of Independency and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a second term of 5 (five) Years commencing with effect from the date of expiry of his first term till 23rd May, 2026."

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

**M V SRINIVASA MURTHY
COMPANY SECRETARY & EVP (Legal)**

**Place: Hyderabad
Date : May 29, 2020**

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. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively "MCA Circulars"), permitted companies to conduct Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 30th AGM of the Company is being convened and conducted through VC. The deemed venue for the 30th 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 30th AGM through the VC facility provided by KFin Technologies Private Limited, Registrar and Share Transfer Agents. 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 30th AGM will be cast live for all the shareholders as on the cut-off date i.e. 18th September, 2020. The shareholders can visit <https://emeetings.kfintech.com> and login through existing user id and password to watch the live proceedings of the 30th AGM on Friday, 25th September, 2020 from 3.00 p.m. IST onwards.
4. As per the provisions under the MCA Circulars, Members attending the 30th AGM through VC 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 user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 30th AGM being held through VC.
6. Members joining the meeting through VC, 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 but shall not be entitled to cast their vote again.
7. The Company has appointed Mr. 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, 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 30th AGM is being held through VC 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 30th 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 (scrutinizer email) with a copy marked to evoting@karvy.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 30th AGM along with the Annual Report 2019-20 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 2019-20 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 and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited at <https://evoting.karvy.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 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032.
13. Members may note that pursuant to the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, 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 <https://www.ncclimited.com/investors/>.
14. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain Ordinary Business and the Special Businesses to be transacted at the 30th 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.
15. Brief profile of the Directors proposed to be appointed / re-appointed is given towards the end of this Notice pursuant to Regulations 26(4) & 36(3) of the Listing Regulations and Secretarial Standard issued by 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 S N Raju (DIN 00017416), and Sri J V Ranga Raju (DIN 00020547) Whole Time Directors of the Company, retire by rotation at the Meeting. The Board of Directors of the Company commend their respective re-appointments for the approval of the Members.
17. Sri A S N Raju (DIN 00017416) and Sri J V Ranga Raju (DIN 00020547) Whole Time Directors of the Company are interested in the ordinary resolution set out in Item No 3 & 4 respectively. Sri A V Ranga Raju, Managing Director, Sri A G K Raju, Executive Director and Sri A V N Raju, Whole Time Director, being related to Sri A S N Raju, Whole Time Director and their relatives may be deemed to be interested in the Resolution set out at Item No. 3 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 Ordinary Business set out under Item Nos. 3 and 4 of the Notice.
18. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and

- not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. 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 M/s. KFin Technologies Pvt. Ltd., 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 our Registrar and Share Transfer Agent, KFin Technologies Private Limited (Unit: NCC Limited), Selenium Tower B, 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. Members are requested to use the share transfer form SH-4 for this purpose.
 23. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository.
 24. **The Register of Members and Share Transfer Books of the Company will remain closed from 9th September, 2020 to 11th September, 2020 (both days inclusive).** The equity dividend of ₹ 0.20/-(Twenty Paise) per Equity Share (10%) for the year ended March 31st, 2020 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 11th September, 2020. 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) for the purpose as on that date.
 25. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of the Members w.e.f. 1st 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 11.59 p.m. IST on 8th September, 2020. **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 (KFin Technologies Private Limited) for revalidation and encashment 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 A 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 September 06, 2019 (date of last Annual General Meeting) on its website at <https://www.ncclimited.com/investors/unpaid-dividend> 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 following documents will be available for inspection by the Members electronically during the 30th AGM. Members seeking to inspect such documents can send an email to ho.secr@nccld.in: Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
 31. As the 30th AGM is being held through VC, 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(s) 5 to 7 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 2019-20 at a remuneration of ₹ 2,00,000 (Rupees Two Lakhs) 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 payment of the remuneration payable to the Cost Auditor for conducting the audit of the cost records of the Company, for the financial year ended 31st March, 2020.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors of the Company or of the Key Managerial Personnel is, in anyway, concerned or interested in the above resolution.

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

Item: 6 & 7

Sri S Ravi (Sri Ravi Sankaramiah) (DIN-00180746) and Dr A S Durga Prasad (DIN-00911306) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 (the 'Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014. They hold office as an Independent Director of the Company up to November 9, 2020 and May 23, 2021 respectively ('first term' in line with the explanation to Sections 149(10) and 149(11) of the Act.

Section 149 of the Act and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') *inter alia* prescribe that an independent director of a company shall meet the criteria of independence as provided in Section 149(6) of the Act and clause (b) of sub-regulation (1) of Regulation 16 of the Listing Regulations respectively and that he is not

aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

Section 149(10) of the Act provides that an Independent Director shall hold office for a term of five (5) consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's Report. Section 149(11) of the Act provides that an Independent Director may hold office for up to two (2) consecutive terms.

Sri S Ravi (DIN-00180746) and Dr A S Durga Prasad (DIN-00911306) are not disqualified from being appointed as Independent Directors in terms of Section 164 of the Act and have given their consent to act as Independent Directors if so re-appointed. The Company has received notices in writing from a member(s) under Section 160 of the Act proposing the candidature of Sri S Ravi and Dr A S Durga Prasad for the office of Independent Directors of the Company. The Company has also received declarations from Sri S Ravi and Dr A S Durga Prasad that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended and under the Listing Regulations. In the opinion of the Board, Sri S Ravi and Dr A S Durga Prasad fulfil the conditions for re-appointment as Independent Directors as specified in the Act and the Listing Regulations.

Your Directors, therefore, recommend the aforesaid reappointment of Sri S Ravi (DIN-00180746) and Dr A S Durga Prasad (DIN-00911306) as Independent Directors of the company, for one more term of 5 years as indicated above.

Except S Ravi (DIN-00180746) and Dr A S Durga Prasad (DIN-00911306) and their relatives, none of the other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

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

**M V SRINIVASA MURTHY
COMPANY SECRETARY & EVP (Legal)**

**Place: Hyderabad
Date : May 29, 2020**

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

Information about the Directors recommended for appointment / re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

Name of the Director	Dr A S Durga Prasad (DIN-00911306)	Sri S Ravi (Sri Ravi Sankaramiah) (DIN-00180746)	Sri A S N Raju (DIN 00017416)	Sri J V Ranga Raju (DIN 00020547)
Age (in Years)	65	65	62	61
Qualification	Graduate in Commerce and Fellow Member of the Institute of Cost Management Accountants and PhD in Commerce	Masters Degree in Science and Graduate in Law	Under-Graduate	Masters Degree in Commerce
Date of first Appointment	24-05-2016	10-11-2015	22-03-1990	23-03-1990
(a) Terms & Conditions of Re-appointment along with Remuneration sought to be paid (b) Relationship with other Directors and other Key Managerial Personnel of the Company	Being Re-Appointed as an Independent Director for the second term. Please refer Report on the Corporate Governance NIL	Being Re-Appointed as an Independent Director for the second term. Please refer Report on the Corporate Governance NIL	Being Re-Appointed as a Director liable to retire by rotation Please refer Report on the Corporate Governance Sri A S N Raju is the brother of Sri A A V Ranga Raju, Sri A G K Raju and Sri A V N Raju None of the other Directors and Key Managerial Personnel are related to Sri A S N Raju	Being Re-Appointed as a Director liable to retire by rotation Please refer Report on the Corporate Governance Sri J V Ranga Raju is the brother in law of Sri A A V Ranga Raju, Sri A S N Raju, Sri A G K Raju and Sri A V N Raju None of the other Directors and Key Managerial Personnel are related to Sri J V Ranga Raju.
Brief Resume and expertise in specific functional area	Dr. A S Durga Prasad is an Independent Director on the Board of the Company. He is Graduate in Commerce and Fellow Member of Institute of Cost And Works Accountants of India and Ph D in Commerce. He is an accomplished professional with over 41 years experience in Financial Management and Cost Management in variety of industries. Practicing as Management Consultant for the past 35 years and his experience includes Financial Advisory Services, strategies and business development for SMEs and different sectors including, Pharmaceuticals, Infrastructure, IT, Discreet Manufacturing etc. and providing cost management systems and MIS systems for large number of units. He has 35 years of Experience in Financial Services which includes Project Appraisals, Due Diligence, Fund Raising both Debt and Equity, Managing Public Issues, Underwriting of Public Offerings etc	Sri S Ravi, an Independent Director is a Sr.Advocate, High Court of Judicature at Hyderabad for the State of Telangana and the state of Andhra Pradesh.He holds a Masters Degree in Science and Graduate in Law. He Practiced in the High Court of Karnataka and Andhra Pradesh.He has rich experience in Taxation, Corporate Laws and Commercial Laws	Sri A S N Raju is one of the Promoters and has been associated with the Company since inception as Wholetime Director. He heads Buildings and Roads Divisions of the Company. He has vast experience spanning around 39 years in the construction industry.	Sri J V Ranga Raju is one of the Promoter Directors and is one of the Whole- time Directors of the Company. He has been associated with the Company from the initial stages. He has over 38 years rich experience in the construction and allied fields.
Number of meetings of the Board attended during the year	7	3	6	3
Names of other companies in which directorship(s) is held	1. Swell Financial Services Private Ltd. 2. NCC Urban Infrastructure Ltd 3. NCC Infrastructure Holdings Limited	Prolifics Corporation Ltd	1. NCC Vizag Urban Infrastructure Ltd. 2. Vaidehi Avenues Ltd	NIL
Names of other companies in which holds the membership of Committees of the Board	1. NCC Urban Infrastructure Ltd 2. NCC Infrastructure Holdings Limited	NIL	NCC Vizag Urban Infrastructure Ltd.	NIL
No. of Equity Shares of ₹ 2/- each held in the Company as on 31 st March, 2020	NIL	NIL	5782985	2465916

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

1. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited (KFintech) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (remote e-voting).

(A) In case a Member receives an email from KFintech [for Members whose email IDs are registered with the Company/Depository Participants(s)], please follow the below instructions:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) [-] followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach 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 (a-z), one numeric value (0-9) and a special character (@,#,\$, etc). The system will prompt you to change your password and update your contact details like mobile number, email ID etc., on first login. It is strongly recommended that you do not share your password with any other person and that you 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" and click on 'NCC Limited'.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date 18th September, 2020 under "FOR/AGAINST" or alternatively, you may partially enter any number "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST", it will be treated as "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 accounts.
- ix. Voting has to be done for each item of business mentioned in the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted

on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted all the resolution(s).

(B) In case of Members who have not registered their e-mail address (including Members holding shares in physical form), please follow the steps for registration of e-mail address and obtaining User ID and Password for e-voting as mentioned in para 12 of the "Notes" and para (e) under the "Other Instructions" section below.

2. Voting at the Annual General Meeting: Those Members who are present in the Meeting through VC and have not cast their vote on resolutions through remote e-voting, can vote through e-voting at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.
3. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (KFintech Website) or contact Mr. I L Murthy (Unit:NCC Limited) of KFin Technologies Private Limited, Selenium Tower B, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032 or at einward.ris@kfintech.com and evoting@kfintech.com or phone no. 040-6716 2222 or call KFin's toll free No. 1-800-3454-001 for any further clarifications.
- b) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c) The remote e-voting period commences on **Tuesday the 22nd September, 2020 (9.00 a.m. IST) and ends on Thursday the 24th September, 2020 (5.00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **18th September, 2020** may cast their votes electronically as per the process detailed in this Notice. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- d) The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. 18th September, 2020.
- e) Members of the Company who have purchased their shares after the dispatch of the notice but before the cutoff date (i.e. 18th September, 2020) may contact KFintech at Tel No. 1800 345 4001 (toll free) to obtain login id and password or send a request to einward.ris@kfintech.com
- f) During the AGM, the Chairman shall, after response to the questions raised by the Members in advance formally propose to the Members participating through VC to vote on the Resolutions as set out in the Notice of the 30th AGM and announce the start of the casting of vote through e-voting system. After the Members participating through VC who are 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.

- g) The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting will be announced by the Chairman or any Director of the Company duly authorised, on or before 28th September, 2020 and will also be displayed on the website of the Company (www.nclimited.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.

INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC:

1. Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com> by using their remote e-voting credentials. The link for the AGM will be available in the shareholder/ Members login where the "Event" and the "Name of the company" can be selected. Please note that the Members who have not registered their e-mail address or 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 this Notice.
2. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
3. Members are encouraged to join the Meeting using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox 22.
4. Members will be required to grant access to the web-cam to enable two-way video conferencing.
5. Members are advised to use stable Wi-Fi or LAN connection to participate in the AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
6. **Members, who would like to ask questions or seek clarifications during the AGM with regard to the financial statements or relating to the operations of the Company need to register themselves as a speaker by sending their request and also briefly indicating their query / question or other information they require from their registered email address mentioning their name, DP ID and Client ID No./Folio No. and Mobile No. to reach the Company's email address: 30thagm@ncltd.in at least 48 hours in advance before the start of the meeting i.e. 23rd September, 2020 by 3.00 p.m. IST. Members shall be provided a 'queue number' before the AGM. Those Members who have registered themselves as a speaker will only be allowed to ask questions during the AGM, depending upon the availability of time. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.**
7. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC platform. Members may click on the voting icon (🗳) on the left side of the screen to cast their votes.
8. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Private Limited at toll free number 1-800-3454-001 or write to them at evoting@karvy.com.