



NCC LIMITED

(CIN: L72200TG1990PLC011146)

Regd. Office : NCC House, Madhapur, Hyderabad - 500 081 Tel: +91-040-23268888

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

Dear Members,

Invitation to attend the 33rd Annual General Meeting on Friday, 8th September 2023, at 3.00 P.M (IST)

You are cordially invited to attend the 33rd Annual General Meeting of the Company to be held on Friday, 8th September 2023, at 3.00 P.M IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM). The notice convening the Annual General Meeting is enclosed herewith.

For ease of participation of the Members, we have provided hereunder, the key details regarding the 33rd AGM for your reference:

Sl. No.	Particulars	Details
1	Link for live webcast of the Annual General Meeting and for participation through Video Conferencing (VC / OAVM)	https://emeetings.kfintech.com
2	Link for remote e-voting	https://evoting.kfintech.com
3	Username and password for VC / OAVM	Members may attend the AGM through VC / OAVM by accessing the link https://emeetings.kfintech.com 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 Limited at 1800 309 4001 or write to them at evoting@kfintech.com
5	Cut-off date for e-voting	1st September 2023
6	Time period for remote e-voting	Commences at 9 AM (IST) on 5 th September 2023 and ends at 5 PM (IST) on 7 th September 2023
7	Record Date	Friday, 25th August 2023
8	Last date for publishing results of the e-voting	11th September 2023
9	Registrar and Share Transfer Agent contact details	Mr. V. Raghunath (Unit: NCC Limited) KFin Technologies Limited E-mail: einward.ris@kfintech.com ; https://evoting.kfintech.com Tel No.: 1800 309 4001 (Toll free)
10	NCC's contact details	E-mail: ho.secr@nccltd.in Contact No.: 040 - 23268888 / 23268942

Yours truly,

Sd/-

M V Srinivasa Murthy

Company Secretary & Sr.EVP (Legal)

Place: HYDERABAD
Date: May 26, 2023



NCC LIMITED

(CIN: L72200TG1990PLC011146)

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NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the members of **NCC LIMITED** will be held on Friday, 8th September 2023 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 2023 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 2023, together with the report of the Auditors thereon.
- 2) To declare dividend on the Equity Shares for the financial year 2022-23 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 A G K Raju (DIN 00019100) 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 31st March 2023**

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 to the extent applicable under the Companies (Cost Records and Audit) Rules, 2015 for the financial year ended 31st March 2023."

- 6) **To consider and approve the continuation of Sri Hemant M Nerurkar (DIN: 00265887) as an Independent Director beyond the age of 75 years, upto completion of his present term**

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI LODR) and any other applicable act(s)/ rule(s)/ regulation(s) and read with the special resolution passed on 6 September 2019, (for the re-appointment of Sri Hemant M Nerurkar as an Independent Director for a period of 5 years with effect from September 25, 2019) approval of the members be and is hereby accorded for the continuation of the Directorship of Sri Hemant M Nerurkar (DIN-00265887), who attains 75 years of age on October 20, 2023 as a Non-Executive & Independent Director of the Company for the remaining period of his tenure from October 20, 2023 (being the date of his attaining 75 years) to September 24, 2024

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
Sd/-**

**Place: Hyderabad
Date: May 26, 2023** **M V Srinivasa Murthy
Company Secretary & Sr. EVP (Legal)**

Registered Office

NCC House,
Madhapur, Hyderabad - 500 081, Telangana
Email: ho.secr@nccltd.in

**NOTES:**

1. The Ministry of Corporate Affairs (MCA) vide General Circular No 10/2022 dated 28.12.2022 has permitted companies to conduct Annual General Meeting (AGM) to be held in the year 2023 on or before 30th September 2023, through Video Conferencing (VC) or Other Audio-Visual Means (OAVM), in accordance with the requirements laid down in the General Circular No. 20/2020 dated 5th May 2020. In compliance with the circulars from the MCA and applicable provisions of the Companies Act, 2013 and SEBI Circulars dated 12th May 2020, and 5th January 2023, the 33rd AGM of the Company is being convened and conducted through VC / OAVM. The deemed venue for the 33rd Annual General Meeting of the Company shall be the Registered Office of the Company.
2. The Company has made necessary arrangements for the participation of the Members in the 33rd AGM through the VC / OAVM facility provided by KFin Technologies Limited (KFintech). The instructions for participation by the Members in the AGM 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 33rd AGM will be cast live for all the shareholders as on the cut-off date i.e. Friday, 1st September 2023. The shareholders can visit <https://emeetings.kfintech.com> and login through existing user id and password to watch the live proceedings of the 33rd AGM on Friday, 8th September 2023 from IST 3.00 p.m. onwards.
4. As per the provisions under the MCA Circulars, Members attending the 33rd 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 remote e-voting and e-voting process in a fair and transparent manner.
8. As the 33rd AGM is being held through VC / OAVM as permitted under the aforesaid MCA and the SEBI Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 33rd 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 / 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 <https://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. As permitted under the said MCA and SEBI Circulars, the notice of the 33rd AGM along with the Annual Report 2022-23 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 2022-23 will also be available on the Company's website at <https://ncclimited.com/annual-report.html>, 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 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 Limited, (Unit: NCC Limited) Selenium Tower B, Plot No. 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad-500 032.

13. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the items of Special Business to be transacted at the 33rd 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.
14. 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 SEBI (LODR) Regulations 2015 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.
15. In terms of the provisions of Section 152 of the Act, Sri ASN Raju (DIN 00017416) and Sri AGK Raju (DIN 00019100), Wholetime Directors of the Company, retire by rotation at the Meeting and being eligible they have indicated their willingness for the proposed reappointment. The Board of Directors of the Company recommends their respective re-appointments for the approval of the Members.
16. 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.
17. 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.
18. 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.
19. 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 the Registrar and Share Transfer Agent, KFin Technologies Limited (Unit: NCC Limited), Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad - 500 032.
20. 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.
21. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository.
22. The equity dividend of ₹ 2.20 per Equity Share (110%) for the year ended 31st March 2023 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 and 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 on the Record Date i.e. **Friday, 25th August 2023**.
23. Pursuant to the Finance Act 2020, dividend income is 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 the 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 25th August 2023. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.**
24. Members who wish to claim the Dividends, which have remained 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 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 for transfer to the IEPF.
25. 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.
 26. 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 the unclaimed amounts lying with the Company as on 31st March 2023 on its website at <https://www.ncclimited.com/shares-due-for-transfer-to-IEPF.html> and also on the website of the Ministry of Corporate Affairs.
 27. Members holding shares in physical form are requested to promptly notify in writing their bank account details/ any change therein or change in their address, nomination, e-mail address, mobile number, etc. in Form ISR-1 along with requisite documents as mandated by SEBI to KFinTech. These details will be updated provided other relevant KYC details are registered for the folio. Members holding shares in electronic form are requested to notify the change in above particulars directly to their DP.
 28. As the 33rd AGM is being held through VC / OAVM, the route map is not annexed to this Notice.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

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 2022-23 at a remuneration of ₹ 2,00,000/- (Rupees Two Lakh only) excluding taxes and reimbursement of out of pocket expenses if any, 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 31st March 2023.

None of the Directors or Key Managerial Personnel or their relatives are 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 No. 6

Sri Hemant M Nerurkar (DIN-00265887) was appointed as an Independent Director with effect from 25th September, 2014 and his first term as an Independent Director concluded on 24th September, 2019. As Sri Nerurkar fulfilled the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulations 16(1)(b), 17 and 17A of the SEBI (LODR) Regulations, 2015 (SEBI (LODR)) the Board at its meeting held on 24th May 2019, based on the performance evaluation, recommendations of the Nomination and Remuneration Committee, background, experience and contribution made by Sri Hemant Nerurkar (DIN-00265887) during his tenure, had approved his reappointment for a second term commencing from 25th September, 2019 upto 24th September, 2024, subject to the approval of shareholders of the company. The Members of the Company at their meeting held on 6th September 2019 approved the aforesaid reappointment of Sri Nerurkar as an Independent Director for the Second Term of Five Years w.e.f 25th September 2019 upto 24th September 2024 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, regulations

or guidelines.

Sri Nerurkar attains the age of 75 years on 20th October 2023. As required in terms of Regulation 17(1A) of the SEBI (LODR) approval of the Members is required for continuation of his directorship from the day he attains 75 years till the expiry of his current tenure till 24th September, 2024. The Board of Directors at its meeting held on 26th May 2023 based on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the Shareholders at the ensuing AGM, have approved the continuation of Sri Nerurkar as an Independent Director notwithstanding that he attains the age of 75 years on 20th October 2023, for the remaining period of his present term from the said date.

The members of the company may note that Sri. Nerurkar was Executive Director of India and South-East Asia of Tata Steel Limited since April 9, 2009 and was appointed as Managing Director of Tata Steel Limited from October 1, 2009. He is a B.Tech in metallurgical engineering from the College of Engineering, Pune University, Sri. Nerurkar has attended several management courses in India and overseas, including CEDEP in France. He is / was associated with several professional organisations, such as Indian Institute of Metals, INSDAG and AIMA, amongst others. He is on the Board of several other Leading Companies.

During his illustrious career with TATAs, Sri. Nerurkar has been conferred with several prestigious awards such as the 'Tata Gold Medal 2004', 'SMS Demag Excellence Award 2002', 'Steel 80's Award - 1990', 'SAIL Gold Medal - 1989', 'Visveswaraya Award - 1988' and 'NMD Award 1987'.

The Members may note that Sri Nerurkar, Independent Director has been the Chairman of the Company w.e.f 10th November 2015 and based on his rich experience spanning over 45 years he has been contributing in significant manner for the overall progress achieved by the Company during his tenure as Chairman of the Company. Details of Sri Nerurkar in terms of Regulation 36(3) of the SEBI (LODR) have been provided in the Annexure hereto.

In view of his vast experience, expertise and the contribution of Sri Nerurkar to the progress made by the company, his continued association with the company would be of immense benefit to the company.

Other than Sri Nerurkar and his relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6, except to the extent of their shareholding, if any, in the Company.



In compliance with the provisions of Regulation 17 (1A) of SEBI (LODR) the continuation of the appointment Sri Nerurkar as an Independent Director after his attaining 75 years of age is now being placed before the Members for their approval by way of Special Resolution.

The Board commends the Special Resolution set out at Resolution No. 6 of the Notice for the approval by the Members.

BY ORDER OF THE BOARD
For NCC Limited
Sd/-
M V Srinivasa Murthy
Company Secretary & Sr. EVP (Legal)

Place: Hyderabad
Date: May 26, 2023

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

Information about the Directors recommended for appointment / re-appointment / continuation as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings

Name of the Director	Sri A S N Raju (DIN 00017416)	Sri A G K Raju (DIN 00019100)	Sri Hemant M Nerurkar (DIN 00265887)
Age (in Years)	65	64	74
Qualification	Under-Graduate	MBA	B. Tech
Date of first appointment	22-03-1990	22-03-1990	25-09-2014
(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	<p>Being Re-Appointed as a Director liable to retire by rotation</p> <p>Please refer Report on the Corporate Governance</p> <p>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</p> <p>None of the other Directors and Key Managerial Personnel are related to Sri A S N Raju</p>	<p>Being re-appointed as a Director liable to retire by rotation.</p> <p>Please refer Report on the Corporate Governance</p> <p>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</p> <p>None of the other Directors and Key Managerial Personnel are related to Sri A G K Raju</p>	<p>Continuation as an Independent Director beyond the age of 75 years, upto completion of his present term</p> <p>Please refer Report on the Corporate Governance</p> <p>None of the Directors or Key Managerial Personnel are related to Sri Hemant M Nerurkar</p>
Brief Resume and expertise in specific functional area	<p>Sri A S N Raju is one of the Promoters and has been associated with the Company since inception as Wholetime Director. He heads the Buildings and Roads Divisions of the Company. He has vast experience spanning around 44 years in the construction industry.</p>	<p>Sri A G K Raju is one of the Promoters and has been associated with the Company as the Executive Director since inception. He oversees the functions of Finance, Purchase, HR & Administration. He has vast experience spanning around 41 years in the construction industry.</p>	<p>Sri Hemant M Nerurkar is the Chairman – Independent Director of the Company. He was earlier associated as Managing Director of Tata Steel Ltd. He has vast experience spanning around 47 years in the Steel, Mining and related fields (Please also see Explanatory Statement in respect of item No.6 forming part of the AGM Notice)</p>
Number of meetings of the Board attended during the year	6 out of 6	6 out of 6	6 out of 6



Name of the Director	Sri A S N Raju (DIN 00017416)	Sri A G K Raju (DIN 00019100)	Sri Hemant M Nerurkar (DIN 00265887)
Names of other companies in which directorship(s) is held	NIL	NCC Urban Infrastructure Ltd	<ol style="list-style-type: none"> 1. TRL Krosaki Refractories Ltd. 2. TRL Krosaki China Ltd, P.R China 3. Adani Enterprises Ltd 4. Crompton Greaves Consumer Electricals Ltd. 5. Trust Asset Management Private Ltd. 6. Adani Global Pte Ltd., Singapore. 7. Igarashi Motors India Ltd. 8. Mumbai International Airport Limited. 9. Navi Mumbai International Airport Ltd. 10. Raghav Productivity Enhancers Limited 11. DFM Foods Limited
Cessation on Listed Entities (date)	NIL	NIL	Tega Industries Ltd (31-03-2022)
Names of other companies in which holds the membership of Committees of the Board	NIL	NCC Urban Infrastructure Ltd	<ol style="list-style-type: none"> 1. Igarashi Motors India Limited. 2. Adani Enterprises Limited. 3. Crompton Greaves Consumer Electricals Limited. 4. DFM Foods Limited (Delisted w.e.f 5th April 2023)
No. of Equity Shares of ₹ 2/- each held in the Company as on 31 st March 2023	4092985	3581569	NIL

INSTRUCTIONS FOR REMOTE E-VOTING

1. Use the following URL for e-voting from KFintech website:
<https://evoting.kfintech.com>.

Members of the Company holding shares either in physical form or in dematerialized form, as on 1st September 2023, the cutoff date, may cast their vote electronically.

2. 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.

3. After entering the details appropriately, click on LOGIN.

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.

You need to login again with the new credentials.

4. On successful login, the system will prompt you to select the EVENT i.e., NCC Limited.

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.

Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

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.

The Portal will open for voting from 9.00 a.m. on 5th September 2023 and closes at 5.00 p.m. on 7th September 2023.

Members of the Company who have purchased the shares of the Company after the dispatch of the Notice but before the cutoff date 1st September 2023 may contact KFintech at Tel No. 1800 309 4001 (toll free) to obtain login id and password or send a request to inward.ris@kfintech.com.

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).

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th 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>1. Users already registered for IDeAS facility of NSDL</p> <ol style="list-style-type: none"> Click on URL: https://eservices.nsdl.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.nsdl.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.nsdl.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 or www.cdslindia.com 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 https://web.cdslindia.com/myeasi/home/login 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
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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or Call of toll free No.1800 225 533

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 11th September 2023. 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.

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.

INSTRUCTIONS FOR PARTICIPATING IN THE AGM THROUGH VC/OAVM

- Members will be able to attend the 33rd AGM through VC/ OAVM through KFintech-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 33rd 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.
- 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.
- 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.
- 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://evoting.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 5th September 2023 at 09.00 a.m IST up to 7th September 2023 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., 1st September 2023.



Members, who would like to seek clarifications with regard to the financial statements or the operations of the Company, may do so by sending a request from their registered email id to reach the Company's email id nccagm@nccltd.in at least seven days prior to the date of the meeting, so as to enable the Management to respond suitably.

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 33rd 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