



# NCC LIMITED

(CIN: L72200TG1990PLC011146)

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

Website : [www.ncclimited.com](http://www.ncclimited.com) E-mail : [ho.secr@nccltd.in](mailto:ho.secr@nccltd.in)

**Dear Members,**

## **Invitation to attend the 34<sup>th</sup> Annual General Meeting on Saturday, 14<sup>th</sup> September 2024, at 3.00 P.M (IST)**

You are cordially invited to attend the 34<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, 14<sup>th</sup> September 2024, 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 34<sup>th</sup> 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)	<a href="https://emeetings.kfintech.com/">https://emeetings.kfintech.com/</a>
2	Link for remote e-voting	<a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>
3	Username and password for VC / OAVM	Members may attend the AGM through VC / OAVM by accessing the link <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using the remote e-voting credentials. Please refer the instructions contained in the Notice of the AGM for further information.
4	Helpline number for VC / OAVM participation and e-voting	Contact KFin Technologies Limited at 1800 309 4001 or write to them at <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>
5	Cut-off date for e-voting	<b>7<sup>th</sup> September 2024</b>
6	Time period for remote e-voting	<b>Commences at 9 AM (IST) on 11<sup>th</sup> September 2024 and ends at 5 PM (IST) on 13<sup>th</sup> September 2024</b>
7	Record Date	<b>Friday, 30<sup>th</sup> August 2024</b>
8	Last date for publishing results of the e-voting	<b>17<sup>th</sup> September 2024</b>
9	Registrar and Share Transfer Agent contact details	Mr. V. Raghunath (Unit: NCC Limited) KFin Technologies Limited E-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> ; <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a> Tel No.: 1800 309 4001 (Toll free)
10	NCC's contact details	E-mail: <a href="mailto:ho.secr@nccltd.in">ho.secr@nccltd.in</a> Contact No.: 040 - 23268888 / 23268942

Yours truly,

Sd/-

**M V Srinivasa Murthy**

Company Secretary & Sr.EVP (Legal)

Place: Hyderabad

Date: May 15, 2024



# 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

## NOTICE

**Notice** is hereby given that the 34<sup>th</sup> Annual General Meeting of the members of **NCC LIMITED** will be held on Saturday, 14<sup>th</sup> September 2024 at 3.00 P.M. (IST) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) for transacting the following business:

### A. ORDINARY BUSINESS:

- 1) To receive, consider and adopt:
  - (a) the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March 2024 together with the reports of the Board of Directors and the Auditors thereon
  - (b) the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March 2024, together with the report of the Auditors thereon.
- 2) To declare dividend on the Equity Shares for the financial year 2023-24 as recommended by the Board of Directors of the Company.
- 3) To appoint a Director in place of Sri A V N Raju (DIN 00018965) who retires by rotation and being eligible, offers himself for reappointment.
- 4) To appoint a Director in place of Sri Utpal Sheth (DIN 00081012) who retires by rotation and being eligible, offers himself for reappointment.

### B. SPECIAL BUSINESS:

- 5) **To ratify the remuneration of the Cost Auditors for the financial year ended 31<sup>st</sup> March 2024**

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 31<sup>st</sup> March 2024.”

- 6) **To consider and approve payment of Commission to the Non-Executive Directors of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act'), and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, the consent of the members of the company be and is hereby accorded for payment of commission to the Non-Executive Directors of the Company annually, for a period not exceeding five years, for each of the financial years commencing from 1<sup>st</sup> April 2024 upto ₹ 30 lakhs individually, as the Board of Directors of the Company ('the Board') may determine based on performance and guidelines framed by the Board for this purpose, in addition to the fees for attending the meetings of the Board and its Committees, provided however that the aggregate remuneration, including commission, paid to all such Directors put together in a financial year shall not exceed 0.5% (Half Percent) of the net profits of the Company in terms of Section 197 of the Act, and computed in the manner referred to in Section 198 of the Act.”

**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 for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”



7. **To consider and approve appointment of Sri Rajender Mohan Malla (DIN: 00136657) as an Independent Director of the Company.**

To consider and, if thought fit, to pass the following resolution with or without modification(s) 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 the 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 the approval accorded by the Board of Directors, Sri Rajender Mohan Malla (DIN: 00136657) be and is hereby appointed as an Independent Director of the Company w.e.f July 1, 2024 till May 14, 2028 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.”

**BY ORDER OF THE BOARD  
For NCC Limited  
Sd/-**

**Place: Hyderabad  
Date: May 15, 2024**      **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 09/2023 dated 25.09.2023 has permitted companies to conduct Annual General Meeting (AGM) to be held in the year 2024 and on or before 30<sup>th</sup> September 2024, 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 5<sup>th</sup> May 2020. In compliance with the various circulars issued by the MCA and applicable provisions of the Companies Act, 2013 and SEBI Circulars dated 12<sup>th</sup> May 2020, 5<sup>th</sup> January 2023 and 7<sup>th</sup> October 2023, the 34<sup>th</sup> AGM of the Company is being convened and conducted through VC / OAVM. The deemed venue for the 34<sup>th</sup> 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 34<sup>th</sup> 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 34<sup>th</sup> AGM will be cast live for all the shareholders as on the cut-off date i.e. Saturday, 7<sup>th</sup> September 2024. The shareholders can visit <https://emeetings.kfintech.com> and login through existing user id and password to watch the live proceedings of the 34<sup>th</sup> AGM on Saturday, 14<sup>th</sup> September 2024 from IST 3.00 p.m. onwards.
4. As per the provisions under the MCA Circulars, Members attending the 34<sup>th</sup> AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary instructions are given in the subsequent paragraphs.
6. Members joining the meeting through VC / OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC / OAVM but shall not be entitled to cast their vote again.
7. The Company has appointed Sri A Ravishankar, Practising Company Secretary (Membership No. FCS 5335) (PCS No.4318), to act as the Scrutinizer, to scrutinize the remote e-voting and e-voting process in a fair and transparent manner.
8. As the 34<sup>th</sup> 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 34<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting / e-voting . The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [ravi@rscs.in](mailto:ravi@rscs.in) (scrutinizer email) with a copy marked to <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 34<sup>th</sup> AGM along with the Annual Report for the FY 2023-24 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 for the FY 2023-24 will also be available on the Company's website at <https://ncllimited.com/annual-report.html>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and <https://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 34<sup>th</sup> AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection electronically. Members seeking to inspect such documents can send an email to [ho.secr@nccltd.in](mailto: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 A V N Raju (DIN 00018965) and Sri Utpal Sheth (DIN 00081012) 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. **Payment of Dividend through electronic mode only for Physical Folios effective from 01.04.2024.:**
- SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.
- You may also refer to SEBI FAQs by accessing the link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf) (FAQ No 38 & 39)
- For the purpose of updation of KYC details against your folio, you are requested to send the details to our RTA,
- M/s. KFin Technologies Limited (Unit: NCC Limited), Selenium Tower-B", Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana
- Through hard copies which should be self -attested and dated. OR
  - Through electronic mode, provided that they are sent through E-mail id of the holder registered with RTA and all documents should be electronically/ digitally signed by the Shareholder and in case of joint holders, by first joint holder. OR
- Through web- portal of our RTA KFin Technologies Limited - <https://ris.kfintech.com>
- Investors can download the following forms & SEBI Circulars, which are also uploaded on the website of the company and on the website of Kfin Technologies Limited: <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>
- Form ISR-1 duly filled in along with self attested supporting documents for updation of KYC details
  - Form ISR-2 duly filled in for banker attestation of signature along with Original cancelled cheque with your name(s) printed thereon or self-attested copy of bank passbook/ statement
  - Form SH-13 for updation of Nomination for the aforesaid folio OR ISR-3 for "Opt-out of the Nomination.
20. The register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
21. 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.
22. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1<sup>st</sup> April 2019, transfers of securities of the Company shall not be processed unless the securities are held in the dematerialized form with a depository.
  23. The equity dividend of ₹ 2.20 per Equity Share (110%) for the year ended 31<sup>st</sup> March 2024 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, 30<sup>th</sup> August 2024.**
  24. Pursuant to the Finance Act 2020, dividend income is taxable in the hands of the Members w.e.f. 1<sup>st</sup> April, 2020 and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ KFinTech (in case of shares held in physical mode) and 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](mailto:einward.ris@kfintech.com) by 5 p.m. IST on 29<sup>th</sup> August 2024. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.**
  25. 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](http://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.
  26. 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.
  27. 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 dividend amounts lying with the Company as on 31<sup>st</sup> March 2024 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.
  28. As the 34<sup>th</sup> 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 2023-24 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 31<sup>st</sup> March 2024.

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

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

#### **Item No. 6**

The Shareholders of the Company at the AGM held on 6<sup>th</sup> September 2019 had approved payment of Commission to the Non-Executive Directors of the Company as indicated in the Resolution for a period of 5 years and the approval is valid for payment of commission till the FY 2023-24.

The Company benefits from the expertise, advice and inputs provided by the Non-Executive Director(s) (NEDs). The NEDs devote their valuable time in deliberating on strategic and critical issues in the course of Board and Committee meetings of the Company and give their valuable advice, suggestions and guidance to the management of the Company, from time to time. Keeping in view the valuable contribution being made by the NEDs, subject to the approval of the Members of the Company, it is proposed to continue the payment of commission to the NEDs as indicated in the resolution for another period of 5 years commencing from the F.Y 2024-25, subject to compliance of the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder.

Such payment will be in addition to the sitting fees for attending the Board and the / Committee meetings.

Section 197 of the Act permits payment of remuneration to Non-Executive Directors of a Company by way of commission, if the Company authorises such payment by way of a resolution of the Members. Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 authorises the Board of Directors to recommend all fees and compensation, if any, to Non-Executive Directors, including Independent Directors and shall require approval of the members in general meeting.

The Non-Executive Directors i.e. Sri Hemant M Nerurkar, Smt Renu Challu, Dr A S Durga Prasad, Sri O P Jagetiya, Sri Ramesh Kailasam, Smt Uma Shankar and Sri Utpal Sheth, and their respective relatives may be deemed to be concerned or interested in the Resolution set out at Item No.6 of the Notice to the extent of the commission that may be received by each of these Directors.

The Board recommends the Special Resolution set out at Resolution No. 6 of the Notice for the approval of the members of the Company.

#### **Item No.7**

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 May 15, 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 Rajender Mohan Malla (DIN: 00136657) as an Additional Director in the category of Non-executive, Independent Director of the Company w.e.f from July 1, 2024 and upto 14<sup>th</sup> May, 2028 by the end of which day Sri Rajender Mohan Malla attains the age of 75 years. Sri Rajender Mohan Malla fulfills the criteria stipulated under the Companies Act, 2013 and the SEBI (LODR) Regulations for being appointed as an Independent Director and holds the requisite registration with IICA (Indian Institute of Corporate Affairs).



The requisite details of Sri Rajender Mohan Malla pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings is given hereunder.

Other than Sri Rajendar Mohan Malla and his relatives none of the other Directors or the Key Managerial Personnel or their relatives are interested or concerned financially or otherwise in the aforesaid resolution.

The Board recommends the Special Resolution set out at Resolution No. 7 of the Notice for the approval of the members of the Company.

**Place: Hyderabad**  
**Date: May 15, 2024**

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

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





**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 and Secretarial Standard-2 on General Meetings**

Name of the Director	Sri A V N Raju (DIN 00018965)	Sri Utpal Sheth (DIN 00081012)	Sri Rajender Mohan Malla (DIN 00136657)
<b>Age (in Years)</b>	63 Years	52 years	71 years
<b>Qualification</b>	Under-Graduate	Cost Accountant & Chartered Financial Analyst	MBA, PGDBM & CAIIB
<b>Date of first appointment</b>	01-06-1999	11-10-2013	01-07-2024
<b>(a) Terms &amp; Conditions of Re- appointment along with Remuneration sought to be paid</b>	Being re-appointed as a Director liable to retire by rotation.  As detailed in the Corporate Governance Report forming part of the Annual Report.	Being re-appointed as a Director liable to retire by rotation.  He is entitled for sitting fees and commission as other Non-Executive Directors on the Board of the Company	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 15 <sup>th</sup> May, 2024, have accorded approval for the appointment of Sri Rajender Mohan Malla as an Independent Director on the Board of the Company to hold office from 1 <sup>st</sup> July, 2024 to 14 <sup>th</sup> May, 2028. He shall not be liable for retirement by rotation. He is entitled for sitting fees and commission as other Independent Directors on the Board of the Company .  None of the Directors or Key Managerial Personnel are related to Sri Rajender Mohan Malla.
<b>(b) Relationship with other Directors and other Key Managerial Personnel of the Company</b>	Sri A V N Raju is the brother of Sri A A V Ranga Raju, Sri A G K Raju, and Sri A S N Raju.  None of the other Directors and Key Managerial Personnel are related to Sri A V N Raju.	None of the Directors or Key Managerial Personnel are related to Sri Utpal Sheth.	
<b>Brief Resume</b>	Sri A V N Raju is one of the Promoters of the Company and has been associated with the Company since 1999. He heads the Electrical and Irrigation Divisions of the Company. He has vast experience spanning over four decades in the construction industry.	Sri Utpal Sheth is an investment analyst and has vast experience spanning over 3 decades in Finance, Capital Markets and related fields. He is on the Board of several other leading Companies.	Sri Rajender Mohan Malla holds a Post Graduate Degree in Business Administration (MBA) from the Faculty of Management Studies, University of Delhi, a Post Graduate Diploma in Business Management (PGDBM) from MDI Gurgaon and is a Certified Associate of Indian Institute of Bankers (CAIIB). He was the Former CMD of IDBI Bank, CMD of SIDBI and CEO of IFCI & MD and CEO of PTC India Financial Services Ltd. He is on the Board of several leading companies.
<b>Expertise in specific functional area</b>	Leadership, Operational experience, Business Strategy, Project Planning and Management and relevant industry experience.	Business Strategy, Operational experience, Management and Governance, Accounting & Finance.	Leadership, Business Strategy, Management, Governance and Finance.
<b>Number of meetings of the Board attended during the year</b>	8	7	Not Applicable

Name of the Director	Sri A V N Raju (DIN 00018965)	Sri Utpal Sheth (DIN 00081012)	Sri Rajender Mohan Malla (DIN 00136657)
<b>Names of other companies in which directorship(s) is held</b>	Suguna Holiday Resorts Private Limited	<ol style="list-style-type: none"> <li>1. HRS Insight Financial intermediaries Private Limited.</li> <li>2. Hiranandani Financial Services Private Limited</li> <li>3. Trust-Plutus Wealth Managers (India) Private Limited</li> <li>4. TrustPlutus Family Office &amp; Investment Advisers (India) Private Limited</li> <li>5. Trust Capital Holdings Private Limited</li> <li>6. Chanakya Wealth Creation Private Limited</li> <li>7. Trust Asset Management Private Ltd</li> <li>8. Zenex Animal Health India Private Limited</li> <li>9. SNV Aviation Private Limited</li> <li>10. Aptech Limited</li> <li>11. Metro Brands Ltd</li> <li>12. Star Health and Allied Insurance Company Limited</li> <li>13. Kabra Extrusion Technik Limited</li> <li>14. Inventurus Knowledge Solutions Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. IOL Chemicals and Pharmaceuticals Limited</li> <li>2. Waaree Technologies Limited</li> <li>3. Filatex India Limited</li> <li>4. Kajaria Ceramics Ltd</li> <li>5. Metro Tyres Limited</li> <li>6. Waaree Energies Limited</li> <li>7. Mumbai International Airport Limited</li> <li>8. Share Microfin Limited</li> <li>9. Adani Airport Holding Limited</li> <li>10. Navi Mumbai International Airport Private Ltd</li> <li>11. Centillion Finance Private Limited</li> <li>12. Nextgen Telesolutions Private Limited</li> <li>13. Srifin Credit Private Limited</li> <li>14. Adani Capital Private Limited</li> </ol>



Name of the Director	Sri A V N Raju (DIN 00018965)	Sri Utpal Sheth (DIN 00081012)	Sri Rajender Mohan Malla (DIN 00136657)
<b>Names of other companies in which holds the membership of Committees of the Board</b>	NIL	Metro Brands Limited 1. Share Allotment & Transfer Committee 2. Nomination & Remuneration Committee 3. Investment Committee Aptech Limited- 1. Strategy Committee 2. Nomination & Remuneration Committee 3. Investment Committee Star Health and Allied Insurance Company Limited- 1. Audit Committee 2. Investment Committee 3. Nomination & Remuneration Committee 4. Policy Holders Protection Committee 5. Risk Management Committee 6. Information Technology Committee Inventurus Knowledge Solutions Limited 1. Stakeholder Relationship Committee 2. Risk Management Committee 3. IPO Committee Zenex Animal Health India Private Limited- 1. Audit Committee 2. Nomination & Remuneration Committee Hiranandani Financial Services Private Limited- 1. Audit Committee 2. Nomination & Remuneration Committee SNV Aviation Private Limited- Nomination & Remuneration Committee	Audit Committee Member 1. Waaree Energies Limited 2. Mumbai International Airport Limited 3. Navi Mumbai International Airport Private Limited 4. Filatex India Limited 5. Kajaria Ceramic Limited 6. Share Microfin Limited
<b>No. of Equity Shares of ₹ 2/- each held in the Company as of 31<sup>st</sup> March 2024</b>	40,40,740	NIL	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 7<sup>th</sup> September 2024, 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 11<sup>th</sup> September 2024 and closes at 5.00 p.m. on 13<sup>th</sup> September 2024.**

Members of the Company who have purchased the shares of the Company after the dispatch of the Notice but before the cutoff date 7<sup>th</sup> September 2024 may contact KFintech at Tel No. 1800 309 4001 (toll free) to obtain login id and password or send a request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

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 9<sup>th</sup> December 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the **individual** demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.



### Procedure to login through websites of Depositories

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

## 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.	
<b>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.</b>	
<b>Contact details in case of technical issue on NSDL website</b>	<b>Contact details in case of technical issue on CDSL website</b>
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 022 4886 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or Call of toll free No.1800 210 9911

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 17<sup>th</sup> September 2024. 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](http://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 34<sup>th</sup> 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 34<sup>th</sup> AGM. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice of AGM to avoid last minute rush. Further, Members can also use the OTP based login for logging in to the e-voting system.
- 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 11<sup>th</sup> September 2024 at 09.00 a.m IST up to 13<sup>th</sup> September 2024 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., 7<sup>th</sup> September 2024.**



**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](mailto: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 34<sup>th</sup> AGM and announce the start of the casting of vote through e-voting system. After the Members participating through VC/OAVM, eligible and interested to cast votes, have cast the votes, the e-voting will be closed with the formal announcement of closure of the Meeting.
7. Only those Members who will be present in the AGM through the VC / OAVM facility and have not cast their vote through remote e-voting are eligible to vote through e-voting in the AGM.
8. Members who need assistance or help during the AGM, can contact KFinTech at toll free number 1800-309-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com)