

NCC

NCC LIMITED

(CIN: L72200TG1990PLC011146)

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

Tel: +91-40-23268888, Fax: +91-40-23125555

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

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration Rules, 2014)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 33/2020 dated 28th September, 2020 and Circular No.39/2020 dated 31st December, 2020 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), that the Resolutions appended below are proposed to be passed by the Members of NCC Limited ("Company") through Postal Ballot only by voting through electronic means ("remote e-voting").

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

This notice is being sent to all the members/beneficiaries whose names appear on the Register of Members/Record of Depositories as on Cut-off-date i.e. **Friday the 25th December, 2020**.

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on 30th December, 2020, has appointed Sri A Ravishankar (Membership No.FCS 5335) (PCS No.4318), Practicing Company Secretary, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

Pursuant to Section 108 and other applicable provisions of the Act, read with the Rules and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company has engaged the services of KFin Technologies Private Limited (**Kfintech**) to provide e-voting facility to the members of the Company.

The remote e-voting period commences from **9.00 a.m. (IST) on Thursday, the 7th January, 2021** and ends at **5.00 p.m. (IST) on Friday, the 5th February, 2021**. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before **5.00 p.m. (IST) Sunday the 7th February, 2021** at the Registered Office of the Company at NCC House, Madhapur, Hyderabad – 500081.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. Additionally, the results

will also be uploaded on the Company's website www.ncclimited.com and on the website of Kfintech viz. <https://evoting.kfintech.com>

SPECIAL BUSINESS

Item No.1: To consider and approve the appointment of Sri Om Prakash Jagetiya (DIN.00546495), as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules'), and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof (Listing Regulations), for the time being in force) Sri Om Prakash Jagetiya (DIN-00546495), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act read with the Rules and Regulation 25 of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office upto 26th September, 2024 i.e. the date on which he reaches the age of 75 years and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or the Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 2: To consider and approve issue of Convertible Warrants on preferential basis to the Promoters / Promoters Group of the Company:

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

"RESOLVED THAT in accordance with the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) (the "Act"), and the rules and regulations made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (the "SEBI ICDR Regulations") or any other law for the time being in force, and the provisions contained in the Memorandum and Articles of the Association of the Company, and subject to the approvals, consents, permissions and sanctions of the Securities and Exchange Board of India ("SEBI"), Stock Exchanges and any other concerned authorities, as may be necessary, and subject to

such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee of Directors duly constituted or to be constituted thereof to exercise its powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 1,80,00,000 (One Crore Eighty Lakh) Fully Convertible Warrants ("Warrants"), at such price as may be determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, each convertible into 1 (One) Equity Share of face value of ₹ 2/- (Rupees Two Only) each ("the Equity Shares") for cash, to the below-mentioned persons belonging to the Promoters / Promoter Group ("Proposed Allottees"), on such terms and conditions as the Board may, in its absolute discretion think fit and in such form and manner in accordance with applicable laws and without requiring any further approval or consent from the members:

Sl. No.	Name of the Proposed Allottee	No. of Warrants
1.	Sri.U Sunil	70,00,000
2.	Smt. Arundhathi Alluri	25,00,000
3.	Sri. Srinivasa Rama Raju Alluri	17,00,000
4.	Sri. Sri Harsha Varma Alluri	17,00,000
5.	Sri. Alluri Vishnu Varma	17,00,000
6.	Smt. Alluri Bharathi	17,00,000
7.	Sri. Chaitanya Varma	8,50,000
8.	Smt. Jampana Sridevi	4,25,000
9.	Ms. Jampana Sowjanya	4,25,000
	Total	1,80,00,000

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Warrants is Wednesday, the 6th January, 2021 i.e. 30 days prior to the last date for e-voting.

RESOLVED FURTHER THAT the aforesaid issue of Warrants shall be subject to the following terms and conditions:

- Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of ₹ 2/- (Rupees Two Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment (the "Warrant Exercise Period").
- The Proposed Allottees shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the conversion of the Warrants.
- The Warrants, being allotted to the Proposed Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under the SEBI ICDR Regulations.
- The Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during

the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

- The Warrants and Equity Shares arising on conversion of such Warrants shall be issued and allotted by the Company only in dematerialized form.
- In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the Warrant Holder(s).

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of the Company and shall be subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution."

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

**M.V.SRINIVASA MURTHY
COMPANY SECRETARY & EVP (LEGAL)**

**Date: 31st December, 2020
Place: Hyderabad**

Notes:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (“**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) stating material facts and reasons for the proposed resolutions are annexed hereto. It also contains all the disclosures as specified in the SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and other applicable regulations and guidelines framed by SEBI.
2. In compliance with the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 33/2020 dated 28th September, 2020 and Circular No.39/2020 dated 31st December, 2020 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
3. **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.**
4. The voting rights of the members shall be in the proportion to their share of the paid-up equity share capital as on cut-off date i.e. Friday, 25th December, 2020.
5. The resolutions, if approved, by the requisite majority shall be deemed to have been passed on the last date for e-voting i.e. Friday the 5th February, 2021.
6. The Scrutinizer’s decision on the validity of the Postal Ballot shall be final.

Instructions for E Voting:

In compliance with the provisions of Sections 108 and 110 of the Act and Rule 22 of the Companies (Management and Administration) Amendment Rules, 2015, read with the aforesaid MCA Circulars, the Shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited (“Kfintech”) on the Resolutions set forth in this Notice. Shareholders, whose E-mail addresses are registered with the Company/Depositories, will receive an Email from Kfintech. Open the E-mail containing the PDF file namely ‘NCC Limited evoting.pdf’ with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- ii. Enter the login credentials (i.e. **User ID and password** mentioned in the email regarding Postal Ballot Notice). Your Folio No./DP ID-Client ID will be your User 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 minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9)

and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, E-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **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 E-Voting Event Number for NCC Limited.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under ‘FOR/ AGAINST’ or alternatively, you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’ but the total number in ‘FOR/ AGAINST’ taken together should not exceed your total shareholding as on cut-off date i.e. Friday, 25th December 2020.
- viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
- ix. In case you do not desire to cast your vote, 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 confirm, you will not be allowed to modify your vote. During the voting period, Shareholders can login any number of times till they have voted on the Resolution.

Corporate/Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF format) of the board resolution/authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the scrutinizer at E-mail ID: ravi@rscs.in. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format ‘NCC_EVEN NO.’

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

Item No. 1

The members of the Nomination and Remuneration Committee in its meeting held on 30th December 2020, recommended the proposal of appointment of Sri Om Prakash Jagetiya (DIN-00546495), as an Independent Director of the Company. The Board in its meeting held on the same day, considered the proposal and appointed Sri Jagetiya as an Additional Director in the nature Non-executive Independent Director, subject to the approval of the shareholders of the Company, in accordance with the provisions of Section 149 read with Schedule IV to the Act. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from him stating that he has not been debarred from holding the office of Director pursuant to any SEBI Order and meets 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 and under Listing Regulations. In the opinion of the Board, Sri Jagetiya fulfils the criteria for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management and possesses appropriate skills, experience and knowledge.

Sri Jagetiya, B.E. (Hons), M.B.A., MIE has expertise in the areas of General Management, Finance, Risk Management etc. The Board is of the opinion that the Company would benefit immensely from his professional experience and expertise. Details of Sri Jagetiya pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided in the "Annexure" to the Notice. Copy of draft letter of appointment of Sri Jagetiya setting out the terms and conditions of appointment is placed on the website of the Company viz. www.nclimited.com.

None of the Directors / Key Managerial Personnel of the Company / their relatives other than Sri Jagetiya is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

Item No. 2

For meeting the funding requirements for the growth in the business of the Company, general corporate purposes and the working capital requirements, the Board of Directors of the Company, at its Meeting held on 30th December 2020 accorded in principle approval for issue of 1,80,00,000 (One crore eighty lakhs) Convertible Warrants to the Promoters/ Promoter Group of the Company ("Warrant Holder") on preferential basis, in one or more tranches, at such price as may be determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, each Warrant convertible into 1 (One) Equity Share of face value of ₹ 2/- (Rupees Two Only) each ("the Equity Shares") for cash, in accordance with the provisions of the SEBI ICDR Regulations.

d) Shareholding pattern of the issuer before and after the preferential issue:

Sl. No.	Category	Pre-Issue Holding (*)		Post Issue Holding (see Note below)	
		No. of Shares	% (percentage)	No. of Shares	% (percentage)
A	Promoters				
1	Individuals	4,10,99,607	6.74	5,90,99,607	9.41
2	Bodies Corporate	7,89,43,073	12.94	7,89,43,073	12.58
	Total	12,00,42,680	19.68	13,80,42,680	21.99
B	Non Promoters				
1	Mutual Funds	7,04,07,143	11.55	7,04,07,143	11.21
2	FII's / FPI's	6,27,75,640	10.30	6,27,75,640	10.00
3	Bodies Corporate	4,20,85,092	6.90	4,20,85,092	6.70
4	NRI's	1,12,43,720	1.84	1,12,43,720	1.79
5	Public	29,12,10,014	47.75	29,12,10,014	46.38
6	Others	1,20,82,299	1.98	1,20,82,299	1.93
	Total	48,98,03,908	80.32	48,98,03,908	78.01
	Total A+B	60,98,46,588	100.00	62,78,46,588	100.00

(*) as on 25th December, 2020

Note: The above post issue shareholding pattern assumes issue of 1,80,00,000 Warrants to the Promoters / Promoter Group and conversion of all the Warrants into equivalent number of equity shares of the Company. There shall be no change in Control or the Management of the Company consequent to the issue of Warrants as well as post conversion.

e) Time frame within which the preferential issue shall be completed:

As required under the SEBI ICDR Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 days from the date of passing of the Special Resolution. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 days from the date of receipt of such approval or permission.

Pursuant to the provisions of Sections 62(1)(c) and 42 of Companies Act, 2013 ("the Act") the preferential allotment of Securities needs to be approved by the Members of the Company by way of a Special Resolution. Further, in terms of Regulation 163 of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement. Details of the Issue are as under:

- The allotment of the Warrants is subject to the Proposed Allottees not having sold any equity shares of the Company during the 6 (Six) months preceding the Relevant Date. The Proposed Allottees have affirmed that they have not sold any equity shares of the Company during the 6 (Six) months preceding the Relevant Date.
- The relevant disclosures as required under Chapter V of the SEBI ICDR Regulations are set out below:
 - Objects of the Preferential Issue:** The proceeds of the preferential issue shall be utilized to meet the funding requirements for the growth in the business of the Company, general corporate purposes and the working capital requirements.
 - Maximum number of specified securities to be issued:** 1,80,00,000 (One crore eighty lakhs) Convertible Warrants
 - Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer:** The preferential issue is being made to the Promoter and Promoter Group of the Company and they have indicated their intention to subscribe for the same.

f) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

The warrants are proposed to be allotted to persons belonging to the Promoters / Promoter Group of the Company as indicated in the below detailed Table. No change in control or management of the Company is contemplated consequent to the proposed

preferential issue of warrants and resultant Equity Shares being allotted. However, voting rights will change in accordance with the shareholding pattern. The pre and post issue holding of the proposed allottees are as under:

Sl. No	Name of the Proposed Allottee	Pre-Issue Shareholding*		No. of warrants to be Issued/ allotted	Post-Issue Shareholding #		Ultimate Beneficial Owners of the Proposed Allottees
		No. of Equity Shares	% of share holding		No. of Equity Shares	% of share holding	
1	Sri. U Sunil	55,000	0.01	70,00,000	70,55,000	1.12	Not applicable as the Proposed Allottees are Natural Persons and also the Beneficial Owners.
2	Smt. Arundhathi Alluri	11,43,022	0.19	25,00,000	36,43,022	0.58	
3	Sri. Srinivasa Rama Raju Alluri	1,74,000	0.03	17,00,000	18,74,000	0.30	
4	Sri. Sri Harsha Varma Alluri	41,780	0.01	17,00,000	17,41,780	0.28	
5	Sri. Alluri Vishnu Varma	15,100	0.00	17,00,000	17,15,100	0.27	
6	Smt. Alluri Bharathi	1,24,059	0.02	17,00,000	18,24,059	0.29	
7	Sri. Chaitanya Varma	3,06,121	0.05	8,50,000	11,56,121	0.18	
8	Smt. Jamapana Sri Devi	2,87,859	0.05	4,25,000	7,12,859	0.11	
9	Ms. Jampana Sowjanya	5,59,166	0.09	4,25,000	9,84,166	0.16	

* as on 25th December, 2020

assuming full conversion of warrants

g) Relevant Date:

The Relevant date for the purpose of this issue shall be Wednesday the 6th January 2021, being the date 30 days prior to the date of passing of Special Resolution by the Members of the Company viz., through Postal Ballot to approve the proposed preferential issue, in accordance with the SEBI ICDR Regulations.

h) Basis or Justification of Price:

The issue price will be determined in accordance with Regulation 164 of the SEBI ICDR Regulations. Since the Company is listed on both BSE Limited and National Stock Exchange of India Limited, the trading volume of Securities of the Company on both the Stock Exchanges will be considered to determine the higher trading volume for computation of issue price. The issue of equity shares arising out of exercise of Warrants issued on preferential basis shall be made at a price not less than higher of the following or as per the law prevailing at the time of allotment of Warrants:

- i. the average of the weekly high and low of the volume weighted average prices of the equity shares quoted on a recognized Stock Exchange during the 26 weeks preceding the Relevant Date; or
- ii. the average of the weekly high and low of the volume weighted average prices of the equity shares quoted on a recognized Stock Exchange during the 2 weeks preceding the Relevant Date.

The 'Recognized Stock Exchange' referred to above means any of the recognized Stock Exchanges in which the equity shares of the Company are listed and in which the highest trading volume in respect of the equity shares of the Company has been recorded during the preceding 26 weeks prior to the Relevant Date.

i) Auditor's Certificate:

A copy of the certificate from M/s. S R Batliboi & Associates LLP, the Statutory Auditors of the Company, certifying that the Preferential Allotment is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations shall be available at the website of the Company viz. www.ncclimited.com till the date of declaration of Postal Ballot results.

j) Lock-in Period:

The Warrants and the equity shares allotted pursuant to exercise of options attached to Warrants issued on preferential basis will be subject to lock-in in accordance with Regulation 167 of the

SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottees, shall be locked-in as per requirement under Regulation 167 of the SEBI ICDR Regulations.

k) Undertakings:

In terms of the ICDR Regulations, the Company hereby undertakes that the Company is listed on BSE Limited and National Stock Exchange of India Limited and the Equity Shares of the Company are frequently traded in accordance with SEBI (ICDR) Regulations.

If the Company is required to re-compute the price of the specified securities, in terms of the applicable SEBI ICDR Regulations, the Company undertakes to comply with the same.

l) Other Disclosures:

- i) All the Equity Shares held by the Proposed Allottees in the Company are in dematerialized form only.
- ii) None of the Company, the Promoter or the Directors has been declared as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- iii) The Promoter and members of the Promoter Group have not sold Equity Shares of the Company in the 6 months preceding the Relevant Date.

Excepting Sri A A V Ranga Raju, Managing Director, Sri A G K Raju, Executive Director and Sri A S N Raju, Sri J V Ranga Raju, Sri A V N Raju, Wholetime Directors and their respective relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution set out to this notice.

The Board recommends the Special Resolution set out at Item No.2 of the Notice for the approval of the Members of the Company.

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

**M.V.SRINIVASA MURTHY
COMPANY SECRETARY & EVP (LEGAL)**

**Date: 31st December, 2020
Place: Hyderabad**

Annexure to the Postal Ballot Notice**Details of Director seeking appointment in pursuance of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS – 2 General Meeting issued by the Institute of Company Secretaries of India**

Name of the Director	Sri Om Prakash Jagetiya
Date of Birth & Age	27 th September 1949 & 71 Years
DIN & Nationality	00546495 & Indian
Date of first appointment to the Board	30 th December 2020
Qualification	B.E. (Hons), M.B.A., (both from BITS Pillani) MIE
Brief resume and expertise in specific functional areas	<p>Sri Jagetiya was earlier associated with established Companies like A.C.C. Ltd, Zuari Group (of KK Birla), Nagarjuna Fertilizers & Chemicals Ltd., Hyderabad Industries Ltd (CK Birla Group), Anrak Aluminium Ltd, as Director / Senior Management positions over a span of 35 years. He was head of a number of Industry / Trade Associations.</p> <p>He has expertise in the areas of General Management, Finance, Risk Management etc.</p>
Relationship with any Director(s) or Manager or Key Managerial Personnel of the Company	Not related to any Director or Key Managerial Personnel of the Company.
Directorship held in other Companies	Mahesh Vidya Bhavan Ltd.- Director DCS Techno Services Pvt. Ltd. - Director
Memberships in the Committees of Board of other listed companies	Nil
Memberships and Chairmanship in the Committees of Board of the Company	N.A.
No. of shares held in the Company	Nil
Number of meetings of the Board attended during the Financial Year 2020-21	N.A.
Terms and conditions of appointment along with details of remuneration sought to be paid	Pursuant to the recommendation of the Nomination and Remuneration Committee, and subject to the approval of the Members of the Company, the Board of Directors of the Company in their meeting held on 30 th December 2020, have accorded approval for the appointment of Sri Jagetiya as an Independent Director on the Board of the Company to hold office till 26 th September 2024 i.e. upto the date on which he attains the age of 75 years. As per the provisions of Section 152 of the Companies Act 2013, he is not liable to retire by rotation. He is entitled for sitting fees and commission as other Independent Directors on the Board.
Details of last drawn salary	N.A.