

NCC LIMITED

(CIN: L72200TG1990PLC011146)

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

Tel: +91-040-23268888, Fax: +91-040-23125555

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

Dear Members,

Invitation to attend the 32nd Annual General Meeting on Monday, 22nd August 2022, at 3.00 P.M (IST)

You are cordially invited to attend the 32nd Annual General Meeting of the Company to be held on Monday, 22nd August 2022, at 3.00 P.M IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM). The notice convening the Annual General Meeting is attached herewith.

In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

Sl. No.	Particulars	Details
1	Link for live webcast of the Annual General Meeting and for participation through Video Conferencing (VC / 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 1-800-309 - 4001 or write to them at evoting@kfintech.com
5	Cut-off date for e-voting	16th August 2022
6	Time period for remote e-voting	Commences at 9 AM (IST) on 19th August 2022 and ends at 5 PM (IST) on 21st August 2022
7	Record Date	Friday, 12th August 2022
8	Last date for publishing results of the e-voting	24 th August 2022
9	Registrar and Share Transfer Agent contact details	Mr. V. Raghunath (Unit: NCC Limited) KFin Technologies Limited E-mail: einward.ris@kfintech.com ; 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,

Place: HYDERABAD

Date: May 11, 2022

M V Srinivasa Murthy
Company Secretary & EVP (Legal)

NCC LIMITED

(CIN: L72200TG1990PLC011146)

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

Tel: +91-040-23268888, Fax: +91-040-23125555

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

NCC

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the members of **NCC LIMITED** will be held on Monday, 22nd August 2022 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 2022 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 2022, together with the report of the Auditors thereon.
- 2) To declare dividend on the Equity Shares for the financial year 2021-22 as recommended by the Board of Directors of the Company.
- 3) To appoint a Director in place of Sri J V Ranga Raju (DIN 00020547) who retires by rotation and being eligible, offers himself for reappointment.
- 4) To appoint a Director in place of Sri Utpal Sheth (DIN 00081012) who retires by rotation and being eligible, offers himself for reappointment.
- 5) To re-appoint M/s. S R Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004) as the statutory auditors of the Company and to fix their remuneration.

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

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. S R Batliboi & Associates LLP, Chartered Accountants, having Firm Registration No. 101049W/E300004 be and are hereby re-appointed as the Statutory Auditors of the Company for second term of five consecutive years commencing from the conclusion of this 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting to be held in the year 2027 at such remuneration, plus reimbursement of out of pocket expenses as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee be and are hereby authorized 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 as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

B. SPECIAL BUSINESS:

- 6) **To ratify the remuneration of the Cost Auditors for the financial year ended 31st March 2022**

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 Lakhs (Rupees Two lakhs only) plus taxes and reimbursement of out-of-pocket expenses if any on actual basis, payable to M/s. Vajralingam & Co., Cost Accountants (Firm Registration Number: 101059) for 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 2022.”

- 7) **To reappoint Sri A A V Ranga Raju (DIN-00019161) as the Managing Director of the Company and to approve the remuneration payable to him**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act, and the applicable provisions of the SEBI (LODR) Regulations 2015 as amended the consent of the Members of the Company be and is hereby accorded for the re-appointment of Sri A A V Ranga Raju (DIN-00019161) as the Managing Director of the Company for a further period of 5 (five) years with effect from April 1, 2022, and for continuance in his employment as the Managing Director notwithstanding that Sri A A V Ranga Raju would during such tenure of his reappointment attain the age of 70 years on the terms & conditions of remuneration as set out in the Explanatory Statement annexed to the Notice convening the meeting with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) to alter and vary the terms & conditions of the said appointment and / or the

remuneration, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under and the applicable provisions of the SEBI (LODR) Regulations, 2015 as amended Sri A A V Ranga Raju (DIN-00019161) Managing Director, may be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening the meeting, as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as the Managing Director, in accordance with the provisions of Schedule V to the Companies Act, 2013 and the applicable provisions of the SEBI (LODR) Regulations 2015 as amended.

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."

8) **To reappoint Sri A G K Raju (DIN-00019100) as the Executive Director of the Company and to approve the remuneration payable to him**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act and the applicable provisions of the SEBI (LODR) Regulations 2015 as amended, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Sri A G K Raju (DIN-00019100) as the Executive Director of the Company for a further period of 5 (five) years with effect from April 1, 2022, on the terms & conditions of remuneration as set out in the Explanatory Statement annexed to the Notice convening the meeting with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) to alter and vary the terms & conditions of the said appointment and / or the remuneration, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197(3) and other applicable provisions, if any, of

the Companies Act, 2013, and the Rules framed there under Sri A G K Raju (DIN-00019100) Executive Director, may be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening the meeting, as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Whole Time Director, in accordance with the provisions of Schedule V to the Companies Act, 2013 and the applicable provisions of the SEBI (LODR) Regulations 2015 as amended.

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."

9) **To reappoint Sri J V Ranga Raju (DIN-00020547) as a Whole Time Director of the Company and to approve the remuneration payable to him**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule V to the said Act and the applicable provisions of the SEBI (LODR) Regulations 2015 as amended, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Sri J V Ranga Raju (DIN-00020547) as a Whole Time Director of the Company for a further period of 5 (five) years with effect from April 1, 2022, on the terms & conditions of remuneration as set out in the Explanatory Statement annexed to the Notice convening the meeting with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) to alter and vary the terms & conditions of the said appointment and / or the remuneration, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under and the applicable provisions of the SEBI (LODR) Regulations 2015 as amended, Sri J V Ranga Raju (DIN-00020547) Whole Time Director, may be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening the meeting, as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Whole Time Director, in accordance with the provisions of Schedule V to the Companies Act, 2013 and the applicable provisions of the SEBI (LODR) Regulations 2015 as amended.

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."

10) **To approve Related Party Transaction for the proposed increase in the remuneration payable to Dr. P Manoj, Director (Projects)**

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

"RESOLVED that pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended till date, ('SEBI Listing Regulations') and the Company's policy on Related Party Transactions, approval of the Members, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board'), for holding of office or place of profit /employment as Director (Projects) by Dr. P Manoj (Son in Law of Sri AVN Raju, Whole-time Director), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations for increase of remuneration from the existing ₹2.50 lakhs per month to ₹5.97 lakhs per month comprising of basic salary of ₹2.53 Lakhs in the scale of ₹2.00 Lakhs to ₹8.00 Lakhs plus perquisites and allowances as applicable from time to time to other Senior Officials as per the Rules of the Company, with effect from 1st September, 2022.

RESOLVED FURTHER THAT the Board of Directors and the Nomination & Remuneration Committee of the Company, be and is hereby authorised to review the performance of Dr. P Manoj, from time to time and approve increase in the remuneration payable to him within the scale mentioned above, 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 and to do all such necessary acts, deeds, matters and things as are required to be done in this regard."

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

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

**Place: Hyderabad
Date : May 11, 2022**

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

NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 2/2022 dated 5th May, 2022 has permitted companies to conduct Annual General Meeting (AGM) to be held in the year 2022 through Video Conferencing (VC) or Other Audio-Visual Means (OAVM), subject to compliance of various conditions mentioned 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 32nd AGM of the Company is being convened and conducted through VC / OAVM. The deemed venue for the 32nd Annual General Meeting of the Company shall be the Registered Office of the Company.
2. The Company has enabled the Members to participate in the 32nd AGM through the VC / OAVM facility provided by KFin Technologies Limited (KFinTech), Registrar and Share Transfer Agent. 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 32nd AGM will be cast live for all the shareholders as on the cut-off date i.e. Tuesday, 16th August 2022. The shareholders can visit <https://emeetings.kfintech.com> and login through existing user id and password to watch the live proceedings of the 32nd AGM on Monday, 22nd August, 2022 from IST 3.00 p.m. onwards.
4. As per the provisions under the MCA Circulars, Members attending the 32nd 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 32nd 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 32nd 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 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 32nd AGM along with the Annual Report 2021-22 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 2021-22 will also be available on the Company's website at [https:// www.ncclimited.com/investors/ annual-reports/](https://www.ncclimited.com/investors/annual-reports/), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of 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 32nd 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 J V Ranga Raju (DIN 00020547) Wholetime Director and Sri Utpal Sheth (DIN 00081012) Director 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/- per Equity Share (100%) for the year ended 31st March 2022 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, 12th August 2022.**
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 12th August 2022. **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 2021 on its website at <http://ncclimited.com/UDI.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 32nd 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

M/s. S R Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), were appointed by the Members of the Company as the Statutory Auditors of the Company at the Annual General Meeting ('AGM') held on 24th August 2017 for a period of 5 years, up to the conclusion of the 32nd AGM. M/s. S R Batliboi & Associates LLP are eligible for re-appointment for one more term of 5 years. M/s. S R Batliboi & Associates LLP have given their consent for their re-appointment as the Statutory Auditors of the Company and has furnished a certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the Rules made thereunder. M/s. S R Batliboi & Associates LLP have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the Rules and Regulations made thereunder. As confirmed to the Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company and its subsidiaries according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit. Based on the recommendations of the Audit Committee and the Board of Directors and subject to your approval, it is hereby proposed to re-appoint M/s. S R Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/E300004), as the Statutory Auditors of the Company for a second term of five consecutive years, who shall hold office from the conclusion of this 32nd AGM till the conclusion of the 37th AGM of the Company. The remuneration proposed to be paid to the Statutory Auditors during their second term shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

M/s. S R Batliboi & Associates LLP is a member registered with the ICAI. The firm has offices in various cities across the country. M/s S R Batliboi and Associates LLP is a multi-disciplinary Audit Firm catering to various clients in diverse sectors. The firm holds the 'Peer Review' certificate as issued by 'ICAI'.

The Board recommends the resolution set out at Item No. 5 of the Notice for the approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

Item No. 6

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 2021-22 at a remuneration of 2,00,000/- (Rupees Two Lakhs 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 2022.

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

The Board recommends the resolution as set out in item number 6 of the notice for the approval of the members of the Company

Item No. 7

The Board of Directors of the Company at its meeting held on February 8, 2022 on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company have accorded its approval for the re-appointment of Sri A A V Ranga Raju (DIN-00019161) as the Managing Director of the Company for a period of 5 (five) years with effect from April 1, 2022 and the payment of remuneration to him. In terms of the proviso to sub-section (3) of Section 196 of the Companies Act, 2013 appointment or continuing the employment of a person as a Managing Director who has attained the age of 70 years can be made if such appointment or continuance is approved by the members by way of special resolution. Considering the critical role played by Sri A A V Ranga Raju in steering the Company and the responsibility shouldered by him, the Nomination & Remuneration Committee has recommended that he be continued as the Managing Director notwithstanding that during his proposed tenure of reappointment he would attain the age of 70 years.

The broad particulars of remuneration to be paid to Sri A A V Ranga Raju (DIN-00019161) Managing Director of the Company during his tenure of office is as under:

Basic Salary	₹ 8.00 lakhs per month in the scale of ₹ 8.00 lakhs to ₹ 15.00 lakhs
Perquisites and allowances	Upto a limit of 75% of the monthly salary
Exgratia	As per the rules of the Company
Commission	@ 1% (One percent) of the net profits earned by the Company and computed in accordance with Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V & the Rules framed thereunder.

The aforesaid perquisites and allowances payable to Sri A A V Ranga Raju, Managing Director shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, medical reimbursement; leave travel concession for self and family including dependents; club fees, accident and medical insurance, encashment of leave and such other perquisites and / or allowances, upto the amounts specified above and in addition he shall be eligible for such other benefits/ allowances provided to the Senior Executives of the Company as per the Rules of the Company from time to time and also for reimbursement of actual expenses incurred towards utilization of gas, electricity, water, furnishing and repairs, subject however to the condition that the overall remuneration paid is within the overall ceiling of remuneration stipulated in Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Provision of car with chauffeur for the

purpose of Company's business and telephone as per the rules of the Company would not be considered as perquisites.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 read with the Rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force). However, the Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act 1961, and gratuity payable and encashment of Leave as per the rules of the Company shall not be included in the computation of limits for the remuneration which includes salary, perquisites and allowances.

The terms and conditions set out for re-appointment of Sri A A V Ranga Raju, Managing Director and payment of remuneration to him as specified herein may be altered and varied from time to time by the Board of Directors ("the Board" which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board of the Company), as it may, at its discretion deem fit. The Board is also entitled to revise the salary, perquisites and allowances payable to the said Managing Director of the Company at any time, such that the overall yearly remuneration payable to the said Managing Director shall not exceed the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being force) or any amendment made thereto.

The annual increments to the Managing Director each year and which shall be within the Scale of ₹8.00 lakhs to ₹15.00 lakhs, will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC") and the Audit Committee and will be performance-based and take into account the Company's performance as well.

The proposed terms of Remuneration of the Managing Director as indicated above is at the same level of Remuneration as he has been drawing during his previous term of appointment.

Sri. A A V Ranga Raju, Sri. A G K Raju, Sri. A S N Raju and Sri. A V N Raju (Working Directors) and their Relatives may be deemed to be concerned or interested in the proposed Resolution set out at Item No. 7 of the Notice convening the meeting. Other than the aforesaid Working Directors and their Relatives none of the other Directors, Key Managerial Personnel of the Company and their Relatives are interested or concerned whether financially or otherwise in the Resolution set out at Item No. 7 of the Notice convening the meeting.

The Board recommends the resolution set out at item No.7 of the Notice for your approval.

Item No. 8

The Board of Directors of the Company at its meeting held on February 8, 2022 on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company have accorded its approval for the re-appointment of Sri A G K Raju (DIN-00019100) as the Executive Director of the Company for a period of 5 (five) years with effect from April 1, 2022 and the payment of remuneration to him.

The broad particulars of remuneration to be paid to Sri A G K Raju (DIN-00019100) Executive Director of the Company during his tenure of office is as under:

Basic Salary	₹ 4.00 lakhs per month in the scale of ₹ 4.00 lakhs to ₹ 10.00 lakhs
Perquisites and allowances	Upto a limit of 75% of the monthly salary
Exgratia	As per the rules of the Company
Commission	@ 0.5% (Half percent) of the net profits earned by the Company and computed in accordance with Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V & the Rules framed thereunder.

The aforesaid perquisites and allowances payable to Sri A G K Raju, Executive Director shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, medical reimbursement; leave travel concession for self and family including dependents; club fees, accident and medical insurance, encashment of leave and such other perquisites and / or allowances, upto the amounts specified above and in addition he shall be eligible for such other benefits/ allowances provided to the Senior Executives of the Company as per the Rules of the Company from time to time and also for reimbursement of actual expenses incurred towards utilization of gas, electricity, water, furnishing and repairs, subject however to the condition that the overall remuneration paid is within the overall ceiling of remuneration stipulated in Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Provision of car with chauffeur for the purpose of Company's business and telephone as per the rules of the Company would not be considered as perquisites.

The said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 read with the Rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force). However, the Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act 1961, and gratuity payable and encashment of Leave as per the rules of the Company shall not be included in the computation of limits for the remuneration which includes salary, perquisites and allowances.

The terms and conditions set out for re-appointment of Sri A G K Raju, Executive Director and payment of remuneration to him as specified herein may be altered and varied from time to time by the Board of Directors ("the Board" which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board of the Company), as it may, at its discretion deem fit. The Board is also entitled to revise the salary, perquisites and allowances payable to the said Executive Director of the Company at any time, such that the overall yearly remuneration payable to the Executive Director shall not exceed the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being force) or any amendment made thereto.

The annual increments to the aforesaid Executive Director each year, and which shall be within the Scale of ₹ 4.00 lakhs to ₹ 10.00 lakhs will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC") and the Audit Committee and will be performance-based and take into account the Company's performance as well

The proposed terms of Remuneration of the Executive Director as indicated above is at the same level of Remuneration as he has been drawing during his previous term of appointment.

Sri. A A V Ranga Raju, Sri. A G K Raju, Sri. A S N Raju and Sri. A V N Raju (Working Directors) and their Relatives may be deemed to be concerned or interested in the proposed Resolution set out at Item No. 8 of the Notice convening the meeting. Other than the aforesaid Working Directors and their Relatives none of the other Directors, Key Managerial Personnel of the Company and their Relatives are interested or concerned whether financially or otherwise in the Resolution set out at Item No. 8 of the Notice convening the meeting.

The Board recommends the resolution set out at item No.8 of the Notice for your approval.

Item No. 9

The Board of Directors of the Company at its meeting held on February 8, 2022 on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the Members of the Company have accorded its approval for the re-appointment of Sri J V Ranga Raju (DIN-00020547) as a Whole-time Director of the Company for a period of 5 (five) years with effect from April 1, 2022 and the payment of remuneration to him.

The broad particulars of remuneration to be paid to Sri J V Ranga Raju (DIN-00020547) as a Whole-time Director of the Company during his tenure of office is as under:

Basic Salary	₹ 9.30 lakhs per month in the scale of ₹ 8.00 lakhs to ₹ 15.00 lakhs
Perquisites and allowances	Upto a limit of 75% of the monthly salary
Exgratia	As per the rules of the Company

The aforesaid perquisites and allowances payable to Sri J V Ranga Raju, Whole Time Director shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance, medical reimbursement; leave travel concession for self and family including dependents; club fees, accident and medical insurance, encashment of leave and such other perquisites and / or allowances, up to the amounts specified above and in addition he shall be eligible for such other benefits/ allowances provided to the Senior Executives of the Company as per the Rules of the Company from time to time and also for reimbursement of actual expenses incurred towards utilization of gas, electricity, water, furnishing and repairs, subject however to the condition that the overall remuneration paid is within the overall ceiling of remuneration stipulated in Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Provision of car with chauffeur for the purpose of Company's business and telephone as per the rules of the Company and the same would not be considered as perquisites. The said perquisites and allowances shall be evaluated, wherever applicable, as per the Income Tax Act, 1961 or the Rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time

being in force). However, the Company's contribution to Provident Fund, Superannuation or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act 1961, and gratuity payable and encashment of Leave as per the rules of the Company shall not be included in the computation of limits for the remuneration which includes salary, perquisites and allowances.

The terms and conditions set out for re-appointment of Sri J V Ranga Raju, Whole Time Director and payment of remuneration to him as specified herein may be altered and varied from time to time by the Board of Directors ("the Board" which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board of the Company), as it may, at its discretion deem fit. The Board is also entitled to revise the salary, perquisites and allowances payable to the said Whole-time Director of the Company at any time, such that the overall yearly remuneration payable to the said Whole-time Director shall not exceed the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being force) or any amendment made thereto.

The annual increments to the aforesaid Whole-time Director each year which shall be within the Scale of ₹8.00 lakhs to ₹15.00 lakhs will be decided by the Board based on the recommendations of the Nomination and Remuneration Committee ("NRC") and the Audit Committee and will be performance-based and take into account the Company's performance as well.

The Members may please note that as per the approval accorded by them at the AGM held on 26th September 2012 Sri J V Ranga Raju was being paid basic salary of ₹7 lakhs in the Scale of ₹4 lakhs to 10 lakhs per month plus perquisites and allowances etc with effect from 1st April, 2012. Keeping in view the role and the responsibilities being shouldered by Sri J.V. Ranga Raju, Wholetime Director of the Company and based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, the Board of Directors while approving his reappointment as Wholetime Director has approved increase in the remuneration payable to him with effect from 1st April, 2022 as indicated above.

Sri J V Ranga Raju and his Relatives may be deemed to be concerned or interested in the proposed Resolution set out at Item No. 9 of the Notice convening the meeting. Other than the aforesaid Sri J V Ranga Raju and his Relatives none of the other Directors, Key Managerial Personnel of the Company and their Relatives are interested or concerned whether financially or otherwise in the Resolution set out at Item No. 9 of the Notice convening the meeting.

The Board recommends the resolution set out at item No.9 of the Notice for your approval.

Item No. 10

The Members of the Company may please note that the Board of Directors keeping in view the increase in complexity and volume of business being undertaken by the Company and also as part of succession planning which is mandatory under SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 had after obtaining the requisite approval of the Audit Committee and the Nomination and Remuneration Committee appointed Dr. P Manoj, Son in Law of Sri AVN Raju, Whole-time Director as Associate Director on 12th August 2020 and who was promoted as Director (Projects) in the year 2021.

Keeping in view the role and responsibilities of Dr. Manoj, the Board of the Company after obtaining the requisite approvals of

the Nomination & Remuneration Committee and the Audit Committee has, subject to the approval of the members of the Company accorded in-principle approval for increasing the remuneration of Dr. Manoj, from the existing ₹2.50 lakhs per month to ₹5.97 lakhs per month comprising of basic salary of ₹2.53 Lakhs in the scale of ₹2.00 Lakhs to ₹8.00 Lakhs plus perquisites and allowances as applicable from time to time to other Senior Officials as per the Rules of the Company, with effect from 1st September 2022. As per Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 payment of remuneration exceeding ₹2.50 lakhs per month, to Dr. Manoj who is relative of Sri AVN Raju, Whole-time Director requires prior approval of the members of the Company.

Information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of the Boards and its Powers) Rules, 2014:

Name of the Director or KMP who is related, if any:	Nature of Relationship	Nature, material terms, monetary value of the contract or arrangement:	Any other information relevant or important for the members to take a decision on the proposed resolution
Sri A V N Raju	Son-in-Law	Proposed to increase the remuneration of Dr. Manoj from around ₹ 2.50 Lakhs per month to around ₹ 5.97 lakhs per month comprising of Basic Salary (in the Scale of ₹ 2.00 lakhs to ₹ 8.00 lakhs) and perquisites and allowances as applicable to the Senior Executives as per the rules of the Company with effect from 1st September, 2022	The proposed increase in the remuneration of Dr. P Manoj is considered reasonable and just keeping in view the role being played by him and the responsibilities which he is shouldering. The active involvement of the Director (Projects) is also very much necessary keeping in view the complexity and increase in the volume of business being undertaken by the Company and also as part of succession planning. The proposed remuneration to the aforesaid Director (Projects) is at the same level as being drawn by the other Senior Executives of similar cadre.

Brief profile of Sri P Manoj:

Dr. P. Manoj who is around 33 years of age holds a doctorate degree in Robotics from Purdue University, Indiana State, USA which is one of the top universities in USA. Prior to that he has done Master's degree in Computer Science from the aforesaid University. He has also worked for a period of two years i.e. from November, 2012 to December, 2014 as a Business Analyst / Software Developer with Deloitte Consulting, Camp Hill, PA, USA.

Dr. P Manoj is actively involved in the overall planning of the Electrical Division, such as Business Development, Pre and Post Tender activities, Project execution etc.

The Nomination & Remuneration Committee of the Board is being authorized to review his performance and to determine from time to time the annual increase of the remuneration payable to him within the aforesaid Scale.

The aforesaid proposal is a Related Party Transaction(s) as defined under Section 2(76) read with Section 188 of the Companies Act, 2013 and the Rules framed thereunder and the applicable provisions of the SEBI (LODR) Regulations, 2015 as amended.

Sri A V N Raju, Wholetime Director and his Relatives are interested or concerned in the proposed resolution.

Other than as stated above none of the other Directors / KMPs or their relatives are interested or concerned financially or otherwise in the aforesaid resolution.

The Board recommends the resolution as set out in item number 10 of the Notice for the approval of the members of the Company.

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

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

**Place: Hyderabad
Date : May 11, 2022**

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

Details of Directors seeking appointment / re-appointment pursuant to 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 A V Ranga Raju (DIN 00019161)	Sri A G K Raju (DIN 00019100)	Sri J V Ranga Raju (DIN 00020547)	Sri Utpal Sheth (DIN 00081012)
Qualification	Under Graduate	Masters Degree in Business Administration	Masters Degree in Commerce	Cost Accountant & Chartered Financial Analyst
Age	67 years	63 years	63 years	50 years
Date of first Appointment	22/03/1990	22/03/1990	23/03/1990	11-10-2013
Terms & Conditions of Re-Appointment along with Remuneration sought to be paid	Refer Explanatory Statement	Refer Explanatory Statement	Refer Explanatory Statement	Being Re-Appointed as a Director liable to retire by rotation
Remuneration Last drawn	Refer Corporate Governance Report	Refer Corporate Governance Report	Refer Corporate Governance Report	Sitting fee only
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Refer Explanatory Statement	Refer Explanatory Statement	Refer Explanatory Statement	NIL
Brief Resume and expertise in specific functional area	Sri A A V Ranga Raju is one of the Chief Promoters of NCC Limited and has been associated with the Company since inception as the Managing Director of the Company. Sri A A V Ranga Raju has over 48 years of rich experience in the construction and infrastructure development and allied areas. He has been playing a pivotal role in the progress achieved by the Company.	Sri A G K Raju is one of the Chief Promoters of NCC Limited and has been associated with the Company since inception as Executive Director. Sri A G K Raju has over 40 years rich experience in the construction industry and allied fields.	Sri J V Ranga Raju is one of the Promoter Directors and is one of the Whole-time Directors of the Company. He has been associated with the Company from the initial stages. He has over 40 years rich experience in the construction and allied fields.	Sri Utpal Sheth is a Non- Executive Director. He is an investment analyst. He has vast experience spanning around 28 years experience in Finance, Capital Markets and related fields
Number of meetings of the Board attended during the year	Please see Corporate Governance Report	Please see Corporate Governance Report	Please see Corporate Governance Report	Please see Corporate Governance Report

Names of other companies in which directorship(s) is held	NCC Urban Infrastructure Ltd	NCC Urban Infrastructure Ltd	NIL	<ol style="list-style-type: none"> 1. Aptech Limited 2. Metro Brands Ltd 3. Concord Biotech Limited 4. Chanakya Wealth Creation Private Limited. 5. HRS Insight Financial intermediaries Private Limited 6. Hiranandani Financial Services Private Limited 7. Insight Asset Management (India) Private Limited 8. Inventurus Knowledge Solutions Private Limited 9. Star Health and Allied Insurance Company Limited 10. Trust Asset Management Private Ltd 11. Trust Plutus Wealth (India)Private Limited 12. Trust Capital Holdings Private Limited 13. Trust Plutus Wealth (India)Private Limited 14. Trustplutus family office & Investment Advisers (India) Private Ltd 15. Kabra Extrusion Technik Ltd 16. Zenix Animal Health India Private Limited
Names of other companies in which he holds the membership of Committees of the Board	NIL	NCC Urban Infrastructure Ltd – Audit Committee (Member)	NIL	<ol style="list-style-type: none"> 1. Metro Brands Ltd- Share Allotment & Transfer Committee (Member) Nomination Remuneration & Compensation Committee(Member) 2. Aptech Limited Strategy Committee (Member), Nomination and Remuneration Committee (Member), Investment Committee (Member) 3. Star Health and Allied Insurance Co Limited- Audit Committee (Member), Investment Committee (Member), Nomination& Remuneration Committee (Member), Policy Holders Protection Committee (Chairman), Risk Management (Member) 4. Inventurus Knowledge Solutions PVT Ltd Audit Committee (Member), Nomination & Remuneration Committee (Member)
No. of Equity Shares of ₹ 2/- each held in the Company as on 31 st March, 2022	1983196	4481569	2465916	NIL

INSTRUCTIONS FOR REMOTE E-VOTING

1. Use the following URL for e-voting from KFinTech website: <https://evoting.kfintech.com>.
2. Members of the Company holding shares either in physical form or in dematerialized form, as on 16th August 2022, the cutoff date, may cast their vote electronically.
3. 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.
4. After entering the details appropriately, click on LOGIN.
5. 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.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT i.e., NCC Limited.
8. 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.
9. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
10. 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.
11. **The Portal will open for voting from 9.00 a.m. on 19th August 2022 and closes at 5.00 p.m. on 21st August 2022.**
12. Members of the Company who have purchased their shares after the dispatch of the Notice but before the cutoff date (16th August 2022) 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.
13. 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).
14. 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.
15. 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"> a. Click on URL: https://eservices.nsdl.com. b. Click on the "Beneficial Owner" icon under 'IDeAS' section. c. Enter your User ID and Password for accessing IDeAS, d. On successful authentication, you will enter your IDeAS service login. e. Click on "Access to e-Voting". f. 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"> a. To register, click on URL: https://eservices.nsdl.com b. Select "Register Online for IDeAS". c. Proceed to complete registration using your DPID, Client ID, Mobile Number, etc. d. 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"> a. Click on URL: https://www.evoting.nsdl.com/ b. Click on the button "Login" available under "Shareholder / Member" section. c. 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 d. On successful authentication, you will enter the e-voting module of NSDL e. 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"> a. Click on URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi b. Enter your User ID and Password for accessing Easi / Easiest. c. Click on Company name or e-voting service provider for casting the <p>2. Users not registered for Easi / Easiest facility of CDSL</p> <ol style="list-style-type: none"> a. To register, click on URL https://web.cdslindia.com/myeasi/home/login b. Proceed to complete registration using your User ID, Client Id, Mobile Number, etc. c. 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"> a. Click on URL: www.cdslindia.com b. Provide demat account number and PAN c. System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account d. On successful authentication, you will enter the e-voting module of CDSL. e. 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 contact at 022- 23058738 or 22-23058542-43.

- 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 24th August 2022. 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., 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 THROUGH VC/OAVM

- Members will be able to attend the 32nd 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 32nd 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 19th August 2022 at 09.00 a.m IST up to 21st August 2022 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., 16th August 2022.

Members, who would like 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 nccltd.in at least seven days prior to the date of the meeting, so as to enable the Management to respond suitably.

- 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 32nd 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.
- 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.
- Members who need assistance or help during the AGM, can contact KFintech at toll free number 1800-309-4001 or write to them at <https://evoting.kfintech.com/>