



NCC LIMITED

(CIN: L72200TG1990PLC011146)

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

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

Dear Members,

Invitation to attend 35th Annual General Meeting on Friday, August 29, 2025 at 3.00 P.M (IST)

You are cordially invited to attend the 35th Annual General Meeting (AGM) of the Company to be held on Friday, August 29, 2025 at 3.00 P.M (IST) through Video Conferencing (VC). The notice convening the AGM is enclosed herewith.

For ease of participation of the Members, we have provided hereunder, the key details regarding the 35th AGM for your reference:

Sl. No.	Particulars	Details
1	Link for live webcast of the Annual General Meeting and for participation through VC	https://emeetings.kfintech.com/
2	Link for remote e-voting	https://evoting.kfintech.com
3	Username and password for VC	Members may attend the AGM through VC by accessing the link https://emeetings.kfintech.com by using the remote e-voting credentials. Please refer to the instructions contained in the Notice of the AGM for further information.
4	Helpline number for VC participation and e-voting	Contact KFin Technologies Limited at 1800 309 4001 or write to them at evoting@kfintech.com
5	Cut-off date for e-voting	August 22, 2025
6	Time period for remote e-voting	Commences at 9 AM (IST) on August 26, 2025 and ends at 5 PM (IST) on August 28, 2025
7	Record Date	Thursday, August 14, 2025
8	Last date for publishing results of the e-voting	September 1, 2025
9	Registrar and Share Transfer Agent contact details	Mr. V. Raghunath (Unit: NCC Limited) KFin Technologies Limited E-mail: einward.ris@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,
for NCC Limited

Place: Hyderabad
Date: May 15, 2025

Sd/-
Sisir K Mishra
Company Secretary
M. No. F8555

NCC LIMITED

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NOTICE

Notice is hereby given that the 35th Annual General Meeting of the members of **NCC LIMITED** will be held on Friday, August 29, 2025 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 the audited standalone financial statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and the Auditors thereon.
- 2) To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2025 together with the report of the Auditors thereon.
- 3) To declare dividend on the Equity Shares for the financial year 2024-25, as recommended by the Board of Directors of the Company.
- 4) To appoint a Director in place of Sri A S N Raju (DIN:00017416) who retires by rotation and being eligible, offers himself for reappointment.
- 5) To appoint a Director in place of Sri J V Ranga Raju (DIN:00020547) who retires by rotation and being eligible, offers himself for reappointment.

B. SPECIAL BUSINESS:

6) To ratify the remuneration of the Cost Auditors for the financial year ended March 31, 2025.

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 ₹2,50,000/- (Rupees Two lakh fifty thousand 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 March 31, 2025."

7) To appoint M/s. Ravi & Subramanyam, Company Secretaries as the Secretarial Auditors of the Company for a term of five (5) consecutive financial years commencing from F.Y. 2025–26.

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

"RESOLVED THAT pursuant to the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules thereunder, and based on the recommendation of the Audit Committee and approval of the Board of Directors, the members of the Company hereby approve the appointment of M/s. Ravi & Subramanyam, Company Secretaries (Peer Review No. 1349/2021) as the Secretarial Auditors of the Company, for a term of 5 (five) consecutive years commencing from the Financial Year 2025–26 to the Financial Year 2029-30 to conduct the secretarial audit of the Company for the said period, on such remuneration as may be determined by the Board of Directors in consultation with the said auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

**By Order of the Board
for NCC Limited
Sd/-**

**Sisir K Mishra
Company Secretary
M. No. F8555**

**Place: Hyderabad
Date: May 15, 2025**

Registered Office

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

**NOTES:**

1. The Explanatory Statement setting out material facts concerning the business under Item No's. 6 & 7 of the Notice is annexed hereto pursuant to Section 102 of the Companies Act, 2013 ("Act"). Further, the relevant details with respect to "Directors seeking re-appointment at this AGM" pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations") and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided as **Annexure - A**.
 2. In terms of the provisions of Section 152 of the Act, Sri A S N Raju (DIN:00017416) and Sri J V Ranga Raju (DIN:00020547) Directors of the Company, retire by rotation at the Meeting and being eligible they have indicated their willingness for the proposed reappointment. The Board of Directors of the Company recommends their respective re-appointments for the approval of the Members.
 3. The Company has received the requisite consents / declarations for the re-appointment of the Directors mentioned in the Notice of the AGM as stipulated under the Act and the rules made thereunder.
 4. The Company has appointed Sri A Ravishankar, Practicing 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.
 5. **Dispatch of AGM Notice and Annual Report through Electronic mode:**
 - a. In line with the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the notice of the 35th AGM along with the Annual Report for the FY 2024-25 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report for the FY 2024-25 will also be available on the Company's website at <https://www.ncclimited.com/annual-report.html> websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited (KFintech). at <https://evoting.kfintech.com>.
 - b. As per Regulation 36(1)(b) of the Listing Regulations a letter providing the weblink of the Annual Report for FY 2024-25, will be sent to those shareholder(s) who have not registered their email address with the Company/ Depositories. Further, a hardcopy of the full integrated Annual Report will be sent to shareholders upon request.
 - c. The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e., date and time of AGM, details for e-voting, availability of notice of AGM at the Company's website and other matters as may be required.
 - d. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - e. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password. Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1800 309 4001 or write to them at evoting@kfintech.com.
- 6. Meeting through VC/OAVM:**
- a. The Ministry of Corporate Affairs (MCA) vide General Circular No 09/2024 dated September 19, 2024 (in continuation with the Circulars issued earlier in this regard) ("MCA Circulars") has allowed conducting AGM through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) without the physical presence of Members till September 30, 2025. In compliance with the applicable provisions of the Act and MCA Circulars, the 35th AGM of the Members will be held through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. Since this AGM is being held through VC/OAVM the physical attendance of members is dispensed with and no proxies would be accepted by the Company.
 - b. No proxy form and Attendance slip/route map has been sent along with this Notice as the meeting is being held through VC/ OAVM.
 - c. **Attending AGM**
 - (i) The Company has made necessary arrangements for the participation of the Members in the 35th AGM through the VC / OAVM facility provided by KFintech. The instructions for participation by the Members in the AGM are given in the

subsequent paragraphs. The 35th AGM will be cast live for all the shareholders as on the cut-off date i.e. **August 22, 2025**.

- (ii) The VC facility provided by KFinTech, allows participation of 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. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (iii) 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.
- (iv) 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 einward.ris@kfintech.com
- (v) 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.

d. Submission of Questions/queries prior to AGM

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

e. Speaker Registration 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 **August 26, 2025 at 09.00 a.m. up to August 28, 2025 at 05.00 p.m.**

Those Members who register themselves as speaker will only be allowed to express views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon 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., **August 22, 2025**.

7. Inspection of Documents

- a. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available for inspection electronically by the members during e-voting period and the AGM.
- b. All shareholders will be able to inspect all documents referred to in the Notice and the explanatory statement at the registered office of the Company without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents may send an email request to ho.secr@nccltd.in.

8. Dividend for FY 2024-25:

- a. The Board of Directors, at its meeting held on May 15, 2025, has recommended a dividend of ₹ 2.20/- per share. The Record Date for the purpose of payment of dividend is **Thursday, 14th August 2025**. The Dividend if approved by the Members at this AGM will be directly credited to the bank accounts of the shareholders whose names appear, as at the Record Date, in the register of members or the beneficial owners as furnished by the Depositories.
- b. With effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment



shall be made upon folio being KYC compliant i.e. the PAN, contact details including mobile no., bank account details and specimen signature are registered with the RTA/Company. [SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024]

9. Tax Deducted at Source ("TDS") on dividend:

Dividend income is taxable in the hands of shareholders and the Company is required to deduct TDS from dividend paid to shareholders at the prescribed rates. Also, please note that the TDS rate would vary depending on the residential status, category of the shareholder, compliant/non-compliant status in terms of Section 206AB of the Income Tax Act, 1961 and is subject to submission of all the requisite declarations/documents.

A separate communication is being sent along with the notice to the shareholders with the details of applicable tax rates to different categories of shareholders and the documents/details required to be submitted by the shareholders.

Members are requested to submit the documents/details to Kfintech <https://ris.kfintech.com/form15/forms.aspx?q=0> on or before **August 14, 2025**.

10. Updation of Details:

a. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile no., PAN, mandates, choice of nominations, power of attorney, bank details viz., name of the bank and branch details, bank account, MICR code, IFSC code, etc.

- **For shares held in electronic mode:** to their Depository Participants
- **For shares held in physical mode:** to the Company/RTA in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, read with SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024]

b. The facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. [Section 72 of the Act].

c. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination,

he/she may submit the same in Form ISR-3 or SH-14 as the case maybe. The said forms can be downloaded from the Company's website at <https://www.ncclimited.com/others.html>.

- d. For the purpose of updation of KYC details against your folio, you are requested to send the details to our RTA, M/s. KFin Technologies Limited (Unit: NCC Limited), Selenium Tower-B", Plot No 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana:
 - Through hard copies which should be self-attested and dated. OR
 - Through electronic mode, provided that they are sent through E-mail id of the holder registered with RTA and all documents should be electronically/ digitally signed by the Shareholder and in case of joint holders, by first joint holder. OR
 - Through web-portal of our RTA KFin Technologies Limited - <https://ris.kfintech.com>
- e. Investors can download the relevant forms from the website of Kfin Technologies Limited <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>
- f. SEBI has issued a circular dated March 19, 2025, titled "**Harnessing DigiLocker as a Digital Public Infrastructure for Reducing Unclaimed Assets in the Indian Securities Market**" to address the issue of unclaimed financial assets. This initiative enables investors to store and access information of their demat and mutual fund holdings through DigiLocker, a key Digital Public Infrastructure, benefiting investors and their families. Shareholders can also appoint Data Access Nominees within the DigiLocker application. In case of an unfortunate event of demise of shareholder, the nominees will be provided read only access to the DigiLocker account, ensuring that essential financial information is accessible to legal heirs. For details, you may refer the above mentioned circular at https://www.sebi.gov.in/legal/circulars/mar-2025/harnessing-digilocker-as-a-digital-public-infrastructure-for-reducing-unclaimed-assets-in-the-indian-securities-market_92769.html
- g. 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.

- h. To prevent fraudulent transactions, shareholders are advised to exercise due diligence and notify the RTA / Depository Participant of any change in address or demise of any shareholder as soon as possible. The shareholders are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

11. Dematerialization of Shares

- a. SEBI vide its circular dated January 25, 2022 has mandated listed companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, shareholders are requested to make service requests in prescribed Form ISR-4, as available on the Company's website.
- b. The Company / RTA shall verify and process the investor service requests and thereafter issue a 'Letter of Confirmation' ('LOC') in lieu of physical share certificate(s). The LOC shall be valid for a period of 120 days from the date of issuance within which the shareholder/claimant shall make a request to the Depository Participant for dematerialising the said shares. In case, the demat request is not submitted within the aforesaid period, the shares shall be credited to the **"NCC LTD - Unclaimed Securities Suspense Escrow Account"**.

12. Transfer of unclaimed dividend and shares to IEPF

- a. Members who wish to claim the Dividends, which have remained unclaimed, are requested to either correspond with the Secretarial Department of the Company or the Company's Registrar and Share Transfer Agent (KFintech) for remittance of the Unclaimed Dividend before the due dates. Members are requested to note that the dividend remaining unclaimed for a 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.
- b. 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.
- c. Pursuant to the Rule 5(8) of the Investor Education and Protection Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded details of the unclaimed dividend amounts lying with the Company as on March 31, 2025 on its website at <https://www.ncclimited.com/unpaid-dividends.html>.

13. Dispute Resolution

SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - <https://smartodr.in/login>") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. [SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated July 31, 2023]



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. 6

Pursuant to the provisions of Section 148(1) of the Companies Act, 2013, read with Rule 3 of the Companies (Cost Records and Audit) Rules, 2014, cost audit is applicable to the Company in respect of certain operations falling under non-regulated sectors, specifically relating to roads and other infrastructure development projects. For the financial year 2024–25, the revenue from such projects is ₹1,906 crores, which is approximately 10% of the Company's total revenue of ₹19,205 crores. In the previous financial year 2023–24, the revenue from these projects was ₹1,135 crores, which constituted approximately 6% of the total revenue of ₹18,314 crores.

The Board of Directors, based on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Vajralingam & Co., Cost Accountants (Firm Registration No. 101059), as the Cost Auditor of the Company to conduct the audit of the cost records for the financial year 2024–25, at a remuneration of ₹2,50,000/- (Rupees Two Lakh Fifty Thousand only) plus taxes and reimbursement of out-of-pocket expenses, if any. The proposed remuneration is considered commensurate with the scope and volume of work covered under the cost audit.

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 is required to be ratified by the members of the Company. Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditor for conducting the audit of the cost records for the financial year ending March 31, 2025.

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

The Board recommends the Ordinary Resolution as set out in Item No. 6 of the Notice for the approval of the members of the Company.

Item No. 7

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), amended vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and Board at their respective meetings held on May 15, 2025, after due evaluation of the profile, experience, professional standing, audit team efficiency and independence, have recommended the appointment of M/s. Ravi & Subramanyam, Company Secretaries (Peer Review No. 1349/2021) as the Secretarial Auditors of the Company for a term of 5 (five) consecutive financial years

commencing from FY 2025–26 to FY 2029-30, to conduct the secretarial audit of the Company. The Board is of the opinion that their appointment would provide value-added insights into corporate governance practices of the Company.

The Board accordingly recommends the resolution set out in the accompanying Notice for approval of the members.

M/s. Ravi & Subramanyam had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in Regulation 24A (1A) of the Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

M/s. Ravi & Subramanyam is a reputed firm of Company Secretaries based in Hyderabad, with over 24 years of expertise in the field of Corporate Laws, FEMA, and regulatory compliances. The firm has built a distinguished reputation for delivering high-quality, solution-driven advisory and compliance services to leading corporates, public sector undertakings, and government-backed entities. Their core strength lies in the comprehensive understanding of Indian corporate governance mechanisms, regulatory frameworks under the Act, Foreign Exchange Management Act (FEMA), SEBI Regulations, and allied corporate legislations.

The remuneration proposed to M/s. Ravi & Subramanyam, for the secretarial audit for the financial year 2025-26 is ₹4,00,000/- (Rupees Four Lakhs only) plus applicable taxes and out of pocket expenses. The proposed fee is exclusive of costs for other permitted services which could be availed by the Company. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of the Audit Committee.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

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

The Board recommends the Ordinary Resolution as set out in Item No. 7 of the Notice for the approval of the members of the Company.

**By Order of the Board
For NCC Limited
Sd/-
Sisir K Mishra
Company Secretary
M. No. F8555**

**Place: Hyderabad
Date: May 15, 2025**

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

ANNEXURE - A

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

Name of the Director	Sri A S N Raju (DIN: 00017416)	Sri J V Ranga Raju (DIN: 00020547)
Age (in Years)	67	66
Qualification	Under-Graduate	Master's degree in Commerce
Date of first appointment	22-03-1990	23-03-1990
(a) Terms & Conditions of Re-appointment along with Remuneration sought to be paid	Being reappointed as a director liable to retire by rotation. As detailed in the Report on Corporate Governance forming part of the Annual Report.	Being reappointed as a director liable to retire by rotation. As detailed in the Report on Corporate Governance forming part of the Annual Report.
(b) Relationship with other Directors and other Key Managerial Personnel of the Company	Sri A S N Raju is the brother of Sri A A V Ranga Raju, Sri A G K Raju and Sri A V N Raju and is the brother in-law of Sri J V Ranga Raju. None of the other Directors and Key Managerial Personnel are related to Sri A S N Raju.	Sri J V Ranga Raju is the brother in-law of Sri A A V Ranga Raju, Sri A G K Raju, Sri A S N Raju and Sri A V N Raju. None of the other Directors and Key Managerial Personnel are related to Sri J V Ranga Raju.
Brief Resume	Sri A S N Raju is one of the Promoters and has been associated with the Company since inception. He heads the Buildings and Transportation Division, the largest division in the Company, which contributes significantly to the Company's overall performance.	Sri J V Ranga Raju is one of the Promoters and is a Whole-time Director of the Company. He has been associated with the Company from the initial stages and his contribution has been instrumental in turning the company into one of the largest construction companies in India.
Expertise in specific functional area	He has vast experience spanning around 45 years in the construction industry.	He has over 43 years rich experience in the construction and allied fields.
Number of meetings of the Board attended during the year	9	6
Names of other companies in which directorship(s) is held	NIL	NIL
Names of other companies in which holds the membership of Committees of the Board	NIL	NIL
No. of Equity Shares of ₹ 2/- each held in the Company as of 31 st March 2025	40,92,985 (0.65%)	24,65,916 (0.39%)



INSTRUCTIONS FOR REMOTE E-VOTING

PROCEDURE FOR REMOTE E-VOTING

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. Further, pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences from **9.00 a.m. on August 26, 2025 and closes at 5.00 p.m. on August 28, 2025**.
- v. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
- vi. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Friday, August 22, 2025** being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- vii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@kfintech.com. However, if he / she is already registered with KFinTech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- viii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
- ix. The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

Step 1 : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3 : Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1. <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ul style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at II. https://web.cdslindia.com/myeasitoken/home/login Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. III. Click on options available against company name or e-Voting service provider – KFintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 210 9911

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- (i) Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) **8966**, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- (iii) After entering these details appropriately, click on "LOGIN".
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. 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 "EVEN" i.e., '**NCC Limited 35th - AGM**' and click on "Submit"
- (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 "AGAINST" but the total

number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- (ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Registration of email and Mobile: securities in physical mode

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

Form ISR-1 can be obtained at <https://ris.kfintech.com/clientservices/isc/default.aspx>.

ISR Form(s) and the supporting documents can be provided by any one of the following modes.

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or



- b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Unit	NCC Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032. Rangareddy, Telangana, India.

- c) Through electronic mode with e-sign by following the link:
<https://ris.kfintech.com/clientservices/isc/default.aspx#>
- d) Detailed FAQ can be found on the link:
<https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT A/c is being held.

After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- (i) Member will be provided with a facility to attend the AGM through **VC / OAVM** platform provided by Kfintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/Kfintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. 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 above.
- (ii) Facility for joining AGM through VC/ OAVM shall open at least 15 minutes before the commencement of the Meeting.
- (iii) Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- (iv) Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop 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.
- (v) As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id.
- (vi) The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- (vii) A Member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- (viii) Facility of joining the AGM through VC / OAVM shall be available for at least 1000 members on first come first served basis.
- (ix) Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.
- x In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. V Raghunath at evoting@kfintech.com or call Kfintech's toll free No. 1800 309 4001 for any further clarifications.
- xi The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company.