

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting of M/s. NCL Buildtek Limited (formerly NCL Alltek & Seccolor Ltd) ('Company') will be held on Saturday, 07th August, 2021 at 10.30 am (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") platform in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circulars and Circular No. 10/2021 dated 23rd June, 2021 to transact the following business:

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

**"RESOLVED THAT** pursuant to Section 71, 42 and 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 the consent of the members of the Company be and is hereby accorded to the Board of Directors to raise **Rs. 25 crores (Rupees Twenty Five Crores) and to create, offer and issue 25,000 (Twenty Five Thousand) Optionally Convertible Debentures(OCD) having face value of Rs.10,000/- (Rupees Ten Thousand only) each on preferential basis to NCL Industries Limited, a Promoter Group Company**, on such terms and conditions as may be determined by the Board in its absolute discretion, with option to the Debenture holder to convert each such OCD into 30 Equity Shares of Rs. 10/- each.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all necessary steps for the issue and allotment of the Debentures pursuant to this Resolution, and to settle and resolve any questions or difficulties that may arise in regard to the offer, issue and allotment of the OCDs."

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V to the Act, approval of the Shareholders be and is hereby accorded for the appointment of **Mr. Vatsavayi Venkata Jagannadha Raju (DIN: 07573352)** as an Executive Director of the Company for a period of 3 years with effect from **01st August, 2021** at the following remuneration".

1. Salary : Rs. 1,68,372/- Per month.  
(Subject to an annual increment of 10% on salary)
2. Perquisites :
  - a). Housing : @ 50% of the salary
  - b). Medical Reimbursement: For self and family subject to a ceiling of one month's salary per year or three months salary in a period of three years.

- c). Leave Travel concession: For self and family subject to a ceiling of one month's salary per year or three months salary in a period of three years.
- d). Gratuity: Equal to half month's salary for each completed year of service and shall not be included in ceiling on remuneration.
- e). Company's Contribution to Provident fund/Superannuation Fund at rates as per company's rules, or an equivalent Special Allowance, if so opted for by the appointee.
- f). Earned/Privilege leave: As per the rules of the company and encashment of unavailed leaves with full pay and allowances at the end of the tenure which shall not be included in ceiling on remuneration.
- g). Provision of Car and Telephone/Cell phone: The Company shall provide car for official business and telephone at residence as well as cell phone. However personal long distance calls on telephone/cell phone and use of car for private purposes shall be billed by the company.

**“FURTHER RESOLVED THAT** the above remuneration be paid as minimum remuneration to Mr. VVJ Raju, in the event of absence or inadequacy of profits in any year.”

By order of the Board  
**For NCL Buildtek Limited**

**U. Divya Bharathi**  
Company Secretary

**Place:** Hyderabad

**Date:** 28th June, 2021

## NOTES:

1. Explanatory Statement setting out the material facts concerning the proposed item of Special Businesses to be transacted at the Extra-Ordinary General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs vide its Circular No: 14/2020 dated 8th April, 2020; No: 17/2020 dated 13th April, 2020, No:22/2020 dated 15th June,2020; No: 33/2020 dated 28th September, 2020; No: 39/2020 dated 31st December, 2020 and No: 10/2021 dated 23rd June, 2021 (collectively referred to as 'Circulars'), has introduced certain measures enabling companies to convene their Extra Ordinary General Meetings (EGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. The deemed Venue for the EGM shall be the Corporate Office of the Company. In compliance with the said provisions of the MCA Circulars, electronic copy of the EGM Notice along and other documents required to be attached therewith (Collectively referred to as Notice) have been sent only to those members whose email ids are registered with the Company or the Demat Registrar or Depository Participants through electronic means and no physical copy of the Notice has been sent by the Company to any member.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the company is providing e-voting facility to enable shareholders to cast their vote electronically on the resolution set forth in the Notice of Extra-Ordinary General Meeting to be held on **Saturday, 07th August, 2021 at 10.30a.m.** The company has engaged the services of Central Depository Services (India) Limited to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
4. The Members can join the EGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The Notice for this Meeting along with requisite documents shall also be available on the Company's website **[www.nclbuildtek.com](http://www.nclbuildtek.com)**.
6. In view of the MCA Circulars, no proxy shall be appointed by the members. However, corporate members are required to send to the Company/ RTA/ Scrutinizer, a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.
7. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. The Register of Members and Share Transfer Registers will remain closed from **31st July, 2021 (Saturday) to 07th August, 2021 (Saturday) (both days inclusive)** on account of the Extra-Ordinary General Meeting.
9. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility.

10. The facility of e-voting through the same portal provided by Central Depository Services (India) Limited will be available during the Meeting through VC also to those Members who do not cast their votes by remote e-voting prior to the Meeting. Members, who cast their votes by remote e-voting, may attend the Meeting through VC but will not be entitled to cast their votes once again.
11. The members who have not yet registered their e-mail ids with the Company can register their email ids and contact nos. with the Company through email to the Secretarial Department on [companysecretary@nclbuildtek.com](mailto:companysecretary@nclbuildtek.com) or 040-68313333 for registering their e-mail ids on or before **30th July, 2021 (cut off date)**. The Company shall send the Notice to such members whose e-mail ids get registered within the aforesaid time enabling them to participate in the meeting and cast their votes.
12. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
13. Any person, who acquires shares of the Company and becomes Member of the Company after the date of sending of this Notice and holds shares as on the cut-off date i.e. **30th July 2021** can cast the vote by following the instructions as mentioned in this Notice.
14. Any Queries on the businesses covered under the Notice may be sent to [companysecretary@nclbuildtek.com](mailto:companysecretary@nclbuildtek.com) at least **Ten(10) days in advance** of the meeting so that the answers may be made readily available at the meeting
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC which can be accessed at [www.nclbuildtek.com](http://www.nclbuildtek.com)
16. All other relevant documents referred to in the accompanying notice and explanatory statement will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of Extra-Ordinary General Meeting, i.e. **07th August 2021**. Members seeking to inspect such documents can send an email to [companysecretary@nclbuildtek.com](mailto:companysecretary@nclbuildtek.com)
17. Mrs. D Soumya, Practising Company Secretary (COP No- 13199) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the E-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's report of the Votes cast in favour or against, if any, forthwith to the Chairman of the Company.
18. **The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to the Registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: [companysecretary@nclbuildtek.com](mailto:companysecretary@nclbuildtek.com) or dial 040-68313333 Direct Line : 040-68313346**

In accordance with the aforementioned MCA Circulars, the Company has appointed Central Depository Services (India) Limited for providing the VC facility to the members for participating in the Meeting. The members are requested to follow the following instructions in order to participate in the Meeting through VC mechanism:

- Refer the detailed E voting instruction for knowing the login-id and password for joining the meeting which is part of this Notice;
- The facility for joining the Meeting shall be kept open 30 minutes before the time scheduled to start the meeting i.e. 10.30 am and 30 minutes after the start of the meeting i.e. till 11.00 am.

## SHAREHOLDER INSTRUCTIONS FOR E-VOTING

1. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.nclbuildtek.com](http://www.nclbuildtek.com). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
2. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No: 14/2020 dated 8th April, 2020; No: 17/2020 dated 13th April, 2020, No:22/2020 dated 15th June,2020; No: 33/2020 dated 28th September, 2020; No: 39/2020 dated 31st December, 2020 and No:10/2021 dated 23rd June ,2021 (collectively referred to as 'Circulars')

### THE INSTRUCTIONS FOR SHARE HOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins at **9.00 am on 04th August 2021 and ends at 5.00 pm on 06th August 2021**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **30th July 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company or contact Company.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **<NCL BUILDTEK LIMITED>** on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES & COMPANIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company email id @ [companysecretary@nclbuildtek.com](mailto:companysecretary@nclbuildtek.com)**.
2. For Demat shareholders-please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company email id @ [companysecretary@nclbuildtek.com](mailto:companysecretary@nclbuildtek.com)**.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants 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.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [companysecretary@nclbuildtek.com](mailto:companysecretary@nclbuildtek.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [companysecretary@nclbuildtek.com](mailto:companysecretary@nclbuildtek.com). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The company reserves the right to restrict the number of speakers depending on availability of time during EGM.

## **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e- voting.
2. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
3. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

### **(xix) Additional facility for Non - Individual Shareholders and Custodians – for Remote voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [companysecretary@nclbuildtek.com](mailto:companysecretary@nclbuildtek.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at Toll free No. 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on Toll free No. 1800225533.



## STATEMENT CONTAINING MATERIAL FACTS

(PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013)

### Item No.1:

Members are aware that the Company has been recording good Financial Performance over the past few years. Your Directors have been looking for various avenues for growth by way of expansion and/or diversification. Several new projects are being considered for implementation.

In order to augment the financial resources to part finance the new projects, for long-term working capital needs and general commercial purposes, your Directors have decided to raise Rs.25 crores (Rupees Twenty Crores) by way of the issue of 25,000 (Twenty Five Thousand) Optionally Convertible Debentures(OCD) having face value of Rs.10,000/- (Rupees Ten Thousand only) each at par as mentioned in the resolution on preferential basis/private placement basis to NCL Industries Limited. The Issue and allotment of OCD's shall have a positive impact on the net worth of the Company. These funds shall be deployed by the Company for the Long-term purposes, general corporate purposes.

The proposed issue of OCD's was recommended by the Board in its meeting held on 28th June, 2021 to the shareholders seeking their consent for issue, offer and allotment.

The proposed issue is authorised by the Articles of Association of the Company. In terms of Section 62(1)(c) read with Rule 13(2)(d) of the Companies (Share capital & Debentures) Rules 2014 the disclosure requirements in relation to the proposed preferential issue is given as under:

S.No.	Subject	Particulars
1	Objects of the Issue	For Expansion of Business Purpose
2	The total number of shares or other securities to be issued	25,000 Optionally convertible debentures having face value of Rs.10,000/- (Rupees Ten Thousand only) each
3	The price or price band at/within which the allotment is proposed	The allotment is proposed with a price of Rs.10,000/ per each OCD, which can be converted at the option of the Debenture holder into 30 Equity Shares of Rs. 10/- upon expiry of a period of three years from the date of allotment. The issue price of Equity Share upon conversion will work out to Rs. 333.33 per share, at a premium of Rs.323.33 per equity share.
4	Basis on which the price has been arrived at along with report of the registered valuer	The conversion price is based on the Valuation report issued by M/s. KPMG Valuation Services LLP dated 24th June, 2021 as obtained by the Company.

5	Relevant date with reference to which the price has been arrived at	The valuation Report has been prepared based on the financial statements as on 31st March 2021.
6	The class or classes of persons to whom the allotment is proposed to be made	NCL Industries Limited, a Promoter Group company.
7	Intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer	No promoters, Directors or Key Managerial Personnel intend to subscribe to the offer.
8	The proposed time within which the allotment shall be completed	The OCDs will be issued in single tranche and the same shall be allotted within 60 days from the date of receipt of Application Money.
9	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	NCL Industries Limited  The proposed allottee does not hold any shares in the Company. In the event the allottee exercises option to convert 100% of the Debentures issued to it, it will hold 6.09 % shares in the post preferential offer share capital.
10	The change in control, if any, in the company that would occur consequent to the private placement offer.	No Change in the Control will happen consequent to this preferential offer of OCD's and conversion of OCD's.
11	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	No other allotment has been made on preferential basis during the year.
12	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable
13	The pre- issue and post issue shareholding pattern of the Company shall be as follows	Please refer Annexure-A attached.

**(Annexure-A)**

<b>The pre-issue and post- issue shareholding pattern of the company as mentioned below:</b>									
Sr. No.	Category	Pre-issue				POST CONVERSION (If opted by OCD Holder)			
		Equity Share Capital		Preference Share Capital		Equity Share Capital		Preference Share Capital	
		No of Shares held	% of share holding	No of Shares held	% of share holding	No of Shares held	% of share holding	No of Shares held	% of share holding
<b>A</b>	<b>Promoters holding</b>								
1	Indian:								
	- Individual	79,48,083	68.70	-	-	79,48,08	64.52	-	-
	- Body corporate	0	0.00	-	-	7,50,000	6.09	-	-
	<b>Sub total</b>	<b>79,48,083</b>	<b>68.70</b>	<b>-</b>	<b>-</b>	<b>86,98,083</b>	<b>70.60</b>	<b>-</b>	<b>-</b>
2	Foreign promoters	0	0.00	-	-	0	0.00	-	-
	<b>Subtotal (A)</b>	<b>79,48,083</b>	<b>68.70</b>	<b>-</b>	<b>-</b>	<b>86,98,083</b>	<b>70.60</b>	<b>-</b>	<b>-</b>
<b>B</b>	<b>Non-promoters holding</b>								
1	Institutional Investor	49	0.00	-	-	49	0.00	-	-
2	Non-Institutional Investor								
	Private body corporate	6,46,404	5.59	-	-	6,46,404	5.25	-	-
	Directors and Relatives	34,424	0.30	-	-	34,424	0.28	-	-
	Indian public	27,63,072	23.88	-	-	27,63,072	22.43	-	-
	Others [Non Resident Indians (NRI's)/Foreign Body Corporates / Co-operative]	35,488	0.31	-	-	35,488	0.29	-	-
	Others, IEPF Authority	1,42,216	1.23	-	-	1,42,216	1.15	-	-
	<b>Sub Total (B)</b>	<b>36,21,653</b>	<b>31.30</b>	<b>-</b>	<b>-</b>	<b>36,21,653</b>	<b>29.40</b>	<b>-</b>	<b>-</b>
	<b>Grand Total</b>	<b>1,15,69,736</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>1,23,19,736</b>	<b>100.00</b>	<b>-</b>	<b>-</b>

Mr. K Madhu, Mr. K Ravi and Mr. Ashven Datla, Directors, P. Aditya Krishna Varma, Executive Director and Mr. Bh. Subbaraju, Managing Director may be deemed to be interested in the above resolution by virtue of they/their relatives being Directors and Shareholders of NCL Industries Ltd.

Mr. Kamlesh Gandhi, Independent Director may also be deemed to be interested in the above resolution by virtue of being the Independent, Non-Executive Chairman of NCL Industries Ltd and holds 100 shares in the said company.

## **Item No. 2:**

On the recommendations of the Nomination & Remuneration Committee, the Board of Directors at its meeting dated 28th June, 2021 appointed Mr. VVJ Raju as the Additional Director who holds office till the date of ensuing Annual General Meeting in terms of Section 161 of Companies Act, 2013.

In the same meeting the Board, as per the recommendation of the Nomination & Remuneration Committee appointed Mr. VVJ Raju as an Executive Director of the Company for a period of 3 years with effect from August 01, 2021. In terms of Section 196 and other applicable provisions of the Companies Act, 2013, the terms of appointment and remuneration of the Executive Directors is to be placed before the shareholders for approval in next general meeting of the company. Accordingly, this special resolution is placed before the Shareholders for approval in this Extra-Ordinary General Meeting.

Mr. VVJ Raju satisfies all the conditions set out in Part-I of Schedule V to the Act and conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. Mr. VVJ Raju is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The proposed remuneration is within the monetary ceilings for individual directors based on the effective capital, prescribed by the Schedule V of the Companies Act, 2013, It is also proposed that the same remuneration to be paid as minimum remuneration to Mr. VVJ Raju, in the event of absence or inadequacy of profits in any year.

### **Profile of Mr. Vatsavayi Venkata Jagannadha Raju**

Mr. VVJ Raju, born on 01st July, 1961, has Degree in Science, Law from Andhra University and Masters in Business Administration (Marketing) from Nagarjuna University.

He is associated with the NCL Group since August 1989. He has overall 32 years of experience in NCL Group. He was appointed as Trainee Sales officer in erstwhile NCL Seccolor Ltd and then promoted to various positions in the organization for his dedicated efforts and contributions to the Company's growth and profitability. He served as Deputy CEO of the Company later he was appointed as an Executive Director of the Company.

Subsequently he was designated as CEO of the Company during the process of restructuring of the Board in 2019. Now, it is proposed to appoint him as an Executive Director of the Company for a period of 3 years w.e.f 01st August, 2021.

None of the other Directors / Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

Your Directors recommend the resolution for the approval of the Shareholders by way of Special Resolution.

By order of the Board  
**For NCL Buildtek Limited**

**U. Divya Bharathi**  
Company Secretary

**Place:** Hyderabad

**Date:** 28th June, 2021