

In view of prevailing MCA Circulars on postal ballot process, the voting on the resolution covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e- voting explained in the Notice.

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014 as amended and applicable Circulars issued by Ministry of Corporate Affairs, Government of India, from time to time]

Dear Shareholders,

Notice is hereby given pursuant to the provisions of 110 read with Section 108 and other applicable provisions, if any of the Companies Act, 2013 (the 'Act'), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, Secretarial Standard of General Meetings ('SS-2') to the extent applicable read with the various issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as 'Circulars'), that the ordinary/special resolutions as set out in this Notice are proposed for approval for the shareholders of the Company for passing by means of Postal Ballot only through remote e-voting process. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-voting facility to its shareholders.

In compliance with the aforesaid Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Depositories. In accordance with the provisions of the aforesaid circulars, the Company has made arrangements for the shareholders to register their email addresses. Therefore, if your e-mail address is not registered, you are requested to register the same by following the procedure set out in the notes to this Postal Ballot Notice.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts thereof, is appended to this Postal Ballot Notice.

The Board of Directors of the Company, at its meeting held on 16th April 2026 appointed Mr. Balaramakrishna Desina, Practicing Company Secretary (FCS 8168 and CP No. 22414), Hyderabad as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman and the results of the voting by Postal Ballot will be announced within stipulated timelines from the conclusion of the e-voting. The results declared along with the Scrutinizer's Report shall be communicated in the manner provided in this Postal Ballot Notice.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the said Rules and the Circulars, shareholders can vote only through the remote e-voting process.

Accordingly, the Company is pleased to offer e-voting facility to all its shareholders to cast their votes electronically. Shareholders are requested to read the instructions in the Notes under the section "General Information and Instructions relating to E-voting" in this Postal Ballot notice.

E-Voting: The remote e-voting period commences from Monday, 20th April 2026 at 09.00 A.M.(IST) and ends on Tuesday, 19th May 2026 at 05.00 P.M.(IST)

The remote e-voting facility will be disabled by CDSL immediately thereafter. In the event the draft resolutions as set out in the Notice are assented to by the requisite majority by means of e-voting, it shall be deemed to have been passed as if they have been passed at a General Meeting of the shareholders and shall be deemed to have been passed on the last day of e-voting i.e. Tuesday, 19th May 2026 at 05.00 P.M.(IST)

The Scrutinizer will submit the report to the Chairman of the Company or any other person authorized by him upon completion of the scrutiny of the votes cast through e-voting.

The said results along with the Scrutinizer's Report would be uploaded on the Company's website www.nclholdings.in and on the website of Central Depository Services (India) Limited (CDSL), www.evotingindia.com.

The Shareholders are hereby requested to consider the following proposed resolutions along with explanatory statements concerning each item, as annexed to this Postal Ballot Notice and thereafter record their assent or dissent by means of remote e-voting.

SPECIAL BUSINESS

Item No. 1:

Appointment of Mr. Gautam Kalidindi (DIN: 02706060) as Director of the Company w.e.f. 01st January 2026.

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and the provisions of Section 152, 160 and 161 of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, Mr. Gautam Kalidindi (DIN: 02706060), who was appointed as an Additional Director by the Board of Directors with effect from January 1, 2026, and who holds office up to the date of the next General Meeting or the date on which the Annual General Meeting should have been held, whichever is earlier, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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

Item No. 2:

Appointment of Mr. Gautam Kalidindi (DIN: 02706060) as Whole Time Director of the Company w.e.f. 01st January 2026.

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors and pursuant to the provisions of Section 161(1), 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to the appointment of Mr. Gautam Kalidindi (DIN: 02706060) as a Whole-time Director of the Company for a period of 3 (three) years with effect from January 1, 2026 to December 31, 2028, on the terms and conditions including remuneration as set out below:

- (a) Subject to the superintendence and control of the Board, Mr. Gautam Kalidindi (DIN: 02706060) shall perform such duties as may from time to time be entrusted to him by the Board;
- (b) Period of Appointment: Three (3) years effective from 01st January, 2026 with an annual increment of 10% of the below emoluments;
- (c) **Emoluments**
 - i.

Sl. No.	Particulars	Amount in Rs. per month
1.	Basic Salary	Rs. 3,20,000/-
2.	Allowances	HRA – Rs. 1,60,000/- Others – Rs. 48,000/-
3.	Remuneration (1+2)	Rs. 5,28,000/-

ii. Perquisites & Others:

- (i) Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of One month's Basic Salary or three month's Basic Salary in a block of three years;
- (ii) Leave Travel Concession: For Self and Family, subject to a ceiling of One month's Basic Salary in each year;
- (iii) Earned/Privilege Leave: As per the Rules of the Company and Encashment of Un-availed Leaves with full pay and allowances at the end of the tenure which shall not be included in ceiling on remuneration;
- (iv) Others in lieu of Gratuity;

- (d) Minimum remuneration: The above remuneration shall be paid and is allowed as minimum remuneration to Mr. Gautam Kalidindi (DIN: 02706060) during the tenure of his office as Whole Time Director, notwithstanding the absence or inadequacy of profits in any accounting year;
- (e) Mr. Gautam Kalidindi (DIN: 02706060) shall not be entitled to any fees for attending the meetings of the Board or any Committee(s) thereof of the Company;
- (f) The terms and conditions of the said appointment and/or remuneration may be altered and varied from time to time by the Board as it may, in its discretion, deem fit.
- (g) If, at any time, Mr. Gautam Kalidindi (DIN: 02706060) ceases to be the director of the Company, he shall automatically cease to be the Whole Time Director of the Company.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution, including but not limited to filing of Form DIR-12 and other necessary e-forms with the Registrar of Companies (ROC), and making entries in the Statutory Registers of the Company.”

Item No. 3:

Re-appointment of Mr. Raghunadh Guntupalli (DIN: 01199827) as Managing Director of the company w.e.f. 06th October 2025.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and Schedule V along with other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and the recommendation of the NRC;

and approval by the Board, the consent of the shareholders/shareholders of the company be and is hereby accorded to the re-appointment of Mr. Raghunadh Guntupalli, Director (DIN: 01199827) as the Managing Director (Executive Director) of the Company for a period of three (3) years with effect from 06th October, 2025 on the terms and conditions including remuneration as stated below (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment as Managing Director), with liberty to the Board of Directors to alter the remuneration and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Raghunadh Guntupalli, Director (DIN: 01199827).

The main terms and conditions of re-appointment of Mr. Raghunadh Guntupalli, Director (DIN: 01199827), as the Managing Director are furnished below:

- (a) Subject to the superintendence and control of the Board, Mr. Raghunadh Guntupalli, Director (DIN: 01199827) shall perform such duties as may from time to time be entrusted to him by the Board;
- (b) Period of Appointment: Three (3) years effective from 06th October, 2025 with an annual increment of 10% of the below emoluments;
- (c) **Emoluments**

i.

Sl. No.	Particulars	Amount in Rs. per month
1.	Basic Salary	Rs. 3,43,500/-
2.	Allowances	HRA – Rs. 1,71,750/- Others – Rs. 17,150/-
3.	Remuneration (1+2)	Rs. 5,32,400/-

ii. Perquisites & Others:

- (i) Medical Reimbursement: Expenses incurred for self and family subject to a ceiling of One month's Basic Salary or three month's Basic Salary in a block of three years;
- (ii) Leave Travel Concession: For Self and Family, subject to a ceiling of One month's Basic Salary in each year;
- (iii) Earned/Privilege Leave: As per the Rules of the Company and Encashment of Un-availed Leaves with full pay and allowances at the end of the tenure which shall not be included in ceiling on remuneration;
- (iv) Others in lieu of Gratuity;

- (d) Minimum remuneration: The above remuneration shall be paid and is allowed as minimum remuneration to Mr. Raghunadh Guntupalli, Director (DIN: 01199827) during the tenure of his office as Managing Director, notwithstanding the absence or inadequacy of profits in any accounting year;
- (e) Mr. Raghunadh Guntupalli, Director (DIN: 01199827) shall not be entitled to any fees for attending the meetings of the Board or any Committee(s) thereof of the Company;
- (f) The terms and conditions of the said appointment and/or remuneration may be altered and varied from time to time by the Board as it may, in its discretion, deem fit;
- (g) If, at any time, Mr. Raghunadh Guntupalli, Director (DIN: 01199827) ceases to be the director of the Company, he shall automatically cease to be the Managing Director of the Company.

RESOLVED FURTHER THAT since Mr. Raghunadh Guntupalli (DIN: 01199827) shall attain the age of 70 years on June 01, 2026, during his current tenure, his continued appointment after such date is hereby specifically approved by way of a Special Resolution as required under Section 196(3) of the Act.

RESOLVED ALSO THAT any Director of the Company or the Company Secretary be and is hereby authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution, including but not limited to filing of Form DIR-12 and other necessary e-forms with the Registrar of Companies (ROC), and making entries in the Statutory Registers of the Company.”

For NCL HOLDINGS (A&S) LIMITED

Date: 16th April, 2026

Place: Hyderabad

Sd/-
MADHUR SHRIVASTAV
COMPANY SECRETARY
ACS 64128

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act (“Act”) and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India setting out material facts concerning the business items of the Notice is annexed hereto.
2. Shareholders are requested to note that pursuant to the Circular issued by Ministry of Corporate Affairs dated September 10, 2018, unlisted public limited companies are required to allot shares only in dematerialized form post October 02, 2018. Accordingly, beneficiaries who have not been allotted shares of NCL Holdings (A&S) Ltd. due to non-dematerialization of their holdings in NCL Buildtek Limited (formerly NCL Alltek & Seccolor Ltd) at the time of allotment pursuant to scheme of Demerger, are requested to intimate their Demat Account details to the Company to enable the company to credit their entitlement to their respective Demat Account. Voting rights on these shares held in “NCL Holdings (A&S) Limited- Unclaimed Suspense Account” shall remain frozen till the credit of such shares are given to the demat account of beneficiaries.
3. Shareholders may note that the Company has DEMAT connectivity with both NSDL & CDSL. The ISIN for the equity shares of the Company is **INE06DT01010**. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar & Share Transfer Agents **M/s. Venture Capital and Corporate Investments Pvt. Limited** at investor.relations@vccipl.com.
4. Shareholders are requested to directly inform changes if any, pertaining to their name, postal address, e mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to their respective Depository Participants in case the shares are held in electronic form. Shareholders are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
5. Shareholders holding shares in the Company with multiple folio’s are requested to consolidate their holdings in to single folio for better services.
6. Pursuant to Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2020, your Company is not required to have Whole Time Company Secretary. But for the better corporate governance, your company has appointed Mr. Madhur Shrivastav as the Company Secretary of the Company. Shareholders may address their grievances to the Secretarial department by sending an email to csnclholdings@gmail.com in or call on 040-69041901 (direct line).
7. In compliance with the aforesaid MCA circulars, notice of the POSTAL BALLOT is being sent only through electronic mode to shareholders whose email addresses are registered with the Company.

Shareholders may note that Notice will also be available on Company's website. The POSTAL BALLOT Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e., www.evotingindia.com.

8. The "Route Map" to the venue is **not** included, as this is a Postal Ballot via e-voting only and no physical meeting is taking place.
9. The Company has availed the services of Central Depository Services (India) Limited ("CDSL") for conducting remote e-voting. The procedure for remote e-voting is explained at below points. Shareholders may note that as on the date of this report all the shares of the Company are in dematerialised form.
10. Corporate shareholders intending to participate through their Authorized Representatives are requested to send a scanned copy (in JPEG / PDF format) of a duly certified Board Resolution authorizing their representative(s) to vote on their behalf at the Postal Ballot (through e-voting), pursuant to Section 113 of the Act, to the Company's Registrar and Share Transfer Agents at investor.relations@vccipl.com with a copy marked to helpdesk.evoting@cdslindia.com.
11. In case of joint holders, only such joint holder who is first in the order of names will be entitled to vote.
12. Any person becoming a Member of the Company after the Notice of the Postal Ballot is sent out through e-mail and holds shares as on the cut-off date i.e., **Friday, April 10, 2026** may obtain the user ID and Password by sending a request to helpdesk.evoting@cdslindia.com and can exercise their voting rights through remote e-voting by following the instructions listed herein below.
13. Shareholders are requested to note that pursuant to the Scheme of Arrangement (Demerger), the Company has allotted 53090 shares to the Demat account of Investor Education and Protection Fund (IEPF), since as on the record date of allotment of shares under scheme of demerger IEPF was one of the Shareholders. Shareholders are requested to contact the company and claim the shares from IEPF authority by filing Form No. IEPF-5 in the prescribed manner. The detailed procedure to claim refund is available on the website of IEPF Authority at: www.iepf.gov.in
14. **Instructions for Shareholders for Remote e-voting are as follows:**
 - A. **Voting through electronic means:**

- i. The remote e-Voting period will commence on **Monday, April 20, 2026 (9:00 am IST) and ends on Tuesday, May 19, 2026 (5:00 pm IST)**. During this period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of Friday, April 10, 2026**, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by CDSL for voting thereafter.

LOGIN METHOD FOR E-VOTING FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING SECURITIES IN DEMAT FORM:

- i. The shareholders should log on to the e-voting website www.evotingindia.com
- ii. Click on “Shareholders” module.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individuals and Physical Form
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR 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"> • 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 (iii).

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. 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.

- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN of **NCL Holdings (A&S) Limited** on which you choose to vote.
- xi. 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.
- xii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi. 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.
- xvii. **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - 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 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; csnclholdings@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

LOGIN METHOD FOR E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT FORM:

xviii. For Individual Shareholders holding Securities in Demat mode with CDSL:

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin>. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

xix. For Individual Shareholders holding Securities in Demat mode with NSDL:

- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.
- After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see eVoting page. Click on company

name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

- If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

xx. **For Individual Shareholders (holding shares in Demat mode) login through their Depository Participant:**

- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, 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. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Shareholders 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

15. Queries/issues regarding POSTAL BALLOT (e-voting)

- If you have any queries or issues regarding e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to 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 or call on at Toll free No: 1800225533.

16. Any person whose name is recorded in the register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., **Friday, April 10, 2026** shall be entitled to avail the facility of remote e-Voting. Any person who is not a member as on the cut-off date and receives this notice shall treat the same for information purposes only.

17. Scrutinizer & Voting results

The Board of Directors of the Company has appointed Mr. Balaramakrishna Desina, Practising Company Secretary (COP No. 22414), as the Scrutinizer to scrutinize the voting including remote e-voting process in a fair and transparent manner. After the conclusion of voting, the Scrutinizer will submit a report to the Chairman or a person authorized by him, after taking into account votes cast through remote e-voting within 2 working days from the last day of the e-voting period ending.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.nclholdings.in.

For NCL HOLDINGS (A&S) LIMITED

Date: 16th April, 2026

Place: Hyderabad

Sd/-
MADHUR SHRIVASTAV
COMPANY SECRETARY
ACS 64128

Annexure to the Notice

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

Item No. 1 & 2:

Appointment of Mr. Gautam Kalidindi (DIN: 02706060) as Director and Whole Time Director of the Company w.e.f. 01st January 2026.

The Board of Directors of the Company, at its meeting held on December 29, 2025, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Gautam Kalidindi (DIN: 02706060) as an Additional Director in the capacity of Executive Director of the Company with effect from January 01, 2026 pursuant to the provisions of Section 161(1), 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and subject to the approval of the shareholders at the subsequent General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

Later the Board in the same meeting based on the recommendation of the Nomination and Remuneration Committee, has designated Mr. Gautam Kalidindi (DIN: 02706060) as a Whole-time Director (Executive Category) of the Company for a period of 3 years with effect from 01st January 2026 on the terms and conditions as approved by the Board.

In the opinion of the Board, Mr. Gautam Kalidindi (DIN: 02706060) fulfils the conditions specified in the Act for appointment as a Whole Time Director. Considering his background, experience and contribution, the Board considers it beneficial to appoint him as a Whole Time Director of the Company.

Accordingly, the Board recommends passing of the resolution as set out in Item No. 1 of the Notice as an Ordinary Resolution and Item No. 2 of the Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, and their relatives are concerned or interested, financially or otherwise, in the resolutions, except to the extent of Equity shares held by them in the Company, except Mrs. Pooja Kalidindi who is the sister of Mr. Gautam Kalidindi.

STATEMENT OF INFORMATION REQUIRED TO BE DISCLOSED UNDER SCHEDULE V (PART II) (SECTION II) OF THE COMPANIES ACT, 2013 IS AS FOLLOWS:

I. GENERAL INFORMATION:

1) Nature of Industry:

The Company is engaged in the business as financial advisors, assessing the needs of short- and long-term credit facilities and raising of resources.

The company is also engaged in the business to act as Contractors, Builders, real estate agents, etc and to acquire, sale, purchase, hire or otherwise in lands, buildings, etc.

The Company is also into the business of generating, transmitting, distributing, and dealing in all forms of energy and electric power—including solar, wind, nuclear, hydro, and thermal—and to provide comprehensive engineering, procurement, construction (EPC), and maintenance services for the development and operation of power plants and related energy infrastructure.

2) Date or expected date of commencement of commercial production:

Not Applicable

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4) Financial performance based on given indicators (Standalone):

(Fig.in INR in Lakhs)

Particulars	F.Y. 2024-25	F.Y. 2023-24	F.Y. 2022-23
Total Income	3,006.73	2,087.02	7,878.51
Profit/ (Loss) Before Tax	1,299.53	351.48	1,186.19
Profit/ (Loss) After Tax	1,193.17	256.56	863.24

5) Foreign investments or Collaborators, if any:

The company does not have any foreign investments or Collaborators as on date.

II. INFORMATION ABOUT THE DIRECTOR: As stated in the Annexure- I below.

III. OTHER INFORMATION

1) Reasons for inadequate profits:

- The revenue in the real estate sector is often recognized upon the completion of projects or reaching specific milestones, leading to periodic fluctuations in top-line growth.
- The process of merging wholly owned subsidiaries and aligning with evolving regulatory frameworks has led to a temporary increase in administrative and legal overheads.

2) Steps taken or proposed to be taken for improvement:

- By diversifying into **EPC (Engineering, Procurement, and Construction)** and renewable energy infrastructure, the company is positioning itself to capture long-term, stable revenue streams outside of traditional real estate cycles.
- The Board is focusing on leveraging its robust land bank—identified through strategic foresight—to launch new developmental projects in high-growth corridors.
- The company continues to implement lean manufacturing principles (where applicable) and high governance standards to ensure financial discipline and protect stakeholder value.
- The appointment of seasoned professionals like **Mr. Gautam Kalidindi**, with his expertise in project execution and industrial marketing, and the re-appointment of **Mr. Raghunadh Guntupalli**, with 30 years of land bank management experience, are intended to drive high-value strategic growth.

3) Expected increase in productivity and profits in measurable terms:

The Company expects that the strategic initiatives and leadership provided by the appointees will drive a sustainable upward trend in business volumes and operational efficiencies, thereby resulting in a progressive and measurable increase in Turnover, PBT, and PAT over the next three financial years.

IV. DISCLOSURES:

Necessary disclosures shall be made in the Board of Director's Report for FY 2025-26 and shall be continued as per the requirements of the Companies Act, 2013.

Annexure-I: INFORMATION ABOUT MR. GAUTAM KALIDINDI (DIN: 02706060), WHOLE TIME DIRECTOR:

Background Details	<p>Mr. Gautam Kalidindi, aged approximately 44 years, is a prominent industrialist and a core member of the promoter group of the NCL conglomerate. He is a graduate in Business Management (BBM Hons.) from ICFAI, Hyderabad, and holds a Master of Science (M.Sc.) in Entrepreneurship and Business Management from the University of Bedfordshire, UK.</p> <p>With a career spanning nearly two decades, Mr. Gautam has demonstrated exceptional leadership in the building materials sector. He previously served as the Managing Director of the group's flagship entity, NCL Industries Limited, where he was instrumental in the strategic turnaround and capacity expansion of the Cement and Boards divisions. His expertise encompasses a broad spectrum of corporate functions, including large-scale project execution, industrial marketing, and lean manufacturing operations.</p> <p>In the context of NCL Holdings (A&S) Limited, Mr. Gautam's induction/appointment to the Board is intended to leverage his extensive experience in managing complex industrial supply chains and his proven track record in driving organizational growth. His deep understanding of the regulatory landscape and market dynamics in the construction chemicals and building materials industry makes him uniquely qualified to provide strategic direction to the Company.</p> <p>The Board considers that his association will significantly contribute to the Company's operational excellence and long-term value creation for the stakeholders.</p>
Past Remuneration (last 3 F.Y.s)	Not Applicable
Recognition or awards	Not Applicable
Job Profile	Responsibility of providing leadership to the Board of the Company. The position is also responsible for strategic decision making; overseeing business initiatives and setting high governance standards.

Remuneration proposed	As mentioned in the resolution set out at Item No. 2 of the accompanying Notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is comparable and commensurate with the nature and size of the business of the Company as well as the responsibilities of the director.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Apart from receipt of remuneration from the Company, Mr. Gautam Kalidindi is one of the promoters of the company, having 4,91,006 shares (8.49% in total shareholding). He is also the brother of Mrs. Pooja Kalidindi, Director of the Company.

Item No. 3:

Re-appointment of Mr. Raghunadh Guntupalli (DIN: 01199827) as Managing Director of the company w.e.f. 06th October 2025.

The Board of Directors of the Company, at its meeting held on October 03, 2025, based on the recommendation of the Nomination and Remuneration Committee, re-appointed Mr. Raghunadh Guntupalli (DIN: 01199827) as the Managing Director of the Company with effect from October 06, 2025 for a period of 3 years, pursuant to the provisions of Section 196, 197, 198, 203 and Schedule V along with other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), subject to the approval of the shareholders at the subsequent General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier.

The Board is of the opinion that the re-appointment and presence of Mr. Raghunadh Guntupalli (DIN: 01199827) on the Board as the Managing Director will be desirable, beneficial and in the best interest of the Company as he was heading the Operations of Real-Estate business of the merged NCL Green Habitats Private Limited and is having 3 decades of experience in the Real-Estate Industry.

Mr. G. Raghunadh has been the visionary leader of the Company since last 3 years. Under his stewardship, the Company’s performance has been improved a lot.

Justification for appointment beyond 70 years: Although Mr. Raghunadh will attain the age of 70 in June 2026, the Board is of the firm opinion that his continued association is **vitaly necessary** for the company for the following key substantiations:

- **Strategic Land Bank Management:** The MD's 30-year expertise in bulk land acquisition is the cornerstone of the Company's business model. His foresight in identifying developmental corridors has directly led to the current robust land bank.
- **Group Synergy & Legacy:** Having been with the Group since 1984, he possesses "institutional memory" that is irreplaceable. His previous role as MD of the group entity—from which the current land bank originated—provides him with a unique, granular understanding of the Company's primary assets.
- **Technical Expertise:** Real estate cycles require seasoned judgment on entry and exit timings. The MD's track record in delivering "fruitful results" through volatile market phases justifies the need for his continued leadership to ensure stability and growth.
- **Recommendation:** The Nomination & Remuneration Committee (NRC) has reviewed his physical fitness and mental agility, concluding that his "rich experience" far outweighs the conventional retirement age benchmark.

Therefore, the Board considers his re-appointment to be in the best interest of the Company and its stakeholders.

Accordingly, the Board recommends passing of the resolution as set out in Item No. 3 of the Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, and their relatives are concerned or interested, financially or otherwise, in the resolutions, except to the extent of Equity shares held by them in the Company.

STATEMENT OF INFORMATION REQUIRED TO BE DISCLOSED UNDER SCHEDULE V (PART II) (SECTION II) OF THE COMPANIES ACT, 2013 IS AS FOLLOWS:

I. GENERAL INFORMATION:

1) Nature of Industry:

The Company is engaged in the business as financial advisors, assessing the needs of short- and long-term credit facilities and raising of resources.

The company is also engaged in the business to act as Contractors, Builders, real estate agents, etc and to acquire, sale, purchase, hire or otherwise in lands, buildings, etc.

The Company is also into the business of generating, transmitting, distributing, and dealing in all forms of energy and electric power—including solar, wind, nuclear, hydro, and thermal—and to provide comprehensive engineering, procurement, construction (EPC), and maintenance services for the development and operation of power plants and related energy infrastructure.

2) Date or expected date of commencement of commercial production:

Not Applicable

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4) Financial performance based on given indicators (Standalone):

(Fig.in INR in Lakhs)

Particulars	F.Y. 2024-25	F.Y. 2023-24	F.Y. 2022-23
Total Income	3,006.73	2,087.02	7,878.51
Profit/ (Loss) Before Tax	1,299.53	351.48	1,186.19
Profit/ (Loss) After Tax	1,193.17	256.56	863.24

5) Foreign investments or Collaborators, if any:

The company does not have any foreign investments or Collaborators as on date.

II. INFORMATION ABOUT THE DIRECTOR: As stated in the Annexure- II below.

III. OTHER INFORMATION

1) Reasons for inadequate profits:

- The revenue in the real estate sector is often recognized upon the completion of projects or reaching specific milestones, leading to periodic fluctuations in top-line growth.
- The process of merging wholly owned subsidiaries and aligning with evolving regulatory frameworks has led to a temporary increase in administrative and legal overheads.

2) Steps taken or proposed to be taken for improvement:

- By diversifying into **EPC (Engineering, Procurement, and Construction)** and renewable energy infrastructure, the company is positioning itself to capture long-term, stable revenue streams outside of traditional real estate cycles.

- The Board is focusing on leveraging its robust land bank—identified through strategic foresight—to launch new developmental projects in high-growth corridors.
- The company continues to implement lean manufacturing principles (where applicable) and high governance standards to ensure financial discipline and protect stakeholder value.
- The appointment of seasoned professionals like **Mr. Gautam Kalidindi**, with his expertise in project execution and industrial marketing, and the re-appointment of **Mr. Raghunadh Guntupalli**, with 30 years of land bank management experience, are intended to drive high-value strategic growth.

3) Expected increase in productivity and profits in measurable terms:

The Company expects that the strategic initiatives and leadership provided by the appointees will drive a sustainable upward trend in business volumes and operational efficiencies, thereby resulting in a progressive and measurable increase in Turnover, PBT, and PAT over the next three financial years.

IV. DISCLOSURES:

Necessary disclosures shall be made in the Board of Director’s Report for FY 2025-26 and shall be continued as per the requirements of the Companies Act, 2013.

Annexure-II: INFORMATION ABOUT MR. RAGHUNADH GUNTUPALLI (DIN: 01199827), MANAGING DIRECTOR:

Background Details	Mr. Raghunadh Guntupalli aged about 69 years is having rich experience in managing the operations of the NCL Group companies and is currently the Managing Director of the Company. He has handled the position of Managing Director in 2 companies, one of which was NCL Green Habitats Private Limited. He is also Director in various other companies namely Ekasila Chemicals Limited, Novo Finance And Investments Limited, NCL Homes Limited. He is skilled with the real estate business in addition to having good knowledge of the finance related aspects.
Past Remuneration (last 3 F.Y.s)	F.Y. 2025-26 = Rs. 67,22,914 F.Y. 2024-25 = Rs. 61,11,740 F.Y. 2023-24 = Rs. 55,56,130
Recognition or awards	Not Applicable

Job Profile	Responsibility of providing leadership to the Board of the Company. The position is also responsible for strategic decision making; overseeing business initiatives and setting high governance standards.
Remuneration proposed	As mentioned in the resolution set out at Item No. 2 of the accompanying Notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration is comparable and commensurate with the nature and size of the business of the Company as well as the responsibilities of the director.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Apart from receipt of remuneration from the Company, Mr. Raghunadh Guntupalli does not have any other pecuniary relationship directly or indirectly with the Company, except that he is a Shareholder of 960 shares (0.02% in total shareholding).

For NCL HOLDINGS (A&S) LIMITED

Date: 16th April, 2026
Place: Hyderabad

Sd/-
MADHUR SHRIVASTAV
COMPANY SECRETARY
ACS 64128