

NCL INDUSTRIES LIMITED
CIN: L33130TG1979PLC002521
10-3-162, NCL Pearl, 7th Floor, Opp: Hyderabad
Bhawan, East Maredpally, Hyderabad,
Secunderabad - 500026, Telangana, India

NOTICE OF POSTAL BALLOT

[Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Remote e-Voting starts on	Remote e-Voting ends on
Monday, 02nd March, 2026	Tuesday, 31st March, 2026

NOTICE is hereby given that the resolution set out hereunder are proposed for the approval of the members of **NCL Industries Limited ('the Company')** by means of postal ballot through e-voting process ('e-Voting') pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 (**'the Act'**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**'the Rules'**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**) and relevant circulars issued by Securities and Exchange Board of India (**SEBI Circulars**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**'SS-2'**) and in agreement with the requirements prescribed for holding general meetings / conducting postal ballot process through e-voting vide General Circular No. 03/2025 dated 22nd September, 2025 and in accordance with the requirements laid down in previous circulars issued by the Ministry of Corporate Affairs (**'MCA Circulars'**).

Pursuant to the provisions of Sections 102,108 and 110 and other applicable provisions of the Act, the explanatory statement pertaining to the resolution setting out the material facts and the reasons / rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

The Board of Directors of the Company, in its meeting held on **13th February, 2026** has appointed **Mr. A Ravishankar (COP No: 4318) failing him Mr. Venkatesh Puranik Practicing Company Secretary, (COP No. 25510)**, Hyderabad as Scrutinizers ('Scrutinizer') for conducting the Postal Ballot through e-voting process in fair and transparent manner.

In compliance with the said MCA Circulars, the business of the Postal Ballot shall be transacted through electronic voting system only. This postal ballot notice is being sent by the Company only to those members whose e-mail addresses are registered with the Company, Register and Share transfer agent (**RTA**) or the Depository Participant(s) and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as on **Saturday, 21st February, 2026 ("cut-off date")**. Hence, a hard copy of Postal Ballot Notice along with Postal Ballot form and pre -paid business reply envelope will not be sent to the members for this Postal Ballot process and members are required to communicate their assent or dissent only through the remote e-voting facility.

The Company has engaged the services of Central Depository Services (India) Ltd. ('CDSL') for the purpose of providing remote e-voting facility to members to enable them to cast their votes electronically. The instructions for exercising remote e-voting are appended to this Notice.

Further, in terms of Sections 108, 110 and other applicable provisions of the Act, as amended from time to time, read with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the remote e-voting facility to its members as on the cut-off date, **Saturday, 21st February, 2026 ("cut-off date")** to exercise their right to vote by electronic means on the businesses specified in the Notice.

The members of the Company holding shares as on cut-off date i.e. **Saturday, 21st February, 2026** will be entitled to vote. The remote e-voting will commence on **Monday, 02nd March, 2026 at 9:00 a.m. (IST)** and end on **Tuesday, 31st March, 2026 at 5:00 p.m. (IST)**. The remote e-voting facility will be disabled by CDSL immediately thereafter.

Upon completion of the scrutiny of the remote e-voting data provided by the CDSL, the Scrutinizer shall submit his report to the Chairperson of the Company, or any other person authorized by her. The results of the Postal Ballot will be announced on **Thursday 02nd April, 2026**. The results of the Postal Ballot along with the Scrutinizer's Report shall be displayed on the Company's website www.nclind.com and shall also be communicated to the stock exchanges and will be displayed simultaneously on the websites of the BSE Limited at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com where Company's shares are listed. Subject to receipt of requisite votes in favour, resolutions shall be deemed to have been passed on **Tuesday, 31st March, 2026**, being last date of remote e-voting.

We request the members to exercise their votes electronically during the remote e-voting period as mentioned above. Further, please note that pursuant to the MCA Circulars, voting by members can only be through remote e-voting.

The proposed resolution requiring the consent of members through Postal Ballot are as under:

SPECIAL BUSINESS:

(1) Appointment of Dr. Durga Prasad Subramanyam Anapindi (DIN: 00911306) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Dr. Durga Prasad Subramanyam Anapindi (DIN: 00911306) who was appointed as an Additional Director (Independent and Non- Executive) of the Company, with effect from 22nd January 2026 under section 161 of the Act and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 22nd January 2026 to 21st January 2031 (both days inclusive).

FURTHER RESOLVED THAT notwithstanding that Dr. A.S. Durga Prasad may attain the age of 75 years during his aforesaid tenure, his continuation as an Independent Director shall remain valid and effective for the entire term approved herein, without requiring any further shareholder approval, in compliance of the SEBI (LODR) Regulations, 2015

“FURTHER RESOLVED THAT that the Board of Directors of the Company be authorized to do all acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

By Order of the Board.
for NCL INDUSTRIES LIMITED,

Sd/-
M Divya Bharathi
Company Secretary & Compliance Officer
(M. No: A31170)

Hyderabad, 13th February, 2026

Registered office:

NCL Industries Limited

#10-3-162, NCL Pearl,

7th Floor, Opp. Hyderabad Bhavan,

East Marredpally, Secunderabad-500026

e- mail cs@nclind.com

CIN: L33130TG1979PLC002521

NOTES:

- i. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 read (‘Act’) with Rule 22 of the Companies (Management and Administration) Rules, 2014 (‘Rules’), Secretarial Standard – SS 2 (‘SS-2’), Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and all other applicable provisions, setting out material facts concerning the resolution proposed to be passed is annexed hereto and forms part of this Notice.
- ii. In compliance with the MCA circulars, this Postal Ballot Notice is being sent only through e-mails to all the members who have registered their e-mail address with the Company / it’s Registrar & Transfer Agent (‘RTA’) / Depositories Participants (‘DPs’) and that the communication of assent or dissent of the members would only take place through remote e-voting system. The Postal Ballot Form and prepaid business envelope are not being sent to the members for this Postal Ballot process.
- iii. The Postal Ballot Notice is being sent electronically to all the members, whose names appeared in the Register of Members / List of Beneficial Owners maintained by the Depositories as on **Saturday, 21st February, 2026 (‘cut-off date’)**. Members as on the cut-off date would be entitled to vote for the purpose of Postal Ballot. The notice of the Postal Ballot will also be available on the Company’s website at www.nclind.com and website of National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com and on the website of the CDSL at <https://www.evotingindia.com/>
- iv. The postal ballot e-voting schedule is given in the table below:

Commencement of voting (Start date)	Close of voting (End date)	Results announcement date
Monday, 02nd March, 2026 at 9:00 a.m. (IST)	Tuesday, 31st March, 2026 at 5:00 p.m. (IST)	Thursday 02nd April, 2026

- v. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations and SS-2, the Company is pleased to provide e-voting facility to its members to exercise their right to vote electronically on the resolution mentioned in the Postal Ballot notice. The members can cast their vote using electronic voting system ('remote evoting') provided by the CDSL. **A member cannot exercise his / her / its vote through proxy on Postal Ballot.**
- vi. During this period, members / shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by the CDSL for voting immediately thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
- vii. The voting rights of members / shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
- viii. Information of directors being proposed to be appointed pursuant to Regulation 36(3) of the Listing Regulations and SS-2 are provided in explanatory statement.
- ix. The Company has appointed Mr. A Ravi shankar (COP No: 4318) failing him Mr. Venkatesh Puranik Practicing Company Secretary, (COP No. 25510), Hyderabad as Scrutinizers ('Scrutinizer') for conducting the Postal Ballot through e-voting process in a fair and transparent manner.
- x. The Scrutinizer will submit his report to the Chairperson or any other person authorized by him after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before **Thursday 02nd April, 2026**. The resolutions, if passed by requisite majority shall be deemed to have been passed on **Tuesday, 31st March, 2026 at 5:00 p.m. (IST)** being the last date specified by the Company for e-voting.
- xi. The manner of voting, including voting remotely by (A) individual shareholders holding shares in demat mode and (B) shareholders other than individual shareholders holding shares in demat mode and shareholders holding shares in physical mode, are appearing under "INSTRUCTIONS FOR E-VOTING" in this Notice. Members are requested to read the same carefully.

Procedure for e-Voting as prescribed by E-voting Service Provider (ESP) i.e., Central Depository Services (India) Limited:

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

The voting period begins on **Monday, 02nd March, 2026 at 9:00 a.m. (IST)** and ends on **Tuesday, 31st March, 2026 at 5:00 p.m. (IST)**

During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **Saturday, 21st February, 2026 ("cut-off date")** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

Pursuant to **SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 (as amended)**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (i) In terms of **SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 (as amended)**, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.

	<p>4) 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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) 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.nsdl.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 e-Voting 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. 2) 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 3) 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on “NCL Industries Limited” 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 or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

Important note: Members 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	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 21 09911
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 and 022 - 2499 7000

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

(ii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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.

- (iii) After entering these details appropriately, click on “SUBMIT” tab.
- (iv) 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.

- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant <NCL Industries Ltd> on which you choose to vote.
- (vii) 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.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) 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.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **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 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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; **ncl@nclind.com** (designated email address by company) or **cs@nclind.com**, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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 at toll free no. 1800 21 09911

Address for Communication:

Company Secretary, NCL Industries Limited #10-3-162, NCL Pearl, 7 th Floor, Opp. Hyderabad Bhavan, East Marredpally, Secunderabad-500026 e- mail cs@nclind.com CIN: L33130TG1979PLC002521	<u>Address of Registrar and Share Transfer Agents</u> Unit: NCL Industries Ltd Venture Capital & Corporate Investments (P)Ltd, “AURUM”, DOOR No.4-50/P-II/57/4F & 5F, PLOT No.57 , 4 th & 5 th FLOORS, JAYABHERI ENCLAVE PHASE - II GACHIBOWLI, HYDERABAD 500032, Telangana, India e-mail: info@vccipl.com Phones: 040-23818475 /76 & 23868257
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EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

ITEM NO. 1:

The Board of Directors of the Company at its Meeting held on 22nd January 2026, pursuant to the recommendation of the Nomination and Remuneration Committee, has approved the appointment of Dr. Durga Prasad Subramanyam Anapindi (Dr. AS Durga Prasad) (DIN: 00911306) presently 71 years age, as an Additional Director (Independent and Non-Executive) of the Company with effect from 22nd January 2026 under section 161 of the Companies Act, 2013 (“the Act”) subject to approval of the Members of the Company, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from 22nd January 2026 to 21st January 2031 (both days inclusive). Since his appointment is proposed to be approved by the Members by way of a special resolution for a fixed term of five years, such approval shall remain valid for the entire tenure, and no further special resolution will be required for his continuation as an Independent Director even if he attains or crosses the age of 75 years during this period.

Dr. A. S. Durga Prasad is presently the Chairman of NCC Limited and has extensive experience in infrastructure, finance, governance, strategy, and institutional leadership. His detailed profile, as required under Secretarial Standard-2 and SEBI (LODR) Regulations, forms part of this Notice.

Dr. Prasad has furnished his consent to act as a Director of the Company, if appointed, and has submitted a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. He has also confirmed that he is not disqualified from being appointed as a Director under the Companies Act, 2013. He holds 251 equity shares in the Company.

In the opinion of the Board, Dr. Prasad is a person of integrity and possesses the requisite expertise and experience, and his appointment would be in the best interest of the Company.

As per Section 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17 (1C) of the Listing Regulations, the Company is required to obtain the approval of the Members at the next General Meeting or within a period of three months from the date of appointment, whichever is earlier. Further, as per Regulation 25 (2A), approval of the

Members by way of a special resolution is required for the appointment of an Independent Director. Accordingly, approval of the Members is being sought for the appointment of Dr. A. S. Durga Prasad as Independent Director of the Company by way of special resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Dr. A. S. Durga Prasad and his relatives, are concerned or interested, financially or otherwise, in the proposed resolution.

About Dr. A. S. Durga Prasad

Chairman – Board of Directors, NCC Limited

Former President – Institute of Cost Accountants of India (ICMAI)

Dr. A. S. Durga Prasad is a distinguished corporate leader and strategic finance professional with over four decades of experience spanning infrastructure, finance, governance, strategy, and institutional leadership. He is widely recognised for his contributions to enterprise performance, board-level governance, and strategic transformation in complex and regulated environments.

He currently serves as Chairman of the Board of Directors of NCC Limited, India's second-largest listed infrastructure company. Prior to this role, he served for several years as Chairman of the Audit Committee, where he played a pivotal role in strengthening financial governance, risk management, internal controls, and compliance frameworks. As an Independent Director and later Chairman, he was instrumental in driving several strategic initiatives, including organisation-wide transformation through digitisation, enhancing transparency, decision-making, and operational efficiency.

Dr. Prasad has been deeply involved in corporate strategy, capital structuring, mergers & acquisitions, business valuation, and fund-raising advisory across multiple infrastructure and allied sectors. His career includes advisory roles in public offerings, techno-commercial appraisals, and enterprise-wide performance management.

A Past President of the Institute of Cost Accountants of India (ICMAI)—a statutory professional body established under an Act of Parliament—Dr. Prasad led national-level professional initiatives. During his tenure, he headed a Task Force on Costing in Healthcare for the Ministry of Health & Family Welfare and served as a Member of the Company Law Committee, Ministry of Corporate Affairs.

His board engagements include Independent Director, NCC Urban Infrastructure Limited; Chairman and Independent Director, NCC Infra Holdings Limited; and Founder & Director, Swell Financial Services Pvt. Ltd. He also served as Independent Director on the Board of Patil Rail Infrastructure Pvt. Ltd., supporting strategic growth and acquisitions.

Academically, Dr. Prasad is a Fellow Member of ICMAI and holds a PhD in Accounting, with research on Revenue Management in the Telecom Sector. He has been associated with universities and autonomous institutions, contributing to curriculum development aligned with industry needs and chaired the Department–Industry Coordination Committee of Osmania University for three consecutive years.

Dr. Prasad is regarded as a thought leader in strategic cost management, corporate governance, and digital-led transformation, advocating the role of finance leaders as enterprise value architects.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 – General Meetings for all the above appointments are given below:

Particulars	Details
Name	Dr. Durga Prasad Subramanyam Anapindi
Date of Birth	10/02/1955 (71 Years)
DIN	00911306
Relationship with Promoters/Directors	Not Applicable
Educational Qualifications	Fellow Member of ICAI (Institute of Cost Accountants of India) PhD in Accounting
Date of first appointment on the Board	22 nd January 2026
Current Designation	Additional Director - Independent (Non-Executive) Director
Past Positions in the Company	NIL
Expertise and Experience	Extensive experience in infrastructure, finance, governance, strategy, and institutional leadership.
Directorships in Other Companies	NCC Limited, Swell Financial Services Private Limited, ICAI Social Auditors Organisation, Truplusco India LLP
Committee Memberships	NCC Limited - Audit Committee (Member), Nomination & Remuneration Committee (member), CSR Committee (Member), ERM Committee (Chairman) and ESG Committee- Member NCL Industries Limited: Audit Committee (Chairman), Nomination & Remuneration Committee (member) & Risk Management Committee (Member)
Shareholding in the Company	Holds 251 shares of the Company
Remuneration Structure	Sitting Fee, Commission (if any) & Reimbursement of Expenses at par with other Non-Executive Directors, as may be determined by the Board from time to time.
Names of listed entities in which the person holds directorships	NCC Limited

Names of listed entities from which the person has resigned in the past three years	Nil
Justification for appointment as Independent Director	Dr. A.S. Durga Prasad is a distinguished professional with extensive experience in academia, administration, and corporate governance. He holds an impressive academic background and has contributed significantly in his field through research, leadership, and advisory roles. His deep understanding of governance, regulatory compliance, and strategic decision-making will add substantial value to the Board.
Brief Profile	Same as mentioned in Experience / Nature of expertise in specific functional areas above.

By Order of the Board.
for NCL INDUSTRIES LIMITED,

Sd/-
M Divya Bharathi
Company Secretary & Compliance Officer
(M. No: A31170)

Hyderabad, 13th February 2026
Registered office:
NCL Industries Limited
#10-3-162, NCL Pearl,
7th Floor, Opp. Hyderabad Bhavan,
East Marredpally, Secunderabad-500026
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CIN: L33130TG1979PLC002521

