

NOTICE OF 17TH ANNUAL GENERAL MEETING

Notice is hereby given that 17th Annual General Meeting (“AGM”) of the members of Nanded City Development and Construction Company Limited will be held on Thursday, the 29th Day of September, 2022 at 10.30 AM (IST) at the Technical Office, Nanded City, A/p Nanded, Sinhad Road, Pune - 411068 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Standalone and Consolidated financial statements of the Company for the financial year ended as on 31st March, 2022 and the reports of the Board of Directors and Auditors thereon.
2. To declare a final dividend of ₹ 10 per equity share for the financial year ended March 31, 2022.
3. To reappoint Mr. Prashant Shankar Dugane, Director (DIN: 08193828) who retires by rotation and being eligible, offers himself for reappointment.
4. To reappoint Mr. Balasaheb Dnyaneshwar Mane, Director (DIN: 08193892) who retires by rotation and being eligible, offers himself for reappointment.
5. To reappoint Mr. Sujit Sarjerao Karale, Director (DIN: 08520575) who retires by rotation and being eligible, offers himself for reappointment.
6. To reappoint Mr. Devidas Eknath Lagad, Director (DIN: 08837941) who retires by rotation and being eligible, offers himself for reappointment.
7. **To consider reappointment of the Statutory Auditors:**

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

“**RESOLVED THAT** pursuant to Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the audit committee and the Board of Directors of the Company, M/s. SDB and Co., Chartered Accountants, (Firm Registration No 138369W) be and are hereby reappointed as the Statutory Auditors of the Company for the term of five consecutive years, who shall hold office from the conclusion of this 17th AGM till the conclusion of the 22nd AGM, at such remuneration as may be determined by the Board of Directors of the Company (including its committees thereof).”

SPECIAL BUSINESS:

8. **To Consider Change in Designation of Mr. Vaijukumar Pundalik Ghule (DIN: 09372941) as Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Vaijukumar Pundalik Ghule (DIN: 09372941), who was appointed as an Additional Director of the Company with effect from October 23, 2021 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

9. **To Consider Change in Designation of Mr. Ratnadeep Shankar Jadhav (DIN: 09445000) as Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Ratnadeep Shankar Jadhav (DIN: 09445000), who was appointed as an Additional Director of the Company with effect from December 21, 2021 by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom

the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

10. To approve the remuneration of Cost Auditor

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded for payment of remuneration of Rs. 1,00,000 (Rupees One Lakh Only) plus all applicable taxes as may be applicable and reimbursement of out of pocket expenses to M/s. Sagar Popat Dhiwar & Co., Cost Accountants (Firm Registration. No. 003049), appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. To approve re-appointment of Mr. Satish Magar (DIN: 00007613), as Managing Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and read with the provisions of Schedule V of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the approval of the Members be and is hereby accorded for re-appointment of Mr. Satish Magar, (DIN: 00007613) as the Managing Director of the Company (hereinafter referred to as the “appointee”) for a period of five years with effect from 1st April 2022 to 31st March 2027 on the following terms and the conditions:

a) **Remuneration:** NIL

b) **Perquisites:**

Sitting Fees: The Appointee shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof.

c) **Other Terms:**

- i. The Managing Director shall exercise and perform such powers and duties as the Board of Directors shall time to time determine and as allowed by the provisions of the Memorandum and Articles of Association.
- ii. During the employment with the Company he shall devote his time and attention to the business and affairs of the Company during the normal business hours and shall use his best endeavours to promote the interest and welfare of the Company.
- iii. The Managing Director of the Company should report to the Board of the Directors of the Company at regular intervals.

RESOLVED FURTHER THAT Mr. Satish Magar, Managing Director (DIN: 00007613) shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board/Nomination and Remuneration Committee be and are hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration of Mr. Satish Magar subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force).

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

12. To approve re-appointment of Mr. Umesh Magar (DIN: 00007594), as Whole-time Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and read with the provisions of Schedule V of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the approval of Members be and is hereby accorded for re-appointment of Mr. Umesh Magar (DIN: 00007594) as a Whole-Time Director of the Company (hereinafter referred to as the “Appointee”) for the further period of five years with effect from 1st April 2022 to 31st March 2027 on the following terms and the conditions:

a) **Remuneration:** Gross Salary of Rs. 3,50,000/- pm.

b) **Perquisites:**

1. **Sitting Fees:** The Director shall not be paid any sitting fees for attending meeting of the Board of Directors or Committee thereof.
2. **Other Reimbursement of Expenses:** The Company shall reimburse entertainment and other business promotional expenses actually incurred by him during the course of business of the Company.

c) **Other Terms:**

- i) The Whole Time Director shall exercise and perform such powers and duties as the Board of Directors shall time to time determine and as allowed by the provisions of the memorandum and articles of association.
- ii) During the employment with the Company he shall devote his time and attention to the business and affairs of the Company during the normal business hours and shall use his best endeavours to promote the interest and welfare of the Company.
- iii) The Whole-Time Director of the Company should report to the Board of the Directors of the Company at regular intervals.

RESOLVED FURTHER THAT the Board of Directors have the authority to revise and increase the salary within the limits as authorized as under the provisions of the Companies Act, 2013 or any amendments thereof.

RESOLVED FURTHER THAT the said salary shall be the minimum salary in case of losses or inadequate profits of the Company.

RESOLVED FURTHER THAT Mr. Umesh Magar, Whole-time Director shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized severally to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all the matters arising out of or incidental thereto and sign and execute all applications documents and writing that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

13. To approve re-appointment of Mr. Ishaan Magar (DIN: 07278722), as Whole-time Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197 and all other applicable provisions, if any, of the Companies Act, 2013 and read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial personnel) Rules, 2014, the approval of Shareholders be and is hereby accorded to appoint Mr. Ishaan Magar, Director (DIN: 07278722), as a Whole-Time Director of the Company for a period of 3 years with effect from 1st October, 2021 to 30th September, 2024 on the terms and the conditions of remuneration mentioned under:

a) **Remuneration:** Gross Salary of Rs. 2,50,000/- pm

b) **Perquisites:**

1. **Sitting Fees:** The Director shall not be paid any sitting fees for attending meeting of the Board of Directors or Committee thereof.
2. **Other Reimbursement of Expenses:** The Company shall reimburse entertainment and other business promotional expenses actually incurred by him during the course of business of the Company.

Other Terms:

- 1) The Whole Time Director shall exercise and perform such powers and duties as the Board of Directors shall time to time determine and as allowed by the provisions of the memorandum and articles of association.
- 2) During the employment with the Company he shall devote his time and attention to the business and affairs of the Company during the normal business hours and shall use his best endeavours to promote the interest and welfare of the Company.
- 3) The Whole-Time Director of the Company should report to the Board of the Directors of the Company at regular intervals.

RESOLVED FURTHER THAT the Board of Directors have the authority to revise and increase the salary within the limits as authorized as under the provisions of the Companies Act, 2013 or any amendments thereof.

RESOLVED FURTHER THAT the said salary shall be the minimum salary in case of losses or inadequate profits of the Company.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized severally to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all the matters arising out of or incidental thereto and sign and execute all applications documents and writing that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

By Order of the Board of Directors
For Nanded City Development and Construction Company Limited

Satish Magar
Managing Director
DIN: 00007613

Place: Pune

Date: 23.08.2022

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under Item No. 8 to Item No. 13 of the Notice, is annexed hereto.
2. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY DULY COMPLETED AND SIGNED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.
3. Corporate Members intending to send their authorised representatives to attend the meeting in terms of Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution/Authority Letter authorising such representative to attend and vote on its behalf at the meeting.
4. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members are requested to write their Folio Number/DP ID Client ID in the attendance slip for attending the Meeting.
5. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

6. A Proxy Form and Attendance Slip for the AGM is enclosed herewith.
7. The Shareholders/Proxies/Authorized Representatives are requested to produce at the Registration Counter(s) the attendance slip sent along with this Notice, duly completed and signed, for admission to the meeting hall. However, in case of non-receipt of Notice of AGM, members are requested to write to the Company at cs@nandedcitypune.com or at its Registered Office for the same.
8. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member is entitled to inspect the proxies lodged at any time during the business hours of the Company.
9. Queries on financial statements and/ or operations of the Company, if any, may please be sent to the Company at the registered office of the Company at 5, Magarpatta City, Aditi Garden, Hadapsar, Pune – 411013 or via email to cs@nandedcitypune.com at least seven days in advance of the meeting so that the answers may be made available at the meeting.
10. The statutory registers as required under the Companies Act, 2013, will be available for inspection by the Member at the AGM.
11. The Company has finalized **29th September, 2022** as record date for the purpose of payment of final dividend. Members holding equity shares as on the above date will be eligible for the final dividend.
12. Pursuant to Finance Act, 2020, dividend income will be taxable at the hands of shareholders with effect from April 1, 2020 and the Company is required to deduct tax at source from dividend paid to members at prescribed rates. For information on prescribed rates, members are requested to refer to the Finance Act, 2020 and amendments thereof. Further, according to the provisions of Section 206AB of the Income Tax Act, 1961, higher rates of tax would be deducted in case of payment to a Specified Person. The members are requested to update their PAN details with the Company (in case of shares held in physical mode) and depository participants (in case shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual shareholder, if the total dividend to be paid to shareholders during FY 2022-23 by the Company does not exceed ₹5,000/-. A resident individual shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in Form 15G / 15H, to avail the benefit of non-deduction of tax, by submitting duly signed forms to the Company or send an email to cs@nandedcitypune.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
13. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):

Pursuant to Section 125 and all other applicable provisions, if any, of the Companies Act, 2013, the amount of the dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to unpaid dividend account of the Company shall be transferred to the Investor Education and Protection Fund (the “Fund”) set up by the Government of India.

Any person/ Member who has not claimed the dividend in respect of earlier years are requested to approach the Company for claiming the same.

Members are requested to note that no claim shall lie against the Company in respect of any amount of dividend remaining unclaimed / unpaid for a period of seven years from the dates they became first due for payment.
14. In terms of the “Green initiative” undertaken to protect the environment and reduce the carbon foot print, the Company has commenced sending various communications to the Members through electronic mode. Therefore, Notice of AGM and Annual Report for the FY 2021-22 are being sent electronically to the members whose email IDs are registered with the company. The physical copy of the Annual Report will be made available at the request of the members, if any.

Members are requested to register/update his/her Email ID, by contacting the Company at cs@nandedcitypune.com or at the Registered Office of the Company.
15. On the request of the members of the Company, the Company is also circulating a Marathi translated version of the Annual Report for easy reference of the Members.
16. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days during normal business hours up to the date of the Meeting and also at the AGM.
17. Non-Resident Indian members are requested to inform the Company immediately of:

- a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. Route map showing directions to reach the venue of the 17th AGM is annexed.
19. Members holding shares and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the Company the prescribed Form SH.13 for nomination and Form SH.14 for cancellation/ variation as the case may be. Where members are holding the shares in DEMAT mode, they may contact their Depository Participant for the same.
21. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be entitled to vote again at the AGM.
22. A person, whose name is recorded in the register of members maintained by the Company as on the cut-off date 22nd September, 2022 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
23. Mr. Devesh Tudekar (FCS: 5712), Partner, DTSM & Associates, Company Secretaries and failing him Ms. Amruta Jana (ACS: 25687) has been appointed as the Scrutinizer in respect of the facility as provided to the members of the Company, to scrutinize the voting and remote e-voting process in a fair and transparent manner.
24. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
25. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer’s decision on the validity of the vote shall be final and binding.
26. The Results declared along with the report of the Scrutinizer shall be placed on the website of Company at www.nandedcitypune.com and on www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing.
27. Voting through electronic means:

The remote e-voting period commences on Monday, 26th September, 2022 at 10:00 A.M. and will end on Wednesday 28th September, 2022 at 5:00 P.M. the e-voting module shall be disabled for voting thereafter. Only the members whose names appear in the register of members as on 22nd September 2022 (“Cut Off Date”) shall be allowed to cast their votes by remote e-voting or through Venue Voting i.e voting at the AGM through ballot paper.

CDSL e-Voting System – For Remote e-voting

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

- (i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 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 is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 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.
	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.
	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	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 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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.

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 22 55 33

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. 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) • 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. • 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 <Company Name> 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; cs@nandedcitypune.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 - cs@nandedcitypune.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

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 22 55 33

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 22 55 33

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 8 to 13 of the accompanying Notice of the Annual General Meeting.

Item No. 8

Mr. Vaijukumar Pundalik Ghule (DIN: 09372941) who was appointed as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 effective October 23, 2021 holds office up to the date of this Annual General Meeting, and is eligible for appointment as Director of the Company.

The Brief resume of the proposed appointee is as under:

Name of Director	Mr. Vaijukumar Pundalik Ghule
DIN	09372941
Date of Birth	12/02/1976
Nationality	Indian
Qualification	B.E.(Electrical), MBA(Marketing)
Equity shares held in the Company	1750
List of Directorships held in other companies	Nil

He is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. The Company has received a notice in writing proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice in relation to appointment of Mr. Vaijukumar Pundalik Ghule (DIN: 09372941) as Director of the Company, for the approval by the shareholders of the Company.

None of the Directors is concerned or interested, financially or otherwise, in the said resolution.

Item No. 9

Mr. Ratnadeep Shankar Jadhav (DIN: 09445000) who was appointed as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 effective December 21, 2021 holds office up to the date of this Annual General Meeting, and is eligible for appointment as Director of the Company.

The Brief resume of the proposed appointee is as under:

Name of Director	Mr. Ratnadeep Shankar Jadhav
DIN	09445000
Date of Birth	02/04/1980
Nationality	Indian
Qualification	X/SSLC/Junior/Equivalent
Equity shares held in the Company	10,500
List of Directorships held in other companies	Nil

He is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director. . The Company has received a notice in writing proposing his candidature for the office of Director under Section 160 of the Companies Act, 2013. Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice in relation to appointment of Mr. Ratnadeep Shankar Jadhav (DIN: 09445000) as Director of the Company, for the approval by the shareholders of the Company.

None of the Directors is concerned or interested, financially or otherwise, in the said resolution.

Item No. 10

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment of M/s. Sagar Popat Dhiwar & Co., Cost Accountants (Firm Registration. No.003049) as the Cost Auditors to conduct the audit of cost records of the Company for the financial year 2022-23. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified and approved by the Members of the Company. The Board, therefore, recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the Members.

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

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the Members of the Company.

Item No. 11

Mr. Satish Magar is the Promoter and Managing Director of the Company and has been associated with the Company since inception. The Board of Director has thought it prudent to extend the term of the Managing Director. Mr. Satish Magar has intimated that he is not drawing salary from any other company.

The term of appointment of Mr. Satish Magar as a Managing Director was up to 31st March 2022.

The Board of Directors based on the recommendations of the Nomination and Remuneration Committee in their meeting held on 29th March 2022 have reappointed Mr. Satish Magar as a Managing Director for a further period of five years w.e.f. 1st April 2022 to 31st March 2027 on the terms and conditions as stated in the resolution as set out in the Notice.

Mr. Satish Magar is a graduate (B.Sc in agriculture) and being the promoter of the Company has been instrumental in commencement and implementation of the project of Township at Nanded City.

Being a promoter of the Company is associated with the Company since its inception - 23/02/2006 and holds 370,481 equity shares in the Company.

In compliance with the provisions of Section 196, 197 read with Schedule V and other applicable provisions thereof and the provisions of the Act as may be applicable (including any statutory modification or re-enactment thereof for the time being in force), the appointment upon the terms and conditions specified above is now being placed before the Members for their approval. The said resolution for the reappointment of the Managing Director is placed before the members for approval. The Board recommends the approval of the said resolution.

Mr. Satish Magar himself, Mr. Umesh Magar, Ishaan Magar and Mrs. Rekha Magar, Directors being relatives of the appointee respectively are interested in the said resolution.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the Members of the Company.

All the declarations and letters as received from Mr. Satish Magar (DIN 00007613) are available for inspection and verification at the registered office of the company.

Save and except, as provided above none of the Directors / key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution set out at Item No. 11.

Item No. 12

The term of appointment of Mr. Umesh Magar as a Whole time Director was upto 31st March 2022.

The Board of Directors based on the recommendations of the Nomination and Remuneration Committee in their meeting held on 29th March 2022 have reappointed Mr. Umesh Magar as a Whole-time Director for a further period of five years w.e.f. 1st April 2022 to 31st March 2027 on the terms and conditions as stated in the resolution as set out in the Notice.

The appointment and the terms and conditions of appointment are subject to the approval of the Members.

The brief resume of Mr. Umesh Magar is as under:

Mr. Umesh Magar is the promoter of the Company and being a civil engineer has been instrumental in commencement and implementation of the project of Township at Nanded City and holds 234,844 equity shares in the Company.

NANDED CITY DEVELOPMENT & CONSTRUCTION COMPANY LIMITED

In compliance with the provisions of Section 196, 197 read with Schedule V and other applicable provisions thereof and the provisions of the Act as may be applicable (including any statutory modification or re-enactment thereof for the time being in force), the appointment upon the terms and conditions specified above is now being placed before the Members for their approval. The said resolution for the reappointment of the Whole-time Director is placed before the members for approval. The Board recommends the approval of the said resolution.

Mr. Umesh Magar himself, Mr. Satish Magar, Mr. Ishaan Magar and Mrs. Rekha Magar, Directors being relatives of the appointee respectively are interested in the said resolution.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 12 of the Notice for approval by the Members of the Company.

All the declarations and letters as received from Mr. Umesh Magar (DIN 00007594) are available for inspection and verification at the registered office of the company.

Save and except, as provided above none of the Directors / Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution set out at Item no. 12

Item No. 13

The term of appointment of Mr. Ishaan Magar as a Whole time Director was upto 30th September, 2021.

The Board of Directors based on the recommendations of the Nomination and Remuneration Committee in their meeting held on 30th September, 2021 have reappointed Mr. Ishaan Magar as a Whole-time Director for a further period of three years w.e.f. 1st October, 2021 to 30th September, 2024 on the terms and conditions as stated in the resolution as set out in the Notice.

The appointment and the terms and conditions of appointment are subject to the approval of the Members.

The brief resume of Mr. Ishaan Magar is as under:

Mr. Ishaan Magar (DIN: 07278722) is MBA and actively involved in the management of affairs of the Company.

He was first appointed on the Board of the Company from 1st October, 2015 and holds 67,817 equity shares in the Company.

In compliance with the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions thereof and the provisions of the Act as may be applicable (including any statutory modification or re-enactment thereof for the time being in force), the appointment of Whole Time Director upon the terms and conditions specified above is now being placed before the Members for their approval. The Board recommends the approval of the said resolution.

Mr. Ishaan Magar himself, Mr. Satish Magar, Mr. Umesh Magar and Mrs. Rekha Magar, Directors being relatives of the appointee respectively are interested in the said resolution.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 13 of the Notice for approval by the Members of the Company.

All the declarations and letters as received from Mr. Ishaan Magar (DIN: 07278722) are available for inspection and verification at the registered office of the company.

Save and except, as provided above none of the Directors / Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution set out at Item no. 13.

By Order of the Board of Directors
For Nanded City Development and Construction Company Limited

Satish Magar
Managing Director
DIN: 00007613

Place : Pune
Date : 23.08.2022

Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3)
Of the Companies (Management and Administration) Rules, 2014]

CIN : U45209PN2006PLC022073

Name of the Company : Nanded City Development and Construction Company Limited

Registered office : 5, Magarpatta City, Aditi Garden, Hadapsar, Pune - 411013

Name of the Member(s):
Registered address:
E-mail Id:

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:.....,

as my proxy to attend and vote (on a poll) for me and on my behalf at the Annual general meeting of the Company, to be held on the Thursday, 29th Day of September, 2022 at 10.30 A.M. at Technical Office, Nanded City, A/p Nanded, Sinhagad Road, Pune - 411068 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution No.	I/We assent to the Resolution (for)	I/We dissent to the Resolution (against)
ORDINARY BUSINESS			
1.	To receive, consider and adopt the audited Standalone and Consolidated financial statements of the Company for the financial year ended as on 31st March, 2022 and the reports of the Board of Directors and Auditors thereon - Ordinary Resolution		

2.	To declare a final dividend of ₹ 10 per equity share for the financial year ended March 31, 2022 - Ordinary Resolution		
3.	To reappoint Mr. Prashant Shankar Dugane, Director (DIN: 08193828) who retires by rotation and being eligible, offers himself for reappointment - Ordinary Resolution		
4.	To reappoint Mr. Balasaheb Dnyaneshwar Mane, Director (DIN: 08193892) who retires by rotation and being eligible, offers himself for reappointment - Ordinary Resolution		
5.	To reappoint Mr. Sujit Sarjerao Karale, Director (DIN: 08520575) who retires by rotation and being eligible, offers himself for reappointment - Ordinary Resolution		
6.	To reappoint Mr. Devidas Eknath Lagad, Director (DIN: 08837941) who retires by rotation and being eligible, offers himself for reappointment - Ordinary Resolution		
7.	To consider reappointment of the Statutory Auditors - Ordinary Resolution		
SPECIAL BUSINESS			
8.	To Consider Change in Designation of Mr. Vaijukumar Pundalik Ghule as Director (DIN: 09372941) of the Company: – Ordinary Resolution		
9.	To Consider Change in Designation of Mr. Ratnadeep Shankar Jadhav as Director (DIN: 09445000) of the Company – Ordinary Resolution		
10.	To approve the remuneration of Cost Auditor - Ordinary Resolution		
11.	To approve re-appointment of Mr. Satish Magar (DIN: 00007613), as Managing Director of the Company - Ordinary Resolution		
12.	To approve re-appointment of Mr. Umesh Magar (DIN: 00007594), as Whole-time Director of the Company - Ordinary Resolution		
13.	To approve re-appointment of Mr. Ishaan Magar (DIN: 07278722), as Whole-time Director of the Company - Ordinary Resolution		

Signed this day of 2022.

Signature of shareholder

Affix Re.1/-

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

NANDED CITY DEVELOPMENT AND CONSTRUCTION COMPANY LIMITED

CIN: U45209PN2006PLC022073

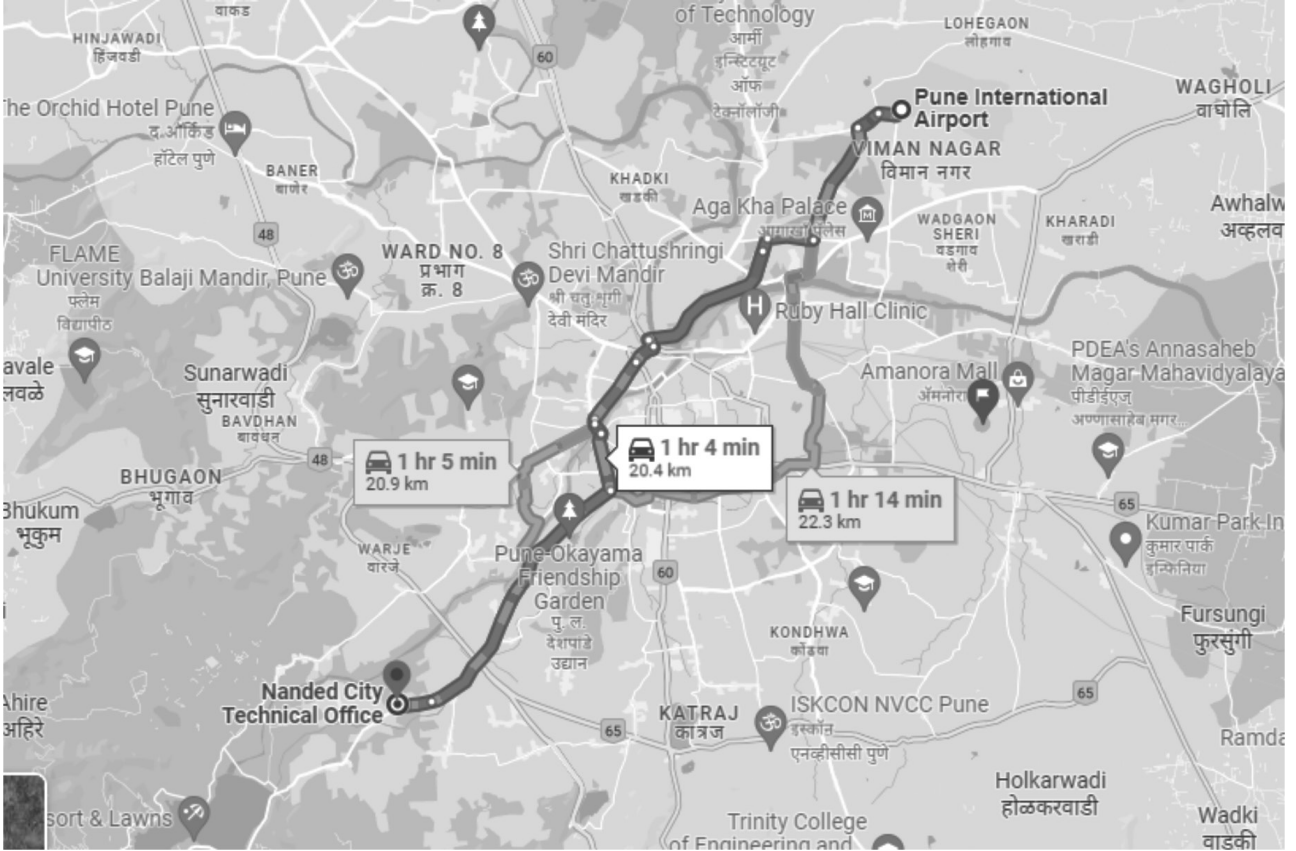
ATTENDANCE SLIP

Regd. Folio/DP ID & Client ID	
Name and Address of the Shareholder	

- 1) I hereby record my presence at the Annual General Meeting of the Company being held on Thursday, the 29th Day of September, 2022 at 10.30 AM (IST) at the Technical Office, Nanded City, A/p Nanded, Sinhagad Road, Pune 411068.
- 2) Signature of the Shareholder/Proxy Present
- 3) Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
- 4) Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of the Annual Report for reference at the meeting.

Note: Please fill in this attendance slip and hand it over at ENTRANCE of the MEETING HALL.

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING



NANDED CITY DEVELOPMENT AND CONSTRUCTION COMPANY LIMITED

CIN : U45209PN2006PLC022073

Venue of the Annual General Meeting: Technical Office,
Nanded City, A/p Nanded, Sinhagad Road, Pune 411068

Email : cs@nandedcitypune.com