



ntc industries limited

149, B.T. Road, Kamarhati, Kolkata -700 058
Phone: +91-3019 0512 / 0513 / 0504 | E-mail : investors@ntcind.com | www.ntcind.com
CIN: L70109WB1991PLC053562

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of M/s **ntc industries limited** will be held on Saturday, 3rd September, 2016 at 10.00 a.m. at The Aryans School, 149, B.T. Road, Kolkata-700058, to transact the following businesses:

Ordinary Business

- 1.** To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.
- 2.** To appoint a director in place of Ms. Vembi Krishnamurthy Radha (DIN: 07141131) who retires by rotation and being eligible offers herself for re-appointment.
- 3.** To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Section 139 & Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, and pursuant to the recommendations of the Audit Committee of the Board of directors of the Company, the appointment of M/s. S.M. Daga & Co., Chartered Accountants (Registration No. 303119E) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company, be and is hereby ratified at a remuneration as may be recommended by the Audit Committee in consultation with auditors and approved by the Board of Directors plus applicable service tax and reimbursement of out of pocket expenses incurred by them for the purpose of audit.”

Special Business

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203, and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Act and Article No. 86 of the Articles of Association of the Company and subject to all the applicable statutory approvals, consent of the Company be and is hereby accorded to the re-appointment of Mr. Nilotpal Deb (DIN: 06807932) as the Managing Director of the Company for a period of 1 (One) year commencing from 14.02.2016 on such terms and conditions including remuneration and other amenities as set out in the Explanatory Statement annexed to the Notice convening this Meeting and as enumerated in the agreement dated 13.02.2016 entered into by the Company with Mr. Nilotpal Deb, a copy whereof, has been submitted to this meeting, which Agreement is also hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) be and are hereby authorized to vary the terms and conditions including remuneration as specified in the said Agreement as may be considered appropriate subject to the same being in conformity with the provisions of Schedule V of the Companies Act, 2013 for the time being in force or any amendments thereto, as may be agreed to between the Board of Directors and Mr. Nilotpal Deb.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give

effect to this resolution and to delegate all or any of its power herein conferred to a Director and Company Secretary to give effect to the aforesaid resolutions.”

**By order of the Board
For ntc industries limited**

**Place: Kolkata
Date: 30th May, 2016**

**Sunil Kumar Varma
(Company Secretary)**

NOTES:

1. The relevant explanatory statement pursuant to sec 102 of the Companies Act, 2013 in respect of Special Business set out in the notice is enclosed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, SHOULD BE COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE COMPANY'S REGISTRAR AND SHARE TRANSFER AGENT NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.

3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. For convenience of Members and for proper conduct of the Meeting, entry to the Meeting venue will be regulated by attendance slip, which is enclosed with the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 20. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
7. Pursuant to the provision of section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, 29th August, 2016 to Saturday, 03th September, 2016 (both days inclusive).
8. The information required to be given for appointment and / or re-appointment of Directors under Regulation 36 of the Listing Regulations are annexed hereto and forms part of this Notice.

9. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least 10 days before the date of the meeting to enable the management to keep the required information available at the Meeting.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company's Registrar and Share Transfer Agent (RTA).
11. Non-Resident Indian Members are requested to inform the RTA immediately of :
 - Change in their residential status on return to India for permanent settlement.
 - 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.
12. As an austerity measure, copies of the Annual Report will not be distributed at the Meeting. Members are requested to bring their copies of the Annual Report to the meeting.
13. No compliment or gift of any nature will be distributed at the Annual General Meeting.
14. The Company has designated an exclusive e-mail ID **investors@ntcind.com** which would enable the Members to communicate their grievances. The Members may send their grievances, if any, to this e-mail ID for its quick redressal.
15. Dividend for the financial year ended 31st March, 2009 and thereafter, which remain unclaimed/unencashed for a period of 7 years from the date of transfer of the same to the unpaid dividend account will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claims shall lie against the said Fund or the Company for the amounts of dividend so transferred nor shall any payment be made in respect of such claims.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
17. Members who hold shares in the physical form and wish to make/change a nomination in respect of their shareholding in the Company, as permitted under section 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13/14 as required, to the Company's Registrar & Share Transfer Agent.
18. Electronic copy of the Annual Report of the Company for the Financial year 2015-16 and Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form are being sent to all the members whose e-mail IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report and Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of 25th Annual General Meeting and Annual Report for 2015-16 will also be available on Company's website **www.ntcind.com** for their download.
19. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing paperless compliances by Companies enabling the Members to receive various notices and documents including Annual Report through electronic mode by registering their e-mail addresses with the RTA or with the Company. The Company had supported the said initiative by requesting Members to register their e-mail addresses. To continue with this effort the Company appeals to the Members who have not yet registered their e-mail address with the Company, to

register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with the Company's Registrar & Share Transfer Agent, M/s. Niche Technologies Private Limited at nichetechpl@nichetechpl.com mentioning their Name and Folio No. The Members can also register their e-mail address with the Company by sending an email at investors@ntcind.com mentioning their Name and Folio No.

20. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulation, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 31st August, 2016 (9:00 am) and ends on 2nd September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 27th August, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
 - (i) Open email and open PDF file viz; "**ntcil e-voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of **NTC Industries Limited**.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizermkb@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
- (i) Initial password is provided as Annexure enclosed herewith with this AGM Notice.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 27th August, 2016. A person who is not a member as on cut off date should treat this notice for information purpose only.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 27th August, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ntcil@nichetechpl.com.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date of 27th August, 2016, only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Manoj Kumar Banthia, Practicing Company Secretary (ACS No. 11470, CP No. 7596) of MKB & Associates has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. 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 for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. 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 48 hours 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.

- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.ntcind.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
21. The notice of annual general meeting will be sent to the members, whose names appear in the register of members / beneficial owner's position list provided by depositories as at closing hours of business, on Friday, 15th July, 2016. A person, who is not a member / beneficial owner as on the cut off date of 27th August, 2016 should treat this notice for information purpose only.
22. The shareholders shall have one vote per equity share held by them as on the cut-off date of 27th August, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
23. The results on above resolution shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour.
24. The Results of voting along with Scrutinizer's Report(s) will be published on the website of the Company and the same shall also be simultaneously communicated to the Stock Exchanges where the shares of the Company are listed.

Annexure to the Notice

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

Item No.4

The Board of Directors of your Company at their meeting held on February 13, 2016, on the recommendation made by the Nomination and Remuneration committee of the Company, had approved the re-appointment of Mr. Nilotpal Deb as the Managing Director of the Company for a period of 1 (one) year commencing from February 14, 2016 subject to the approval of the Shareholders of the Company.

The particulars of the re-appointment and remuneration payable to Mr. Nilotpal Deb as provided in the agreement dated 13th February, 2016 entered between the Company and Mr. Nilotpal Deb are briefly stated as follows:

Salary, Remuneration, perquisites and benefits:

- 1. Salary:** - Rs.42,590/- (Rupees forty two thousand and five hundred ninety) per month
- 2. Perquisites:-**
 - a. Medical Re-imburement:** - Rs. 15,000/- per annum.
 - b. Exgratia:** - Rs. 10,000/- per annum.
 - c. Leave Salary:** - Rs. 42,600/- per annum.

For Company's business use of telephone and other communication facilities at residence/other places, reimbursement of traveling, entertainment and all other expenses for the purpose of business incurred by him shall not be treated as perquisite.

- 3. Minimum Remuneration:-** The above salary will be payable to the Managing Director even in case of loss or inadequacy of profits in respect of any financial year during his tenure of office in compliance with Schedule V to the Companies Act, 2013.
- 4. Sitting Fees:** - The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof from the date of his appointment.

Brief resume of Sri Sunder Lal Dugar, nature of expertise in specific functional area and names of companies in which he hold directorships and memberships/ Chairmanships of Board Committees, are provided in this Notice.

As per the provisions of Companies Act, 2013 re-appointment of such Managerial personnel requires approval of the shareholders in the general meeting.

Accordingly, the Board recommends the resolution as set out in item No.4 of the Notice for your approval.

None of the Directors or key managerial personnel of the Company or their relatives, except Mr. Nilotpal Deb and his relatives, are interested or concerned, financially or otherwise, in the aforesaid resolution except to the extent of their shareholding.

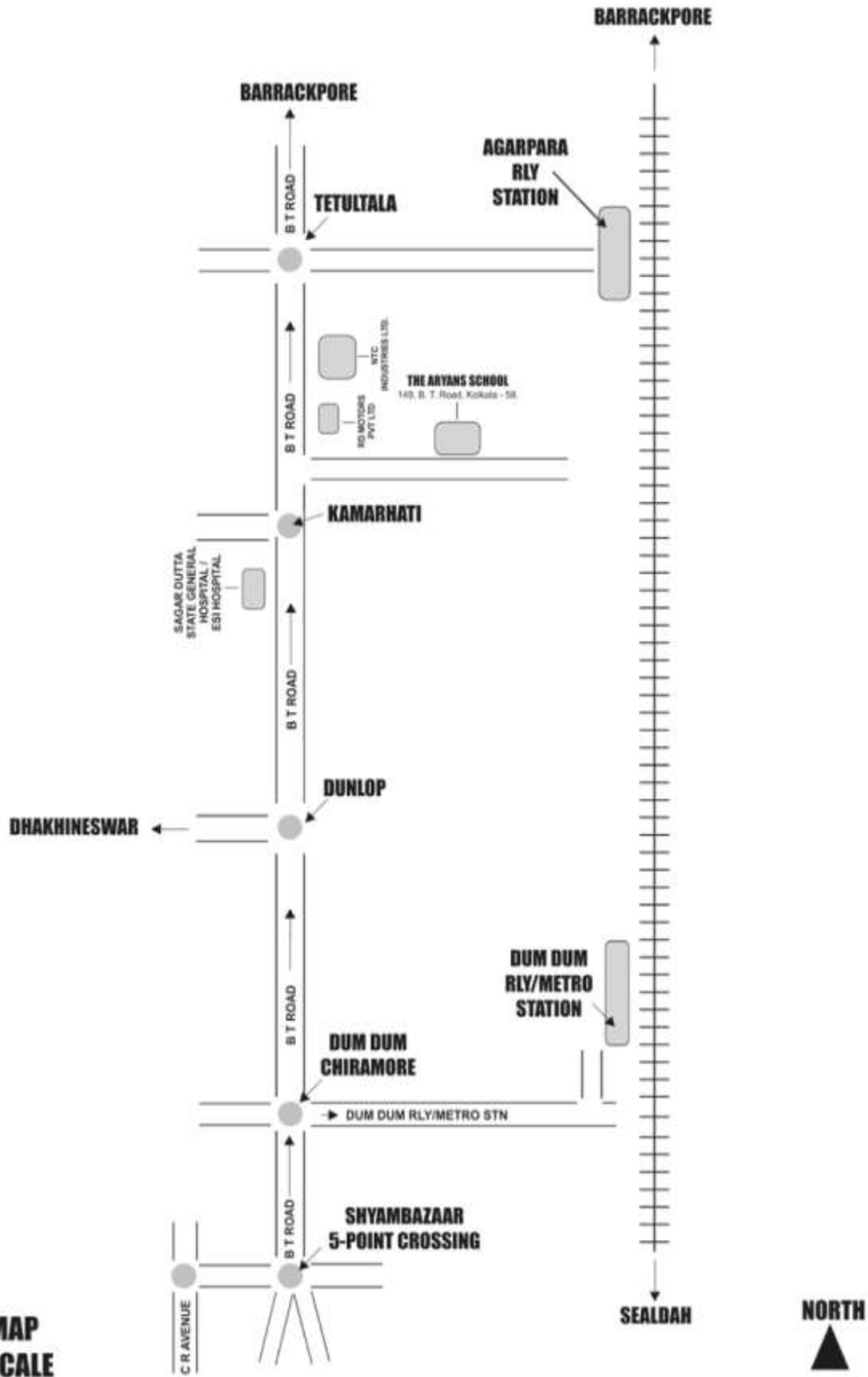
**By order of the Board
For ntc industries limited**

**Place: Kolkata
Date: 30th May, 2016**

**Sunil Kumar Varma
(Company Secretary)**

ROUTE MAP FOR THE ARYANS SCHOOL

149, B. T. Road, Kolkata - 700058.



**Details of Director Seeking Appointment/Re-Appointment at 25th Annual General Meeting
pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure requirements)
Regulations, 2015:**

Name of the Director	Mr. Nilotpall Deb	Miss Vembi Krishnamurthy Radha
Date of birth	08/11/1957	26/09/1950
Relationship with other director	None	None
Date of appointment	14/02/2014	31/03/2015
Expertise in specific functional area	Cigarette Industry	Cigarette Industry
Brief profile	Mr. Nilotpall Deb has been associated with the Company since its incorporation. He was appointed on the Board of NTC Industries Ltd. w.e.f. 14th February, 2014. He possesses over 30 years of experience in cigarette industry. Being a visionary team leader, he adorns the Board with his distinctive qualities in production and distribution of the products manufactured by the Company.	Ms. V.K. Radha was appointed on the Board of ntc industries ltd. on 31st Day of March, 2015. She has completed her graduation in Political Science and Education from Calcutta University in the year 1970. Her experience and knowledge will be of immense help to the Board to take appropriate decision in the company's important matters.
Qualification	Graduate	Graduate
No. of equity shares held in the Company	Nil	Nil
List of other companies* in which directorships are held	Nil	Nil
Committee position held in NTC Industries Limited	-	A. Stakeholder Relationship Committee - Member B. Nomination and Remuneration Committee - Member
Committee positions held in other Public Companies	Nil	Nil

*in other companies Indian public companies and its subsidiaries are considered.



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ANNEXURE TO THE NOTICE FOR THE 25TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 3RD DAY OF SEPTEMBER, 2016

1. Name & Registered Address of Sole/First named Member:
2. Joint Holders Name (If any):
3. Folio No. / DP ID & Client ID:
4. No. of Equity Shares Held:

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 25th Annual General Meeting (AGM) of the Company to be held on Saturday, 3rd day of September, 2016 at 10.00 a.m. at 'The Aryans School', 149, B.T. Road Kolkata - 700058 and at any adjournment thereof.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The Electronic Voting Particulars are set out below :

EVEN (Electronic Voting Event Number)	USER - ID	PASSWORD
104485		

The E-voting facility will be available during the following voting period:

Remote e-Voting Period starts on	Remote e-Voting Period ends on
31 st August, 2016, Wednesday at 9:00 A.M. (IST)	2 nd September, 2016, Friday at 5:00 P.M. (IST)

Please read the instructions given at note no 20. of the notice of the Annual General Meeting carefully before voting electronically.

**By Order of the Board of Director
For ntc industries limited**

**Sunil Kumar Varma
Company Secretary**

Place: Kolkata
Date : 30th July, 2016
Encl: AGM Notice/Attendance Slip/Proxy Form



ntc industries limited

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CIN: L70109WB1991PLC053562

ATTENDANCE SLIP

(Please complete this Attendance Slip and hand it over at the entrance of Meeting Hall)

Regd. Folio No./DP ID/ Client ID	No. of Shares held	Name of the registered Shareholder/Proxy (in BLOCK LETTERS)

I/ We hereby record my/ our presence at the 25th Annual General Meeting of M/s. ntc industries limited to be held on Saturday, 3rd September, 2016 at 10.00 a.m. at "The Aryans School", 149, B.T. Road, Kolkata-700058.

Signature of Member(s) or Proxy(s)



ntc industries limited

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CIN: L70109WB1991PLC053562

Form – MGT 11 FORM OF PROXY

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

CIN :	L70109WB1991PLC053562		
Name of the Company :	ntc industries limited		
Regd Office :	149, B.T. Road, Kamarhati, Kolkata – 700 058		
Name of the Member(s):			
Registered Address:			
E-mail ID:			
Folio No./ Client ID :		DP ID	

I/We being the member(s) of _____ shares of ntc industries limited hereby appoint:

1	Name	E-mail ID	
	Address	Signature	or failing him
2	Name	E-mail ID	
	Address	Signature	or failing him
3	Name	E-mail ID	
	Address	Signature	

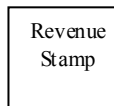
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Saturday, 3rd September, 2016 at 10.00 a.m. at The Aryans School, 149, B.T. Road, Kolkata – 700058 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resl.no.	Description
Ordinary Business	
1	Ordinary Resolution to consider and adopt Audited Financial Statements, Reports of the of the Board of Directors and Auditors
2	Ordinary Resolution to appoint a director in place of Ms. Vembi Krishnamurthy Radha, who retires by rotation and being eligible offers herself for re-appointment
3	Ordinary Resolution to ratify the appointment of M/s. S.M. Daga & Co. as Auditors
Special Business	
4	Ordinary Resolution for re- appointment of Mr. Nilotpal Deb as Managing Director of the Company.

Signed this _____ day of _____ 2016.

Signature of the Member : _____

Signature of the Proxy : _____



Notes:

- 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.
- Please complete all details including details of member(s) in the above box before submission.
- Member's / Proxy holders are requested to bring their copy of Annual Report.