

Chairman's Speech:

“Distinguished Board Members, our esteemed shareholders, Ladies and Gentlemen, a very Good Afternoon to you all.

Hope you all are in good health and safe at your respective location.

On behalf of the Board of Directors, I am happy to welcome all of you at the **32nd Annual General Meeting** of our Company.

Firstly, I want to express my heartfelt appreciation to each one of you – our esteemed shareholders, dedicated board members, diligent executives, and committed staff.

The statutory registers and inspection documents will be made available via e-mode on request, during the meeting for inspection of the members.

Let me introduce you to the Directors and officers present through Video Conferencing:

1. Sri Gaurav Somani who is an Independent Director and Chairman of Audit Committee, Stakeholder Relationship Committee and Nomination & Remuneration Committee.
2. Sri Niraj Sinha, who is an Independent Director and Chairman of the CSR Committee.
3. Ms. Vembi Krishnamurthy Radha, who is a Non-Executive Woman Director.
4. Sri Tapan Kumar Chakraborty, who is a Non-Executive Director.
5. Sri Prem Chand Khator- Chief Financial Officer; and
6. Ms. Anushree Chowdhury- Company Secretary and Compliance Officer of the Company.

Further, I apprise you all that Sri Amar Chand Baid has not been able to attend the meeting due to other professional commitments.

The representatives of the Statutory Auditors and Secretarial Auditors of the Company and the Scrutinizer have also joined this Meeting from their respective locations.

Before I speak to you about the performance of your Company, let me briefly touch upon the current trends and the overall economic environment in which your Company is operating.

India is the second largest tobacco producer behind China. The average production for the last 5 years of the country for tobacco crops was around 800 million kg. India has a long history of tobacco use, with cultural and traditional practices contributing to steady demand for tobacco products like bidis, cigarettes and chewing tobacco. The diversity of Indian tobaccos has enabled the country to export tobacco to over 121 countries across the globe. During 2022-23, India exported tobacco and tobacco products and generated foreign exchange earnings of more than Rs. 8000 crores.

Tobacco & Tobacco Products are a large contributor to the National exchequer by way of Central Excise and GST and provides huge employment both at cultivation stage and production and sales activities. Cigarettes which bear the brunt of taxation in India are the major revenue contributor from

the Tobacco sector. Contrary to that, the regulation of display of harsh pictorial warning on cigarette packs and change of the same every year is creating a negative impact on growth of Cigarette consumption and sales. Further, the competition from bigger companies in terms of monopoly and small manufactures in terms of price at sales counter is one of the biggest reasons in not achieving the required growth.

FINANCIAL HIGHLIGHTS OF THE COMPANY

Let me now briefly update you on your Company's performance during the financial year gone by.

It is indeed my pleasure to interact with all my shareholders to give an outlook of the Company's performance for the Financial Year 2022-23. It was another challenging year for your Company, which has been moving ahead with its forward-looking vision and aims to achieve its various targets and focus on strengthening the Financial Statements. The presence of highly qualified professionals in the management of the Company ensures that high standards are maintained in quality production, timely delivery, and customer satisfaction.

Your Company is also facing many hindrances in its path of growth in the form of stiff taxation, stringent packaging conditions affecting the consumer confidence and hindrances in marketing of product created by bigger players, long delivery time taken by shipping lines, stiff hike in freight cost and raw material cost effecting the margins. Moreover, the recent Budget for FY 2023-24 introduced a 16% increase in the National Calamity Contingent Duty (NCCD) on cigarettes resulting in a net increase of 1.6% on overall tax.

Amidst all the adversities, the challenge was to sustain in an unfavorable environment without losing confidence and faith on ourselves. Though, your Company has not delivered the way it has been expected still it has shown some promise for the future. Your Company is continuously endeavoring in developing the new and improved brands of international standard, focusing on new marketing strategy, exploring new markets for its products and new business.

With focus on these areas, I am confident about the Company's prospects in the near future.

During the year under review on a standalone basis, your Company's total turnover from business recorded as increased to Rs. 4318.39 Lakhs as compared to Rs. 2485.64 Lakhs in the previous year. your Company has PBT of Rs. 246.28 Lakhs as compared to PBT of Rs. 549.50 Lakhs in the previous year.

Your Company has 4 wholly owned subsidiaries out of which 2 are profitable units on its own. During the year under review on a consolidated basis, your Company's total turnover from business recorded as increased to Rs. 5222.96 Lakhs as compared to Rs. 3312.46 Lakhs in the previous year. Your Company has PBT of Rs. 878.96 Lakhs as compared to PBT of Rs. 1158.41 Lakhs in the previous year.

Your Company is still not in a position to declare dividend considering the ongoing new investments in creating assets and machinery upgradation to compete in market.

CORPORATE GOVERNANCE

Your Company is committed to maintain the highest standard of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. Good governance facilitates effective management, operational transparency maintain a high level of business ethics and to optimize the value for all its stakeholders.

Looking ahead, we recognize that the road ahead may be as challenging as it is promising. The business landscape continues to evolve rapidly, driven by technological advancements, regulatory changes, and shifting consumer preferences. Yet, we embrace these changes as opportunities to innovate, excel, and continue our journey of growth.

I am reading out the subject matter of the resolutions proposed to be transacted at this meeting. The implication and objectives of each resolutions have been explained in the Explanatory statement to the notice.

Ordinary Businesses:

The first agenda item is:

To receive, consider and adopt the Annual Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended 31st March, 2023 together with the Report of the Auditor and Directors thereon.

The second agenda item is:

To appoint a Director in place of Mr. Tapan Kumar Chakraborty (DIN: 09175798) who retires by rotation and being eligible, offers himself for re-appointment.

Special Businesses:

The third agenda item is:

Alteration and Adoption of the Memorandum of Association as per Companies Act, 2013.

The fourth agenda item is:

Adoption of new set of Articles of Association of the Company containing clauses in conformity with the provisions of Companies Act, 2013.

The fifth agenda item is:

To make investments, grant loan, provide guarantee or securities in excess of the limits specified under Section 186 of the Companies Act, 2013.

The sixth agenda item is:

To approve the material related party transactions limits to be entered between Company and RDB Realty and Infrastructure Limited, a related party of the Company.

The seventh agenda item is:

To approve the material related party transactions between NTCIL Infrastructure Private Limited, a wholly owned subsidiary and RDB Realty and Infrastructure Limited, a related party of the Company.

The eighth agenda item is:

ntc industries limited

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Thursday, 14th September, 2023 at 12:30 p.m.

To approve the material related party transactions between NTCIL Real Estate Private Limited, a wholly owned subsidiary and RDB Realty and Infrastructure Limited, a related party of the Company.

I once again would like to remind the shareholders that those who have not cast their vote through remote e-voting can cast their votes through their screens which also contain the e-voting services facility to vote during AGM and till 15 minutes post conclusion of AGM.

The Board has appointed Mr. Raj Kumar Banthia, Practicing Company Secretary of M/s MKB & Associates as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and to submit their consolidated Report on e-voting & poll within the prescribed time from the conclusion of the meeting.

The results will also be uploaded on the Company's website i.e., www.ntcind.com with the report of Scrutinizer for Electronic Voting and will also be communicated to the respective Stock Exchanges.

I take this opportunity on behalf of board to thank all the members and other stakeholders of this Company for sparing their valuable time to attend this meeting and co-operating in conducting the meeting through video conferencing & their continued support and faith reposed.

I further wish to acknowledge the co-operation and guidance of my colleagues on the Board as also the help and support received from our Promoters and Bankers. I also want to extend my heartfelt thanks to all those who contributed to the Company's growth – customers, associates, partners, suppliers and members. I look forward for the continued and unprecedented support from all.

Also, I want to express my sincere appreciation to our employees for their continued support, hard work and perseverance.

Wishing everyone best health and safety in year ahead.

With this, I hereby declare the proceedings as closed. Thank you very much and see you all next year.