



**ntc industries limited**

149, B.T. Road, Kamarhati, Kolkata -700 058

Phone: +91-7595046813 | E-mail: investors@ntcind.com | www.ntcind.com

CIN: L70109WB1991PLC053562

**NOTICE**

**Notice** is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of **ntc industries limited** will be held on **Thursday, 14<sup>th</sup> September, 2023 at 12:30 p.m.** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business(es):

**Ordinary Business:**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Tapan Kumar Chakraborty (DIN: 09175798) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

**Special Business:**

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

To consider, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution-**

**"RESOLVED THAT** pursuant to the provisions of Section 4, 13, 15 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications, amendments, variations or re-enactment thereof, for the time being in force), and subject to necessary registrations, approvals, consents, permissions and sanctions, if any from the Competent Authority(ies) and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such Competent Authority(ies), to the extent necessary under the provisions of the said Act or under any other law for the time being in force, the consent of the Members of the Company be and is hereby accorded for adopting the new set of Memorandum of Association (the 'MOA') in line with Companies Act, 2013 and effecting the following alterations in the existing MOA of the Company by substitution / addition / deletion of certain clauses in the following manner:

- I. Part A of Clause III of the Object Clause of the existing Memorandum of Association which is currently titled as "MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION" shall be altered by replacing and substituting the same with the new Clause III(A) with the new heading titled as "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION":

- II. The following new sub-clauses be inserted in Clause III(A), after sub-clause 2:

3. To carry on business as makers, stockists, dealers, importers, exporters, traders, wholesalers, retailers, agents, buyers or sellers, distributors of cylinders and containers for storage of natural gas (NG), liquified natural gas (LNG), compressed natural gas (CNG), required for or used in industries, agriculture, hospitals, refrigeration, aviation, transport vehicles, power plants, domestic or public lighting, heating, cooling or cooking purposes and others; and to deal, export, import, act as stockists, traders of coal, coke mineral oil, iron ore, lime stone, graphite, carbon, coal tar, chemicals, petrochemicals, cement, break earths, bricks, pipes, fire-clay, fire-bricks, mica metals, minerals and substances dealers; deal in air-conditioning and refrigeration thermal and hydro power generation equipment, wind turbine mill, solar power equipment as deemed necessary or convenient for the purposes of the Company.

4. To carry on business as traders, importers, exporters, wholesalers, retailers, distributors, stockists, agents, brokers, dealers in goods such as cigarette lighters, smoking pipes, scent sprays for personal or household use; match boxes; soap and detergents, cleaning and polishing preparations; cosmetics and toiletries, perfumes, perfumery products and toilet preparations, including Agarbatti and other preparations which operate by burning etc; all kinds and classes of papers, board, paper products including writing, printing, wrapping and tissues, all kinds of pulp whether mechanical or chemical including dissolving pulp; all other types of general goods, merchandise products, consumer products, industrial products, domestic household goods, consumer durables, consumables, materials, accessories, commodities and equipment, lime mineral products, stock-feeds or any other general merchandise as deemed necessary or convenient for the purposes of the Company.

III. Part B of Clause III of the Object Clause of existing Memorandum of Association which is currently titled as "OBJECTS INCIDENT OR ANCILLARY TO THE ATTAINMENT OF THE ABOVE MAIN OBJECTS" shall be altered by replacing and substituting the same with the new Clause III (B) with the new heading titled as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF OBJECTS SPECIFIED IN CLAUSE III(A)"

IV. The following new sub-clauses be inserted in Part B of Clause III, after sub-clause 27 of Clause III(B):

28. To lend money and negotiate with or without security whether of movable and in immovable properties to such companies, firms or persons on such conditions as may seem expedient and to guarantee the performance of contracts by any person, company or firm provided that the Company shall not carry on the business of banking.

29. To establish and maintain any agencies in any part of the world for the conduct of the business of the company or for the sale of any materials or services or things for the time being at the disposal of the company for sale; and to advertise and adopt means of making known all or any of the manufacturers' products or services or goods of the Company or any articles or services or goods traded or dealt in by the Company in any way that may be thought advisable, including the passing of the bills in relation thereto, and issue of circulars, books, pamphlets and price lists and the conducting of competition and the giving of prizes, regards and donations, but not by way of lottery.

30. To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for the furtherance of the Company's objects and to employ or retain experts to further the interest of the Company and to remunerate such experts.

31. To carry on the business which the Company is authorised to carry on by means or through the agency of any subsidiary company or other associate or affiliate companies or other business organisation in India or abroad and to enter into any arrangement with any such company for taking the profits and bearing the losses of any business so carried on or for financing any such company or business organisation or guaranteeing its liabilities or obligations or to make any other arrangements which may seem desirable with reference to any other business so carried on by the Company with a power at any time to close any such business either temporarily or permanently and or to appoint Directors or Managers or administrators of any such company or business organisations.

32. To enter into contracts, agreements and arrangement with any other company, firm or person for carrying out by such other company, firm or person on behalf of the company all the objects, for which the Company is formed.

33. To merge, amalgamate or consolidate with any corporate body heretofore or hereafter create in such manner as may be permitted by law.

34. To do all such other things as may be deemed incidental or conducive to the attainment of the objects or any of them and as principals, agents, contractors, trustees or otherwise and either along or in conjunction with others.

- V. Part C of Clause III of the Object Clause of existing Memorandum of Association which is currently titled as "OTHER OBJECTS" comprising of existing sub-clauses 1 to 51 be deleted.
- VI. The existing Clause IV of the MOA be substituted with the following clause:  
"The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

**"RESOLVED FURTHER THAT** the words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required and reference to various Sections of the Companies Act, 1956 in the existing MOA, be replaced with the reference to the corresponding Sections of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** the approval of the members of the Company be and is hereby accorded for commencing and carrying out new business and activities as included in the Object Clause of the Company as altered above at such time or times as the Board may in its absolute discretion deems fit."

**"RESOLVED FURTHER THAT** any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the appropriate authority or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

To consider, and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution-**

**"RESOLVED THAT** pursuant to and in accordance with the provisions of Sections 5, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), amendments, variations or re-enactment(s) thereof, for the time being in force) and pursuant to the approval of Board of Directors of the Company, the approval of the Members be and is hereby granted for the deletion of all the clauses of the existing Articles of Association of the Company and substitute the same with the new set of Articles of Association, which is primarily based in the form of Table F of Schedule I of the Act, and the said new set of Articles of Association be and are hereby adopted as the Articles of Association of the Company in substitution for and to exclusion of all existing Articles thereof and a copy whereof, laid on the table and initiated by the Chairman for the purpose of identification."

**"RESOLVED FURTHER THAT** any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the appropriate authority or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

To consider, and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution-**

**"RESOLVED THAT** pursuant to the applicable provisions of Section 186 of the Companies Act, 2013 (the 'Act'), read with the Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and all other applicable provisions of the Act, if any, (including any statutory modification(s) amendments, variations or re-enactment(s) thereof for the time being in force), if any and pursuant to the approval of Board of Directors of the

Company, the consent of the Members of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection to a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate, in excess of the limits prescribed under the provisions of Section 186 of the Act, by an aggregate sum of upto Rs.2,00,00,00,000/- (Rupees Two Hundred Crores only), notwithstanding that the aggregate of loans and investments so far made and/or guarantees so far issued to entities other than wholly owned subsidiaries of the Company, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed limits prescribed under Section 186 of the Act.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, any of the Directors and/or the Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

#### **6. To approve the material related party transaction limits**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’) and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the rules framed thereunder (including any statutory modification(s) amendments, variations or re-enactment(s) thereof, for the time being in force), and subject to the Company’s Policy on Materiality of Related Party Transactions and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the approval of the Audit Committee and approval of Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for entering into a material related party transaction(s) with M/s. RDB Realty & Infrastructure Limited, (related party of the Company) for providing loans, give guarantee or security in connection with the loan or to acquire by way of subscription, purchase or otherwise, securities of the company or provide any other financial accommodation, for an aggregate value not exceeding Rs. 1,00,00,00,000/- (Rupees One Hundred Crores only), during each of the financial year 2023-24 and 2024-25, on the terms and conditions as set out in the explanatory statement annexed to this notice and that such transactions already undertaken by the Company with aforesaid related parties during such period also be and is hereby ratified.”

**“RESOLVED FURTHER THAT** that any of the Directors of the Company be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution and all acts, done by and with the authority of the Board of Directors of the Company in this matter, be and are hereby also confirmed.”

#### **7. To approve the material related party transaction(s) between NTCIL Infrastructure Private Limited, a wholly owned subsidiary and RDB Realty and Infrastructure Limited, a related party of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc) and 23(4) and all other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘Listing Regulations’), as amended from time to time, along with Section 2(76) and all other applicable provisions of the Companies Act, 2013 (the ‘Act’) read with the Rules framed thereunder (including any statutory modification(s) amendments, variations or re-enactment(s) thereof for the time being in force), and other applicable laws/statutory provisions, if any, and subject to Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and approval of Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an

individual transaction or transactions taken together or a series of transactions or otherwise), for providing of loans, give guarantee or security in connection with the loan or to acquire by way of subscription, purchase or otherwise, securities of the company or any other financial accommodation, between two 'Related Parties' of the Company, i.e., NTCIL Infrastructure Private Limited ('NIPL'), a wholly-owned subsidiary of the Company and with the Related Party of the Company, i.e., RDB Realty and Infrastructure Limited ('RDBRIL'), on such terms and conditions as may be mutually agreed upon between NIPL and RDBRIL and as set out in the explanatory statement annexed to this notice, for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores only), during each of the financial year 2023-24 and 2024-25 and that such transactions already undertaken between aforesaid related parties during such period also be and is hereby ratified."

**"RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

**8. To approve the material related party transaction(s) between NTCIL Real Estate Private Limited, a wholly owned subsidiary and RDB Realty and Infrastructure Limited, a related party of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc) and 23(4) and all other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), as amended from time to time, along with Section 2(76) and all other applicable provisions of the Companies Act, 2013 (the 'Act') read with the Rules framed thereunder (including any statutory modification(s) amendments, variations or re-enactment(s) thereof for the time being in force), and other applicable laws/statutory provisions, if any, and subject to Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee and approval of Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), for providing loans, give guarantee or security in connection with the loan or to acquire by way of subscription, purchase or otherwise, securities of the company or any other financial accommodation between two 'Related Parties' of the Company, i.e., NTCIL Real Estate Private Limited ('NREPL'), a wholly-owned subsidiary of the Company and with Related Party of the Company, i.e., RDB Realty and Infrastructure Limited ('RDBRIL'), on such terms and conditions as may be mutually agreed upon between NREPL and RDBRIL and as set out in the explanatory statement annexed to this notice, for an aggregate value not exceeding Rs. 50,00,00,000/- (Rupees Fifty Crores only), during each of the financial year 2023-24 and 2024-25 and that such transactions already undertaken between aforesaid related parties during such period also be and is hereby ratified."

**"RESOLVED FURTHER THAT** the Board, be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s), or Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

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

Registered Office:  
149, B.T. Road,  
Kamarhati, Kolkata – 700 058

Sd/-  
Anushree Chowdhury  
Company Secretary &  
Compliance Officer

**Place: Kolkata  
Date: 10<sup>th</sup> August, 2023**

## NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') and Secretarial Standard - 2 on General Meeting ('SS-2'), setting out the material facts concerning each item of Ordinary / Special Business to be transacted at the meeting is annexed to this Notice.
2. Pursuant to the General Circular Nos. 14/2020 dated April 08, 2020, 17/ 2020 dated April 13, 2020, 20/2020 dated May 05, 2020 read with other relevant circulars, including General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (hereinafter referred to as 'MCA Circulars') in this regard, and the Securities and Exchange Board of India vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 05, 2023 ('SEBI Circulars') (hereinafter collectively referred to as 'AGM related Circulars') and in compliance with the provisions of the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') the Company is convening the Annual General Meeting ('AGM') through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), without the physical presence of the Members. The deemed venue for the AGM will be Registered Office of the Company, i.e., 149, B.T. Road, Kamarhati, Kolkata – 700 058.
3. Since the meeting is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. The businesses set out in this Notice will also be transacted through electronic voting system and the Company is providing facility for voting by electronic means through National Securities Depository Limited ('NSDL'). Instructions and other information relating to e-voting are given in this Notice under Note no. 21. The Company will also send communication to the members relating to remote e-voting which *inter-alia* would contain details about User ID and password, separately.

Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who cast their vote by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again at the Meeting.

5. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting, pursuant to the provisions of Section 112 and 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address at [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com) and [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) with a copy marked to [investors@ntcind.com](mailto:investors@ntcind.com).
6. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
7. Details of Director including his brief profile, seeking re-appointment in terms of Regulation 36(3) of the Listing Regulations and SS - 2 are annexed hereto and forms part of this Notice. The Director have furnished the requisite declaration for their re-appointment.
8. In compliance with the above AGM related Circulars and in order to support the "Green Initiative in the Corporate Governance" by the Ministry of Corporate Affairs, the Annual Report for the FY 2022-23 and the Notice of the 32<sup>nd</sup> AGM of the Company inter alia indicating the process and manner of e-voting are being sent only in electronic form, to all those Members whose e-mail IDs are registered with Company/Company's Registrar and Share Transfer Agent i.e., Niche Technologies Private Limited ('RTA')/Depository/Depositories Participants for communication purposes.

Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.ntcind.com](http://www.ntcind.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the Calcutta Stock Exchange Ltd at [www.cse-india.com](http://www.cse-india.com), and on the website of NSDL <https://www.evoting.nsdl.com>.

9. Members holding shares in dematerialised form are requested to intimate immediately any change in their email ID or address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members are also requested to notify any change in their email ID or bank mandates or address to the Company/RTA and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Company/RTA. Physical shareholders are also requested to update their KYC (including e-mail ID and mobile numbers) and other relevant details through Form ISR-1 and Form ISR-2, as the case maybe, if not done yet. The format of the abovementioned forms is available on the Company's website under the weblink at [www.ntcind.com](http://www.ntcind.com) and on the website of the Company's RTA at <https://nichetechpl.com/downloads/>.
10. Pursuant to the amendment to Regulation 40 of the Listing Regulations and SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022, listed companies shall issue the securities in dematerialised form only, while processing investor service request pertaining to issuance of duplicate share certificate; claim from Unclaimed Suspense Account; renewal/ exchange of securities certificates; endorsement; sub-division/splitting of share certificates; consolidation of securities certificates; including transmission and transposition. The securities holder/claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which is available on the Company's website under the weblink at [www.ntcind.com](http://www.ntcind.com) and on the website of the Company's RTA at <https://nichetechpl.com/downloads/>.
11. In order to continue its endeavour towards paperless communication, Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialised form.
12. As per the provisions of the Act, the facility for making nominations is available to the shareholders in respect of the equity shares held by them. Members holding shares in physical form may send their request in duly filled and signed prescribed Form SH-13 at Company's registered office address. This facility is made available folio wise to individual shareholders including joint holders and for the entire shares registered under the folio. Members holding shares in dematerialised form may contact and consult their respective depository participants (DP) for availing the nomination facility. Physical shareholders may also opt out of nomination by providing a declaration in Form ISR-3.
13. The Company has transferred to the Investor Education & Protection Fund, as per section 124 of the Act, all unclaimed/unpaid dividends for more than seven years. Further as per section 124 of the Act read with the rules made thereunder, all shares in respect of which dividend is unpaid/ unclaimed for a period of seven consecutive years shall also be transferred to IEPF.

As per the requirements of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules 2016'), the Company will be sending intimation to all the shareholders who had not claimed/encashed their dividends consecutively for the last seven years informing them that in the event those shareholders do not claim the same, the Company will be required to transfer the corresponding shares to the IEPF Demat Account prescribed under the IEPF Rules, 2016. The Company will also simultaneously publish notice in the leading newspapers in this regard and also upload the same on the "Investors Section" of the Company's website details of such shareholders and shares which are due for transfer to IEPF Demat Account.

14. 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.Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
15. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the 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.

16. The Company has designated an exclusive e-mail ID [investors@ntcind.com](mailto: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.
17. Members desirous of obtaining any information concerning Financial Statements and operations of the Company or any other matter to be placed at the meeting are requested to send their queries at an early date before the date of AGM, through email on [investors@ntcind.com](mailto:investors@ntcind.com). The same will be replied by the Company suitably.
18. All relevant documents referred to in this Notice and explanatory statement requiring the approval of the Members at the Meeting, Statutory Registers will be available for inspection in electronic mode without any fee. Members seeking to inspect such documents can send email at [investors@ntcind.com](mailto:investors@ntcind.com) mentioning their name, folio no / DP ID and Client ID along with a self-attested copy of their PAN card.
19. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
20. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 in Form ISR-1. The Form ISR-1 along with other prescribed forms are also available on the website of the Company at [www.ntcind.com](http://www.ntcind.com). Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Forms.

## 21. Voting through electronic means

In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to provide remote e-voting facility to the members to exercise their right to vote in respect of the resolutions to be passed at 32<sup>nd</sup> AGM by electronic means and the business may be transacted through e-voting services provided by the NSDL. The facility for 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 the NSDL.

- I. The remote e-voting period shall commence on Monday, 11<sup>th</sup> September, 2023 at 9:00 a.m. (IST) and will end on Wednesday, 13<sup>th</sup> September, 2023 at 5:00 p.m. (IST). During this period the members of the Company, holding shares either in physical form or in dematerialised form, as on Thursday, 7<sup>th</sup> September, 2023 (cut-off date for e-voting) may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by shareholder, the shareholder shall not be allowed to change it subsequently.
- II. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on 7<sup>th</sup> September, 2023 ('cut-off date') only shall be entitled to vote through remote e-voting and through voting at the AGM. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.
- III. The Board of Directors has appointed Mr. Raj Kumar Banthia, Practicing Company Secretary (ACS No. 17190, CP No. 18428) partner of MKB & Associates, as the scrutinizer to scrutinize the voting during the AGM and the remote e-voting process in a fair and transparent manner and required consent for such appointment has been received.
- IV. Members desiring to vote through remote e-voting and join virtual meeting may refer to the following steps:

**Step 1:** Access to NSDL e-Voting system

**Step 2:** Cast your vote electronically and join General Meeting on NSDL e-Voting system








## Step 1: Access to NSDL E-voting system

### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, individual members holding shares in dematerialised form can participate in the e-Voting process by way of a single login credential, through their demat accounts or websites of depositories/DPs. Members are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for **Individual shareholders holding securities in demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. NSDL IDeAS facility</b></p> <p><b>If the user is registered for the NSDL IDeAS facility:</b></p> <p>(a) Please visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</p> <p>(b) Once the homepage is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</p> <p>(c) 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.</p> <p>(d) Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</p> <p>(e) Click on options available against company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the e-Voting period.</p> <p><b>If the user is not registered for IDeAS e-Services:</b></p> <p>(a) Option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</p> <p>(b) Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>(c) Upon successful registration, please follow steps as given in points (a) to (e) above.</p> <p><b>2. Visit the e-Voting website of NSDL</b></p> <p>Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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.</p> <p>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
	<p><b>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.</b></p>

	<p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with <b>CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi/Easiest, they can login through their 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 <a href="https://web.cdslindia.com/myeasinew/home/login">https://web.cdslindia.com/myeasinew/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System <b>Myeasi</b>.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. CDSL. Click on CDSL to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>5. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:e-voting@nsdl.co.in">e-voting@nsdl.co.in</a> or contact at toll free no. 022 2499 7000 / 022 4886 7000 and 1800 1020 990 / 1800 22 4430.</p>
<p>Individual Shareholders holding securities in demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at toll free no.: 1800 22 55 33.</p>

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

## How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login i.e., Step 1. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your e-mail ID is not registered, then please follow the steps as mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system**

### **How to cast your vote electronically and join AGM on NSDL e-Voting system?**

- I. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- II. Select “EVEN” of the company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- III. Now you are ready for e-Voting as the Voting page opens.
- IV. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- V. Upon confirmation, the message “Vote cast successfully” will be displayed.
- VI. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **Login method for Shareholders holding securities in Physical form as well as in Demat mode is given below:**

PAN – Enter your 10-digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in CAPITAL letters and the 8-digits of the sequence number in their PAN field. In case the sequence number is less than 8-digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.

DOB or Bank Account Number – Enter the Bank Account Number or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account with the Depository or in the Company records for your folio.

If both the details are not recorded with the Depository or Company then please enter the member-id/folio number in the Bank Account Number details field.

### **General Guidelines for shareholders**

- I. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail [scrutinizermkb@gmail.com](mailto:scrutinizermkb@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- II. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e., 7<sup>th</sup> September, 2023, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. 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” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 4430 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the

Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM under **“Step 1 :Access to NSDL e-Voting system” (Above).**

- III. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- V. 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).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [investors@ntcind.com](mailto:investors@ntcind.com) or [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [investors@ntcind.com](mailto:investors@ntcind.com) or [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com). If you are an individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A)** i.e., Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders/Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**The instructions for members for e-voting on the day of the AGM are as under: -**

- a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/shareholders, who will be present at the AGM and have not casted their vote on the Resolutions through remote e-eoting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c) Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
- e) Members are requested to follow the instructions, if any, provided during the currency of the AGM for remote e-voting.

### **Instructions for members for attending the AGM through VC/OAVM are as under:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and shall be available for Members on first-come-first-served-basis.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at investors@ntcind.com latest by 5.00.p.m. (IST) on Wednesday, 13<sup>th</sup> September, 2023.
7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@ntcind.com latest by 5.00.p.m. (IST) on Wednesday, 13<sup>th</sup> September, 2023. The same will be replied by the company suitably.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
10. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
11. Members who need assistance before or during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990/1800 22 44 30/022- 4886 7000/022- 2499 7000.
12. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act read with the relevant AGM Circulars.

### **Other Instructions**

1. The Scrutinizer shall after the conclusion of voting at the meeting, first count the votes cast during the AGM 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. The Scrutinizer shall submit not later than 48 hours from 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.

2. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.ntcind.com](http://www.ntcind.com) and on the website of NSDL and also be displayed on the Notice Board of the Company immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be simultaneously communicated to the Stock Exchange where the shares of the Company are listed within 48 hours from the conclusion of the AGM.
3. The scrutinizer's decision on the validity of e-voting will be final.
4. The Notice of Annual General Meeting is being sent to the members, whose names appear in the Register of Members/ Depositories as at closing hours of business, on 4<sup>th</sup> August, 2023.
5. The resolutions shall be deemed to be passed on the AGM date i.e., 14<sup>th</sup> September, 2023, subject to receipt of the requisite number of votes in favour of the resolutions.

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

### **Item No. 3**

The existing Memorandum of Association ('MoA') of the Company are as per the erstwhile Companies Act, 1956 and contain reference to the provisions of erstwhile Companies Act, 1956 which have been amended in the Companies Act, 2013 under the new provisions. It is proposed to amend the MoA according to the provisions of the Companies Act, 2013 to bring them in line with reference to the prevailing sections.

Further, over the years, there have been significant developments/changes in technology, business practices, economic and commercial environment, both at the international and domestic level, which have led to emergence of various new business opportunities, both in manufacturing and service sectors. The Company is presently into the business of tobacco products. The Board feels that there are immense opportunities in the various other businesses and the said businesses can be conveniently and advantageously combined with the existing line of business of the Company. Therefore, it is also proposed to amend the Main Objects Clause of the Memorandum of Association to enable the Company to explore various suitable business opportunities and carry on such other businesses to expand its area of operations.

In terms of Sections 4, 13, 15 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the consent of the Members by way of Special Resolution is required for adoption of new set of MoA of the Company.

The Board recommends the resolution as set out at Item No. 3 to the shareholders for their approval as Special Resolution.

A draft copy of the MoA of the Company is available for inspection at the Company's registered office during official hours on all working days (excluding Saturdays, Sundays and Public Holidays) and is also open for inspection by the Members electronically upto the date of Annual General Meeting.

None of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 3 of the Notice.

### **Item No. 4**

The existing Articles of Association ('AoA') of the Company were originally adopted at the time of incorporation of the Company under the Companies Act, 1956. It is proposed to adopt a new set of AoA to make it consistent with the provisions of Companies Act, 2013 including the Rules framed thereunder (collectively 'the Act'). Though "Articles" as defined under Section 2(5) of the Act means AoA as originally framed or as altered from time to time, however, since the original AoA are no longer in full conformity with the now applicable provisions of the Act, it is perceived to be in the best interest of the Company to align the provisions of the AoA with the provisions of the Act.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

The proposed new draft Articles of Association is being uploaded on the Company's website for perusal by the shareholders. None of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, whether financially or otherwise, concerned or interested, in the resolution set out at Special Business Item No. 4 of the Notice.

The Board recommends the resolution as set out at Item No. 4 to the shareholders for their approval as Special Resolution.

**Item No. 5**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required other than wholly owned subsidiaries. In accordance with the provisions of Section 186 of the Companies Act, 2013 (the 'Act'), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only), as proposed in the Notice. No loan shall be given under this section at a rate of interest lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan. The above proposal is in the interest of the Company and the Board recommends passing the Special Resolution set out in Item No. 5 for the approval of members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 5 of the said notice. The Board recommends the resolution at Item no. 5 to be passed as Special Resolution.

**Item No. 6**

The Company had a record of earning profits and ploughing back its entire profit to its reserves. In order to earn a higher yielding opportunities your company is looking for opportunities to invest its idle funds. On the other hand M/s. RDB Realty & Infrastructure Limited ('RDBRIL') one of the related party of the Company approached M/s. ntc industries limited for financial backup in the form of working capital in pursuit of expansion of their Business. On that account, the Company had proposed to provide / provided an unsecured loan, upto a maximum limit of Rs. 100 Crore for each of the FY 2023-24 and FY 2024-25 at a rate of interest of 10% p.a. out of the surplus funds available with the Company.

Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), all related party transactions shall require prior approval of the Audit Committee and all material transactions with related parties require prior approval of the members of the Company through Ordinary Resolution. The proposed transaction shall be a Material Related Party Transaction being in excess of 10% of the annual consolidated turnover of the Company as per the last audited financial statements and hence, the approval of the Members will be required for the same.

It is therefore proposed to obtain the Members approval for the following arrangements/transactions/ contracts which may be entered into by the Company with the following, from time to time:

Name of the Related Party	Nature of relationship	Nature of Transaction, Material terms	Period of Transactions	Amount (INR in Cr)
RDB Realty & Infrastructure Limited	Related Party – Common Promoter	Loan / Advance provided/ to be provided	Financial Year 2023-24 and 2024-25	100 Cr per annum at interest of 10% p.a.

Members approval is also sought for ratification of transactions, if any, already done during the contract period.



The Audit Committee and Board have approved the aforesaid Related Party Transactions at their meetings held on 20<sup>th</sup> April, 2023 and 30<sup>th</sup> May, 2023, respectively. The following information as required pursuant to the SEBI Circular dated 22<sup>nd</sup> November, 2021 is provided below to the shareholders. Similar information has also been provided by the Management of the Company to the Audit Committee at its Meeting held on 20<sup>th</sup> April, 2023, for the approval of the proposed Material Related Party Transactions:

Sl. No.	Particulars	Details
1	Type, material terms and particulars of the proposed transaction	The Company and RDB Realty & Infrastructure Limited have entered into/propose to enter into the RPT i.e., grant of loan out of surplus funds at a rate of interest of 10% during each of the FY 2023-24 and FY 2024-25 for an aggregate value not exceeding Rs. 100 Crores.
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest	RDB Realty & Infrastructure Limited ('RDBRIL') - The Company is one of the Promoter Group of RDBRIL further, the promoters of both the companies are common hence, related to the Company as on the date of this Notice.
3	Tenure of the proposed transaction	Financial Year 2023-24 and 2024-25
4	Value of the proposed transaction	Rs. 100 Cr for each of the F.Y. 2023-24 and 2024-25
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	191.47%
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
a	Details of the source of funds in connection with the proposed transaction	Internal accruals of the Company.
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	Not Applicable
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Terms: Loan not exceeding Rs. 100 Crore for each of the F.Y. 2023-24 and 2024-25 Tenure: 2 years Interest Rate: 10% (or more, subject to the prevailing banking rates) Repayment schedule: within 1 month of recall of loan The above inter-corporate loan is unsecured.
d	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	In pursuit of expansion of Business, RDBRIL needs financial backup in the form of working capital.
7	Justification as to why the RPT is in the interest of the listed entity	In order to derive income from the idle funds and to make optimum use of funds, the Company has proposed to invest its idle fund for a better interest income contributing to the overall income of the Company.
8	A copy of the valuation or other external party report, if any such report has been relied upon	No such instance

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives is in any way concerned or interested, whether financially or otherwise, in the proposed Resolution.

Based on the recommendation of the Audit Committee, the Board of Directors recommends the Ordinary Resolution set out as Item No. 6 of the Notice for approval by the Members. Members may note that in terms of the provisions of the Listing Regulations, no Related Party shall vote to approve the Ordinary Resolution set out in Item No. 6 of the Notice, whether the entity is a Related Party to the particular transaction or not.

### **Item Nos. 7 and 8**

The Audit Committee and Board has approved the Related Party Transactions at their meetings held on 20<sup>th</sup> April, 2023 and 30<sup>th</sup> May, 2023, respectively. The following information as required pursuant to the SEBI Circular dated 22<sup>nd</sup> November, 2021 is provided below to the shareholders. Similar information has also been provided by the Management of the Company to the Audit Committee at its Meeting held on 20<sup>th</sup> April, 2023, for the approval of the proposed Material Related Party Transactions:

Sl. No.	Particulars	Related Party Transactions between NTCIL Infrastructure Private Limited ('NIPL') and RDB Realty & Infrastructure Limited	Related Party Transactions between NTCIL Real Estate Private Limited ('NREPL') and RDB Realty & Infrastructure Limited
1	Type, material terms and particulars of the proposed transaction	NIPL and RDB Realty & Infrastructure Limited have entered into/propose to enter into the RPT i.e., grant of loan out of surplus funds at a rate of interest of 10% during each of the FY 2023-24 and FY 2024-25 for an aggregate value not exceeding Rs. 50 Crores.	NREPL and RDB Realty & Infrastructure Limited have entered into/propose to enter into the RPT i.e., grant of loan out of surplus funds at a rate of interest of 10% during each of the FY 2023-24 and FY 2024-25 for an aggregate value not exceeding Rs. 50 Crores.
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest	RDB Realty & Infrastructure Limited ('RDBRIL') - The ntc industries limited is one of the Promoter Group of RDBRIL further, NIPL is a wholly owned subsidiary of ntc industries limited therefore covered as per revised definition of Related Party Transactions hence, NIPL is related to RDBRIL as on the date of this Notice.	RDB Realty & Infrastructure Limited ('RDBRIL') - The ntc industries limited is one of the Promoter Group of RDBRIL further, NREPL is a wholly owned subsidiary of ntc industries limited therefore covered as per revised definition of Related Party Transactions hence, NREPL is related to RDBRIL as on the date of this Notice.
3	Tenure of the proposed transaction	Financial Year 2023-24 and 2024-25	Financial Year 2023-24 and 2024-25
4	Value of the proposed transaction	Rs. 50 Cr for each of the F.Y. 2023-24 and 2024-25	Rs. 50 Cr for each of the F.Y. 2023-24 and 2024-25
5	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction  on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided	95.73% as per the Consolidated Turnover of ntc industries limited.  18.94% as per the Standalone Turnover of NIPL.	95.73% as per the Consolidated Turnover of ntc industries limited.  12.22% as per the Standalone Turnover of NREPL.
6	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		
a	Details of the source of funds in connection with the proposed	Internal accruals of the Company.	Internal accruals of the Company

	transaction		
<b>b</b>	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	Not Applicable	Not Applicable
<b>c</b>	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Terms: Loan not exceeding Rs. 50 Crore Tenure: 2 years Interest Rate: 10% or more (subject to the prevailing banking rates) Repayment schedule: within 1 month of recall of loan The above inter-corporate loan is unsecured	Terms: Loan not exceeding Rs. 50 Crore Tenure: 2 years Interest Rate: 10% or more (subject to the prevailing banking rates) Repayment schedule: within 1 month of recall of loan The above inter-corporate loan is unsecured
<b>d</b>	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	In pursuit of expansion of Business, RDBRIL needs financial backup in the form of working capital.	In pursuit of expansion of Business, RDBRIL needs financial backup in the form of working capital.
<b>7</b>	Justification as to why the RPT is in the interest of the listed entity	In order to derive income from the idle funds and to make optimum use of funds, the Company has proposed to invest its idle fund for a better interest income contributing to the overall income of the Company.	In order to derive income from the idle funds and to make optimum use of funds, the Company has proposed to invest its idle fund for a better interest income contributing to the overall income of the Company.
<b>8</b>	A copy of the valuation or other external party report, if any such report has been relied upon	No such instance	No such instance

Members approval is also sought for ratification of transactions, if any, already done during the contract period.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives is in any way concerned or interested, whether financially or otherwise, in the proposed Resolution.

Based on the recommendation of the Audit Committee, the Board of Directors recommends the Ordinary Resolution set out as Items No. 7 & 8 of the Notice for approval by the Members. Members may note that in terms of the provisions of the Listing Regulations, no Related Party shall vote to approve the Ordinary Resolutions set out in Items No. 7 & 8 of the Notice, whether the entity is a Related Party to the particular transaction or not.

**Details of Director Seeking Appointment/Re-Appointment at 32<sup>nd</sup> Annual General Meeting pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2:**

Name of Director	Mr. Tapan Kumar Chakraborty
DIN	09175798
Date of Birth and Age	15 <sup>th</sup> October, 1964 and 58 Years
Nationality	Indian
Qualification	Graduation
Relationship with other director/ KMP inter se	None
Date of first appointment on Board	22 <sup>nd</sup> May, 2021
Nature of expertise in specific functional area	Sales & Marketing of the products manufactured by the Company
Experience	32 years
Brief profile	Mr. Tapan Kumar Chakraborty is a graduate in arts from Calcutta. He is associated with the Company since last 32 years and is instrumental in company's marketing and distribution chain management. Under his guidance Company has created and developed many ways for distribution of its products in different parts of India. His experience and contribution to the Company is highly appreciable.
No. of equity shares held in the Company	Nil
List of other companies in which directorships are held	Nil
Committee Position held in ntc industries limited	Nil
Committee Positions in other Public Companies	Nil
No. of Board meetings attended during FY 2022-23	7 (Seven)
Shareholding in the Company	Nil
Terms and Conditions for appointment/reappointment	The tenure of Mr. Chakraborty was due to retire by rotation and being eligible he offered himself for re-appointment.
Listed entities from which he/she resigned in the past three years	Nil