



ntc industries limited

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

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CIN: L70109WB1991PLC053562

NOTICE OF POSTAL BALLOT

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

Dear Members,

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the '**Act**') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time (the '**Rules**'), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 and other related circulars issued by the Ministry of Corporate Affairs, Government of India ('**MCA**') (collectively referred to as '**MCA Circulars**'), Regulation 17(IC) and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**Listing Regulations**'), Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('**SS-2**') and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof), if any, **ntc industries limited** (the '**Company**') hereby seeks your approvals through Postal Ballot by way of remote electronic voting ('**e-voting**') for the matters appended below and forming part of this notice. The statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules pertaining to the said resolutions setting out the material facts and the reasons thereof forms a part of this Postal Ballot Notice (the '**Notice**' or '**Postal Ballot Notice**').

SPECIAL BUSINESS:

1. To approve the material related party transaction(s) to be entered between ntc industries limited & RDB Real Estate Constructions Limited, RDB Primarc Techno Park LLP and Ritudhan Suppliers Private Limited

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

"RESOLVED THAT pursuant to Regulation 23, 2(1)(zc) and any other applicable Regulations 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 pursuant to the approval of the Audit Committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for entering into contract(s)/arrangement(s)/agreements(s)/transaction(s) thereto, (whether by way of an individual transaction or transactions taken together with the previous transactions or series of transactions or otherwise undertaken / to be undertaken) with RDB Real Estate Constructions Limited, RDB Primarc Techno Park LLP and Ritudhan Suppliers Private Limited, related parties of the Company as per the provisions of the Listing Regulations, for providing loans, guarantee or security in connection with the loan or to acquire by way of subscription, purchase or otherwise, securities of the said companies or provide any other financial accommodation, for an aggregate value not exceeding Rs. 60,00,00,000/- (Rupees Sixty Crores only) at any point of time during the financial year 2024-25 and further till the date of 34th AGM of ntc industries limited to be held in the year 2025, on the terms and conditions as set out in the explanatory statement annexed to this notice."

"FURTHER RESOLVED THAT for the purpose of giving effect to the above, members of the Company do hereby accord its approval to the Board of Directors of the Company to finalize, execute, modify and amend all

agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things necessary and expedient to give effect to the above resolution on behalf of the Company.”

“FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / 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.”

2. To approve the material related party transaction(s) to be entered between NTCIL Real Estate Private Limited & RDB Real Estate Constructions Limited, RDB Primarc Techno Park LLP and Ritudhan Suppliers Private Limited

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

“RESOLVED THAT pursuant to Regulation 23, 2(1)(zc) and any other applicable Regulations 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 pursuant to the approval of the Audit Committee, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for contract(s)/ arrangement(s)/ agreements(s)/ transaction(s) thereto, (whether by way of an individual transaction or transactions taken together with the previous transactions or series of transactions or otherwise undertaken / to be undertaken) proposed to be entered into between NTCIL Real Estate Private Limited, a wholly owned subsidiary of the Company with RDB Real Estate Constructions Limited, RDB Primarc Techno Park LLP and Ritudhan Suppliers Private Limited, related parties of the Listed Holding Company i.e., ntc industries limited for providing loans, guarantee or security in connection with the loan or to acquire by way of subscription, purchase or otherwise, securities of the said companies or provide any other financial accommodation, for an aggregate value not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crores only) at any point of time during the financial year 2024-25 and further till the date of next AGM of the Company to be held in the year 2025, on the terms and conditions as set out in the explanatory statement annexed to this notice.”

“FURTHER RESOLVED THAT for the purpose of giving effect to the above, members of the Company do hereby accord its approval to the Board of Directors of the company to finalize, execute, modify and amend all agreements, documents and writings, make representations in respect thereof and seek approval from relevant authorities and to do all acts, deeds and things necessary and expedient to give effect to the above resolution on behalf of the Company.”

“FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee, Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / 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.”

By Order of the Board
ntc industries limited

Registered office:

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

Place: Kolkata

Date: 9th November, 2024

Sd/-
Anushree Chowdhury
Company Secretary &
Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') read with Rule 22 of the Companies (Management & Administration) Rules, 2014 (the 'Rules'), SEBI (ICDR) Regulations, 2018 and Secretarial Standard - 2 on General Meeting ('SS-2'), setting out the material facts concerning each item in respect of the business(es) to be transacted at the meeting is annexed to this Notice.

2. The Notice is being sent through email only and accordingly, the approval of the Members is being sought through remote e-voting. The Physical copies of the Notice along with Postal Ballot form and postage prepaid self-addressed business reply envelope are not being sent to the Members.

3. The Board of Directors at its meeting held on 9th November, 2024 has appointed Mr. Raj Kumar Banthia, Practicing Company Secretary (ACS No. 17190, CP No. 18428) partner of MKB & Associates as the 'Scrutinizer' to conduct the Postal Ballot process in a fair and transparent manner and required consent for such appointment has been received.

4. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rules, as amended, SS-2 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended, and Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September, 2023 and 09/2024 dated September 19, 2024 read with other circulars issued for this purpose from time to time, issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA Circulars'), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories / Registrar and Share Transfer Agent ('RTA') as on **Friday, 15th November, 2024** (the '**cut-off date**'). A person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purpose only. Further, the Company is providing facility to the Members to exercise votes through remote electronic voting system ('e-voting'). The communication of assent or dissent of the Members would only take place through the remote e-voting. Members are requested to carefully read the instructions in the notes for remote e-voting before casting their votes.

5. Members whose e-mail addresses are not registered as above can register the same in the following manner:

- a. Members holding shares in Physical mode and who have not registered/updated their email addresses, mobile number, bank details, postal address with PIN code etc. are requested to register/update the same by submitting duly filled in Form ISR-1 with supporting documents to the Company or to Niche Technologies Pvt Ltd, the Registrar & Share Transfer Agent (RTA) of the Company. Form ISR-1 can be downloaded from the following link:
https://nichetechpl.com/wpcontent/uploads/2023/03/Form_ISR-1.pdf
- b. Members holding shares in Dematerialised mode and who have not registered/updated their email addresses/mobile number are requested to register/update the same with their respective Depository Participants.

6. The Company has appointed NSDL to provide the E-Voting facility to the members of the Company to vote electronically. Instructions for remote E-Voting are provided below.

7. Voting period for E-Voting will commence from **Friday, 29th November, 2024 at 09:00 A.M. (IST)** and will end on **Saturday, 28th December, 2024 at 5:00 P.M. (IST)**. The remote e-voting shall be disabled by the NSDL for voting thereafter. Please note that once the vote on a resolution has been cast, the Members cannot change it subsequently.

8. Members may note that this Postal Ballot Notice will also be available on the Company's website www.ntcind.com, websites of the Stock Exchanges where the equity shares of the Company are listed i.e.

BSE at www.bseindia.com, CSE at www.cse-india.com, and on the website of NSDL at www.evoting.nsdl.com.

9. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on Friday, 15th November, 2024, being the cut-off date.

10. The Resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified for remote e-voting, i.e., Saturday, 28th December, 2024.

11. Members may contact Company Secretary of the Company, for any grievances relating to voting by electronic means through e-mail at investors@ntcind.com or Ms. Pallavi Mhatre, Senior Manager, NSDL, 301, 3rd Floor, Naman Chambers, G Block, Plot No- C32, Bandra Kurla Complex, Bandra East, Mumbai- 400051. E-mail: evoting@nsdl.com/pallavid@nsdl.com, Tel: 91 22 – 4886-7000.

12. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining the demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA).

13. The relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection by the members at the Registered Office and the copies thereof at the Corporate Office of the Company during normal business hours (between 11:00 A.M. to 1:00 P.M.) on all working days upto and including the date of declaration of the results of Postal Ballot. The relevant documents will be available for inspection electronically as well, during the abovementioned period. Members seeking to inspect such documents shall send an email to investors@ntcind.com mentioning their Name, Folio No./DP Id and Client ID and PAN.

14. The instructions for remote E-Voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

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 9th 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	1. NSDL IDeAS facility If the user is registered for the NSDL IDeAS facility: (a) Please visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. (b) Once the homepage is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. (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.

(d) Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page.

(e) Click on options available against company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the e-Voting period.

If the user is not registered for IDeAS e-Services:

(a) Option to register is available at <https://eservices.nsd.com>.

(b) Select “Register Online for IDeAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.

(c) Upon successful registration, please follow steps as given in points (a) to (e) above.

2. 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. 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.

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 & voting during the meeting.

3. Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with **CDSL**

- 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 <https://web.cdslindia.com/myeasinew/home/login> or www.cdslindia.com and click on New System **Myeasi**.
- 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.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account.
- After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> 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. 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. 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 & voting during the meeting.
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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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com / pallavid@nsdl.com or contact at no. 022 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free no.: 1800 21 09911.

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.nsdl.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.nsdl.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.nsdl.com.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 Members/Shareholders

1. 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 with a copy marked to evoting@nsdl.com. 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.

2. 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 to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders/Members and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on no.: 022 4486 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com/pallavid@nsdl.com

4. A Member cannot exercise his vote by proxy on postal ballot. All Members are requested to cast their votes only through remote e-voting as per the procedure provided herein.

5. The Resolution passed by the Members through postal ballot shall be deemed to have been passed as if it has been passed at a duly convened general meeting of the Members.

Process for those members whose e-mail addresses are not registered with the depositories for procuring user id and password and registration of e-mail addresses 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 or 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 or nichetechpl@nichetechpl.com. If you are an individual shareholder 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.com 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.

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting through remote e-voting unblock the votes cast through remote E-Voting and make, not later than two working days from the conclusion of the remote e-voting, a Scrutinizer's report of the total votes cast in favour and against, if any, to the Chairman of the Company or any other person authorised by the chairman.
2. The said results along with the Scrutinizer's Report would be intimated to BSE and CSE, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website and on the website of NSDL.
3. The scrutinizer's decision on the validity of e-voting will be final.
4. The Notice of Postal Ballot is being sent to the members, whose names appear in the Register of Members/ Depositories as at closing hours of business, on 15th November, 2024, being the cut-off date.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) and 110 OF THE COMPANIES ACT, 2013

Item No. 1

Section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party except with the consent of the Board and members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm's length basis. Further, 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 Company have a record of earning profits and ploughing back its entire profit to its reserves. In order to earn a higher yielding opportunity your company are looking for opportunities to invest its idle funds. On that account, the Company had proposed to enter into an arrangement i.e., grant of loans, guarantee or security in connection with the loan or to acquire by way of subscription, purchase or otherwise, securities or provide any other financial accommodation out of surplus funds at a rate of interest of 10% for the FY 2024-25 further till the date of 34th AGM of the Company to be held in the year 2025 for an aggregate value not exceeding Rs. 60 Crores to the following body corporates as mentioned below. These related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms' length. However, the same are covered under the provisions of Regulation 23 of the Listing Regulations and it is 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 Real Estate Constructions Limited ('RDBRECL')	Related Party – Common Promoter & Promoter Group	Loans, guarantee or security in connection with the loan or to acquire by way of subscription, purchase or otherwise, securities of the said companies or provide any other financial accommodation. In case of loans the rate of interest shall be 10% p.a.	Financial Year 2024-25 and further till the date of 34 th AGM of ntc industries limited to be held in the year 2025.	Aggregate value INR 60 Cr. Interest of 10% p.a. in case of loans.
RDB Primarc Techno Park LLP ('RDBPTPLLP')	Loka Properties Pvt Ltd, being one of the Promoter Group of the Company is having 51% partnership in the LLP.			
Ritudhan Suppliers Private Limited	There is no direct relationship with the Company. However,			

('RSPL')	RDB Real Estate Constructions Limited holds 99.29% of the shares of one of the Shareholder of RSPL who in turn holds 50% equity of RSPL hence they are deemed to be related to each other as associates.			
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The Audit Committee and Board of the Company have approved the aforesaid Related Party Transactions at their meetings held on 14th August, 2024, respectively. The following information as required pursuant to the SEBI Circular dated 22nd 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 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 transaction involves an arrangement i.e., grant of loan out of surplus funds at a rate of interest of 10% for the FY 2024-25 further till the date of 34 th AGM of the Company to be held in the year 2025 for an aggregate value not exceeding Rs. 60 Crores.
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest	<p>i. RDB Real Estate Constructions Limited ('RDBRECL') – Having Common Promoter & Promoter Group</p> <p>ii. RDB Primarc Techno Park LLP ('RDBPTLLP') - Loka Properties Pvt Ltd, being one of the Promoter Group of the Company is having 51% partnership in the LLP.</p> <p>iii. Ritudhan Suppliers Private Limited ('RSPL') - There is no direct relationship with the Company. However, RDBRECL holds 99.29% of the shares of one of the Shareholder of RSPL who in turn holds 50% equity of RSPL hence they are deemed to be related to each other as associates.</p>
3	Name of the director or key managerial personnel who is related, if any and nature of relationship.	Mr. Sharad Kumar Bachhawat, Non-Executive Independent Director of the Company is also Non-Executive Independent Director of RDB Real Estate Constructions Limited. His interest or concern or that of his relatives is limited only to the extent of his holding Directorship / Shareholding in both, if any.
4	Tenure of the proposed transaction	Financial Year 2024-25 till the date of 34 th AGM of the Company to be held in the year 2025.
5	Value of the proposed transaction	Aggregate value INR 60 Cr
6	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.	132% [(60 Cr / 45.42 Cr)*100]
7	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 and funds available with the Company
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or	No

	investments	
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. 60 Crore for the F.Y. 2024-25 and further till the date of 34 th AGM of the Company to be held in the year 2025. Tenure: 1 Year Interest Rate: 10% (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	For their working capital requirement
8	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.
9	A copy of the valuation or other external party report, if any such report has been relied upon	No such instance
10	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

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 and the Board of Directors the Ordinary Resolution set out as Item No. 1 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. 1 of the Notice, whether the entity is a Related Party to the particular transaction or not.

Item No. 2

Section 188 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no company shall enter into transactions with a Related Party except with the consent of the Board and members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm’s length basis. Further, 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.

Further, “related party transaction” means a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand. In the instant case NTCIL Real Estate Private Limited (‘NTCILRE’), the wholly owned subsidiary of the company is entering into transactions with RDB Real Estate Constructions Limited (‘RDBRECL’), RDB Primarc Techno Park LLP (‘RDBPTPLLP’) and Ritudhan Suppliers Private Limited (‘RSPL’), a related party of the listed holding entity. NTCILRE usually have a record of earning profits and ploughing back its entire profit to its reserves. In order to earn a higher yielding opportunity NTCILRE is looking for opportunities to invest its idle funds. On that account, it is proposed to enter into an arrangement i.e., grant of loans, guarantee or security in connection with the loan or to acquire by way of subscription, purchase or otherwise, securities of the said companies or provide any other financial accommodation out of surplus funds at a rate of interest of 10% for the FY 2024-25 further till the date of next AGM of the NTCILRE to be held in the year 2025 for an aggregate value not exceeding Rs. 20 Crores to the following body corporates as mentioned below.

These related party transactions do not fall under the purview of Section 188 of the Companies Act, 2013 being in the ordinary course of business and at arms’ length. However, the same are covered under the provisions of Regulation 23 and Regulation 2(1)(zc) of the Listing Regulations it is proposed to obtain the

Members approval for the following arrangements/transactions/ contracts which may be entered into by the NTCILRE 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 Real Estate Constructions Limited ('RDBRECL')	Related Party of Holding Company as explained above.	Loans, guarantee or security in connection with the loan or to acquire by way of subscription, purchase or otherwise, securities of the said companies or provide any other financial accommodation to be provided. In case of loans the rate of interest shall be 10% p.a.	Financial Year 2024-25 and further till the date of next AGM of NTCILRE to be held in the year 2025.	Aggregate value INR 20 Cr. Interest of 10% p.a. in case of loans.
RDB Primarc Techno Park LLP ('RDBPTPLLP')				
Ritudhan Suppliers Private Limited ('RSPL')				

The Audit Committee and Board of the ntc industries limited have approved the aforesaid Related Party Transactions at their meetings held on 14th August, 2024, respectively. The following information as required pursuant to the SEBI Circular dated 22nd 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 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 transaction involves an arrangement i.e., grant of loan out of surplus funds at a rate of interest of 10% for the FY 2024-25 further till the date of next AGM of the NTCILRE to be held in the year 2025 for an aggregate value not exceeding Rs. 20 Crores.
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest	<p>i. RDB Real Estate Constructions Limited ('RDBRECL') – Having Common Promoter & Promoter Group of the Holding Company.</p> <p>ii. RDB Primarc Techno Park LLP ('RDBPTPLLP') - Loka Properties Pvt Ltd, being one of the Promoter Group of the Holding Company is having 51% partnership in the LLP.</p> <p>iii. Ritudhan Suppliers Private Limited ('RSPL') - There is no direct relationship with the Holding Company. However, RDBRECL holds 99.29% of the shares of one of the Shareholder of RSPL who in turn holds 50% equity of RSPL hence they are deemed to be related to each other as associates.</p>
3	Name of the director or key managerial personnel who is related, if any and nature of relationship.	Mr. Sharad Kumar Bachhawat, Non-Executive Independent Director of the Holding Company is also Non-Executive Independent Director of RDB Real Estate Constructions Limited. His interest or concern or that of his relatives is limited only to the extent of his holding Directorship / Shareholding in both, if any.
4	Tenure of the proposed transaction	Financial Year 2024-25 till the date of next AGM of the NTCILRE to be held in the year 2025.
5	Value of the proposed transaction	Aggregate value INR 20 Cr
6	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is	294% [(20 Cr / 6.80 Cr)*100]

	represented by the value of the proposed transaction.	
7	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 and funds available with the Company
b	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	No
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. 20 Crore for the F.Y. 2024-25 and further till the date of next AGM of the NTCILRE to be held in the year 2025. Tenure: 1 Year Interest Rate: 10% (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	For their working capital requirement
8	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.
9	A copy of the valuation or other external party report, if any such report has been relied upon	No such instance
10	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

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 and the Board of Directors the Ordinary Resolution set out as Item No. 2 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. 2 of the Notice, whether the entity is a Related Party to the particular transaction or not.