



**ntc industries limited**

(AN ISO 9001-2015 COMPANY)

REGD. OFFICE : 149 B. T. ROAD, P.O. KAMARHATI, KOLKATA - 700 058, PH : +91 75950 46807 / 13

**15<sup>th</sup> September, 2023**

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai- 400 001  
*Scrip Code: 526723*

To,  
**The Calcutta Stock Exchange Ltd.**  
7, Lyons Range,  
Kolkata- 700 001  
*Scrip Code: 28044*

**Sub: Amendments to Memorandum of Association and Articles of Association of the Company**

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), we wish to inform you that subject to the statutory approvals as necessary in the following regard, the shareholders at their meeting held on Thursday, 14<sup>th</sup> September, 2023, have approved the following resolutions:

1. Alteration and Adoption of the Memorandum of Association as per Companies Act, 2013.
2. Adoption of new set of Articles of Association of the Company containing clauses in conformity with the provisions of Companies Act, 2013.

Further, subject to necessary approvals, as required, from the statutory authorities, the brief details of alteration / amendments in new MOA and AOA as required under Regulation 30 read with Part A of the Schedule III of the Listing Regulations is enclosed herewith and annexed as **Annexure –I**.

Thanking you,

Yours faithfully,

For **ntc industries limited**

**Anushree Chowdhury**  
**Company Secretary**  
**& Compliance Officer**

## Summary of amendments in the Memorandum of Association (MOA) of the Company

Sl. No.	Brief Changes
1.	The New MOA has been restructured and aligned with the provisions of Companies Act, 2013 (the 'Act').
2.	Changed the title of the MOA to effect the applicability of provisions of Act.
3.	Altered the title of Clause III (A) & III (B).
4.	<p>Existing Clause III (A) (Main Object) of the Memorandum of Association of Company has been amended by inserting sub-clause No. 3 and 4 after existing sub-clause No. 2:</p> <p><i>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.</i></p> <p><i>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.</i></p>
5.	<p>Existing Clause III (B) of the Memorandum of Association of Company has been amended by inserting new sub-clauses, after sub-clause 27 of Clause III(B):</p> <p><i>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.</i></p> <p><i>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,</i></p>



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	<p><i>regards and donations, but not by way of lottery.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>33. To merge, amalgamate or consolidate with any corporate body heretofore or hereafter create in such manner as may be permitted by law.</i></p> <p><i>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.</i></p>
6.	Existing Clause III (C) containing the "Other Objects" sub clause no. 1 to 51 be and is hereby deleted in full.
7.	Existing Clause IV containing Liability Clause have been 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."

## Summary of amendments in the Articles of Association (AOA) of the Company

Sl. No.	Brief Changes
1.	The New AOA has been restructured and aligned with the provisions of Companies Act, 2013 (the 'Act').
2.	In view of frequent changes, it was thought fit by the Board of Directors of the Company that certain clauses of the existing AOA of the Company should be amended/modified and certain new clauses should also be inserted or replaced in place of existing clauses of AOA to align the same with the prevailing provisions of the Act and rules made thereunder.
3.	The new AOA is substituted in place of the existing AOA is based on "Table-F" of the Act which sets out the model AOA for a company limited by shares.
4.	Provisions of the Act, which permit the Company to do certain acts when authorised by AOA, or, which require the Company to do acts in a prescribed manner unless the AOA otherwise provides, have been specifically included.
5.	References to the sections, sub-sections, clauses etc. of the Act, which have been amended are substituted with the new provisions of the Act.