



ntc industries limited

Regd. Office:-149, B.T. Road, Kamarhati, Kolkata -700 058
Phone: +91-3019 512 /513 /506

E-mail : investors@ntcind.com |www .ntcind.com| CIN: L70109WB1991PLC053562

Dear Member(s),

Notice of the Postal Ballot (Pursuant to Section 110 of the Companies Act, 2013)

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 (hereinafter referred as said Rules) that the resolutions set out hereunder are proposed to be passed as special resolutions by means of postal ballot and Electronic Voting (e-voting). The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the said resolutions is enclosed herewith for your consideration.

The Board of Directors of your Company have appointed Mr. Manoj Kumar Banthia, Practicing Company Secretary, (Membership no.11470, CP No. 7596) of MKB & Associates as the Scrutinizer for conducting the Postal Ballot and e-voting process.

You are requested to read carefully the instructions printed on the Postal Ballot Form and the Notice and return the said Form, completed and signed, in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before 6.00 p.m. on Monday, the 5th January, 2015. You also have the option to vote through e-Voting, the detailed procedure of which is set out in the Notice.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballots received in electronic and physical mode. The result of the voting will be announced by the Chairman of the Company or by such other person as may be authorized by him on Thursday, the 8th January, 2015 at 4.00 p.m. at the registered office of the Company. The result of the Postal Ballot and the scrutinizer's report will be displayed at the said address and posted on the Company's website www.ntcind.com and will be communicated to the Stock Exchange.

SPECIAL BUSINESS:

1. To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a), 188(1)(b) and other applicable provisions of the Companies Act, 2013 including any amendment thereto or re-enactment thereof, if any, for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to enter into the following transactions for sale of property to Related Parties as mentioned below:

Sl. No.	Nature of Transaction	Name of the Related Party	Name of Director/ KMP who is related	Nature of relationship	Amount
1.	Sale of Land & Buildings	NTCIL Infrastructure Private Limited	NA	Wholly owned subsidiary	3.75 Crores
2.	Sale of Land & Buildings	NTCIL Real Estate Private Limited	NA	Wholly owned subsidiary	12.00 Crores

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 including any amendment thereto or re-enactment thereof, if any, for the time being in force, the consent of the Company be and is hereby also accorded to the Board of Directors of the Company to enter into the transactions for sale of its property at Agarpara to M/s Arrow Vinimay Private Limited for an amount of Rs. 6.50 Crores.

RESOLVED FURTHER THAT all agreements, deeds, conveyance or writings executed or entered into for aforesaid sale of property, and all the acts, deeds and things, so far done by the Board in this respect upto date be and are hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to the transaction with the

related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

2. To consider and, if thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), consent of the Company be and is hereby accorded to Board of Directors (hereinafter called "the Board" which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to create mortgages/charges/hypothecation and/or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any, created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible or intangible assets, book debts and/or claims of the Company wheresoever situate, present and future and such charge to rank either first, pari-passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecations and other encumbrances created/to be created by the Company, in favour of Indian or Foreign Financial Institutions, Banks or other Lending Institution(s), and/or to such other persons, if any, ("lenders") to secure money/sums of moneys provided by such lenders, by way of Term Loans, Cash Credits, Overdrafts, Discounting of Bills, Inter Corporate Deposits, Commercial Papers or such other financial instruments permitted to be used by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses, to the Company or any other Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings as may be required in this regard and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to any other person.

3. To consider and, if thought fit, to pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to give loans or give any guarantee or security in connection with a loan to, or acquire the securities by way of subscription or purchase or otherwise of, any body corporate or company or any other entity including subsidiary/group companies, upto a sum of Rs.100 crores or equivalent amount in any other foreign currency, duly complying with the other requirements of Section 186, notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/or investments so far made or to be made may collectively exceed the limits/will exceed the limits prescribed under Section 186 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary inter-alia for execution of deeds/documents and for prescribing the limits for investment, loan, guarantee and security to be made or provided and to do all such acts, deeds and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings as may be required in this regard and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to any other person."

Date: 14.11.2014

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

By order of the Board of Directors
Sd/-Sunil Kumar Varma
Company Secretary

NOTES

1. An Explanatory statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, is annexed hereto.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on Friday, 14th November, 2014 which is the cut-off date.

3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and the Listing Agreement entered into with the Stock Exchanges, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. .
4. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Form may download the Form from the link www.evoting.nsdl.com or from the Investors' section on the Company's website www.ntcind.com.
5. Member(s) desiring to exercise vote by Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form. After completing the enclosed Postal Ballot Form, send the self-addressed Business Reply Envelope to the Scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent other than by regular post at the expenses of the registered member will also be accepted. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on Monday, the 5th January, 2015. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or Photocopy thereof is permitted.
6. In case a member desires to exercise vote by using e-voting facility, then he has to carefully follow the instructions given under the heading "Instructions" of Postal Ballot Form. He can use the facility and log in and vote on the resolutions on or before the end of the voting period i.e. Monday, the 5th January, 2015. whichever is earlier.
7. The Scrutinizer's decision on the validity of a Postal Ballot form shall be final.
8. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary, ntc industries limited, 149, B.T. Road, Kamarhati, Kolkata -7000058.

Explanatory Statement

(Pursuant to Section 102 (2) of the Companies Act, 2013)

Item No. 1

The Board of Directors in its meeting held on 22nd September, 2014 has approved transfer of its undertaking comprising of a portion of land and buildings acquired by the Company in terms of the order of the Hon'ble High Court dated 19th April 2006, to its wholly owned subsidiary and/or other parties as per the details given in the resolution. The members may further note that the Company has effected transfer/is in the process of transferring the said undertaking to the said parties for their better operations as approved by the Board.

The Company has been advised that such transfer of undertaking will attract the provisions of Section 180(1)(a) of the Companies Act, 2013 and in respect of transaction with the related parties also attract provisions of Section 188 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, and shall require approval of the shareholders by way of a Special Resolution.

Accordingly, the Board recommends the resolutions as set out in item No.1 of the Notice for your approval as Special Resolution.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

Item No 2

The borrowings/ proposed borrowings by the Company or any other group company, may be required to be secured by mortgage or charge on all or any of the movable or immovable or any other tangible and intangible assets / properties of the Company (both present & future), in favour of any lender including the financial institutions / banks / debenture trustees etc. in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s). The mortgage and / or charge on any of the movable and / or immovable or any other tangible and intangible assets / properties and / or the whole or any

part of the undertaking(s) of the Company requires approval of Shareholders by way of Special Resolution in terms of Section 180(1)(a) of the Companies Act, 2013.

Accordingly, the Board recommends the resolutions as set out in item No. 2 of the Notice for your approval as Special Resolution.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

Item No 3

Pursuant to the provision of section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the Company can make loans to, give guarantees, provide securities to and make investment in the security of any other person / other bodies corporate to the extent of the 60% of the Paid-up Capital and free reserve and security premium account or 100% of the free reserve and security premium account, whichever is higher, with the approval of the Board of Directors. Where the aggregate of the loans and investments made, guarantees given and securities provided exceeds the aforesaid limits, prior approval of the shareholders is required by way of special resolution.

The Company is constantly reviewing opportunities for expansion of its business operations either directly or through its holding/subsidiaries/ joint ventures / associate companies / other bodies corporate or person and, would therefore, be required to provide financial support by way of loan(s) and / or guarantee(s) and / or Security(ies) / investment in securities of any other person / holding / subsidiaries / joint venture / associate companies / other bodies corporate or otherwise, in order to achieve splendid financial flexibility and to enable optimal financial structuring.

Section 186 of the Companies Act, 2013, requires approval of the shareholders by way of a Special Resolution for making investment and loans, giving guarantee or providing security in or to bodies corporate beyond the limits specified in the said section.

Accordingly, the Board recommends the resolution as set out in item No. 3 of the Notice for your approval as Special Resolution.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding.

Date: 14.11.2014

Registered Office:

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

By order of the Board of Directors

Sd/-Sunil Kumar Varma

Company Secretary



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POSTAL BALLOT FORM

(Pursuant to Section 110 of the Companies Act, 2013)

Ballot No.:

1. Name and Registered Address of the :
sole/first named member
2. Name(s) of the Joint Member(s), if any :
3. Registered Folio No. / DP ID / Client ID :
4. Number of Shares held :

I/we hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the businesses stated in the Postal Ballot Notice dated 14th November, 2014 of the Company by sending my/our assent or dissent to the said resolution by placing the tick (✓) mark in the appropriate boxes below:

Item No.	Description	No. of shares	Please tick (✓) in the appropriate boxes	
			I/we assent to the resolution (FOR)	I/we assent to the resolution (AGAINST)
1.	Special Resolution under Section 180(1)(a) and 188(1)(b) of the Companies Act, 2013 to sell, transfer or otherwise dispose off property at Agarpara to Related & Other Parties.			
2.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to create mortgages/charges/hypothecation and/or other encumbrances on the properties of the Company.			
3.	Special Resolution under Section 186 of the Companies Act, 2013 to make investment/loan and/or give guarantee/security.			

Place:

Date:

(Signature of the Member/Authorized Representative)
(As per instruction overleaf)

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User Id	Password

NOTE: Please read the instructions carefully which is printed overleaf before exercising your vote.

INSTRCUTIONS:

- 1) A member desiring to exercise his/her vote by postal ballot may complete this Postal Ballot Form (hereinafter called the 'Form') and send it to the Scrutinizer at the address in the attached self-addressed Business Reply Envelope. The postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited with the Company in person or if sent by courier at the expenses of the shareholder, shall also be accepted by the Company.
- 2) There shall be one Postal Ballot for every Folio/Client ID irrespective of the number of the joint holder. A proxy shall not exercise the postal ballot.
- 3) The Form should be completed and signed by the registered member. In case of joint share holding, the Form should be completed and signed by the first named member and in his/her absence, by the next named member.
- 4) The signature of the member in the Form should be exactly similar to the specimen signature available on the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.
- 5) In case of minors, the Form should be signed by the natural guardian of the minor as per the records of our Registrar and Share Transfer Agent or the concerned Depository, as the case may be.
- 6) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
- 7) Unsigned Forms will be rejected. The scrutinizer's decision on the validity of the Form shall be final and binding.
- 8) A Member may request for duplicate Postal Ballot Forms, if so required. However, duly completed Forms should reach the Company/Scrutinizer not later than by the close of working hours of Monday, the 5th January, 2015. Forms received after this date will be strictly treated as if the reply from such member has not been received.
- 9) Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members by the close of working hours of Friday, 14th November, 2014.
- 10) Members are requested not to send any other paper along with the Form in the enclosed self-addressed postage prepaid envelope, as such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- 11) The Scrutinizer will finalize his report on the scrutiny of the Forms received and submit his report to the Chairman of the Company. The decision of the Chairman on the basis of the said report shall be final, conclusive and binding. The result of the postal ballot finalized as above will be placed on the Notice Board of the Company at its Registered Office on Thursday, the 8th January, 2015 at 4.00 p.m. and will also be posted on the Company's website www.ntcind.com.
- 12) The date of declaration of postal ballot result will be taken as the date of passing of resolutions.

13) E-VOTING

(A) In case of Members receiving the Postal Ballot Form by E-mail:

- i) Open e-mail and open PDF file viz; "**ntcil e-Voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iii) Click on "Shareholder – Login".
- iv) Insert user ID and password as initial password noted in step 13 (A) (i) above. Click "Login".
- v) "**Password change**" menu appears. **Change the password** with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
- vii) Select "EVEN" (Electronic Voting Event Number) of **ntc industries limited**.
- viii) Now you are ready for e-Voting as "Cast Vote" page opens.
- ix) Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
- x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(B) In case of Members receiving Postal Ballot Form by Post:

- i) User ID and initial password is provided at the bottom of the Postal Ballot Form.
 - ii) Please follow all steps from Sr. No. 13 (A) (ii) to (xi) above, to cast your vote.
- (C) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.
- (D) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website: www.evoting.nsdl.com.
- (E) The period for e-voting starts from 10:00 a.m. on Sunday, the 7th December, 2014 and shall end at 6:00 p.m. on Monday, the 5th January, 2015. E-voting shall be disabled by NSDL at 6:00 p.m. on Monday, the 5th January, 2015.