



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

23rd December, 2024

To,
BSE Limited
P. J. Towers, Dalal Street
Mumbai- 400 001
Scrip Code: 526723

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

Sub: Outcome of Board Meeting under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

This is in furtherance to the intimation given by the Company on 3rd October, 2024 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), we wish to inform you that the Board of Directors of the Company at its meeting held today i.e., on 23rd December, 2024, has inter-alia, approved and taken on record the following:-

1. allotment of equity shares upon conversion of 1,25,000 (One Lakh Twenty Five Thousand) warrants out of remaining 3,25,000 (Three Lakhs Twenty Five Thousand) warrants into equivalent equity shares of face value of Rs. 10/- each, to "Non Promoters/Public Category" on preferential basis, upon receipt of an amount aggregating to Rs. 1,40,62,500 (Rupees One Crore Forty Lakh Sixty Two Thousand and Five Hundred only) at the rate of Rs.112.5/- per warrant i.e., the remaining 75% of the issue price of the warrant, from the allottee pursuant to the exercise of their rights of conversion into equity shares in accordance with the provisions of the SEBI (ICDR) Regulations, 2018. The details of the allottee is enclosed herewith as **Annexure I**.

Consequent to this conversion of warrants/allotment of Equity Shares, the issued and paid up capital of the Company stands increased to Rs. 14,31,90,000 (Rupees Fourteen Crores Thirty One Lakhs and Ninety Thousand Only) consisting of 1,43,19,000 equity shares of Rs. 10/- each. The new equity shares so allotted, shall rank pari-passu with the existing equity shares of the Company.

Further, we would like to inform that 2,00,000 (Two Lakhs) warrants remain pending for conversion and the warrant holders are entitled to get their warrants converted into Equity Shares of the Company by paying remaining 75% of the amount within 18 months from the date of warrant allotment.

Details required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No.'s SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated July 13, 2023 and CIR/CFD/CMD/4/2015 dated September 9, 2015, is provided in **Annexure II**.

2. appointment of Ms. Moumita Ghosh (DIN: 10874329), Mr. Samprati Kamdar (DIN: 09615765) and Mr. Niraj Sinha (DIN: 06979287) as Additional Directors of the Company in the category of Non-executive Independent, for a period of 5 (five) years with effect from 23rd December, 2024, as recommended by the Nomination & Remuneration Committee, subject to the approval of the Shareholders in the ensuing general meeting to be held within three months from the date of appointment.



The details as required under the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 including their brief profile are attached herewith as **Annexure III**.

3. that Mr. Binod Kumar Anchalia (DIN: 10480259) and Mr. Pallab Bhadra (DIN: 10456082) vide their letters dated 23rd December, 2024 have tendered their resignation as Non-executive Independent Director of the Company with effect from the close of business hours of 23rd December, 2024. The Board of Directors of the Company noted their communication and appreciates the services rendered by them during their tenure served. Mr. Anchalia and Mr. Bhadra in their letters have also confirmed that there are no other material reasons for their resignation other than those mentioned in the letter.

The Board further noted that Ms. Vembi Krishnamurthy Radha (DIN: 07141131) being Non-Executive Non Independent Woman Director has also resigned from the Board of the Directors of the Company effective today owing to her advancing age and that she needs to devote more time to personal and family commitments. She also confirmed that there are no other material reasons for her resignation other than those mentioned in the letter.

The resignation letters with reason as indicated is enclosed as **Annexure IV**

The requisite disclosure as required as per the requirement of Regulation 30 read with Schedule III, Para A, Clause (78) of Listing Regulations read with SEBI Circular No. CIR/C_FD/CMD/4/2015 dated 9th September, 2015 is attached herewith as **Annexure V**.

4. approved the reconstitution of the following Committees of the Board of Directors with effect from 23rd December, 2024. The category of directors shall change from Additional Director to Director post approval of the shareholders at the ensuing general meeting:

A. Audit Committee:

Name	Designation	Category
Mr. Niraj Sinha	Chairman	Additional Director (Non-executive, Independent)
Ms. Moumita Ghosh	Member	Additional Director (Non-executive, Independent)
Mr. Sharad Kumar Bachhawat	Member	Non-executive, Independent Director

B. Nomination & Remuneration Committee:

Name	Designation	Category
Mr. Niraj Sinha	Chairman	Additional Director (Non-executive, Independent)
Ms. Moumita Ghosh	Member	Additional Director (Non-executive, Independent)
Mr. Sharad Kumar Bachhawat	Member	Non-executive, Independent Director

C. Stakeholders Relationship Committee:

Name	Designation	Category
Mr. Niraj Sinha	Chairman	Additional Director (Non-executive, Independent)
Ms. Moumita Ghosh	Member	Additional Director (Non-executive, Independent)
Mr. Sharad Kumar Bachhawat	Member	Non-executive, Independent Director

D. Corporate Social Responsibility Committee:

Name	Designation	Category
Mr. Niraj Sinha	Chairman	Additional Director (Non-executive, Independent)



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Mr. Moumita Ghosh	Member	Additional Director (Non-executive, Independent)
Mr. Avijit Maity	Member	Executive Managing Director

The meeting commenced at 04:30 p.m. and concluded at 06:45 p.m.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

For ntc industries limited

Anushree Chowdhury
Company Secretary
& Compliance Officer



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Annexure-I

List of Allottees:

Name of Allottee(s)	Nos. of Warrants Allotted	Nos. of Warrants held before conversion	Nos. of Warrants applied for conversion	Amount(Rs.) received being 75% of the issue price per warrant	No. of equity shares of face value of Re. 10/- each allotted, upon conversion	No of warrants pending for conversion
Category: Non-Promoters						
Jatan Investments	75,000	75,000	75,000	84,37,500	75,000	-
Jatan Ventures	50,000	50,000	50,000	56,25,000	50,000	
Total	1,25,000	1,25,000	1,25,000	1,40,62,500	1,25,000	-

Annexure-II

The details as required under Regulation 30 of SEBI Listing Regulations read with relevant SEBI Circular are as under:

S. No.	Particulars	Description																												
1	Type of securities issued	Equity Shares pursuant to conversion of warrants.																												
2	Type of issuance	Preferential allotment																												
3	Total number of securities issued or the total amount for which the securities issued (approximately)	1,25,000 (One Lakh Twenty Five Thousand) warrants convertible into equivalent equity shares of the Company having face value of 10/- each, ranking pari-passu with the existing equity shares of the Company, at a price of Rs. 150/- (including premium of Rs. 140/- each) upon receipt of balance amount "Warrant Exercise Price" aggregating to Rs. 1,40,62,500/-.																												
Additional information in case of preferential issue:																														
i.	Name of the Investors	Jatan Investments and Jatan Ventures																												
ii.	Post allotment of securities – Outcome of the subscription, Issue price / allotted price (in case of convertibles), Number of investors	<table border="1"> <thead> <tr> <th rowspan="2">Name of Allottee(s)</th> <th colspan="2">Pre issue Equity holding</th> <th rowspan="2">No. of Shares Allotted upon conversion of warrants</th> <th colspan="2">Post issue Equity Holding after exercise of Warrants</th> </tr> <tr> <th>No. of Shares</th> <th>%</th> <th>No. of Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td colspan="6">Non Promoters:</td> </tr> <tr> <td>Jatan Investments</td> <td>-</td> <td>-</td> <td>75,000</td> <td>75,000</td> <td>0.523</td> </tr> <tr> <td>Jatan Ventures</td> <td>-</td> <td>-</td> <td>50,000</td> <td>50,000</td> <td>0.349</td> </tr> </tbody> </table>	Name of Allottee(s)	Pre issue Equity holding		No. of Shares Allotted upon conversion of warrants	Post issue Equity Holding after exercise of Warrants		No. of Shares	%	No. of Shares	%	Non Promoters:						Jatan Investments	-	-	75,000	75,000	0.523	Jatan Ventures	-	-	50,000	50,000	0.349
		Name of Allottee(s)		Pre issue Equity holding			No. of Shares Allotted upon conversion of warrants	Post issue Equity Holding after exercise of Warrants																						
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iii.	Issue Price	<p>25,75,000 Warrants had been allotted on 3rd October, 2024 carrying a right to subscribe to one Equity Share per warrant on receipt of 25 % of the Issue price i.e., Rs. 37.5/- per warrant amounting to Rs. 9,65,62,500.</p> <p>Now, 1,25,000 Equity Shares have been allotted on receipt of balance amount i.e., Rs. 1,40,62,500/- (being 75% of the total consideration value) from the allottees mentioned above.</p>
iv.	Number of investors	Two
v.	In case of convertibles — intimation on conversion of securities or on lapse of the tenure of the instrument;	<p>The tenure of the warrants shall not exceed 18 (eighteen) months from the date of allotment. Each warrant shall carry a right to subscribe 1 (one) Equity Share per warrant, which may be exercised in one or more tranches during the period commencing from the date of allotment of warrants until the expiry of 18(eighteen) months.</p> <p>An amount equivalent to 25% of the Warrant Issue Price has been received at the time of subscription and warrants were allotted. The balance 75% shall be payable by the Warrant holder(s) on the exercise of Warrant(s);</p> <p>In the event that, a warrant holder does not exercise the warrants within a period of 18 (Eighteen) months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrant holders on such Warrants shall stand forfeited by the Company.</p>



Annexure III

Appointment of Directors

Sl No.	Particulars	Moumita Ghosh	Samprati Kamdar	Niraj Sinha
1.	Reason for change viz. appointment, resignation, cessation, removal, death or otherwise	Appointed as Additional Director in the category of Non-Executive Independent Director	Appointed as Additional Director in the category of Non-Executive Independent Director	Appointed as Additional Director in the category of Non-Executive Independent Director
2.	Appointment Details & Term	with effect from 23 rd December, 2024 to hold office for the period 5 (five) years, subject to the approval of Shareholders.	with effect from 23 rd December, 2024 to hold office for the period 5 (five) years, subject to the approval of Shareholders.	with effect from 23 rd December, 2024 to hold office for the period 5 (five) years, subject to the approval of Shareholders.
3.	Brief Profile (in case of appointment)	<i>Annexed separately as Annexure III(A)</i>		
4.	Relationship between Directors of the Company	None	None	None
5.	Qualification	B.Com, MBA and Masters in Fintech	B.Com(H) and Chartered Accountant	Graduate
6.	Information as required pursuant to Circular No. LIST/COMP/14/2018- 19 issued by BSE Limited	Ms. Moumita is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Kamdar is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.	Mr. Sinha is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.



Annexure III(A) - Brief Profile

1. Samprati Kamdar

Mr. Samprati Kamdar is a Chartered Accountant with extensive expertise in finance and entrepreneurship. As the Founder of Samvik Power Pvt. Ltd., a dynamic Solar EPC startup, he has been instrumental in delivering end-to-end solutions for solar plant installations, enabling clients to significantly optimize their electricity costs.

With a strong foundation in finance, Mr. Kamdar specializes in evaluating investment proposals and conducting detailed valuations, showcasing his analytical acumen and strategic foresight.

His exceptional skills in business development and networking have been pivotal in his entrepreneurial journey. Driven by the belief that these are the cornerstones of any successful venture, he combines financial proficiency with a visionary approach to drive sustainable growth and innovation.

2. Moumita Ghosh

Ms. Moumita Ghosh is a seasoned management professional with 16 years of diverse experience spanning banking sales, marketing, and operations. Currently serving as a Business Development Consultant in the healthcare and financial industries, she brings a wealth of knowledge and strategic insight to her role. She is a qualified B.Com, MBA and a Masters in Fintech.

Her expertise lies in driving growth, building client relationships, and implementing innovative solutions that create value across industries. With a proven track record of excellence, Ms. Ghosh is committed to fostering sustainable business development and operational success.

3. Niraj Sinha

Mr. Niraj Sinha is a seasoned professional with over 19 years of experience in the automobile industry. He began his career in 2005 and has since played a pivotal role in driving growth and operational excellence within the organizations he has been a part of.

During his tenure, he contributed significantly to establishing a TATA Motors dealership, which became a key player in the region. Through his leadership and strategic initiatives, the company was later awarded a Hyundai dealership in Purba Midnapur. This dealership is now recognized as the most popular and high-performing one in the Midnapur district.

Mr. Sinha's expertise in dealership management and his ability to foster growth have been instrumental in achieving outstanding performance within the automobile sector.

Binod Kumar Anchalla
Purba Para, Barisha (p),
East Midnapore
West Bengal- 721 134

To,
The Board of Directors
NTC Industries Limited
149, B, T, Road, Kamarhati,
Kolkata - 700 058

Dear Sir(s),

Sub: Resignation from the post of Independent Director of the Company

This is to inform the Board that due to some personal reasons and on account of other professional commitments, I am hereby resigning from the post of Non- Executive Independent Director of the Company with immediate effect. I hereby confirm that there are no material reasons for my resignation other than those mentioned above.

I take this opportunity to thank the other Directors on the Board and senior executives of the Company for the support and co-operations extended during the period of my association with the Company. I confirm that my resignation is not due to any disagreement with the Board or the management of the company, and there are no other matters that need to be brought to the attention of the shareholders or regulatory authorities.

I wish the company continued success in its endeavours and remain hopeful that its vision and objectives will be met with resounding success.

Kindly acknowledge the receipt of this letter and arrange to submit the necessary forms/ intimate/inform the office of the Registrar of Companies, Kolkata and such other authorities, as may be necessary in this regard.

I wish you and the company the very best going forward.

Thanking you,

Sincerely,

Binod Anchalla

Binod Kumar Anchalla
DIN: 10480259

Place: Kolkata
Date: 23.12.2024

For NTC INDUSTRIES LIMITED

Arijit Maity
Director

*Received & Accepted
on 23/12/2024.*

Pallab Bhadra
B A 15/6, Deshbandhunagar, Baguiati
Rajarhat Gopalpur(m), North 24 Parganas,
West Bengal- 700 059

To,
The Board of Directors
NTC Industries Limited
149, B, T, Road, Kamarhati,
Kolkata - 700 058

Sub: Resignation from the post of Independent Director of the Company

Dear Members of the Board,

I am writing to formally resign from my position as an Independent Director of ntc industries limited, effective immediately. This decision comes after thoughtful consideration of my personal priorities and professional commitments.

It has been an enriching experience to serve on the Board and contribute to the company's governance and strategic objectives. I would like to clarify that my resignation is not due to any disagreement or issues with the Board, management, or policies of the company. Additionally, there are no matters requiring disclosure to the shareholders or regulators arising from my resignation.

I remain confident in the company's vision and trajectory and wish the company continued success in all its endeavors. If there is anything I can do to assist during this transition, please do not hesitate to let me know.

Thank you once again for the trust and confidence you have placed in me during my tenure.

Warm regards,

Pallab Bhadra

Pallab Bhadra
DIN: 10456082

Place: Kolkata
Date: 23.12.2024

For NTC INDUSTRIES LIMITED
Arijit Maity
Director

Received & Accepted
@ 23/12/2024.

Vembi Krishnamurthy Radha
11A, Tara Road,
Kolkata- 700 029,
West Bengal, India

To,
The Board of Directors
NTC Industries Limited
149, B, T, Road, Kamarhati,
Kolkata - 700 058

Sub: Resignation from the post of Director of the Company

Dear Members of the Board,

I am writing to formally tender my resignation as a Director on the Board of ntc industries limited with immediate effect.

After careful consideration, I have decided to step down from my role, given my advancing years and the need to devote more time to personal and family commitments. This decision comes with a deep sense of gratitude for the opportunity to serve on the Board as Non- Executive and Non-Independent Director and contribute to the growth and governance of the Company.

I want to assure you that my resignation is not due to any disagreement with the Board, the management, or the policies of the company. I remain confident in the company's future and its ability to achieve its strategic goals.

It has been a privilege to work alongside such talented and dedicated individuals. I extend my heartfelt thanks to the Board, the management, and all my colleagues for their support and collaboration during my tenure.

Please do not hesitate to reach out if I can assist in any way during the transition. I wish ntc a continued success in all its endeavors.

Kindly acknowledge the receipt of this letter and arrange to submit the necessary forms/ intimate/inform the office of the Registrar of Companies, Kolkata and such other authorities, as may be necessary in this regard.

Thanking you,
Sincerely,

V. K. Radha

Vembi Krishnamurthy Radha
DIN: 07141131

Place: Kolkata
Date: 23.12.2024

For NTC INDUSTRIES LIMITED

Arijit Maiti
Director

(Received & Accepted
on 23.12.24)



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Annexure V

Details of Resigning Directors

Sl No.	Particulars	Mr. Binod Kumar Anchalia (DIN: 10480259)	Mr. Pallab Bhadra (DIN: 10456082)	Ms. Vembi Krishnamurthy Radha (DIN: 07141131)
1.	Reason for change viz. appointment, cessation, resignation, removal, death or otherwise	Resignation as the Independent Director of the Company	Resignation as the Independent Director of the Company	Resignation as the Director of the Company
2.	Date of Cessation / Resignation	23 rd December, 2024 (close of business hours)	23 rd December, 2024 (close of business hours)	23 rd December, 2024 (close of business hours)
3.	Other Directorships in listed entities and Category of Directorship	Nil	Nil	Nil
4.	Membership of board committees	NTC Industries Limited Audit Committee: Chairman NRC Committee: Chairman SRC Committee: Chairman CSR Committee: Member	NTC Industries Limited CSR Committee: Chairman	NTC Industries Limited Audit Committee: Member NRC Committee: Member SRC Committee: Member