



ntc industries limited

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

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

CIN: L70109WB1991PLC053562

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of **ntc industries limited** will be held on **Wednesday, 29th April 2026** at **11:30 a.m.** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') to transact the following business(es):

SPECIAL BUSINESSES:

- 1. To approve the material related party transaction(s) to be entered between ntc industries limited & RDB Infrastructure and Power Limited, RDB Real Estate Constructions Limited, RDB Primarc Techno Park LLP, Ritudhan Suppliers Private Limited, Loka Properties Private Limited, Ankur Constructions Pvt Ltd, Veekay Apartments Pvt Ltd, Somani Estates Private Limited, Shashvata Distributors Private Limited and Nextel Constructions LLP.**

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/agreements(s)/transaction(s) thereto, (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise undertaken / to be undertaken) with RDB Infrastructure and Power Limited, RDB Real Estate Constructions Limited, RDB Primarc Techno Park LLP, Ritudhan Suppliers Private Limited, Loka Properties Private Limited, Ankur Constructions Pvt Ltd, Veekay Apartments Pvt Ltd, Somani Estates Private Limited, Shashvata Distributors Private Limited and Nextel Constructions LLP (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. 200,00,00,000/- (Rupees Two Hundred Crores only) at any point of time during the financial year 2026-27 on the terms and conditions as set out in the explanatory statement annexed to this notice and subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the herein above companies."

"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.

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

Limited, Ankur Constructions Pvt Ltd, Veekay Apartments Pvt Ltd, Somani Estates Private Limited, Shashvata Distributors Private Limited and Nextel Constructions LLP.

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 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 Infrastructure and Power Limited, RDB Real Estate Constructions Limited, RDB Primarc Techno Park LLP, Ritudhan Suppliers Private Limited, Loka Properties Private Limited, Ankur Constructions Pvt Ltd, Veekay Apartments Pvt Ltd, Somani Estates Private Limited, Shashvata Distributors Private Limited and Nextel Constructions LLP (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. 100,00,00,000/- (Rupees One Hundred Crores only) at any point of time during the financial year 2026-27 on the terms and conditions as set out in the explanatory statement annexed to this notice and subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the herein above companies.”

“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.

3. Authorization under Section 185 of the Companies Act, 2013

To consider and, if thought fit, to pass with or without modification(s), if any, the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) and relevant rules made thereto (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and pursuant to the recommendation of the Audit Committee, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including any loan represented by a book debt to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Financial Assistance/ Loan taken/to be taken/ availed/ to be availed by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other as specified in sub-section 2 of Section 185 of the Act and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested such that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed Rs. 200 Crores (Rupees Two Hundred Crores Only) provided that such loans, advances, securities and/or corporate guarantee, as the case may be, are utilized by the borrowing company for its principal business activities only.”

“FURTHER RESOLVED THAT keeping the best interest of the Company in view, any approval accorded by the Board of Directors and shareholders of the Company under Section 185 of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders thereof.”

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any of the Directors or Company Secretary of the Company, be and are hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

4. To Approve the material related party transaction(s) with Mochan Food Processors 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 the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force, if any), and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (“Board”), for entering into and / or carrying out transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with Mochan Food Processors Private Limited a related party of the Company, as per the details set out in the explanatory statement annexed to this notice

RESOLVED FURTHER THAT the said transaction(s) shall be undertaken in the ordinary course of business and on an arm’s length basis, during the financial year 2026-27 on such terms and conditions as may be mutually agreed between the parties.

RESOLVED FURTHER THAT the goods so procured from Mochan Food Processors Private Limited shall be utilized for export business operations of the Company, and the pricing, quality, and commercial terms shall be comparable with prevailing market standards.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby authorized to finalize the terms and conditions, execute purchase orders/agreements, and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.”

By Order of the Board
ntc industries limited

Registered office:

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

Place: Kolkata

Date: 30.03.2026

Sd/-
Tanya Bansal
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 (LODR) Regulations, 2015 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 Board of Directors at its meeting held on 30th March 2026 had appointed Ms. Prachi Bhartia, Practicing Company Secretary (ACS No. 53022, CP No. 22964) as the 'Scrutinizer' to scrutinize the remote e-voting process and voting during EGM in a fair and transparent manner and required consent for such appointment has been received.

3. In compliance with the provisions of Sections 100 and 108 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, 09/2024 dated September 19, 2024 and 03/2025 dated 22 September 2025 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'), the Company is convening the Extra-Ordinary General Meeting ('EGM') through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'). The deemed venue for the EGM will be the Registered Office of the Company, i.e., 149, B.T. Road, Kamarhati, Kolkata – 700 058.

4. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. The businesses set out in this Notice will also be transacted through electronic voting system and the Company is providing facility for voting by electronic means through National Securities Depository Limited ('NSDL'). Instructions and other information relating to e-voting are given in this Notice under Note no. 20. The Company will also send communication to the members relating to remote e-voting which inter-alia would contain details about User ID and password, separately.

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

6. In case of joint shareholders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

7. Members holding shares in dematerialized form are requested to intimate immediately any change in their email ID or address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members are also requested to notify any change in their email ID or bank mandates or address to the Company/RTA and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the Company/RTA. Physical shareholders are also requested to update their KYC (including e-mail ID and mobile numbers) and other relevant details through Form ISR-1 and Form ISR-2, as the case maybe, if not done yet. The format of the abovementioned forms is available on the Company's website under the weblink at <https://www.ntcind.com/wp-content/uploads/2023/02/Information-for-Shareholders-holding-shares-in-Physical-Form.pdf> and on the website of the Company's RTA at <https://nichetechpl.com/downloads/>.

8. Pursuant to the amendment to Regulation 40 of the Listing Regulations and SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022, listed companies shall issue the securities in dematerialized form only, while processing investor service request pertaining to issuance of duplicate share certificate; claim from Unclaimed Suspense Account; renewal/ exchange of securities certificates; endorsement; sub-division/splitting of share certificates; consolidation of securities certificates; including transmission and transposition. The securities holder/claimant are, accordingly, required to submit

duly filled-up Form ISR-4, the format of which is available on the Company's website at www.ntcind.com and on the website of the Company's RTA at <https://nichetechpl.com/downloads/>.

9. The Members whose unclaimed shares/ dividends have been transferred to IEPF may make an application for claiming the same to the IEPF Authority in web-form IEPF-5 (available on www.iepf.gov.in) by attaching the Entitlement Letter and other documents.

10. In order to continue its endeavour towards paperless communication, Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialised form. Members may contact the Company or RTA, for assistance in this regard.

11. As per the provisions of the Act, the facility for making nominations is available to the shareholders in respect of the equity shares held by them. Members holding shares in physical form may send their request in duly filled and signed prescribed Form SH-13 at Company's registered office address. This facility is made available folio wise to individual shareholders including joint holders and for the entire shares registered under the folio. Members holding shares in dematerialised form may contact and consult their respective depository participants (DP) for availing the nomination facility. Physical shareholders may also opt out of nomination by providing a declaration in Form ISR-3. The said forms can be downloaded from the Company's website at <https://www.ntcind.com/wp-content/uploads/2023/02/Information-for-Shareholders-holding-shares-in-Physical-Form.pdf>.

12. Non-Resident Indian Members are requested to inform the RTA immediately of:

- Change in their residential status on return to India for permanent settlement.
- Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.
- Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

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

14. The Company has designated an exclusive e-mail ID investors@ntcind.com which would enable the members to communicate their grievances. The members may send their grievances, if any, to this e-mail ID for its quick redressal.

15. 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. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio. The consolidation will be processed in demat form.

16. In compliance with the above EGM related Circulars and in order to support the "Green Initiative in the Corporate Governance" by the Ministry of Corporate Affairs, the Notice of the EGM of the Company inter alia indicating the process and manner of e-voting are being sent only in electronic form, to all those Members whose e-mail IDs are registered with Company/Company's Registrar and Share Transfer Agent i.e., Niche Technologies Private Limited ('RTA')/Depository/Depositories Participants for communication purposes.

Members may note that this EGM 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.

17. 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.

18. The relevant documents referred to in the 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 EGM. 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.

19. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to provide remote e-voting facility to the members to exercise their right to vote in respect of the resolutions to be passed at EGM by electronic means and the business may be transacted through e-voting services provided by the NSDL. The facility for casting the votes by the members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by the NSDL.

I. The remote e-voting period shall commence on Sunday, 26th April 2026 at 9:00 a.m. (IST) and will end on Tuesday, 28th April 2026 at 5:00 p.m. (IST). During this period the members of the Company, holding shares either in physical form or in dematerialised form, as on Wednesday, 22nd April 2026 (‘cut-off date for e-voting’) may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by shareholder, the shareholder shall not be allowed to change it subsequently.

II. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on 22nd April, 2026 (‘cut-off date’) only shall be entitled to vote through remote e-voting and through voting at the EGM. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date.

III. The 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	<p>1. NSDL IDeAS facility</p> <p>If the user is registered for the NSDL IDeAS facility:</p> <p>(a) Please visit the e-Services website of NSDL viz. https://eservices.nsd.com either on a Personal Computer or on a mobile.</p> <p>(b) Once the homepage is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</p> <p>(c) A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p> <p>(d) Click on “Access to e-Voting” under e-Voting services and you will be able to</p>

	<p>see e-Voting page.</p> <p>(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.</p> <p>If the user is not registered for IDeAS e-Services:</p> <p>(a) Option to register is available at https://eservices.nsd.com.</p> <p>(b) Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>(c) Upon successful registration, please follow steps as given in points (a) to (e) above.</p> <p>2. Visit the e-Voting website of NSDL</p> <p>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.</p> <p>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speed-e” facility by scanning the QR code mentioned below for seamless voting experience.</p>
	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. CDSL. Click on CDSL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. 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. 5. 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:
- 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.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - 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.
 - 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 EGM on NSDL e-Voting system

How to cast your vote electronically and join EGM on NSDL e-Voting system?

- 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.
- 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".
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 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 to csprachi92@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.

4. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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.

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

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

Instructions for members for attending the EGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e- Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join Meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and

Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Facility of joining the EGM through VC/OAVM shall open 15 minutes before the time scheduled for the EGM and shall be available for Members on first-come-first-served-basis.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at investors@ntcind.com latest by 5:00 p.m. (IST) on Monday, 27th April 2026.
7. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@ntcind.com latest by 5:00 p.m. (IST) on Monday, 27th April 2026. The same will be replied by the company suitably.
8. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
10. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.
11. Members who need assistance before or during the EGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com or call 1800 1020 990/1800 22 44 30/022- 4886 7000/022- 2499 7000.

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 EGM is being sent to the members, whose names appear in the Register of Members/ Depositories as at closing hours of business, on 22nd April 2026.
5. The resolutions shall be deemed to be passed on the EGM date i.e., 29th April 2026, subject to receipt of the requisite number of votes in favour of the resolutions.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) 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.

In view of the Company’s consistent track record of earning profits and reinvesting its entire profit into its reserves, the Company proposes to explore higher-yielding opportunities by investing its idle funds. In this regard, it is proposed that the Company may enter into arrangements—including the grant of loans, the issuance of guarantees or security in connection with such loans or providing any other financial accommodation—at an interest rate of either 10% or 12%, as applicable, with an aggregate amount not exceeding Rs. 200 Crores for the Financial Year 2026-27, with the body corporates detailed in the table below.

It is further clarified that although these transactions are related party transactions, they are in the ordinary course of business and executed at arm’s length, thereby not falling under the purview of Section 188 of the Companies Act, 2013. However, since these arrangements are subject to Regulation 23 of the Listing Regulations, it is proposed that the Members’ approval be obtained for entering into such arrangements, transactions, or contracts in this case.

Name of the Related Party	Nature of relationship	Nature of Transaction, Material terms	Period of Transactions	Amount (INR in Cr)
RDB Infrastructure and Power Limited ('RIPL')	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. or 12% p.a. as the case maybe.	For the Financial Year 2026-27	Aggregate value INR 200 Cr. Interest of 10% /12% p.a. in case of loans.
RDB Real Estate Constructions Limited ('RDBRECL')	Related Party – Common Promoter & Promoter Group			
RDB Primarc Techno Park LLP ('RDB Primarc')	Loka Properties Pvt Ltd, being one of the Promoter Group of the Company is having 51% partnership in the LLP.			
Ritudhan Suppliers Private Limited ('RSPL')	There is no direct relationship with the Company. However, 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.			
Loka Properties	Promoter Group			

Private Limited			
Ankur Constructions Pvt Ltd	Promoter Group		
Veekay Apartments Pvt Ltd	Related Party – Common Promoter & Promoter Group		
Somani Estates Private Limited	Related Party – Common Promoter & Promoter Group		
Shashvata Distributors Private Limited	Related Party – Common Promoter & Promoter Group		
Nextel Constructions LLP	Related Party – Common Promoter & Promoter Group		

The Audit Committee and the Board of the Company have approved the aforesaid Related Party Transactions at their meetings held on 30th March 2026. The following information as required pursuant to the SEBI Circular dated 13th October 2025 is provided below. 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 for granting loans out of surplus funds at an interest rate of 10% or 12% for the Financial Year 2026-27, with an aggregate value not exceeding Rs. 200 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 Infrastructure and Power Limited ('RIPL')- Having Common Promoter & Promoter Group</p> <p>ii. RDB Real Estate Constructions Limited ('RDBRECL') – Having Common Promoter & Promoter Group</p> <p>iii. RDB Primarc Techno Park LLP ('RDB Primarc') - Loka Properties Private Limited, one of the Promoter Group of the Company is having 51% partnership in the LLP.</p> <p>iv. 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> <p>v. Loka Properties Private Limited- Promoter Group</p> <p>vi. Ankur Constructions Pvt Ltd - Promoter Group</p> <p>vii. Veekay Apartments Pvt Ltd - Having Common Promoter & Promoter Group</p> <p>viii. Shashvata Distributors Private Limited- Having Common Promoter</p> <p>ix. Somani Estates Private Limited- Having Common Promoter & Promoter Group</p> <p>x. Nextel Constructions LLP- Having Common Promoter</p>

3	Name of the director or key managerial personnel who is related, if any and nature of relationship.	Mr. Sharad Kumar Bachhawat and Mr. Samprati Kamdar, Non-Executive Independent Directors of the Company are also Non-Executive Independent Director of RDB Infrastructure and Power Limited and RDB Real Estate Constructions Limited. Ms. Moumita Ghosh, Non-Executive Independent Director of the Company is also Non-Executive Independent Director of RDB Infrastructure and Power Limited. Their interest or concern or that of their relatives is limited only to the extent of their holding Directorship / Shareholding in the companies, if any.
4	Tenure of the proposed transaction	Financial Year 2026-27
5	Value of the proposed transaction	Aggregate value INR 200 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.	319% [(200Cr / 62.73 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 investments	Nil As and when any ICDs will be incurred, it will be through internal accruals and the tenure will be determined based on the business requirements.
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. 200 Crore for the F.Y. 2026-27 which shall be provided in multiple tranches Tenure: 1 Year Interest Rate: 10% or 12% (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	The companies share common promoters and belong to the same group, requiring continuous funds for working capital, debt repayment, and long-term investments. Furthermore, such transactions will generate mutual benefits and synergies across the group, ultimately contributing to the Company's growth within the segment.
8	Justification as to why the RPT is in the interest of the listed entity	The proposed related party transactions are in the best interest of the listed entity as they ensure efficient utilization of surplus funds by generating a steady return at an interest rate of 10% or 12%. Additionally, these transactions support the financial stability of group entities, strengthening the overall business ecosystem. Better use of resources of the Company within the group for uninterrupted operations and an increase in productivity.
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 might enter into transactions with RDB Infrastructure and Power Limited ('RIPL'), RDB Real Estate Constructions Limited ('RDBRECL'), RDB Primarc Techno Park LLP ('RDB Primarc') and Ritudhan Suppliers Private Limited ('RSPL'), related parties 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 and since the companies share common promoters and belong to the same group, requiring continuous funds for working capital, debt repayment, and long-term investments, such transactions will generate mutual benefits and synergies across the group, ultimately contributing to the Company's growth within the segment.

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 provide any other financial accommodation out of surplus funds at a rate of interest of 10% for the FY 2026-27 for an aggregate value not exceeding Rs. 100 Crores to the following body corporates as mentioned below.

It is further clarified that although these transactions are related party transactions, they are in the ordinary course of business and executed at arm's length, thereby not falling under the purview of Section 188 of the Companies Act, 2013. However, since these arrangements are subject to Regulation 23 of the Listing Regulations, it is proposed that the Members' approval be obtained for entering into such arrangements, transactions, or contracts in this case.

Name of the Related Party	Nature of relationship	Nature of Transaction, Material terms	Period of Transactions	Amount (INR in Cr)
RDB Infrastructure and Power Limited ('RIPL')	Related Parties of the 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. or 12% p.a.	For the Financial Year 2026-27	Aggregate value INR 100 Cr. Interest of 10% or 12 % p.a. in case of loans.
RDB Real Estate Constructions Limited ('RDBRECL')				
RDB Primarc Techno Park LLP ('RDBPTLLP')				
Ritudhan Suppliers Private Limited ('RSPL')				
Loka Properties Private Limited				
Ankur Constructions Pvt Ltd				
Veekay Apartments Pvt				

Ltd				
Somani Estates Private Limited				
Shashvata Distributors Private Limited				
Nextel Constructions LLP				

The Audit Committee and Board of the ntc industries limited have approved the aforesaid Related Party Transactions at their meetings held on 30th March 2026. The following information as required pursuant to the SEBI Circular dated 13th October 2025 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 for granting loans out of surplus funds at an interest rate of 10% or 12% for the Financial Year 2026-27, with an aggregate value not exceeding Rs. 100 Crores.
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest	<p>i. RDB Infrastructure and Power Limited ('RIPL')- Having Common Promoter & Promoter Group of the Holding Company.</p> <p>ii. RDB Real Estate Constructions Limited ('RDBRECL') – Having Common Promoter & Promoter Group of the Holding Company.</p> <p>iii. RDB Primarc Techno Park LLP ('RDB Primarc') - Loka Properties Pvt Ltd, being one of the Promoter Group of the Holding Company is having 51% partnership in the LLP.</p> <p>iv. 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> <p>v. Loka Properties Private Limited- Promoter Group</p> <p>vi. Ankur Constructions Pvt Ltd - Promoter Group</p> <p>vii. Veekay Apartments Pvt Ltd - Having Common Promoter & Promoter Group</p> <p>viii. Shashvata Distributors Private Limited- Having Common Promoter</p> <p>ix. Somani Estates Private Limited- Having Common Promoter & Promoter Group</p> <p>x. Nextel Constructions LLP- Having Common Promoter</p>
3	Name of the director or key managerial personnel who is related, if any and nature of relationship.	<p>Mr. Sharad Kumar Bachhawat and Mr. Samprati Kamdar, Non-Executive Independent Directors of the Holding Company are also Non-Executive Independent Director of RDB Infrastructure and Power Limited and RDB Real Estate Constructions Limited.</p> <p>Ms. Moumita Ghosh, Non-Executive Independent Director of the Holding Company is also Non-Executive Independent Director of RDB Infrastructure and Power Limited.</p> <p>Their interest or concern or that of their relatives is limited only</p>

		to the extent of their holding Directorship / Shareholding in the companies, if any.
4	Tenure of the proposed transaction	Financial Year 2026-27
5	Value of the proposed transaction	Aggregate value INR 100 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.	1470% $[(100 \text{ Cr} / 6.80 \text{ Cr}) * 100]$
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 investments	Nil As and when any ICDs will be incurred, it will be through internal accruals and the tenure will be determined based on the business requirements.
c	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security;	Terms: Loan not exceeding Rs. 100 Crore for the F.Y. 2026-27 which shall be provided in multiple tranches; Tenure: 1 Year; Interest Rate: 10% or 12% (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	The companies share common promoters and belong to the same group, requiring continuous funds for working capital, debt repayment, and long-term investments to ensure financial stability and sustained growth.
8	Justification as to why the RPT is in the interest of the listed entity	It allows NTCILRE to generate income from idle funds and optimize their utilization. By investing these funds, it aims to achieve better returns, thereby contributing to its overall income. Better use of resources of the Company within the group for uninterrupted operations and an increase in productivity.
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.

Item No. 3

Pursuant to Section 185 of the Companies Act, 2013 ('the Act') read with the Companies (Meeting of Board and its Powers) Rules, 2014 ('the Rules') as amended from time to time, no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that a special resolution is passed by the company in general meeting and the loans are utilized by the borrowing company for its principal business activities.

In order to augment the long term resources of the Company and to render support for the business requirements of the entities in which director of the Company is interested or deemed to be interested from time to time, the Board of Directors in its meeting held on 30th March 2026 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for advancing any loan, giving any guarantee or providing any security to all such persons specified under Section 185 of the Companies Act, 2013 and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested and upto an aggregate limit of Rs. 200 Crores. Further, the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities and that keeping the best interest of the Company.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company.

The resolution as set forth in Item no. 3 of this Notice, is placed before the members for their approval by way of special resolution. None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding or interest, if any, in the Company.

Item No. 4

The Company proposes to enter into / continue transactions with Mochan Food Processors Private Limited for the purchase of goods for export purposes.

Background and Relationship:

Mochan Food Processors Private Limited is considered a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI (LODR) Regulations, 2015. This is on account of the fact that certain RDB Group companies, which hold equity stake in Mochan Food Processors Private Limited, are directly or indirectly associated with the Promoter and Promoter Group of the Company, thereby establishing a related party relationship.

It is further clarified that although these transactions are related party transactions, they are in the ordinary course of business and executed at arm's length, thereby not falling under the purview of Section 188 of the Companies Act, 2013. However, since these arrangements are subject to Regulation 23 of the Listing Regulations, it is proposed that the Members' approval be obtained for entering into such arrangements, transactions, or contracts in this case.

Name of the Related Party	Nature of relationship	Nature of Transaction, of Material terms	Period of Transactions	Amount (INR in Cr)
Mochan Foods Processors Private Limited	Related Party – common Promoter Group	Purchase of goods	For the Financial Year 2026-27	Up to Rs. 100 Cr.

The Audit Committee and the Board of the Company have approved the aforesaid Related Party Transactions at their meetings held on 30th March 2026. The following information as required pursuant to the SEBI Circular dated 13th October 2025 is provided below. 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 a purchase of goods for the Financial Year 2026-27, with an aggregate value not exceeding Rs. 100Cr.
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest	Mochan foods Processors Private Limited- having common promoter group
3	Name of the director or key managerial personnel who is related, if any and nature of relationship.	NA
4	Tenure of the proposed transaction	Financial Year 2026-27
5	Value of the proposed transaction	Aggregate value INR 100 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.	159.39% $[(100 \text{ Cr} / 62.73\text{Cr}) * 100]$
8	Justification as to why the RPT is in the interest of the listed entity	The Company in its Ordinary Course of business purchase FMCG Products for the export of goods. Mochan Foods Processors is 100% subsidiary of the RDB Group which is our group company having the common Promoters & promoter Group. It is in the long term interest 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.

Rationale and Benefits:

The Company sources goods from Mochan Foods Processors Private Limited considering factors such as product quality, consistency of supply, competitive pricing, and operational efficiency, which are essential for fulfilling export commitments. The transactions are in the ordinary course of business and are expected to be beneficial for the Company's operations and profitability.

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. 4 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. 4 of the Notice, whether the entity is a Related Party to the particular transaction or not.