



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

2nd August, 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

Dear Sir/Madam,

Sub: Outcome of Board Meeting- Increase in Authorized Share Capital of the Company and Issue of Convertible Securities on a Preferential Basis

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and further to our intimation letter dated 30th July, 2024, we wish to inform you that the Board of Directors of the Company at their Meeting held today i.e., on 2nd August, 2024 at its Registered Office, *inter-alia*, approved the following:

1. Increase in Authorized Share Capital of the Company and consequent amendment in the capital clause of Memorandum of Association of the Company – increase authorized share capital from existing Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into (i) 1,65,00,000 (One Crore and Sixty Five Lakhs) Equity Shares of Rs. 10/- each aggregating to Rs. 16,50,00,000/- (Rupees Sixteen Crores and Fifty Lakhs only) and (ii) 35,00,000 (Thirty-Five Lakhs) 10% Non-Convertible Redeemable Preference Shares of Rs. 10/- each aggregating to Rs. 3,50,00,000/- (Rupees Three Crores and Fifty Lakhs only) to Rs. 45,00,00,000/- (Rupees Forty-Five Crores only) divided into (i) 4,15,00,000 (Four Crores and Fifteen Lakhs) Equity Shares having face value of Rs. 10/- each aggregating to Rs. 41,50,00,000/- only (Rupees Forty One Crores and Fifty Lakhs only) and (ii) 35,00,000 (Thirty-Five Lakhs) 10% Non-Convertible Redeemable Preference Shares of Rs. 10/- each aggregating to Rs. 3,50,00,000/- (Rupees Three Crores and Fifty Lakhs only) each ranking pari-passu in all respect with the existing Shares of the Company subject to the approval of Members in the Annual General Meeting ('AGM').
2. To issue, offer and allot, from time to time, in one or more tranches, to non-promoter group of persons as listed in **Annexure - I** ('Warrant Holders'/ 'Proposed Allottees'), for upto 26,00,000 (Twenty Six Lakhs only) Convertible Equity Warrants ('Warrants'), each carrying a right exercisable by the warrants holder(s) to subscribe to one (1) equity share against each warrant at a price of Rs. 150/- per warrant (including the warrant subscription price and warrant exercise price) or such higher price as may be arrived in accordance with the applicable provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') aggregating to Rs. 39,00,00,000/- (Rupees Thirty-Nine Crores only), on a preferential allotment basis ('Preferential Offer') to the proposed allottees and such issuance will be in accordance with the provisions of Section 23, 42 and 62(1) of the Companies Act 2013, as amended, read with Companies (Prospectus and Allotment of



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Securities) Rules 2014, and Companies (Share Capital and Debentures) Rules 2014, as amended, ICDR Regulations, Listing Regulations and such other acts/ rules/ regulations as may be applicable and subject to necessary approval of the members of the Company at the ensuing AGM and other regulatory authorities, as may be applicable.

Details relating to the issue of Warrants as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 on disclosure of material events/ information by listed entities, dated July 13, 2023, are provided in 'Annexure II'.

3. The Board has also approved convening of 33rd Annual General Meeting of the Members of the Company on **Friday, 30th August, 2024 at 12:30 p.m.** (IST) through Video Conferencing / Other Audio Visual Means along with draft notice convening the meeting to be dispatched to the members for seeking their approval *inter-alia* for the following special businesses:
 - a. To increase the Authorised Share Capital and consequent amendment in the capital clause of Memorandum of Association of the Company.
 - b. To approve continuation of Ms. Vembi Krishnamurthy Radha (DIN: 07141131) as a Non-Executive Non- Independent Director of the Company on completion of her 75 years of age.
 - c. Issuance of Equity Shares Warrants by way of Preferential Issue to the persons belonging to the Non-promoter category.
4. The Board has appointed Ms. Prachi Todi Practicing Company Secretary (Membership No: 53022) proprietor of M/s Prachi Todi, Practicing Company Secretary, as Scrutinizer to conduct the E-Voting / voting process in a fair and transparent manner. Further, the cut-off date for determining the eligible members for the purpose of e-voting is Friday, 23rd August, 2024.

The meeting commenced at 4:00 p.m. and concluded at 5:30 p.m.

This is for your information and record.

Thanking you,

Yours faithfully,

For ntc industries limited

Anushree Chowdhury
Company Secretary
& Compliance Officer



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Annexure-I

Sr. No.	Name of the Proposed Allottees	No. of warrants to be allotted
1	Mr. Raj Umesh Pagariya	1,00,000
2	Mr. Neel Umesh Pagariya	1,00,000
3	Mr. Punit Dugar	1,00,000
4	Ms. Sushma Dugar	1,00,000
5	Jatan Investments	75,000
6	Jatan Ventures	50,000
7	Ved Investments	6,00,000
8	Maharaja Commercial Private Limited	3,50,000
9	Mr. Dharmendra Jain	3,50,000
10	Ebisu Global Opportunities Fund Limited	4,50,000
11	Sarwamangala Capital	75,000
12	Sarwamangala Securities	1,00,000
13	Ms. Sadgi Agarwal	25,000
14	Primarc Stellar Ventures LLP	1,00,000
15	Ms. Charulata Sharad Ranade	25,000
	Total No of shares to be issued	26,00,000



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Annexure-II

Details relating to the issue of Warrants as required under Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 on disclosure of material events/ information by listed entities, dated July 13, 2023:

Sl. No.	Particulars	Details																																																	
1.	Type of Securities proposed to be issued	Warrants, each convertible into, or exchangeable for, One fully paid-up equity share of the Company of face value Rs.10/- (Rupee Ten only) each.																																																	
2.	Type of issuance	Preferential Issue of equity shares in accordance with Chapter V of the SEBI (ICDR) Regulations 2018 and the Companies Act, 2013 read with the rules made thereunder.																																																	
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	To issue, offer and allot, from time to time in one or more tranches upto 26,00,000 (Twenty-Six Lakh only) Convertible Equity Warrants ('Warrants'), having face value of 10/- (Rupees Ten only) each at a price of Rs. 150/- (Rupees One Hundred Fifty only) each including premium of Rs. 140/- per shares (Rupees One Hundred Forty only) aggregating to Rs. 39,00,00,000 /- (Rupees Thirty-Nine Crores only)																																																	
In case of preferential issue, the listed entity shall disclose the following additional details to the stock exchange(s):																																																			
i.	Name of the Investors	As per Annexure-I																																																	
ii.	Post-Allotment of Securities: Outcome of Subscription, issue price / allotted price (in case of convertibles), number of investors;	<table border="1"> <thead> <tr> <th rowspan="2">Name of the investors</th> <th colspan="2">Pre-Preferential Shareholding</th> <th colspan="2">Post-Preferential Shareholding</th> </tr> <tr> <th>No. of Equity Shares</th> <th>%</th> <th>No. of Equity Shares</th> <th>%</th> </tr> </thead> <tbody> <tr> <td>Mr. Raj Umesh Pagariya</td> <td>-</td> <td>-</td> <td>1,00,000</td> <td>0.69%</td> </tr> <tr> <td>Mr. Neel Umesh Pagariya</td> <td>-</td> <td>-</td> <td>1,00,000</td> <td>0.69%</td> </tr> <tr> <td>Mr. Punit Dugar</td> <td>-</td> <td>-</td> <td>1,00,000</td> <td>0.69%</td> </tr> <tr> <td>Ms. Sushma Dugar</td> <td>-</td> <td>-</td> <td>1,00,000</td> <td>0.69%</td> </tr> <tr> <td>Jatan Investments</td> <td>-</td> <td>-</td> <td>75,000</td> <td>0.52%</td> </tr> <tr> <td>Jatan Ventures</td> <td>-</td> <td>-</td> <td>50,000</td> <td>0.34%</td> </tr> <tr> <td>Ved Investments</td> <td>-</td> <td>-</td> <td>6,00,000</td> <td>4.13%</td> </tr> <tr> <td>Maharaja Commercial Private Limited</td> <td>-</td> <td>-</td> <td>3,50,000</td> <td>2.41%</td> </tr> </tbody> </table>	Name of the investors	Pre-Preferential Shareholding		Post-Preferential Shareholding		No. of Equity Shares	%	No. of Equity Shares	%	Mr. Raj Umesh Pagariya	-	-	1,00,000	0.69%	Mr. Neel Umesh Pagariya	-	-	1,00,000	0.69%	Mr. Punit Dugar	-	-	1,00,000	0.69%	Ms. Sushma Dugar	-	-	1,00,000	0.69%	Jatan Investments	-	-	75,000	0.52%	Jatan Ventures	-	-	50,000	0.34%	Ved Investments	-	-	6,00,000	4.13%	Maharaja Commercial Private Limited	-	-	3,50,000	2.41%
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		Mr. Dharmendra Jain	-	-	3,50,000	2.41%
		Ebisu Global Opportunities Fund Limited	-	-	4,50,000	3.09%
		Sarwamangala Capital	-	-	75,000	0.52%
		Sarwamangala Securities	-	-	1,00,000	0.69%
		Ms. Sadgi Agarwal			25,000	0.17%
		Primarc Stellar Ventures LLP			1,00,000	0.69%
		Ms. Charulata Sharad Ranade			25,000	0.17%
iii.	Issue Price	Rs. 150/- (a price not being lower than the price determined in accordance with the Chapter V of SEBI ICDR Regulations, 2018 and other applicable regulations, if any)				
iv.	Number of Investors/ Allottees	15(Fifteen)				
v.	In case of convertibles: intimation of conversion of securities or on lapse of the tenure of the instrument	In case of Warrants are allotted, each warrant would be convertible into 1 (one) Equity Share and the rights attached to Warrants can be exercised at any time, within a period of 18 (eighteen) months from the date of allotment of warrants.				
vi.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable				