

NEW TIRUPUR AREA DEVELOPMENT CORPORATION LIMITED

(CIN : U91990TZ1995PLC005869)

Registered Office: No.66, Appachi Nagar Main Road, Kongu Nagar, Tirupur – 641 607

Tel: 0421-2486864/2481165 Fax: 0421-2486874

Website : www.ntadcl.co.in Email: contactus@ntadcl.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Eighth (28th) Annual General Meeting of the shareholders of NEW TIRUPUR AREA DEVELOPMENT CORPORATION LTD will be held at Poppy's Hotel Pvt Ltd., #7/27 Avinashi Road, Thirumurganpundi 641 652, Tirupur on Friday, the 29th December 2023 at 12.00 noon (IST) to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2023 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. A Sakthivel (DIN 00027485), who retires by rotation under Article 182 of the Articles of Association of the Company, who being eligible ,offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Mr. G. Mahalingam (DIN 09660723) who was appointed as an Additional Director by the Board of Directors on 20th December, 2022 and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom a notice in writing under Section 160 of the Companies Act, 2013 has been received from a member of the company signifying his intention to nominate Mr. G. Mahalingam as a Director of the Company, be and is hereby appointed as a Director of the Company and whose term of office shall be liable to retire by rotation.”

4. To consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Dr D Karthikeyan, IAS (DIN 02259481) who was appointed as an Additional Director by the Board of Directors on 31st July, 2023 and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom a notice in writing under Section 160 of the Companies Act, 2013 has been received from a member of the company signifying his intention to nominate Dr. D Karthikeyan as a Director and

non- executive Chairman of the Company, be and is hereby appointed as a Director and non executive chairman of the Company and whose term of office shall be liable to retire by rotation.”

5. To consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Dr P Senthil Kumar ,IAS (DIN 02497450) who was appointed as an Additional Director by the Board of Directors on 31st of July, 2023 and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom a notice in writing under Section 160 of the Companies Act, 2013 has been received from a member of the company signifying his intention to nominate Dr. P Senthil Kumar,IAS as a Director of the Company, be and is hereby appointed as a Director of the Company and whose term of office shall be liable to retire by rotation.”

6. To consider and if thought fit to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Tmt. Archana Patnaik , I.A.S., Secretary to Government , Micro, Small and Medium Enterprises Department (DIN 02616473) who was appointed as an Additional Director by the Board of Directors on 15th November , 2023 and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom a notice in writing under Section 160 of the Companies Act, 2013 has been received from a member of the company signifying his intention to nominate Tmt. Archana Patnaik , I.A.S., Secretary to Government , Micro, Small and Medium Enterprises Department, be and is hereby appointed as a Director of the Company and whose term of office shall be liable to retire by rotation.”

BY ORDER OF THE BOARD

Place: Chennai
Date : 27th November 2023

Dr. D. Karthikeyan
CHAIRMAN

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBERS OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPNAY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. Statement under Section 102 of the Companies Act, 2013 (the Act), setting out the material points concerning Item nos.3 to 6 of the Notice, is annexed hereto.
3. Corporate members / Institutional Shareholders (ie., other than individuals / HUF, NRI etc.) intending to send their authorized representatives to attend the Annual General Meeting (AGM) are requested to send a duly certified copy of their Board Resolution authorizing their representative to attend and vote at the AGM.
4. All documents referred to in the accompanying Notice are open for inspection and it will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to company contactus@ntadcl.com.
5. **As per Companies (Prospectus and allotment of securities) Third Amendment Rules, 2018, securities of Unlisted Public Company can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form.**
6. **Appointment / Re-appointment of Directors**

Pursuant to provisions of Secretarial Standard in General Meetings (SS-2), brief resumes of Dr A Sakthivel (Director proposed to be re-appointed) and Mr. G Mahalingam, Dr. D Karthikeyan , Dr. P Senthil Kumar, and Tmt. Archana Patnaik (Directors proposed to be appointed) are given in the statement under Section 102 of the Act, at relevant Item Nos.2, 3, 4,5,6 respectively of the Notice, annexed hereto.
7. Members / Proxies should bring the Admission Slip sent herewith duly filled in for attending the Meeting
8. This Notice also contains a route map of the venue of the AGM

BY ORDER OF THE BOARD

Place: Chennai
Date : 27th November 2023

Dr. D Karthikeyan
CHAIRMAN

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under Item No. 3 to 6 of the accompanying Notice.

Item No. 3:

Mr. G Mahalingam was appointed as an Additional Director by the Board of Directors of the Company in their meeting held on 20th December 2022 to represent Infrastructure Leasing and Financial Services Company Limited [IL&FS] and in terms of Section 160 of the Companies Act, 2013 , notice has been received from a Member signifying their intention to propose the candidature of Mr. G Mahalingam for appointment as a Director whose office shall be liable to retire by rotation.

The Board recommends the above resolution, by way of passing as an Ordinary Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except Mr. G Mahalingam .

Item No. 4:

Dr. D Karthikeyan, IAS was appointed as an Additional Director and non executive Charman by the Board of Directors of the Company in their meeting held on 31st July 2023 to represent TWICL and in terms of Section 160 of the Companies Act, 2013 , notice has been received from a Member signifying their intention to propose the candidature of Dr. D Karthikeyan for appointment as a Director and Non- executive Chairman of the Company , whose office shall be liable to retire by rotation.

The Board recommends the above resolution, by way of passing as an Ordinary Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except Dr D Karthikeyan .

Item No. 5 :

Dr P Senthil Kumar, IAS was appointed as an Additional Director by the Board of Directors of the Company in their meeting held on 31st July 2023 to represent Govt of Tamil Nadu, through Governor and in terms of Section 160 of the Companies Act, 1956, notice has been received from a Member signifying their intention to propose the candidature of Dr P Senthil Kumar for appointment as a Director whose office shall be liable to retire by rotation.

The Board recommends the above resolution, by way of passing as an Ordinary Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except Dr. P Senthil Kumar.

Item No. 6:

Tmt. Archana Patnaik, IAS was appointed as an Additional Director by the Board of Directors of the Company by Circular resolution passed on 15th November, 2023 to represent Govt. of Tamil Nadu through Governor and in terms of Section 160 of the Companies Act,2013 , notice has been received from a Member signifying their intention to propose the candidature of Tmt. Archana Patnaik for appointment as a Director whose office shall be liable to retire by rotation.

The Board recommends the above resolution, by way of passing as an Ordinary Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution except Tmt. Archana Patnaik.

BY ORDER OF THE BOARD

Place: Chennai

Date : 27th November 2023

**Dr. D Karthikeyan
CHAIRMAN**

ANNEXURE 1

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE
FORTHCOMING ANNUAL GENERAL MEETING**

(Pursuant to Clause 1.2.5 of Secretarial Standard – 2 on General Meetings)

Name of Director	Dr A Sakthivel	Dr D Karthikeyan
Age	75 Yrs	55 Yrs
Qualification	Diploma in Automobile Engineering	M.Sc., (Statistics), MPhil, PGDCA Ph.D. (Stat-Time Series), MBA (Hubert Humphrey Instt, USA)
Experience	Dr. A. Sakthivel has been serving the Trade and Industry as Member of the Board and Chairman for four times in Apparel Export promotion Council (AEPC) for more than 35 years. He played a vital role for the growth of exports of Tirupur and as well as India. He served as the President of Tirupur Exporters' Association – popularly known as TEA, for 27 years. Mr. A. Sakthivel was also the President of Federation of India Export Organizations (FIEO) and six times unanimously elected as the Chairman of Federation of Indian Export Organizations, Southern Region. He is elected as the Managing Committee Member of FIEO. Dr. A Sakthivel also served as a Director in UCO Bank, IDBI and ECGC.	Dr. D. Karthikeyan, IAS, belongs to 1997 batch of Indian Administrative Service, has over 26 years of service in various Departments of Government of Tamilnadu. Currently, Dr. D. Karthikeyan holds the position of Principal Secretary to Government, MA & WS Department, Government of Tamilnadu
Terms and conditions of appointment and details of remuneration	Appointment as a Director, liable to retire by rotation and no remuneration	Appointment as a Director, liable to retire by rotation and no remuneration
Remuneration last drawn	Nil	Nil
Date of first appointment on Board	29.09.2009	27.07.2023
Shareholding in Company	1	Nil
Relationship with other Directors	Nil	Nil
Number of Meetings of Board attended	2	1

Name of Director	Dr A Sakthivel	Dr D Karthikeyan
Directorships in other Companies	<ol style="list-style-type: none"> 1. Poppys Knitwear Pvt Ltd 2. Poppys Tours Pvt Ltd 3. Poppys Vista Hotel Pvt Ltd 4. Aiswarya Garden Pvt Ltd 5. Poppys Agriculture Pvt Ltd 6. Omkara Assets Reconstruction Pvt Ltd 7. Bay Resorts Ltd 8. Apparel Made Ups & Home Furnishing Sector Skill Council 9. Tirupur Infrastructure Development Company Limited 10. Air Vinayaga Private Limited 11. Apparel Export Promotion Council 12. Textile Eco Solutions Tamilnadu limited (under liquidation) 	<ol style="list-style-type: none"> 1. Tamilnadu Unnamed Aerial Vehicles Corporation Limited 2. Tamilnadu Road Infrastructure Development Corporation 3. ITNT Foundation 4. Tamilnadu Skill Development Corporation 5. Tamilnadu Startup and Innovation Mission 6. Tamilnadu Water Investment Company Limited
Other memberships/ chairmanships of committees of other Boards	NIL	Nil

Name of Director	Mr. G Mahalingam	Dr. P Senthil Kumar
Age	66 Yrs	55 Yrs
Qualification	M.Sc (Stat and Operations & Research), IIT Kanpur, MBA (International Banking)	M.Sc (Agri) Ph.D, MPM (NUS & Harvard University)
Experience	Mr. Gurumoorthy Mahalingam has served as Executive Director of RBI and Whole-Time Member of Securities and Exchange Board of India (SEBI).	Dr. P. Senthilkumar, IAS, belongs to 1995 batch of Indian Administrative Service, has over 28 years of service in various Departments of Government of Tamilnadu. Currently, Dr. P. Senthilkumar holds the position of Principal Secretary to Government, Rural Development and Panchayat Raj Department, Government of Tamilnadu
Terms and conditions of appointment and details of remuneration	Re-appointment on the basis of retirement by rotation and no remuneration	Re-appointment on the basis of retirement by rotation and no remuneration
Remuneration last drawn	Nil	Nil
Date of first appointment on Board	20.12.2023	
Shareholding in Company	Nil	Nil
Relationship with other Directors	Nil	Nil
Number of Meetings of Board attended	3	NIL
Directorships in other Companies	<ol style="list-style-type: none"> 1. Infrastructure Leasing and Financial Services Limited 2. LIC of India 3. City Union Bank Ltd 4. IFIN Ltd 5. CARE Ratings Ltd 6. India International Bullion Exchange (IIBX) 7. Receivable Exchange of India (RXIL) 8. IDFC AMC Ltd 9. Central Depository Services (India) Ltd 10. Credavenue Ltd 	<ol style="list-style-type: none"> 1. Tamilnadu Skill Development Corporation 2. Tamilnadu Medicinal Plant Farms and Herbal Medicines Corporation Limited 3. Tamilnadu medical Service Corporation Limited 4. Tamilnadu Rural Housing and Infrastructure Development Corporation

Other memberships/ chairmanships of committees of other Boards	NIL
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Name of Director	Tmt. Archana Patnaik
Age	49 yrs
Qualification	MA (Pol Sci) Mphil (Pol Sci) JNU
Experience	Tmt. Archana Patnaik, IAS, belongs to 2002 batch of Indian Administrative Service, has over 21 years of service in various Departments of Government of Tamilnadu. Currently, Tmt. Archana Patnaik holds the position of Industries Commissioner and Director Industries and Commerce Department, Government of Tamilnadu
Terms and conditions of appointment and details of remuneration	Re-appointment on the basis of retirement by rotation and no remuneration
Remuneration last drawn	Nil
Date of first appointment on Board	27.11.2023
Shareholding in Company	Nil
Relationship with other Directors	Nil
Number of Meetings of Board attended	1
Directorships in other Companies	<ol style="list-style-type: none"> 1. Tamilnadu Small Industries Development Corporation Limited 2. State Industries Promotion Corporation of Tamilnadu Limited 3. Tamilnadu Startup and Innovation Mission 4. The Odisha Firm Development Corporation Limited
Other memberships/ chairmanships of committees of other Boards	

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ATTENDANCE SLIP

28th Annual General Meeting, Friday , 29th day of December 2023 at 12.00 Noon

Folio/DP & Client No.:.....

No. of Shares

Held:.....

Name:

Address:.....

I/We hereby record my /our presence at the 28th Annual General Meeting of the Company held at Poppy's Hotel Pvt. Ltd., #7/27, Avinashi Road, Thirumuruganpoondi – 641 652, Tirupur, Tamilnadu at 12.00 noon. on Friday , the 29th day of December 2023.

.....
Signature of shareholder / proxy

- Note:
1. please fill this attendance slip and hand it over at the entrance of the Hall
 2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
 3. Authorised Representative of Corporate Members shall produce proper authorization issued in their favour.
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PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014)

Name of the Member[s]

Registered Address

E-Mail ID :

Folio No./DP Id-Client Id:

I/We being the member[s] holding.....shares of the above named company, hereby appoint

1. Name :.....Email Id.....
Address:.....
Signature.....

or failing him / her

2. Name :..... Email Id.....
Address:.....
Signature.....

or failing him / her

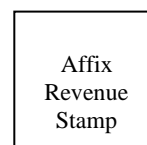
3. Name :..... Email Id.....
Address:.....
Signature.....

as my/our proxy to attend and vote [on a poll] for me/us and on my/our behalf at the 28th Annual General Meeting of the Company to be held on Friday, the 29th day of December 2023 at 12.00 noon at Poppy's Hotel Pvt. Ltd., #7/27, Avinashi Road, Thirumurganpundi 641 652, Tirupur and at any adjournment thereof in respect of such resolutions as are indicated below / overleaf:

*I wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolutions	For	Against
Ordinary Business			
1	Adoption of Balance Sheet, Statement of Profit & Loss, Report of the Board of Directors and Auditors for the Financial Year ended 31 st March 2023		
2	Re-appointment of Dr. A. Sakthivel Mathew, who retires by rotation		
Special Business			
3	Appointment of Mr. G Mahalingam , as a Director of the Company		
4	Appointment of Dr. D Karthikeyan , as a Director and Non Executive Chairman of the Company		
5	Appointment of Dr. P Senthil Kumar , as a Director of the Company		
6	Appointment of Tmt Archana Patnaik , as a Director of the Company		

Signed thisday of.....2023

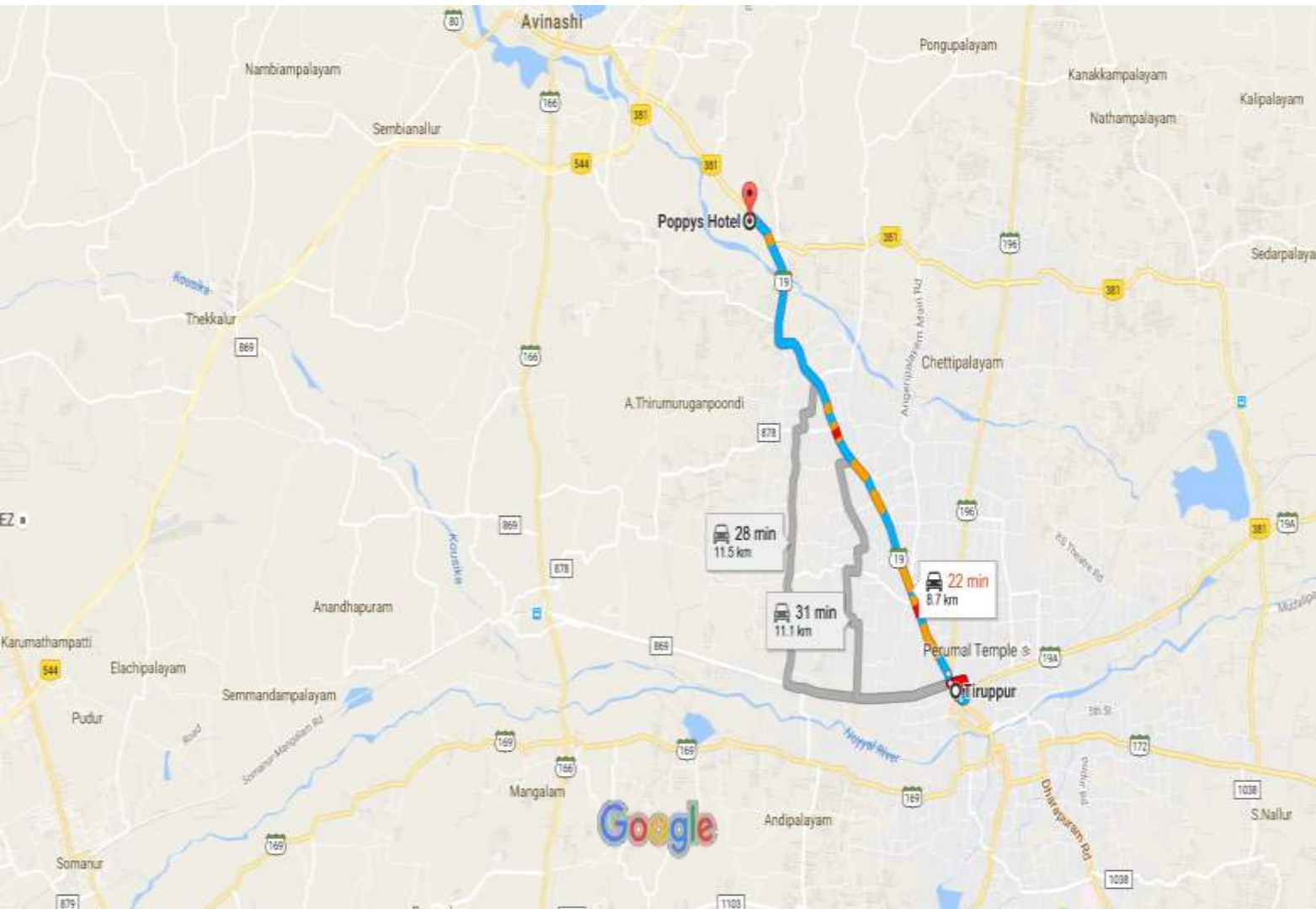


.....
Signature of Shareholder

.....
Signature of Proxy Holder [s]

Notes:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) A proxy need not be a Member of the Company
- 3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 4) This is only optional. Please put a (X) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



Route Map

28th Annual General Meeting

Date : December 29,2023

Day : Friday

Time : 12.00 noon

Venue : Poppys Hotel
Thirumurugan Poondi
Avinashi Road
Tirupur – 641 652.