

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

SHORTER NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

SHORTER NOTICE is hereby given that the Adjoined Twenty Eighth (28th) Annual General Meeting of the shareholders of NEW TIRUPUR AREA DEVELOPMENT CORPORATION LTD (which had been originally Convened on Friday, 29th December 2023 at 12 Noon, whereas the consideration of the undernoted item of business was adjourned sine die) will be held at Poppy's Hotel, #7/27, Avinashi Road, Thirumurugan Poondi, Tirupur – 641 652 on Wednesday, 24th December 2025 at 11.00 AM (IST) to transact the following business:

ORDINARY BUSINESS :

1. *Item no. 1 of the Original Notice: - To receive, consider and adopt the Audited Financial Statements of the Company containing Balance Sheet as at March 31, 2023, Profit & Loss Account and Cash Flow Statement of the Company for the year ended 31st March 2023 together with the Report of the Board, Reports & Comments of the Auditor and Comptroller and Auditor General of India thereon and reply of the management thereto.

* Please refer to attached Explanatory Statement relating to Item Nos.1

BY ORDER OF THE BOARD

Sd/-

Dr. D. Karthikeyan
CHAIRMAN
(DIN : 02259481)

Place: Chennai
Date : 15.12.2025

NOTE REGARDING NOTICE OF ADJOURNED 28TH ANNUAL GENERAL MEETING

As the shareholders are aware, the standalone audited financial statements for the financial year ended March 31, 2023, could not be adopted at the 28th Annual General Meeting (AGM) originally held on December 29, 2023, as the statutory audit had not been conducted due to the resignation of the Statutory Auditor.

To enable the completion of the audit, the Board, at its meeting held on April 17, 2023, filed an application with the Comptroller and Auditor General of India (CAG) for the appointment of a new Statutory Auditor for FY 2022–23.

Pending the appointment, the Company sought and obtained an extension from the Registrar of Companies (ROC) to hold the AGM by December 31, 2023, in line with Section 96 of the Companies Act, 2013. Accordingly, the 28th AGM was convened on December 29, 2023, to transact six items of business. All items, except Item No. 1 – *Adoption of Financial Statements*, were duly transacted. Item No. 1 was adjourned *sine die*.

Subsequently, the CAG appointed M/s. Venkat and Rangaa LLP as Statutory Auditors for the financial years 2022–23 to 2024–25. The auditors completed the audit for FY 2022–23 and the audited financial statements were approved by the Board at its meeting held on March 27, 2025.

The audited financials were submitted to the Principal Accountant General (Audit I), Chennai, and comments from the CAG under Section 143(6) (b) of the Companies Act, 2013, have been received. A copy of the CAG's comments is enclosed with this notice.

Accordingly, the adjourned 28th AGM is now being reconvened to consider the adoption of the audited financial statements of the Company for the year ended March 31, 2023, including the Balance Sheet, Statement of Profit and Loss, Cash Flow Statement, Board's Report, Auditor's Report, CAG's comments, and the Management's reply thereto.

The Annual Report for FY 2022–23, including all statutory annexures and the CAG's comments, is enclosed with this notice of the adjourned 28th AGM.

The other agenda items of the original AGM notice dated November 27, 2023, were already circulated. Members who wish to receive a copy of the original notice in physical or electronic form may write to the Company.

In terms of the provisions of Standard No 15.2 of "Secretarial Standard on General Meeting (SS-2)" issued by the Institute of Company Secretaries of India, a fresh notice in terms of the provisions of Companies Act, 2013 is being given for this adjourned meeting since the meeting was adjourned *sine die*.

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 TIME OF ADJOURNED ANNUAL GENERAL MEETING.**
2. **PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES ETC. MUST BE SUPPORTED BY APPROPRIATE RESOLUTION /AUTHORITY AS APPLICABLE**
3. Corporate members / Institutional Shareholders (i.e., other than individuals / HUF, NRI etc.) intending to send their authorized representatives to attend the adjourned 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 and register of Directors and KMP and their shareholding mentioned under section 180, 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. This meeting is being **at a shorter notice** than the statutory required minimum of 21 clear days. pursuant to the provisions of section 101 of the Companies Act, 2013 a general meeting may be called after giving a shorter notice, if consent is given in writing or by electronic mode, by members, who represent not less than ninety five percent of members entitled to vote thereat. the members are accordingly requested to give their consent to hold the meeting at the shorter notice on contactus@ntadcl.com.
6. **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.**
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
9. The Meeting shall be held subject to receipt of respective consents, prior to the time fixed for the Meeting, from the requisite number of Members as provided in sec. 101 and sec. 136(1) of the Companies Act, 2013, entitled to vote at the meeting to shorter Notice and for sending the accompanying documents at a shorter period of time than that specified.
10. The Comments of the C&AG has been received; and the Board of Directors has noted the C&AG comments.

BY ORDER OF THE BOARD

Place: Chennai
Date : 15.12.2025

Sd/-
Dr. D Karthikeyan
CHAIRMAN
(DIN : 02259481)

ANNEXURE 1

New Tirupur Area Development Corporation Limited

Registered Office: No.66, Appachi Nagar Main Road, Kongu Nagar, Tirupur – 641 607
Tel: 0421-2486864/2481165 Fax: 0421-2486874
CIN: U91990TZ1995PLC005869 www.ntadcl.co.in

ATTENDANCE SLIP

28th Annual General Meeting(adjourned) Wednesday, 24th December 2025 at 11.00 AM

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

No. of Shares

Held:.....

Name:

Address:.....

I/We hereby record my / our presence at the adjourned 28th Annual General Meeting of the Company held at _____ on _____.

.....
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

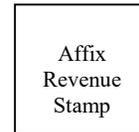
3. Name :..... Email Id.....
Address:.....
Signature.....

as my/our proxy to attend and vote [on a poll] for me/us and on my/our behalf at the adjourned 28th Annual General Meeting of the Company to be held on on Wednesday, the 24th day of December 2025 at 11AM at Poppy's Hotel Pvt Ltd., #7/27, Avinashi Road, Thirumuruganpoondi – 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 | | |

Signed thisday of.....2025



.....
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.

Shorter Notice Consent

THE COMPANIES ACT, 2013

Consent of shareholder for shorter notice

[Pursuant to section 101(1)]

Date:

To,

The Board of Directors
New Tirupur Area Development Corporation Limited
Regd. Office: - 66, Appachi Nagar Main Road,
Kongu Nagar, Tirupur.

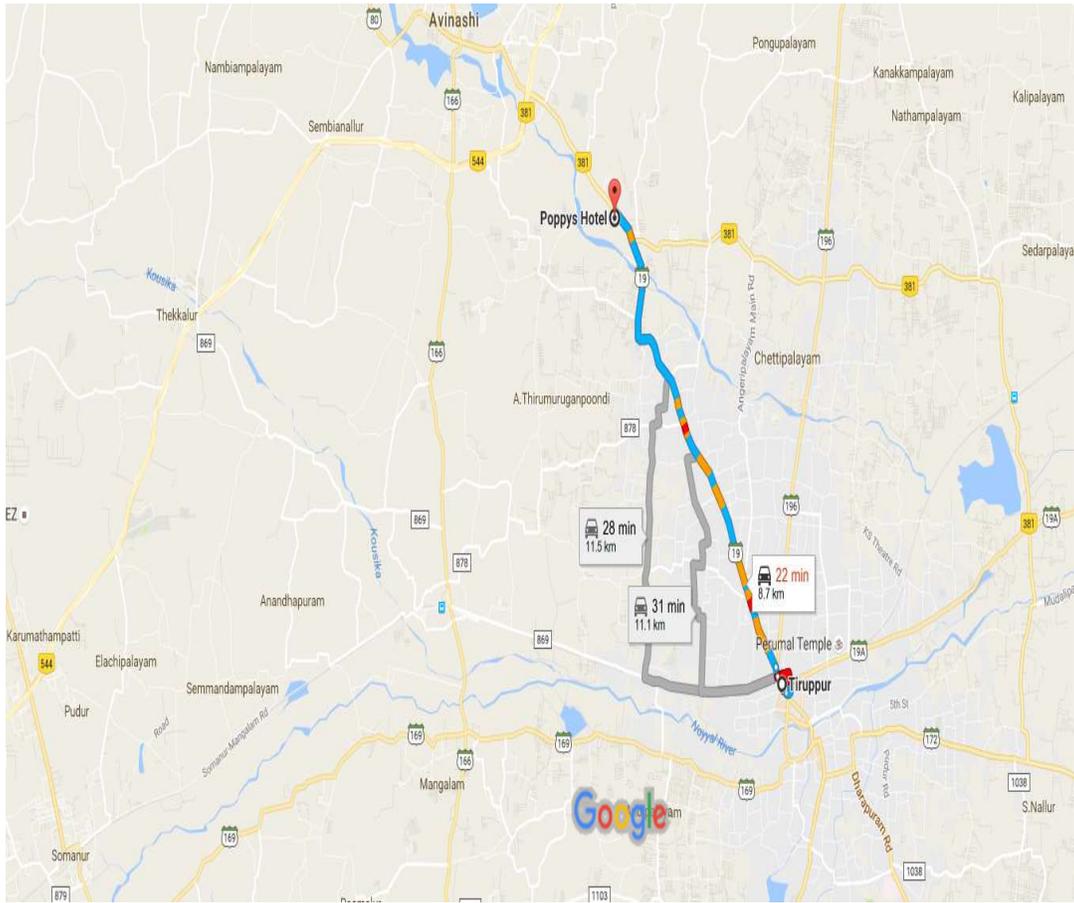
Subject: Consent to Convene Adjourned Annual General Meeting (28th AGM) of the F.Y. 2022-23 at a Shorter Notice

Dear Sir/Ma'am,

I, _____ R/o _____, holding _____ share/shares in the Company, hereby give my consent pursuant to Section 101(1) of the Companies Act, 2013 to hold the Adjourned Annual General Meeting of the Company of F.Y. 2022-23 at a shorter notice on Wednesday, 24th December 2025, at 11:00 AM (IST), at Poppy's Hotel Pvt Ltd., #7/27 Avinashi Road, Thirumurganpundi 641 652, Tirupur, Tamilnadu, India vide physical mode.

_____ (Member)

Route Map



Route Map

28th (Adjourned) Annual General Meeting

Date : 24th December 2025

Day : Wednesday

Time : 11.00 AM

Venue : **Poppys Hotel,
#7/27 Avinashi Road,
Thirumuruganpoondi
Tirupur – 641 652**