

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 Thirtieth (30th) Annual General Meeting of the shareholders of NEW TIRUPUR AREA DEVELOPMENT CORPORATION LTD will be held at Poppys Hotel, #7/27, Avinashi Road, Thirumurugan Poondi, Tirupur – 641 652 on Wednesday, 24th December 2025 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 2025 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of **Mr Baiju Mathew** (DIN 05274214), who retires by rotation under Article 182 of the Articles of Association of the Company, who being eligible, offers himself for re-appointment.
3. To appoint a director in place of **Mr Prashant M Wadnere** (DIN 03634467), who retires by rotation under Article 182 of the Articles of Association of the Company, who being eligible, offers himself for re-appointment.
4. To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditor of the Company and to pass the following resolution, with or without modification(s), as an Ordinary Resolution

“RESOLVED THAT pursuant to Sections 139 (5) and section 142 (1) of the Companies Act, 2013 (“Act”) and rules made thereunder, the Board of Directors of the Company or any person authorised by the Board, be and is hereby authorized to decide and fix the remuneration of M/s. Sanjeev Omprakash Garg & Co, Chartered Accountants, Chennai (Firm Registration No. **008773C**) appointed as Statutory Auditors of the Company by the Comptroller and Auditor General of India (CAG), in the place of retiring Auditor, M/s. Venkat and Rangaa LLP, Chartered Accountants, Chennai, for a term of (1) one year, to hold office commencing from the conclusion of this Thirtieth (30th) Annual General Meeting till the conclusion of Thirty first (31st) Annual General Meeting, including the re-imbusement of actual out of pocket and travelling expenses to be incurred in connection with the audit for the financial year FY 2025-26.”

5. **To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditor of the Company and to pass the following resolution, with or without modification(s), as an Ordinary Resolution:**

"**RESOLVED THAT** in terms of the provisions of Section 139 (5) read with Section 142 (1) of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company or any person authorised by the Board , be and is hereby authorized to decide and fix the remuneration of M/s. Venkat and Rangaa LLP, Chartered Accountants, Chennai , the Statutory Auditor of the Company appointed by Comptroller and Auditor General of India including the re-imbusement of actual out of pocket and travelling expenses incurred in connection with the audit for the financial year FY 2024-25 as may be deemed fit by the Board ."

SPECIAL BUSINESS:

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

"**RESOLVED THAT Ms. Priya Shetty (DIN 08858814)** who was appointed as an Additional Director by the Board of Directors on 27th December 2024 who holds office as such up to the date of ensuing Annual General Meeting and in respect of whom a notice in writing under Section of 160 (1) of Companies Act, 2013 has been received from a member of the company signifying his intention to nominate Ms Priya Shetty as a Director of the Company, be and is hereby appointed as a Director of the Company, as a nominee of TWIC and whose term of office shall be liable to retire by rotation."

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

"**RESOLVED THAT Dr. Atul Anand (DIN 02646633)** who was appointed as an Additional Director by the Board of Directors on 4th March 2025 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(1) of the Companies Act, 2013 has been received from a member of the company signifying his intention to nominate Dr Atul Anand as a Director of the Company, be and is hereby appointed as a Director of the Company, as a nominee of GOTN and whose term of office shall be liable to retire by rotation."

BY ORDER OF THE BOARD



Dr. D. Karthikeyan
CHAIRMAN

DIN:02259481

Place: Chennai
Date : 01.12.2025

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 MEMBER 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. 6 to 7 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 an 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 Mr. Baiju Mathew and Mr. Prashant M Wadnere I.A.S (Directors proposed to be re-appointed) and Ms. Priya Shetty and Dr. Atul Anand, IAS, (Directors proposed to be appointed) are given in the statement under Section 102 of the Act, at relevant Item Nos.2, 3, and 6,7 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

Place: Chennai
Date : 01.12.2025

BY ORDER OF THE BOARD


Dr. D Karthikeyan
CHAIRMAN

DIN: 02259481

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. 6 and 7 of the accompanying Notice.

Item No. 6:

Ms Priya Shetty was appointed as an Additional Director by the Board of Directors of the Company in their meeting held on 27th December 2024 to represent Tamilnadu Water Investment Company Limited (TWIC), 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 Ms Priya Shetty 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 Ms Priya Shetty.

Item No. 7:

Dr. Atul Anand, I.A.S., was appointed as an Additional Director by the Board of Directors of the Company vide Circular resolution on 4th March 2025 to represent Government of Tamilnadu, 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 Atul Anand 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. Atul Anand.

BY ORDER OF THE BOARD


Dr. D Karthikeyan
CHAIRMAN

DIN: 02259481

Place: Chennai
Date : 01.12.2025

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	Mr. Baiju Mathew	Mr. Prashant M Wadnere
Age	53 Years	41 Years
Qualification	BE, MMS	B.Sc., (Agri); M.A. (Public Policy), I.A.S.,
Experience	More than 25 years' experience in Financial Services, Metals, Infrastructure, oil and Gas	Mr. Prashant M Wadnere, IAS belongs to 2008 batch of Indian Administrative Service, has over 17 years of service in various Departments of Government of Tamilnadu. Currently, Mr Prashant M Wadnere, IAS holds the position of Special Secretary to Government (Expenditure), Finance Department, Government of Tamilnadu
Terms and conditions of appointment and details of remuneration	Re-appointment on the basis of retire by rotation and no remuneration	Appointment as Director, liable to retire by rotation and no remuneration
Remuneration last drawn	NIL	NIL
Date of first appointment on Board	19.03.2021	17.12.2021
Shareholding in Company	NIL	NIL
Relationship with other Directors	NIL	NIL
Number of Meetings of Board attended		

Directorships in other Companies	IL &FS Urban Infrastructure Managers Ltd (IUIML); Tamil Nadu Water Investment Company Limited	Chennai Rivers Transformation Company Limited Tamil Nadu Green Energy Corporation Limited Tamil Nadu Power Generation Corporation Limited Tamilnadu Transmission Corporation Limited Tamil Nadu Infrastructure Fund Management Corporation Limited Tamilnadu Urban Finance and Infrastructure Development Corporation Limited
Other memberships/ chairmanships of committees of other Boards	NIL	-

Name of Director	Ms. Priya Shetty	Dr. Atul Anand
Age	51 Years	53 Years
Qualification	B.Com; MBA.,	M. Tech., P.hD.,
Experience	Over 20 years of experience of investment banking, advising corporates (domestic & foreign) strategic and financing needs.	Dr. Atul Anand IAS belongs to 1994 batch of Indian Administrative Service and has over 31 years of service in various departments of the Government of Tamil Nadu. Currently, He holds the position of Additional Chief Secretary to the Government of Tamil Nadu in the Micro, Small and Medium Enterprises (MSME) Department.
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	27 th December 2024	4 th March 2025
Shareholding in Company	NIL	NIL
Relationship with other Directors	NIL	NIL
Number of Meetings of Board attended	3	3
Directorships in other Companies	<ol style="list-style-type: none"> 1. IL&FS Investment Managers Limited 2. IL&FS Cluster Development Initiative India Limited 3. Skill Training Assessment Management Partners Limited 4. ISSL Settlement & Transaction Services Ltd 5. IL&FS Securities Services Limited 6. Saurya Urja Company of Rajasthan Limited 7. IL&FS Energy Development Company Limited 	<ol style="list-style-type: none"> 1. Tamil Nadu Small Industries Development Corporation Limited 2. Tamilnadu Industrial Investment Corporation Limited 3. Tamilnadu Graphite Limited 4. Tamilnadu Small Industries Corporation Limited

Name of Director	Ms. Priya Shetty	Dr. Atul Anand
	8. Gujarat Road & Infrastructure Company Ltd. 9. Tamilnadu Water Investment Company Limited	
Other memberships/ chairmanships of committees of other Boards	Member of Audit & NRC committee in IL&FS Energy Development Company Ltd	-

New Tirupur Area Development Corporation Limited

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

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ATTENDANCE SLIP

30th Annual General Meeting, Wednesday, 24th December 2025 at 12.00 Noon

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

No. of Shares

Held:.....

Name:

Address:.....

I/We hereby record my / our presence at the 30th Annual General Meeting of the Company held at Poppys Hotel Pvt Ltd, #7/27, Avinashi Road, Thirumuruganpoondi, Tirupur – 641 652, Tamilnadu at 12 Noon on Wednesday, 24th December 2025

.....
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 30th Annual General Meeting of the Company to be held on Wednesday, the 24th day of December 2025 at 12 Noon at Poppy's Hotel Pvt Ltd., #7/27, Avinashi Road, Thirumuruganpoondi – 641 652, Tirupur and 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 2025		
2	Re-appointment of Mr. Baiju Mathew who retires by rotation		
3	Re-appointment of Mr. Prashant M Wadnere , I.A.S who retires by rotation		
4	To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditor of the Company for The Financial Year F.Y. 2025-26		
5	To authorize the Board of Directors of the Company to fix the remuneration of the Statutory Auditor of the Company for The Financial Year F.Y. 2024-25		
Special Business			
6	Appointment of Ms. Priya Shetty as Director of the Company		
7	Appointment of Dr. Atul Anand, I.A.S., as a Director of the Company		

Signed thisday of.....2025



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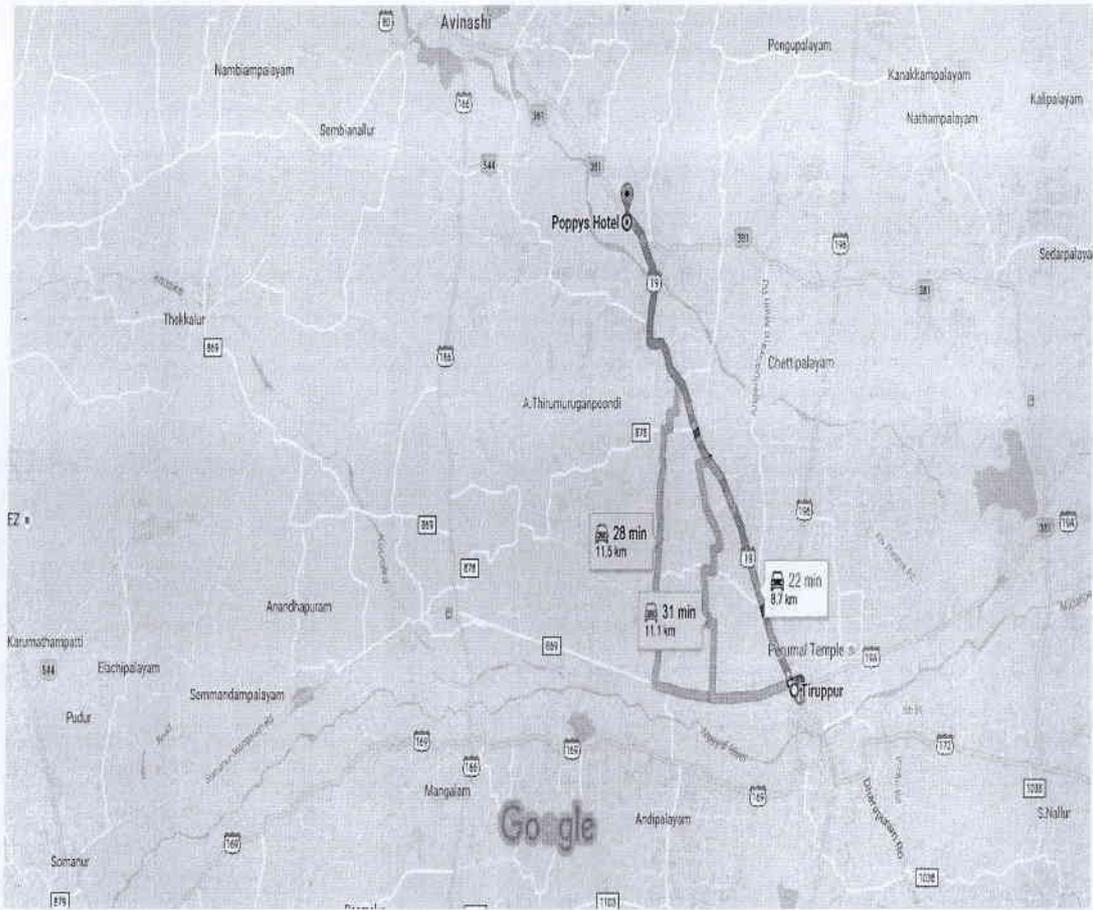
Signature of Shareholder

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



Route Map

30th Annual General Meeting

Date : 24th December 2025
Day : Wednesday
Time : 12.00 Noon
Venue : **Poppys Hotel,**
#7/27 Avinashi Road,
Thirumuruganpoondi
Tiruppur – 641 652