NITCO
TILES MARBLE MOSAICO

**NITCO/SE/2026-27/51** **November 19, 2026**

**To,**

| | |
|---|---|
| Corporate Service Department<br>**BSE Limited**<br>Jeejeebhoy Towers<br>Dalal Street, Mumbai – 400 001<br>Script code: **532722** | The Listing Department<br>**National Stock Exchange of India Limited**<br>Exchange Plaza, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051<br>Script code: **NITCO** |

Dear Sir/Madam,

**Sub: Notice of Postal Ballot & Intimation of Remote E-Voting**

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the Listing Regulation"), we hereby enclose a copy of the Postal Ballot Notice along with explanatory statement, remote e-Voting instructions, being sent to the members whose name appear on the Register of Members / List of Beneficial Owners as on Tuesday, November 17, 2026, being the **cut-off date** for the purpose, in the electronic form to those shareholders whose email address is registered with MUFG Intime India Private Limited, the Company's Registrar and Share Transfer Agent ("RTA") or Depository Participants("DP"). The Postal Ballot Notice seeks approval of members of NITCO Limited ("the Company") in respect of the following resolution through remote e-Voting:

| Item No. | Brief Particulars of Resolutions | Type of Resolution |
|---|---|---|
| 1 | To consider and approve subsequent increase in material Related Party Transaction ("RPT") entered with M/s. Authum Investment & Infrastructure Limited ("Authum") | Ordinary Resolution |

In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, the Company is providing the facility to the shareholders to exercise their right to vote on the proposed resolution electronically ("remote e- voting") through National Securities Depository Limited ("NSDL"). The remote e-voting will commence on Monday, November 23, 2026 at 9:00 A.M. (IST) and will end on Tuesday, December 22, 2026 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL thereafter.

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The results of postal ballot shall be announced on or before Thursday, December 24, 2026 (i.e. within 2 (two) working days from the conclusion of the remote e-voting). Further, the Postal Ballot Notice and the voting results along with the scrutinizer's report shall be uploaded on the website of the Company (www.nitco.in), NSDL website (www.evoting.nsdl.com) and also on the website of the National Stock Exchange of India Limited (www.nseindia.com) and BSE Limited (www.bseindia.com).

We request you to take the same on record.

Thanking You,

Yours Sincerely,
For **Nitco Limited**

ARIHANT KOTHARI
Digitally signed by ARIHANT KOTHARI
Date: 2026.11.19 16:55:28 +05'30'

**Arihant Kothari**
**Company Secretary & Compliance Officer**

Encl: As above

**NITCO Limited**

CIN: L26920MH1966PLC016547

Registered Office: 3/A, Recondo Compound, Sudam Kalu Ahire Marg, Glaxo, Worli Colony, Mumbai, Maharashtra, India, 400030

T: +91-22 25772800 / 25772790 E: investorgrievances@nitco.in Website: www.nitco.in

## POSTAL BALLOT NOTICE (2/2026-27)

Dear Member,

Notice is hereby given to the Members of NITCO Limited ("the Company") pursuant to and in compliance with the provisions of Sections 108, 110 of the Companies Act, 2013 ("the Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act and the Rules, if any, Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars issued in this regard, the latest being General Circular Nos. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("the MCA Circular"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, for seeking approval of the Members of the Company on the Resolution forming part of the Notice.

This Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members /Register of Beneficial Owners as on **Tuesday, 17th November 2026 ("cut-off date")** as maintained by the Depositories and whose e-mail addresses are registered with M/s. MUFG Intime India Private Limited, the Company's Registrar & Transfer Agent (hereinafter referred to as **"RTA"**). The physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot, in accordance with the exemptions granted by the MCA Circulars. Members are required to communicate their assent or dissent only through the remote E-voting.

The Company has engaged Services of National Securities Depository Limited to provide remote E-voting facility to its Members. **The remote E-voting will commence on Monday, 23rd November, 2026 at 9:00 A.M. (IST) and will end on Tuesday, 22nd December, 2026 at 5:00 P.M. (IST).** The E-voting module shall be disabled by NSDL thereafter. Please note that communication of assent or dissent of the Members would

only take place through the remote E-voting system. The instructions for remote E-voting form part of the 'Notes' section to the Notice.

Pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, the Explanatory Statement, setting out the material facts concerning the proposed Resolutions, is annexed to the Postal Ballot Notice.

The Board of Directors has appointed Mr. B. Durga Prasad Rai - Practising Company Secretary (Membership No. A10060 and Certificate of Practice No. 4390), as the Scrutinizer for conducting the Postal Ballot through the remote E-voting process in a fair and transparent manner.

The Scrutinizer will submit a report to the Chairman or any other person authorised by him after completion of the scrutiny of the votes cast electronically. The result of the Postal Ballot through remote E-voting process shall be announced on or before 24th December, 2026 and the resolution will be taken as passed; if the results of E-voting indicate that the requisite majority of the Members had assented to the Resolution. The Scrutinizer's decision on the validity of E-voting shall be final. The E-voting results along with Scrutinizer's report would be published on the website of the Company www.nitco.in and also be submitted to the stock exchanges at www.bseindia.com and www.nseindia.com, where the Company's equity shares are listed. The results would also be published on National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com. The Resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for voting that is 22nd December 2026.

**SPECIAL BUSINESS:**

**TO CONSIDER AND APPROVE SUBSEQUENT INCREASE IN MATERIAL RELATED PARTY TRANSACTION ("RPT") ENTERED WITH M/S. AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED ("AUTHUM")**

To consider and, if thought fit, to pass the following resolution as **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 188 and other provisions of Companies Act, 2013 ("Act") read with the related rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulations 2(1)(zc), 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other applicable laws/statutory provisions, if any, and the Company's Policy on Related Party Transactions, each as amended for time to time, the consent of the Members be and is hereby accorded for the related party arrangement(s)/transaction(s) (whether by way of an individual transaction or

transactions taken together or series of transactions or otherwise), to be entered into and/or carried out and/or continued between the Company and Authum Investment & Infrastructure Limited, (referred as "Authum") a related party of the Company on such terms and conditions as maybe agreed between the Company and Authum for the Working Capital Facility and Invoice Discounting Cum Loan Facility for an aggregate transaction limit of INR 400 Crores, for a period of one year from the date of approval of the members, 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 Company and Authum.

**RESOLVED FURTHER THAT** the Board/ Audit Committee be and are hereby authorised to continue with existing contracts, arrangements and transactions and/or to enter into and/ or execute new contracts, arrangements and transactions, or fresh and independent transactions whether by way of individual transactions or a series of transactions taken together or otherwise, as detailed in the Statement annexed to the Notice issued under Section 102 of the Companies Act, 2013, on such terms and conditions as may be mutually agreed between the Company and Authum, provided that all such transactions shall be in the ordinary course of business and carried out on an arm's length basis and shall not exceed the said revised aggregate limit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to negotiate, finalize and agree the terms, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed 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.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

By Order of Board of Directors
For **Nitco Limited**

**Date: 03rd November 2026**
**Place: Mumbai**

**Sd/-**
**Arihant Kothari**
**Company Secretary & Compliance Officer**

**NOTES:**

1. Explanatory Statement pursuant to Sections 102 and 110 of the Act, SS-2 and the Listing Regulations, MCA circulars, stating all material facts and the reasons for the proposed resolutions above, is annexed hereto and forms part of this Notice.

2. The Company has appointed Mr. B. Durga Prasad Rai (Membership No. 10060 and Certificate of Practice No. 4390), Proprietor of M/s. B. Durga Prasad Rai, Practicing Company Secretary, Mumbai, as the Scrutinizer for conducting the voting process in a fair and transparent manner, Mr. B. Durga Prasad Rai has communicated his willingness to be appointed as the Scrutinizer. The Scrutinizer will submit his report after completion of the scrutiny to the Chairman of the Company or any person authorized by him. The result of the E-voting will be announced not later than 2 working days of the conclusion of the E-voting and the same will be communicated to BSE Limited and the National Stock Exchange of India Limited and shall also be available on the Company's website www.nitco.in and on the website of NSDL www.evoting.nsdl.com. The Resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for E-voting i.e. 22nd December 2026.

3. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners as on Tuesday, 17th November 2026 ("Cut-Off Date") received from the Depositories and whose Email ID is registered with the Company /Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes will not be sent to the Members for this Postal Ballot.

4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote E-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of E-voting. A person who becomes a Member after the Cut-Off Date should treat this notice for information purpose only.

5. This Postal Ballot Notice will also be available on the Company's website at www.nitco.in, websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.

6. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices and other communication through electronic mode to those Members who have registered their Email IDs either with the Depository Participant(s) or the Company. Members who have not registered their Email IDs so far, are requested to register their Email IDs, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update their Email IDs with the Company's RTA.

7. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to investorgrievances@nitco.in

8. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

9. As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form. Further, as per the SEBI circular dated January 25, 2022, the request of transmission and transposition shall only be processed in dematerialized form by following the steps mentioned in the said circular. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, the Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. The Members can contact Company's RTA for assistance in this regard.

10. Non-resident Indian Members are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent ("MUFG Intime India Private Limited") or the concerned Depository Participant(s), as the case may be:

    a. the change in the residential status on return to India for permanent settlement; and
    b. the particulars of the NRE account with a Bank in India, if not furnished earlier.

11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank

details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to MUFG Intime India Private Limited by visiting their site https://web.in.mpms.mufg.com/KYCdownloads.html in case the shares are held in physical form. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs/RTA to enable servicing of notices/ documents /Annual Reports and other communications electronically to their e-mail address in future.

12. Members who have still not registered their email IDs are requested to do so at the earliest as under:

I. Members holding shares in electronic mode can get their email ID registered by contacting their respective DP where they maintain their Demat accounts;

II. Members holding shares in physical mode and have not registered/updated their email address are requested to register their email ID with RTA. The necessary forms are available on the website of the Company at https://www.nitco.in/corporate/investors/shareholders-information;

III. Members are requested to support this Green Initiative effort of the Company and get their email ID registered to enable the Company to send documents such as notices, annual reports, and other documents in electronic form. Those members who have already registered their email addresses are requested to keep their email addresses validated with their DP / RTA to enable servicing of notices, annual reports, and other documents in electronic form.

13. The instructions and other information relating to E-voting are as under:

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:-**

**The remote E-voting will commence on Monday, 23rd November 2026.** The remote E-voting module shall be disabled by NSDL for voting thereafter.

The procedure for remote e-voting is 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**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

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 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. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name i.e. **Nitco Limited** 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.<br><br>2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name i.e. **Nitco Limited** 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 remote e-Voting period.<br><br>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br><br>4. 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. 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 hold 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. Click on company name i.e. **Nitco Limited** 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.<br><br>5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>App Store Google Play |
| Individual Shareholders holding securities in demat mode with CDSL | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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.<br><br>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. |

| | |
|---|---|
| | 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.<br><br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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. Click on company name i.e. Nitco Limited 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. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 or call at 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 contact at toll free no. 1800-21-09911 |

**B) Login Method 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. 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<br><br>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<br><br>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<br><br>For example if folio number is 001*** and EVEN is 143609 then user ID is 143609 001***. |

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user 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 email ID is not registered, please follow steps 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:
   a) 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.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) 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.
   d) 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 on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. 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.
2. Select **"143609"** of company i.e. **Nitco Limited** for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for 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 dprai@yahoo.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 and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Sukhet Shetty at evoting@nsdl.com

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids 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 investorgrievances@nitco.in. 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 investorgrievances@nitco.in. If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode**.
2. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. 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.

By Order of Board of Directors
For **Nitco Limited**

**Date: 03rd November 2026**
**Place: Mumbai**

**Sd/-**
**Arihant Kothari**
**Company Secretary & Compliance Officer**

**Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 forming part of the Notice**

**ITEM NO. 1 TO CONSIDER AND APPROVE SUBSEQUENT INCREASE MATERIAL RELATED PARTY TRANSACTION ("RPT") ENTERED WITH M/S. AUTHUM INVESTMENT & INFRASTRUCTURE LIMITED ("AUTHUM")**

The Members were informed that the Company has entered into and proposes to enter into transaction(s) with M/s. Authum Investment & Infrastructure Limited ("Authum"), which is a Related Party of the Company under the provisions of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

The Members were further informed that, as on date, requisite approvals from board and shareholders were taken in the year 2026-2027 for the transactions with Authum are mentioned below.

| Sr. | Date of approval | Limit approved (in crores) | Transaction (s) | Purpose |
|---|---|---|---|---|
| 01 | March 23, 2026 by the Board of Directors at the board meeting. | 75 | Availing a Working Capital Facility along with an Invoice Discounting-cum-Loan Facility. | For effectively meeting the short-term operational and working capital requirements of the Company. |
| 02 | May 01, 2026 by shareholders through postal ballot and remote e-voting. | 75 | Availing a Working Capital Facility along with an Invoice Discounting-cum-Loan Facility. | Operational requirements and for smooth business activities. |
| 03 | August 12, 2026 by the Board of Directors at the board meeting. | 250 | Continue to Avail a Working Capital Facility along with an Invoice Discounting-cum-Loan Facility. | flexibility to maintain adequate liquidity. |
| 04 | September 17, 2026 by shareholder at the Annual General Meeting | 250 | Continue to Avail a Working Capital Facility along with an Invoice Discounting-cum-Loan Facility. | flexibility to maintain adequate liquidity and short-term funding requirements. |

Taking into the account the business operation requirements, the Company further proposes to avail a Working Capital Facility and Invoice Discounting-cum-Loan Facility, from Authum, for an aggregate amount of up to INR 400 Crores/- (Rupees Four Hundred Crores only), subject to such terms and conditions as may be mutually agreed between the Company and Authum and subject to obtaining the requisite

approvals under the applicable provisions of the Companies Act, 2013 and the Listing Regulations.

The Company intends to maintain aggregate outstanding up to INR 100 crore at any point in time; however, considering the revolving nature of the facilities, approval for an aggregate transaction value of INR 400 crore is sought.

In line with the changing needs of the Company including ensuring that the Company has sufficient cash flow, short term financing and flexibility around cash flow timing, the Company requires flexibility in its working capital and short term financing. This provides the Company with flexibility around cash flow to ensure that inventory is kept at optimal levels, quickly respond to demand in the market and improve supply chain efficiency.

The said proposal was placed before the Audit Committee and Board of Directors of the Company, at their meetings held on November 03, 2026 for review and confirmation, which was approved by both with requisite majority.

The certificate provided by the Managing Director and Chief Financial Officer of the Company, as required under the RPT Industry Standards was placed and reviewed by the Audit Committee and the Board of Directors of the Company.

The details of the proposed RPT between the Company and Authum, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with RPT Industry standards:

| Sr. No. | Particulars of the information | Information provided by the management |
|---|---|---|
| **Part A: Minimum information of the proposed RPT** | | |
| **A(1) Basic details of the related party** | | |
| 1. | Name of the related party | M/s. Authum Investment & Infrastructure Ltd (herein after referred as "Authum") |
| 2. | Country of incorporation of the related party | India |
| 3. | Nature of business of the related partys | Authum Investment & Infrastructure Limited operates as a Non-Banking Financial Company (NBFC) not accepting public deposits and is engaged in the business of investments, equity market trading, and lending activities. |
| **A(2) Relationship and ownership of the related party** | | |
| 1. | Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: | Authum holds 44.54% (equity) stake in the Company |
| | Shareholding of the listed entity, whether direct or indirect, in the related party. | Nil |

<table>
<tr><td></td><td>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.</td><td>Not applicable</td></tr>
<tr><td></td><td>Shareholding of the related party, whether direct or indirect, in the listed entity</td><td>44.54%</td></tr>
<tr><td colspan="3">A(3) Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.</td><td>
<table>
<tr><th>Sr. No.</th><th>Nature of transaction for FY26</th><th>Amount</th></tr>
<tr><td>1.</td><td>Working Capital Facility</td><td rowspan="2">Up to INR 250 crores</td></tr>
<tr><td>2.</td><td>Bill Discounting Facility</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>
<table>
<tr><th>SN</th><th>Nature of transaction for FY26</th><th>Amount</th></tr>
<tr><td>1.</td><td>Working Capital Facility</td><td rowspan="2">Up to INR 250 crores</td></tr>
<tr><td>2.</td><td>Bill Discounting Facility</td></tr>
</table>
</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.</td><td>No</td></tr>
<tr><td colspan="3">A(4) Amount of the proposed transactions (All types of transactions taken together)</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>
<table>
<tr><th>SN</th><th>Nature of transaction</th><th>Amount</th></tr>
<tr><td>1.</td><td>Working Capital Facility</td><td rowspan="2">Up to INR 400 crores</td></tr>
<tr><td>2.</td><td>Bill Discounting Facility</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual</td><td>73.80%</td></tr>
</table>

<table>
<tr><td></td><td>consolidated turnover for the immediately preceding financial year.</td><td></td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>Not applicable</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td>15.33%</td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td>
<table>
<tr><th>Particulars for FY26 (Consolidated) Amount</th><th>Amount<br>(₹ crore)</th></tr>
<tr><td>Turnover</td><td>2608.80</td></tr>
<tr><td>Profit After Tax</td><td>1929.35</td></tr>
<tr><td>Net worth</td><td>14765.86</td></tr>
</table>
</td></tr>
</table>

**A(5) Basis details of proposed transactions**

<table>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td>
<table>
<tr><th>Sr. No.</th><th>Nature of transaction for FY26</th><th>Amount</th></tr>
<tr><td>1.</td><td>Working Capital Facility</td><td rowspan="2">upto 400 INR Crores</td></tr>
<tr><td>2.</td><td>Invoice Discounting Facility</td></tr>
</table>
</td></tr>
<tr><td>2.</td><td>Details of the proposed transaction</td><td>The Company proposes to enhance the existing approved limit for the Invoice Discounting-cum-Loan Facility from INR 250 Crore to INR 400 crore. The enhanced limit will provide the Company with greater flexibility to maintain adequate liquidity, meet its short-term funding requirements, manage timing differences in cash flows and ensure timely fulfilment of its business</td></tr>
</table>

| | | |
|---|---|---|
| | | and financial obligations, thereby facilitating the smooth and uninterrupted conduct of its business operations. Accordingly, the Company proposes to obtain shareholders' approval for an aggregate transaction limit of INR 400 Crore, covering the Working Capital Facility and Invoice Discounting Cum Loan Facility, for a period of one year from the date of approval by the Members. |
| 3. | Tenure of the proposed transaction (tenure in number of years or months to be specified) | For a period of one year from the date of approval by the Members. |
| 4. | Whether omnibus approval is being sought? | Yes |
| 5. | Value of the proposed transaction during a financial year.<br><br>If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | Value of proposed transactions is up to INR 400 Crores.<br><br>FY 2026-2027 – INR 100 Crores (Over the above the existing INR 250 Crores approval).<br><br>FY 2027-2028 – INR 300 Crores |
| 6. | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity. | Refer to point no. 2, details and benefit of the transaction captured above. Further, the proposed RPTs are undertaken in the ordinary course of business and on an arm's length basis. |
| 7. | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | NA |
| 8. | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | None |
| 9. | Other information relevant for decision making. | All relevant information forms a part of this disclosure setting out requisite facts. |

**B(5) Disclosure only in case of for proposed transactions relating to borrowings by the listed entity or its subsidiary**

| | | |
|---|---|---|
| 1. | Material covenants of the proposed transaction | As per facility agreement entered into by the Company with Authum. |

| | | |
|---|---|---|
| 2. | Interest rate (in terms of numerical value or base rate and applicable spread) | 10% per annum |
| 3. | Cost of borrowing (This shall include all costs associated with the borrowing) | 10% per annum |
| 4. | Maturity / due date | Repayable on due date or demand whichever is earlier. |
| 5. | Repayment schedule & terms | Repayable on due date or demand whichever is earlier. |
| 6. | Whether secured or unsecured? | Secured |
| 7. | If secured, the nature of security & security coverage ratio | Hypothecation of inventory & account receivables (past, present & future) |
| 8. | The purpose for which the funds will be utilized by the listed entity /subsidiary | Working Capital Facility & Invoice Discounting-cum-Loan Facility |
| **C(4) Disclosure *only* in case of transactions relating to borrowings by the listed entity or its subsidiary** | | |
| 1. | Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Explanation: This shall not be applicable to listed banks. | |
| | a. Before transaction | 0.63 |
| | b. After transaction | 0.78 |
| 2. | Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements Explanation: This shall not be applicable to listed banks. | |
| | a. Before transaction | 0.70 |
| | b. After transaction | 0.31 |

The Board of Directors recommends the Ordinary Resolution contained in Item No. 1 of the accompanying Notice to the Members for approval.

None of the Directors, Key Managerial Personnel (KMPs), or their relatives, except to the extent of their directorships or shareholding in the concerned entities, are in any way deemed to be interested in or concerned with this resolution.