

BANSISONS TEA INDUSTRIES LIMITED

Regd. Office: 3rd floor Metro Plaza, S.F. Road, Metro Plaza, PO- Siliguri, West Bengal, Siliguri
Junction, Darjiling, Siliguri, West Bengal, India, 734001
CIN: L15520WB1987PLC04298

21st February, 2025

**To,
The General Manager Corporation
Relationship Department BSE Limited
P.J Towers, Dalal Street
Mumbai - 400001**

Script Code: 519353

Dear Sir/Madam,

Sub: Submission of Postal Ballot Notice.

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated February 05, 2025. Further the Postal Ballot Notice sent only through electronic mode to those Members who have registered their email address with their Depository Participant(s) ('DPs') or with the Registrar and Share Transfer Agent of the Company and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') and for reckoning the voting rights of the Members of the Company as on February 14, 2025 ('Cut-off date') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and applicable MCA Circulars and SEBI Circulars. The Company has availed remote e-voting facility from National Securities Depository Limited (NSDL) and below is the calendar of the events for remote e-voting.

You are requested to kindly take the same on record.

Thanking You,

For Bansisons Tea Industries Limited

**Chirag Nanavati
Director
DIN: 08196966**

Encl: As Above

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given to the members of **BANSISONS TEA INDUSTRIES LIMITED** (the “Company”) that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 20, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), read with applicable circulars under the Act and Listing Regulations, Secretarial Standard on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India, the Articles of Association of the Company and subject to other applicable laws, rules and regulations, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the shareholders of the Company for the business set out hereunder through Postal Ballot (“the Postal Ballot”) by way of remote e-voting (“e-voting”) process.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the below appended resolution setting out the material facts and the reasons thereof, is annexed herewith for your consideration.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

In compliance with Rule 22(5) of the Rules, the Board has appointed **Mrs. Rupal Patel** (FCS-6275, CP No-3803), Practicing Company Secretaries, Ahmedabad, as ‘Scrutinizer’ to scrutinize the Postal Ballot process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting. The Company has made necessary arrangements with S. K. Infosolutions Private Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The members desiring to exercise their vote on the resolutions included in this notice of the Postal Ballot by electronic means i.e. through e-voting services provided by NSDL. The e-voting period shall commence on **Saturday, 22nd February, 2025 at 09.00 A.M. (IST)** and end on **Monday, 24th March, 2025 at 05.00 P.M. (IST)**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than Monday, 24th March, 2025 at 05.00 P.M. (IST). E-voting will be blocked by NSDL immediately thereafter and voting will not be allowed beyond the said date and time.

Upon the completion of scrutiny of the votes, the Scrutinizer will submit her report to the to the Chairman or any other person authorized by the Chairman and the result of the voting by Postal Ballot will be announced not later than two (2) working days or three (3) days, whichever is earlier from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The results of the Postal Ballot will be intimated to the BSE Limited, where the shares of the Company are listed. The said results along with the Scrutinizer’s Report will also be displayed on the website of the Company (www.bansisonstea.in) as well as on NSDL’s website- www.evoting.nsdl.com and will be displayed on the notice board of the Company at its Registered Office. In accordance with

Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Central Government, the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e. Monday, 24th March, 2025, in terms of SS-2.

RESOLUTION FOR APPROVAL THROUGH POSTAL BALLOT

SPECIAL BUSINESSES:

1. Shifting of registered office of the company from one state to another state.

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file a petition before the Regional Director, Eastern Region, under Section 13 (4) and other applicable provisions; if any of the Companies Act, 2013, read with Rule 30 of Companies (Incorporation) Rules, 2014, praying for confirmation of the alteration to the Clause II of the Memorandum of Association as stated hereinabove and do all such acts, deeds and things as may be necessary and expedient in relation to the filing of the petition and the issues that may be arising from time to time out of the filing of the petition and the matters as may be necessary and expedient for the shifting of the registered office of the company; if so confirmed/ approved by the Regional Director, Eastern Region.”

“RESOLVED FURTHER THAT on confirmation / approval of the Eastern Region Regional Director, the Registered Office of the Company be shifted from “State of West Bengal” to the “State of Gujarat”, the Board be and is hereby authorized to take necessary steps to shift the Registered Office in the State of Gujarat and within the jurisdiction of the Registrar of Companies, Ahmedabad.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things as may be necessary and expedient for shifting of the Registered office of the Company as per the Orders that may be passed by the Regional Director, Eastern Region.”

“RESOLVED FURTHER THAT the Board of Directors be and hereby authorized to finalize the address of the Registered Office of the Company in the State of Gujarat, as they may deem consider appropriate.”

“RESOLVED FURTHER THAT directors and KMP’s are hereby severally authorized to sign and submit the necessary, forms, intimations, and e-forms with the relevant statutory authorities and to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

2. Regularization of appointment of Additional Director Mr. Hiren Dhirajlal Shah (DIN: 09842161) as an Independent Director of the Company.

*To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Hiren Dhirajlal Shah (DIN: 09842161), who was appointed as an additional director of the company, categorized as independent, by the Board of Directors with effect from 11/09/2024, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director for a term of five consecutive years and shall not liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director and KMP of the Company be and are hereby authorized severally to sign and submit required e-forms with the Ministry of Company Affairs – MCA and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

By the order of the Board
For Bansions Tea Industries Limited

Sd/-

Sandeep Agarwal
Whole-time Director
DIN: 00688647

Date: 05/02/2025
Place: West Bengal

Registered Office:
264 M G Road, Darjeeling,
Siliguri, West Bengal, India, 734405.

CIN: L15520WB1987PLC042982

Email: bansisonstea@gmail.com

Website: www.bansisonstea.in

NOTES:

- An explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts concerning the Special Resolution and the reasons thereof is annexed.**
- In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
- The Postal Ballot Notice is being sent to the Member(s) whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 14th February, 2025. The Postal Ballot Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company’s Registrar and Share Transfer Agent (“RTA”).
- Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for the purpose of voting/e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by NSDL and the business may be transacted through such voting. The instructions for e-voting are annexed to this Notice.
- The e-voting period shall commence on Saturday, 22nd February, 2025 from 9.00 a.m. (IST) and shall end on Monday, 24th March, 2025 at 5.00 p.m. (IST). E-voting shall not be allowed beyond the said date and time.
- The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, 14th February, 2025.
- Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- The Board of Directors of the Company (“**the Board**”), has appointed **Mrs. Rupal Patel, Practicing Company Secretary** (COP.: 3803) as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
- The Scrutinizer will submit her report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 2 working days or 3 days, whichever is earlier from the conclusion of e-voting and will also be displayed on the Company website www.bsnsisonstea.in, on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchange i.e. BSE Limited and RTA.
- The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e Monday, 24th March, 2025. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
- All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to bansisonstea@gmail.com in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
- Members may send an email request to skcdilip@gmail.com, contact@skcinfo.com along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to skcdilip@gmail.com, contact@skcinfo.com or contact RTA at – 033-22194815, 22196797.
- We urge Members to support our commitment to environmental protection by choosing to receive the Company’s communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at skcdilip@gmail.com, contact@skcinfo.com Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, S. K. Infosolutions Private Limited either by email to skcdilip@gmail.com , contact@skcinfo.com or by post to 34/1A Sudhir Chatterjee Street, Kolkata, West Bengal, 700006.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR – 2
	For nomination as provided in the Rules 19 (1) of Companies (Share Capital and Debentures) Rules, 2014	Form ISR – 13
	Declaration to opt out	Form ISR – 3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR – 4
	The forms for updating the above details are available at www.bansisonstea.in	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

15. The Postal Ballot Notice and supporting documents are uploaded on the website of the Company, i.e. www.bansisonstea.in and can also be accessed from the website of the BSE at www.bseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of NSDL, i.e., www.evoting.nsdl.com.

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.	<ol style="list-style-type: none"> 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 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. 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 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

	<p>‘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 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 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 evoting 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 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.
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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 22 55 33

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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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 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

	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

- 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.
- Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- 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.
- 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?

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- 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 roopalcs2001@gmail.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 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 bansisonstea@gmail.com.
 2. 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 (bansisonstea@gmail.com). 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**.
 3. 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.
 4. 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.
16. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by September 30, 2023 vide its circulars dated November 3, 2021, December 14, 2021 and March 16, 2023. It is also mandatory to link PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrars S. K. Infosolutions Private Limited at skcdilip@gmail.com, contact@skcinfo.com.
 17. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
 18. Pursuant to Regulation 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 02, 2020 had fixed March 31, 2021 as the last date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission or transposition of securities

shall be processed only in dematerialized form. Shareholders can contact the Company or Company's RTA for any assistance in this regard.

Date: 05/02/2025
Place: West Bengal

Registered Office:
264 M G Road, Darjeeling,
Siliguri, West Bengal, India, 734405.
CIN: L15520WB1987PLC042982
Email: bansisonstea@gmail.com
Website: www.bansisonstea.in

By the order of the Board
For Bansisons Tea Industries Limited
Sd/-
Sandeep Agarwal
Whole-time Director
DIN: 00688647

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EXPLANATORY STATEMENT

(Statement pursuant to Section 102 of the Companies Act, 2013)

The following is the statement setting out the material facts relating to the Special Business mentioned in the accompanying notice dated 05th February, 2025 and shall be taken as forming part of the Notice.

ITEM NO. 1

As per the resolution passed by the Board of Directors of Bansisons Tea Industries Limited (hereinafter referred to as "the Company") at its meeting held on 5th February 2025, the Board has approved and recommended the proposal of shifting the registered office of the Company from Siliguri, West Bengal, to State of Gujarat, for the approval of the members.

The Company is currently registered with its office situated at 264 M.G. Road, Darjeeling, Siliguri, West Bengal, India, 734405. However, in light of the business expansion plans and to capitalize on the growing opportunities in other regions, the Board of Directors has deemed it appropriate to shift the registered office of the Company to Gujarat, which has become a growing hub for the industry and offers strategic business advantages.

The proposed location of Gujarat, offers a more central and accessible location for the Company's operations, particularly with respect to the national market. Gujarat has long been recognized as an industrial and commercial hub of India, making it a favorable choice for businesses that wish to expand and improve operational efficiencies. Being in Gujarat, the Company will be better positioned to tap into the thriving market in western India, including key markets in Gujarat, Maharashtra, and Rajasthan.

The relocation will place the Company closer to major tea-exporting ports, logistic hubs, and other essential business resources, which will result in improved distribution networks, reduced transportation costs, and quicker access to raw materials, especially for export. Gujarat's robust infrastructure, including road, rail, and air connectivity, will ensure seamless operations and business growth. Gujarat offers a conducive environment for industrial growth with its business-friendly policies, industrial parks, and excellent infrastructure. It will provide the Company with ample opportunities for business expansion and partnerships in the state's burgeoning market. Gujarat is home to a large pool of skilled and educated professionals across various sectors, particularly in areas such as logistics, manufacturing, and finance. The proximity to such a skilled workforce will enhance the Company's recruitment process and overall operational productivity.

By moving to Gujarat, which is a well-established business hub, the Company can increase its visibility and brand recognition among the business community and investors. This will not only improve the Company's profile but also provide opportunities to build stronger relationships with potential clients, suppliers, and industry leaders.

The shift aligns with the Company's long-term vision of expanding its operations, increasing market penetration, and enhancing shareholder value. This move is expected to create synergies in the Company's operations, improve profitability, and provide better corporate governance.

The shifting of the registered office from one state to another and the alteration of Clause II of the MOA requires the approval of the members of the Company by way of a special resolution, in accordance with the provisions of Section 12, 13, and other applicable provisions of the Companies Act, 2013 and rules made thereunder. Accordingly, the approval of the members is being sought through a special resolution as set out under Item No. 1 of the Notice. A copy of the Memorandum of Association of the Company, along with the proposed alterations, is available for inspection by the members at the registered office of the Company during normal business hours between 10:00 A.M. and 6:00 P.M. (IST) on all working days up to the date of the meeting.

None of the Directors, Key Managerial Personnel, and their immediate relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 1 for the approval of the Members by way of passing **Special Resolutions**.

ITEM NO. 2

The Board Members of the company in their meeting held on 11/09/2024 approved appointment of Mr. Hiren Dhirajlal Shah (DIN: 09842161) as an Additional Independent Director of the Company with immediate effect i.e. 11/09/2024.

The Nomination and Remuneration committee and the Board of the Company are of the view that it would be appropriate that Mr. Hiren Dhirajlal Shah (DIN: 09842161) continues to serve the board for the period of five years. The company has obtained consent and

declaration of Independence from Mr. Hiren Dhirajlal Shah (DIN: 09842161) to act as Non- Executive Independent Director for the term of five (5) years.

Mr. Hiren Dhirajlal Shah (DIN: 09842161) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Brief Profile of Mr. Hiren Dhirajlal Shah in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

PARTICULARS	Mr. Hiren Dhirajlal Shah
DIN	09842161
Date of Birth	08/09/1988
Date of appointment	11/09/2024
Qualifications	Graduate
Expertise	Mr. Hiren Dhirajlal Shah aged 36 years is appointed as Additional Director, He has an experience of around 10 years in accounts & finance.
Names of Listed Companies in which the Director holds Directorship	0
Names of Committees of the other listed Companies in which the Director holds Chairmanship/ Membership	0
Number of Shares held as on March 31, 2024	Nil
Relationships between Directors and Key Managerial Personnel of the Company	Not Related to any of the existing Board of Directors/KMP of the Company

Mr. Hiren Dhirajlal Shah (DIN: 09842161) may be deemed to be concerned or interested in the Special Resolution.

None of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution as set out at Item No. 2 of this Notice, except to their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 2 for the approval of the Members by way of passing **Special Resolutions**.

Date: 05/02/2025
Place: West Bengal

Registered Office:
264 M G Road, Darjeeling,
Siliguri, West Bengal, India, 734405.
CIN: L15520WB1987PLC042982
Email: bansisonstea@gmail.com
Website: www.bansisonstea.in

By the order of the Board
For Bansisons Tea Industries Limited
Sd/-
Sandeep Agarwal
Whole-time Director
DIN: 00688647