



INDONG TEA COMPANY LIMITED

CIN No.: L01122WB1990PLC050506

Sikkim Commerce House. 4/1, Middleton Street. Kolkata - 700 071, India

Phone: 91-33 4006 3601 / 3602

E-mail: indongtea@asiangroup.in

Website: www.indongteaco.com

Garden: P.O. - Matelli. Dist.: Jalpaiguri (W.B.) Pin: 735223. Rly. Station: Chalsa

Date: 13-12-2024

To,
BSE Limited
Department of Corporate Services
Floor 25, P. J. Towers, Dalal Street
Mumbai - 400 001

Scrip Code and ID: 543769 (INDONG)

Dear Sir/Madam,

Sub: Intimation for Notice of 01/2024-25 Extra Ordinary General Meeting (EGM), Cut-off date and Book Closure

This is to inform you that the 01/2024-25 Extra Ordinary General Meeting of Indong Tea Company Limited is scheduled to be held on Wednesday, the 8th January, 2025 at 11:00 A.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

Further, with reference to the above subject and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule III, we are enclosing herewith Notice of EGM has been attached and intimated to the Stock Exchange(s) and to the Members of the Company.

The Company has fixed Monday, 1st January, 2025 as the "Cut-Off-Date" for the purpose of E-Voting. Those shareholders holding shares either in dematerialized form or in physical form, as on the close of business hours will be entitled to avail the facility of remote e-voting as well as voting at the EGM.

In addition to above, in terms of Regulation 42 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 2nd January 2025 to Wednesday, the 8th January, 2025 (both days inclusive).

Kindly take the same on your records.

Thanking You,

Yours faithfully,

For, **Indong Tea Company Limited**

Chandan Gupta
(Company Secretary and Compliance Officer)



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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the **01/2024-25 Extra-Ordinary General Meeting** ("EGM") of the members of **Indong Tea Company Limited** ("the Company") will be held on **Wednesday, 8th day of January 2025 at 11:00 A.M. IST through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") facility**, to transact the following businesses:

SPECIAL BUSINESS:

1. APPROVAL FOR INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 as amended, and the rules made thereunder from time to time including any statutory modifications or re-enactment thereof for the time being in force ("Companies Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 24,50,00,000/- (Rupees Twenty Four Crores Fifty Lakhs Only) divided into 2,45,00,000 (Two Crore Forty-Five Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted as follows:

"V. The Authorized Share Capital of the Company Rs. 24,50,00,000/- (Rupees Twenty Four Crores Fifty Lakhs Only) divided into 2,45,00,000 (Two Crore Forty-Five Lakhs) Number of Equity Shares of Face Value Rs. 10/- (Rupees Ten only) each with a power to Board of Directors to increase or reduce the capital and to consolidate or sub divide the shares and issue shares of higher or lower denomination and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions attached thereto as may be determined by or in accordance with the articles of association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time be permitted by the articles of association of the company or the legislature provisions for the time being in force in that behalf."

RESOLVED FURTHER THAT the existing directors of the Company and/or the Company Secretary and/or Chief Financial officer as authorized by the Board be and are hereby severally authorised to sign the necessary agreements, documents as the case may be, obtain necessary permission, approvals as the case may be, and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution."



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2. APPROVAL FOR ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS:

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 Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (**the “Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**the “SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the “SEBI Listing Regulations”**) and the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (**the “SEBI Takeover Regulations”**), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs(“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other statutory or regulatory authorities, including the BSE Limited (“BSE” or “Stock Exchange”) on which the equity shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) are listed (hereinafter collectively referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchanges) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorised to accept, the consent of the Members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches, up to 90,00,000 (Ninety Lakhs) fully paid up equity shares of face value of Rs. 10/- each at a price of Rs. 30/- (Rupees Thirty only) each payable in cash (“Issue Price”), for a total consideration of up to Rs. 27,00,00,000/- (Rupees Twenty Seven Crores only), determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, 2018 and subsequent amendment thereto, to identified persons, as specified below (hereinafter referred to as “Proposed Allottees”), by way of a preferential issue in accordance with the terms as set out herein, and in the explanatory statement to this Notice calling Extra-Ordinary General Meeting (“EGM”), and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (**the “Preferential Issue”**).

Sl. No.	Name of the Allottees	Category	No. of Equity Shares
1	Hairam Garg	Promoter	11,00,000
2	Rajesh Garg	Promoter Group	3,20,000
3	Rama Garg	Promoter Group	1,60,000
4	Sita Garg	Promoter Group	1,80,000
5	Sunil Garg	Promoter Group	1,80,000
6	Nisha Garg	Promoter Group	80,000



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Sl. No.	Name of the Allottees	Category	No. of Equity Shares
7	Raunak Garg	Promoter Group	1,80,000
8	Asian Tea and Export Ltd	Promoter	16,20,000
9	Asian Capital Market Limited	Promoter Group	5,20,000
10	Asian Housing and Infrastructure Limited	Promoter Group	1,80,000
11	Greenex Chemicals Private Limited	Promoter Group	3,20,000
12	IBM Finance and Investment Private Limited	Promoter Group	6,60,000
13	Mega Flex Plastics Limited	Public	1,08,000
14	White Saffron grains LLP	Public	1,08,000
15	Sampati Devi Jain	Public	80,000
16	Sandeep Bothra	Public	20,000
17	Sonal Bhura	Public	20,000
18	Rosy Sethia	Public	20,000
19	Deepak Rajjada	Public	12,000
20	Karan Ghorawat	Public	12,000
21	Lizy Pappachen	Public	52,000
22	Sahastra Sales Private Limited	Public	1,00,000
23	Sandeep Sharma	Public	4,00,000
24	Vijay Kumar	Public	4,00,000
25	Jugal Bhagat	Public	11,68,000
26	Pushpa Bhaju	Public	10,00,000

RESOLVED FURTHER THAT the Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the issue including reduction of the size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of Equity Shares is **Monday, 9th December 2024**, i.e. 30 days prior to the date of EGM.

"RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions.

- The Proposed Allottee of Equity Shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, prior to the date of allotment thereof;
- The consideration for allotment of Equity Shares shall be paid to the Company by the Proposed Allottee from its bank account(s);
- The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.



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- d) The Equity Shares to be allotted to the Proposed Allottees shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- e) The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold/transferred, hypothecated or encumbered in any manner during the period of lock-in as provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- f) The Equity Shares shall be allotted within a period of 15 (Fifteen Days) from the date of passing the resolution provided where the allotment of Equity Shares is pending on Account of pendency of any approval or permission for such allotment by any regulatory authority the allotment shall be completed within 15 (days) from the date of such approval or permission.
- g) Allotment shall only be made in dematerialized form.
- h) The new Equity Shares issued and allotted pursuant to this resolution shall be subject to the provisions of Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects with the existing Equity Shares of the Company.
- i) The Equity Shares after allotment shall be listed on the Stock Exchange where the existing Equity Shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees in accordance with the provisions of the Act, with a stipulation that the allotment would be made only upon receipt of In-principle approval from the Stock Exchanges i.e., BSE within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Company Secretary, be and are hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the Members of the Company, including but not limited to the following:

- (i) to issue and allot Equity Shares pursuant to the preferential issue and to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Equity Shares to be allotted pursuant to the Preferential Issue, and subsequently for obtaining listing approval and trading approval for the Equity Shares allotted;
- (ii) to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Equity Shares;
- (iii) to resolve and settle any questions, difficulty or doubt that may arise in regard to the issuance and allotment of the Equity Shares pursuant to the Preferential Issue, and utilization of issue proceeds without requiring any further approval of the Members, and



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- to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- (iv) to issue clarifications on the offer, issue and allotment of the Equity Shares and listing of the Equity Shares to be allotted pursuant to the Preferential Issue on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- (v) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Committee of Directors or any one or more Directors/Officials of the Company to give effect to this resolution.”

By the order of the Board
For **Indong Tea Company Limited**

Sd/-
Chandan Gupta
Company Secretary cum Compliance Officer
Membership No: A55681

Date: 9th December 2024

Place: Kolkata



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Notes:

1. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021 and General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 02/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 issued by Ministry of Corporate Affairs (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI Circular No. SEBI/HO/DDHS/P/ CIR/2023/0164 dated October 6, 2023 and Circular No. SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and Circular No. SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively "SEBI Circulars"), have permitted companies to conduct EGM through VC or Other Audio Visual Means, subject to compliance of various conditions mentioned therein till September 30, 2025. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the EGM of the Company is being convened and conducted through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 1 and 2 of the Notice is annexed hereto.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available



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for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.indongteaco.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. **Members who may like to express their views or ask question during the EGM may pre-register themselves as a speaker and submit their questions in advance with regard to the financial statements or any other matter to be placed at the EGM by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number, Email id, PAN and mobile number at cs@indongteaco.com between starting from Saturday 28th day of December, 2024 at 09:00 A.M. (Indian Standard Time) to on or before Saturday, 4th day of January, 2025 at 05.00 P.M. (Indian Standard Time).** Only those Members who register themselves as speaker within the required time frame as mentioned above will be allowed to express views/ask questions during the EGM. The Management will decide, at its due discretion, whether and how it will answer the questions. It can summarize the questions and select, in the interest of the other shareholders, only meaningful questions. The management will only address the queries/questions of the speaker who attends the meeting, in absence of them company is not required to be liable for addressing their concern.

The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time at the EGM.

9. The Register of Members and Share Transfer Register will remain closed from Thursday, 2nd January, 2025 to till Wednesday, 8th January, 2025 (both days inclusive) on account of the 01/2024-25 Extra Ordinary General Meeting. (EGM).
10. To prevent fraudulent transactions, Members are requested to exercise due diligence and immediately notify any change in their address and/or bank mandate to their DPs in respect of shares held in electronic form. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.
11. As per the provisions of the MCA Circulars, Members attending the EGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
12. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-Voting and e-Voting during the EGM. The process and instructions



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- for remote e-Voting are provided in the subsequent pages. Such remote e-Voting facility is in addition to voting that will take place at the EGM being held through VC.
13. Members joining the meeting through VC, who have not already cast their vote by means of remote e-Voting, shall be able to exercise their right to vote through e-Voting at the EGM. The Members who have cast their vote by remote e-Voting prior to the EGM may also join the EGM through VC but shall not be entitled to cast their vote again.
 14. The Board of Directors has appointed Ms. Puja Pujari (FCS: 13102, CP: 20171), Practicing Company Secretaries, as the Scrutinizer to scrutinize the voting during the EGM and remote e-Voting process in a fair and transparent manner.
 15. The Results shall be declared within 2 (two) working days of conclusion of the EGM. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.indongteaco.com and on the website of NSDL www.evoting.nsdl.com. The same shall also be communicated to Stock Exchange, where the shares of the Company are listed.
 16. As per the Companies Act, 2013, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the EGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
 17. Corporate Members are required to access the link www.evoting.nsdl.com and upload a certified copy of the Board Resolution authorizing their representative to vote on their behalf. Institutional investors are encouraged to attend and vote at the meeting through VC.
 18. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 19. In line with the MCA and SEBI Circulars, the notice of the EGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice will also be available on the Company's website at www.indongteaco.com and websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evoting.nsdl.com.
 20. As the EGM is being held through VC, the route map is not annexed to this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING EXTRA-ORDINARY GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Sunday, 5th January, 2025 at 09:00 A.M. and ends on Tuesday, 7th January, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 1st January, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 1st January, 2025. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.



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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 and joining virtual meeting 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 or joining virtual meeting & voting during the meeting. 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 '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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



INDONG TEA COMPANY LIMITED

CIN No.: L01122WB1990PLC050506





Sikkim Commerce House. 4/1, Middleton Street. Kolkata - 700 071, India

Phone: 91-33 4006 3601 / 3602

E-mail: cs@indongteaco.com, indongtea@asiangroup.in

Website: www.indongteaco.com

Garden: P.O. - Matelli. Dist.: Jalpaiguri (W.B.) Pin: 735223. Rly. Station: Chalsa

	<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>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 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 or joining virtual meeting & voting during the meeting. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

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.



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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 e-Voting and joining virtual meeting 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.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use 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'?



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- (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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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



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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 cspujapujari@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 to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / 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 cs@indongteaco.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 cs@indongteaco.com. If you are an Individual shareholder 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 and joining virtual meeting 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.



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2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@indongteaco.com. The same will be replied by the company suitably.

By the order of the Board
For **Indong Tea Company Limited**

Sd/-
Chandan Gupta
Company Secretary cum Compliance Officer
Membership No: A55681

Date: 9th December 2024

Place: Kolkata



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013:

The following explanatory statement sets out all material facts relating to the Businesses mentioned under Item No. 1 and 2 in the accompanying Notice:

ITEM NO. 1:

APPROVAL FOR INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION:

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital of the Company from Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 24,50,00,000/- (Rupees Twenty Four Crores Fifty Lakhs Only) divided into 2,45,00,000 (Two Crore Forty-Five Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each.

Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors at its meeting held on 9th December 2024 have recommended to increase the Authorised Share Capital from Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 24,50,00,000/- (Rupees Twenty Four Crores Fifty Lakhs Only) divided into 2,45,00,000 (Two Crore Forty-Five Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each. The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company.

As a consequence of increase of Authorised Share Capital of the Company, the existing Authorised Share Capital Clause in Memorandum of Association of the Company be altered accordingly. The proposed increase of Authorised Share Capital requires the approval of shareholders in general meeting u/s 13, 61 and 64 of the Companies Act, 2013. The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item No. 1 of the accompanying notice.

The Board recommend the aforesaid resolution for the approval by the shareholders as ordinary resolution.

ITEM NO. 2:

APPROVAL FOR ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS:

The Board of Directors of the Company at their meeting held on 9th December 2024 have proposed to issue Equity Shares through Preferential Allotment to selected group of people as mentioned in the resolution and also given below in the explanatory statement.

As per Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder ("the Act") and other applicable provisions, if any, of the



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enactment thereof and Chapter V of SEBI (Issue of capital and Disclosure requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), approval of shareholders by way of special resolution is required for allotment of equity shares on preferential basis.

The Board, therefore, seeks approval of the members as set out in the notice, by way of Special Resolution to issue and allot Equity Shares through Preferential Allotment to the proposed allottees.

The relevant disclosures as required in terms of the Act and SEBI (ICDR) Regulations as amended from time to time are as under:

1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price:

The Board of Directors, at its meeting held on Monday, 9th December, 2024, has subject to the approval of the Members and such other approvals as may be required, approved the Preferential Issue, involving the issue and allotment of up to **90,00,000 (Ninety Lakhs only)** equity shares, fully paid-up, at the price of **Rs. 30 (Rupees Thirty only)** per equity share (including premium of **Rs. 20 (Rupees Twenty only)** per equity share, for an aggregate amount of up to **Rs. 27 Crores** for cash on a preferential basis, such price being not less than the minimum price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

2. Objects of the Issue:

The Company is proposing to raise funds for meeting the Working Capital requirements of the Company.

The proceeds raised through the Preferential Issue (“Issue Proceeds”) shall be used as follows:

Particulars	Total estimated amount to be utilised for each of the Objects (in Rupees)	Tentative timeline for utilisation
Working Capital Requirements	24,30,00,000	Within 12 months from the date of receipt of funds
General Corporate Purpose*	2,70,00,000	
Total	27,00,00,000	

** Proposed deployment of the Preferential Issue proceeds towards general corporate purposes as approved by our management from time to time, shall not exceed 25% of the total proceeds of the Preferential Issue, in compliance with applicable laws.*

Further in terms of BSE Notice No. 20221213-47 dated December 13, 2022, if the issue size of preferential issues exceeds Rs. 100 Crore (Rupees Hundred Crores) then each object for which the funds are proposed to be raised, amount of funds to be utilized against each object, tentative timeline for utilization of issue proceeds for each object to be stated. Since the issue does not exceed Rs. 100 Crore (Rupees Hundred Crore), the provisions of said notice are not applicable, however as matter of good corporate governance the Company has disclosed the details of each object and tentative timeline for utilization of issues proceeds.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.



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Till the time the proceeds are not utilised by the Company, it will be kept in a Separate Bank Account of the Company. Pending utilization of the proceeds from the Preferential Issue, the Company shall be entitled to invest such proceeds in fixed deposits in scheduled commercial banks, or any other investment as permitted under applicable laws.

3. Maximum number of specified securities to be issued:

The Board of Directors in their meeting held on 9th December, 2024 had approved the issue of Equity Shares on Preferential Basis and accordingly proposes to issue and allot in aggregate upto **90,00,000 (Ninety Lakhs only)** equity shares, fully paid-up, at a price of **Rs. 30 (Rupees Thirty only)** per Equity Share (including a premium of **Rs. 20 (Rupees Twenty only)** per Equity Share on a preferential basis.

4. Issue Price, Relevant Date, and Name & address of the Registered Valuer:

- The issue price of the Equity Shares to be fixed at Rs. 30/- per Equity Share of the Face value of Rs.10/- each in accordance with the price determined in terms of Regulation 164 of the SEBI ICDR Regulations (as applicable).
- The Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of Equity Shares is Monday, 9th December 2024, i.e. 30 days prior to the date of EGM.
- The issue price has been determined on the basis of the value per share determined by the Registered Valuer, Mr. A.N. Gawade, IBBI Regn No. IBBI/RV/05/2019/10746 by his Valuation Report dated 9th December, 2024 having office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune - 411 004.

5. Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company are listed on BSE Limited (BSE) and are frequently traded in terms of the SEBI ICDR Regulations.

The value of Equity Shares for the proposed preferential issue of Indong Tea Company Limited has been determined as per the Valuation Report prepared by Mr. A. N Gawade, Registered Valuer having IBBI Registration No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, behind cafe Good Luck, Deccan Gymkhana, Pune - 411004 being made in accordance with the requirements of the SEBI (ICDR) Regulations.

The value per share arrived is Rs. 29.68/- as per the above-mentioned valuation report. The price at which the Equity Share are being issued is Rs. 30/- (Rupees Thirty) which is higher than the price determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations.

The Valuation Report shall be available electronically for inspection without any fee by the members from the date of circulation of this notice up to the closure of remote e-voting and will also be made available on the Company's website and can be accessed at www.indongteaco.com. The members desirous to inspect the valuation report may send an email to cs@indongteaco.com, for inspection of said Report certificate electronically during the EGM, at least 5 days before the date of EGM, in advance.

Since the Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 Trading Days prior to the Relevant Date, it is not required to re-compute



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the issue price per Equity Share and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.

6. Amount which the company intends to raise by way of preferential issue:

Aggregating up to Rs. 27,00,00,000/- (Rupees Twenty Seven Crores only). The consideration for the proposed issue shall be received in cash by way of banking channel only.

7. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of equity shares is proposed to be made to the Proposed Allottees, belonging to Promoter, Promoter Group & Non-Promoter (Public) category.

8. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

The preferential issue is being made to the individuals belonging to the Promoters & Promoter Group of the Company along with Non-Promoters as per the list of the Proposed Allottees given in Point 12. Apart from the Proposed Allottees, none of the promoters, members of the promoter group, directors or key managerial personnel of the Company intend to subscribe to the offer.

9. Lock-in Period:

The pre-preferential allotment shareholding of the proposed allottees and the Equity Shares to be allotted on preferential basis to the proposed allottees shall be subject to lock-in', in accordance with Regulation 167 of the SEBI ICDR Regulations, 2018.

10. Shareholding pattern before and after the preferential issue:

The pre and post preferential issue capital will be as follows:

Sr. No.	Category	Pre-issue holding		Post-issue holding	
		No. of shares held	%	No. of shares held	%
A	Promoters' holding:				
1	Indian:				
	Individual/HUF	30,95,123	20.63	52,95,123	22.06
	Bodies Corporate	66,05,580	44.03	99,05,580	41.27
	Sub Total	97,00,703	64.67	1,52,00,703	63.33
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	97,00,703	64.67	1,52,00,703	63.33
B	Non-Promoters' holding:				
1	Institutional Investors	-	-	-	-
2	Non-Institution:				
	Private Corporate Bodies	6,24,000	4.16	8,32,000	3.47
	Directors and Relatives	-	-	-	-
	Indian Public	40,85,700	27.24	72,69,700	30.29
	Others (Including NRIs)	5,90,645	3.94	6,98,645	2.91
	Sub Total (B)	53,00,345	35.33	88,00,345	36.67
	Grand Total	1,50,01,048	100.00	2,40,01,048	100.00

11. Time frame within which the preferential issue shall be completed:

The equity shares shall be allotted within a period of 15 days from the date of passing of the Resolution by the Shareholders provided where the allotment is pending on account of any



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approval from any Regulatory Authority / Body the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

12. The Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them:

Name	Category	Natural persons who are the ultimate beneficial owners	Pre-Preferential Issue		Allotment No. of shares	Post-Preferential Issue	
			No. of Equity Shares	%		No. of Equity Shares	%
Hariram Garg	Promoter	Not Applicable	19,08,173	12.72%	11,00,000	30,08,173	12.53%
Rajesh Garg	Promoter Group	Not Applicable	4,05,454	2.70%	3,20,000	7,25,454	3.02%
Rama Garg	Promoter Group	Not Applicable	54,550	0.36%	1,60,000	2,14,550	0.89%
Sita Garg	Promoter Group	Not Applicable	1,18,681	0.79%	1,80,000	2,98,681	1.24%
Sunil Garg	Promoter Group	Not Applicable	60,000	0.40%	1,80,000	2,40,000	1.00%
Nisha Garg	Promoter Group	Not Applicable	27,277	0.18%	80,000	1,07,277	0.45%
Raunak Garg	Promoter Group	Not Applicable	54,500	0.36%	1,80,000	2,34,500	0.98%
Asian Tea and Export Ltd	Promoter	Hariram Garg	26,37,798	17.58%	16,20,000	42,57,798	17.74%
Asian Capital Market Limited	Promoter Group	Hariram Garg	9,91,814	6.61%	5,20,000	15,11,814	6.30%
Asian Housing and Infrastructure Limited	Promoter Group	Hariram Garg	2,20,000	1.47%	1,80,000	4,00,000	1.67%
Greenex Chemicals Private Limited	Promoter Group	Hariram Garg	3,07,895	2.05%	3,20,000	6,27,895	2.62%
IBM Finance and Investment Private Limited	Promoter Group	Sunil Garg Hariram Garg Rajesh Garg	13,24,879	8.83%	6,60,000	19,84,879	8.27%
Mega Flex Plastics Limited	Public	Rakesh Sethia Nilima Sethi Usha Sethia Hukum Chand Bothra	0	0.00%	1,08,000	1,08,000	0.45%



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		Rajesh Bothra					
White Saffron grains LLP	Public	Rakesh Sethia Hukum Chand Bothra Mohan Lal Parakh	0	0.00%	1,08,000	1,08,000	0.45%
Sampati Devi Jain	Public	Not Applicable	0	0.00%	80,000	80,000	0.33%
Sandeep Bothra	Public	Not Applicable	0	0.00%	20,000	20,000	0.08%
Sonal Bhura	Public	Not Applicable	8,000	0.05%	20,000	28,000	0.12%
Rosy Sethia	Public	Not Applicable	0	0.00%	20,000	20,000	0.08%
Deepak Raijada	Public	Not Applicable	0	0.00%	12,000	12,000	0.05%
Karan Ghorawat	Public	Not Applicable	0	0.00%	12,000	12,000	0.05%
Lizy Pappachen	Public	Not Applicable	0	0.00%	52,000	52,000	0.22%
Sahastra Sales Private Limited	Public	Alok Jain Atul Jain Rinkle Jain	0	0.00%	1,00,000	1,00,000	0.42%
Sandeep Sharma	Public	Not Applicable	0	0.00%	4,00,000	4,00,000	1.67%
Vijay Kumar	Public	Not Applicable	0	0.00%	4,00,000	4,00,000	1.67%
Jugal Bhagat	Public	Not Applicable	0	0.00%	11,68,000	11,68,000	4.87%
Pushpa Bhaju	Public	Not Applicable	0	0.00%	1,08,000	10,00,000	4.17%

The Company has obtained and verified the details of the Permanent Account Number (PAN) of each of the Proposed Allottee.

The proposed preferential allotment will not result in any change in management control of the Company as Hariram Garg, Rajesh Garg, Rama Garg, Sita Garg, Sunil Garg, Nisha Garg, Raunak Garg, Asian Tea and Export Ltd, Asian Capital Market Limited, Asian Housing and Infrastructure Limited, Greenex Chemicals Private Limited and IBM Finance and Investment Private Limited belongs to Promoter and Promoter group.

13. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the Proposed Allottees

- Hariram Garg is the persons who ultimately control Asian Tea and Export Ltd, Asian Capital Market Limited, Asian Housing and Infrastructure Limited, Greenex Chemicals Private Limited, IBM Finance and Investment Private Limited which are amongst the proposed allottees.



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- Sunil Garg, Hariram Garg and Rajesh Garg are the persons who ultimately control IBM Finance and Investment Private Limited which are amongst the proposed allottees.
- Rakesh Sethia, Nilima Sethia, Usha Sethia, Hukum Chand Bothra and Rajesh Bothra are the persons who ultimately control Mega Flex Plastics Limited which is amongst the proposed allottees
- Rakesh Sethia, Hukum Chand Bothra and Mohan Lal Parakh are the persons who ultimately control White Saffron Grains LLP which is amongst the proposed allottees.
- Alok Jain, Atul Jain and Rinkle Jain are the persons who ultimately control Sahastra Sales Private Limited which are amongst the proposed allottees

14. The current and proposed status of the allottee(s) post the preferential issues namely, Promoter or Non-promoter

Sl. No.	Name of the Allottees	Pre-Preferential Issue	Post-Preferential Issue
		Current Status	Proposed Status
1	Hariram Garg	Promoter	Promoter
2	Rajesh Garg	Promoter Group	Promoter Group
3	Rama Garg	Promoter Group	Promoter Group
4	Sita Garg	Promoter Group	Promoter Group
5	Sunil Garg	Promoter Group	Promoter Group
6	Nisha Garg	Promoter Group	Promoter Group
7	Raunak Garg	Promoter Group	Promoter Group
8	Asian Tea and Export Ltd	Promoter	Promoter
9	Asian Capital Market Limited	Promoter Group	Promoter Group
10	Asian Housing and Infrastructure Limited	Promoter Group	Promoter Group
11	Greenex Chemicals Private Limited	Promoter Group	Promoter Group
12	IBM Finance and Investment Private Limited	Promoter Group	Promoter Group
13	Mega Flex Plastics Limited	-	Public
14	White Saffron grains LLP	-	Public
15	Sampati Devi Jain	-	Public
16	Sandeep Bothra	-	Public
17	Sonal Bhura	-	Public
18	Rosy Sethia	-	Public
19	Deepak Rajjada	-	Public
20	Karan Ghorawat	-	Public
21	Lizy Pappachen	-	Public
22	Sahastra Sales Private Limited	-	Public
23	Sandeep Sharma	-	Public
24	Vijay Kumar	-	Public
25	Jugal Bhagat	-	Public
26	Pushpa Bhaju	-	Public

15. Consequential changes in the Voting Rights:

Voting rights will change in tandem with the shareholding pattern.

16. Change in control, if any, in the company that would occur consequent to the preferential offer:

As a result of the proposed preferential issue there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.



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17. Principal terms of assets charged as securities

Not applicable.

18. Practicing Company Secretary's Certificate:

The certificate from Ms. Puja Pujari, Practicing Company Secretaries, certifying that the preferential issue of shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The said Certificate shall be available for inspection at the registered office of the Company on all working days (excluding Saturday) during 10:00 A.M. to 5:00 P.M. up to the date of EGM and shall also be available during the EGM. The members desirous to inspect the certificate may send an email to cs@indongteaco.com, for inspection of said certificate electronically during the EGM, at least 5 days before the date of EGM, in advance. The copy of said certificate is made available on the Company's website at www.indongteaco.com.

19. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

From 1st April 2024 till the date of the EGM Notice, the Company has not issued any Equity Shares on preferential basis.

20. Listing:

The Company will make an application to the Stock Exchanges at which the existing Equity Shares of the Company are listed, for listing of the Equity Shares to be created, offered, issued and allotted pursuant to this resolution. Such Equity Shares, once allotted, shall rank pari passu with the existing Equity Shares of the Company in all respects.

21. Contribution being made by the promoters, promoter group or directors either as part of the Preferential Issue or separately in furtherance of objects:

Sr. No.	Allottees	Category	Contribution being made by subscription of shares assuming full subscription (in ₹)
1	Hariram Garg	Promoter & Managing Director	3,30,00,000
2	Rajesh Garg	Promoter Group & Director	96,00,000
3	Rama Garg	Promoter Group & Director	48,00,000
4	Sita Garg	Promoter Group	54,00,000
5	Sunil Garg	Promoter Group	54,00,000
6	Nisha Garg	Promoter Group	24,00,000
7	Raunak Garg	Promoter Group	54,00,000
8	Asian Tea and Export Ltd	Promoter	4,86,00,000
9	Asian Capital Market Limited	Promoter Group	1,56,00,000
10	Asian Housing and Infrastructure Limited	Promoter Group	54,00,000
11	Greenex Chemicals Private Limited	Promoter Group	96,00,000
12	IBM Finance and Investment Private Limited	Promoter Group	1,98,00,000
Total			16,50,00,000



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22. Other disclosures:

- The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 6 (six) months preceding the Relevant Date. None of the members of the promoter/promoter group of the Company has sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date. The Company is in compliance with the conditions for continuous listing.
- Neither the Company nor any of its Director`s or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Director`s or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- None of the Company`s Directors or promoters is a fugitive economic offender as defined under the ICDR Regulations.
- The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottees, before an application seeking in-principle approval is made by the Company to the stock exchange where its equity shares are listed;
- The Company shall be making application seeking in-principle approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders` approval by way of special resolution;
- This preferential issue is not ultra-vires to the provisions of the Articles of Association of the Company.
- The consideration, in the form of issue price, for Equity Shares shall be paid in cash and not in consideration other than cash.
- The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.
- Principal terms of assets charged as securities: Not applicable.
- Material term of raising equity shares: No material terms other than as stated in the resolution & explanatory statement.
- As the amount for which the funds are being raised by way of preferential issue on a private placement basis does not exceed Rs. 100 crores, our Company has not appointed any monitoring agency to monitor the use of proceeds raised through this Preferential Issue.
- As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

In terms of Section 62(1)(c) read with Section 42 of the Act and rules framed thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI ICDR Regulations, the issue of Equity Shares by way of Preferential Approval requires approval of the Members by way of a Special Resolution.



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The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and the Shareholders.

The Board recommends Special Resolution as set out at Item No. 2 of the Notice for approval of the members.

Other than Hariram Garg, Rajesh Garg, Rama Garg, Sita Garg, Sunil Garg, Nisha Garg, Raunak Garg, Asian Tea and Export Ltd, Asian Capital Market Limited, Asian Housing and Infrastructure Limited, Greenex Chemicals Private Limited and IBM Finance and Investment Private Limited who are the proposed allottees, none of the Promoters, Directors and Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, in the resolution. No. 2.

By the order of the Board
For **Indong Tea Company Limited**

Sd/-
Chandan Gupta
Company Secretary cum Compliance Officer
Membership No: A55681

Date: 9th December 2024

Place: Kolkata