



# 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: 30-08-2024**

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: Notice of 34<sup>th</sup> Annual General Meeting of the Company for the F.Y. 2023-24**

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 the 34<sup>th</sup> Annual General Meeting ("AGM") of the Company scheduled to be held on Tuesday, September 24, 2024 at 11:00 A.M. (Indian Standard Time) via Video Conference ("VC")/Other Audio Visual Means ("OAVM") in accordance with the applicable circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI). The said Notice forms part of the Annual Report 2023-24 of the Company.

The said Notice of AGM is also available on the website of the Company at [www.indongteaco.com](http://www.indongteaco.com).

Kindly take the same on your records.

Thanking You,

Yours faithfully,

For, **Indong Tea Company Limited**

**Chandan Gupta**  
**(Company Secretary cum Compliance Officer)**  
Enclosure as above:



**NOTICE**

NOTICE is hereby given that the **34<sup>th</sup> Annual General Meeting** of the members of **Indong Tea Company Limited** (“Company”) will be held on **Tuesday, 24<sup>th</sup> September, 2024 at 11:00 A.M. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)** to transact the following businesses:

**ORDINARY BUSINES:**

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2024, THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORT OF THE DIRECTORS AND AUDITORS’ THEREON.**

“RESOLVED THAT the Audited Financial Statements of the Company comprising of the Balance sheet as at March 31, 2024, the statement of profit and loss, cash flow statement for the financial year ended on that date, together with the notes on accounts thereto, report of the Board of Directors (“Board”) and Auditors’ Report thereon, as circulated to the members laid before the meeting, be and are hereby considered and adopted.

- 2. TO APPOINT A DIRECTOR IN PLACE OF SRI RAJESH GARG (DIN NO: 00471803) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR REAPPOINTMENT.**

“RESOLVED THAT pursuant to the provisions of section 152 (6) of the Companies Act, 2013 and rules made

thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Sri Rajesh Garg (DIN 00471803) who is liable to retire by rotation and being eligible has offered himself for appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

- 3. TO APPOINT A DIRECTOR IN PLACE OF SMT. RAMA GARG (DIN NO: 00471845) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HERSELF FOR REAPPOINTMENT.**

“RESOLVED THAT pursuant to the provisions of section 152 (6) of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if any of the Companies Act, 2013, Smt. Rama Garg (DIN 00471845) who is liable to retire by rotation and being eligible has offered herself for appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESSES:**

- 4. TO APPROVE THE CONTINUATION OF DIRECTORSHIP OF SHRI SUSHIL KUMAR NEVATIA, INDEPENDENT DIRECTOR (DIN: 06391023) BEYOND THE AGE OF 75 YEARS IN HIS CURRENT TENURE.**

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 provisions of Section 149 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 relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 & other applicable provisions if any, consent of the members of the Company be and is hereby accorded to the continuation of Shri Sushil Kumar Nevatia (DIN: 06391023) as an Independent Director of the Company for the first term of 5 years effective from 04<sup>th</sup> February, 2022 beyond the age of 75 years till the expiry of his current term till 3<sup>rd</sup> February, 2027.

**“RESOLVED FURTHER THAT** the any Director of the company or Chief Financial officer or Company Secretary be and is hereby authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution.”

5. **TO REGULARISATION AS AN ADDITIONAL DIRECTOR OF SHRI RAJNISH KUMAR KANSAL (DIN: 00285546) BY APPOINTING HIM AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT,** pursuant to provision of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013 , and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 & other applicable provisions if any, and on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Rajnish Kumar Kansal (DIN: 00285546) who was appointed as an Additional Director (In the Non-Executive Category) of the Company by the Board of Directors with effect from 28<sup>th</sup> August, 2024 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations, be and is hereby appointed as a Non- Executive, Independent Director of the Company, not liable to retire by rotation for a term of 5 (Five) consecutive years commencing from 28<sup>th</sup> August, 2024 till 27<sup>th</sup> August, 2029.”

**“RESOLVED FURTHER THAT** any Director or CFO or Company Secretary of the company be and are hereby



severally authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, desirable or expedient to give effect to the above resolutions, including completing necessary filings with the relevant regulatory authorities regarding such appointment.”

**6. TO CHANGE IN DESIGNATION OF SHRI MADANLAL GARG (DIN: 00670278), FROM EXECUTIVE DIRECTOR TO NON-EXECUTIVE NON-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** in accordance with the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and relevant provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the approval of the Members be and is hereby accorded to change the designation of Shri Madanlal Garg (DIN: 00670278) from Executive Director to Non-executive Director, liable to retire by rotation.

“**RESOLVED FURTHER THAT** the Board of Directors or a Committee thereof be and are hereby authorized to do and perform or cause to be done and performed, all such acts and deeds necessary to give effect to the foregoing resolution, including inter alia, approving on behalf of the Company,

any change(s) or modification(s) in the aforesaid resolution from time to time.”

**7. AUTHORISATION FOR INCREASE IN LIMIT UNDER SECTION 180 (1) (a) OF THE COMPANIES ACT, 2013 FOR CREATION OF CHARGE MORTGAGES, HYPOTHECATION ON THE IMMOVABLE AND MOVABLE PROPERTIES 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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time (including any statutory modifications thereof) and any rules and regulations made thereunder under and pursuant to the Memorandum of Association and Articles of Association of the Company and in supersession of all the earlier resolution, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution, by this Resolution) to pledge, mortgage, lien, hypothecate and/or create charge in every nature, whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges created/to be created by the Company), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the immovable properties and movable assets (both tangible and intangible) of the Company, both present and future, and the



whole or substantially the whole of the undertaking(s) or any properties of the Company where so ever situated, in favour of banks, financial institutions, investors, debenture holders or any other lenders and their agents or trustees (together, the "Lenders") to secure any borrowings, debentures, financial assistance or financial indebtedness availed by the Company or any third party from time to time (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the "Financial Indebtedness") in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial Indebtedness, on such terms and conditions as may be agreed between the Company and any Lender(s), provided that the maximum extent of the Financial Indebtedness secured by the assets of the Company does not exceed Rupees 500 Crores (One Hundred Crores) at any time."

**"RESOLVED FURTHER THAT** the pledge, mortgage, lien, hypothecation and/or charge created or to be created and all agreements, deeds, instruments or documents executed or to be executed and all acts necessary in terms of this resolution required to be done by the Company or the Board are hereby approved, confirmed and ratified."

**"RESOLVED FURTHER THAT** the Board duly constituted by the Board of Directors Board of Directors or Chief Financial Officer or Company Secretary be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution."

**8. APPROVAL FOR INCREASE IN THE BORROWING POWERS LIMITS UNDER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013**

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 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder and in supersession of all the earlier resolutions, the consent of the members of the Company be and is hereby accorded, to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution, by this Resolution) for borrowing any sum or sums of monies from time to time in any form whether fund based or non-fund based including by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money from Banks, Financial Institutions, Bodies Corporate, Companies, firms or any one or more persons on such terms and



conditions and with or without security as the Board may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company's bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores Only)."

**"RESOLVED FURTHER THAT** the Board duly constituted by the Board of Directors or Chief Financial Officer or Company Secretary be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution."

**9. TO APPROVE FOR GIVING AUTHORIZATION TO BOARD OF DIRECTORS TO MAKE INVESTMENTS, GIVE LOANS, GUARANTEES AND SECURITY IN EXCESS OF LIMITS SPECIFIED UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

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

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and

Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed if any in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013 i.e. over and above the limit of sixty per cent of the paid up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors or Chief Financial Officer or Company Secretary of the Company be and is hereby authorized to take from time to time all decisions and

**INDONG TEA COMPANY LIMITED**

**Notice of 34<sup>th</sup> Annual General Meeting**

---



such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be

required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

By Order of the Board  
For and behalf of Indong Tea Company Limited

Sd/-  
Chandan Gupta  
(Company Secretary cum Compliance Officer)

Place: Kolkata

Date: 28<sup>th</sup> August, 2024



**NOTES**

1. The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business is part of this Notice. Additional information, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard - 2 on General Meetings, issued by The Institute of Company Secretaries of India, is furnished as Annexure to this Notice.
2. Ministry of Corporate Affairs ("MCA") vide its General Circulars Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 and all other relevant circulars issued from time to time, ('MCA Circulars') physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing Annual General Meeting through Video Conferencing ("VC") or through Other Audio-Visual Means ("OAVM")
3. 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 AGM. However, the
- Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since the 34<sup>th</sup> AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.
5. The Register of Members and the Share Transfer Register of the Company will remain closed from Tuesday, September 17, 2024 to Tuesday, September 24, 2024 (both days inclusive) for the purpose of Annual General Meeting.
6. In compliance with MCA Circulars, notice of the 34<sup>th</sup> AGM, Annual Reports and Accounts for FY 2023-24 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company or with the Depositories through NSDL/ CDSL unless any Member has requested for a physical copy of the same by writing to [cs@indongteaco.com](mailto:cs@indongteaco.com) mentioning their Folio No./DP ID and Client ID.





7. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant(s) (DP), and members holding shares in physical mode, if any are requested to update their email addresses with the Company's RTA i.e. Cameo Corporate Services Limited.
8. Members may note that the Notice of the 34<sup>th</sup> AGM and the Reports and Accounts for FY 2023-24 is also available on the Company's website [www.indongteacoco.com](http://www.indongteacoco.com) and on the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also available on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. The Securities and Exchange Board of India (SEBI) recently mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN Code, E-mail Address, Mobile No, Bank Account details) and Nomination details of Holders of Securities effective from 1st January, 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details / documents are provided to RTA .On and after 1st April,2023, in case any of the cited document/ details are not available in the Folio(s) , RTA shall be constraint to freeze such Folio(s) .Relevant details and the Forms are prescribed by SEBI.
10. The members can join 15 (fifteen) minutes **before and after** the scheduled time of the commencement of the AGM through VC/OAVM by following the procedure mentioned in this Notice. The facility to join the AGM through VC/OAVM will be made available for 1,000 members on first-come-first-served basis. This will not include members holding two percent or more shares, promoters, institutional investors, directors, key managerial personnel, auditors etc. who are allowed to attend the AGM without restriction on account of first-come-first-served basis.
11. In case of Joint Holders attending the Meeting, the Member whose name appears as the first holders in the order of names as per the Register of Members of the Company will be entitled to vote.
12. **PROCEDURE FOR PARTICIPATION AS A SPEAKER AT THE AGM**  
*Members who may like to express their views or ask question during the AGM may 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 AGM by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number, PAN and mobile number at [cs@indongteaco.com](mailto:cs@indongteaco.com) between starting from Saturday 14th day of September, 2024 at 09:00 A.M. (Indian Standard Time) to on or before Saturday, 21<sup>st</sup> day of September, 2024 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 AGM. 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 AGM.

13. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.

14. **THE PROCESS AND MANNER FOR REMOTE E-VOTING**

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER**

In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the (Listing Regulations, 2015), the Company is pleased to provide remote e-voting facility to the members to exercise their right to vote in respect of the resolutions to be passed at 34<sup>th</sup> Annual General Meeting by electronic means and the business may be transacted

through e-voting services provided by National Securities Depository Limited (NSDL). The facility for casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by NSDL.

**The remote e-voting period shall commence on 21<sup>st</sup> September, 2024 Saturday, (9:00 a.m. IST) and will end on 23<sup>rd</sup> September, 2024 Monday (5:00 p.m. IST). The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 16<sup>th</sup> September, 2024, 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 16<sup>th</sup> September, 2024. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by shareholder, the shareholder shall not be allowed to change it subsequently.**

- a) A person whose name is recorded in the register of members or in the register of beneficial ownership maintained by the Depositories as on 16<sup>th</sup> September, 2024 (cut-off date) only shall be entitled to vote through remote e-voting and through voting at the AGM. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date 16<sup>th</sup> September, 2024. A person who is not a member as on cut-off date should treat this Notice for information purpose only.



- b) Any person, who acquires shares of the Company and becomes member of the Company after, dispatch of the Notice and holding shares as on the cut-off date 16th September, 2024 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- c) However, if you are already registered with NSDL for remote e-voting then you can use your existing ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). or contact NSDL e-voting website.
- d) The Company has appointed M/s Puja Pujari & Associates (Proprietor - Puja Pujari), Practicing Company Secretary (FCS No. 13102, CP No. 20171), as the scrutinizer to scrutinize the voting during the AGM and the remote e-voting process in a fair and transparent manner.
- b) The results will be declared within 48 hours of conclusion of the Annual General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website as well as BSE Portal.
- c) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM i.e. Tuesday, 24th September, 2024.

### **NSDL e-Voting system**

#### **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**

#### **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.

## **15. RESULT OF E-VOTING**

- a) The Scrutinizer shall immediately after the conclusion of voting at the AGM, unblock the votes cast and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who will acknowledge the receipt of the same and declare the result of the voting forthwith.



**Login method for Individual shareholders holding securities in dematerialized form**

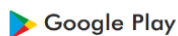
➤ **Individual Shareholders holding securities in demat mode with NSDL.**

1. 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.
2. 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>

3. 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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



➤ **Individual Shareholders holding securities in demat mode with NSDL.**

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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use 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 the company. On clicking the e-voting option, the user will be able to see the 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 are 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, the option to register is available at the CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on the registration option.
4. Alternatively, the user can directly access the e-Voting page by providing the Demat Account Number and PAN No. from the e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending an OTP on the registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

➤ **Individual Shareholders (holding securities in demat mode) login through their depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you



will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name 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.

**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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**A. 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:

<b>Manner of holding shares i.e. Demat Your User ID is: (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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'?

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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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 eVoting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General 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.

**GENERAL GUIDELINES FOR SHAREHOLDERS**

1. Pursuant to Section 113 of the Companies Act, 2013, corporate members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and exercise their right to vote. Institutional/corporate members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of resolution authorizing their representative to vote and attend the AGM at [cs@indongteaco.com](mailto:cs@indongteaco.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) as well as the to the Scrutinizer email id [cspujapujari@gmail.com](mailto:cspujapujari@gmail.com) appointed by company. Facility will be available on NSDL e-voting system for institutional/corporate members to upload their Board Resolution/Power of Attorney/Authority Letter by clicking "Upload Board Resolution/Authority Letter" displayed under 'e-voting' tab in their login.
2. It is strongly recommended not to share your password with another 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](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer to Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**OTHER INFORMATION**

SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

**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 send a request to Registrar and Transfer Agent of the Company at [cameo@cameoindia.com](mailto:cameo@cameoindia.com) and company at [cs@indongteaco.com](http://cs@indongteaco.com) providing 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) for registering email address.



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](mailto: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.co.in](mailto:evoting@nsdl.co.in) 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 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.
- 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 AGM.
3. Members who have voted on the resolution through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM again.
  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 AGM shall be the same person mentioned for Remote e-voting.

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

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  2. Only those Members/ shareholders, who will be present in the AGM through
1. Member will be provided with a facility to attend the AGM 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.

## INDONG TEA COMPANY LIMITED

### Notice of 34<sup>th</sup> Annual General Meeting



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. The Members can join the AGM 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 AGM through VC/OAVM will be made available 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 AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

By Order of the Board  
For and behalf of Indong Tea Company Limited

Sd/-  
Chandan Gupta  
(Company Secretary cum Compliance Officer)

Place: Kolkata

Date: 28<sup>th</sup> August, 2024



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO- 4**

Shri Sushil Kumar Nevatia (DIN: 06391023) was appointed as an Independent Director of the company by the members at Extra ordinary General Meeting held on 4<sup>th</sup> February, 2022 for a period of 5 (Five) years and tenure will be completed on 3<sup>rd</sup> February, 2027. He is graduate from IIT Kharagpur of about 47 years of experience having keen interest in finance, analytics and business strategy.

In accordance with provisions of provisions of Section 149 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 relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 & other applicable provisions if any, an entity is prohibited from appointing or allowing the directorship continuation of a person as a non-executive director beyond the age of seventy-five (75) years, unless a special resolution is passed.

The Board of Directors in its meeting convened on 28<sup>th</sup> August, 2024 considers and approved his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Sushil Kumar Nevatia as an Independent Director.

Accordingly, the Board recommends for passing of the Special Resolution in relation to continuation of directorship of Shri Sushil Kumar Nevatia as an Independent Director

till the expiry of the current term till 3<sup>rd</sup> February, 2027, for the approval by the shareholders of the Company

A brief profile of Shri Sushil Kumar Nevatia is provided in the "Annexure" to the Notice pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives concerned or interested, in the aforesaid Resolution.

The Board of Directors of your Company recommends the same to the shareholders for passing of Special Resolution and approve the same as set out from Item No. 4 of the Notice.

**ITEM NO- 5**

Shri Rajnish Kumar Kansal (DIN: 00285546) was appointed as an Additional Director (Independent category) of the company on 28.08.2024 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013. Shri Rajnish Kumar Kansal, an Additional Director shall hold office up to the date of the 34<sup>th</sup> Annual General Meeting of the Company or the last date on which Annual General Meeting should have been held, whichever is earlier and be eligible for appointment to the office of a Director at General Meeting in terms of Section 160 of the Companies Act, 2013.



Shri Rajnish Kumar Kansal (DIN 00285546), as a commerce graduates from Magadh University, Bihar has started his career from manufacturing unit and he is having a more than 20 years of experience of managing industry and trade in milk-based Products named “Trihoot”. He has years of valuable business experience and is an integral part of the group. Beside that he has extensive knowledge of Management, Fund Raising. Therefore, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Shri Rajnish Kumar Kansal as an Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Shri Rajnish Kumar Kansal as ‘Non-executive Independent Director’ for a term up to 5 (five) consecutive years commencing from 28<sup>th</sup> August, 2024 till 27<sup>th</sup> August, 2029.

Shri Rajnish Kumar Kansal is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director). The Company has received a notice from a member under Section 160 of the Companies Act 2013, for appointment of Shri Rajnish Kumar Kansal for the office of Director in Independent category.

A brief Summary of Shri Rajnish Kumar Kansal is provided in the “Annexure” to the Notice pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and

Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Board of Directors of your Company recommends the same to the shareholders for passing of Special Resolution and approve the same as set out from Item No. 5 of the Notice.

Save and except Shri Rajnish Kumar Kansal, Independent Director, being an appointee, None of the Directors / Key Managerial Personnel of the Company / their relatives except Shri Rajnish Kansal himself, in any way concerned or interested, in the said resolution.

**ITEM NO- 6**

Shri Madanlal Garg (DIN No 00670278), being the promoter executive directors of the Company have contributed immensely to the growth of the Company with their vast experience and knowledge in the industry.

The Board of Directors of the Company at its meeting held on 28th August, 2024, change his designation for executive director to non-executive director. The Board has taken the decision of change in designation based in the recommendation of Nomination and Remuneration Committee and subject to the approval of members of the Company in the upcoming Annual General Meeting to be held on 24th September, 2024.

A brief Summary of Shri Madanlal Garg is provided in the “Annexure” to the Notice pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.



It is proposed to seek Members' approval for the change in designation of Shri Madanlal Garg as a Non- Executive Director, in terms of the applicable provisions of the said Act and the Rules made thereunder.

The Board of Directors of your Company recommends the same to the shareholders for passing of Special Resolution and approve the same as set out from Item No. 6 of the Notice.

**ITEM NO. 7 & 8**

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a public limited company cannot, except with the consent of the Company in General Meeting by a special resolution, mortgage, pledge, lien, hypothecate and/or create charge in every nature, whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges created/to be created by the Company), in such form and any manner.

Further, in terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a public limited company cannot, except with the consent of the Company in General Meeting by a special resolution borrow monies (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital and free reserves for any purpose.

In order to carry out the business smoothly and to meet the working Capital requirements, the Board of Directors at their meeting held on 28<sup>th</sup> August, 2024 has given their approval and recommended the same to shareholders to increase the existing limit

from Rs. 100 Crores to Rs. 500 Crores to mortgage, pledge, charge, hypothecate and/ or create security interest of every nature on moveable or immovable assets and properties of the Company to secure the due payment in respect of borrowings of the Company as required u/s 180(1)(a) of the Companies Act, 2013.

Further, the Board has also approved in the same meeting and recommended the same to shareholders to increase the existing limit from Rs. 100 Crores to Rs. 500 Crores as required u/s 180(1)(c) of the Companies Act, 2013 and rules made there under.

**Hence, it is proposed to seek shareholder's approval for:**

- a) Increase in the limit for creating charge on the assets of the Company for borrowings upto Rs. 500 Crores u/s 180 (1) (a) of the Companies Act, 2013.
- b) Increase in the limit of overall borrowing u/s 180 (1)(c) up to Rs. 500 Crores.

None of the Directors and Key Managerial Personnel of the Company or their relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice except to the extent of their shareholding in the Company, if any.

The Board of Directors of your Company recommends the same to the shareholders for passing of Special Resolution and approve the same as set out from Item No. 7 & 8 of the Notice.

**ITEM NO. 9**

As per Section 186 of the Act read with the Rules framed thereunder, the Company is required to obtain the prior approval of the



Members by way of a Special Resolution for acquisition by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher

The current loans and investments of the Company is although well within the limits specified under the law, it was thought expedient by the Board that as a measure of achieving greater financial flexibility and to enable optimal financial structuring. In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required to keep sufficient safeguard, in view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 500 Crores, as proposed in the Notice, with the approval of shareholders.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher. It is proposed that the investment activities of the Company shall be carried on in accordance with the Investment Policy of the Company.

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. 10 of the accompanying notice. The Board recommends the resolution at Item No. 10 to be passed as Special Resolution.

The Board of Directors of your Company recommends the same to the shareholders for passing of Special Resolution and approve the same as set out from Item No. 9 of the Notice.

By Order of the Board  
For and behalf of Indong Tea Company Limited

Sd/-  
Chandan Gupta  
(Company Secretary cum Compliance Officer)

Place: Kolkata

Date: 28<sup>th</sup> August, 2024



**ANNEXURE TO NOTICE**

**FOR ITEM NO- 2 & 3**

The relevant details of retiring by rotation, and eligible for re-appointment at the forthcoming Annual General Meeting are given below: -

**In Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Regulations with stock Exchange and Secretarial Standard on General Meeting (SS-2) issued by Institute of Company Secretaries of India**

<b>Particulars</b>	<b>Item No 2</b>	<b>Item No 3</b>
Name	Shri Rajesh Garg	Smt. Rama Garg
DIN No.	00471803	00471845
Date of Birth	25.03.1967	03.10.1967
Qualification	B. Com	Inter in Science
Shareholding in the company	4,05,454 shares representing 2.70% of the total Shareholding	54,550 shares representing 0.36% of the total Shareholding
Remuneration sought to be paid	Sitting fees	Sitting fees
Remuneration last drawn	Sitting fees	Sitting fees
Date of first appointment on the board	14.10.2016	27.07.2022
Number of Meetings of the Board attended during the year	9	9
Directorship held in the other company/LLP	<b><u>Directorship held in the other company/LLP</u></b> 1. IBM Finance and Investment Private Limited 2. Hurdeodass Company Private Limited 3. HRG Health Care Private Limited 4. Greenol Laboratories Pvt Ltd 5. Kanchan Dairies Limited 6. Everlasting Procon Private Limited 7. Rosette Infrastructure Private Limited 8. Maharaja Barter Pvt. Ltd. 9. Indigo Developers Private Limited	<b><u>Directorship held in the other company/LLP</u></b> 1. Asian Tea and Exports Ltd 2. Ultrashine Marketing Private Limited 3. Inspire Tie Up Private Limited  <b>Note:</b> - Following Companies have not been considered in her Directorships and presently she is not associated with the companies: - 1) Zillion Dealcom Private Limited has been merged with Greenol Laboratories Private Limited and





	<p>10. Upmost Retails Private Limited                  11. Jyestha Vyapaar Private Limited                  12. Skyview Dealtrade Private Limited                  13. Dhanlaxmi Finvest Pvt Ltd                  14. Asian Point Towers LLP                  15. Zoom Towers LLP                  16. Eastern Newage Primary School LLP                  17. HRG Merchants LLP</p> <p><b>Note:</b> - Following LLP not considered as the status of the same is strike off which are as below: -                  1) Possible Dealers LLP                  2) Liable Vinimay LLP</p>	<p>2) Possible Dealers Private Limited, Attractive Dealtrade Private Limited &amp; Aware Vinimay Private Limited has been converted into LLP and their new name are Possible Dealers LLP, Attractive Dealtrade LLP &amp; Aware Vinimay LLP respectively</p>
<p>Membership / Chairmanship of Committees of the Board held in this company or other company</p>	<p><b><u>Members in the Following Committee of this Company</u></b></p> <p>1. Nomination &amp; Remuneration Committee                  2. Stakeholders Relationship Committee                  3. Internal Complaint Committee</p>	<p><b><u>Chairperson in the Following Committee of this Company</u></b></p> <p>Internal Complaint Committee</p>
<p>Relationship with other Directors, Manager and other KMP</p>	<p>Relationship with other Directors, Manager and other KMP</p>	<p>Relationship with other Directors, Manager and other KMP</p>

The Board of Directors recommended the passing of the Ordinary resolution a set out in item No 2 & 3.

**FOR ITEM NO- 4, 5 & 6**

<b>Particulars</b>	<b>Item No 4</b>	<b>Item No 5</b>	<b>Item No 6</b>
Name	Sri Sushil Kumar Nevatia	Sri Rajnish Kumar Kansal	Sri Madanlal Garg
DIN No.	06391023	00285546	00670278
Date of Birth		21.07.1964	01.02.1949
Qualification	B. Tech from IIT Kharagpur	B. Com	Matriculation

# INDONG TEA COMPANY LIMITED

## Notice of 34<sup>th</sup> Annual General Meeting



Shareholding in the company	Nil	Nil	4,66,488 shares representing 3.11% of the total Shareholding
Remuneration sought to be paid	Sitting fees to be paid	Sitting fees to be paid	Sitting fees to be paid
Remuneration last drawn	Sitting fees Paid	Nil	Nil
Date of first appointment on the board	14.10.2016	Nil	15.01.2015
Number of Meetings of the Board attended during the year	9	Nil	9
Directorship held in the other company/LLP	<b><u>Directorship held in the other company/LLP</u></b> 1. Greenol Laboratories Private Limited 2. Sarita Nupur Vyapar Private Limited	<b><u>Directorship held in the other company/LLP</u></b> 1. Asian Tea and Exports Ltd 2. Eden Dairy (I) Private Limited 3. Trihoot Agro (India) Private Limited.	<b><u>Directorship held in the other company/LLP</u></b> 1. Debijhora Tea Co Ltd 2. Azamabad Tea Co Pvt Ltd 3. Kanchan Dairies Limited 4. Sriram Tokhran Tea Vanijya Pvt Ltd
Membership / Chairmanship of Committees of the Board held in this company or other company	<b><u>Chairperson in the Following Committee of this Company</u></b> 1. Nomination & Remuneration Committee  <b><u>Membership of Committees of the Board held in this company</u></b> 1. Audit Committee	<b><u>Membership of Committees of the Board held in this company (w.e.f. 28.08.2024)</u></b>  Stakeholders Relationship Committee  <b><u>Chairmanship of Committees of the Board held in other company i.e. Asian Tea &amp; Exports Limited</u></b>	Nil

# INDONG TEA COMPANY LIMITED

## Notice of 34<sup>th</sup> Annual General Meeting



		<p>1. Stakeholders Relationship Committee</p> <p><b><u>Membership of Committees of the Board held in other company i.e. Asian Tea &amp; Exports Limited</u></b></p> <p>1. Audit Committee 2. Share Transfer &amp; Investor Grievance Committee 3. Nomination &amp; Remuneration Committee</p>	
Relationship with other Directors, Manager and other KMP	Nil	Nil	Related to all executive and non-executive non independent Directors.

By Order of the Board  
For and behalf of Indong Tea Company Limited

Sd/-  
Chandan Gupta  
(Company Secretary cum Compliance Officer)

Place: Kolkata  
Date: 28<sup>th</sup> August, 2024