

NOTICE

NOTICE is hereby given that the **35th Annual General Meeting** of the members of **Indong Tea Company Limited** ("Company") will be held on **Wednesday, 24th September, 2025 at 11:00 A.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")** to transact the following businesses:

ORDINARY BUSINESS:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31ST MARCH, 2025, 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, 2025, 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 MADANLAL GARG (DIN NO: 00670278) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**

"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 Madanlal Garg (DIN 00670278) 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 SHRI 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."

4. 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:

5. TO APPOINT M/S PUJA PUJARI & ASSOCIATES (PROPRIETOR - PUJA PUJARI), PRACTICING COMPANY SECRETARY, TO CONDUCT SECRETARIAL AUDIT FOR A TERM OF 5 (FIVE) CONSECUTIVE YEARS AND AUTHORISE THE BOARD OF DIRECTORS TO FIX REMUNERATION

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

“RESOLVED THAT pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Act”), M/S PUJA PUJARI & ASSOCIATES (PROPRIETOR - PUJA PUJARI), Practicing Company Secretaries (Membership No. FCS 13102, COP No. 20171) be and is hereby appointed as Secretarial Auditors of the Company for a period of 5 consecutive years, from April 1, 2025 to March 31, 2030 (“the Term”), on such terms & conditions, including remuneration as may be determined by the Board of Directors (hereinafter referred to as the ‘Board’ which expression shall include any Committee thereof or person(s) authorized by the Board).

“FURTHER RESOLVED THAT the Board be and is hereby authorized to vary, alter, enhance or widen the remuneration payable to M/S PUJA PUJARI & ASSOCIATES (PROPRIETOR - PUJA PUJARI), for the said tenure, from time to time, pursuant to the recommendation of the Audit Committee.”

“FURTHER RESOLVED THAT the Board be and is hereby also authorised to do all such acts, deeds, matters and things as may be necessary, expedient or incidental for the purpose of giving effect to this Resolution and to settle any question or difficulty in connection herewith and incidental hereto.”

6. TO INCREASE IN REMUNERATION OF SHRI HARIRAM GARG, MANAGING 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 the provisions of Section 196, 197, 203 and any other applicable provision(s) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), subject to such sanctions as may be necessary and on the recommendation of the Nomination and Remuneration Committee and on the recommendation of the Board, approval of the members be and is hereby accorded to revise the terms of remuneration payable to Shri Hariram Garg, (DIN - 00216053) *[who was originally appointed for a period of 5 (Five) years with effect from 1st February, 2022]* with effect from 1st October, 2025 for the period of Two years ending on 30th September, 2027 upon the terms and conditions and payment of remuneration and other perquisites/benefits up to Rs. 3,00,000/- (Rupees Three Lakhs) Per Month along with one month Bonus & Leave Salary each with a yearly Payment of Rs. 42,00,000/- (Rupees Forty Two Lakh) per annum (Subject to deduction of all type of applicable taxes for the time being force) for the remaining period subject to variation/revision as may be considered by the Board from time to time.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed thereunder by the Government of India from time to time.

RESOLVED FURTHER THAT in the event of absence of or inadequacy of profit in any Financial Year during the tenure of the Managing Director the remuneration shall be governed as provided under Section II of Part II of Schedule V to the Companies Act, 2013 and any excess payment in this regard will be recovered by the Company.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company, as approved by the resolution passed at the meeting of the Board of Directors of the Company held on 1st February, 2022 shall remain unchanged.

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,) 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 1000 Crores (Rupees One Thousand 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 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) 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 Rupees 1000 Crores (Rupees One Thousand Crores) at any time.”

“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. 1000 Crores (Rupees One Thousand 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 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: 01st September, 2025

NOTES

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. 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.
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 EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/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 35th 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 Thursday, 18th September, 2025 to Wednesday, 24th September, 2025 (both days inclusive) for the purpose of Annual General Meeting.
6. In compliance with MCA Circulars, notice of the 35th AGM, Annual Reports and Accounts for FY 2024-25 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 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 35th AGM and the Reports and Accounts for FY 2024-25 is also available on the Company's website www.indongteacoco.com and on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and also available on the website of NSDL i.e. 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 constrained to freeze such Folio(s). Relevant details and the Forms are prescribed by SEBI.
10. The members can join EGM/ AGM in the VC/OAVM mode 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, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, 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 between starting from Saturday, 13th day of September, 2025 from 09:00 A.M. (Indian Standard Time) to Saturday, 20th day of September, 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 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 35th 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 Sunday, 21st September, 2025 (09:00 A.M. IST) and will end on Tuesday, 23rd September, 2025 (05:00 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. 17th September, 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 17th September, 2025. 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 **17th September, 2025 (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 17th September, 2025. 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 17th September, 2025 may obtain the login ID and password by sending a request at 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. 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.

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.
- 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. Wednesday, 24th September, 2025.

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

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

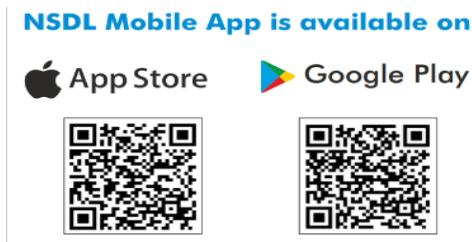
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in dematerialized form

➤ Individual Shareholders holding securities in demat mode with NSDL.

1. For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name 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.
2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name 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.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘**Shareholder/Member**’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name 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.

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



➤ **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 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 evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 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.

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 call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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:

Manner of holding shares i.e. Demat Your User ID is: (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'?
 - 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.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 with a copy marked to evoting@nsdl.co.in as well as the to the Scrutinizer email id 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 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 or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / 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 and company at 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. 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 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.

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 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:

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.

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: 01st September, 2025

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 5**

The Board of Directors of the Company, at its meeting held on 24th June, 2025 considered and approved the appointment of M/s Puja Pujari & Associates, Proprietor: Puja Pujari, Practicing Company Secretary (COP No.: 20171), as the Secretarial Auditor of the Company for a period of 5 consecutive years, from April 1, 2025 to March 31, 2030 on recommendation of the Audit Committee and subject to approval of the members at the ensuing 35th Annual General Meeting of the Company Meeting to be held on 24th September, 2025 pursuant to provision of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. M/s Puja Pujari & Associates, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated 31st December, 2024.

M/s Puja Pujari & Associates has conducted the Secretarial Audit of the Company for financial year 2024-25. CS Puja Pujari, the proprietor of M/s Puja Pujari & Associates, is a Peer Reviewed Practicing Company Secretary and a Fellow Member of the Institute of Company Secretaries of India (ICSI). She possesses Post qualification degree in Business Policy & Corporate Governance. She possesses over 7 years of experience in the fields of Corporate Laws, RBI Laws, SEBI Laws, Liquidation & Merger and Demerger of Unlisted and Private Companies.

The detailed terms and scope of the audit, including the remuneration payable, shall be mutually agreed upon between the Secretarial Auditor and the Board of Directors, from time to time.

The Board of Directors of your Company recommends the resolution as set out at Item no. 3 of this Notice, for the approval of the Shareholders as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the proposed resolution.

ITEM NO. 6

As per recommendation received from the Nomination and Remuneration Committee the Board of Directors at their meeting held on 1st September, 2025 has recommended the revision of remuneration of Shri Hariram Garg, Managing Director of the Company w.e.f. 1st October,

2025 from Rs 2,00,000 (Rupees Two Lakh Only) to Rs. 3,00,000/- (Rupees Three Lakh Only) per month along with one month bonus and one month leave Salary with a yearly Payment of Rs. 42,00,000/- (Rupees Forty Two Lakh) per annum of the company subject to approval of the members at the ensuing 35th Annual General Meeting of the Company Meeting to be held on 24th September, 2025 pursuant to the provisions of Section 196, 197, 203 and any other applicable provision(s) of the Companies Act, 2013.

1. **Tenure on increase in remuneration:** 1st October, 2025 to 30th September, 2027
2. **Nature of Duties:** Shri Hariram Garg shall devote his attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interest of the Company.
3. **Remuneration (with effect from 1st October, 2025)** Rs. 3,00,000/- per month (Rupees Three Lakh Only) along with one month bonus & one month leave salary with a yearly Payment of Rs. 42,00,000/- per annum (Rupees Forty Two Lakh) Subject to deduction of all type of applicable taxes for the time being force.
4. **Other terms of appointment:**
 - i. Shri Hariram Garg will be entitled to reimbursement of all travelling, hotel and other expenses actually incurred for the purpose of business of the Company.
 - ii. He shall not be paid any sitting fees for attending Board/Committee meetings.
 - iii. He shall not be liable to retire by rotation.
 - iv. The Tenure will be subject to termination by 3 months' prior notice in writing on either side.

The disclosures as required under Section II, Part II of the Schedule V of the Companies Act, 2013 for item No. 6 of the notice are stated herein below:

5. **General Information:**

1	Nature of Industry	:	The Company is engaged in the business of Manufacturing of Tea
2	Date or expected date of commencement of commercial production	:	The Company was incorporated on 28.12.1990
3	In case of new companies, expected date of commencement of activities	:	Not Applicable

	as per project approved by financial institutions appearing in the prospectus																														
4	Financial performance based on given indicators	:	<div>(Rs. in Lakh)</div> <table> <tr> <th>Particulars</th><th>2022-23</th><th>2023-24</th><th>2024-25</th></tr> <tr> <td>Total Revenue</td><td>2411.33</td><td>2356.02</td><td>3046.17</td></tr> <tr> <td>Depreciation</td><td>256.06</td><td>152.00</td><td>187.08</td></tr> <tr> <td>Total Expenses (Incl Dep.)</td><td>2282.09</td><td>2474.12</td><td>3010.57</td></tr> <tr> <td>Profit before Tax</td><td>129.24</td><td>(118.10)</td><td>35.60</td></tr> <tr> <td>Tax Expenses</td><td>16.72</td><td>17.45</td><td>3.34</td></tr> <tr> <td>Profit after Tax</td><td>112.52</td><td>(135.55)</td><td>32.26</td></tr> </table>	Particulars	2022-23	2023-24	2024-25	Total Revenue	2411.33	2356.02	3046.17	Depreciation	256.06	152.00	187.08	Total Expenses (Incl Dep.)	2282.09	2474.12	3010.57	Profit before Tax	129.24	(118.10)	35.60	Tax Expenses	16.72	17.45	3.34	Profit after Tax	112.52	(135.55)	32.26
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5	Foreign investments or collaborations, if any		Nil																												

6. **Information about the Appointee:**

1	Background details	:	<ul style="list-style-type: none"> • Shri Hariram Garg (DIN: 00216053), a planter in the real sense of the word, the founder of the group, was born and brought up in the very heart of the tea belt in Northern Bengal. The vast expanse of the lush tea gardens fascinated him since his early childhood. He gained great insight into the nature of tea- its cultivation and manufacture. • Not content with blindly following age-old practices, Hariram Garg sought new techniques and modern methods of cultivation while retaining the effective ones to improve quality and increase productivity. He set up new tea plantation on virgin land and replanted the older sections. • Inspired by his passion and foresight, the company progressed, not only manufacturing quality teas but also procuring, blending and packaging some of the finest tea blends. He created a company
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			culture that is an amalgam of the old and the new, combining traditional values with modern technology - always quick to take advantage of technological advancements, emphasizing the need for product excellence coupled with eco-friendliness and hygiene
2	Past remuneration	:	Rs. 2.00 Lakh per month
3	Recognition of awards	:	<ul style="list-style-type: none"> In one of the events of Rotary International Districts Conference 2015, Dr. Subramanian Swamy, Honorable Minister of Parliament & Member of Rajya Sabha facilitated him with the honour as “TEA MAN” of the year. He is also recipient of the award of ICON of North Bengal in the year 2021 for his excellence work in Tea Industry
4	Job profile and his suitability	:	Managing Director
5	Remuneration Proposed	:	As set out in the Explanatory Statement under section 102 of Companies Act 2013.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	:	The proposed remuneration is commensurate with the size and nature of business of the Company and the functions and responsibility of the appointee. The remuneration is comparable with the remuneration drawn by the peers and is necessitated due to complexities of business.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	:	Apart from receiving remuneration as stated above, he does not receive any emoluments from the Company. No other managerial personnel have any relationship with Shri Hariram Garg.

7. Other Information:

1.	Reasons of loss or inadequate profits	:	The Company does not have adequate profits due to economic slowdown and various regulatory changes.
2.	Steps taken or proposed to be taken for improvement	:	Necessary steps are being taken to improve the productivity and profit of the company.
3.	Expected increase in productivity and profits in measurable terms	:	The Company expects substantial increase in the profit from infrastructure activities in the upcoming years.

8. Disclosure:

1	Remuneration package of the managerial personnel	As set out in the Explanatory Statement
2	Disclosures to be mentioned in the Board of Director's Report	The details of appointment are mentioned in the Directors' Report.

None of the Directors, Key Managerial Personnel and their relatives except Shri Madanlal Garg (Director and Shareholder), Shri Rajesh Garg (Director and Shareholder) and Smt. Rama Garg (Director and Shareholder) are concerned or interested financially or otherwise in the above resolution.

The Board of Directors of your Company recommended the passing of the Special Resolution as set out in Item No. 6 of the Notice.

Details of Director as per requirements of Secretarial Standard 2 (SS-2)

Particulars	Information
Name	Sri Hariram Garg
DIN	00216053
Date of Birth	29.10.1946
Qualification	Diploma in Mechanical Engineering
Experience	More than 50 Years
Terms and conditions of appointment	As set out in the resolution
Remuneration last drawn	Rs. 2.00 Lakh Per Month
Remuneration sought to be paid	Rs. 3.00 Lakh per month along with one month bonus and one month leave Salary
Shareholding in the company	19,08,173 shares representing 9.83% of the total Shareholding
Date of first appointment on the board	14.08.2014
Number of Meetings of the Board attended during the year	9
Number of Meetings of the Board Committees attended during the year	12
Number of General Meetings attended during the year	1
Directorship held in the other company/LLP	<u>Directorship held in the other company/LLP</u> 1. Asian Housing and Infrastructure Limited 2. Roseberry Tradelink Pvt Ltd 3. Greenol Laboratories Pvt Ltd 4. Herbbby Tea Plantations Pvt Ltd 5. Asian Tea and Exports Ltd

	6. Kesavatsapur Tea Company Private Limited 7. Greenex Chemicals Pvt Ltd 8. Asian Capital Market Ltd. 9. Abhilasha Plaza Private Limited 10. Cofinex Developer Private Limited 11. Hurdeodass Company Private Limited
Membership / Chairmanship of Committees of the Board held in this company or other company	<p><u>Membership/ Chairmanship of Committees of the Board held in this company</u></p> 1. Audit Committee- Member 2. Stakeholders' Relationship Committee- Member 3. Internal Complaints Committee- Member <p><u>Membership/ Chairmanship of Committees of the Board held in this company</u></p> <p>Asian Tea and Exports Limited</p> 1. Stakeholders Relationship Committee- Member 2. Share Transfer & Investor Grievance- Chairman
Listed entities from which resigned in the past 3 (three) years	Nil
Relationship with other Directors, Manager and other KMP	Related to all Directors except Independent Directors

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 01st September, 2025 has given their approval and recommended the same to shareholders to increase the existing limit from Rs. 500 Crores

to Rs. 1000 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. 500 Crores to Rs. 1000 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. 1000 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. 1000 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. 7 & 8 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 to take necessary measures for 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. 1000 Crores, as proposed in the Notice, with the approval of shareholders.

The approval of the shareholders 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. 9 of the accompanying notice. The Board recommends the resolution at Item No. 9 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. 7 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: 01st September, 2025

ANNEXURE TO NOTICE
FOR ITEM NO- 2,3 & 4

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

Particulars	Item No 2	Item No 3	Item No 4
Name	Sri Madanlal Garg	Shri Rajesh Garg	Smt. Rama Garg
DIN No.	00670278	00471803	00471845
Date of Birth	01.02.1949	25.03.1967	03.10.1967
Qualification	Matriculation	B. Com	Inter in Science
Shareholding in the company	4,46,488 shares representing 2.30% of the total Shareholding	7,25,454 shares representing 3.74% of the total Shareholding	2,14,550 shares representing 1.1% of the total Shareholding
Remuneration sought to be paid	Sitting fees	Sitting fees	Sitting fees
Remuneration last drawn	Sitting fees	Sitting fees	Sitting fees
Date of first appointment on the board	15.01.2015	14.10.2016	27.07.2022
Number of Meetings of the Board attended during the year	9 out of 9 Meetings	9 out of 9 Meetings	9 out of 9 Meetings
Number of Meetings of the Board Committees attended during the year	NIL	4 out of 4 Meetings	1 out of 1 Meeting
Number of General Meetings attended during the year	3 out of 3 Meetings	3 out of 3 Meetings	3 out of 3 Meetings

Directorship held in the other company/LLP	<u>Directorship held in the other company/LLP</u>	<u>Directorship held in the other company/LLP</u>	<u>Directorship held in the other company/LLP</u>
	<ol style="list-style-type: none"> 1. Debijhora Tea Co Ltd 2. Azamabad Tea Co Pvt Ltd 3. Kanchan Dairies Limited 4. Sriram Tokhram Tea Vanijya Pvt Ltd 	<ol style="list-style-type: none"> 1. Hurdeodass Company Private Limited 2. Greenol Laboratories Pvt Ltd 3. Kanchan Dairies Limited 4. Everlasting Procon Private Limited 5. Maharaja Barter Pvt. Ltd. 6. Indigo Developers Private Limited 7. Upmost Retails Private Limited 8. Jyestha Vyapaar Private Limited 9. Skyview Dealtrade Private Limited 10. Dhanlaxmi Finvest Pvt Ltd 11. Shilpokutir Industrial Estate Private Limited 12. Asian Point Towers LLP 13. Zoom Towers LLP 14. EasternNewage Primary School LLP 15. HRG Merchants LLP 16. Rasova Resorts LLP 17. Matigara Educare LLP 18. Matigara Hospitals LLP 19. Matigara Dreams LLP 	<ol style="list-style-type: none"> 1. Asian Tea and Exports Ltd

		Note: - Following LLP not considered as the status of the same is strike off which are as below: - 1) Possible Dealers LLP 2) Liab Vinimay LLP	
Membership / Chairmanship of Committees of the Board held in this company or other company	NIL	<u>Members in the Following Committee of this Company</u> 1. Nomination & Remuneration Committee 2. Stakeholders Relationship Committee 3. Internal Complaint Committee	<u>Chairperson in the Following Committee of this Company</u> Internal Complaint Committee
Listed entities from which resigned in the past 3 (three) years	NIL	NIL	NIL
Relationship with other Directors, Manager and other KMP	Related to all Directors except Independent Directors	Related to all Directors except Independent Directors	Related to all Directors except Independent Directors

The Board of Directors recommended the passing of the Ordinary resolution a set out in item No 2 ,3 & 4.

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

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

Place: Kolkata
Date: 01st September, 2025