

INDONG TEA COMPANY LIMITED

(Formerly Known as Indong Tea Company Private Limited)

CIN No.: U01122WB1990PLC050506

Registered office: - Sikkim Commerce House. 4/1, Middleton Street. Kolkata - 700 071, India
Phone: 91-33 4006 3601 / 3602, E-mail: cs@indongteaco.com, Website: www.indongteaco.com

NOTICE

NOTICE is hereby given that the Thirty-Second Annual General Meeting of the members of Indong Tea Company Limited ("Company") will be held on Thursday 29, 2022 at 12:30 P.M. IST at the Registered Office of the company situated at Sikkim Commerce House. 4/1, Middleton Street. Kolkata - 700 071, India to transact the following businesses:

ORDINARY BUSINESS

1. **TO RECEIVE, CONSIDER AND ADOPT THE AUDITED BALANCE SHEET AS AT 31ST MARCH, 2022, 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 standalone financial statements of the Company comprising of the Balance sheet as at March 31, 2022, 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 and 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 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 APPOINTMENT OF M/S AGARWAL KEJRIWAL & CO AS A STATUTORY AUDITORS & FIXING THEIR REMUNERATION.**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the recommendation of the Audit Committee and as approved by the Board of Directors of the Company, M/s. Agarwal Kejriwal & Co, Chartered Accountants (Firm Registration No. 316112E), be and are hereby appointed as statutory auditors of the Company, to hold office from the conclusion of Thirty Second Annual General Meeting until the conclusion of the Thirty Six Annual General Meeting to be held in the year 2026, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

SPECIAL BUSINESS

4. **TO REGULARISATION OF ADDITIONAL DIRECTOR, SMT. RAMA GARG (DIN NO: 00471845) AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, Smt. Rama Garg (DIN: 00471845), who was appointed as Additional Director of the Company and whose term of office as an additional director expires at the conclusion of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as the Director of the Company.”

“RESOLVED FURTHER THAT any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

5. TO INCREASE IN REMUNERATION OF SRI HARIRAM GARG, MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 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 Sri 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, 2022 for the period of Three years ending on 30th September, 2025 upon the terms and conditions and payment of remuneration and other perquisites/benefits up to Rs. 2,00,000/- (Rupees Two Lakh) Per Month with a yearly Payment of Rs. 24,00,000/- (Rupees Twenty 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.

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

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

Place: Kolkata
Date: 3rd September, 2022

NOTES:

1. **IN TERMS OF SECTION 105 OF THE COMPANIES ACT, 2013, A MEMBER OF A COMPANY ENTITLED TO ATTEND AND VOTE AT THE GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy, in order to be effective, must be deposited at the Registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting.

2. A person can act as proxy on behalf of shareholders not exceeding fifty (50) and/or holding in the aggregate not more than 10% of the total share capital of the company. In case a proxy is proposed to be appointed by a shareholder holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. A statement setting out material facts pursuant to section 102 of the Companies Act, 2013 (the Act) with respect to the items covered under special business of the notice is annexed hereto.
4. The relevant details of Director seeking re-appointment and Brief Profile of Appointment of Auditor are annexed in Annexure 1.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 23, 2022 to Thursday, September 29, 2022 (both days inclusive).
6. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.
8. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Corporate office of the Company during the business hours on all working days up to the date of Annual general Meeting
9. Ballot Form in Form No MGT 12, Proxy Form in Form No MGT 11 & Attendance Slip are annexed to the Notice.
10. A route map giving directions to reach the venue of the AGM is given at the end of the Notice.
11. **PROCESS AND MANNER FOR MEMBERS FOR VOTING BY BALLOT**
 - i. Ballot Form in Form No MGT 12 are distributed to the members/Shareholders on the day of Annual General Meeting. Members desiring to cast their vote by Ballot Form (no other form or photocopy thereof is permitted) should complete and sign the Ballot Form and the same should be submitted to the Company Secretary of the Company. Ballot Form received after the conclusion of AGM will be treated as invalid.
 - ii. The Ballot Form should be signed by the Member as per the specimen signature registered with the Company/Depository Participants. In case of joint holding, the Ballot Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. There will be one Ballot Form for every Folio / Client ID irrespective of the number of joint holders. A Power of Attorney ("POA") holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot Form is not permitted through proxy.

- iii. For shares held by corporate and institutional shareholders (companies, mutual funds, trusts, societies, etc.), the duly completed Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/Authorization together with attested specimen signature(s) of the duly authorized signatory(ies).
- iv. Votes should be cast in case of each resolution, either in favour or against, by putting the tick (✓) mark in the column provided in the Ballot Form for assent / dissent.
- v. A Shareholder need not use all the votes or cast all the votes in the same way.
- vi. The voting rights of the Members shall be in proportion to their shares of the paid-up equity capital of the Company as on Tuesday, September 20, 2022 ("Cut-off Date") as per the Register of Members and as informed to the Company by the depositories in case of Beneficial Owners.
- vii. A Member may request for a duplicate physical copy of Ballot Form, if so required, by sending an e-mail to cs@indongteaco.com .in mentioning their Folio / DP ID and Client ID No.
- viii. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the concerned person to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- ix. The results declared shall be placed on the Company's website viz. www.indongteaco.com and immediately after the results are declared by the Chairman or any other Director authorized in this behalf.

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

ITEM No 4

The Board of Directors of the Company at their meeting dated July 27, 2022 has appointed as Additional Director of the Company and Smt. Rama Garg holds office of the Director till the conclusion of next Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company are required for regularization of Smt. Rama Garg as Director of the Company

Accordingly, The Board of Directors at their meeting held on 3rd September, 2022, on receipt of her consent, a notice in writing from a member proposing his candidature as a Non-Executive Director of the Company.

Details of Director seeking Appointment at the General Meeting as per requirements of Secretarial Standard 2 (SS-2)

Particulars	Information
Name	Smt. Rama Garg
Age	55 Years
Qualification	Science Intermediate
Experience	More than 14 Years
Terms and conditions of appointment	As set out in the resolution
Remuneration sought to be paid	As set out in the resolution
Remuneration last drawn	Nil
Date of first appointment on the board	27.07.2022
Shareholding in the company	54,550 shares representing 0.55% of the total shareholding
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to all the Executive and Non-executive non-independent directors
Number of Meetings of the Board attended during the year	8

Other Directorships, Membership/ Chairmanship of Committees of other Boards	<p><u>Directorship in Other Company/LLP</u></p> <ol style="list-style-type: none"> 1. Asian Tea & Exports Limited 2. Caravan Vinimay Private Limited 3. Ultrashine Marketing Private Limited <p><u>Member in the Following Committee of this Company</u></p> <ol style="list-style-type: none"> 1. Internal Complaint Committee
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Memorandum of Interest

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

The Board of Directors recommended the passing of the Ordinary Resolution as set out in Item No. 4 of the Notice.

ITEN No 5

The Board of Directors at their meeting held on 1st February 2022 has approved the Change in designation from Executive Promoter Director cum Chairman to Managing Director cum Chairman, recommended the members of the Company and the same was approved on the Extraordinary General Meeting dated 04th February 2022 appointment with no remuneration and later on the Board of Directors at their meeting held on 28th May 2022 has recommended the revision of remuneration from no remuneration to Rs 1,50,000/- (Rupees One Lakh Fifty Thousand only) and its approved by the members on Extra- Ordinary General Meeting held on 29th June 2022. On the Board of Directors meeting held on 3rd September, 2022 has recommended the revision of remuneration of Sri Hariram Garg as Managing Director of the Company w.e.f. 1st October, 2022 Rs. 2,00,000/- (Rupees Two Lakh Only) Per Month with a yearly Payment of Rs. 24,00,000/- (Rupees Twenty-Four Lakh Lakh) Per annum subject to the approval of the members at the General Meeting.

1. **Tenure:** 1st October, 2022 to 30th September, 2025
2. **Nature of Duties:** Sri 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, 2022)** Rs. 2,00,000/- Per Month (Rupees Two Lakh Only) with a yearly Payment of Rs. 24,00,000/- Per annum (Rupees Twenty-Four Lakh) Subject to deduction of all type of applicable taxes for the time being force.
4. **Other terms of appointment:**
 - i. Sri 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. 5 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 as per project approved by financial	:	Not Applicable

	institutions appearing in the prospectus																														
4	Financial performance based on given indicators	:	<p>(Rs. in Lakh)</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>2019-20</th> <th>2020-21</th> <th>2021-22</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td>1672.64</td> <td>2313.00</td> <td>1992.97</td> </tr> <tr> <td>Depreciation</td> <td>91.48</td> <td>90.44</td> <td>103.22</td> </tr> <tr> <td>Total Expenses (Incl Dep.)</td> <td>1676.87</td> <td>2150.34</td> <td>1880.24</td> </tr> <tr> <td>Profit before Tax</td> <td>(4.23)</td> <td>162.66</td> <td>112.74</td> </tr> <tr> <td>Tax Expenses</td> <td>-1.64</td> <td>-</td> <td>20.25</td> </tr> <tr> <td>Profit after Tax</td> <td>2.59</td> <td>162.66</td> <td>132.99</td> </tr> </tbody> </table>	Particulars	2019-20	2020-21	2021-22	Total Revenue	1672.64	2313.00	1992.97	Depreciation	91.48	90.44	103.22	Total Expenses (Incl Dep.)	1676.87	2150.34	1880.24	Profit before Tax	(4.23)	162.66	112.74	Tax Expenses	-1.64	-	20.25	Profit after Tax	2.59	162.66	132.99
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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"> • Sri 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 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. 1.50 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	:	Apart from receiving remuneration as stated above, he does not receive any emoluments from the Company. No

relationship with the managerial personnel, if any.	other managerial personnel have any relationship with Sri Hariram Garg.
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7. **Other Information:**

1.	Reasons of loss or inadequate profits	:	Due to Current Pandemic of Covid 19, total sale has been decreased
2.	Steps taken or proposed to be taken for improvement	:	Necessary steps will be taken to improve the productivity and profit of the company. Further Company is planning to increase the Production Capacity of the Factory.
3.	Expected increase in productivity and profits in measurable terms	:	Due to current pandemic of Covid -19, management is anticipating medium to long term impact on the business.

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.

The Board recommends the resolution for your approval.

Details of Director seeking Appointment at the General Meeting as per requirements of Secretarial Standard 2 (SS-2)

Particulars	Information
Name	Sri Hariram Garg
Age	77 Years
Qualification	Diploma in Mechanical Engineering
Experience	More than 50 Years
Terms and conditions of appointment	As set out in the resolution
Remuneration sought to be paid	As set out in the resolution
Remuneration last drawn	Rs. 1.50 Lakh Per Month
Date of first appointment on the board	14.08.2014
Shareholding in the company	12,99,473 shares representing 13% of the total shareholding
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to all the Executive and Non-executive non-independent directors
Number of Meetings of the Board attended during the year	8
Other Directorships, Membership/ Chairmanship of Committees of other Boards	<p><u>Directorship in Other Committee</u></p> <ol style="list-style-type: none"> Asian Tea & Exports Ltd Kesavatsapur Tea Company Private Limited Greenex Chemicals Private Limited Greenol Laboratories Private Limited Roseberry Tradelink Private Limited Hurdeodass Company Private Limited Ganadhip Tradecom Private Limited Asian Capital Market Limited Abhilasha Plaza Private Limited Confinex Developer Private Limited Vikat Promoters LLP HRG Merchants LLP HRPK Impex LLP HGRS Exmip LLP <p><u>Member in the Following Committee of this Company</u></p> <ol style="list-style-type: none"> Audit Committee Stakeholder Relationship Committee Internal Complaint Committee <p><u>Chairman/Member in the Following Committee of Asian Tea & Exports Limited</u></p> <ol style="list-style-type: none"> Stakeholder Relationship Committee, Member Share Transfer & Grievance Committee, Chairperson

Memorandum of Interest

None of the Directors, key managerial personnel and their relatives except Sri Madanlal Garg (Director and Shareholder), Sri 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 recommended the passing of the Special Resolution as set out in Item No. 5 of the Notice.

ANNEXURE 1

The relevant details of Director seeking re-appointment and Brief Profile of Appointment of Auditor are given below: -

FOR ITEM NO- 2

The Board of Directors at their meeting held on 3rd September, 2022, on receipt of his consent from his, who is liable to retire by rotation and being eligible has offered himself for appointment, a member proposing his candidature as an Executive Director of the Company

Sri Madanlal Garg is the younger brother of Sri Hariram Garg. Like Hariram Garg, He is also actively participated in Tea Garden of the Company. Apart of this tea Garden, he is also managing the state of affairs of other Tea Gardens like Debijhora Tea Estate & Azamabad Tea Estate. He has shared his views and implement new technique in the Tea Garden which resulted that we have produced finest CTC Tea leaves over the India. He brings some new technology in the state of affairs. Apart from the above, he is also holding position of directorship in the Group Company.

Details of Director seeking Redesignation at the General Meeting as per requirements of Secretarial Standard 2 (SS-2)

Particulars	Information
Name	Sri Madanlal Garg
Age	73 Years
Qualification	B com
Experience	50 Years
Terms and conditions of appointment	As set out in the resolution
Remuneration sought to be paid	As set out in the resolution
Remuneration last drawn	Nil
Date of first appointment on the board	15.01.2015
Shareholding in the company	4,66,488 shares representing 4.67% of the total shareholding
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Related to all the Executive and Non-executive non-independent directors
Number of Meetings of the Board attended during the year	8
Others Directorship Membership / Chairmanship of Committees of the Board	<u>Directorship in Other Company/LLP</u> 1. Debijhora Tea Co Ltd 2. Azamabad Tea Co Pvt Ltd 3. Kanchan Dairies Limited 4. Sriram Tokhram Tea Vanijya Private Limited

Memorandum of Interest

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

The Board of Directors recommended the passing of the Ordinary Resolution as set out in Item No. 2 of the Notice.

FOR ITEM NO- 3

M/s. Agarwal Kejriwal & Co. Chartered Accountants, Kolkata letter dated August 25, 2022 has given the consent to appoint as Statutory Auditor Company along with a confirmation that, their appointment, if made, would be with under the Companies Act, 2013 in the upcoming Annual General Meeting.

The Board of Directors at its meeting held on 3rd September 2022, as per the recommendation of the Audit Committee, and pursuant to the provisions of Sec139(1) of the Companies Act, 2013, have appointed M/s. Agarwal Kejriwal & Co., Partner Mr. Mahadev Lal Agarwal ,Chartered Accountants, Kolkata (Firm Registration Number: 316112E), to hold office as the Statutory Auditors of the Company till the conclusion of 36th AGM of the company subject to the approval by the members remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditor.

Further, pursuant to recommendation of Audit Committee, Board also approved appointment of M/s. Agarwal Kejriwal & Co., as Statutory Auditors of the Company to hold office for a period of four consecutive years, from the conclusion of the 32nd (Thirty-Two) Annual general Meeting to till the Conclusion of the 36th Annual General Meeting of the Company to be held on the year 2026. Accordingly, your board of directors also recommend passing of resolution for appointment of M/s. Agarwal Kejriwal & Co.; for a period of 4 consecutive years.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for appointment and payment of remuneration to the Statutory Auditor.

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

Form No. MGT- 12
POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

INDONG TEA COMPANY LIMITED

CIN No.: U01122WB1990PLC050506

Registered office: - Sikkim Commerce House. 4/1, Middleton Street. Kolkata - 700 071, India
Phone: 91-33 4006 3601 / 3602, E-mail: cs@indongteaco.com, Website: www.indongteaco.com

BALLOT PAPER		
SL NO.	PARTICULARS	DETAILS
1	Name of the First named Shareholders (in Block Letters)	
2	Postal Address	
3	Registered Folio No./ *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	Equity Shares
5	No. of Shares held	

I hereby exercise my vote in respect of Ordinary/ Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Items	Type of Resolution	No. of shares held by me	I assent to the resolution	I dissent to the resolution
ORDINARY BUSINESS					
1	To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2022 and the Statement of Profit & Loss for the year ended on that date together with the Director's Report and the Auditor's Report thereon.	Ordinary			
2	To appoint a director in place of Sri Madanlal Garg (DIN No: 00670278) who retires by rotation and being eligible offers herself for re-appointment.	Ordinary			
3	To Appointment of M/S Agarwal Kejriwal & Co as a Statutory Auditors & fixing their remuneration.	Ordinary			
SPECIAL BUSINESS					
4	To Regularisation of Additional Director, Smt. Rama Garg (DIN No: 00471845) as Non-Executive Director of the Company	Ordinary			
5	To Increase in remuneration of Sri Hariram Garg, Managing Director of the Company	Special			

Date:

Place:

Signature of the Shareholder

**Form No. MGT- 11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

INDONG TEA COMPANY LIMITED

CIN No.: U01122WB1990PLC050506

Registered office: - Sikkim Commerce House. 4/1, Middleton Street. Kolkata - 700 071, India
Phone: 91-33 4006 3601 / 3602, E-mail: cs@indongteaco.com, Website: www.indongteaco.com

Name of the First named Shareholders (in Block Letters)	
Registered Address	
Email id:	
Registered Folio No./ *Client ID No. (*Applicable to investors holding shares in dematerialized form)	

I/We, being the Member(s) of Indong Tea Company Limited, holding..... Equity Shares of hereby appoint:

1. Name.....
Address:
Email id
Signature or failing him/her

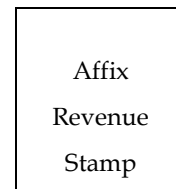
2. Name.....
Address:
Email id
Signature or failing him/her

3. Name.....
Address:
Email id
Signature or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 32nd Annual General Meeting of the Company at Sikkim Commerce House, 4/1 Middleton Street, Kolkata – 700 071 on Thursday, September 29, 2022 at 12:30 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Items	Type of Resolution	No. of shares held by me	I assent to the resolution	I dissent to the resolution
ORDINARY BUSINESS					
1	To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2022 and the Statement of Profit & Loss for the year ended on that date together with the Director's Report and the Auditor's Report thereon.	Ordinary			
2	To appoint a director in place of Sri Madanlal Garg (DIN No: 00670278) who retires by rotation and being eligible offers herself for re-appointment.	Ordinary			
3	To Appointment of M/S Agarwal Kejriwal & Co as a Statutory Auditors & fixing their remuneration.	Ordinary			
SPECIAL BUSINESS					
4	To Regularisation of Additional Director, Smt. Rama Garg (DIN No: 00471845) as Non-Executive Director of the Company	Ordinary			
5	To Increase in remuneration of Sri Hariram Garg, Managing Director of the Company	Special			

Signed thisday of2022



Signature of the Shareholder

Note :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Person can act as Proxy on behalf of members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company, A member holding more than 10% of the share capital of the company may appoint a single person act as a proxy and such person cannot act as a proxy for other person or shareholder.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolutions' your proxy will be entitled to vote in the manner as he/she thinks appropriate.

INDONG TEA COMPANY LIMITED

CIN No.: U01122WB1990PLC050506

Registered office: - Sikkim Commerce House. 4/1, Middleton Street. Kolkata - 700 071, India
Phone: 91-33 4006 3601 / 3602, E-mail: cs@indongteaco.com, Website: www.indongteaco.com

32nd ANNUAL GENERAL MEETING - SEPTEMBER 29, 2022 at 12:30 PM

ATTENDANCE SLIP

Name of the First named Shareholders (in Block Letters)	:	
Registered Address	:	
Email id:	:	
Registered Folio No./ *Client ID No. (*Applicable to investors holding shares in dematerialized form)	:	
No. of Shares held	:	

I being a member/proxy for the member of the Company, hereby record my presence at the 32nd Annual General Meeting of the Company at Sikkim Commerce House, 4/1 Middleton Street, Kolkata - 700 071 on Thursday, September 29, 2022 at 12:30 P.M.

Name of the Member/Proxy#	Signature of the Member/Proxy#

#Stikeout whichever is not applicable.

1. Please hand over the attendance slip at the entrance of the meeting venue.
2. This attendance is valid only in case shares are held on the date of the meeting.
3. As per section 118(10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting issued by Institute of Company Secretaries of India "No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting".

ROUTE MAP OF VENUE OF 32nd AGM

