NOTICE

NOTICE is hereby given that the **36th Annual General Meeting** of the members of **Indong Tea Company Limited** ("Company") will be held on **Monday, 28th September, 2026 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, 2026, THE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON THAT DATE AND THE REPORT OF THE DIRECTORS AND AUDITORS' THEREON.**

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

   "**RESOLVED THAT** the Audited Financial Statements of the Company comprising of the Balance sheet as at March 31, 2026, 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 SHRI MADANLAL GARG (DIN NO: 00670278) WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.**

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

   "**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, Shri 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, Shri 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.

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

"**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."

5. TO REAPPOINT M/S AGARWAL KEJRIWAL & CO (FRN NO: - 316112E) AS THE STATUTORY AUDITOR OF THE COMPANY FOR A FURTHER TERM OF FIVE YEARS

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

"**RESOLVED THAT** pursuant to Section 139(1), 141, 142, 143 and other applicable provisions of the Companies Act, 2013 read along with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force); and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded for the re-appointment of **M/S Agarwal Kejriwal & Co, Chartered Accountants (Firm Registration Number: 316112E),** as Statutory Auditors of the Company to hold office for the second term of five consecutive years, commencing from the conclusion of 36th Annual General Meeting (to be held in the year 2026) until the conclusion of the 41st Annual General Meeting (to be held in the year 2031) at such remuneration plus applicable taxes and out of pocket expenses, as stated in the explanatory statement, with the authority to the Audit Committee and Board of Directors of the Company to vary the said remuneration in consultation with the Auditors and duly approved by the Board of Directors of the Company, from time to time.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorized Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any director and/or Chief Financial Officer and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with the Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the

Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

SPECIAL BUSINESSES:

6. TO APPROVE VOLUNTARY STEPPING DOWN OF OFFICE AS MANAGING DIRECTOR OF SHRI HARIRAM GARG (DIN NO: 00216053) FROM CHAIRMAN & MANAGING DIRECTOR TO CHAIRMAN AND HIS CONTINUATION AS CHAIRMAN & EXECUTIVE 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 Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the rules made thereunder, and the applicable provisions of the Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and subject to such approvals, consents and permissions as may be required and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to Shri Hariram Garg (DIN: 00216053), to voluntarily step down from the office of Managing Director of the Company with effect from 28th September, 2026, and consequently cease to hold office as Managing Director from the said date."

"**RESOLVED FURTHER THAT** upon cessation of his office as Managing Director with effect from 28th September, 2026, Shri Hariram Garg (DIN: 00216053) shall continue to hold office as Chairman & Executive Director of the Company, not liable to retire by rotation, subject to the provisions of the Companies Act, 2013, the SEBI Listing Regulations and the Articles of Association of the Company."

"**RESOLVED FURTHER 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 approve the fresh terms of remuneration payable to Shri Hariram Garg, (DIN - 00216053) with effect from 1st October, 2026 for the period of Five years ending on 30th September, 2031 upon the terms and conditions and payment of remuneration and other perquisites/benefits up to Rs. 3,00,000/- (Rupees Two Lakh) Per Month along with one month bonus and one month as Leave Salary 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 any of the Directors or the Company Secretary be and are hereby severally authorized to file the necessary forms with the Registrar of Companies, to make all necessary disclosures to the Stock Exchanges and to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

7. REDESIGNATION OF SHRI RAJESH GARG (DIN NO: 00471803) FROM NON-EXECUTIVE DIRECTOR TO MANAGING DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 200 and 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time**,** and Articles of Association of the company as amended from time to time and subject to such other approvals, consents and permissions as may be necessary and subject to such modifications, variations as may be approved and acceptable, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to appoint Shri Rajesh Garg (DIN: 00471803) as Managing Director of the Company, not be liable to retire by rotation, for a term of 5 (Five) years commencing from 28th September, 2026 to 27th September, 2031."

"RESOLVED FURTHER THAT Shri Rajesh Garg shall not be entitled to any remuneration, salary, commission, perquisites, allowances or any other monetary or non-monetary benefit from the Company in respect of his office as Managing Director, during his tenure, except sitting fees for the Board Meetings attended and reimbursement of reasonable expenses, if any, incurred by him in connection with the business of the Company, as may be permitted under applicable law."

"RESOLVED FURTHER THAT Shri Rajesh Garg shall, upon his appointment as Managing Director, cease to hold office in the capacity of Non-Executive Non-Independent Director and shall thereafter function as an Executive Director in the capacity of Managing Director of the Company and shall be entrusted with substantial powers of management of the affairs of the Company, subject to the superintendence, control and direction of the Board of Directors of the Company."

"RESOLVED FURTHER THAT any of the Directors or the Company Secretary be and are hereby severally authorized to file the necessary forms with the Registrar of

Companies, to make all necessary disclosures to the Stock Exchanges and to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

8. TO RE-APPOINT SHRI AKHIL KUMAR MANGLIK (DIN NO: 01344949) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with schedule IV read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Shri Akhil Kumar Manglik (DIN: 01344949), who was appointed as a Non-Executive Independent Director of the Company for a term of five consecutive years commencing from 4th February, 2022 and ending on 3rd February, 2027, and who continues to satisfy the criteria of independence under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and being eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Independent Director of the Company after the completion of first term which will be completed on 3rd February, 2027, not liable to retire by rotation, for a second term of five consecutive years commencing from 4th February, 2027 and ending on 3rd February, 2032."

"**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary be and are hereby severally authorized to file the necessary forms with the Registrar of Companies, to make all necessary disclosures to the Stock Exchanges and to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

"**RESOLVED FURTHER THAT** any of the Directors and/or Chief Financial Officer and/or Company Secretary be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required."

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, 2026

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 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, 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 AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. Pursuant to the provisions of the act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the company. Since the 36th AGM is being held pursuant to the MCA circulars through VC or OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this notice.

5. The Register of Members and the Share Transfer Register of the Company will remain closed from Tuesday, 22nd September, 2026 to Monday, 28th September, 2026 (both days inclusive) for the purpose of Annual General Meeting.

6. In compliance with MCA Circulars, notice of the 36th AGM, Annual Reports and Accounts for FY 2025-26 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 36th AGM and the Reports and Accounts for FY 2025-26 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 constraint to freeze such Folio(s) .Relevant details and the Forms are prescribed by SEBI.

10. The members can join 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 **Friday, 18th day of September, 2026 from 09:00 A.M. (Indian Standard Time) to Thursday, 24th day of September, 2026 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 36th 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 Friday, 25th September, 2026 (9:00 a.m. IST) and will end on Sunday, 27th September, 2026 (5:00 p.m. IST). The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21st September, 2026, 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 21st September, 2026. 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 **21st September, 2026 (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 **21st September, 2026**. 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 **21st September, 2026** 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. Monday, 28th September, 2026.

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.

NSDL Mobile App is available on

App Store   Google Play

➢ **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 user your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period 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: 3rd September, 2026

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

ITEM NO 5

TO REAPPOINT M/S AGARWAL KEJRIWAL & CO (FRN NO: - 316112E) AS THE STATUTORY AUDITOR OF THE COMPANY FOR A FURTHER TERM OF FIVE YEARS

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the tenure of M/s Agarwal Kejriwal & Co, Chartered Accountants (Firm Registration No. 316112E), the Statutory Auditor of the Company, is ending with the conclusion of this Annual General Meeting (i.e., AGM being held during the year 2026). Accordingly, in terms of provision of Section 139(1) and 139(2)(b), it is proposed before the shareholders to re-appoint M/s Agarwal Kejriwal & Co, Chartered Accountants (Firm Registration No. 316112E), as Statutory Auditor of the Company for the second term of five consecutive years. Accordingly, M/s Agarwal Kejriwal & Co, Chartered Accountants (Firm Registration No. 316112E) have consented to their appointment as Statutory Auditor of the Company and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act. The Audit Committee and the Board of Directors of the Company accorded their respective consents to recommend to the members to re-appoint M/s Agarwal Kejriwal & Co, Chartered Accountants (Firm Registration No. 316112E) as the statutory auditor of the Company, pursuant to provisions of Section 139 (1) of the Companies Act, 2013 for the second term of 5 years from the conclusion of 36th Annual General Meeting (to be held during the year 2026) until the conclusion of the 41st Annual General Meeting (to be held during the year 2031) at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit and accordingly the said matter is placed before the members for their approval. They have also confirmed that they do not have any financial interest in or association with the Company which may lead to conflict of the interest situations.

Brief Profile of M/S Agarwal Kejriwal & Co

Agarwal Kejriwal & Co. is a Chartered Accountants Firm registered with Institute of Chartered Accountants of India with Firm Registration No. 316112E. The firm has presence in Kolkata, with the Partners: -

1) Mahadev Lal Agarwal FCA, FCS, FCMA, LLB, Membership No.: 052474 of 1985 &
2) Suresh Kumar Kejriwal M.COM., FCA, FCMA, Membership No.: 052768 of 1985

Both the partners are continuing since the incorporation of firm i.e., 01.10.1985. The Firm has vast experience in audits of corporates and non-corporates engaged in manufacturing, financial sector (banking and insurance), exports, service industry etc. The Firm provides range of services which include Audit & Assurance, Taxation, Valuation & Corporate Advisory, also to non-profit organization etc.

Proposed Fees Payable to the Statutory Auditor

The Board of Directors of the Company, on recommendation of the Audit Committee, and subject to approval of the members of the Company at the Annual General Meeting, have recommended a fee of not exceeding Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only).

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of the statutory auditor, whenever required. The Board of Directors of the Company (including the Audit Committee of the Board or any officer of the Company authorized by the Board) in consultation with the Statutory Auditor, are authorized to alter and vary the terms and conditions including remuneration of the Statutory Auditor arising out of increase in scope of work, amendments to Accounting Standards or Listing Regulations and such other requirements resulting in the change in scope of work, etc.

Terms of appointment:

The terms of appointment shall be from the conclusion of the 36th Annual General Meeting to be held during the year 2026 to till the conclusion of 41st Annual General Meeting to be held during the year 2031. The Letter of appointment specifying the detailed terms of appointment shall be finalized by the Board of Directors of the Company by taking into consideration the views of the Audit Committee, if any.

Basis of recommendation for appointment:

In terms of applicable Regulation of the Listing Regulations, the shareholders are hereby informed that the first term of five consecutive years of the Statutory Auditors of the Company is due for completion. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 29th May, 2026, has considered and approved the re-appointment of M/s Agarwal Kejriwal & Co, Chartered Accountants (Firm Registration No. 316112E), as Statutory Auditors of the Company, to hold office for a second term of five consecutive years, as set out in the resolution above.

The said re-appointment has been proposed considering, inter alia, the size, scale, and requirements of the Company. The Board of Directors and the Audit Committee have unanimously recommended the re-appointment of M/s Agarwal Kejriwal & Co, Chartered Accountants (Firm Registration No. 316112E) for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 05 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 05 of the Notice for approval of the Members for appointment of Statutory Auditor.

ITEM NO. 6

TO APPROVE VOLUNTARY STEPPING DOWN OF OFFICE AS MANAGING DIRECTOR OF SHRI HARIRAM GARG (DIN NO: 00216053) FROM CHAIRMAN & MANAGING DIRECTOR TO CHAIRMAN AND HIS CONTINUATION AS CHAIRMAN & EXECUTIVE DIRECTOR OF THE COMPANY AND THE REMUNERATION PAYABLE WITH EFFECT FROM 1ST OCTOBER, 2026

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. He has been serving as the Chairman & Managing Director of the Company.

He is 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.

He 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.

Due to his health-related issues, Shri Hariram Garg has expressed his desire to step down from the office of Managing Director of the Company with effect from 28th September, 2026, in order to devote adequate time and attention to his health and well-being.

The Board of Directors, after considering his request and taking into account his valuable contribution, experience and guidance to the Company and upon recommendation of the Nomination and Remuneration Committee, at their Meeting held on 28th August, 2026, has approved his voluntary stepping down from the office of Managing Director with effect from 28th September, 2026, subject to the approval of the Members of the Company. The Board has also waived his notice period of 3 months.

The Board is of the view that Shri Hariram Garg continued association with the Company would be beneficial in view of his extensive experience, knowledge and familiarity with the affairs of the Company. Accordingly, it is proposed that, upon his stepping down as Managing Director, Shri Hariram Garg shall continue as Chairman & Executive Director of the Company with effect from 1st October, 2026.

The proposed cessation of office as Managing Director by Shri Hariram Garg and his continuation as Chairman & Executive Director is intended to ensure continuity of his valuable guidance and experience while reducing his executive responsibilities in view of his health-related circumstances.

Further, the Board of Directors at their meeting held on 28th September, 2026 has recommended the remuneration of Shri Hariram Garg as Chairman & Executive Director of the Company w.e.f. 1st October, 2026 for the period of Five years ending on 30th September, 2031 upon the terms and conditions and payment of remuneration and other perquisites/benefits up to Rs. 3,00,000/- (Rupees Two Lakh) Per Month along with one month bonus and one month as Leave Salary 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 subject to the approval of the members at the General Meeting.

The other terms are as mentioned below: -

a) 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.
b) He shall not be paid any sitting fees for attending Board/Committee meetings.
c) He shall not be liable to retire by rotation.
d) The Tenure will be subject to termination by 1 month' prior notice in writing on either side.

I. GENERAL INFORMATION

<table>
<tr><td>a</td><td>Nature of Industry</td><td>:</td><td>The Company is engaged in the business of Manufacturing of Tea</td></tr>
<tr><td>b</td><td>Date or expected date of commencement of commercial production</td><td>:</td><td>The Company was incorporated on 28.12.1990</td></tr>
<tr><td>c</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>:</td><td>Not Applicable</td></tr>
<tr><td>d</td><td>Financial performance based on given indicators</td><td>:</td><td>(Rs. in Lakh)
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<tr><th>Particulars</th><th>2024-25</th><th>2025-26</th></tr>
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<tr><td>Depreciation</td><td>187.08</td><td>224.30</td></tr>
<tr><td>Total Expenses (Incl. Depreciation)</td><td>3,010.57</td><td>2,425.58</td></tr>
<tr><td>Profit before Tax</td><td>35.60</td><td>(90.47)</td></tr>
<tr><td>Tax Expenses</td><td>3.34</td><td>7.81</td></tr>
<tr><td>Profit after Tax</td><td>32.26</td><td>(82.66)</td></tr>
<tr><td>OCI Income</td><td>(29.60)</td><td>114.01</td></tr>
<tr><td>Total Comprehensive Income for the year</td><td>2.66</td><td>31.35</td></tr>
</table></td></tr>
<tr><td>e</td><td>Foreign investments or collaborations, if any</td><td></td><td>Nil</td></tr>
</table>

II. Information about the Appointee

a	Background details	:	Refer as stated above.
b	Past remuneration	:	During the year 2025-26 Rs. 30 Lakh Per annum
c	Recognition of awards	:	• 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
e	Job profile and his suitability	:	He proposed to be appointed as Chairman & Executive Director of the company.
f	Remuneration Proposed	:	As set out in the Explanatory Statement under section 102 of Companies Act 2013.

g	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.
h	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	:	Besides the remuneration proposed to be paid to Shri Hariram Garg does not have any other pecuniary relationship with the Company or relationship with any other Director/ Key Managerial Personnel of the Company.
i	Reasons of loss or inadequate profits	:	During the last two financial years, the performance of the Company was impacted by a significant increase in labour costs, fluctuations in input prices, adverse and unpredictable weather conditions, lower rainfall, and challenging market conditions prevailing in certain key tea-producing states, which remained dormant or economically unviable. These factors adversely affected the overall operational efficiency and profitability of the Company. Despite these challenges, the Company has demonstrated resilience and delivered a satisfactory operational performance. The management remains focused on improving the quality of its products, enhancing productivity, and implementing cost-optimization measures. The Company's continued emphasis on quality improvement and operational efficiency is expected to contribute positively to productivity, revenue generation, and overall business performance in the coming years.
j	Steps taken or proposed to be taken for improvement	:	The Company has taken following operational steps on a constant basis in order to improve the performance of the Company: • Emphasis on the production of superior quality tea to achieve better market realization and strengthen the Company's brand value. • Continuous monitoring and reduction of operational costs through efficient utilization of resources and adoption of cost-control measures. • Focus on optimization of fixed costs and effective management of working capital to improve liquidity and profitability. • Improvement of agricultural and manufacturing practices to enhance productivity and operational efficiency. Further Company is also planning to increase the Production Capacity of the Factory subject to

			necessary approval.
k	Expected increase in productivity and profits in measurable terms	:	As set out in the Explanatory Statement. Further, the management remains committed to enhancing operational efficiency, improving product quality, and maximizing stakeholder value through sustainable business practices.
l	Remuneration package of the managerial personnel		As set out in the Explanatory Statement
m	Disclosures to be mentioned in the Board of Director's Report		The details of appointment are mentioned in the Directors' Report.

The relevant details of Shri Hariram Garg as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided are provided in Annexure to this Notice.

Memorandum of Interest
None of the Directors, key managerial personnel and their relatives except Shri Madanlal Garg (Non-executive Director and Shareholder), Shri Rajesh Garg (Non-executive Director and Shareholder) and Smt. Rama Garg (Non-executive Women 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. 6 of the Notice.

<u>ITEM NO. 7</u>

REDESIGNATION OF SHRI RAJESH GARG (DIN NO: 00471803) AS A MANAGING DIRECTOR OF THE COMPANY

Consequent upon Shri Hariram Garg (DIN: 00216053) stepping down from the office of Managing Director of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 28th August, 2026 has approved the appointment of Shri Rajesh Garg (DIN: 00471803), presently serving as a Non-Executive Non-Independent Director of the Company, as the Managing Director of the Company for a term of 5 (Five) years commencing from 28th September, 2026 to 27th September, 2031, subject to the approval of the Members of the Company.

The Board is of the view that Shri Rajesh Garg possesses the requisite knowledge, experience and understanding of the business and affairs of the Company and that his appointment as Managing Director would be in the best interests of the Company and its stakeholders. His appointment would also facilitate continuity in the management and administration of the affairs of the Company following the voluntary relinquishment of the office of Managing Director by Shri Hariram Garg. Accordingly, the Board of Directors of the Company proposes the appointment of Shri Rajesh Garg as the Managing Director of the Company and seeks approval of the Members.

The Company has received consent from Shri Rajesh Garg in writing to be appointed as the Managing Director of the Company. He satisfies all the conditions set out in Section 196(3) read with Part-I of Schedule V of the Companies Act, 2013 for being eligible for -appointment. He is also not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time and has also confirmed that he has not been debarred by SEBI from accessing the capital market as well as from holding the office of Director pursuant to any SEBI/MCA order or any other such authority.

The Terms & Conditions of his appointment are given below: -
The principal terms and conditions of appointment of Shri Rajesh Garg as Managing Director are as follows:

1. **Designation:** Managing Director.

2. **Tenure:** 5 (Five) years commencing from 28th September, 2026 to 27th September, 2031. The office of Managing Director may be terminated by the Company or by the Managing Director himself by giving one-month prior notice in writing.
3. **Nature of Duties & Powers:** Shri Rajesh Garg, as Managing Director, shall look after the day-to-day management and business affairs of the Company and he shall have substantial powers of management of the company. Subject to superintendence, control and directions of the Board of Directors he shall exercise such other powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities in accordance with the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and other applicable laws.

4. **Remuneration:** No remuneration, salary, commission, perquisites, allowances or any other monetary or non-monetary benefit shall be payable to Shri Rajesh Garg for holding the office of Managing Director of the Company. However, he shall be entitled to the sitting fees for the Board Meetings attended and reimbursement of reasonable expenses, if any, incurred by him in connection with the business of the Company, as may be permitted under applicable law.

5. **Other Terms:**
The appointment of Shri Rajesh Garg shall be subject to the applicable provisions of the Companies Act, 2013, including Sections 196, 197, 198, 200 and 203 read with Schedule V thereto, the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other applicable laws, regulations and guidelines as may be in force from time to time.

I. <u>GENERAL INFORMATION</u>

a	Nature of Industry	:	The Company is engaged in the business of Manufacturing of Tea
b	Date or expected date of commencement of commercial production	:	The Company was incorporated on 28.12.1990
c	In case of new companies, expected date of commencement of activities as per project approved by financial	:	Not Applicable

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</table>

II. Information about the Appointee

a	Background details	:	Refer as stated above.
b	Past remuneration	:	Sitting Fees
c	Recognition of awards	:	Nil
e	Job profile and his suitability	:	He proposed to be appointed as Managing Director of the company.
f	Remuneration Proposed	:	As set out in the Explanatory Statement under section 102 of Companies Act 2013.
g	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)	:	As set out in the Explanatory Statement under section 102 of Companies Act 2013.
h	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	:	Besides the remuneration proposed to be paid to Shri Rajesh Garg does not have any other pecuniary relationship with the Company or relationship with any other Director/ Key Managerial Personnel of the Company.
i	Reasons of loss or inadequate profits	:	During the last two financial years, the performance of the Company was impacted by a significant increase in labour costs, fluctuations in input prices, adverse and unpredictable weather conditions, lower rainfall, and challenging market conditions prevailing in certain key tea-producing states, which remained dormant or economically unviable. These factors adversely affected the overall operational efficiency and profitability of the Company. Despite these challenges, the Company has

			demonstrated resilience and delivered a satisfactory operational performance. The management remains focused on improving the quality of its products, enhancing productivity, and implementing cost-optimization measures. The Company's continued emphasis on quality improvement and operational efficiency is expected to contribute positively to productivity, revenue generation, and overall business performance in the coming years.
j	Steps taken or proposed to be taken for improvement	:	The Company has taken following operational steps on a constant basis in order to improve the performance of the Company: • Emphasis on the production of superior quality tea to achieve better market realization and strengthen the Company's brand value. • Continuous monitoring and reduction of operational costs through efficient utilization of resources and adoption of cost-control measures. • Focus on optimization of fixed costs and effective management of working capital to improve liquidity and profitability. • Improvement of agricultural and manufacturing practices to enhance productivity and operational efficiency. Further Company is also planning to increase the Production Capacity of the Factory subject to necessary approval.
k	Expected increase in productivity and profits in measurable terms	:	As set out in the Explanatory Statement. Further, the management remains committed to enhancing operational efficiency, improving product quality, and maximizing stakeholder value through sustainable business practices.
l	Remuneration package of the managerial personnel		As set out in the Explanatory Statement
m	Disclosures to be mentioned in the Board of Director’s Report		The details of appointment are mentioned in the Directors’ Report.

The relevant details of Shri Rajesh Garg as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India, are provided are provided in Annexure to this Notice.

Memorandum of Interest

None of the Directors, key managerial personnel and their relatives except Shri Hariram Garg (Director and Shareholder), Shri Madanlal Garg (Non-executive Director and

Shareholder) and Smt. Rama Garg (Non-executive Women 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. 7 of the Notice.

ITEM NO. 8

TO RE-APPOINT SHRI AKHIL KUMAR MANGLIK (DIN NO: 01344949) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Pursuant to Section 149 and all other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), Shri Akhil Kumar Manglik (DIN: 01344949) was appointed as a Non-executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 4th February, 2022 and ending on 3rd February, 2027.

In terms of the provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment on passing of Special Resolution by the Company and disclosure of such appointment in the Board's Report. Further, as per Schedule IV of the Companies Act, 2013, the re-appointment shall be on the basis of report of performance evaluation, which shall be done by the entire Board, excluding the Director being evaluated. On the basis of the report of performance evaluation, it is determined whether to extend or continue the term of the Independent Director.

The Board of Directors of the Company on the basis of the report of performance evaluation and the recommendation of the Nomination and Remuneration Committee, at its meeting held on 28th August, 2026, approved and recommended to the Members the re-appointment of Shri Akhil Kumar Manglik as a Non-Executive Independent Director of the Company after the completion of first term which will be completed on 3rd February, 2027, for a further period of five consecutive years commencing from 4th February, 2027 and ending on 3rd February, 2032, and his office shall not be liable to retirement by rotation.

Accordingly, Shri Akhil Kumar Manglik has given his consent to act as a Non-Executive Independent Director of the Company and has furnished necessary declarations to the Board of Directors that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. Further as per the declarations received by the Company, Shri Akhil Kumar Manglik is not disqualified to be appointed as Director under Section 164 of the Companies Act, 2013. ln the opinion of the Board, Shri Akhil Kumar Manglik fulfils the conditions specified under the Companies Act, 2013 and the Listing Regulations for re-appointment as a Non-Executive Independent Director. The Board considers that the continued association of Shri Akhil Kumar Manglik would be of immense benefit to the Company and it is desirable to continue to avail the services of the Independent Director.

The relevant details of Shri Akhil Kumar as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company.

Memorandum of Interest

Except Shri Akhil Kumar Manglik, being the appointee, 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 as set out in Item no. 8 except to the extent of their shareholding, if any. The Board recommends the resolution as set out in Item no. 8 to be passed as Special Resolution.

The Board recommends the Special Resolution set out in the accompanying Notice for approval by the Members.

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, 2026

ANNEXURE TO NOTICE

FOR ITEM NO- 2 ,3 & 4

Information pursuant to Regulation 36(3) as applicable of Securities Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015 and Secretarial Standard on General Meeting with regards to the Director seeking appointment/re-appointment in the forthcoming General Meeting

Particulars	Item No 2	Item No 3	Item No 4
Name	Shri 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
Nationality	Indian	Indian	Indian
Qualification	Matriculation	B. Com	Inter in Science
Shareholding in the company	4,000 shares representing 0.02% of the total Shareholding	7,25,454 shares representing 3.74% of the total Shareholding	2,14,550 shares representing 1.10% of the total Shareholding
Experience (including nature of expertise in specific functional areas)/ Brief Resume	Shri Madanlal Garg is the founder Promoter Director of this Company and has more than 40 years of rich experience in the business of tea cultivation and manufacture.	Shri Rajesh Garg has years of valuable business experience and is an integral part of the group. He is instrumental in setting up the Green Tea manufacturing unit in the Group's Tea Estates. Actively involved in managing of the state of affairs of Tea Garden and actively focused on every movement of Tea Garden over 28 years' experience in business of Tea.	Smt. Rama Garg has extensive knowledge of Tea Industry. She is actively involved in the Company affairs and on the Board of several Companies of the Group. She has more than 25 years of experience in the Tea business.
Terms and conditions of appointment or reappointment	He is a Non-Executive Director, retires by rotation and being eligible, offers herself for reappointment.	He is a Non-Executive Director, retires by rotation and being eligible, offers herself for reappointment.	She is a Non-Executive Director, retires by rotation and being eligible, offers herself for reappointment.
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	11 Meetings	13 Meetings	13 Meetings

<table>
<tr><td>Meetings of the Board attended during the year</td><td></td><td></td><td></td></tr>
<tr><td>Number of Meetings of the Board Committees attended during the year</td><td>Not holding any position in the Board Committee</td><td>6 Meetings</td><td>1 Meeting</td></tr>
<tr><td>Number of General Meetings attended during the year</td><td>1 Meeting</td><td>1 Meeting</td><td>1 Meeting</td></tr>
<tr><td>Directorship held in the other company/LLP</td><td><u>Directorship held in the other company/LLP</u>
1. Debijhora Tea Co Ltd
2. Azamabad Tea Co Pvt Ltd
3. Kanchan Dairies Limited
4. Sriram Tokhram Tea Vanijya Pvt Ltd</td><td><u>Directorship held in the other company/LLP</u>
1. Kanchan Dairies Limited
2. Everlasting Procon Private Limited
3. Maharaja Barter Pvt. Ltd.
4. Indigo Developers Private Limited
5. Upmost Retails Private Limited
6. Jyestha Vyapaar Private Limited
7. Skyview Dealtrade Private Limited
8. Dhanlaxmi Finvest Pvt Ltd
9. Hurdeodass Company Private Limited
10. Greenol Laboratories Pvt Ltd
11. Shilpokutir Industrial Estate Private Limited
12. Eastern Newage Primary School LLP
13. Zoom Towers LLP
14. Asian Point Towers LLP
15. HRG Merchants LLP
16. Rasova Resorts LLP
17. Matigara Hospitals LLP
18. Matigara Dreams</td><td><u>Directorship held in the other company/LLP</u>
1. Asian Tea and Exports Ltd</td></tr>
</table>

		LLP **19.** Matigara Educare 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 - Member 2. Stakeholders Relationship Committee - Member 3. Internal Complaint Committee - Member	**<u>Chairperson in the Following Committee of this Company</u>** 1. Internal Complaint Committee – Presiding Officer **<u>Membership of Committees of the Board of Asian Tea & Exports Limited</u>** 1. Nomination & Remuneration Committee-Member
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/Special resolution a set out in item No 2, 3 & 4.

Information pursuant to Regulation 36(3) as applicable of Securities Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015 and Secretarial Standard on General Meeting with regards to the Director seeking appointment/re-appointment in the forthcoming General Meeting

FOR ITEM NO- 6, 7 & 8

Particulars	Item No 6	Item No 7	Item No 8
Name	Shri Hariram Garg	Shri Rajesh Garg	Shri Akhil Kumar Manglik
DIN No	00216053	00471803	01344949
Date of Birth	29-10-1946	25.03.1967	27-07-1956
Nationality	Indian	Indian	Indian
Qualification	Diploma in Mechanical Engineering	B. Com	Chartered Accountant
Shareholding in the company	26,50,661 shares representing 13.65% of the total shareholding	7,25,454 shares representing 3.74% of the total Shareholding	Nil
Experience (including nature of expertise in specific functional areas)/ Brief Resume	Shri Hariram Garg is the founder Promoter Director of this Company. He is an Engineer from BITS Pilani and has more than 40 years of rich experience in the business of tea cultivation and manufacture. He is largely responsible for the efficient operations of the entire organization.	Shri Rajesh Garg has years of valuable business experience and is an integral part of the group. He is instrumental in setting up the Green Tea manufacturing unit in the Group's Tea Estates. Actively involved in managing of the state of affairs of Tea Garden and actively focused on every movement of Tea Garden over 28 years' experience in business of Tea.	Shri Akhil Kumar Manglik is a Practicing Chartered Accountant with over 35 years' experience in the field of wealth management, family office, legacy planning and keyman insurance. He is Gold Medalist in Commerce from Calcutta University and AIR-8 in CA Examinations. He has been globally recognized as TOT for Prudential since 2004.
Terms and conditions of appointment or reappointment	It is proposed that Shri Hariram Garg shall voluntarily step down from the office of Managing Director of the Company with effect from 28th September, 2026 and continue to hold office as	As set out in the Notice	Shri Akhil Kumar Manglik is proposed to be re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years commencing from

	Chairman & Executive Director		4th February, 2027 and ending on 3rd February, 2032, upon completion of his first term as an Independent Director on 3rd February, 2027.
Remuneration sought to be paid	As set out in the resolution	Sitting fees	Sitting Fees
Remuneration last drawn	During the year 2025-26 Rs. 30 Lakh Per annum	Sitting fees	Sitting Fees
Date of first appointment on the board	14th August, 2014	14th October, 2016	4th February, 2022
Number of Meetings of the Board attended during the year	13 Meetings	13 Meetings	13 Meetings
Number of Meetings of the Board Committees attended during the year	10 Meetings	6 Meetings	12 Meetings
Number of General Meetings attended during the year	1 Meeting	1 Meeting	1 Meeting
Directorship held in the other company	**Directorship held in the other company** 1. Kesavatsapur Tea Company Private Limited 2. Asian Tea and Exports Limited 3. Roseberry Tradelink Pvt Ltd 4. Asian Capital Market Ltd 5. Cofinex Developer Private Limited 6. Hurdeodass Company Private Limited 7. Greenol Laboratories Pvt Ltd 8. Asian Housing and	**Directorship held in the other company/LLP** **1.** Kanchan Dairies Limited **2.** Everlasting Procon Private Limited **3.** Maharaja Barter Pvt. Ltd. **4.** Indigo Developers Private Limited **5.** Upmost Retails Private Limited **6.** Jyestha Vyapaar Private Limited **7.** Skyview Dealtrade Private Limited **8.** Dhanlaxmi Finvest Pvt Ltd **9.** Hurdeodass Company Private	**Directorship held in the other company** 1. Herbby Tea Plantations Private Limited 2. Asian Tea and Exports Limited 3. AKM Securities Pvt Ltd 4. G M Global Finance Pvt Ltd 5. Greenol Laboratories Pvt Ltd 6. Sarita Nupur Vyapar Private Limited

	Infrastructure Limited	Limited **10.** Greenol Laboratories Pvt Ltd **11.** Shilpokutir Industrial Estate Private Limited **12.** Eastern Newage Primary School LLP **13.** Zoom Towers LLP **14.** Asian Point Towers LLP **15.** HRG Merchants LLP **16.** Rasova Resorts LLP **17.** Matigara Hospitals LLP **18.** Matigara Dreams LLP **19.** Matigara Educare LLP	
Membership / Chairmanship of Committees of the Board held in this company or other company	**Membership/ Chairmanship of Committees of the Board held in this company** 1. Audit Committee - Members 2. Stakeholder Relationship Committee - Members **Membership/ Chairmanship of Committees of the Board of Asian Tea & Exports Limited** 1. Stakeholders Relationship Committee- Member 2. Share Transfer & Investor Grievance Committee- Chairman	**Members in the Following Committee of this Company** 1. Nomination & Remuneration Committee - Member 2. Stakeholders Relationship Committee – Member	**Membership/ Chairmanship of Committees of the Board held in this company** 1. Audit Committee- Chairman 2. Stakeholders' Relationship Committee- Chairman 3. Nomination & Remuneration Committee- Members **Membership/ Chairmanship of Committees of the Board of Asian Tea & Exports Limited** 1. Audit Committee - Chairman 2. Nomination &

			Remuneration Committee-Chairman
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	Nil

The Board of Directors recommended the passing of the Special resolution a set out in item No 6, 7 & 8.

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, 2026