



NEW CHUMTA TEA COMPANY LIMITED

CIN: L01132WB1889PLC000576

Registered Office: 3, Netaji Subhas Road, Mcleod House, Kolkata - 700001

Website: www.ntcl.in; Email Id: mail@ntcl.in; Tel No. 033- 22489161

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Shareholder(s),

NOTICE is hereby given to the Members of New Chumta Tea Company Limited (“the Company”) pursuant to Section 108 and 110 of the Companies Act, 2013 (“Act”) and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Postal Ballot Rules”) read with the General Circular no. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the following resolutions are proposed to be passed through Postal Ballot by way of voting through electronic means (“remote e-voting”) only.

In Compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) and pursuant to the provisions of Section 108 and Section 110 of the act read with MCA Circulars, the Company is sending Postal Ballot Notice (the “Notice”) only by email to all its members who have registered their email addresses with the Company or depository(ies)/depository participants and the communication of assent/dissent of the members on the resolution proposed in the Notice will only take place through the remote e-voting system. This Notice is accordingly being issued to the members in compliance with the MCA Circulars. The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to all its members.

The voting period begins on Thursday, February 13, 2025 at 9.00 A.M. (IST) and ends on Friday, March 14, 2025 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, February 7, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The Board of Directors of the Company, appointed Mr. S. K. Patnaik, Practicing Company Secretary (Membership No. FCS 5699), Partner of M/s. Patnaik & Patnaik, Company Secretaries, as the Scrutinizer for conducting the postal ballot by way of e-voting process in a fair and transparent manner.

Detailed explanatory statement setting out the material facts concerning the resolution and instructions for e-voting are annexed to the Notice.

SPECIAL BUSINESS

Item No. 1

Appointment of Mr. Sudip Chand Bothra (DIN: 00559506) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) including the Rules made thereunder, Mr. Sudip Chand Bothra (DIN: 00559506), who was appointed as an Additional Director in the category of Independent Director of the Company by the Board of Directors with effect from December 16, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152 and Schedule IV of the Act, including Rules made thereunder and Regulation 17(1A), 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sudip Chand Bothra (DIN: 00559506), who has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years, from the date of his appointment i.e. December 16, 2024 upto December 15, 2029.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) and/or the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, and to execute all such documents, instruments and writings as may be required, proper or expedient, to give effect to this resolution.”

Item No. 2

Appointment of Mr. Rahul Worah (DIN: 07933571) as an Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 150, 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) including the Rules made thereunder, Mr. Rahul Worah (DIN: 07933571), who was appointed as an Additional Director in the category of Independent Director of the Company by the Board of Directors with effect from January 10, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Shareholder proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 150, 152 and Schedule IV of the Act, including Rules made thereunder and Regulation 17(1A), 17(1C) and 25(2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rahul Worah (DIN: 07933571), who has submitted a declaration confirming that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years, from the date of his appointment i.e. January 10, 2025 upto January 9, 2030.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) and/or the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, and to execute all such documents, instruments and writings as may be required, proper or expedient, to give effect to this resolution.”

Item No. 3

Alteration of the Main Objects Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions of the Companies Act, 2013 (“the Act”) and Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof, and such other Rules and Regulations, as may be applicable and subject to all the necessary approvals, consents, permissions, and / or sanctions as may be necessary and subject to such amendments, modifications, terms and conditions as may be suggested or required by such appropriate authorities or the Registrar of Companies and subject to such terms and conditions as may be imposed by them, which the Board of Directors is authorised to accept, as it may deem fit, the consent of the members of the Company be and is hereby accorded to alter the Objects Clause of the Memorandum of Association of the Company (being Main Objects) by redrafting the existing main objects of the company as per sub-clauses 1 and by inserting new sub-clauses as per sub clauses 2 and 3 in the main objects of the Memorandum of Association of the Company:

1. *To hold and acquire lands, tea gardens and plantations and to cultivate the same and to open out on the said lands or any of them such tea gardens and plantations as shall be considered expedient for the purpose of the Company and to carry on the business of planting and cultivating the tea plants and the manufacture, production and sale of tea and tea seeds including the business of buying, selling, trading, importing, exporting, marketing and dealing in all sorts of tea and allied tea products and to act as brokers and agents, commission agent, stockist, distributor, franchiser, consultant of all types and grades of tea and tea products and to carry on and work the business of cultivators, winners and buyers of every kind of tea and other produce of the soil, to prepare, manufacture and render marketable any such produce, and to sell, dispose of and deal in any such produce either in its prepared, manufactured or raw state, and either by wholesale or retail.*
2. *To act and work as holding and investment company, and to buy, purchase, acquire, hold, subscribe for, sell, underwrite, trade and deal with and to invest in shares, stocks, debentures, debentures stocks, convertible debentures, bonds, obligations or securities of any kind of companies or body corporates, (whether listed or unlisted and whether private limited or limited) or partnership firms, LLPs, Co-operative Societies, Trusts or of any government or government undertaking or authority, public body or any other entities and investments in units of recognized and approved schemes of mutual funds, Exchange Traded Funds, funds of funds (whether equity oriented, debt oriented or hybrid or otherwise); whether in India or elsewhere and either singly or jointly with any other person(s), body corporate or partnership firms or any other entity as partners or otherwise and to carry out, trade and deal with or conduct derivative business and transactions in shares, securities, commodities and currencies (both futures & options) through recognized brokers/ sub-brokers of recognized stock exchanges and commodity exchanges of India or Overseas and also to do business of broker/sub-broker of recognised stock and commodity exchanges.*
3. *To carry on the business or businesses of financiers and lenders, lending and advancing of money, providing loans and credits, giving guarantees and/or securities, micro financing, refinancing, (all with or without security) to legal entities including but not limited to body corporates (both private limited or limited), partnership firms, limited liability partnership firms, co-operatives societies, individuals, association of persons, trusts, industries, business & commercial enterprises of all types, size and kinds, to act as finance and monetary agents, to do credit cards business, lending money on instalments or hire purchase system or any other system or mode (all in or outside India); provided the company shall not carry any type of insurance business and/or any banking business within the meaning of Banking Regulations Act, 1949 (as amended up to date) and/or any business prohibited by Prize chits & money circulation schemes (banning) Act, 1978 (as amended up to date) and/or any*

other financing or lending business specifically not permitted by Reserve bank of India or by any other law of the country.

FURTHER RESOLVED THAT the board and company is authorised and empowered to accept and incorporate such modifications, changes, deletions and amendments in the above objects of memorandum of association and/or the memorandum of association itself as may be suggested/prescribed/directed by the Registrar of Companies, West Bengal, Kolkata and any other regulatory authorities and to that extent, if any, the text of this special resolution and objects of the MoA itself shall automatically stand changed and amended and the amended and changed text of the resolution, objects and MoA shall be effective, binding and valid.

FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as are and shall be deemed necessary, proper or desirable and to sign, execute and file all necessary documents, applications, forms, affidavits and returns for the purpose of giving effect to the aforesaid Special resolution including filing of necessary E-forms with the Registrar of Companies, Kolkata or any other authority."

Item No. 4

Alteration of the Memorandum of Association of the Company as per the Companies Act, 2013

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and Rules framed thereunder including any statutory modification(s) or re-enactment(s) thereof, and such other Rules and Regulations, as may be applicable and subject to all necessary approvals, consents, permissions, and / or sanctions as may be necessary and subject to such amendments, modifications, terms and conditions as may be suggested or required by such appropriate authorities or the Registrar of Companies and subject to such terms and conditions as may be imposed by them, which the Board of Directors is authorised to accept, as it may deem fit, the consent of the members be and is hereby accorded to adopt a new Memorandum of Association to align with the provisions of the Companies Act, 2013 in substitution for existing Memorandum of Association of the Company in entirety.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and take all such steps and actions and also give such directions and delegations, as it may in its absolute discretion deem fit, including filing of documents, forms, etc. as required to be filed under the act with the regulatory /statutory authorities and authorize the officials of the Company for the aforesaid purpose, as deemed fit."

Item No. 5

Alteration of Articles of Association of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as warranted by the aforesaid Act, the Articles of Association of the Company be and are hereby altered by deleting the existing Articles and by adopting the Articles from Table F under the said Act, with such modifications as may be applicable and relevant to the Company, and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds and things and take all such steps and actions and also give such directions and

delegations, as it may in its absolute discretion deem fit, including filing of documents, forms, etc. as required to be filed under the act with the regulatory /statutory authorities and authorize the officials of the Company for the aforesaid purpose, as deemed fit.”

Item No. 6

To make loan(s) and to give guarantee(s), provide security(ies) or make investment(s) in terms of Section 186 of the Companies Act, 2013

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

“**RESOLVED THAT** in supersession to all earlier resolutions passed by the members and pursuant to the provisions of Section 186 of the Companies Act, 2013 (‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire or invest by way of subscription, purchase or otherwise, the securities of any other body corporate and to invest the funds of the company in mutual funds as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 100 crores (Rupees One Hundred Crore only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board and such person(s) authorized by the Board, be and are hereby authorized, to negotiate, finalize and execute all deeds and documents and take all such steps and do all such acts, deeds and things as may be deemed proper, necessary, desirable or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

By Order of the Board of Directors
For New Chumta Tea Company Ltd

Date: January 10, 2025
Place: Kolkata

Sanjeev Kumar Shukla
Company Secretary

Registered Office:
3 Netaji Subhas Road, Mcled House,
Kolkata - 700001

Notes:

1. Explanatory Statement as required under Section 102 of the Companies Act, 2013 ("the Companies Act/the Act") in respect to the resolutions is annexed to this Notice.
2. The Postal Ballot Notice is being sent only by email to all the Members, whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, February 7, 2025 (the 'cut-off date') and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited ("RTA").
3. In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act read with Rules framed thereunder, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2, the Company has arranged remote e-voting facility for all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. The Company has engaged the services of CSDL for the purpose of providing remote e-voting facility to all its members. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.
4. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.ntcl.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. CSE Limited at www.cse-india.com. The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.cdslindia.com. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to mail@ntcl.in mentioning his / her / its folio number / DP ID and Client ID
5. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date on Friday, February 7, 2025. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.
6. E-voting shall commence on Thursday, February 13, 2025 at 9.00 A.M. (IST) and end on Friday, March 14, 2025 at 5.00 P.M. (IST). The e-voting module shall be disabled for voting thereafter.
7. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices, annual reports and other communication through electronic mode to those Members who have registered their e-mail addresses either with the Depository Participant(s) or the Company. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to the M/s. Maheshwari Datamatics Private Limited sending an e-mail at mdpldc@yahoo.com or to the Company at mail@ntcl.in.

8. Resolution, if passed by the Members through postal ballot, will be deemed to have been duly passed on the last date specified for the remote e-voting i.e. Friday, March 14, 2025 in terms of Secretarial Standard-2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India. Resolution passed by Members with requisite majority, through postal ballot, shall be deemed to have been passed at a general meeting of Members convened in that behalf.
9. A member cannot exercise his vote by proxy on Postal Ballot.
10. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact CDSL by e-mail at helpdesk.evoting@cdslindia.com or to the Company at mail@ntcl.in.
11. The Board has appointed Mr. Sankar Kumar Patnaik, Practicing Company Secretary (Membership No. F5699), Partner of Patnaik & Patnaik, Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and remote e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company. The results of the voting conducted through postal ballot (through the remote e-voting process) will be announced by the Chairman/Company Secretary on or before Sunday, March 16, 2025.
12. The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of CDSL and shall also communicate to The Calcutta Stock Exchange Limited.

13. E-voting Instructions:

The voting period begins on Thursday, February 13, 2025 at 9.00 A.M. (IST) and end on Friday, March 14, 2025 at 5.00 P.M. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Friday, February 7, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 (“SEBI Circular”) and the provisions contained under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions to increase participation by the public non-institutional shareholders/retail shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the E-voting Service Providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Option 1: Pursuant to aforesaid SEBI Circular, Login through Depositories i.e., CDSL/NSDL for e-Voting for Individual Shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Members 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 URL for Members to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on "Login" icon and select "New System Myeasi". 2. After successful login the Easi / Easiest member will be able to see the e-Voting option for eligible companies where the E-voting is in progress as per the information provided by company. On clicking the e-voting option, the member will be able to see e-Voting page of the e-Voting service provider for casting their vote during the remote e-Voting period. 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 Member is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on "Login" icon and "New System Myeasi" tab and then click on "Registration" Option. 4. Alternatively, the Member 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, member will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1. Members who are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. 2. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. 3. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDEAS" section. 4. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 5. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.

	<ol style="list-style-type: none"> 6. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 7. If the user is 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 8. Visit the e-Voting website of NSDL. <ul style="list-style-type: none"> • 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 2. After Successful login, you will be able to see e-Voting option. 3. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 4. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. CDSL and NSDL.

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.1800 22 55 33.

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.co.in or call at toll free no.: 18001020 990 and 1800 22 44 30.
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Option 2: Login method through CDSL e-Voting system for non-individual shareholders holding shares in Demat form & shareholders holding shares in Physical form:

- i. The Members should log on to the e-voting website www.evotingindia.com.
- ii. Click on “Shareholders” module.
- iii. Now enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on “Login”.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual shareholders and in physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the Member id / Folio Number in the Dividend Bank details field as mentioned in instruction (iii).

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach “Password Creation” menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for New Chumta Tea Company Limited on which you want to vote.
- xi. On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option **YES** or **NO** as desired. The option **YES** implies that you assent to the Resolution and option **NO** implies that you dissent to the Resolution.
- xii. Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- xiii. After selecting the resolution, you have decided to vote on, click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- xiv. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on “**Click here to print**” option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on “**Forgot Password**” & enter the details as prompted by the system.
- xvii. There is also an optional provision to upload BR/POA, if any uploaded, which will be made available to scrutinizer for verification.

Facility for Non - Individual Shareholders and Custodians -Remote Voting:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “**Corporates**” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
- After receiving the login details a “**Compliance User**” should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is mandatory that a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting from CDSL e-voting system, you

may write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at helpdesk.evoting@cdslindia.com / mail@ntcl.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013, Maharashtra or send an email to helpdesk.evoting@cdslindia.com or call at a toll free no. 1800 22 55 33.

14. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.
15. A Member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
16. The Scrutinizer's decision on the validity of the Postal Ballot voting shall be final.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND ANY OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 (HEREINAFTER REFERRED TO AS "THE ACT"), THE RULES MADE THEREUNDER, SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 (HEREINAFTER REFERRED TO AS "LISTING REGULATIONS") AND SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2)

Item No. 1:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, approved the appointment of Mr. Sudip Chand Bothra (DIN: 00559506) as an Additional Director (Category - Independent, Non-Executive) of the Company for a term of five years with effect from December 16, 2024 subject to approval of the shareholders.

The Company has received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16 of the Listing Regulations. Mr. Sudip Chand Bothra has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director. The Board of Directors have taken on record the declaration and confirmation submitted by Mr. Sudip Chand Bothra.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Sudip Chand Bothra for the office of a Director of the Company.

He has completed B. Com and is having around thirty five years of experience in the management and administration of business. The Company has received from Mr. Sudip Chand Bothra (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and

Qualifications of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) Declaration that she has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

A brief profile of Mr. Sudip Chand Bothra, as required pursuant to the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) is given below:

Name of the Director	Mr. Sudip Chand Bothra
DIN	(DIN-00559506)
Brief Resume	He has completed his Graduation from Calcutta University, has over 35 years of experience in the field of Agro Chemicals & fertilizers.
Date of Birth	01/10/1967
Qualification	B.COM (Graduate)
Experience and expertise in specific functional areas	Agro Chemicals & fertilizers.
Nationality	Indian
Date of appointment on the Board	16.12.2024
Term of appointment	Appointment as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years with effect from December 16, 2024 and shall not be liable to retire by rotation.
Number of shares held in the company	NIL
List of Directorship held in other companies	NIL
Resignation details in the listed entities during the last three years.	NA
Disclosure of relationship between directors inter-se	NA

Considering the extensive knowledge and experience, appointment of Mr. Sudip Chand Bothra as an Independent Director is in the interest of the Company and hence your Directors recommend the proposal for his appointment for your approval as a Special Resolution.

None of the Directors other than Mr. Sudip Chand Bothra, in any way, are concerned or interested, financially or otherwise, in the said resolution.

Item No. 2:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, approved the appointment of Mr. Rahul Worah (DIN: 07933571) as an Additional Director (Category - Independent, Non-Executive) of the Company for a term of five years with effect from January 10, 2025 subject to approval of the shareholders.

The Company has received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under Regulation 16 of the Listing Regulations. Mr. Rahul Worah has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director. The Board of Directors have taken on record the declaration and confirmation submitted by Mr. Rahul Worah.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Rahul Worah for the office of a Director of the Company.

He has completed B. Com and is having around five years of experience in the management and administration of business. The Company has received from Mr. Rahul Worah (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) Declaration that she has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority

A brief profile of Mr. Rahul Worah, as required pursuant to the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) is given below:

Name of the Director	Mr. Rahul Worah
DIN	(DIN-07933571)
Brief Resume	He has completed his Graduation from Calcutta University, thereafter completed his LLb, LLM from Warwick University and has over five years of experience in the field of Logistics.
Date of Birth	09/06/1987
Qualification	B.COM (Graduate)
Experience and expertise in specific functional areas	Expertise in Logistics
Nationality	Indian
Date of appointment on the Board	10.01.2025
Term of appointment	Appointment as a Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years with effect from January 10, 2025 and shall not be liable to retire by rotation.
Number of shares held in the company	NIL
List of Directorship held in other companies	NIL
Resignation details in the listed entities during the last three years.	NA
Disclosure of relationship between directors inter-se	NA

Considering the extensive knowledge and experience, appointment of Mr. Rahul Worah as an Independent Director is in the interest of the Company and hence your Directors recommend the proposal for his appointment for your approval as a Special Resolution.

None of the Directors other than Mr. Rahul Worah, in any way, are concerned or interested, financially or otherwise, in the said resolution.

Item No. 3:

Your company was incorporated on 24th June, 1889 under the Companies Act 1882 with the object to undertake the business of tea manufacturers and also dealing in tea. The company has recently sold/disposed off its tea gardens in terms of the approval obtained from its shareholders. With the availability of funds, the Board of Directors have decided to undertake investment activities as its main business activity to get the best return out of its funds. The Board proposes to alter the main

object clause of its MoA by inserting suitable clauses with respect to investment business and undertaking financial activities.

The proposed change to the objects clause and replacement of existing MoA requires the prior approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

The Board recommends the enabling Resolution set forth in Item No. 3 for the approval of the Members as a special resolution.

None of the Directors and key managerial personnel of the company or their respective shareholders, in any way, are concerned or interested, financially or otherwise, in the said resolution.

Item No. 4:

Your company was incorporated on 24th June, 1889 under the Companies Act 1882. The present Memorandum of the company is as per old Act only. After the enactment of the Companies Act, 2013 ("the Act") the Board considers it prudent to alter its Memorandum of Association by adoption of new set of MoA in complete replacement/substitution of the existing MoA compatible and at par with the provisions of the new Companies Act, 2013.

Therefore, Members are requested to consider and approve the adoption of new Memorandum of Association of the company as per the requirements of the Companies Act, 2013 in order to ensure compliance of the Act specifically the provisions of Section 4(6), Section 13 of the Act.

In terms of the provision of Section 13 of the Act, a company may by passing a special resolution can alter provisions of its MoA. However, no alteration made shall have any effect until it has been registered in accordance with the provisions specified in Section 13 of the Act.

The Board recommends the enabling Resolution set forth in Item No. 4 for the approval of the Members as a special resolution.

None of the Directors and key managerial personnel of the company or their respective shareholders, in any way, are concerned or interested, financially or otherwise, in the said resolution.

Item no. 5:

Upon the enactment of the Companies Act, 2013, the Board considers it prudent to alter the existing Articles of Association ("AOA") of the Company to align with the provisions of the new Act.

The Board at its meeting held on January 10, 2025 has approved alteration of the AOA of the Company and recommends the Special Resolution set forth in Item No. 5 of the Notice for approval of the Members.

The Board recommends the enabling Resolution set forth in Item No. 5 for the approval of the Members as a special resolution.

None of the Directors and key managerial personnel of the company or their respective shareholders, in any way, are concerned or interested, financially or otherwise, in the said resolution.

Item no. 6:

In terms of the approval accorded by the Board, the company has been undertaking investment business including investment in the primary and secondary markets and mutual funds to make optimum utilization of funds available with the Company to achieve long term strategic and business objectives.

In terms of the provisions of Section 186 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014, as amended, the Company is permitted to, directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate, up to 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher. Further, in terms of the provisions of this section, where the giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified in section 186 (2) of the Act, prior approval of the Members of the Company, by means of Special Resolution is required to be passed at the general meeting of the Company.

In furtherance to same and keeping in view the future plans of the Company and to fulfill long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal uses of funds for best interest of the Company, the Board of Directors in its meeting held on 10th January, 2025 has proposed and approved for seeking the shareholder approval to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate, from time to time, in future, shall not exceed a sum of Rs. 100 crores (Rupees One Hundred Crore only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013 and to give powers to the Board of Directors or any duly constituted committee thereof to that effect.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution mentioned at Item No. 6 of the Notice.

The Board recommends the special resolution set forth at Item No. 6 of the Notice for approval of the Members.

By Order of the Board of Directors
For New Chumta Tea Company Ltd

Date: January 10, 2025
Place: Kolkata

Sanjeev Kumar Shukla
Company Secretary

Registered Office:
3 Netaji Subhas Road, Mcleod House,
Kolkata - 700001