

## **BHATKAWA TEA INDUSTRIES LIMITED**

Registered Office – 6<sup>th</sup> Floor, Nicco House, 2, Hare Street, Kolkata – 700 001

Corporate Identity Number - L01132WB1911PLC002077

Tel. no. – 033 2248 9916; Email – [contact@bhatkawa.com](mailto:contact@bhatkawa.com)

Website: [www.bhatkawatea.com](http://www.bhatkawatea.com);

### **NOTICE**

NOTICE is hereby given that an Extra-ordinary General Meeting (EGM or Meeting) of the members of BHATKAWA TEA INDUSTRIES LIMITED will be held on Saturday, November 05, 2022, at 12:00 PM at the Registered Office of the Company situated at 6<sup>th</sup> Floor, Nicco House, 2 Hare Street, Kolkata – 700 001 to transact the following business:

#### **SPECIAL BUSINESS:**

##### **1. AUTHORISATION UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 50 Crores (Rupees Fifty Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Executive Directors or the Company Secretary of the Company, be and are hereby be authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

## 2. AUTHORISATION UNDER SECTION 180 OF THE COMPANIES ACT, 2013

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

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/ or other Financial Institution and/or foreign lender and/or any body corporate/ entity/ entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 50 Crores (Rupees Fifty Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

**RESOLVED FURTHER THAT** pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the shareholders of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 50 Crores (Rupees Fifty Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

### 3. APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION(S)

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rules framed thereunder under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time and the Company’s policy on Related Party Transactions and such other approvals as may be required, the consent of Shareholders be and is hereby accorded to the Board of Directors of the Company to advance unsecured loan to M/s. Lakeview Dealers Private Limited, on such term(s) and condition(s) as the Board of Directors may deem fit and explained in the explanatory statement, up to a maximum aggregate value of Rs. 8 crores (Rupees Eight Crores) provided that the advancing of loan so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to the Company Secretary or any other person as the Board may find to be competent and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

### 4. TO APPROVE TRANSACTIONS UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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

**“RESOLVED THAT** pursuant to Section 185 of the Companies Act, 2013 (as amended by Companies (Amendment) Act, 2017) (“said sections”) read with section 186 of Companies Act, 2013 (including any statutory modification(s) or reenactment thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded for advancing loan and / or giving of guarantee(s), and / or providing of security(ies) in connection with any loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by M/s. Lakeview Dealers Private Limited, being entity covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section (b) of Section 2 of the said section, of an aggregate outstanding amount not exceeding Rs. 8 Crores (Rupees Eight Crores only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments

and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

By order of the Board  
For BHATKAWA TEA INDUSTRIES LTD  
Dharini Mehta  
Company Secretary  
(ACS 26814)

Place: Kolkata  
Date: 29<sup>th</sup> September 2022

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#### NOTES FOR MEMBERS:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business under Item No 4, 5 & 6, is annexed hereto.

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy / proxies to attend and vote on a Poll instead of himself / herself and such a proxy / proxies need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable.

Corporate/Institutional Members intending to authorise their representatives to participate and vote at the Meeting are requested to send a certified scanned copy of the Board Resolution/Authorisation letter to the Scrutinizer at the email ID: pcsmonalisa16@gmail.com with a copy marked to the Company at contact@bhatkawa.com, authorising its representative(s) to attend and vote on their behalf at the Meeting, pursuant to Section 113 of the Act.

3. The register of members and share transfer books of the company will remain closed from Tuesday, 1<sup>st</sup> November, 2022 to Saturday, 5<sup>th</sup> November, 2022 (both days inclusive) for the purpose of EGM. The cut-off date for reckoning the voting rights is fixed as Monday, 31<sup>st</sup> October, 2022.

4. Members holding shares in physical form are requested to avail the demat facility in order to ensure timely and efficient delivery of corporate actions and announcements. Further the Members holding shares in physical form are also requested to immediately notify change in their address, if any, to the Registrar and Transfer Agents of the company namely M/s. S.K. Infosolutions Pvt. Ltd. D/42, Katju Nagar, Jadavpur, Kolkata – 700 032 (E-mail: contact@skcinfo.com) quoting their folio Numbers.

5. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank account details. ECS mandates, nominations, power of attorney, change

of address / name etc. to their depository participant only and not to the company or its Registrar and Transfer Agent. The said changes will be automatically reflected in the Company's records.

6. Members are requested to –

i) Update their PAN details as mandated by The Securities and Exchange Board of India (SEBI). Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agents of the company namely M/s. S.K. Infosolutions Pvt. Ltd. D/42, Katju Nagar, Jadavpur, Kolkata – 700 032 (E-mail: [contact@skcinfo.com](mailto:contact@skcinfo.com)) quoting their folio Numbers.

ii) intimate to RTA, M/s. S. K. Infosolution Pvt. Ltd., changes, if any, in their registered addresses / bank mandates at an early date, in case of shares held in physical form; and intimate to respective Depository Participant, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in electronic/dematerialized form;

iii) Avail nomination facility in respect of shares held by them in physical form pursuant to the provisions of 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the RTA M/s. S. K. Infosolution Pvt. Ltd. having their office at D/42, Katju Nagar, Ground Floor, Jadavpur, Kolkata – 700 032. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.

iv) to support the Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or by writing to RTA, M/s. S.K. Infosolution Pvt. Ltd. (in case of Shares held in physical form).

v) All NRI members of the Company are hereby requested to get their Indian Postal Addresses, e-mail id's and bank details with their NRI/NRE account nos. registered with their respective DP's/RTA of the Company, so as to facilitate to provide smooth, faster, cost effective and proper service to them by the Company.

vi) bring their attendance slip duly signed as per the specimen recorded with the Company for admission into the Meeting venue.

7. Instruction of E-voting

**E-voting opens at 10.00 a.m. on Wednesday 02.11.2022 and closes at 05.00 p.m on Friday 04.11.2022**

Members are requested to follow the instructions mentioned hereunder for casting their vote through E-voting.

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 demat mode is given below:

(I) Individual Shareholders holding securities in demat mode with NSDL.

1. If you are already registered for **NSDL IDeAS facility**, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “**Beneficial Owner**” icon under “Login” which is available under “**IDeAS**” section. 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. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or **e-Voting service provider-NSDL** and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. 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>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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 options available against Company name or **e-Voting service provider-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.

(II) Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/ Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

(III) 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. Once login, you will be able to see e-Voting option. 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. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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 (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares indemat 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 indemat 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 inPhysical 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 demataccount with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the



votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

#### **General Instruction / Information for members for voting on the resolution**

- (a) A member can opt for only one mode of voting i.e. either by e-voting or through ballot. In case of members who cast their vote for both modes, the voting done through e-voting shall prevail and the ballot paper of that member shall be treated as invalid.
- (b) Facility of voting through poll papers shall also be made available at the meeting. Members attending the meeting, who have not already cast their vote through e-voting or through ballot forms shall be able to exercise their right at the meeting.
- (c) Members who have cast their vote by remote e-voting or through ballot forms prior to the meeting may also attend the meeting but shall not be entitled to vote at the EGM.
- (d) Voting rights of the share holders (who vote through remote e-voting or through ballot forms or by poll papers at the meeting) shall be in proportion to their share of the paid-up equity share capital of the company as on 31<sup>st</sup> October, 2022 (cutoff date). A member whose name is recorded in Register of Members or in the Register of Beneficial Owners maintained by the depositories as on cutoff date only shall be entitled to avail facilities of remote e-voting, voting through ballot forms as well as voting at the EGM.
- (e) 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 i.e. 31<sup>st</sup> October, 2022. Any person who acquires shares of the company and becomes a member of the company after the dispatch of EGM notice and holds share as on the cutoff date i.e. 31<sup>st</sup> October, 2022 may obtain the Login ID and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning his/her Folio no. /DP ID and Client ID. However, if you are already registered with NSDL with remote e-voting then you can use your existing voter ID and password for casting your vote. If you have forgotten your password, you may reset your password by using “Forgot User Detail / Password Option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (f) If a member is desirous of obtaining the duplicate ballot form or desires to vote in physical form, he may request for the same by mentioning their folio / DP ID no. – Client ID no. However, duly completed ballot forms should reach the scrutinizer not later than 4<sup>th</sup> November, 2022 (5 PM). Ballot forms received after this date will be treated as invalid.
- (g) Mrs. Monalisa Datta, practicing Company Secretaries (Mem. No.A30368) has been appointed by the Board of Directors of the Company as scrutinizer for scrutinizing the remote e-voting process as well as voting through post and through ballot paper at the meeting in fair and transparent manner.
- (h) The scrutinizer shall immediately after the conclusion of the voting at the General Meeting, first count the votes cast at the meeting, thereafter unlock remote e-voting

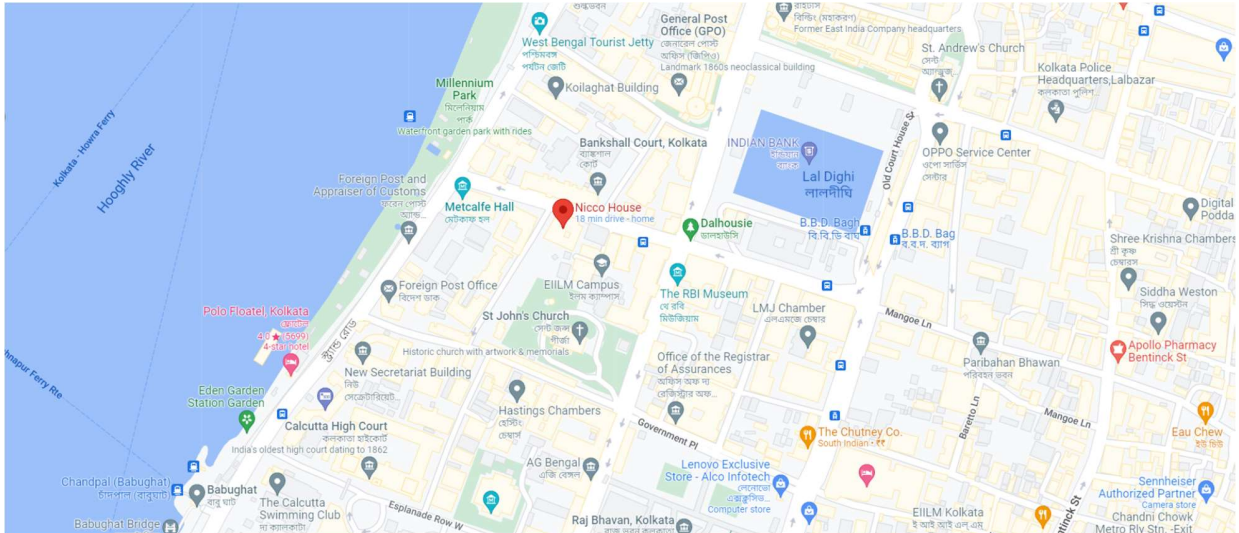
and also count the votes received by the post through ballot forms in presence of at least two witness is not in employment of the company.

- (i) The scrutinizer will collect the votes cast at the meeting, votes downloaded from e-voting system and votes received through post and make not later than two days from the conclusion of the meeting, a consolidated scrutinizer report of the total votes cast in favour or against if any to the Chairman or a person authorized by him in writing who shall counter-sign the same.
- (j) The Chairman or a person authorized by him in writing shall forthwith on receipt of consolidated scrutinizer's report, declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the website of NSDL immediately after their declaration and communicated to Stock Exchange where the company's shares are listed.

8. The Attendance Slip and Proxy Form is being sent to all members of the company on separate papers.

9. In terms of the provisions of Section 107 of the Companies Act, 2013, since e-voting is being offered in respect of the resolutions set out in this Notice, the said resolutions will not be decided on a show of hands at the EGM. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e., Wednesday, 31<sup>st</sup> October, 2022.

10. The route map to the venue is hereby annexed with the notice.



By order of the Board  
**For BHATKAWA TEA INDUSTRIES LTD**  
Dharini Mehta  
Company Secretary  
(ACS 26814)

Place: Kolkata  
Date: 29<sup>th</sup> September 2022

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

As required under Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all material facts relating to the Special Business set out from Items No.1 to Item No. 4 of the accompanying notice dated 29<sup>th</sup> September, 2022.

### Item No. 1

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 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 more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.50 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.1 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 1 of the accompanying notice. The Board recommends the resolution at Item no.1 to be passed as Special Resolution.

### Item No. 2

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

In view of the aforesaid, it is proposed to take approval under Section 180 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.50 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.2 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 2 of the accompanying notice. The Board recommends the resolution at Item no.2 to be passed as Special Resolution.

### Item No. 3

The members may kindly note that as per the provisions of Regulation 23(1) of the Listing Regulations a transaction with a Related Party shall be considered Material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

The aggregate value of loan to be advanced to M/s. Lakeview Dealers Private Limited will exceed the said threshold limit and is expected to be around Rs. 8 crores. Hence approval of the shareholders is being sought for the said Material Related Party Transaction(s) with M/s. Lakeview Dealers Private Limited.

Pursuant to relevant provisions of the Companies Act, 2013, particulars of the transactions with M/s. Lakeview Dealers Private Limited are as follows:

<b>S. No.</b>	<b>Particulars</b>	<b>Remarks</b>
1	Name of the Related Party	M/s. Lakeview Dealers Private Limited (CIN - U51909WB2005PTC101471)
2	Name of the Directors or KMP or their relatives who are Related	Mr. Padmanabh Jalan, Wholetime Director (DIN- 01651268) and Mr. Sudarshan Jalan, President of Company (Father of Mr. Padmanabh Jalan)
3	Nature of Relationship	Wholetime Director Mr. Padmanabh Jalan along with Mr. Sudarshan Jalan are Directors and members in the Loanee Company
4	Nature, material terms, monetary value and particulars of the transaction or arrangement	Unsecured loan upto Rs. 8 Crores in aggregate is proposed to be advanced at 8 % interest rate for a period of 5 years. The rate of interest and tenure of loan may increase or decrease in relevance to market conditions and mutual agreement of the parties. The Loanee company shall use the loaned amount for Real Estate Development.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.3 for approval by the members of the Company.

Except Mr. Padmanabh Jalan (DIN – 01651268) Wholetime Director and his relative, Mr. Sudarshan Jalan, President of the Company none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the

resolution at Item no. 3 of the accompanying notice. The Board recommends the resolution at Item no.3 to be passed as Special Resolution.

Item No. 4

Pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

It is proposed to grant loan M/s. Lakeview Dealers Private Limited (being an entity covered under the category of 'a person in whom any of the director of the Company is interested) and the proposed loan shall be at the interest rate of prevailing market rate and shall be used by the borrowing Company for its principal business activities only. The other terms are as disclosed in explanatory statement to item no. 3 above.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.4 for approval by the members of the Company.

Except Mr. Padmanabh Jalan (DIN – 01651268) Wholetime Director and his relative, Mr. Sudarshan Jalan, President of the Company none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 4 of the accompanying notice. The Board recommends the resolution at Item no.4 to be passed as Special Resolution.

By order of the Board  
**For BHATKAWA TEA INDUSTRIES LTD**  
Dharini Mehta  
Company Secretary  
(ACS 26814)

Place: Kolkata  
Date: 29<sup>th</sup> September 2022

Extra ordinary General Meeting

Saturday, 5<sup>th</sup> November, 2022, at 12.00 p.m.

**BHATKAWA TEA INDUSTRIES LTD.**

CIN: L01132WB1911PLC002077

Registered Office: NICCO HOUSE, 6<sup>th</sup> Floor, 2, Hare Street, Kolkata-700 001  
Tel:91-33-22489916/5422, Fax:91-33-22485362, E-mail: contact@bhatkawa.com,

**ATTENDANCE SLIP**

FOLIO NO//DP ID/CLI IND :

NAME OF THE SHARE HOLDER(S) :

ADDRESS

NO OF SHARES HELD :

I/We hereby record my/our presence at the Extra ordinary General Meeting of the Company to be held on Saturday, 5<sup>th</sup> November, 2022 at 12.00 p.m. at Registered Office of the Company at 2, Hare Street, Nicco House, 6<sup>th</sup> Floor, Kolkata – 700 001

.....  
Name of Proxy (In BLOCK LETTERS)

.....  
Signature of Shareholder/Proxy Present

Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the meeting.

**ELECTRONIC VOTING PARTICULARS**

EVEN (e-voting Even Number)	User ID	Password/PIN

Please refer to the EGM Notice for e-voting instructions.

**FORM NO. MGT - 11**

[ Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules, 2014]

Extra ordinary General Meeting

Saturday, 5<sup>th</sup> November, 2022, at 12.00 p.m.

**BHATKAWA TEA INDUSTRIES LTD.**

CIN: L01132WB1911PLC002077

Registered Office: NICCO HOUSE, 6<sup>th</sup> Floor, 2, Hare Street, Kolkata-700 001  
Tel:91-33-22489916/5422, Fax:91-33-22485362, E-mail: contact@bhatkawa.com,

**PROXY FORM**

I/We, being the member(s), holding ..... Shares of BHATKAWA TEA INDUSTRIES LTD. hereby appoint:

- |                  |                                     |
|------------------|-------------------------------------|
| (1) Name .....   | Address .....                       |
| E-mail Id: ..... | Signature ..... or failing him/her, |
| (2) Name .....   | Address .....                       |
| E-mail Id: ..... | Signature ..... or failing him/her, |
| (3) Name .....   | Address .....                       |
| E-mail Id: ..... | Signature ..... or failing him/her  |

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf in the Extra ordinary General Meeting of the Company, to be held on Saturday, 5<sup>th</sup> November, 2022 at 12.00 p.m. at Registered office at 2, Hare Street, Nicco House, 6<sup>th</sup> Floor, Kolkata – 700 001 and any adjournment thereof in respect of such resolutions as are indicated below: -

Resolution No.	Resolutions	Optional*	
		For	Against
1.	Authorisation under Section 186 of the Companies Act, 2013 for Investment and Loans upto Rs. 50 Crores		
2.	Authorisation under Section 180 of the Companies Act, 2013 for Borrowings upto Rs. 50 Crores		
3.	Approval for material Related party transaction(s) with M/s. Lakeview Dealers Pvt. Ltd.		
4.	To approve transactions under Section 185 of the companies act, 2013 with M/s. Lakeview Dealers Pvt. Ltd.		

Signed this ..... day of..... 2022

**Affix  
Revenue  
Stamp**

Member's Folio/DP ID-Client ID No..... Signature of Shareholder(s) .....

Signature of Proxy holder(s).....

- Note: 1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra Ordinary General Meeting.
- \*3. It is optional to put a '✓' in the appropriate column against the Resolution as indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Extra ordinary General Meeting  
Saturday, 5<sup>th</sup> November, 2022, at 12.00 p.m.

**BHATKAWA TEA INDUSTRIES LTD.**

CIN: L01132WB1911PLC002077  
Registered Office: NICCO HOUSE, 6<sup>th</sup> Floor, 2, Hare Street, Kolkata-700 001  
Tel:91-33-22489916/5422, Fax:91-33-22485362, E-mail: contact@bhatkawa.com,

**BALLOT FORM**

FOLIO NO//DP ID/CLI IND :

NAME OF THE SHARE HOLDER(S) :

ADDRESS

NO OF SHARES HELD :

**ELECTRONIC VOTING PARTICULARS**

EVEN (e-voting Even Number)	User ID	Password/PIN

I/We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the Extra ordinary General Meeting of the Company, on Saturday, 5<sup>th</sup> November, 2022. by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Resolutions	Optional*	
		For	Against
1.	Authorisation under Section 186 of the Companies Act, 2013 for Investment and Loans upto Rs. 50 Crores		
2.	Authorisation under Section 180 of the Companies Act, 2013 for Borrowings upto Rs. 50 Crores		
3.	Approval for material Related party transaction(s) with M/s. Lakeview Dealers Pvt. Ltd.		
4.	To approve transactions under Section 185 of the companies act, 2013 with M/s. Lakeview Dealers Pvt. Ltd.		

Signed this ..... day of..... 2022

Signature of Shareholder(s) .....

**Notes:** Please read the instructions printed below carefully before exercising your vote.

**INSTRUCTIONS**

- 1) This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
- 2) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- 3) For detailed instructions on e-voting, please refer to the notes appended to the Notice of the EGM.
- 4) The scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the EGM.

**Process and manner for Members opting to vote by using the Ballot Form**

- 1) Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and drop it in the ballot Box placed in the EGM for necessary action by the Scrutinizer appointed by the Board of Directors of the Company, Ms. Monalisa Datta, Practicing Company Secretaries,
- 2) The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
- 3) In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
- 4) Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.
- 5) The voting rights of shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the Company as on Monday, 31<sup>st</sup> October, 2022 as per the Register of Members of the Company.
- 6) Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
- 7) The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
- 8) The results declared along with Scrutinizer's Report, shall be placed on the website of the National Securities Depository Limited within two days of the passing of the Resolutions at the EGM of the Company and communicated to the CSE Limited where the shares of the Company are listed.