

BHATKAWA TEA INDUSTRIES LIMITED

Registered Office – 6th Floor, Nicco House, 2, Hare Street, Kolkata – 700 001

Corporate Identity Number - L01132WB1911PLC002077

Tel. no. – 033 2248 9916; Website: www.bhatkawatea.com;

Email – contact@bhatkawa.com; cs@bhatkawa.com

NOTICE

NOTICE is hereby given that the Annual General Meeting (AGM or Meeting) of the members of BHATKAWA TEA INDUSTRIES LIMITED will be held on September 25, 2023, Monday at 12:00 PM through Video Conferencing (VC) for which purpose the Registered Office of the Company situated at 6th Floor, Nicco House, 2 Hare Street, Kolkata – 700 001 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2023 and the reports of Board of Directors and Auditors thereon and in this regard pass the following resolution as

Ordinary Resolution:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mr. P. Jalan (DIN 01651268) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

“**RESOLVED THAT** Mr. Arjun Mitra, (DIN: 06967237) who was appointed as an Additional Director of the company by the Board of Directors with effect from 16th December, 2022 under the provisions of section 161 of the Companies Act, 2013 and pursuant to the Articles of the Association of the Company and who holds office up to the date of this Annual General Meeting and who is eligible for appointment and has given consent to act as a Director of the company and in respect of whom the company has received a Notice in writing from a member U/s. 160 of the Act, proposing his candidature for office of Director, be and is hereby appointed as Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules 2014 (Including any modifications or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (LODR) Regulations, 2015, as amended from time to time, Ms. Rashmi Chitlangia, (DIN: 07171476) non-executive Independent Director of the Company, whose term ends on 30th September, 2023 be and is hereby re-appointed as independent Director of the Company, not liable to retire by rotation, to hold office for a another term of 5 (five) consecutive years from 1st October, 2023 up to 30th September, 2028.

“**RESOLVED FURTHER THAT** the Board of Directors of the Company and/ or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of sections 196, 197 and 203 read with other applicable provisions and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the company and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to re-appointment of Mr. Padmanabh Jalan (DIN – 01651268) as Whole-time Director of the Company for a period of three years w.e.f 1st April, 2023 upon the terms and conditions noted hereunder:

A. SALARY & BONUS

- | | |
|-----------|--|
| a) Salary | Rs. 3,10,000 – 30,000 ² – 3,70,000 per month (Increase in salary will take effect from 1 st April every year) |
| b) Bonus | One-month Salary for 12 months service |

B. PERQUISITES

- | | |
|--|--|
| i) Re-imburement of hospital / Medical expenses | For self and family up to one-month salary. |
| ii) Leave travel concession | For self and family once in a year up to one month salary. |
| iii) Membership of Club Fees | Subject to maximum 2 club, excluding admission fees. |
| iv) Contribution to Provident Fund and Superannuation Fund | Not exceeding 27% of Salary. |
| v) Gratuity | Not exceeding half a month's salary for each completed year of service. |
| vi) Leave | One month's leave with full remuneration for every eleven months of service. Encashment of leave at the end of the tenure will be allowed and will not be included in the computation of ceiling of perquisites. |
| vi) Others | a) Car with driver for use on the company's business. b) Domestic help, maximum 2 persons, at residence c) Telephone and other communication facilities shall be provided at residence for Company's business. d) Reimbursement of Electricity bills. e) Any other facility as per the rules of the Company. |

The following shall not be included in the perquisites:

- Use of Company's car for official purpose.
- Company's contribution to Provident Fund and Superannuation fund to the extent these singly for put together are not taxable under The Income Tax Act, 1961.
- Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- Encashment of leave at the end of the tenure of office.

e) Reimbursement of telephone and electricity bills.

f) Reimbursement of leave travel and club expenses.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to alter and vary remuneration payable to Mr. Padmanabh Jalan, as Whole-time Director of the Company or any other terms and conditions thereof as may be agreed to by the Board and Mr. Padmanabh Jalan.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the above resolution.”

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

Place: Kolkata
Date: 12th August 2023

NOTES & INFORMATION TO SHAREHOLDERS

1. The Ministry of Corporate Affairs (“MCA”) inter-alia vide its General Circular Nos. 14/2020, dated April 8, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020, dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022, dated December 28, 2022 (collectively referred to as “MCA Circulars”) has permitted the holding of the annual general meeting through Video Conferencing (“VC”) or through other audio-visual means (“OAVM”), without the physical presence of the Members at a common venue.

In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the Annual General Meeting (“Meeting” or “AGM”) of the Company for the Financial Year 2022-2023 is being held through VC / OAVM on Monday, 25th September, 2023, at 12:00 p.m. (IST). The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at Nicco House, 6th Floor, 2 Hare Street, Kolkata – 700 001.

2. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.

ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

4. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/DPs, members are requested to get their email id registered. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2022-23 will also be available on the Company's website at www.bhatkawatea.com, websites of the Stock Exchanges, i.e., Calcutta Stock Exchange Limited at www.cse-india.com and on the website of NSDL at www.evoting@nsdl.co.in. Members may also note that pursuant to Sections 101 and 136 of the Act read with the Rules framed there under, the Notice calling the AGM along with the Annual Report for the Financial Year 2022-23 are being sent by electronic mode to those Members whose e-mail addresses are registered with the DPs or the Company/RTA, unless the Members have requested for a physical copy of the same.
5. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-Voting, pursuant to Section 113 of the Act. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address at pcsmonalisa16@gmail.com with a copy marked at cs@bhatkawa.com.

6. CLOSURE OF REGISTER OF MEMBERS

Register of members and the Transfer Books of the company will be closed for the purpose of AGM from Thursday, 21st September, 2023 to Monday, 25th September, 2023 (both days inclusive).

7. SEBI has mandated the submission of PAN, KYC and nomination details by members holding shares in physical form by 30th September, 2023 vide its circular dated 3rd November, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company. The forms for updating the same are available at the website of the Company as well as the Registrar & Share Transfer Agent. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant(s).

8. TDS ON DIVIDEND

The Board of Directors have not recommended any dividend for the financial year 2022-2023. For information purpose attention of members is drawn to following provision:

Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income is taxable in the hands of Members with effect from 1st April, 2020 and therefore, whenever dividend is declared, the Company shall be required to deduct tax at source (TDS) from dividend paid to Members at the prescribed rates. Members are requested to update their Permanent Account Number ("PAN") with the Company / S.K. Infosolution Pvt. Ltd. (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

For Resident Shareholders, tax shall be deducted at source under Section 194 of the Income-tax Act, 1961 @ 10% on the amount of Dividend declared and paid by the Company during a Financial Year ("FY") provided PAN is furnished by the Shareholder. If PAN is not submitted, TDS would be deducted @ 20% as per Section 206AA of the Income-tax Act, 1961. However, no Tax shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during a financial year does not exceed Rs. 5,000.

Separately, in cases where the Shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual above the age of 60 years), no tax at source shall be deducted provided that the eligibility conditions are being met. Needless to say, PAN is mandatory. Members are requested to note that in case their PAN is not linked with Aadhar, tax will be deducted at a higher rate of 20%.

Additional information in connection to TDS on dividend, including taxability of non-resident shareholders, and newly introduced Section 206AB of the Income tax Act, 1961 can be accessed at the Company's web link: www.bhatkawatea.com.

9. ELECTRONIC CREDIT OF DIVIDEND

The Board of Directors have not recommended any dividend for the financial year 2022-2023. For information purpose attention of members is drawn to following provision:

The Securities and Exchange Board of India ("SEBI") has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/National Electronic Fund Transfer (NEFT)/ Real Time Gross Settlement (RTGS)/Direct Credit, etc.

Members holding shares held in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend, as and when declared, as per the applicable regulations of the Depositories and the Company will not be able to accede to any direct request from such Members for change/ addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by the Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/bankers' cheque/demand draft to such Members by post/courier at the address registered with the Company/RTA.

Complete process for registering the Bank Mandate along with the form is available on the Company's web link: www.bhatkawatea.com.

10. CUT-OFF DATE

Members holding shares either in physical or dematerialized form, as on cut-off date, i.e., 20th September, 2023 cast their votes electronically. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e., 20th September, 2023. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

11. TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY

As per Regulation 40 of the Listing Regulations as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities.

In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the RTA, M/s. S. K. Infosolutions Pvt. Ltd. to seek guidance with respect to the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited: <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdslindia.com/investors/open-demat.html>.

12. NOMINATION OF SHARES

Members can avail of the facility of nomination 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.

If a member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14. Both the forms are also available on the Company's website at the web-link: www.bhatkawatea.com.

13. TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

Members are hereby informed that pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 read with the Investor Education & Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016 applicable w.e.f 7th September, 2016, the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unpaid or unclaimed for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investor Education & Protection Fund (the fund) established by the Central Government.

As per the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (hereinafter referred to as the IEPF Rules, 2016) read with Section 124 of the Companies Act, 2013, in addition to the transfer of the unpaid or unclaimed dividend to Investor Education and Protection Fund (hereinafter referred to as "IEPF"), the Company shall be required to transfer the underlying shares on which dividends have remained unpaid or unclaimed for a period of seven consecutive years to IEPF Demat Account.

In accordance with the aforesaid IEPF Rules, the Company has regularly sent communication to all such shareholders whose dividends are lying unpaid/unclaimed against their name for seven consecutive years or more and whose shares are due for transfer to the IEPF Authority and has also published notice(s) in leading newspapers in English and regional language having wide circulation.

The details of such dividends/shares and other unclaimed moneys to be transferred to IEPF are uploaded on the website of the Company at the web-link: www.bhatkawatea.com.

Shareholders are informed that once the unpaid/ unclaimed dividend or the shares are transferred to IEPF, the same may be claimed by the Members from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents as specified in Form IEPF-5 which is available on the website of IEPF at www.iepf.gov.in.

14. EXPLANATORY STATEMENT

The explanatory statement pursuant to section 102 of the Companies Act, 2013, in respect of the special business under item no's 3, 4 and 5 is annexed hereto and forms part of this Notice.

15. MEMBERS ARE REQUESTED TO:

(a) 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;

(b) 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;

(c) quote their folio numbers/ Client ID and DP ID in all correspondence;

(d) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;

(e) register their Permanent Account Number (PAN) with their Depository Participants, in case of Shares held in dematerialised form and RTA, M/s. S. K. Infosolution Pvt. Ltd. /Company, in case of Shares held in physical form, as directed by SEBI, and

(f) 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).

16. UPDATION OF MEMBER'S DETAILS

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrar and Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend, etc. A form for compiling additional details is available on the Company's website at the web-link: www.bhatkawatea.com.

17. PROCEDURE FOR INSPECTION OF DOCUMENTS

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and relevant documents referred to in this Notice of AGM and Explanatory Statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 25th September, 2023. Members seeking to inspect such documents can send an email to Company's investor email id: cs@bhatkawa.com.

18. MEMBER'S QUERIES & SPEAKER REGISTRATION

Members desiring any additional information or having any question or query pertaining to the business to be transacted at the AGM are requested to be send the same at the Registered Office of the Company at Nicco House, 2 Hare Street, 6th Floor, Kolkata – 700 001 or write from their registered e-mail addresses, mentioning their name, DP ID and Client number/folio number and mobile number to the Company's investor email id: cs@bhatkawa.com so as to reach the Company at least seven days in advance of the Meeting to enable the management to keep the information ready. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date.

Also, members of the Company, holding shares as on the cut-off date i.e. Wednesday, 20th September, 2023 and who would like to speak or express their views may register as speakers by sending a request to the Company at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's investor email id: cs@bhatkawa.com. Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

19. 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.

20. In terms of the provisions of Section 107 of the Companies Act, 2013 e-voting is being offered in respect of the resolutions set out in this Notice. Those Members who will be present in the AGM through VC facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM. 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, 20th September, 2023.

21. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING

The remote e-Voting period begins on Friday, September 22, 2023 at 10:00 A.M. and ends on Sunday, September 24, 2023 at 5:00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. September 20, 2023 may cast their vote electronically.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode –

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

Login method for Individual Shareholders holding securities in 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 and click on New System Myeasi and then use your existing myeasi username & password.
2. After successful login the Easi / Easiest user 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 user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 – 4886 7000 and 022 – 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33 |

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 in Physical Form. | EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |
|---|---|

5. Password details for Shareholders other than Individual Shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those Shareholders whose email IDs are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/ Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the

confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to pcsmonalisa16@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 – 4886 7000 and 022 – 2499 7000.
4. Mrs. Monalisa Datta, practicing Company Secretaries (Mem. No. FCS 30368) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the E-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forward to the Chairman of the Company.
6. The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the website of NSDL within two (2) days of passing of the resolution at the Annual General Meeting of the Company and the same shall also be communicated to CSE Limited where the shares of the Company are listed.

Process for those Shareholders whose email ID are not registered with the depositories for procuring user id and password and registration of email IDs for e-Voting for the resolutions set out in this notice and for obtaining Notice and Annual Report:

1. In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@bhatkawa.com or the RTA skcdilip@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cs@bhatkawa.com or the RTA skcdilip@gmail.com. If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.**
3. Alternatively Shareholders/ Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

22. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ Shareholders, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names, will be entitled to vote at the Meeting.

23. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC

1. Member will be provided with a facility to attend the AGM through VC through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC link" placed under "**Join General meeting**" menu against Company name. You are requested to click on VC link placed under Join General Meeting menu. The link for VC will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- 24.** Since the AGM will be held through VC, the Route Map is not annexed in this Notice.

Place: Kolkata
Date: 12th August, 2023

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

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

As required under Section 102 of the Companies Act, 2013 (as amended) (the "Act") the following Explanatory Statement sets out all material facts relating to the Special Businesses relating to Item No. 3, 4 and 5 of the accompanying Notice dated August 12, 2023.

Item no. 3 :

On recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Arjun Mitra, (DIN: 06967237) as Additional Director on 16.12.2022. He holds office up to the date of forthcoming Annual General Meeting u/s. 161 of the Companies Act, 2013. He is eligible for appointment and has consented to act as a Director of the Company. The Company has received a notice in writing from a member u/s. 160 of the Act proposing his candidature for the office of the Director. The requisite deposit has been received. His details are given as under:

| Particulars | Appointment |
|---|--------------------------|
| Name | Arjun Mitra |
| DIN | 06967237 |
| Date of Birth | 03.11.1962 |
| Date of Appointment | 16.12.2022 |
| Qualification | BA |
| Experience | 39 years in Tea Industry |
| Directorship of other Companies (Excluding foreign Companies and Private Limited Companies) | NIL |
| Chairman / Member of Committee of the Boards of Companies of which he is a Director | NIL |
| Shareholding in the Company (Nos.) | NIL |

The Board is of the firm view that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Arjun Mitra as a non-executive Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Arjun Mitra as Director, for the approval by the shareholders of the Company.

Except Mr. Arjun Mitra, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in item No.3. This Explanatory Statement may also be regarded as a disclosure under Listing Regulations with the Stock Exchange.

Item no. 4 :

At the Annual General Meeting held on 27th September, 2019, Mrs. Rashmi Chitlangia (DIN 07171476) was appointed as an Independent Director of the Company, for a period of 5 years with effect from 1st October, 2018, pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules").

The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation during her first term of 5 (five) years and considering her knowledge, acumen, expertise, experience and contribution and time commitment, has recommended to the Board for her reappointment for a second term of 5 (five) years. Based on the recommendation of the NRC, the Board, recommended the reappointment of Mrs. Chitlangia as an independent director, not liable to retire by rotation, for a second term of 5 (five) years effective from 1st October, 2023, to 30th September, 2028 (both days inclusive).

In accordance with Section 149 (10) of the Companies Act, 2013 she is eligible for re-appointment as an Independent Director for her second tenure, upon passing of a Special Resolution by the members at the General Meeting of the Company.

Mrs. Chitlangia fulfils the requirements of an independent director as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the LODR Regulations. Her re-appointment and remuneration is in accordance with Nomination and Remuneration Policy of the Company.

Mrs. Chitlangia is B.A qualified with 17 years of experience in School Management and administration. Given her vast experience in management and administration, the Board considers her re-appointment to be in the interest of the Company and recommends the resolution contained in Item No. 4 of the Convening notice for approval of the members as a special resolution.

In accordance with Regulation 17 (10) of SEBI-(LODR) and Schedule IV of the Companies Act, 2013, the Board of Directors at their meeting held on 12th August, 2023 have evaluated the performance of Mrs. Rashmi Chitlangia and found the same to be satisfactory and her contributions to the deliberations were beneficial in Board/ Committee Meetings.

In accordance with Proviso to Section 152 (5) of the Companies Act, 2013, the Board of Directors have also formed an opinion that Mrs. Rashmi Chitlangia fulfils the conditions specified in the Companies Act, 2013 for such reappointment.

In accordance with Part D (A) (5) of Schedule II, read with Regulation 19 (4) of SEBI (LODR) and on the basis of Performance Evaluation of Independent Directors, the Nomination and Remuneration Committee at its meeting held on 12th August, 2023 had recommended to extend the term of office of Mrs. Rashmi Chitlangia by re-appointing her for another period of 5 years from 01.10.2023 to 30.09.2028.

She holds no shares in Bhatkawa Tea Industries Limited.

The draft letter of re-appointment for Mrs. Rashmi Chitlangia as an Independent Director, setting out the terms and conditions is available for inspection without any fee by the Members at the registered Office of the Company during normal business hours on any working day upto the date of the Annual General Meeting. However, the member is requested to seek prior appointment, to ensure availability of Company personnel.

The resolution set out in Item No.4, of the convening notice is to be considered accordingly and the Board recommends the same. Except Mrs. Rashmi Chitlangia being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is interested in the Resolution. The Notice together with this Statement may be regarded as a disclosure under Regulation 36 (3) of SEBI (LODR) 2015.

Item no. 5:

Mr. Padmanabh Jalan was re-appointed as whole-time director of the Company by the Board of Directors on the recommendation of Nomination & Remuneration Committee at the meeting of Board of Directors held on 10th February, 2023 for a period of 3 years with effect from 1st April, 2023 subject however, to the approval of members. The terms of appointment have been mentioned in the resolution laid under item no. 5 in the Notice. Mr. Padmanabh Jalan has been Director of the Company since 31.07.2009 and was appointed as a whole-time director to strengthen the management structure of the Company and provide much needed impetus, efficiency and speed in implementation of various projects of the Company resulting in improvement in quality and quantity of production at Garden. The Information as required by the Act is adequately given in the resolution.

In view of the above, approval of members is sought through special Resolution to re-appoint him as Wholetime Director for period of 3 years. None of the Directors is concerned or interested in the resolution except Mr. Padmanabh Jalan himself. The Board recommends for passing of the resolution.

Details of Director seeking re-appointment:

| Particulars | Re-appointment |
|---|------------------------------|
| Name | Padmanabh Jalan |
| DIN | 01651268 |
| Date of Birth | 17.02.1987 |
| Date of re-appointment | 01.04.2023 |
| Qualification | B.Sc Management Science, UK |
| Experience | 14 years in Tea Industry |
| Directorship of other Companies (Excluding foreign) | Kirti Industrial Co. Limited |

| | |
|---|---|
| Companies and Private Limited Companies) | |
| Chairman / Member of Committee of the Boards of Companies of which he is a Director | Member of Investor Grievance Committee of Bhatkawa Tea Industries Ltd |
| Shareholding in the Company (Nos.) | 244,090 shares |

Place: Kolkata
Date: 12th August, 2023

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