

**NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE ANANDA BAG TEA COMPANY LIMITED TO BE HELD ON SATURDAY, 30<sup>TH</sup> MARCH, 2024 AT ITS REGISTERED OFFICE AT 11-E, EVEREST HOUSE, 46-C, J. L NEHRU ROAD, KOLKATA – 700 071 AT 11.00 A.M. TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:**

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

**“RESOLVED THAT** in view of non-availability and non-response of existing auditor Mr. Asim Kumar Basak (Membership No.010240), proprietor of M/s A K Basak & Associates, Chartered Accountants, (FRN- 33266E) due to his prolonged chronic ailment and remaining in coma, M/S NANDY HALDER & GANGULI, Chartered Accountants, (FRN No: 302017E) be and are hereby appointed as Statutory Auditors of the Company, to conduct the Audit of the accounts for the F.Y. 2023-24 and to hold office from the conclusion of this Meeting till the Conclusion of the ensuing Annual General Meeting at a remuneration to be fixed by the Board of Directors in this regard.”

For THE ANANDA BAG TEA COMPANY LIMITED

**NIRAJ CHOKHANI**  
**(Director)**  
**DIN: 00668703**

Registered Office:11-E, Everest House,  
46-C, J. L. Nehru Road,  
Kolkata - 700 071.

Place: Kolkata  
Dated: 08.03.2024

**Notes:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote, instead of him/her. A proxy need not be a member of the Company. In order to be effective, the instrument appointing proxy must reach the Registered Officer of the Company not less than forty-eight hours before the commencement of the meeting. 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 Paid up Capital of the Company carrying voting rights. A member holding more than ten percent of the Paid up Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

Members are requested to notify to the Registrar of the Company, M/s. ABS CONSULTANT PVT LTD, Stephen House, 6<sup>th</sup> Floor, Room No. 99, 4, B.B.D. Bag (East), Kolkata – 700 001, any change in their address.

2. The Company proposes to send to the members notices, Members are requested to update their e-Mail address with the Depository Participant if the holding is in electronic mode or intimate to the Company by sending an e-Mail at [tea@anandabag.com](mailto:tea@anandabag.com).
3. **Route Map:** A route map showing the way to the venue of the Extra Ordinary General Meeting is attached to this Notice.
4. **ISIN No. :** The shares of the Company are tradable compulsorily in electronic form. The ISIN number allotted is INE448E01015.
5. **Website:** The Company's website is [www.anandabag.com](http://www.anandabag.com) Notice of the Extra Ordinary General Meeting is made available on the Company's website.
6. **Corporate Representation:** A Corporate Member shall be deemed to be personally present only if it is represented in accordance with Section 113 of the Companies Act, 2013 i.e. only if the Corporate Member sends a certified true copy of the resolution passed by the Board of Directors of the Company or a Power of Attorney authorizing the Representative to attend and vote at the meeting on behalf of the Corporate Member.

## 7. Voting through electronic means

I. 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 clause 35B of the Listing Agreement, Members are provided with the facilities to cast their votes on all resolution set forth in the Notice of the EGM using electronic voting system provided by Central Depository Services (India) Ltd. (CDSL).

The notice of the Extra Ordinary General Meeting (EGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the Extra Ordinary General Meeting (EGM):

The e-voting period begins on 27.03.2024 from 10.00 A.M. and ends on 29.03.2024 till 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 23.03.2024 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

### **The Instructions for E-Voting are as under:**

- a. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b. Click on "Shareholders" tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with "THE ANANDA-BAG TEA COMPANY LIMITED" from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on "SUBMIT" tab.

- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- j. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the **details in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the relevant EVSN "**THE ANANDA-BAG TEA COMPANY LIMITED**" for which you choose to vote.
- m. On the voting page, you will see "**Resolution Description**" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- o. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the **changed password** then enter the User ID and image verification code click on Forgot Password & enter the details as prompted by the system.
- s. **For Non – Individual Shareholders and Custodians:**
- t.
  - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to **<https://www.evotingindia.com>** and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

● A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

**II.** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**III.** Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.

**IV. If a person became the member of the company after the dispatch of notice, then such member may contact the company for Login ID and other e-voting related details.**

**V.** The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the **cut-off/entitlement date of 23.03.2024**.

**VI.** Mr. Ashok Kr. Daga, Practicing Company Secretary, (Membership No. 2948) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

**VII.** The Scrutinizer shall immediately after conclusion of voting at the EGM , First count the voting Cast at the meeting. Thereafter Unlock the votes cast through remote evoting in the presence of at least two witness not in employment of the company and shall submit his report not later than three days of conclusions of the meeting of the total VOTE Cast in favour or against if any to the Chairman or a person authorized by him in writing who shall countersign the same.

The Results shall be declared after the Extra Ordinary General Meeting (EGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer’s Report shall be communicated to **CDSL and The Calcutta Stock Exchange Association Limited** after 30<sup>th</sup> March , 2024 and shall also be placed with company’s website at [www.anandabag.com](http://www.anandabag.com).

8. **Voting at Extra Ordinary General Meeting (EGM):** Members holding shares either in physical form or in dematerialized form whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the CUT OFF DATE which is 23<sup>rd</sup> March , 2024 and who have not casted their votes electronically through remote E-voting, will be entitled to vote on the business and resolution set forth in this Notice at the venue of the Extra Ordinary General Meeting (EGM). Voting at the EGM venue will commence after the Chairman explains the procedure for voting to be followed

and formally announces the commencement of Voting at the EGM venue. Members will be informed of the procedure for Voting at the venue and will be assisted by representatives of the Registrars and Share Transfer Agents and supervised by the Scrutinizer. For Voting purposes ballot papers will be provided separately at the EGM venue only to the Member and where there are Joint Holders, only to the first named Joint holder. Proxies will not be allowed to speak at the EGM. A proxy can vote only if the Member himself is not present at the meeting. Members who have cast their vote by remote E-voting prior to the Extra Ordinary General Meeting may attend the meeting but shall not be entitled to cast their vote again

For THE ANANDA BAG TEA COMPANY LIMITED

**NIRAJ CHOKHANI**  
**(Director)**  
**DIN: 00668703**

Registered Office:11-E, Everest House,  
46-C, J. L. Nehru Road,  
Kolkata - 700 071.

Place: Kolkata  
Dated: 08.03.2024

**Explanatory Statement pursuant to Sec. 102 of the Companies Act, 2013**

*Item No.1*

The existing Auditor Mr Asim Kumar Basak (Membership No.010240), proprietor of M/S A.K. BASAK & ASSOCIATES, Chartered Accountants, (FRN-33266E), is not available and also not able to respond in view of his prolonged chronic ailment and remaining in coma. The Company has received Discharge Summary disclosing his history of present illness , since pursuant to Section 139 of the Companies Act, 2013 the vacancy caused in the office of Auditor shall be filled within 3 months by the Company with the recommendation of Board, the Board of Directors thought it proper to appoint M/S NANDY HALDER & GANGULI, Chartered Accountants, (FRN No: 302017E) till the next Annual General Meeting in order to fill the casual vacancy caused by the unavoidable circumstances for the reasons stated above.

Pursuant to the provisions of the Section 139 of the Companies Act, 2013 Members approval is required for appointment of Auditor other than Existing auditor. Therefore, the Board seeks your approval to pass the aforesaid resolution as an Ordinary Resolution.

None of the Directors are interested or concerned in the matter.

For THE ANANDA BAG TEA COMPANY LIMITED

**NIRAJ CHOKHANI**  
**(Director)**  
**DIN: 00668703**

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