

TONGANI TEACOMPANYLIMITED

Annual Report 2023-2024

BOARD OF DIRECTORS

Mr. Manoj Kumar Daga, *Chairman & Non-Executive Director*
Mr. Ashok Vardhan Bagree, *Independent Director*
Mr. Ravindra Kumar Murarka, *Independent Director*
Mrs. Sumana Raychaudhuri, *Non-Executive Director*

COMPANY SECRETARY

Mr. Arindam Roy Chowdhury

AUDITORS

M/s. Lilha & Associates
Chartered Accountants
Kolkata

BANKER

State Bank of India

REGISTRAR & SHARE TRANSFER AGENT

Niche Technologies Pvt. Ltd.
CIN: U74140WB1994PTC062636
3A, Auckland Place, 7th Floor, Room No.7A & 7B,
Kolkata - 700017
Telephone: 033 2280-6616/17/18; Fax: 033 2280-6619
E-mail: nichetechpl@nichetechpl.com, Website: www.nichetechpl.com

TONGANI TEA COMPANY LIMITED

CIN: L01132WB1893PLC000742
REGISTERED OFFICE & ADMINISTRATIVE OFFICE
15B, Hemanta Basu Sarani, 3rd Floor, Kolkata-700 001
Phone: 2248 7685, Fax: 2210 0541.
E-mail: info@tonganitea.com, Website: www.tonganitea.com

TONGANI TEA ESTATE

P.O. Dhula, Dist.Darrang,
Pin-784 146, Assam.

TONGANI TEA COMPANY LIMITED

CIN : L01132WB1893PLC000742

NOTICE

NOTICE is hereby given that the 131st Annual General Meeting of the Members of the Company will be held on Friday, the 9th August, 2024, at 3:00 P.M. IST through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2024 together with the Report of Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2024 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 Mr. Manoj Kumar Daga (DIN:00123386), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Manoj Kumar Daga (DIN:00123386), who retires by rotation at this meeting and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. **Appointment of Mr. Ranjan Kumar Jhalaria (holding DIN: 05353976), as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to appoint Mr. Ranjan Kumar Jhalaria (holding DIN:05353976), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mr. Jhalaria's candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, for a 1st term of five consecutive years to hold office commencing from the conclusion of the Annual General Meeting for the Financial Year ended 31st March, 2024 till the Annual General Meeting for the Financial Year ended 31st March, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. Appointment of Mrs. Swati Agarwal (holding DIN: 06804522), as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to appoint Mrs. Swati Agarwal (holding DIN:06804522), who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Mrs. Agarwal’s candidature for the office of Director, as an Independent Director of the Company, not liable to retire by rotation, for a 1st term of five consecutive years to hold office commencing from the conclusion of the Annual General Meeting for the Financial Year ended 31st March, 2024 till the Annual General Meeting for the Financial Year ended 31st March, 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised 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 ratify and approve related party transactions undertaken during the ordinary course of business of the Company for the financial year 2023-24

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s) and Materiality of Related Party Transactions, and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, the shareholders hereby ratify and approve the following material related party transactions which are entered in the ordinary course of business & on arms’ length basis for the financial year 2023-24:

Name of related party	Nature of relationship	Nature of transaction	Amount (in Rs.)
Norben Tea & Exports Limited	Promoter Group Company	Loan Advanced	5,00,00,000

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, to finalize any documents and writings related thereto and to sign and file necessary documents, e-form with Registrar of Companies/MCA Portal, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any Officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

6. **Prior approval for related party transactions repetitive in nature and in the ordinary course of business of the Company for the financial year 2024-25**

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s) and Materiality of Related Party Transactions, and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with M/s. Norben Tea & Exports Ltd., a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, to advance loan, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs.5 Crore for the financial year 2024-25 in one or more tranches, provided that the said contract(s)/ arrangement(s)/ transaction(s) 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 of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, to finalize any documents and writings related thereto and to sign and file necessary documents, e-form with Registrar of Companies/MCA Portal, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any Officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board

Regd. Office :
15B, Hemanta Basu Sarani, 3rd Floor
Kolkata – 700 001

For **TONGANI TEA COMPANY LIMITED**

Sd/-
MANOJ KUMAR DAGA
Chairman
DIN: 00123386

Date: 24th May, 2024

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act'), setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Ministry of Corporate Affairs ("MCA") vide its Circular Nos.20/2020, 10/2022 and 09/2023 dated May 5, 2020, 28th December, 2022 and 25th September, 2023, respectively, and other circulars issued in this respect ("MCA Circulars") allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before 30th September 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No.20/2020. Securities and Exchange Board of India (SEBI) also vide its Circular No.SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 131st AGM of the Company is being held through VC/OAVM, which does not require physical presence of members at a common venue.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 3rd August, 2024 to Friday, 9th August, 2024 (both days inclusive) for annual closing.
4. Since the physical attendance of Members has been dispensed with, the facility for appointment of proxies by the members will not be available for this AGM and hence the Attendance Slip, Route Map and Proxy Form are not annexed to this notice.
5. The Company will conduct the AGM through VC/OAVM from its Registered Office i.e.15B Hemanta Basu Sarani, 3rd Floor, Kolkata – 700001 which shall be deemed to be venue of the meeting.
6. Corporate members intending to authorize their representative(s) to attend the Meeting are requested to send a scanned copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Board Resolution/Authorization shall be sent to the Company by email through its registered email address to investorcare@tonganitea.com
7. **The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting.** Information and instructions including details of user id and password relating to e-voting are provided in the Notice under Note No.21.
8. Members are requested to note that under section 124 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) the amount of dividend if any unpaid or unclaimed for a period of 7 (seven) years from the due date is required to be transferred to Investor Education and Protection Fund (IEPF) constituted by the Central Government of India. Further, all shares in respect of which dividend remain unclaimed for 7 consecutive years or more, are also required to be transferred to the IEPF.

The Company had accordingly transferred final dividend pertaining to the Financial Year 2015-16 and Interim Dividend pertaining to the Financial Year 2016-17 to the IEPF within the stipulated time period. The unclaimed final dividend in respect of financial year 2016-17 is due for transfer to the IEPF in October, 2024. Further, no claim shall lie against the Company in respect of any amount of unpaid dividend transferred to IEPF after completion of seven years.

Members who have neither received nor encashed their dividend warrant(s) for the financial year 2016-17 or subsequent years, are requested to write to the Company, mentioning the relevant Folio number of DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).

9. Members holding shares in physical form may intimate the Company necessary particulars for ECS credit of the dividend directly to their bank accounts wherever ECS facility is available, or, for printing of their bank account details on the dividend warrants to prevent possibilities of fraud in encashing the warrants.
10. Members holding shares in physical mode are requested to intimate changes in their address alongwith proof of address/bank mandate to the Registrar and Share Transfer Agents (RTA), Niche Technologies Pvt. Ltd. Members holding shares in electronic mode are requested to send the intimation for change of address / bank mandate to their respective Depository Participant.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's RTA, enclosing their share certificates to enable the Company to consolidate their holdings into a single folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
12. Shareholders are also requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory demat mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate (if already complied with, please ignore this).

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated 18th May 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the Company and RTA.

13. The Securities and Exchange Board of India ("SEBI") vide its Circular dated 16th March, 2023 has mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by physical holders of securities in prescribed forms. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.tonganitea.com.

14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
15. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Para 1.2.5 of Secretarial Standard 2, issued by The Institute of Company Secretaries of India, in respect of the Director seeking re-appointment at the Annual General Meeting, form an integral part of the notice. The Director has furnished the requisite declaration for his re-appointment.
16. Electronic copy of the Notice and Annual Report of the 131st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes.

In terms of SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 and MCA Circulars owing to the difficulties involved in despatching of physical/hard copies of full annual report to shareholders are being sent in electronic mode to members whose email address is registered with the Company or the Depository Participant (s). The members who have not updated their email address are requested to do so immediately since the requirement of sending physical copies of annual report are dispensed with.

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.
18. Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them Pursuant to section 72 of the Companies Act 2013. The prescribed Form (Form SH 13) can be obtained from the website of the company i.e. www.tonganitea.com as well as from the Share Department of the Company. Members desiring to avail this facility, may send their Nomination Form (in duplicate) duly filled in, to the Company or its Share Transfer Agents M/s. Niche Technologies Pvt. Ltd. of 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata – 700 017 by quoting their respective Folio Numbers.
19. SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail address to the RTA for receiving all communications including annual reports, notices, circulars etc. from the company electronically. Members who wish to register their e-mail id can download the green initiative form from the company's website www.tonganitea.com.
20. Members may also note that the Notice of the 131st Annual General Meeting and the Annual Report for 2023-24 will also be available on the Company's website www.tonganitea.com for their download. For any communication, the shareholders may also send requests to the Company's investor email id: investorcare@tonganitea.com.

21. CDSL e-Voting System – Fore-voting and Joining Virtual meetings.

1. As you are aware, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 20/2020, 10/2022 and 09/2023 dated May 5, 2020, 28th December, 2022 and 25th September, 2023, respectively. The forthcoming Annual General Meeting will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing Annual General Meeting through VC/OAVM.
2. 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 MCA Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the Annual General Meeting will be provided by CDSL.
3. The Members can join the Annual General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Annual General Meeting through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis.
4. The attendance of the Members attending the Annual General Meeting through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this Annual General Meeting. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the Annual General Meeting, through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the Annual General Meeting has been uploaded on the website of the Company at www.tonganitea.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. CSE Limited at www.cse-india.com. The Annual General Meeting Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the Annual General Meeting) i.e. www.evotingindia.com.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on 6th August, 2024 (9.00 a.m.) and ends on 8th August, 2024 (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 date 2nd August, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars, as amended, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- (iv) In terms of **SEBI Circulars** 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 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 e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) 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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>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</p> <p>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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz;investorcare@tonganitea.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE ANNUAL GENERAL MEETING THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the Annual General Meeting is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed, after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the Annual General Meeting.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at-least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investorcare@tonganitea.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investorcare@tonganitea.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the Annual General Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the Annual General Meeting.
10. If any Votes are cast by the shareholders through the e-voting available during the Annual General Meeting and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending Annual General Meeting & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33

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

- I. Members who have cast their vote by remote e-voting prior to the AGM and are attending the meeting will not be entitled to cast their vote again.
- II. Investors who became members of the Company subsequent to the Notice of Annual General Meeting by Email and holds the shares as on the cut-off date i.e. 2nd August, 2024 are requested to send the written / email communication to the Company at investorcare@tonganitea.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- III. Shareholder can also update his/her mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
- IV. 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 of 2nd August, 2024. A person who is not a member as on cut off date should treat this notice for information purpose only.
- V. Agarwal A & Associates, Company Secretaries of Plot No.IID/31/1, Street No. 1111, PS Qube, Unit No. 1015A, 10th Floor, Kolkata- 700161 has been appointed as the Scrutinizer to scrutinize the remote e-voting and voting process to be carried out at the Annual General Meeting in a fair and transparent manner.
- VI. The Scrutinizer will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company within 2 working days from the conclusion of the meeting.

- VII. The Chairman shall declare the result forthwith. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.tonganitea.com and on the website of CDSL and communicated to Stock Exchange, immediately.

Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Manoj Kumar Daga	Ranjan Kumar Jhalaria	Swati Agarwal
Director Identification Number (DIN)	00123386	05353976	06804522
Date of Birth	06-01-1963	08-08-1955	07-06-1985
Nationality	Indian	Indian	Indian
Date of Appointment on the Board	31-07-1998	-	-
Designation	Non-Executive Director	Independent Director	Independent Director
Qualifications	Bachelor of Commerce	FCA	CA, CS
Terms of Appointment	Appointment as NED liable to retire by rotation	Appointment as an Independent Director not liable to retire by rotation	Appointment as an Independent Director not liable to retire by rotation
Expertise in specific functional area	Accounts, Finance	Accounts, Finance	Accounts, Finance
Number of shares held in the Company	43383	Nil	Nil
List of the directorships held in other companies	Norben Tea & Exports Ltd.	Norben Tea & Exports Ltd.	Norben Tea & Exports Ltd.
Number of Board Meetings attended during the year 2023-24	6 (Six)	Nil	Nil
Chairmanships / Memberships of Committees of other listed companies*	<u>Stakeholders Relationship Committee</u> Norben Tea & Exports Ltd. (Member)	<u>Audit Committee</u> Norben Tea & Exports Ltd. (Chairman) <u>Stakeholders Relationship Committee</u> Norben Tea & Exports Ltd. (Chairman)	<u>Audit Committee</u> Norben Tea & Exports Ltd. (Member) <u>Stakeholders Relationship Committee</u> Norben Tea & Exports Ltd. (Member)
Relationships between Directors inter-se	None	None	None
Remuneration details (Including Sitting Fees & Commission)	Rs.17,000/-	Nil	Nil

* Committee positions only Audit Committee and Stakeholders' Relationship Committee in Public Companies have been considered.

Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("Act")

IN RESPECT OF ITEM NO.3 & 4

The Board of Directors of the Company (based on the recommendation of Nomination and Remuneration Committee) at its meeting held on May 24, 2024, recommended for the approval of the Members, the appointment of Mr. Ranjan Kumar Jhalaria (holding DIN: 05353976) & Mrs. Swati Agarwal (holding DIN: 06804522) as an Independent Director of the Company, in terms of Section 149 read with Schedule IV of the Companies Act, 2013.

- Mr. Ranjan Kumar Jhalaria, aged about 69 years is a fellow member of the Institute of Chartered Accountants of India (ICAI). His area of specialization includes audit, business consultancy, business valuation, corporate management, financial management, pre-acquisition studies, and corporate law. He was involved in audit and taxation of wide selection of Indian and multi-national clients.

The Board considers that the appointment of Mr. Ranjan Kumar Jhalaria as an Independent Director of the Company would be of immense benefit. Accordingly, the Board of Directors recommends his appointment as an Independent Director on the Board of Directors of the Company whose period of office is not liable to retirement by rotation.

He is a Director in Ascot Digital Private Limited and Norben Tea & Exports Ltd. He is not a member in any other Company in India. Mr. Jhalaria does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mr. Ranjan Kumar Jhalaria's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.3 of this Notice relating to the appointment of Mr. Ranjan Kumar Jhalaria as an Independent Director, not liable to retire by rotation, for your approval.

Except Mr. Jhalaria being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3.

- Mrs. Swati Agarwal, aged about 39 years is a fellow member of The Institute of Chartered Accountants of India (ICAI) and an Associate member of The Institute of Company Secretaries of India (ICSI). She has worked with ICICI Bank Limited for 3 years and thereafter, since 2009 is working in a private firm, dealing in matters of finance and taxation.

The Board considers that the appointment of Mrs. Swati Agarwal as an Independent Director of the Company would be of immense benefit. Accordingly, the Board of Directors recommends her appointment as an Independent Director on the Board of Directors of the Company whose period of office is not liable to retirement by rotation.

She is a Director in Norben Tea & Exports Ltd. She is not a member in any other Company in India. Mrs. Agarwal does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

The Nomination & Remuneration Committee and the Board of Directors is of the opinion that Mrs. Swati Agarwal's vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.4 of this Notice relating to the appointment of Mrs. Swati Agarwal as an Independent Director, not liable to retire by rotation, for your approval.

Except Mrs. Agarwal being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

The other details of Mr. Ranjan Kumar Jhalaria & Mrs. Swati Agarwal in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 are annexed to this Notice. Mr. Ranjan Kumar Jhalaria & Mrs. Swati Agarwal are not related to any Director of the Company.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that Mr. Ranjan Kumar Jhalaria & Mrs. Swati Agarwal fulfills the conditions specified in the Act for their appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mr. Ranjan Kumar Jhalaria & Mrs. Swati Agarwal vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No.3 & 4 of this Notice relating to the appointment of Mr. Ranjan Kumar Jhalaria & Mrs. Swati Agarwal as an "Independent Director", not liable to retire by rotation for a 1st term of five consecutive years commencing from the conclusion of the Annual General Meeting for the Financial Year ended 31st March, 2024 till the Annual General Meeting for the Financial Year ended 31st March, 2029, for your approval.

Mr. Ranjan Kumar Jhalaria & Mrs. Swati Agarwal have given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations. The Company has also received:-

- (i) the consent in writing to act as Director and
- (ii) intimation that he/she is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) a declaration to the effect that he/she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

A copy of the draft letter for the appointment of Mr. Ranjan Kumar Jhalaria & Mrs. Swati Agarwal, as Independent Director setting out the terms & conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Mr. Ranjan Kumar Jhalaria & Mrs. Swati Agarwal respectively are concerned or interested in the resolutions of the accompanying notice relating to their own appointment.

None of the other Directors, Key Managerial Personnel and relatives thereof is concerned or interested in the Resolutions at item nos.3 to 4.

IN RESPECT OF ITEM NO.5&6

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs.1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned

company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not. Further, transactions entered into with the related party which are in the ordinary course of business & on arms' length basis during financial year 2023-24 and contract(s)/ arrangement(s)/ transaction(s) proposed to be entered into with the related party in the ordinary course of business of the Company & on arms' length basis for the financial year 2024-25 are required to be ratified or placed before the Members for their approval before such contract(s)/ arrangement(s)/ transaction(s) are given effect to as may be applicable.

It is in the above items that, Resolution No(s) 5 and 6 are placed for the approval of the Members of the Company.

Item No. 5:

Background, details and benefits of the transaction

M/s Norben Tea & Exports Ltd (NTEL) is engaged in the business of growing & manufacturing of tea, is your Promoter Group Company. To make a short term investment earning a competitive rate of interest, your Company has approached and entered into transaction(s) with M/s Norben Tea & Exports Ltd (NTEL), which is a Promoter Group Company of your Company. Accordingly, transaction(s) entered into with NTEL comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations. The amount advanced in one or more tranches (upto a value of Rs. 1 crore per transaction) to NTEL till March 31st, 2024 amounts to Rs.4,03,65,293 out of which Rs.3,42,50,000 has been repaid. The interest on same is due to be paid at the end of the year.

The Management has provided the Audit Committee with the relevant details, as required under law, of RPTs entered into by your Company with NTEL in the financial year 2023-24 including rationale, material terms and basis of pricing. The Audit Committee, after discussion and deliberation, has granted approval for RPTs with NTEL for an aggregate value of up to Rs. 5 crore for the FY 2023-24. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Now, approval of the shareholders is being sought to ratify the said Related Party Transaction(s) entered into by your Company with NTEL in the financial year 2023-24.

Details of the transactions with NTEL, being a related party of the Company, including the information Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and SEBI Circular No.SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:

Sl.	Description	Details
1	Details of Summary of information provided by the Management to the Audit Committee	
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	M/s Norben Tea & Exports Ltd. is a Promoter Group Company of M/s Tongani Tea Company Ltd. ("Company")

b	Name of the Director or KMP who is related	Manoj Kumar Daga, Director of M/s Tongani Tea Company Ltd. ("Company")
c	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract to grant loan not exceeding Rs.5 crore in one or more tranches (upto a value of Rs.1 Crore per transaction). Loan shall be unsecured, repayable on demand and rate of interest shall be 10% per annum.
d	Tenure of the Transaction	Not fixed. The loan obtained is repayable on availability of liquidity.
e	Value of transaction	Up to Rs. 5 crore
f	Percentage of annual consolidated turnover of M/s Tongani Tea Company Ltd. considering FY2022-23 as the immediately preceding financial year.	64.32%
2	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the statement to the resolution no.5
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
i.	details of the source of funds in connection with the proposed transaction	Retained Earnings
ii.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	NA
iii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Loan shall be unsecured, repayable on demand and rate of interest shall be 10% per annum.
iv.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The fund shall be used for short term business purpose.
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	Not Applicable
5.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No.5.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution mentioned at Item No.5 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item No.5 of the accompanying Notice to the shareholders for approval.

Item No. 6

Background, details and benefits of the transaction

M/s. Norben Tea & Exports Ltd (NTEL) is engaged in the business of growing & manufacturing of tea, is your Promoter Group Company. To make a short term investment earning a competitive rate of interest, your Company proposes to enter into transaction(s) with M/s Norben Tea & Exports Ltd., which is a Promoter Group Company of your Company. Accordingly, transaction(s) with NTEL comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations. The amount to be advanced to NTEL will be unsecured and re-payable on demand at an interest rate prevailing in the market. The total value of the proposed transaction(s) could reach Rs. 5 Crore during financial year 2024-25.

The Management has provided the Audit Committee with the relevant details, as required under law, of RPTs proposed to be entered into by your Company with NTEL in the financial year 2024-25 including rationale, material terms and basis of pricing. The Audit Committee, after discussion and deliberation, has granted approval for RPTs with NTEL for an aggregate value of up to Rs. 5 crore to be entered during FY2024-25. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Now, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with NTEL in the financial year 2024-25.

Details of the transactions with NTEL, being a related party of the Company, including the information Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and SEBI Circular No.SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 are as follows:

Sl.	Description	Details
1	Details of Summary of information provided by the Management to the Audit Committee	
a	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	M/s Norben Tea & Exports Ltd. is a Promoter Group Company of M/s Tongani Tea Company Ltd. ("Company")
b	Name of the Director or KMP who is related	Manoj Kumar Daga, Director of M/s Tongani Tea Company Ltd. ("Company")

c	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract to grant loan not exceeding Rs.5 crore in one or more tranches (up to a value of Rs.1 Crore per transaction). Loan shall be unsecured, repayable on demand and rate of interest shall be 10% per annum.
d	Tenure of the Transaction	Not fixed. The loan shall be repayable on availability of liquidity.
e	Value of transaction	Up to Rs. 5 crore
f	Percentage of annual consolidated turnover of M/s Tongani Tea Company Ltd considering FY2023-24 as the immediately preceding financial year.	60.32%
2	Justification for the transaction	Please refer to 'Background, details and benefits of the transaction' which forms part of the statement to the resolution No.6
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
i.	details of the source of funds in connection with the proposed transaction	Retained Earnings
ii.	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	NA
iii.	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Loan shall be unsecured, repayable on demand and rate of interest shall be 10% per annum.
iv.	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	The fund shall be used for short term business purpose.
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered e-mail address of the shareholder	Not Applicable

5.	Any other information that may be Relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.
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The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No.6.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution mentioned at Item No.6 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board of Directors recommend the Ordinary Resolution forming part of Item No.6 of the accompanying Notice to the shareholders for approval.

Regd.Office :
15B, Hemanta Basu Sarani, 3rd Floor,
Kolkata – 700 001

By Order of the Board
For TONGANI TEA COMPANY LIMITED

Date :24th May, 2024

Sd/-
MANOJ KUMAR DAGA
Chairman
DIN:00123386