



HAILEYBURIA TEA ESTATES LIMITED

Registered office: 24/432, Marar Road, Willingdon Island

Cochin – 682 003, Kerala State

CIN: L01132KL1923PLC000415

GSTIN : 32AAACH5287MIZC

Phone : (0484) 2667653

E-mail : chinnartea@gmail.com

Web: www.chinnartea.co.in

NOTICE

NOTICE IS HEREBY GIVEN that the 100th Annual General Meeting of the Members of Haileyburia Tea Estates Limited will be held on Wednesday, July 12, 2023, at 03.00 p.m. at Merchant Navy Club, Willingdon Island, Kochi, Kerala 682003, for the transaction of the following businesses, through Video Conferencing / Other Audio Visual Means in conformity with the regulatory provisions and the Circulars issued by the Ministry of Corporate Affairs, Government of India:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2023 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Smt. Sarita Dugar (DIN:00141933) who retires by rotation at this Annual General Meeting, and being eligible, offers herself for re-appointment.

Special Business

3. **Appointment of Shri Shankar Menon (DIN:00113753) as a Non-executive Independent Director of the Company, to fill the causal Vacancy arise due to death of Shri Zacharias P**

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

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152, read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and rules thereof; the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and regulations [including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force] and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and on the approval of the Board of Directors, the appointment of Shri Shankar Menon (DIN : 00113753), who has given his consent to act a Director of the Company under form DIR-2 to the company, Certificate of Independence pursuant to Section 149 of The Companies Act, 2013 and who is not Disqualified under Section 164 of The Companies Act, 2013, be and is hereby appointed in the category of Non-executive Independent Director, to fill the causal vacancy arising due to death of Shri Zacharias P, for the remaining term of Shri Zacharias (i.e. Till September 10, 2024) commencing w.e.f. February 01, 2023.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. **Ratification/ Approval of Related Party Transactions with M/s. Periyar Plantations Private Limited**

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, the Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time, consent of the members of the company 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. Periyar Plantations Private Limited with respect to Sale, Purchase or Supply of Goods or Materials, Leasing of property of any kind, availing or rendering of any services, appointment of agent/employees for purchase or sale of goods, materials, services or property or appointment of such parties to any office or place of profit in the company or any other transactions of whatever nature, at arm's length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the Consolidated Turnover of the Company in any financial year or upto Rs. 10 crore or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice."

"FURTHER RESOLVED THAT the members be and is hereby ratify and approve the material related party transactions between the Company and M/s. Periyar Plantations Private Limited, for the financial years 2022-23 and onwards, at arm's length basis and in the ordinary course of business."

5. **Approval of outright sale of approx 54 acres of land at Koinakad Division, Semni Valley Estate**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, subject to the consent of the Members in the general meeting be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off its approx. 54 acres of land at Koinakad Division of Semni Valley Tea Estate, Elappara under Elappara Gram Panchayat at Idukki District of Kerala ("Undertaking"), on a slump sale basis on an "as is where is" basis or in any other manner as the Board may deem fit in the interest of the Company, to Prithvi Realcon & Transportation Private Limited (CIN: U45200CT2011PTC022652) having its registered office at C/O Shri Swarup Singh, Shiva Nand Nagar Nav Provision City Division North Raipur CT 492001 IN for a consideration of Rs. 11,50,000/- per acre (Rupees Eleven Lac fifty thousands) on such terms and conditions as may be deemed fit by the Board."

"RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to Shri Yash Dugar, Chief Financial Officer (CFO) of the Company with power to execute, sign and affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

6. **Approval of sale of approx. 120 acres of land of the company**

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



“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, subject to the consent of the Members in the general meeting be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off its approx. 120 acres of land at Idukki District of Kerala (“Undertaking”), on a slump sale basis on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company, to prospective buyers/purchasers on such terms and conditions as may be deemed fit by the Board in future to cover up the huge operational losses face by the company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any one director of the Company with power to execute, sign and affixing the Common Seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

7. **To ratify the valuation of undertaking or assets of the Company by Independent Valuer**

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

“RESOLVED THAT a valuation report of the Company be and is hereby received by the company in order to access the market value of the property and to obtain the financial assistance from the South Indian Bank from an Independent Valuer Dr. Vivish Thomas, Government Registered and IBBI Registered Valuer from Kottayam, Kerala, who has submitted his valuation report to South Indian Bank Limited on 09.03.2023, which forms part of the Explanatory Statement for consideration of shareholders in the meeting.”

“RESOLVED FURTHER THAT the members be and is hereby accorded the Board for examination of the valuation report submitted by the Independent Valuer Dr. Vivish Thomas, Government Registered and IBBI Registered Valuer and considering the background to this valuation presented by the Valuer, unanimously recommends this valuation report to be accepted by the Board of Directors.”

By order of the Board of Directors

Place: Cochin
Date: 10.05.2023

(Neha Chaurasia)
COMPANY SECRETARY
Memb. No. A48602
Address: Haileyburia Tea Estates Limited
24/432, Marar Road, Willingdon Island,
Cochin, Kerala 682003



EXPLANATORY STATEMENT IN TERMS OF REGULATION 36(5) OF LISTING REGULATIONS, 2015

The Explanatory Statement sets out all the material facts to the Items No. 3 to 7 of the accompanying Notice dated 10.05.2023.

Item No.3 of the Notice: Pursuant to provisions of Section 161 (4) of the Companies Act, 2013, rules thereof and the Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee; the Board of Directors at its meeting held on 1st February, 2023 has approved the appointment of Mr. Shankar Menon (DIN : 00113753) in the category of Independent Director, to fill the causal Vacancy arising due to death of Shri Zacharias P, for the remaining term of Shri Zacharias P (i.e. Till 10th September, 2024) commencing with effect from 1st February, 2023. Pursuant to following provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to be effective from 1st January 2022, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

On the recommendation and necessary certificate provided by the Nomination and remuneration Committee, the Board considered said appointment subject to approval of Shareholder in ensuing Annual General Meeting.

In the opinion of the Board of Directors; Shri Shankar Menon possesses integrity, expertise and experience and fulfills the conditions for the appointment as an Independent Director as specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and he is independent of the management of the Company. He holds valid registration certificate with the Databank of Independent Directors.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. Further, the Company has received declarations from him stating that he meets the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that he has not been debarred or disqualified from holding the office as a Director by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs or any such statutory / regulatory authority.

He is not related to any of the Directors/ Key Managerial Personnel of the company. He fulfils the conditions for appointment as an director in the capacity of Independent Director as specified under the Companies Act, 2013 and under the SEBI Listing Regulations and is Independent from the Management and possesses appropriate experience and knowledge.

Item No. 4 of the Notice: Your Company is engaged in the company is mainly engaged in job processing work on grey fabrics through its dyeing and printing units. In line with the above objective and in the best interest of the Company, the Company has been entering into various business transactions with the group entities in the ordinary course of business and at arms' length basis.

The provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of the business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) 1,000 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.



As the value of such transactions exceeds 10% of consolidated turnover of immediately previous year of the Company, upto 10 crores being the threshold limit for Material Related Party Transactions under the SEBI (LODR) Regulations, 2015, your approval is being sought for the financial year 2022-23.

It is hereby proposed those terms of contract for transactions between related parties as mentioned below:

| Sr. No. | Name(s) of the related party | Nature of relationship | Nature of contract/ arrangement/ transactions | Value of transaction | Period for which shareholders' approval is sought for the transactions |
|---------|-------------------------------------|---|--|----------------------|--|
| 1 | Periyar Plantations Private Limited | Relative of director is member in the company | 1.Unsecured Loan 2.Sale and purchase of Goods 3.Supply of manpower | upto 10 crores | For the Financial Year 2022-23 and 2023-24 |

The Audit Committee has approved the proposed transaction, being in the interest of the Company, between related parties of the Company in their meeting held on 10th May, 2023. The same is being placed before the member of the Company as item no. 4 for their Approval.

None of the Directors, except Smt. Sarita Dugar, Shri Ashok Kumar Dugar and Shri Vinod Kumar Dugar or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members. 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 this Item No. 4.

Item No.5 of the Notice: The Company intends to reduce its debts and losses by disposing some of its non-core assets. The Company has identified some unused lands which may be 'substantial' in terms of Section 180 (1) (a) of the Companies Act, 2013 and therefore requires members approval for sale or disposal by way of Special Resolution.

Approval of members is sought for:

– to sell / transfer / dispose off its approx 54 acres of land at Koinakad Division of Semni Valley Tea Estate, Elappara under Elappara Gram Panchayat at Idukki District of Kerala (“Undertaking”), on a slump sale basis on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company, to Prithvi Realcon & Transportation Private Limited (CIN: U45200CT2011PTC022652) having its registered office at C/O Shri Swarup Singh, Shiva Nand Nagar Nav Provision City Division North Raipur CT 492001 IN for a consideration of Rs. 11,50,000/- per acre (Rupees Eleven Lac fifty thousands).

The consideration to be received on sale, transfer or sale of above land shall be utilized in paying off the Company’s long/short term debts. The said arrangement will enable the Company to reduce the interest costs thus improving the profits of the Company.

Further, the Company is in the process of negotiating the consideration and other terms & conditions with the potential purchaser(s) of the said property. In view of the same, the Board of Directors at its meeting held on May 10, 2023 has subject to the approval of members of the Company by a special resolution and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary, approved to sell, transfer or dispose off the Company’s approx 54 acres of land at Koinakad Division of Semni Valley Tea Estate, Elappara under Elappara Gram Panchayat at Idukki District of Kerala (“Undertaking”),



on a slump sale basis on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company, to Prithvi Realcon & Transportation Private Limited (CIN: U45200CT2011PTC022652) having its registered office at C/O Shri Swarup Singh, Shiva Nand Nagar Nav Provision City Division North Raipur CT 492001 IN, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, lease deeds, sale deed, agreement for sale, development agreements, TDR Sale agreements, deeds of conveyances and irrevocable powers of attorney etc. and such other documents in the best interest of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution. The Board recommends the Resolution of the Notice for approval of the members by a Special Resolution.

Item No.6 of the Notice: The Company is facing huge financial crisis and also unable to pay the daily wages to its 850 workers and staffs and also facing problems in paying off its statutory liabilities and dues in time. So to reduce the debts and losses of the company, its wants to dispose off some of its non-core and unused lands. The Company has identified some unused lands which may be ‘substantial’ in terms of Section 180 (1) (a) of the Companies Act, 2013 and therefore requires members approval for sale or disposal by way of Special Resolution for any sale in future.

Approval of members is sought for:

- to sell / transfer / dispose off its approx. 120 acres of land at Idukki District of Kerala (“Undertaking”), as and when required in future on a slump sale basis on an “as is where is” basis or in any other manner as the Board may deem fit in the interest of the Company, to any buyer/purchase which includes any individual or body corporate, a LLP on such consideration which will be decided by the Board in mutual understanding with the interested parties.

The consideration to be received on sale, transfer or sale of above land shall be utilized in paying off the Company’s long/short term debts. The said arrangement will enable the Company to reduce the interest costs thus improving the profits of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution. The Board recommends the Resolution of the Notice for approval of the members by a Special Resolution.

Item No.7 of the Notice: The Company has received a Valuation Report from an Independent Government Registered and IBBI Registered Valuer on March 13, 2023, at the time of taking obtaining financial assistance from the South Indian Bank Limited. The last valuation of assets was done by the company in the year 1992 and the members are requested to take note of the said valuation report and ratify and approve the same in the ensuing Annual General Meeting of the company.

The said report is available on the website the website of the company at www.chinnartea.co.in for inspection of the shareholders. None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution. The Board recommends the Resolution of the Notice for approval of the members by an Ordinary Resolution.

By order of the Board of Directors

Place: Cochin
Date: 10.05.2023

(Neha Chaurasia)
COMPANY SECRETARY
Memb. No. A48602



Annexure to Item No. 2 of the Notice

Details of Director seeking appointment and re-appointment at the 100th Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

| | |
|---|---|
| DIN | 00141933 |
| Name of the Director | Smt. Sarita Dugar |
| Date of Birth | 01/01/1959 |
| Nationality | Indian |
| Date of Appointment on the Board | 30/03/2015 |
| Qualifications | M. Sc. (Child Development & Management) |
| Experience and nature of his expertise | Homemaker |
| No. of shares held in the Company | 389892 |
| Relationship with other Directors and Key Managerial Personnel | Wife of Shri Ashok Kumar Dugar, Managing Director |
| Terms & Conditions of Appointment | Non-Executive, Non Independent Director, liable to retire by rotation |
| Number of meetings of Board attended during the financial year 2022-23 | 4 of 5 |
| Directorship held in other Public Company | 3 |
| Chairmanships/Memberships of Committees of Board of Companies including this company of which he is a Director. | - |
| Remuneration Details (Including sitting Fees & Commission) | - |

By order of the Board of Directors

Place: Cochin

Date: 10.05.2023

(Neha Chaurasia)

COMPANY SECRETARY

Memb. No. A48602

**Notes:-**

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, and clarification circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR /P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 100th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 100th AGM shall be the Registered Office of the Company.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the Special Business under Item nos. 3 set above and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment/ re-appointment at this Annual General Meeting is annexed hereto.
3. The requirement to place the matter relating to the appointment of Statutory Auditors for ratification by Members at every Annual General Meeting has been done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed from the conclusion of the 96th Annual General Meeting held on September 16, 2019.
4. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 100th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Participation of Members through VC /OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 (“the Act”).
6. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
7. 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.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the 100th AGM and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 100th AGM and the Annual Report for the year 2023 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company’s email address at: chinnartea@gmail.com.



- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
9. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year 2023 will also be available on the Company's website www.chinnartea.co.in for their download and on the website of CDSL [https:// www.evotingindia.com](https://www.evotingindia.com) . Members may also note that pursuant to Sections 101 and 136 of the Act read with the Rules framed thereunder, the Notice calling the 100th AGM along with the Annual Report for Financial Year 2023 are being sent by electronic mode to those Members whose E-mail addresses are registered with the DPs or the Company/Purva Shareregistry (India) Pvt. Ltd., unless the Members have requested for a physical copy of the same.
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 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 100th AGM, i.e. July 12, 2023. Members seeking to inspect such documents can send an email to chinnartea@gmail.com
11. Green Initiative: To support the Green Initiative, members who have not registered their e-mail address are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc from the Company electronically.
12. Share Transfer permitted only in Demat: As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the above and to avail the benefits of dematerialization and ease portfolio management, Members are requested to consider dematerialized shares held by them in physical form.
13. Shareholders' Communication: Members are requested to send all communications relating to shares and change of address, bank details, email address etc. to the Registrar and Share Transfer Agents at the following address:

Purva Shareregistry (India) Pvt. Ltd.

Address: Unit No. 9, Ground Floor, Shiv Shakti Ind. Estt,

J. R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011

Tel. No. (022) 2301 8261.

14. Voting:

All persons whose names are recorded in the Register of Members maintained by the Depositories as on the cut-off date namely July 5, 2023 only shall be entitled to vote at the Annual General Meeting by availing the facility of remote e-voting or by voting at the General Meeting.

I. VOTING THROUGH ELECTRONIC MEANS

1. 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 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 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 AGM will be provided by CDSL.



2. The voting period begins on Sunday, July 09, 2023 at 09.00 a.m. and ends on Tuesday, July 11, 2023 at 05.00 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 (record date) of July 5, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
3. The members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
4. The Company has appointed M/s. S Khurana & Associates, Practicing Company Secretaries, New Delhi to act as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
5. The Results shall be declared within 48 hours after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.chinnartea.com and on the website of CDSL www.evotingindia.com.
6. Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. July 5, 2023 may obtain the login details in the manner as mentioned below.

The instructions for shareholders voting electronically are as under:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form

| | |
|---------------------------------------|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 | 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. |
| Details OR Date of Birth (DOB) | If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |



- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to 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.

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

- (xvii) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.



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 on 1800225533.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote 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 Remote 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 AGM.
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 atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at chinnartea@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at chinnartea@gmail.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 AGM 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. Member, who needs assistance before or during the AGM, can contact CDSL by sending an email to helpdesk.evoting@cdslindia.com or call 1800225533.
12. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

By order of the Board of Directors

Place: Cochin
Date: 10.05.2023

(Neha Chaurasia)
COMPANY SECRETARY
Memb. No. A48602