

Notice

Notice is hereby given that the Fortieth (40th) Annual General Meeting (AGM) of Kanco Tea & Industries Limited will be held on Thursday, 27th July, 2023 at 11:30 a.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 Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2023, together with the reports of the Board of Directors and Auditors thereon;
2. To declare dividend of ₹ 1 per Equity Share (being 10% on Face Value of ₹10 per share) for the financial year ended 31st March, 2023.
3. To appoint a director in place of Mr. Umang Kanoria (DIN: 00081108), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. Appointment of Mr. Ravindra Suchanti as Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Act the Artical of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mr. Ravindra Suchanti (DIN: 00143116), who was appointed as an Additional Director in the capacity of an Independent Director of the Company by the Board of Directors, with effect from 28th April, 2023 based on the recommendation of the Nomination and Remuneration committee and subject to the approval of the shareholders and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 consecutive years with effect from 28th April, 2023 to 27th April, 2028 and he shall not be liable to retire by rotation."

5. Appointment of Mr. Dipankar Samanta as Non-Executive-Non Independent Director

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

"RESOLVED THAT Mr. Dipankar Samanta (DIN:10176966), who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, as an Additional Director in the capacity of Non-Executive Non-Independent Director of the Company effective from 30th May,2023 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company liable to retire by rotation."

6. Ratification of remuneration payable to Cost Auditors

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act,2013 (as amended) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration of M/s A.C.Dutta & Co (Registration No.000125), Cost Accountants, appointed by the Board of Directors, on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March,

Notice

2024 at a remuneration of Rs. 50,000 plus applicable taxes and reimbursement of out-of-pocket expenses, be and is hereby ratified.”

Registered Office:

Jasmine Tower, 3rd Floor
31, Shakespeare Sarani, Kolkata – 700017
CIN: L15491WB1983PLC035793
Telefax: (033) 22815217
Email: contact@kancotea.in
Website: www.kancotea.in
Dated: 30th May, 2023

By Order of the Board
For: **Kanco Tea & Industries Limited**

Charulata Kabra
Company Secretary
Membership No. F9417

NOTES:

- I. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated Circular No. 2/2022 dated May 5, 2022 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021 and December 28, 2022 (collectively referred to as “MCA Circulars”), Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Covid-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic” and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The deemed venue for the 40th AGM shall be the registered office of the Company at Jasmine Tower, 3rd Floor, 31, Shakespeare Sarani, Kolkata – 700017.
- II. The AGM being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Since the AGM will be held through VC / OAVM, the Route map is not annexed to this Notice. Corporate Members authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting or e-voting during the AGM, are requested to send scanned copy (PDF/JPG) of its Board or governing body Resolution / authority letter, together with attested specimen signature of the duly authorized signatory through email to the Scrutinizer or the Company at aklabhcs@gmail.com with copies marked to the Company at compliance@kancotea.in and to its RTA at rta@cbmsl.com.
- III. The Members can join the AGM 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 AGM through VC/OAVM will be made available to at least 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, Scrutinizer, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- IV. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- V. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kancotea.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited, and the Calcutta Stock Exchange Limited at www.bseindia.com and www.cse-india.com, respectively, and the AGM Notice is also available on the website of CDSL i.e www.evotingindia.com.
- VI. Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect to Special Business at Item No. 4 of the accompanying Notice is annexed hereto.

Notice

- VII. Pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, the details in respect of Director seeking appointment and re-appointment at this AGM are provided as an annexure to the Notice.
- VIII. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 21st July, 2023 to Thursday, 27th July, 2023 (both days inclusive) for the purpose of payment of the dividend for the financial year ended 31st March, 2023 and the 40th Annual General Meeting.
- IX. Dividend, as recommended by the Board, if approved at the Annual General Meeting by the Members, will be paid latest within a period of 30 days from the date of declaration, to
- (a) to all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose at the end of the business hours on 20th July, 2023.
 - (b) to all Members in respect of Shares held in physical form, after giving effect to valid transfer, transmission or transposition requests lodged with the Company on or before 20th July, 2023.
- X. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company/ Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, in case the shares are held by them in physical form.
- XI. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, on the website of the Company's Registrar and Transfer Agents, C B Management Services (P) Ltd at www.cbmsl.com. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- XII. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or C B Management Services (P) Ltd, for assistance in this regard.
- XIII. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- XIV. Members who have neither received or encashed their dividend warrant(s) for the financial years 2015-2016 to 2017-2018 and 2020-2021 to 2021-2022, are requested to write to the Company or its Registrar and Share Transfer Agent, mentioning the relevant Folio Number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s). Members are requested to note that the dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.
- XV. To avoid loss of dividend warrants in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH). Members holding shares in physical form and desirous of availing this facility of electronic remittance are requested to provide their latest bank account details (Core Banking Solutions Enabled Account Number, 9-digit MICR and 11-digit IFSC Code), along with their Folio Number, to the Company's Registrar and Share Transfer Agent - C B Management Services (P) Ltd. Members holding shares in electronic form are requested to provide the said details to their respective Depository Participants.

Notice

- XVI. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members.
- XVII. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent.
- XVIII. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant. The nomination form can be downloaded from the Company's website www.kancotea.in or from the website of the Company's Registrar and Transfer Agents, C B Management Services (P) Ltd at www.cbmsl.com.
- XIX. At the thirty-sixth AGM held on 13th August, 2019, the Members approved appointment M/s NKSJ & Associates, Chartered Accountants (Registration No. 329563E) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of 36th AGM till the conclusion of the 41st AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from 7th May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 40th AGM.
- XX. Notice of the 40th AGM along with the Annual Report for the year 1st April 2022 to 31st March, 2023, instructions for e-voting and instructions for attending AGM through VC/OAVM, is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any Member has requested for physical copy of the same. Members may note that the aforesaid documents will also be available on the Company's website www.kancotea.in, websites of the Stock Exchanges i.e. Calcutta Stock Exchange Limited and BSE Limited at www.cse-india.com and www.bseindia.com respectively and on the website of CDSL i.e. www.evotingindia.com. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively.
- XXI. All the documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection. Scanned copies of the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act and the Register of Contracts or Agreements in which the Directors are interested maintained under Section 189 of the Act will be available for inspection by the Members in electronic mode during the AGM.
- XXII. Members having queries may send their queries in advance seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- XXIII. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending an email to contact@kancotea.in/rta@cbmsl.com latest by Monday, 17th July, 2023. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to contact@kancotea.in/rta@cbmsl.com. The aforesaid declarations and documents need to be submitted by the shareholders latest by Monday, 17th July, 2023.

Notice

XXIV. Voting through electronic means: **Remote e-voting and e-voting during AGM**

- a. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and December 28, 2022, the Company is providing the 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 for facilitating voting through electronic means. The facility of casting votes by a member using remote e-Voting system is provided by CDSL.
- b. The remote e-voting period begins on Monday, 24th July, 2023 (9:00 a.m. IST) and ends on Wednesday, 26th July, 2023 (5:00 P.M) During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 20th July, 2023 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The voting rights of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date.
- c. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e Thursday, 20th July, 2023.
- d. 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.
- e. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Thursday, 20th July, 2023 may obtain the login ID and password by sending a request at compliance@kancotea.in/ rta@cbmsl.com.
- f. Mr. A.K.Labh, Practising Company Secretary (FCS – 4848 / CP-3238) (Address: A.K.Labh & Co, 40, Weston Street, 3rd Floor, Kolkata - 700013) has been appointed as the Scrutinizer for conducting the remote e-voting and e-voting process at the AGM in a fair and transparent manner.
- g. E-voting Instructions: The details of the process and manner for remote e-voting are explained herein below:
 - i) Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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.

Notice

Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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. 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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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.nsd.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> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.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.nsd.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	<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

Notice

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 022- 23058738 and 022-23058542-43.
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

(ii) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- a. The shareholders should log on to the e-voting website www.evotingindia.com.
- b. Click on "Shareholders" module.
- c. 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.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. 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.
- f. 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) <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 indicated in the PAN field of the email sent to them. • Members who have not registered their email address may obtain the sequence number from the Company after registering their email address as per process defined in point no.
Dividend Bank Details OR Date of Birth (DOB)	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. <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 as mentioned in instruction (v).

Notice

- (iii) After entering these details appropriately, click on "SUBMIT" tab.
- (iv) 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.
- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for the relevant <KANCO TEA & INDUSTRIES LIMITED>.
- (vii) 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.
- (viii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xii) 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.
- (xiii) Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xiv) Note for Non – Individual Shareholders and Custodians
 - 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; aklabhcs@gmail.com/ compliance@kancotea.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xv) 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,

Notice

Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cDSLindia.com or call on 022-23058542/43.

(xvi) **Process for those shareholders whose email addresses are not registered with the Depositories/ Company for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, CB Management Service (P) Limited at rta@cdmsl.com, to receive copies of the Annual Report 2022-2023 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update other KYC details/bank account details for the receipt of dividend:

- Members holding shares in Physical form : Register / update the details in prescribed Form ISR 1 duly filed and signed with C B Management Services Pvt. Ltd., Registrar and Share Transfer Agent ("RTA") of the Company at rta@cbmsl.com Members may download the prescribed forms from www.kancotea.in / www.cbmsl.com.
- Members holding shares in Demat form : Please contact your Depository Participant (DP), and register/ update your email address and/or bank account details as per the advice given by your DP

(xvii) Instructions for Members attending the Annual General Meeting (AGM) through VC/OAVM and e-voting during the Annual General Meeting (AGM) are as under:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM 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. Only those members, 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.
4. 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.
5. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID"
6. Members are encouraged to join the Meeting through Laptops / IPads for better experience.
7. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
8. 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.
9. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at compliance@ kancotea.in from Monday, 3rd July, 2023 (9:00 a.m. IST) to Saturday, 8th July, 2023 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Notice

- 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 toll free no. 1800 22 55 33.

g. General Information

- The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses who are not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same.
- The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of CDSL immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed.
- Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e., Thursday, 27th July, 2023.

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

Item No-4

Pursuant to the Articles of Association of the Company and in terms of Sections 149, 150, 152, 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") as amended and on the recommendation of the Nomination and Remuneration Committee of the Company Mr. Ravindra Suchanti holding DIN: 00143116 was appointed as an Additional Director of the Company in the Independent category with effect from 28th April, 2023 to hold office for a term of five consecutive years subject to the approval of the Members in the General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for appointment as director of the Company.

Mr. Ravindra Suchanti born on 7th December, 1958 is an alumni of Mayo College, Ajmer and St. Stephens College, Delhi. He retired as Chairman & CEO of J. Thomas & Co. Pvt. Ltd in April, 2021. He was member of numerous tea committees during his tenure at J.Thomas Co. Pvt. Ltd. He has vast experience in domestic auction operations, tea tasting and manufacturing of tea. He has 43 years rich experience in Tea Industry.

Mr. Suchanti is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 as amended. The Company has received declaration from her confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 read with rules as amended and Regulation 16(b), 25(8) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. Mr. Suchanti does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

It is proposed to appoint Mr. Suchanti as an Independent Director of the Company, to hold office for five consecutive years with effect from 28th April, 2023 not liable to retire by rotation.

Mr. Suchanti is concerned or interested in the resolution set out at item No. 4, which pertains to his appointment. The relatives of Mr. Suchanti may be deemed interested in the resolution set out at item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.4 of the Notice. The Board recommends the Resolution to be passed as Special Resolution by the Members.

Notice

Item No-5

Pursuant to the Articles of Association of the Company and in terms of Sections 152, 161(1) and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") as amended and on the recommendation of the Nomination and Remuneration Committee of the Company Mr. Dipankar Samanta holding DIN: 10176966 was appointed as an Additional Director of the Company in the Non-Executive Non Independent category with effect from 30th May, 2023 to hold office upto the date of the ensuing Annual General Meeting or the last date on which the ensuing Annual General Meeting should have been held, whichever is earlier. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for appointment as director of the Company.

Mr. Dipankar Samanta born on 22nd December, 1956 and holds Master degree in Commerce. He was the functional head of credit department of Punjab National Bank, Zonal Office at Kolkata at the time of retirement. He has 38 years of rich experience in banking sector. He is at present advisor to Maithan Steel & Power Limited and Baram Mullick & Radharaman Mullick, LLP.

Mr. Samanta is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 as amended. Mr. Samanta does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

It is proposed to appoint Mr. Samanta as Non-Executive Non Independent Director of the Company liable to retire by rotation.

Mr. Samanta is concerned or interested in the resolution set out at item No. 5, which pertains to his appointment. The relatives of Mr. Samanta may be deemed interested in the resolution set out at item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.5 of the Notice. The Board recommends the Resolution to be passed as Ordinary Resolution by the Members.

Item No-6

The Board, on the recommendation of the Audit Committee, in its meeting held on 30th May, 2023, has approved the appointment and remuneration of M/s A. C. Dutta & Co., as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2024.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with rules made thereunder, the remuneration payable of Rs. 50,000/- (Rupees Fifty Thousand Only) plus taxes as applicable and reimbursement of out-of-pocket expenses payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set at item No.6 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2024.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.6 of the Notice. The Board recommends the Resolution to be passed as Ordinary Resolution by the Members.

Details of Director seeking appointment/reappointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) as amended.

Particulars	Mr. Umang Kanoria	Mr. Ravindra Suchanti	Mr. Dipankar Samanta
DIN	00081108	00143116	10176966
Designation/Category	Managing Director	Independent Director	Non-Executive Non Independent Director
Date of Birth and Age	2 nd November, 1959, 64 years	7 th December, 1958, 64years	22 nd December,1956, 67years
Date of first Appointment on the Board	23 rd September, 2013	28 th April, 2023	30 th May,2023

Notice

Qualifications	B.Com (Hons.), ACMA, M.B.A.	B.A(Hons) in History	M.Com
Brief Profile, Experience, and Expertise in specific functional areas	Has rich experience in Tea industry and has served as past president of Indian Chamber of Commerce and Tea Association of India. He is at present member of the Committees in Indian Tea Association and Tea Association of India.	He has vast experience in domestic auction operations, tea tasting and manufacturing of tea. He has 43 years rich experience in Tea Industry. He retired as Chairman & CEO of J.Thomas & Co. Pvt. Ltd. In April, 2021. He was member of numerous tea committees during his tenure at J.Thomas Co. Pvt. Ltd.	He has 38 years of rich experience in banking sector. He was functional head of Credit Department of Punjab National Bank, Circle Office and Zonal office at Kolkata for 8 years. He is at present engaged as advisor to Maithan Steel & Power Limited and Balaram Mullick & Radharaman Mullick LLP.
Number of Meetings of the Board attended during the year	5(five)	--	--
Directorships held in other Public Companies (excluding Foreign, Private and Section 8 Companies)	1. Kanco Enterprises Limited 2.Stel Holdings Limited 3.Saregama India Limited 4. Spencer & Company Limited 5. The Bengal Rowing Club 6. Winnow Investments and Securities Private Limited 7. Woodlands Multispeciality Hospital Limited	Public Companies: 1.Jardine Henderson Limited 2.The Scottish Assam (India) Ltd	Nil
Name of Listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Memberships / Chairmanships of committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Kanco Enterprises Limited Member- Stakeholders Relationship Committee Stel Holdings Limited Chairman- Audit Committee Member- Stakeholders Relationship Committee Saregama India Limited Chairman- Audit Committee Member- Stakeholders Relationship Committee Woodlands Multispeciality Hospital Limited Member- Audit Committee	Jardine Henderson Limited Member- Audit Committee	Nil
Number of shares held by him in Kanco Tea & Industries Limited: Equity			
a) Own	Nil	Nil	Nil
b) Beneficial basis	466605	Nil	Nil
Preference	Nil	Nil	Nil

Notice

Relationship with any Director(s) and KMPs of the Company	Mrs. Anuradha Kanoria and Mr. Umang Kanoria are related as Spouse.	Nil	Nil
Skills and capabilities for the role of Independent Director and how he/she meets such requirements	N.A.		
Terms and Conditions of Re-appointment	He is due for retirement by rotation at the ensuing AGM. Hence, he is being re-appointed in compliance with the applicable provisions of the Companies Act, 2013.	He was appointed as Non-Executive Independent Director w.e.f. 28 th April, 2023 for a tenure of 5 years, subject to the approval of the shareholders.	He was appointed as Non-Executive Non Independent Director w.e.f. 30 th May, 2023 to hold office upto the date of the ensuing Annual General Meeting or the last date on which the ensuing Annual General Meeting should have been held, whichever is earlier. It is proposed to appoint Mr. Samanta as Non-Executive Non Independent Director of the Company liable to retire by rotation.
Details of Remuneration sought to be paid	He shall be paid remuneration accordance with Section 197 & 198 and other applicable provisions of the Companies Act, 2013 read with Part II of Schedule V to the Companies Act, 2013 as approved by the shareholders in the 39 th Annual General Meeting.	He shall be paid a fee for attending meetings of the Board and reimbursement of expenses for participating in the Board meetings.	He shall be paid a fee for attending meetings of the Board and reimbursement of expenses for participating in the Board meetings.

Registered Office:

Jasmine Tower, 3rd Floor
 31, Shakespeare Sarani, Kolkata – 700017
 CIN: L15491WB1983PLC035793
 Telefax: (033) 22815217
 Email: contact@kancotea.in
 Website: www.kancotea.in
 Dated: 30th May, 2023

By Order of the Board
 For: **Kanco Tea & Industries Limited**

Charulata Kabra
 Company Secretary
 Membership No. F9417