

## Notice

Notice is hereby given that the Forty Second (42nd) Annual General Meeting (AGM) of Kanco Tea & Industries Limited will be held on Tuesday, 26th August, 2025 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, 2025, together with the reports of the Board of Directors and Auditors thereon;
2. 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:

3. **Re-appointment and Remuneration Payable to Mr. Umang Kanoria as the Managing Director of the Company**

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

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules made there under read with Schedule V of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) or any other applicable laws for the time being in force and in accordance with the provisions of the Articles of Association of the Company, pursuant to recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded for the reappointment of Mr. Umang Kanoria (DIN: 00081108) as the Managing Director of the Company for a term of 3 years with effect from 1st August, 2025 to 31st July, 2028 whose office shall be liable to retire by rotation, on such terms and conditions including remuneration as set out in the explanatory statement attached hereto."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to alter and vary the terms and conditions of the appointment in such manner as may be agreed to by the Board and Mr. Umang Kanoria but so as not to exceed the limits specified in Schedule V of the Companies Act, 2013 or any amendments thereto or enactments thereof, with effect from such date as may be decided by it."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all steps and perform such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

4. **Ratification of remuneration payable to M/s A.C. Dutta & Co., 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 and the rules framed thereunder, as amended from time to time, the shareholders of the Company do hereby ratify the remuneration of Rs. 60,000/- p.a. (Rupees Sixty Thousand Only) in addition to applicable taxes and reimbursement of related expenses, to M/s A.C. Dutta & Co (Registration No.000125), Cost Accountants), who were appointed by the Board of Directors of the Company, as Cost Auditors, to conduct audit of the cost records maintained by the Company, for the financial year ending 31st March, 2026."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all steps and perform such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

5. **Appointment of M/s. LABH & LABH Associates, Company Secretaries, as Secretarial Auditor of the Company:**

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

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**"RESOLVED THAT** pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Section 204 of the Companies Act, 2013 ("the Act") and the rules made thereunder and other applicable provisions, if any, of the Act, M/s. LABH & LABH Associates, Company Secretaries (FIRM Registration No. : P2025WB105500) be and are hereby appointed as Secretarial Auditor of the Company, for a period of five consecutive financial years, i.e., 2025-2026 to 2029-2030, at such remuneration as may be decided by the Board of Directors of the Company in consultation with the Secretarial Auditor of the Company.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to decide and/or alter the terms and conditions of the appointment including the remuneration for subsequent financial years as it may deem fit."

Registered Office:  
Jasmine Tower, 3rd Floor  
31, Shakespeare Sarani, Kolkata – 700017  
CIN: L15491WB1983PLC035793  
Telefax: (033) 22815217  
Email: [contact@kancotea.in](mailto:contact@kancotea.in)  
Website: [www.kancotea.in](http://www.kancotea.in)  
Dated: 30th May, 2025

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

**Charulata Kabra**  
Company Secretary  
Membership No. F9417

### NOTES:

- I. The Ministry of Corporate Affairs, Government of India ('MCA') has vide its circular no. 9/2024 dated 19 September 2024, read with general circulars no. 14/2020 dated 8 April 2020, no. 17/2020 dated 13 April 2020, no. 20/2020 dated 5 May 2020 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') has vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3 October 2024 read with its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 (collectively referred to as 'SEBI Circulars'), permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing facility / Other Audio Visual Means ('VC/OAVM'), on or before 30 September 2025, without the physical presence of the shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA & SEBI Circulars, the 42nd AGM of the Company is being held through VC/OAVM.
- 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](mailto:aklabhcs@gmail.com) with copies marked to the Company at [compliance@kancotea.in](mailto:compliance@kancotea.in) and to its RTA at [rta@cbmsl.com](mailto: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

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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](http://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](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com), respectively, and the AGM Notice is also available on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com).
- VI. Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect to Special Business- 3 and 4 of the accompanying Notice is annexed hereto.
- 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 Directors seeking appointment and re-appointment at this AGM are provided as an annexure to the Notice (Annexure – “A”).
- 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 Wednesday, 20th August, 2025 to Tuesday, 26th August, 2025 (both days inclusive) for the purpose of 42nd Annual General Meeting.
- IX. SEBI, vide its circular dated 3 November, 2021 (subsequently amended by circulars dated 14 December, 2021, 16 March, 2023 and 17 November, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from 1 April, 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.
- X. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. Further, transmission or transposition of securities held in physical or dematerialised form shall be affected only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s. C B Management Services (P) Ltd for assistance.

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; 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 May 18, 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.

- XI. Shareholders are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements. Accordingly, it is hereby advised to the shareholders to inform the Com-

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pany about any such agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges on it becoming aware of it within the prescribed timelines.

[Explanation: For the purpose of this clause, the term 'directly or indirectly' includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]

- XII. In case of joint holders, 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 at the AGM.
- XIII. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Registrar and Share Transfer Agent of the Company, in case the shares are held by them in physical form.
- XIV. Members who have neither received or encashed their dividend warrant(s) for the financial years 2017-2018 and 2020-2021 to 2022-2023, 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 IFS 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.
- 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. SEBI VIDE CIRCULAR NOS. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, the investors can initiate dispute resolution through the ODR Portal (<https://smar-todr.in/login>).
- XIX. Notice of the 42nd AGM along with the Annual Report for the year 1st April 2024 to 31st March, 2025, 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](http://www.kancotea.in), websites of the Stock Exchanges i.e. Calcutta Stock Exchange Limited and BSE Limited at [www.cse-india.com](http://www.cse-india.com) and [www.bseindia.com](http://www.bseindia.com) respectively and on the

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website of CDSL i.e [www.evotingindia.com](http://www.evotingindia.com). As per Regulation 36 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations, 2015'), as amended, the web-link, including the exact path, where complete details of the Annual Report are available will also be sent to those member(s) who have not registered their email address(es) either with the Company or with any Depository or CB Management Services (P) Ltd, Registrar & Share Transfer Agent (RTA) of the Company.

- XX. 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.
- XXI. 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.
- XXII. Voting through electronic means: Remote e-voting and e-voting during AGM
- a. 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.
  - b. The remote e-voting period begins on Thursday, 21st August, 2025 (9:00 a.m. IST) and ends on Monday, 25th August, 2025 (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. Tuesday, 19th August, 2025, 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. Tuesday, 19th August, 2025.
  - 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. Tuesday, 19th August, 2025 may obtain the login ID and password by sending a request at [compliance@kancotea.in](mailto:compliance@kancotea.in)/ [rta@cbmsl.com](mailto: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 CDSL/NSDL is given below:



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Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> </ol>
	<ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> </ol>
	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting</li> </ol>

Type of shareholders	Login Method
	4. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

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

- a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://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.

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- 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](http://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	<p>Enter your 10 digit 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"> <li>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.</li> <li>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. h</li> </ul>
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"> <li>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.</li> </ul>

- (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



## Notice *(Contd.)*

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](http://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution / Authority Letter / 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](mailto:aklabhcs@gmail.com)/ [compliance@kancotea.in](mailto: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.
- Please note that in case of Non-Individual Shareholders (i.e. other than individuals, HUF, NRI, etc.), furnishing of the Board Resolution/Authority Letter/ Power of Attorney, in any mode as mentioned hereinabove is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.
- 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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

### (xv) **Process for those shareholders whose email addresses/mobile nos. are not registered with the Depositories/Company**

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.

### **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

## Notice (Contd.)

displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. 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.
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. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
7. Further Shareholders 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. Shareholders 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](mailto:compliance@kancotea.in) from Monday, 11th August, 2025 (9:00 a.m. IST) to Monday, 18th August, 2025 (5:00 p.m. IST). Those Shareholders 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.
10. 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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no.1800 21 09911.

### h. General Information

1. 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.
2. 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.
3. 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., 26th August, 2025.

## Notice *(Contd.)*

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

#### Item No-3

Mr. Umang Kanoria (DIN:00081108), born on 2nd November, 1959, aged about 66 years is a Commerce Graduate with Honours from St. Xavier's College, Kolkata and an Associate Member of the Institute of Cost Accountants of India. He also holds a Masters in Business Administration from International Institute for Management Development, Switzerland. He has vast experience in Tea Industry and has served as past president of Indian Chamber of Commerce and Tea Associations of India. He is at present member of the Committees in Indian Tea Association and Tea Association of India. He is the Non-Executive Director of the Company since 23rd September, 2013. His present tenure as Managing Director will end on 31st July, 2025.

The Board of Directors of the Company at their meeting held on 30th May, 2025 has, on the recommendation of the Nomination and Remuneration Committee reappointed Mr. Umang Kanoria as the Managing Director of the Company for a period of three years w.e.f. 1st August, 2025 on such terms and conditions as mentioned in the draft agreement, to be entered into between the Company and Mr. Umang Kanoria subject to the approval of the members. In accordance with the requirements of Schedule V to the Companies Act, 2013 the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor. A statement containing the requisite information in accordance with the requirement of Section II of Part II to Schedule V to the Companies Act, 2013 is also attached to this notice and marked as Annexure – "B".

The Board considers that his financial and management skills and robust knowledge in Tea Industry, along with better understanding of Company's structure and policies shall continue to play a pivotal role in the Company's growth.

Mr. U. Kanoria holds directorship/committee membership in the following Public Companies in addition to his directorship in Kanco Tea & Industries Limited: -

1. Kanco Enterprises Limited
2. Saregama India Limited
3. PCBL Chemical Limited
4. Spencer and Company Limited
5. Woodlands Multispeciality Hospital Limited
6. Winnow Investments and Securities Private Limited

Sl No.	Name of Company	Nature of Office
1	Kanco Enterprises Limited	Chairman- Share Transfer Committee Member- Stakeholders Relationship Committee Member- Finance and Investment Committee
2	Kanco Tea & Industries Limited	Chairman- Share Transfer Committee Member- Stakeholders Relationship Committee Chairman- CSR Committee Member- Finance and Investment Committee
3	Saregama India Limited	Chairman- Audit Committee Member- Nomination and Remuneration Committee Member- Stakeholders Relationship Committee Member- CSR Committee Member- Independent Directors' Committee

## Notice *(Contd.)*

Sl No.	Name of Company	Nature of Office
4	Woodlands Multispeciality Hospital Limited	Member- Audit Committee Chairman- Nomination and Remuneration Committee

The abstract of terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors, governing the appointment of Mr. Umang Kanoria as the Managing Director of the Company is as under:

1. Salary (Basic) per month: ₹ 2,25,000/-
2. Commission- 5% of the net profits subject to 100% of Salary
3. Allowances/Perquisites:

### **Gas/Electricity/ Water and Furniture/fixtures: -**

Expenditure incurred to be valued as per Income Tax Rules, 1962

### **Medical Reimbursement**

Expenditure incurred by the Managing Director and his family, subject to a ceiling of one month's salary (basic) in a year or three months' salary (basic) over a period of three years.

### **Club Fees**

Actual Fees for a maximum of two clubs. Admission fee and life membership fee shall not be paid by the Company.

4. The following shall not be included in the computation of ceiling on remuneration specified above:
  - (a) One and a Half month's leave with full pay and perquisites, subject to a maximum accumulation of leave for 90 days.
  - (b) Encashment of un-availed leave at the end of the tenure or at specified intervals will be as per Scheme of the Company
  - (c) Provision of car for use in relation to Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Managing Director.

### **5. Minimum Remuneration:**

In the event of loss or inadequacy of profit in any financial year, the Managing Director shall be paid monthly remuneration not exceeding the applicable ceiling laid down in Section ii of Part II of Schedule V to the Companies Act, 2013.

### **6. General:**

-That the Managing Director shall not be entitled for any sitting fees for attending the meeting of the Board of Directors of the Company or any Committees thereof, as long as he functions as the Managing Director.

-That the Managing Director shall be liable to retire by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013.

-That the Managing Director as well as the Company shall have the rights to terminate this agreement by giving the other six months' notice in writing, subject to the discretion of the Board of Directors of the Company, to agree at a shorter notice.

## Notice *(Contd.)*

-That the terms and conditions of this agreement of service may be varied from time to time by the Board of Directors of the Company, within the maximum amount payable to the Managing Director in accordance with the applicable provisions of the Companies Act, 2013.

Mr. Kanoria satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out in sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as a Director under Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014. He holds 466605 equity shares in the Company, on beneficial basis.

Approval of shareholders by Special Resolution is also required under Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015.

Mr. Umang Kanoria is interested in the resolution set out at item No. 3 which pertains to his appointment and remuneration payable to him as a Managing Director. Mrs. Anuradha Kanoria, who is the spouse of Mr. Umang Kanoria and also the whole time Director of the Company and their other relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the appointment and remuneration payable to Mr. Kanoria.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.6 of the Notice.

The Board of Directors recommends the Special Resolution set out at item No. 3 of the accompanying Notice for approval of the Members.

### **Item No-4**

The Board, on the recommendation of the Audit Committee, in its meeting held on 30th May, 2025, 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, 2026.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with rules made thereunder, the remuneration payable of Rs. 60,000/- (Rupees Sixty 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. 4 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026.

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. 4 of the Notice.

The Board recommends the Resolution to be passed as Ordinary Resolution by the Members.

### **Item No-5**

Securities Exchange Board of India (SEBI) vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024 has mandated appointment or re-appointment of an audit firm registered with the Institute of Company Secretaries of India as Secretarial Auditor for not more than two (2) terms of five (5) consecutive years with the approval of its shareholders in its Annual General Meeting w.e.f. April 1, 2025. Any association of the individual or the firm as the Secretarial Auditor of the listed entity before 31st March, 2025 shall not be considered for the purpose of calculating the tenure under 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").



## Notice *(Contd.)*

Pursuant to the above requirement, the Board of Directors of the Company vide its meeting held on 30th May, 2025 .has appointed "LABH & LABH Associates", Company Secretaries (FRN : P2025WB105500) as Secretarial Auditor of the Company for a period of five consecutive financial years, i.e., 2025-2026 to 2029-2030 in terms of Regulation 24A of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/ 2024/185 dated December 31, 2024 ("SEBI Circular") read with provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The firm has consented to the said appointment, and confirmed that their appointment, if made, would be within the limits specified under the Act. They have further confirmed that they are eligible for the proposed appointment as Secretarial Auditors of the Company and has not incurred any of the disqualifications as specified vide the said SEBI Circular.

### Brief Profile & Credentials

"LABH & LABH Associates" is a firm of Practicing Company Secretaries registered with the Institute of Company Secretaries of India. The firm is engaged in rendering services related to company law, SEBI matters, capital markets, corporate restructuring, business planning and other gamut of corporate affairs.

The Firm comprises of competent team members and associates having expertise in legal, secretarial, financial and other allied subjects. The Firm leverages a modern infrastructure, competent staff and a network of associates across India to meet the dynamic evolving needs of the corporate world. All the partners of the firm are having the Peer Review Certificate from the Institute of Company Secretaries of India.

### Terms of Appointment

Appointment is proposed for a period of five consecutive financial years, i.e., 2025-2026 to 2029-2030, subject to approval of the shareholders of the Company in the forthcoming 42nd Annual General Meeting of the Company, as Secretarial Auditor of the Company at a remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) plus out of pocket expenses at actuals, for each financial year subject to revision as mutually agreed between the Board and the Auditors in due course during the tenure of appointment. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmarks.

Considering the expertise and profile of the firm, the resolution for appointment of the firm is proposed for approval of the members of the Company.

None of the Directors or Key Managerial Personnel and/or their relatives in any way, financially or otherwise, is interested or deemed to be interested in the proposed resolution.

The Board recommends the Resolution to be passed as Ordinary Resolution by the Members.

## Notice *(Contd.)*

### Annexure – “B”

#### STATEMENT CONTAINING INFORMATION AS REQUIRED UNDER SECTION II (B) (iv) OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 AND FORMING PART OF THE NOTICE OF 42nd ANNUAL GENERAL MEETING

##### I. GENERAL INFORMATION:

###### (1) Nature of Industry

Manufacturer of Black Tea

###### (2) Date or expected date of commencement of commercial production

The Company took over the Tea Gardens at Assam in the year 2010 under a Scheme of Arrangement from Kanco Enterprises Limited. After the demerger, the Company changed its name from Dhanvaridhi Concerns Limited (being operational since 1983) to Kanco Tea & Industries Limited with effect from 21st April, 2010.

###### (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

###### (4) Financial performance based on given indicators

Amount (₹) in Lakhs

Financial Year ended	31.03.2025	31.03.2024
Gross Sales & Other Income	6765.90	7797.67
Profit before Tax	(831.23)	(858.25)
Profit After Tax	(866.42)	(918.82)
Equity Share Capital	512.28	512.28
Reserves & Surplus (excluding revaluation reserve)	3256.40	3880.56
Net Worth	3768.68	4392.85

###### (5) Export performance and net foreign exchange collaborations:

Amount (₹) in Lakhs

Financial Year ended	31.03.2025	31.03.2024
Foreign Exchange Earnings	-	-
Foreign Exchange Outgo	56.83	85.84

###### (6) Foreign Investments or collaborators, if any: Not Applicable.

##### II. INFORMATION ABOUT THE APPOINTEE: Mr. Umang Kanoria

###### 1) Background details:

Mr. Umang Kanoria (DIN:00081108), an Associate Member of the Institute of Cost Accountants of India (now known as ACMA) has vast experience in Tea and Textile Industry and has served as past Joint Managing Director of Bengal Tea & Fabrics Limited and past President of Indian Chamber of Commerce and former Chairman of Tea Association of India. Under his leadership the tea business of Bengal Tea & Fabrics Limited and Kanco Tea & Industries Ltd. reached new heights. He has completed his B. Com (Hons.) from St. Xavier's College, Kolkata, ACMA (formerly AICWA) and MBA from International Institute for Management Development, Switzerland. He is pivotal for enhancing the performance, efficient management and future growth of the Company. He has over 36 years of experience in Tea and Textile business.

###### 2) Past remuneration

Mr. Umang Kanoria was associated with the Company as Non-Executive Director since 23rd September, 2013 and received sitting fees of Rs. 15000/- for every Board Meeting attended by him. He was appointed as Managing Director of the Company for a period of three years from 1st August, 2022 at the remuneration as detailed below:

## Notice (Contd.)

**1. Salary (Basic) per month:** Rs.2,00,000/- Rs.2,25,000/- Rs.2,50,000/-

**2. Commission-** 5% of the net profits subject to 100% of Salary

**3. Allowances/Perquisites:**

Gas/Electricity/ Water and Furniture/fixtures: -

Expenditure incurred to be valued as per Income Tax Rules, 1962

### Medical Reimbursement

Expenditure incurred by the Managing Director and his family, subject to a ceiling of one month's salary (basic) in a year or three months' salary (basic) over a period of three years.

### Club Fees

Actual Fees for a maximum of two clubs. Admission fee and life membership fee shall not be paid by the Company.

**4. The following shall not be included in the computation of ceiling on remuneration specified above:**

- (d) One and a Half month's leave with full pay and perquisites, subject to a maximum accumulation of leave for 90 days.
- (e) Encashment of un-availed leave at the end of the tenure or at specified intervals will be as per Scheme of the Company
- (f) Provision of car for use in relation to Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Managing Director.

**5. Minimum Remuneration:**

In the event of loss or inadequacy of profit in any financial year, the Managing Director shall be paid monthly remuneration not exceeding the applicable ceiling laid down in Section ii of Part II of Schedule V to the Companies Act, 2013.

**3) Recognition**

Mr. Umang Kanoria is an imminent industrialist. He was past President of Indian Chamber of Commerce and former Chairman of Tea Association of India.

**4) Job Profile and his suitability**

Mr. Kanoria as a Director of the Company has contributed to the strategy and areas impacting company performance. His financial and management skills and robust knowledge in Tea Industry, along with better understanding of Company's structure and policies has played a pivotal role in the Company's growth.

**5) Remuneration proposed**

**As referred in the Explanatory Statement (item no. 3) of the Notice.**

**6) Comparative remuneration Profile with respect to industry, size of the company, profile of the position and person**

It is not possible to find out comparative remuneration with respect to the profile of the position for similar size of Company in the industry. Rossel India Limited is paying Rs.130.95 Lakhs to its managing director and Diana Tea Company Limited is paying Rs.67.20 Lakhs to its Managing Director. The remuneration of Mr. Umang Kanoria is purely based on merits.

**7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**

Mr. Umang Kanoria has no pecuniary relationship with the Company other than his remuneration as Managing Director and member/promoter of the Company. Relationships by way of Indian Accounting Standard (Ind AS) 24 are disclosed in the Annual Report. He is related to Mrs. Anuradha Kanoria, Whole time Director as spouse.

## Notice *(Contd.)*

### III. Other information:

#### (1) Reasons of loss or inadequate profits

The Cost of Production is increasing every year due to higher wages and increase in other inputs, whereas the increase in average price realization is not in tandem with the increase in cost of production. It's anticipated that with appointment of Mr. Umang Kanoria as Managing Director, the profits may be inadequate for payment of salary to Managing Director and Whole-time Director.

#### (2) Steps taken or proposed to be taken for improvement

The Company has focused on improving the filed practices and over the years have uprooted sections which are above 50 years age. The Company has also focus on manufacture of quality teas.

#### (3) Expected increase in productivity and profits in measurable terms

Continuous focus on improving field practices, system of uprooting old tea bushes and re-planting every year and thrust on producing superior quality teas will improve the bottom line of the company in coming years.

The above remuneration is to be paid as minimum remuneration in the absence or inadequacy of profits, subject to the provisions of Schedule V of the Companies Act, 2013.

### IV. Disclosure:

- (1) The Shareholders of the Company are being informed of the remuneration package of Mr. Umang Kanoria and all elements thereof are given in explanatory statement attached to the Notice of 42nd Annual General Meeting.
- (2) As required, the disclosure relating to remuneration packages such as salary and benefits, service contracts and notice period of Mr. Umang Kanoria has been mentioned in the Corporate Governance Report annexed to the Directors Report.

#### Annexure – “A”

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.

Name of Director	Mr. Umang Kanoria
DIN	00081108
Date of Birth / Age	2nd November, 1959 / 66 years
Date of first Appointment on the Board	23 <sup>rd</sup> September, 2013
Category	Executive Director
Qualifications	B. Com (Hons.), ACMA, M.B.A.
Nature of Expertise in 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.
Number of Meetings of the Board attended during the year	4 (Four)
List of Directorships of other Board, including listed entities	1. Kanco Enterprises Limited 2. PCBL Chemical Limited 3. Saregama India Limited 4. Spencer & Company Limited 5. Winnow Investments and Securities Private Limited 6. Woodlands Multispeciality Hospital Limited Private Companies: 1. E.T. Resources Private Limited 2. Cosmos Resources Private Limited 3. Kanco Speciality Packaging Private Limited

## Notice (Contd.)

Names of other listed entities from which the person has resigned in the past three years	Stel Holdings Limited
List of Membership/Chairmanship of Committees of other Board	<b>Kanco Enterprises Limited</b> Chairman- Share Transfer Committee Member- Stakeholders Relationship Committee Member- Finance and Investment Committee <b>Saregama India Limited</b> Chairman- Audit Committee Member- Nomination and Remuneration Committee Member- Stakeholders Relationship Committee Member- CSR Committee Member-Independent Directors' Committee <b>Woodlands Multispeciality Hospital Limited</b> Member- Audit Committee Chairman- Nomination and Remuneration Committee
Number of shares held by him in Kanco Tea & Industries Limited:	
Equity	Nil
a) Own	466605
b) Beneficial basis	Nil
Preference	
Relationship with any Director(s) and KMPs of the Company	Mrs. Anuradha Kanoria and Mr. Umang Kanoria are related as Spouse.
Skills and capabilities for the role of Independent Director and how he meets such requirements	N.A.

### Registered Office:

Jasmine Tower, 3<sup>rd</sup> Floor  
31, Shakespeare Sarani, Kolkata – 700017  
CIN: L15491WB1983PLC035793  
Telefax: (033) 22815217  
Email: contact@kancotea.in  
Website: www.kancotea.in  
Dated: 30<sup>th</sup> May, 2025

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

**Charulata Kabra**  
Company Secretary  
Membership No. F9417

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