

HINDUSTHAN TEA & TRADING CO. LIMITED

5, J. B. S. HALDEN AVENUE, (Formerly E. M. Bye Pass),
1st Floor, 'SILVER ARCADE', KOLKATA - 700 105

Telefax : 2251-7051 / 7054 / 7055, E-mail : hema.aditi@rediffmail.com

CIN : L51226WB1954PLC022034

Date: 29th August, 2025

To
The Calcutta Stock Exchange Limited,
7, Lyons Range,
Kolkata – 700 001

Dear Sirs/ Ma'am,

Re: Scrip No. 18124

Sub: - Annual General Meeting for Financial year ended 31.03.2025 and intimation of book closure date

Kindly be informed that the 78th Annual General Meeting of Hindusthan Tea & Trading Co Ltd for the financial year 2024-25 will be held on Wednesday, 24.09.2025 at 11.00A.M at the Registered Office of the Company at 5, J.B.S. Halden Avenue, Silver Arcade, 1st Floor, Kolkata – 700 105 to transact the business as specified in the Notice dated 29.08.2025. The Notice calling AGM along with Annual Report for year ended 31st March, 2025 is also available on the website of the Company.

The cut-off date (record date) is Wednesday, 17.09.2025 for the purpose of eligibility for voting. The Register of members and Share Transfer book of the company will remain closed from Thursday, 18.09.2025 to Wednesday, 24.09.2025, (both days inclusive).

Thanking you.

Yours faithfully,

For Hindusthan Tea & Trading Co Ltd



Sailesh Mehta
CFO



HINDUSTHAN TEA & TRADING CO. LIMITED

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NOTICE

NOTICE is hereby given that the **78th ANNUAL GENERAL MEETING** of Members of Hindusthan Tea & Trading Company Limited will be held at the Registered Office of the company at 5, J.B.S. Halden Avenue, Silver Arcade, 1st Floor, Kolkata 700105 on **Wednesday, 24th day of September, 2025** at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2025 and the reports of Board of Directors and Auditors thereon and in this regard pass the following resolution as Ordinary Resolution:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Ashwin Shantilal Mehta (DIN 00029884) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

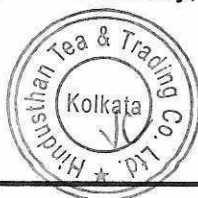
3. Appointment of Secretarial Auditor

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

"RESOLVED THAT pursuant to the provisions of Sections 179 and 204 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Company hereby approves the appointment of Ms. Shiksha Bhavik Sheth, Practicing Company Secretary (Membership No. A28387, COP No. 15781), Proprietor of SB Sheth & Associates, Company Secretaries, as the Secretarial Auditor of the Company for a term of five (5) consecutive financial years, commencing from Financial Year 2025-26 to Financial Year 2029-30, subject to her continuing eligibility under the applicable provisions of law, on such remuneration and terms and conditions as may be mutually agreed between the Board of Directors and the said Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to avail such other professional services, certifications, or reports from the said Secretarial Auditor as may be permissible under applicable laws and deemed necessary by the Board.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution."



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

"RESOLVED THAT pursuant to the provisions of sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules 2014 (Including any modifications or re-enactment thereof for the time being in force) and applicable provisions of the Securities and Exchange Board of India (LODR) Regulations, 2015, as amended from time to time, Mr. Dharmesh Mehta, (DIN: 02482214) non-executive Director of the Company who has submitted a declaration of independence under Section 149(6) of the Act, and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years from 1st October, 2025 up to 30th September, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company and/ or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

Registered Office:

5, J.B.S. Halden Avenue,
Silver Arcade, 1st Floor,
Kolkata-700105

Date: 29th August 2025

**By Order of the Board of Directors
For Hindusthan Tea & Trading Company Limited**

Vandana Chokhani

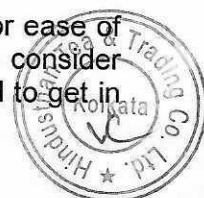
**Vandana Chokhani
Company Secretary**



NOTES

1. A member entitled to attend and vote at the Annual General Meeting ("Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty and, in the aggregate, not more than 10% of total share capital of the company carrying voting right. A member holding more than 10% of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as a proxy of any other person or shareholder.
2. The Registers of the Members and the Share Transfer Books of the company will remain closed from 18th September 2025 to 24th September 2025 (both days inclusive). Cutoff date is 17th September, 2025.
3. Proxies in order to be valid must be deposited with the Company at its Registered Office not less than 48 hours before the Meeting.
4. Members/Proxies should bring their Attendance Slip send herewith duly filled in for attending the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a duly certified copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the Meeting, if not already voted through remote e-voting.
7. Information about the Directors proposed to be appointed / reappointed as stipulated under Clause 49 of Listing Agreement with Stock Exchange in India, are provided in the Report on Corporate Governance forming part of the Annual Report. The Board of Directors of the Company recommends the appointments/ reappointments of such Directors.
8. Members desirous of obtaining any information as regards Accounts and Operations of the Company are requested to write at least one week before the Meeting so that the same could be complied in advance.
9. As per Regulations 39 and 40 of the Listing Regulations, listed companies can affect issuance of duplicate securities certificate; renewal/exchange, endorsement, sub-division/split, consolidation of securities certificate; transmission and transposition, as applicable in Dematerialised form only. Further SEBI vide its Circular dated March 16, 2023, mandated furnishing of PAN, KYC and Nomination details by holders of physical securities. It may be noted that any service request or complaint by RTA can be processed only after the folio is KYC compliant. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. In view of this requirement and to eliminate all risks associated with physical shares members holding shares in physical form are requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. The said forms are available on our website at www.hindusthantea.com.
10. As per Regulation 40 of the Listing Regulations as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019.

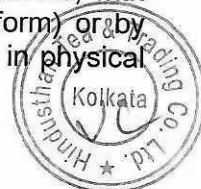
In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members are accordingly requested to get in



touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact the RTA, M/s. S. K. Infosolutions Pvt. Ltd. to seek guidance with respect to the demat procedure. Members may also visit the website of depositories viz. National Securities Depository Limited: <https://nsdl.co.in/faqs/faq.php> or Central Depository Services (India) Limited: <https://www.cdslindia.com/investors/open-demat.html>.

Further vide circular no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 2nd July, 2025 SEBI, in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, has opened a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026. During this period, the securities that are re-lodged for transfer (including those requests that are pending with the listed company / RTA, as on date) shall be issued only in demat mode. Members, if any, being eligible to take benefit of the special window, can contact Company's RTA M/s. S. K. Infosolution Pvt. Ltd. having their office at D/42, Katju Nagar, Ground Floor, Jadavpur, Kolkata – 700 032.

11. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the RTA M/s. S. K. Infosolution Pvt. Ltd. having their office at D/42, Katju Nagar, Ground Floor, Jadavpur, Kolkata – 700 032. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
12. If a member desires to cancel the earlier nomination and record fresh nomination, he/she may submit the same in Form No. SH-14. Both the forms are also available on the Company's website at the web-link: www.hindusthantea.com.
13. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item No. 3 of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details of the Director as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard – 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI").
14. MEMBERS ARE REQUESTED TO:
 - (a) intimate to RTA, M/s. S. K. Infosolution Pvt. Ltd., changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in physical form;
 - (b) intimate to respective Depository Participant, changes, if any, in their registered addresses/bank mandates at an early date, in case of shares held in electronic/dematerialized form;
 - (c) quote their folio numbers/ Client ID and DP ID in all correspondence;
 - (d) consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;
 - (e) register their Permanent Account Number (PAN) with their Depository Participants, in case of Shares held in dematerialised form and RTA, M/s. S. K. Infosolution Pvt. Ltd. /Company, in case of Shares held in physical form, as directed by SEBI, and
 - (f) to support the Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or by writing to RTA, M/s. S.K. Infosolution Pvt. Ltd. (in case of Shares held in physical form).



15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and relevant documents referred to in this Notice of AGM will be available for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 24th September, 2025. Members seeking to inspect such documents can send an email to Company's investor email id: contact@hindusthantea.com.
16. Members desiring any additional information or having any question or query pertaining to the business to be transacted at the AGM are requested to be send the same at the Registered Office of the Company at 5, JBS Halden Avenue, Silver Arcade, Kolkata – 700 105 or write from their registered e-mail addresses, mentioning their name, DP ID and Client number/folio number and mobile number to the Company's investor email id: contact@hindusthantea.com so as to reach the Company at least seven days in advance of the Meeting to enable the management to keep the information ready. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM. Please note that Members' questions will be answered only if they continue to hold shares as on the cut-off date.
17. Also, members of the Company, holding shares as on the cut-off date i.e. 17th September, 2025 and who would like to speak or express their views may register as speakers by sending a request to the Company at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's investor email id: contact@hindusthantea.com. Those Members who have registered themselves as a speaker will only be allowed to speak/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 at the AGM.

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

As required under Section 102 of the Act and in terms of Regulation 36 of the SEBI LODR, the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 3 & 4 of the accompanying Notice:

Item No. 3: Ordinary Resolution

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed Company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's Report, prepared under Section 134(3) of the Act.

Further, in terms of Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its Annual Report. Pursuant to the amendments made to regulation 24A by the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 w.e.f. December 12, 2024 from financial year 2025-26 onwards a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

In compliance with the aforesaid provisions and based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 28, 2025 have recommend and approved the appointment of Ms. Shiksha Bhavik Sheth, Practicing Company Secretary (Membership No. A28387, COP No. 15781), Proprietor of SB Sheth & Associates, Company Secretaries as the Secretarial Auditors of the Company for a period of five years commencing from the financial year 2025-26 up to the financial year 2029-30, subject to approval of the shareholders



of the Company at the ensuing Annual General Meeting at such remuneration as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors. In addition to the secretarial audit, SB Sheth & Associates may provide such other permissible services from time to time as may be approved by the Board of Directors.

Brief description about SB Sheth & Associates:

SB Sheth & Associates is a firm of Practicing Company Secretaries established by PCS Ms. Shiksha Bhavik Sheth. The firm is primarily engaged in the areas of secretarial audit corporate advisory services, SEBI Compliance, legal due diligence etc.

Ms. Shiksha Bhavik Sheth, Proprietor of SB Sheth & Associates has also confirmed their eligibility and independence under regulation 24A of SEBI Listing Regulations and has expressed their willingness to accept the appointment upon approval.

The Board of Directors recommends the resolution set out in item no. 3 for approval by the Members.

None of the Directors and Key Managerial Personnel (KMP) and/or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 4: Special Resolution

On recommendation of the Nomination and Remuneration Committee and the Audit Committee and in compliance with the provisions of Section 149(4), the Board of Directors had decided to appoint Mr. Dharmesh Mehta (02482214) as Independent Director of the Company. Given his vast experience in the industry the Board considers his appointment to be in the interest of the Company and recommends the resolution contained in Item No. 4 of the convening notice for approval of the members as Special resolution. Mr. Mehta's appointment will be up to 30th September, 2030 and his office shall not be considered to be liable to determination by retirement of directors by rotation.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution at item no. 5 of the accompanying Notice except Mr. Dharmesh Mehta himself.

Details of Directors seeking appointment/re-appointment in forthcoming Annual General Meeting: (In pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name	Dharmesh Mehta
DIN	02482214
Date of Birth	22/01/1982
Age	43 Years
Date of first appointment	07/02/2012
Qualification	B. Com
Experience	
Number of Meetings of the Board attended during the year (FY 2024-2025)	9 meetings
Directorship of other Companies (Excluding Hindusthan Tea & Trading Company Limited)	He does not hold Directorship in any other Limited Companies, Private Limited Companies are not disclosed.
Chairman / Member of Committee of the Boards of Companies of which he is a director	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil



Listed entities from which the person has resigned in the past 3 years	Nil
Shareholding in the Company (Nos.)	Nil
Terms and Conditions of re-appointment	Mr. Dharmesh Mehta is not liable to retire by rotation and there is no change to the existing terms and conditions of his appointment.
Details of remuneration last drawn (in FY 2024-25)	Nil
Details of remuneration sought to be paid	Nil
Justification for choosing the appointee for appointment as Independent Director	Young, hardworking and Sound Knowledge with integrity.

Registered Office:

5, J.B.S. Halden Avenue,
Silver Arcade, 1st Floor,
Kolkata-700105

Date: 29th August 2025

**By Order of the Board of Directors
For Hindusthan Tea & Trading Company Limited**

Vandana Chokhani
**Vandana Chokhani
Company Secretary**

