

HINDUSTHAN TEA & TRADING CO. LIMITED

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CIN : L51226WB1954PLC022034

NOTICE OF POSTAL BALLOT

PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 READ WITH RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 RELATING TO PASSING OF THE RESOLUTION BY POSTAL BALLOT READ WITH REGULATION 44 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 & SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021 AS AMENDED ("DELISTING REGULATIONS").

Dear Member(s),

NOTICE is hereby given to the members of Hindusthan Tea & Trading Company Limited ("HTTCL"/ the "Company") that pursuant to the provisions of Section 108 read with Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by The Institute of Company Secretaries of India, each as amended, read with, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA"), inter-alia, for conducting Postal Ballot through E-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (hereinafter collectively referred to as "MCA Circulars") also read with applicable circulars under the Act and SEBI Listing Regulations, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, the Articles of Association of the Company and subject to such other applicable laws, rules and regulations, the resolution as set out in this notice is proposed for approval of the members of the Company through Postal Ballot by way of remote e-voting only.

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act, pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to the Postal Ballot Notice, for your consideration.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only in electronic form to those Members whose e-mail addresses are registered with the Company/RTA/ Depositories and whose names appear in the Register of Members as on Friday, April 17, 2026 (the "Cut-off date"). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being dispatched to the Members for this Postal Ballot and members are requested to communicate their assent or dissent on the proposed resolution through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules framed thereunder, the MCA Circulars and SS-2, the

E-mail : contact@hindusthantea.com



Website : <https://hindusthantea.com>

Company is providing remote e-voting facility to its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited ("NSDL") for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice.

The Notice of this Postal Ballot is also available on the website of the Company at www.hindusthantea.com; website of The Calcutta Stock Exchange Limited at www.cse-india.com and also on the website of NSDL at www.evoting.nsdl.com.

The e-voting period shall commence from Wednesday, April 22, 2026 at 09:00 A.M IST and shall end on Thursday, May 21, 2026 at 05:00 P.M IST. Members desirous of exercising their votes through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 05:00 P.M. (IST) on Thursday, May 21, 2026. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors of the Company has appointed Mr. Alok Purohit (Membership No.: A48734, C.P. No.: 21797), Proprietor of M/s. Alok Purohit & Associates, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot process through remote e-voting in a fair and transparent manner in accordance with the provisions of the Act and the Rules framed thereunder.

Upon completion of the scrutiny of remote e-voting, the Scrutinizer will submit a report to the Chairman of the Company or any other person authorised by the Chairman. The results of the remote e-voting conducted through postal ballot shall be intimated to The Calcutta Stock Exchange Limited ("CSE"/ "Stock Exchange"), where the Company's equity shares are listed, within a period of 2 working days from the conclusion of the e-voting. The results would also be uploaded on the website of the Company on or before Monday, May 25, 2026 and on the website of NSDL at www.evoting.nsdl.com. The same shall also be displayed on the notice board of the Company at its Registered Office.

In the event the proposed resolution is approved by requisite majority of shareholders by means of e-voting, and also subject to that the vote cast by Public Shareholders in favour of the resolution is at least two times the number of vote cast by the Public Shareholders against the proposed resolution, the last date of e-voting i.e. Thursday, May 21, 2026 shall be deemed to be the date of passing of the said resolution.



SPECIAL BUSINESS:

Approval for Voluntary Delisting of the Equity Shares of the Company from The Calcutta Stock Exchange Limited ("CSE"/ "Stock Exchange") i.e., the only Stock Exchange where the equity shares of the Company are listed:

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

"RESOLVED THAT pursuant to (i) the intention letter dated Monday, April 06, 2026 as received from Mr. Ashwin Shantilal Mehta, forming part of the Promoters/ Promoter Group of the Company, conveying his intention to voluntarily delist the equity shares of the Company from the CSE in accordance with the Securities and Exchange Board of India (Delisting Of Equity Shares), Regulations 2021 as amended from time to time ("Delisting Regulations"); and (ii) the approval of the Board of Directors of the Company at their meeting held on Thursday, April 16, 2026 for the voluntary delisting of the equity shares of the Company from the CSE and subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Delisting Regulations, Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, as amended from time to time and such other applicable provisions of the laws and receipt of the necessary approvals from CSE and such other approvals as may be required under applicable laws and subject to the terms of such approvals, the approval of the Members of the Company be and are hereby accorded to the proposed voluntary delisting of the equity shares of the Company from CSE through acquisition of equity shares held by the Public Shareholders of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting Offer in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to CSE for seeking the in-principle and final approval for the Delisting Offer and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this regard or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit."

"RESOLVED FURTHER THAT all actions taken or required to be taken by the Board in connection with any matter referred to above or are contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

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

Date: April 16, 2026
Place: Kolkata

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



Sailesh Mehta
Chief Financial Officer



Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions, if any of the Act read with the Companies (Management and Administration) Rules, 2014 setting out material facts and the relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations are annexed hereto and forms part of this Notice.
2. In terms of Section 110 of the Act read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, the business set out in the Notice above is sought to be passed by postal ballot by way of remote e-voting only.
3. In accordance with the MCA circulars, Postal Ballot Notice is being sent through electronic mode only to those Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, April 17, 2026 ("Cut-Off Date") as received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) and whose e-mail address is registered with the Company/Depositories/Depositories Participants.
4. Only those Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only.

It is also clarified that all members of the Company as on the Cut-off date (including those members who may not have received this Notice due to non-registration of their email addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.

5. The shareholders who have not yet registered their email address/mobile no. are requested to get their email addresses/mobile no. registered as per the following procedure

For Physical Share holders	Provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAR (self-attested scanned copy) by sending an email to the Company's Registrar and Share Transfer Agent (RTA) S.K. Infosolutions Private Limited (SKIPL) at skcdilip@gmail.com and copy to the Company at hema.aditi@rediffmail.com .
For Demat Shareholders	Update your email id & mobile no. with your respective Depository Participant (DP)
For Individual Demat Shareholders	Update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting.

6. Members may please note that the Postal Ballot Notice will also be available on the Company website at www.hindusthantea.com; websites of CSE at www.cse-india.com and also from the website of NSDL at www.evoting.nsdl.com.
7. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SS-2, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically and has engaged National Securities Depository Limited (NSDL) for the same. The detailed procedure with respect to remote e-voting is mentioned in note no. 17 of this Notice.
8. The remote e-voting shall commence from **Wednesday, April 22, 2026 at 09:00 A.M IST** and shall end on **Thursday, May 21, 2026 at 05:00 P.M IST**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.



9. The Board of Directors of the Company, appointed Mr. Alok Purohit (Membership No.: A48734, C.P. No.: 21797), Proprietor of M/s. Alok Purohit & Associates, Peer Reviewed Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
10. The Scrutinizer will submit his consolidated report to the Chairman, or any other person authorised by him, after completion of scrutiny of the votes cast, and the result of the voting by Postal Ballot will be announced by the Chairman or any other person authorized by him. The Scrutinizer's decision on the validity of votes cast will be final.
11. In the event the proposed resolution is approved by requisite majority of shareholders by means of e-voting, and also subject to that the vote cast by Public Shareholders in favour of the resolution is at least two times the number of vote cast by the Public Shareholders against the proposed resolution, the last date of e-voting i.e. Thursday, May 21, 2026 shall be deemed to be the date of passing of the said resolution.
12. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same has been passed at a General Meeting of the Members.
13. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.hindusthantea.com; websites of the CSE at www.cse-india.com and on the website of NSDL at www.evoting.nsdl.com.
14. The vote in this Postal Ballot cannot be exercised through proxy.
15. Once the vote on the resolution is casted, the members shall not be allowed to change it subsequently.
16. All the documents referred to in the accompanying Notice will be made available for inspection without any fee by the Members of the Company at the Company's registered office during business hours on all working days (excluding Saturdays, Sundays and Public Holidays) from the date of dispatch of the Postal Ballot Notice till the last date of e-voting i.e. Thursday, May 21, 2026.

17. THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

Step 1: Access to NSDL e-Voting system.

Step 2: Cast your vote electronically on NSDL e-Voting system.

- i) The voting period begins on Wednesday, April 22, 2026 at 09:00 A.M IST and shall end on Thursday, May 21, 2026 at 05:00 P.M IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date (record date) of Friday, April 17, 2026 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, read with Master Circular No. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Circulars") under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it



has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI Circulars on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website at www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL's website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.



	<p>After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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.</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 Depositories i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 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 evoting@nsdl.co.in or call at toll free no.: 022-4886 7000

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

- 1) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 2) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 3) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- 5) Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose Email IDs are not registered.
- 6) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8) Now, you will have to click on "Login" button
- 9) After you click on the "Login" button, Home page of e-Voting will open

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is open.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



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

1. In case shares are held in physical mode, please provide 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 hema.aditi@rediffmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to hema.aditi@rediffmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring User ID and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and Email ID correctly in their demat account in order to access e-Voting facility.

GENERAL INSTRUCTIONS/INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTION

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csalokpurohit@gmail.com with a copy marked to evoting@nsdl.com or contact at 1800 21 09911. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022-4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com or Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) and 110 OF THE COMPANIES ACT, 2013

As on date total 2,45,000 fully paid-up equity shares of face value of Rs. 10/- each of Hindusthan Tea & Trading Company Limited ("Company") are presently listed on the CSE. The Acquirer along with other constituents of Promoters/ Promoter Group collectively hold 29,400 equity shares of the Company representing 12.00% of the fully paid-up equity and voting share capital of the Company.

The Board of Directors of the Company had received an intent letter dated Monday, April 06, 2026 ("Letter from Promoter") from Mr. Ashwin Shantilal Mehta forming part of the Promoters / Promoter Group of the Company, containing the proposal for voluntary delisting of the Equity Shares of the Company, on behalf of self and other constituents of the Promoters/ Promoter Group from CSE and also an Initial Public Announcement dated Monday, April 06, 2026 issued by VC Corporate Advisors Private Limited, Merchant Banker ("Merchant Banker") on behalf of Mr. Ashwin Shantilal Mehta and other constituents of the Promoters/ Promoter Group (hereinafter referred to as the "Acquirer"). In the said Letter, it is notified about the intention to acquire along with the other constituents of the Promoters/ Promoter Group, as the case may be, the equity shares held by the Public Shareholders of the Company ('Public Shareholders') by providing an exit opportunity through a voluntary delisting offer ('Delisting Offer') in accordance with Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2021, as amended ("Delisting Regulations") for acquiring 2,15,600 fully paid-up equity shares collectively representing 88.00% of the fully paid-up equity and voting share capital held by the Public Shareholders, in order to delist the equity shares from the CSE, i.e. the only Stock Exchange where the equity shares of the Company are presently listed.

The objective of the proposed Delisting Offer is to provide an exit opportunity to the Public Shareholders, given that the equity shares of the Company have not been traded on CSE from last several years. In addition, the Delisting Offer would enhance Company's operational, financial and strategic flexibility.

Pursuant to the intimation received from the Acquirer and the Initial Public Announcement, the Board of Directors of the Company has appointed Mr. Alok Purohit, Proprietor of M/s. Alok Purohit & Associates, Peer Reviewed Practicing Company Secretary for carrying out due diligence as required in terms of Regulation 10(3) of the Delisting Regulations. The Board of Directors of the Company at their meeting held on Thursday, April 16, 2026 took on the record the due diligence certificate issued by the Peer Reviewed Company Secretary and Valuation Report issued by Ms. Priyanka Singh, an Independent IBBI Registered Valuer. The Peer Reviewed Practicing Company Secretary in its report certified that Acquirer and its related entities have not carried out any transaction to facilitate the success of the Delisting Offer, which is not in compliance with the provisions of sub-regulation (5) of Regulation 4 of the Delisting Regulations. On receipt of the Due Diligence Report dated Thursday, April 16, 2026 from the Peer Reviewed Practicing Company Secretary, the Board of Directors at their meeting held on Thursday, April 16, 2026, approved the proposed delisting in terms of Regulation 10(1) of the Delisting Regulations subject to approval of Public Shareholders of the Company. The outcome of the meeting of the Board of Directors of the Company approving the Delisting Offer was notified to CSE on the same day of meeting i.e. Thursday, April 16, 2026.

The Board of Directors of the Company in accordance with Regulation 10(4) of the SEBI Delisting Regulations certified that:

- a) The Company is in compliance with applicable provisions of the securities laws;
- b) The Acquirer along with other constituents of Promoters/ Promoter Group or its related entities are in compliance with applicable provisions of securities laws in terms of the report of the 'Peer Reviewed Company Secretary' including compliance with Regulation 4(5) of the Delisting Regulations;



c) The Delisting Proposal is in the best interest of the shareholders of the Company;

In compliance with the applicable provisions of the Delisting Regulations, the Fair Value has been determined in terms of Regulation 35(2)(b) of the Delisting Regulations read with clause (e) of sub-regulation (2) of Regulation 8 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended ["SEBI SAST Regulations"]. In this regard Ms. Priyanka Singh, an Independent Registered Valuer has derived the Fair Value of the equity shares of the Company at Rs. 205.28 (Rupees Two Hundred and Five and Twenty Eight Paise) vide their report dated Monday, April 06, 2026. The Acquirer is giving the Delisting Offer at the Offer Price of Rs. 206/- (Rupees Two Hundred and Six Only) for each fully paid-up equity share. The Public Shareholders of the Company may offer their equity shares at the Offer Price during the Delisting Offer.

In terms of Regulation 11 of the Delisting Regulations, the Delisting Offer requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot (e-voting only) in accordance with the Delisting Regulations. As per Regulation 11(4) of the Delisting Regulations, the special resolution shall be acted upon only if the votes cast by the Public Shareholders in favour of the delisting proposal are at least two times the number of votes cast by the Public Shareholders against it.

In the event that this special resolution is passed by the Members as set out above, subject to receipt of in-principle approval of CSE and other applicable statutory approval as may be deemed necessary from time to time, an Offer Letter will be sent to all the Public Shareholders for their response to the Delisting Offer.

The approval of the members is sought for the aforesaid special resolution, after which the Promoter will proceed, subject to receipt of necessary regulatory approvals, to make the Delisting Offer to the members of the Company in accordance with the provisions of the Delisting Regulations. The Board of Directors of the Company, therefore, place the proposed resolution for your consideration and recommends that it to be passed as a special resolution.

The Board recommends the Special Resolution for approval of the shareholders. None of the Directors, Managers, Key Managerial Personnel and their relatives, except the Acquirer and other constituents of the Promoters / Promoter Group, in any way, is concerned or interested in the resolution except to the extent of their shareholding in the Company.

Registered Office:
5, JBS. Halden Avenue,
1st Floor, Silver Arcade,
Kolkata- 700105

Date: April 16, 2026
Place: Kolkata

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



Sailesh Mehta
Chief Financial Officer

