

Dhelakhat Tea Co. Ltd.

(CIN : L15492WB1917PLC002894)

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GSTIN: 19AABCD0386Q1Z5

SUMMARY OF THE PROCEEDINGS OF THE 105TH ANNUAL GENERAL MEETING OF DHELAKHAT TEA COMPANY LIMITED HELD ON WEDNESDAY, 21ST AUGUST, 2024 THROUGH VIDEO CONFERENCING/OTHER AUDIO-VISUAL MEANS ("VC/OAVM") FACILITY FROM THE REGISTERED OFFICE AT 4, DR. RAJENDRA PRASAD SARANI, KOLKATA-700001 WHICH COMMENCED AT 01.00 P.M. AND CONCLUDED AT 01.46 P.M.

The 105th Annual General Meeting (AGM) of the Members of Dhelakhat Tea Company Limited ('the Company') was held on Wednesday, 21st August, 2024 at 01.00 P.M. (IST) through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility from the Registered Office in accordance with the General Circular Nos. 09/2023 dated September 25, 2023, General Circular Nos. 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, circular no. 14/2020 dated April 8, 2020 and circular no. 17/2020 dated April 13, 2020 issued by The Ministry of Corporate Affairs, (MCA) and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023

FOLLOWING DIRECTORS OF THE COMPANY WERE PRESENT

- a) Mr. Rajvinder Singh - In the Chair
- b) Ms. Suparna Chakrabortti
- c) Mr. Ravindra Suchanti
- d) Ms. Sruti Baid

IN ATTENDANCE:

Mr. Deepak Kumar Singh
Mr. Sunny Jalan

Chief Financial Officer
Company Secretary

PRESENT BY INVITATION

- a) Representative of the Secretarial Auditor, Anjan Kumar Roy & Co. (Company Secretaries)
- b) The Scrutinizer, Mr. Atul Kumar Labh, Scrutinizer (Company Secretary in whole time practice)

Other than the above Directors and invitees 15 (Fifteen) Members were present through the CDSL e-voting platform.

Mr. Rajvinder Singh took the Chair. He welcomed the Members to the 105th Annual General Meeting of the Company and the requisite quorum being present the Chairman called the Meeting to order. The Chairman welcomed all the Directors, who joined through VC.

The Company Secretary informed the Members that in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules), 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the remote e-voting facility through Central Depository Services (India) Limited (CDSL) to enable the members of the Company to cast their vote(s) electronically on the agenda items specified in the Notice of the 105th AGM. The e-voting platform set up with CDSL was kept open from Sunday, 18th August, 2024 (9.00 a.m. IST) to Tuesday, 20th August, 2024 (5.00 p.m. IST).

The Members were also informed that pursuant to the General Circular No. 10/2022 dated 28th December, 2022 and in continuation to General Circular Nos. 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May, 2022, read with General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs the facility for voting through electronic voting system was available at the AGM for the Members who had not cast their vote through remote e-voting and there will be no proposing and seconding of the resolutions mentioned in the Notice convening this AGM.

With the consent of the Members, the Notice convening the Meeting was taken as read.

Having concluded his opening speech, the Chairman put the following resolutions as set out in the notice of this Meeting dated 25th June, 2024 to vote.

ORDINARY BUSINESS OF THE MEETING:

RESOLUTION NO. 1- Ordinary Resolution for Consideration and Adoption of Financial Statements of the Company for the Financial Year Ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon:

The audited Financial Statements for the year ended 31st March, 2024 had already been circulated to the Members along with the Report of the Directors and Auditors thereon.

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Reports of the Board of Directors and the Auditors’ thereon be and are hereby adopted.”

SPECIAL BUSINESS OF THE MEETING:

Resolution No. 2 as Special Resolution

Appointment of Mr. Ravindra Suchanti as Non-executive Independent Director of the company

“RESOLVED THAT Mr. Ravindra Suchanti (DIN: 00143116), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th May, 2024 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (‘the Act’), but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, appointment of Mr. Ravindra Suchanti (DIN: 00143116), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years, with effect from 27th May, 2024 up to 26th May, 2029, be and is hereby approved.”

Resolution No. 3 as Special Resolution

Appointment of Ms. Sruti Baid as Non-executive Independent Director of the company

“RESOLVED THAT Ms. Sruti Baid (DIN: 10637833), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 25th June, 2024 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 (‘the Act’), but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, appointment of Ms. Sruti Baid (DIN: 10637833), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years, with effect from 25th June, 2024 up to 24th June, 2029, be and is hereby approved.”

The Chairman then invited members who registered themselves as speakers to ask questions or present their views on the working of the Company.

Thereafter, the Members of the Company, who had registered themselves as speakers, addressed the meeting, gave their suggestions and asked certain queries on the performance and operations of the Company.

The Chairman responded to all the queries to the satisfaction of the Members and declared the meeting as closed thanking all the Members, Directors and other Attendees for attending the meeting.

Voting Results of the 105th Annual General Meeting of the Company:

The result of the remote e-voting together with that of the e-voting at the AGM is as under:

Agenda Item	Mode of Voting	Votes in Favour of Resolution		Votes in Against of Resolution		Invalid Votes
		No.	%	No.	%	
ORDINARY BUSINESS						
1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2024 and the Reports of the Board of Directors and Auditors thereon	Remote E-voting	226481	99.99%	0	0.000	Nil
	E-voting at AGM	2	0.01%	0	0.000	Nil
	Total	226483	100%	0	0	NIL

Agenda Item	Mode of Voting	Votes in Favour of Resolution		Votes in Against of Resolution		Invalid Votes
		No.	%	No.	%	
SPECIAL BUSINESS						
2. To consider and approve the appointment of Mr. Ravindra Suchanti (DIN: 00143116) as Non-executive Independent Director of the Company	Remote E-voting	226481	99.99%	0	0.000	Nil
	E-voting at AGM	2	0.01%	0	0.000	Nil
	Total	226483	100%	0	0	NIL

3. To consider and approve the appointment of Ms. Sruti Baid as Non-executive Independent Director of the Company	Remote E-voting	226481	99.99%	0	0.000	Nil
	E-voting at AGM	2	0.01%	0	0.000	Nil
	Total	226483	100%	0	0	NIL

The aforesaid Resolutions were accordingly declared as having been passed with the requisite majority.

For DHELAKHAT TEA COMPANY LIMITED

Sunny Jalan
Sunny Jalan
Company Secretary

