



JOONKTOLLEE TEA & INDUSTRIES LTD.

CIN NO. : L01132WB1900PLC000292

October 21, 2022

To Department of Corporate Services BSE Limited 25 th Floor, P.J. Towers, Dalal Street, Fort, Mumbai - 400 001 Scrip Code: 538092	To The Calcutta Stock Exchange Ltd. 7, Lyons Range, Kolkata - 700 001 Scrip Code: 10020009
--	--

Dear Sir,

Notice of the Extra-Ordinary General Meeting of the Company

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of the Extra-Ordinary General Meeting ("EGM") of the shareholders of the Company to be held through Video Conferencing (VC) / Other Audio Video- Means (OAVM) on Wednesday, the 16th November, 2022 at 11:30 A.M. (IST). EGM of the Company is being held through VC / OAVM in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.

The Notice for the EGM of the Company is being sent only electronically to those shareholders whose email IDs are registered with the Company / Registrar and Share Transfer Agent and the Depositories. The aforesaid Notice has also been uploaded on the website of the Company viz. www.joonktolleetea.in .

Kindly take the same on record.

Thanking You,

Yours faithfully,
For JOONKTOLLEE TEA & INDUSTRIES LTD.

SHARAD
BAGREE

Digitally signed by SHARAD BAGREE
DN: cn=SHARAD BAGREE,
2.5.4.21=08489F79A3D58A5B715640100034388237A0871284D
1058A18E8E, postalCode=700005, serial=100, o=JOONKTOLLEE TEA &
INDUSTRIES LTD., ou=SHARAD BAGREE,
email=sharad@joonktolleetea.in, c=IN
2022.10.21 15:58:51 +05'30'

Manager (Finance) & Company Secretary
Membership No. ACS 21047

Encl : As above.

21, STRAND ROAD, KOLKATA - 700 001

☎ : +91 (33) 2230-9601 (4 lines), Fax : +91 (33) 2230 2105, E-mail: info@joonktolleetea.in, Website : www.joonktolleetea.in
TEA ESTATES : JOONKTOLLEE ● JAMIRAH ● NILMONI ● GOOMANKHAN ● PULLIKANAM ● COFFEE ESTATE : COWCOODY
RUBBER ESTATES : CHEMONI ● ECHIPARA & PUDUKAD

JOONKTOLLEE TEA & INDUSTRIES LIMITED

Regd. Office : 21, Strand Road, Kolkata – 700 001
C : 033 2230 9601 • Email : info@joonktolleetea.in
• Website : www.joonktolleetea.in
• CIN : L01132WB1900PLC000292

NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Joonktollee Tea & Industries Limited will be held on Wednesday, the 16th November, 2022 at 11:30 A.M. through Video Conferencing/Other Audio Visual Means to transact the following Business:

SPECIAL BUSINESS:

Item No.1: Approval for Change in name of the Company from “JOONKTOLLEE TEA & INDUSTRIES LIMITED” to “SHRI VASUPRADA PLANTATIONS LIMITED” and consequential alteration to Memorandum of Association and Articles of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 29 of the Companies (Incorporation) Rules, 2014, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to the approval of the Central Government / Stock Exchanges / and other statutory / regulatory authorities, as may be applicable/required, consent of the members of the Company be and is hereby accorded to change name of the Company from “JOONKTOLLEE TEA & INDUSTRIES LIMITED” to “SHRI VASUPRADA PLANTATIONS LIMITED”.

“RESOLVED FURTHER THAT the name clause (Clause I) of the Memorandum of Association (MoA) of the Company be altered accordingly and substituted by the following clause:

I. The Name of the Company is “SHRI VASUPRADA PLANTATIONS LIMITED”

“RESOLVED FURTHER THAT the old name wherever appearing in Articles of Association be substituted by the new name.”

“RESOLVED FURTHER THAT the Board of directors or Key Managerial Personnel of the Company be and is hereby authorised severally to take all such steps and actions for the purpose of making applications, filings and registrations as may be required in relation to the aforesaid change of name of the Company and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient and to settle & finalise all matters that may arise in this regard in order to give effect to the aforesaid resolution and to authorise any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary action on behalf of the Company in that regard.”

Item No.2: Increase in the Authorized Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 11,65,00,000/- (Rupees Eleven Crores Sixty Five Lakhs only) comprising of 1,12,49,000 (One Crore Twelve Lakhs Forty Nine Thousand) Equity Shares of Rs. 10/- each; 35,000 (Thirty Five Thousand) Equity Shares of Rs. 100/- each; 50,000 (Fifty Thousand) Redeemable Cumulative Preference Shares of Rs. 10/- each and 100 (One Hundred) 13.5% Redeemable Cumulative Preference Shares of Rs. 100/- each to:

I. Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) Equity Share capital divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10 each;

- II. Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) Preference Share capital divided into 25,00,000 (Twenty Five Lakhs) Redeemable Non-Cumulative Preference Shares of Rs. 100/- each."

"RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the existing Clause V of the Memorandum of Association of the Company be replaced with the following new Clause as under:

V The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into Rs 25,00,00,000 (Rupees Twenty Five Crores Only) Equity Share capital comprising of 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10 each and Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) Preference Share capital comprising of 25,00,000 (Twenty Five Lakhs) Redeemable Non-Cumulative Preference Shares of Rs. 100/- each."

"RESOLVED FURTHER THAT Mr. Hemant Bangur, Chairman, Mr. Sayansiddha Das, Chief Financial Officer and Mr. Sharad Bagree, Manager (Finance) & Company Secretary of the Company be and are hereby severally authorized to intimate the Registrar of Companies, Kolkata about such increase in the Authorised Share Capital of the Company and to do all such acts, deeds, matters and things to give effect to the aforementioned Resolution, including to enable the Company and the Registrar to make necessary changes in the Capital Clause of the Memorandum of Association of the Company as specified in the above Resolution."

Item No.3 – Appointment of Mr. Indrajit Roy (DIN : 09760378) as Director

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

"RESOLVED THAT pursuant to provisions of Sections 152, 161 and other applicable provisions, if any of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including

any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and on the recommendation of Nomination and Remuneration committee, Mr. Indrajit Roy (DIN: 09760378) who was appointed as an Additional Director by the Board of Directors with effect from 20th October, 2022 and who holds the office up-to the date of this Extra-Ordinary General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company."

October 20, 2022
Registered Office:
21, Strand Road,
Kolkata-700 001
Phone : 033 2230 9601

By Order of the Board

S. Bagree
Company Secretary
ACS No. 21047

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act'), in relation to Special Business is annexed hereto.

2. Considering the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its Circular dated 5th May, 2022 read together with circulars dated 13th January, 2021, 8th April, 2020, 13th April, 2020 and 5th May, 2020 (collectively referred to as 'MCA Circulars') has allowed the Companies to conduct the EGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the EGM of the Company shall be conducted through VC / OAVM. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the EGM as per section 103 of the Companies Act, 2013.

3. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the EGM is being sent

only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories. Members may note that the Notice will also be available on the Company's website at www.joonktolleetea.in, websites of the Stock Exchanges i.e. BSE Limited and The Calcutta Stock Exchange Limited at www.bseindia.com and www.cse-india.com respectively and on website of the e-voting agency- Central Depository & Services Limited at www.evotingindia.com.

4. Since the physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Attendance Slip, Route Map and Proxy Form are not annexed to this Notice.

5. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to investors@joonktolleetea.in.

6. Process and manner for members opting for voting through Electronic means:

i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of Listing Regulations read with Circulars issued by the MCA and SEBI, the Company is providing facility of remote e-voting to its Members through Central Depository Services (India) Limited ("CDSL") in respect of the business to be transacted at the EGM. The facility of casting votes by members using remote e-voting as well as e-voting system on the date of the EGM will be provided by CDSL.

ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, November 9, 2022, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

iii. Any person, who acquires shares of the Company and becomes a member of the Company after sending of the Notice and is holding shares as on the cut-off date, may follow the same instructions/steps as mentioned above for e-voting.

iv. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Wednesday, November 9, 2022.

v. The Company has appointed Ms. Sweety Kapoor, Practising Company Secretary (Membership No. FCS: 6410; CP No: 5738), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.

7. Process for those shareholders whose email/mobile no. are not registered with the Company/Depositories:

a) 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's id i.e. investors@joonktolleetea.in/RTA's email id i.e. mdpldc@yahoo.com.

b) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

c) 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.

8. Voting process and instruction regarding remote e-voting:

(a) The voting period begins on 13th November, 2022 at 9 A.M. and ends on 15th November, 2022 at 5 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 (record date) i.e. 9th November, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(b) Members should follow the following steps to cast their votes electronically:

Login method for e-voting and joining virtual meeting for individual members holding shares in demat form:

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, 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 members, in respect of all members' resolutions.

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 members.

In order to increase the efficiency of the voting process, all the demat account holders have been enabled for e-voting 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.

- (ii) Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After

	<p>successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.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 16 digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 above mentioned websites.

Helpdesk for Individual Members 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 helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting and joining virtual meeting for members other than individual members holding shares in Demat form & members holding in physical mode :

- (i) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now, Enter your User ID
- (a) For CDSL : 16 digits beneficiary ID,
- (b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
- (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vi) If you are a first time user, follow the steps given below :

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, Members 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of the Company.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) Note for Non – Individual Shareholders and Custodians

	For Members holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend, Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company, please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (v).

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-individual members 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 at the e-mail id scrutiniser@rediffmail.com and to the Company at the email id investors@joonktolleetea.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or contact 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 write an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

9. The instructions for shareholders voting on the day of the EGM on e-voting system are as under:
 - a. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

- b. Only those Members/shareholders, who will be present in the EGM 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 in the EGM.
10. The Scrutinizer will submit her report to the Chairman or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the EGM and votes casted through remote e-voting), within two working days from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges on which the Company's shares are listed and CDSL and will also be displayed on the Company's website <http://www.joonktolleetea.in>.
 11. The resolution shall be deemed to be passed on the date of EGM, subject to receipt of requisite number of votes.
 12. Instruction for members for attending the EGM through VC/OAVM are as under:
 - i) The Members can join the EGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the EGM.
 - ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
 - iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
 - iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience. 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.
 - v) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a

speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@joonktolleetea.in. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@joonktolleetea.in. These queries will be replied to by the company suitably by email.

- vi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Further, the shareholders will be required to allow the camera for participation in the meeting as speaker.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102(1) of the Companies Act 2013.

Item No.1: Approval for Change in name of the Company from "JOONKTOLLEE TEA & INDUSTRIES LIMITED" to "SHRI VASUPRADA PLANTATIONS LIMITED"

The Company was incorporated in the year 1874 under the name "Joonktollee Tea Company Limited" to take on grant tea plantation named Joonktollee Tea Estate in Upper Assam. Subsequently, the name of the Company was changed to "Joonktollee Tea & Industries Limited" in the year 1972. Since then the Company has acquired many tea estates and also diversified into coffee and rubber cultivation by expanding its operations in South India. The Company is now both geographically and product wise diversified. The activities and product mix of the Company are dependent on the nature and mother earth who is the "bestower of wealth". The Company would be celebrating its 150th year of operations in 2024 and considering the need to ideally signify current and future business operations and geographical presence of the Company, it would be prudent to change the name of the Company to "Vasuprada" – the Sanskrit term for "bestower of wealth".

The Board believes that the new name will be in the best interest of the Company's operations and all stakeholders.

Government of India, Ministry of Corporate Affairs, Office of the Registrar of Companies, Central Registration Centre, Gurgaon has given its no objection in the availability of the changed name vide their letter dt. 27th September, 2022.

The proposed change of name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company.

The proposed change in name would be subject to the necessary approvals in terms of Sections 4, 13 and 14 of the Act and requires approval of the members of the Company by way of a special resolution.

All documents referred to in the Notice will be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of the EGM. Members seeking to inspect the documents can send an email to investors@joonktolleetea.in.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 1 of the Notice.

The Board recommends the resolution set out at Item No. 1 for approval of the Members as a Special Resolution.

Item No.2: Increase in the Authorized Share Capital and alteration of the Capital Clause of the Memorandum of Association of the Company

Considering the overall business growth, future expansion and the operational requirements, the Company needs to raise funds by means of either equity or debt. While the Company is considering the various options, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013, its corresponding rules and amendments thereof.

The present Authorised Share Capital of the Company is Rs. 11,65,00,000/- (Rupees Eleven Crores Sixty Five Lakhs only) divided into 1,12,49,000 (One Crore Twelve Lakhs Forty Nine Thousand) Equity Shares of Rs. 10/- each, 35,000 (Thirty Five Thousand) Equity Shares of Rs. 100/- each, 50,000 (Fifty Thousand) Redeemable Cumulative Preference Shares of Rs. 10/- each

and 100 (One Hundred) 13.5% Redeemable Cumulative Preference Shares of Rs. 100/- each. The Board of Directors of the Company at their meeting held on 20th October 2022 has subject to requisite approval proposed to increase the Authorised Share Capital of the Company comprising of:

- I. Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) Equity Share capital divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10 each;
- II. Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) Preference Share capital divided into 25,00,000 (Twenty Five Lakh) Redeemable Non-Cumulative Preference Shares of Rs 100/- each."

Pursuant to Section 13 and 61 of the Act, the increase in Authorised Share Capital and the consequential alteration of the Memorandum of Association requires approval of the Members of the Company by way of an Ordinary Resolution.

Copies of documents relevant to this Resolution including a copy of the amended Memorandum of Association of the Company shall be made available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of the EGM. Members seeking to inspect the documents can send an email to investors@joonktolleeta.in.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 2 of the Notice.

The Board recommends the resolution set out at Item No. 2 for approval of the Members as an Ordinary Resolution.

Item No.3: Appointment of Mr. Indrajit Roy (DIN : 09760378) as Director

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 20th October, 2022, approved

the appointment of Mr. Indrajit Roy (DIN: 09760378), as an Additional Director on the Board of the Company with effect from 20th October, 2022 subject to approval by the shareholders of the Company at the EGM.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Indrajit Roy holds office upto the date of the ensuing EGM of the Company. The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Indrajit Roy for the office of Director of the Company.

In terms of Section 152 of the Companies Act, 2013 read with Rules framed thereunder, the Board of Directors is of the opinion that Mr. Indrajit Roy, proposed to be appointed as Director, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Listing Regulations. He also possesses appropriate skills, experience and knowledge required for discharge of his duties as a Director. Mr. Roy is not debarred from holding the office of director by virtue of any order of SEBI or any other authority.

Your Directors seek your approval to the said resolution as set out in the Notice.

Except the appointee Director, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

Other details in respect of appointment of Directors in terms of Regulation 36(3) of the SEBI (LODR) Regulations, 2015, Companies Act, 2013 and Secretarial Standards on General Meetings is annexed to this notice.

October 20, 2022
Registered Office:
21, Strand Road,
Kolkata - 700 001
Phone : 033 2230 9601

By Order of the Board

S. Bagree
Company Secretary
ACS No. 21047

Brief profile of Director being appointed as per Item No. 3:

Name of Director	Mr. Indrajit Roy
Director Identification Number (DIN)	09760378
Date of Birth and Age	6 th July, 1961 61 years
Nationality	INDIAN
Date of first appointment on Board	20 th October, 2022
Qualifications	B.Com, Diploma in Export Management
Expertise in specific functional areas	He has more than 40 years of varied and wide ranging experience in Plantation industry with respect to planning, executing long term business plans, directing, overseeing and managing all aspects of marketing and sales process.
Remuneration proposed to be paid	Entitled to sitting fees for attending meetings of the Board & Committees.
No. of Board Meetings attended upto the Notice date	1
Directorships held in other listed companies	Nil
Memberships / Chairmanships of committees of other listed companies *	Nil
Inter-se relationship with other Directors and Key Managerial Personnel	Nil
Number of shares held in the Company	Nil
Listed entities from which the Director resigned in the last three years as Independent Director	Nil

* Committee positions only of Audit Committee and Stakeholders Relationship Committee in public companies have been considered.

October 20, 2022
Registered Office:
21, Strand Road,
Kolkata - 700 001
Phone : 033 2230 9601

By Order of the Board

S. Bagree
Company Secretary
ACS No. 21047