

THE METHONI TEA COMPANY LIMITED

CIN: L15492WB1929PLC006618

Registered Office: 75C, Park Street, 1st Floor, Kolkata -700 016

Tele Fax No.: 91-33-40076728; E-mail: methoni@methonitea.com ;

Website: www.methonitea.com

NOTICE OF EGM

Notice is hereby given that an Extraordinary General Meeting of the members of The Methoni Tea Company Limited will be held on Friday, the **December 17, 2021** at 11:30 A.M. at the registered office of the Company at 75C, Park Street, 1st Floor, Kolkata -700016, to transact the following businesses:

Special Business:

1. To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum and Article of Association

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

“RESOLVED THAT pursuant to provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the Company be and is hereby accorded, to increase the Authorised Share Capital of the Company from existing Rs.50,00,000 (Rupees Fifty Lakhs Only) divided into 5,00,000 (Five Lakhs) equity shares of Rs. 10/- each to Rs.1,00,00,000 (Rupees One Crores) divided into 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/- each by creation of additional 5,00,000 (Five Lakhs) equity shares of Rs. 10/- each.”

RESOLVED FURTHER THAT pursuant to provision of Section 13 read with Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder, the consent of the members of the Company be and is hereby accorded, for substituting Clause 5 of the Memorandum of Association and Clause 4 of the Article of Association of the Company with the following clause:

“The Authorised Share Capital of the Company is Rs.1,00,00,000 (Rupees One Crores) divided into 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/- each.”

2. **Issue of Equity Shares on Preferential Basis**

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 Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (“SEBI (LODR) Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) as in force and subject to other applicable rules, regulations and guidelines of securities and Exchange Board of India (“SEBI”) and/or the stock exchanges where the shares of the Company are listed and enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions (including but not limited to

approval from the Competition Commission of India) and which may be agreed to, by the board of directors of the Company (“Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorized by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby granted to Board to create, offer, issue and allot on a preferential basis, 5,00,000 equity shares of face value Rs.10/- each (“Equity Shares”) for cash at a price of Rs.152/- (including a premium of Rs.142/- per Equity Share), for an aggregate amount of Rs.7,60,00,000/- (Rupees Seven Crores and Sixty Lakhs), to the following investor (the “Allottees”) by way of preferential allotment on a private placement basis (“Preferential Allotment”), in accordance with the SEBI (ICDR) Regulations, 2018, the Companies Act, 2013 and other applicable laws and, on such terms and conditions as mentioned hereunder:

| Name of Allottee | Category | No. of Shares | Subscription Amount (in Rs.) |
|--|----------------|-----------------|------------------------------|
| Rajendra Prasad Bubna | Promoter Group | 1,25,000 | 1,90,00,000 |
| Anita Bubna | Promoter Group | 2,20,000 | 3,34,40,000 |
| Monet Securities Pvt. Ltd | Promoter Group | 4,000 | 6,08,000 |
| Gita Energy Generation Private Limited | Non-Promoter | 1,51,000 | 2,29,52,000 |
| Total | | 5,00,000 | 7,60,00,000 |

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares be and is hereby fixed as Tuesday, November 16, 2021 being the 30 days prior to the date of Extra Ordinary General Meeting i.e., Friday, December 17, 2021.

RESOLVED FURTHER THAT all such equity shares to be issued and allotted by the Board shall be subject to provisions of Memorandum of Association and Article of Association of the Company and shall rank pari-passu in all respect including dividend (if any) with the existing equity shares of the Company;

RESOLVED FURTHER THAT the Preferential Allotment shall be made on the following terms and conditions: (i) The Allottees shall be required to bring in 100% of the consideration for the relevant Shares on or before the date of allotment hereof. (ii) The consideration for allotment of the relevant Shares shall be paid to the Company from the bank account of the Allottees (iii) Allotment of Shares shall only be made in dematerialized form. (iv) The Shares allotted to the Allottees shall rank pari-passu, inter-se, with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation 167 of the SEBI (ICDR) Regulations, 2018. (v) The Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

RESOLVED FURTHER THAT subject to SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without

limitation, issuing clarification on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of equity shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors
For The Methoni Tea Company Limited

RAJENDRA PRASAD BUBNA
Whole-time Director
DIN: 00180543

November 22, 2021
Regd. Office: 75C, Park Street, 1st Floor,
Kolkata -700016

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to special business is annexed hereto.
2. A Member entitled to attend and vote at the EGM may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company.
3. Proxies, in order to be effective, must be received at the Registered Office of the Company at 75C, Park Street, 1st Floor, Kolkata -700016 not less than forty-eight hours before the commencement of the EGM.
4. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Pursuant to Section 113 of the Companies Act, 2013, corporate members are requested to send a certified copy of the Board Resolution/Authorization together with specimen signature authorizing their representative, intending to attend and vote at the EGM.

7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL). The Board of Directors of the Company has appointed CS Md. Shahnawaz (COP No. 15076), Practicing Company Secretary as the Scrutinizer for this purpose. The detailed instructions for e-voting are given as a separate attachment to this notice. The e-voting period begins on Tuesday, December 14, 2021 at 9.00 AM and ends on Thursday, December 16, 2021 at 5.00 PM. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
8. Attendance slip, proxy form of the venue of the Meeting are annexed hereto.
9. In case of Joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the Extra Ordinary General Meeting.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/Registrar.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar.
13. The Notice of the EGM is being sent by electronic mode to those Members whose E-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their E-mail addresses, physical copy is being sent by the permitted mode.
14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
15. The Notice of the EGM is being sent by electronic mode to those Members whose E-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their E-mail addresses, physical copy is being sent by the permitted mode. All these above-mentioned documents will also be available on the Company's website www.methonitea.com for download by the Members. We, request the Members to update their email address with their depository participant to ensure that the annual reports and other documents reach them on their preferred email address. Members holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at methoni@methonitea.com.
16. To support the 'Green Initiative', the Members who have not registered their E-mail addresses are requested to register the same with the Registrar/Depositories.
17. **Voting through Electronic Means**

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 14th December, 2021 at 09:00 A.M. and ends on 16th December, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 10th December, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 10th December, 2021.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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 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.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 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 and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit 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 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. 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. |
| Individual Shareholders 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 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 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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 |
| 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 abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022-23058738 and 22-23058542-43. |
| 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 |

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| | For Shareholders holding shares in Demat Form other than individual and Physical Form |
|--|---|
| PAN | 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">• Shareholders 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). |

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.

- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; methoni@methonitea.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022- 23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM 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. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

- c. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

Other Instructions

- (i) Md. Shahnawaz, Practicing Company Secretary (Membership No. A21427, COP No.: 15076) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (ii) The results shall be declared on or after the EGM of the Company. The results declared shall be placed on the website of The Methoni Tea Company Limited within two (2) days of passing of the resolution at the EGM of the Company and will be communicated to The Calcutta Stock Exchange Limited.
- (iii) After dispatch of the notice, any person who acquires shares of the Company and becomes member of the Company as on the cut-off date i.e. December 10, 2021 may obtain the login ID and password by sending an email to methoni@methonitea.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- (iv) The voting rights of a member shall be in proportion to his shares in the paid-up equity share capital of the Company as on the cut-off date of i.e. 10th December, 2021.
- (v) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Extra Ordinary General Meeting of the Company.

For The Methoni Tea Company Limited

RAJENDRA PRASAD BUBNA
Whole-time Director
DIN: 00180543

November 22, 2021
Regd. Office: 75C, Park Street, 1st Floor,
Kolkata -700016

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

Item No. 1

Increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association and Article of Association

At present the Authorised Share Capital of the Company is Rs. 50,00,000 (Rupees Fifty Lakhs Only) divided into 5,00,000 (Five Lakhs) equity shares of Rs. 10/- each out of which paid up share capital of the Company is Rs. 40,80,000 (Rupees Forty Lakh Eighty Thousand Only) divided into 4,08,000 (Four Lakh Eight Thousand) equity shares of Rs.10/- each.

The Board of Directors of the Company in its meeting held on Monday, November 22, 2021 have proposed the issuance of 5,00,000 equity shares on preferential basis for the long term capital requirement of the company. So, in view of the proposed preferential issue of equity shares, the present Authorised Share Capital of the Company need to be increased from Rs.50,00,000/- to Rs.1,00,00,000/- by creation of additional 5,00,000 (Five Lakhs) equity shares of Rs. 10/- each. Further, in view of increasing the Authorised Share Capital it is also necessary to amend Clause 5 of the Memorandum of Association and Clause 4 of the Article of Association to reflect the increased the Authorised Share Capital from Rs.50,00,000/- to Rs.1,00,00,000/-.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 1 for the approval of the Members by way of passing a Special Resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.

ItemNo.2

Issuance of Equity Shares through Preferential allotment on Private Placement Basis to the persons / entity belonging to Promoters and public category

The Company is engaged in tea cultivation and manufacturing of tea. The operation of the Company requires adequate long term fund not only to meet the needs of growing business, but also to compete with large players. As business grows, capital requires to be augmented. The Company expects to continue its growth trajectory in medium to long-term. Availability of adequate capital is one of the key requirements for achieving this feat. Members may note that the Company is proposing to issue and allotment of 5,00,000 equity shares, the proceeds of which will be primarily used to meet the augment the operation of the Company, including longterm capital requirements for pursuing growth plans, working capital requirement and general corporate purposes.

Accordingly, the Board of Directors of the Company (the "Board") had pursuant to its resolution passed on November 22, 2021, subject to the consent of the members, approved the issue and allotment of up to 5,00,000 equity shares of face value Rs.10/- each ("Equity Shares") for cash at a price of Rs.152/- (including a premium of Rs.142/- per Equity Share), for an aggregate amount of Rs.7,60,00,000/- (Rupees Seven Crores and Sixty Lakhs), as determined by the Board in accordance with the pricing guidelines prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations") as on the relevant date i.e. November 16, 2021, to the proposed investors in terms of ICDR Regulations. In terms of Sections 42 and 62(1)(c) of the Companies Act, 2013 and Regulation 160 of the ICDR Regulations, approval of the members by way of a special resolution is required to issue the Shares on preferential basis.

The relevant detail sand other material facts in connection there to are provided hereunder:

1. Object of the Issue

The Company proposes to issue and allotment of 5,00,000 equity shares, the proceeds of which will be primarily be used to meet the augment the operation of the Company, including long term capital requirements for pursuing growth plans, working capital requirement and general corporate purposes.

2. Size of the preferential issue

The Company proposes to offer, issue and allot, on preferential basis, up to 5,00,000 equity shares of face value Rs.10/- each (“Equity Shares”) for cash at a price of Rs.152/- (including a premium of Rs.142/- per Equity Share), for an aggregate amount of Rs.7,60,00,000/- (Rupees Seven Crores and Sixty Lakhs).

3. Price of the preferential issue

The Company proposes to offer, issue and allot Shares each at an issue price of Rs.152/- as determined as per the pricing guidelines prescribed under the SEBI (ICDR) Regulations, 2018.

4. Basis on which the price of the preferential issue has been arrived at

The equity shares of the Company are listed on the Calcutta Stock Exchange Limited(“CSE”). The equity shares are infrequently traded, thus, the issue prices is arrived at in accordance with the provisions of Regulation 165 of the SEBI (ICDR) Regulations, 2018. The price per Share has been arrived at take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

The Company has obtained a valuation report dated November 22, 2021, form Mr. Manish Gadia, Registered Valuer, Regn. No. IBBI/RV/06/2019/11646, for the issue price.

5. Relevant date with reference to which the price has been arrived at

The relevant date as per the relevant provisions of Chapter V of the ICDR Regulations, 2018 for the determination of the said issue price for the Shares is November 16, 2021.

6. The class or classes of persons to whom the allotment is proposed to be made

The Shares pursuant to the preferential issue shall be allotted to the following Investor in the manner as recorded below:

| Name of Allottee | Permanent Account Number (PAN) | No. of Shares | Subscription Amount (in Rs.) |
|--|--------------------------------|-----------------|------------------------------|
| Rajendra Prasad Bubna | AECPB9460K | 1,25,000 | 1,90,00,000 |
| Anita Bubna | ADAPB2166K | 2,20,000 | 3,34,40,000 |
| Monet Securities Pvt. Ltd | AABCM7058A | 4,000 | 6,08,000 |
| Gita Energy Generation Private Limited | AADCG4583A | 1,51,000 | 2,29,52,000 |
| Total | | 5,00,000 | 7,60,00,000 |

7. Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the preferential issue.

Except Mr. Rajendra Prasad Bubna and Mrs. Anita Bubna, promoters, none of the Directors or key management personnel intend to subscribe to this offer.

8. Proposed time for completion of Preferential Allotment

The Company will complete the allotment pursuant to this preferential issue within a period of 15 (fifteen) days from the date when the shareholders’ resolution approving this Preferential Allotment is passed. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue/ for such allotment by any regulatory/ statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.

9. Names of the proposed allottees and the percentage of post preferential issue capital that may be held by them

The names of the Investor together with their post issue capital held with them will be asset out below:

| Particulars | Pre-Issue Shareholding | Pre-Issue % | Allotment | Post-Issue Shareholding | Pre-Issue % |
|--|------------------------|-------------|-----------|-------------------------|-------------|
| Promoter | | | | | |
| Rajendra Prasad Bubna | 83,000 | 20.34 | 1,25,000 | 2,08,000 | 22.91 |
| Anita Bubna | 1,65,188 | 40.49 | 2,20,000 | 3,85,188 | 42.42 |
| Monet Securities Pvt. Ltd | - | - | 4,000 | 4,000 | 0.44 |
| Non Promoters | | | | | |
| Gita Energy Generation Private Limited | - | - | 1,51,000 | 1,51,000 | 16.63 |

10. Change in control if any, in the Company that would occur consequent to the preferential issue

There will be no change in control of the Company pursuant to the proposed Preferential Allotment.

11. The number of persons to whom allotment on a preferential basis has been made during the year, in terms of number of securities as well as the price

During the current financial year 2021-22, the Company has not made any allotment of securities on preferential basis.

12. Pre and Post-Issue Share holding Pattern The Pre and Post-Issue Share holding Pattern of the Company is set out below:

| Sr. No. | Category | Pre-Issue | | Post Issue | |
|-----------|-----------------------------|--------------------|--------------------|--------------------|--------------------|
| | | No. of shares held | % of share holding | No. of shares held | % of share holding |
| A. | Promoter Holding | | | | |
| 1 | Indian | | | | |
| | Individual | 2,48,188 | 60.83 | 5,93,188 | 65.33 |
| | Bodies Corporate | - | - | 4,000 | 0.44 |
| | Sub-total (1) | 2,48,188 | 60.83 | 5,97,188 | 65.77 |
| 2 | Foreign Promoters | - | - | - | - |
| | Sub-total (2) | 2,48,188 | 60.83 | 5,97,188 | 65.77 |
| | Total(A)(1+2) | | | | |
| B. | Non-Promoter Holding | | | | |
| 1 | Institutional Investors | 2,184 | 0.54 | 2,184 | 0.24 |
| 2 | Non-Institutional Investors | 1,08,398 | 26.57 | 1,08,398 | 11.94 |

| | | | | | |
|-------------------|--|-----------------|--------------|-----------------|---------------|
| (i) | Investor Education and Protection Fund | 17,067 | 4.18 | 17,067 | 1.88 |
| (ii) | Private Corporate Bodies | 29,668 | 7.27 | 29,668 | 3.27 |
| (iii) | Directors and relatives | - | - | - | - |
| (iii) | Others | 2,495 | 0.61 | 2,495 | 0.27 |
| (iv) | Preferential Allotment | - | - | 1,51,000 | 16.63 |
| Total(B) | | 1,59,812 | 39.17 | 3,10,812 | 34.23 |
| Grand Total (A+B) | | 4,08,000 | 100 | 9,08,000 | 100.00 |

13. Identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and / or who ultimately control the Investors

The natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and / or who ultimately control the Investors

| Name of Allottees | Name of beneficial owners |
|--|---------------------------|
| Rajendra Prasad Bubna | Rajendra Prasad Bubna |
| Anita Bubna | Anita Bubna |
| Monet Securities Pvt. Ltd | Rajendra Prasad Bubna |
| Gita Energy Generation Private Limited | Hari Choudhary |

14. Contribution being made by the promoters or directors either as part of the preferential issue or separately in furtherance of objects

The 69.80% contribution in the proposed preferential issue is being made by promoters of the Company namely Mr. Rajendra Prasad Bubna, Mrs. Anita Bubna and Monet Securities Private Limited, and remaining 30.20% by a non-promoter group entity. No other promoter or director of the Company is making any contribution in their respective individual capacities.

15. Auditors' certificate

A certificate from the Statutory Auditors of the Company namely U S Agarwal and Associates, Chartered Accountants, as required under the SEBI (ICDR) Regulations, 2018, shall be made available on the day of the EGM on the web site of the Company viz www.methonitea.com.

16. Lock-in requirements

The Shares allotted pursuant to the preferential issue will be subject to applicable lock-in and transfer restrictions in accordance with the SEBI (ICDR) Regulations, 2018 as under:

| Name of Allottees | Category of allottees | No. Shares to be locked-in upto 3 years from the date of trading approval | No. Shares to be locked-in upto 1 year from the date of trading approval |
|---------------------------|-----------------------|---|--|
| Rajendra Prasad Bubna | Promoter Group | Nil | 1,25,000 |
| Anita Bubna | Promoter Group | 1,81,600 | 38,400 |
| Monet Securities Pvt. Ltd | Promoter Group | 4,000 | Nil |

| | | | |
|--|--------------|-----|----------|
| Gita Energy Generation Private Limited | Non-Promoter | Nil | 1,51,000 |
|--|--------------|-----|----------|

17. Other disclosures

- (a) Valuation Report dated November 22, 2021, of a Registered Valuer under provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, is obtained from Mr. Manish Gadia, Chartered Accountants, IBBI Registration no. IBBI/RV/06/2019/11646.
- (b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Shares is for a cash consideration.
- (c) Principle terms of assets charged as securities: NA

18. Undertakings

- (a) Neither the Company nor any of its Promoters or Directors is a wilful defaulter.
- (b) Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the SEBI(ICDR) Regulations,2018.
- (c) The equity shares of the Company have been listed for a period of more than twenty six weeks as on the relevant date, the provisions of Regulation 164(3) of the SEBI (ICDR) Regulations, 2018, governing re-computation of the price of shares shall not be applicable.
- (d) The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of the SEBI (ICDR) Regulations, 2018, where it is required to do so.
- (e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottee.
- (f) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI(LODR)Regulations, 2015, as amended and circulars and notifications issued by the SEBI there under.

The proposed offer is in the interests of the Company and the Board recommend the passing of the proposed Special Resolution as set forth in Item No.2 of this Notice for approval by the Members of the Company.

Save as aforesaid, except Mr. Rajendra Prasad Bubna and Mrs. Anita Bubna, being the Promoters, none of the Directors or KMPs or their relative in any way are concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 2.

A copy of the afore mentioned documents shall be available for inspection by members during working hours at the registered office of the Company and electronically until the date of the EGM.

For The Methoni Tea Company Limited

RAJENDRA PRASAD BUBNA
Whole-time Director
DIN: 00180543

November 22, 2021
 Regd. Office: 75C, Park Street, 1st Floor,
 Kolkata -700016