

# RANICHERRA TEA COMPANY LIMITED

P.O. MATELLI, DIST. JALPAIGURI – 735223

WEST BENGAL

(e\_mail Id: Ranicherra\_tea@rediffmail.com)

{CIN NO. L01132WB1908PLC001893}

TEA GARDEN

RANICHERRA TEA ESTATE

P.O. SAILIHAT

DIST. JALPAIGURI – 735229

Reference No.: SEC/SE/71/2025-26

Date: July 28, 2025

CSE Limited

7, Lyons Range, Dalhousie,

Kolkata-700001, West Bengal

Scrip Code: 28100

Sub: Addendum to the Notice of 117th Annual General Meeting of Ranicherra Tea Company Limited

Ref: Our letter reference dated July 08, 2025 on Notice of the 117th Annual General Meeting (AGM) and Annual Report of the Company for the Financial Year 2024-25

Ranicherra Tea Company Limited (the "Company") had issued a Notice dated July 8, 2025 (the "AGM Notice") for convening the 117th Annual General Meeting of the Company, scheduled to be held on Monday, August 11, 2025, at 1.30 p.m. (IST) at its Conference Hall & Inspection Bungalow Compound in Ranicherra Tea Garden Inspection Bungalow P.O. Sailihat, Rly. Station Damdim (before New Mal Junction Rly. Station), Dist. Jalpaiguri- 735229. The AGM Notice has already been dispatched to all the Shareholders of the Company in compliance with applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

As stated in the AGM Notice, the Company has provided its Shareholders the facility to cast their votes electronically through remote e-voting, which will be commenced on Friday, August 8, 2025 at 9:00 a.m. (IST) and will continue until 5:00 p.m. (IST) on Sunday, August 10, 2025. The Company will also provide with the facility of e-voting at the AGM venue.

This Addendum is being issued to inform the Members about the Appointment of Secretarial Auditor In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

The Board subject to the approval of the Members of the Company, approved appointment of M/s. P D Rao and Associates, Practicing Company Secretaries, (Membership No.: F 10817, Certificate of Practice No. (COP): 14385 and holding Peer Review Certificate No. 2819/2022) as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the Financial Year 2025-26 upto Financial Year

2029-30. The above referred appointment may be upto the date of continuation of listing or five years which may be earlier.

The above update and may be accessed through the company's website as given below: Addendum to 117th AGM Notice: <https://ranicherratea.co.in/>

Addendum to the Boards Report: Secretarial Audit Report in Form MR-3 attached herewith forms part of Board Report & Annual Report for the year 2024-2025,

Accordingly, all concerned Shareholders, Stock Exchanges, Depositories, Registrar and Share Transfer Agent, the agency appointed for e-voting, regulatory authorities, and all other stakeholders are requested to take note of the same. This Addendum forms an integral part of the AGM Notice and should be read in conjunction with the same.

The AGM Notice and all agenda items, except and to the extent as supplemented by this Addendum, remains unchanged in all respects.

Request you to kindly take the same on record.

Thanking You.

Yours faithfully,

**For Ranicherra Tea Company Limited**

**Sd/-**

**Pradeep Kumar Goel**

**Managing Director**

**Addendum to the Notice of 117th Annual General Meeting of the Company**

Addendum to the Notice dated **July 08, 2025**, convening 117th Annual General Meeting of Ranicherra Tea Company Limited (the "Company") scheduled to be held on Monday, August 11, 2025, at 1.30 p.m.

(IST) at its Conference Hall & Inspection Bungalow Compound in Ranicherra Tea Garden Inspection Bungalow P.O. Sailihat, Rly. Station Damdim (before New Mal Junction Rly. Station), Dist. Jalpaiguri- 735229:

To

**All the Members of**

**Ranicherra Tea Company Limited**

**SPECIAL BUSINESS:**

**5. Appointment of Secretarial Auditor and approval of his remuneration**

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 provision of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 204 and other applicable provisions of the Companies Act, 2013, if any, and applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) M/s. P D Rao and Associates (Membership No.: F 10817, COP No. 14385, Peer Review No.: 2819/2022), a Company Secretary, be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive years commencing from April 1, 2025 and ending on March 31, 2030, at a remuneration Rs. 15000/- plus applicable taxes and reimbursement of out-of-pocket expenses on actuals to be decided by Managing Director and any Committee of the Board, based on the recommendation of the Audit Committee in consultation with the Secretarial Auditor. The above referred appointment may be upto the date of continuation of listing of Securities at CSE or five years which ever date may be earlier.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (Including any Committee thereof) be and hereby authorized to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

**Registered Office:**

**By Order of the Board**

**P.O. Matelli**

**Dist. Jalpaiguri**

**West Bengal -735223**

**For Ranicherra Tea Company Limited**

**Sd/-**

**Place: Matelli**

**Pradeep Kumar Goel**

**Date: 28/07/2025**

**Managing Director**

**EXPLANATORY STATEMENT**

The Explanatory Statement, as required under section 102 of the Companies Act, 2013 are as follows:

**Item No. 5**

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

The Board subject to the approval of the Members of the Company, approved appointment of M/s. P D Rao and Associates, Practicing Company Secretaries, (Membership No.: F 10817, Certificate of Practice No. (COP): 14385 and holding Peer Review Certificate No. 2819/2022) as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the Financial Year 2025-26 upto Financial Year 2029-30.

M/s. P D Rao and Associates, had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfil the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to M/s. P D Rao and Associates for the financial year 2025-26 is Rs. 15,000/- (Rupees Fifteen thousand only) plus out of pocket expenses and applicable taxes. For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of Audit Committee. There is no material change in the fees payable to M/s. P D Rao and Associates from that paid to the previous Secretarial Auditor. The above referred appointment may be upto the date of continuation of listing of Securities at CSE or five years which ever date may be earlier.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

The Board recommends the approval of the Members for appointment of Secretarial Auditors and passing of the Ordinary Resolution set out at Item No. 5 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

**Registered Office:**

**P.O. Matelli**

**Dist. Jalpaiguri**

**West Bengal -735223**

**Place: Matelli**

**Date: 28/07/2025**

**By Order of the Board**

**For Ranicherra Tea Company Limited**

**Sd/-**

**Pradeep Kumar Goel**

**Managing Director**