

RANICHERRA TEA COMPANY LIMITED

P.O. MATELLI, DIST. JALPAIGURI – 735223
WEST BENGAL

(email Id: Ranicherra_tea@rediffmail.com)
(CIN NO. L01132WB1908PLC001893)

TEA GARDEN
RANICHERRA TEA ESTATE
P.O. SAILIHAT
DIST. JALPAIGURI – 735229

NOTICE TO MEMBERS

Notice is hereby given that the 118th Annual General Meeting (AGM) of Ranicherra Tea Company Limited will be held on Friday, September 25, 2026 at 11:30 A.M. 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 transact the following businesses:

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Report of the Directors and Auditors thereon.

2. APPOINTMENT OF MR. TANSUKH RAE GOEL (DIN: 00838932) AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. Tansukh Rae Goel (DIN: 00838932) who is liable to retire by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. RE-APPOINTMENT OF MANAGING DIRECTOR MR. PRADEEP KUMAR GOEL (DIN: 00838875)

“To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, the consent of the members is hereby accorded for the re-appointment of Mr. Pradeep Kumar Goel (DIN: 00838875) as Managing Director for a further period of 5 years, commencing from 01-07-2027 to 30-06-2032, upon the terms and remuneration as recommended by the Nomination and Remuneration Committee and detailed in the draft agreement.”

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4. RECOMMENDING RE-APPOINTMENT OF SONAL AGARWAL (DIN: 09308357) INDEPENDENT DIRECTOR

“To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, consent of the members be and is hereby accorded for re-appointment of **Sonal Agarwal (DIN: 09308357)** whose present tenure as an Independent Director is expiring on 08th September, 2026, and who has submitted the requisite declaration of independence, as an Independent Director of the Company for a second term of five (5) consecutive years, not liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

5. RECOMMENDING RE-APPOINTMENT OF KUNAL KEJRIWAL (DIN: 11697234) INDEPENDENT DIRECTOR

“To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV thereto, the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee, consent of the members be and is hereby accorded for re-appointment of **Kunal Kejriwal (DIN: 11697234)**, who was appointed as an Independent Director to fill a casual vacancy and whose present tenure as an Independent Director is expiring on 08th September, 2026 and has submitted the requisite declaration of independence, as an Independent Director of the Company for a second term of five (5) consecutive years, not liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

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6. TO TAKE NOTE OF THE COMPLETION OF TENURE OF MR. BINTU AGARWALA AS INDEPENDENT DIRECTOR

“To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Members of the Company do hereby take note that the tenure of Mr. Bintu Agarwala (DIN: 09308520) as an Independent Director of the Company has expired upon completion of his existing term with effect from 08 September 2026, pursuant to his unwillingness to continue as an Independent Director beyond the expiry of his existing tenure due to personal reasons.”

“RESOLVED FURTHER THAT the Members of the Company do hereby place on record their sincere appreciation and gratitude to Mr. Bintu Agarwala (DIN: 09308520) for his valuable contribution, guidance, advice and services rendered to the Company during his tenure as an Independent Director and wish him all the best for his future endeavours.”

7. AUTHORISATION TO THE BOARD TO IDENTIFY AND RECOMMEND A PERSON FOR APPOINTMENT AS INDEPENDENT DIRECTOR IN PLACE OF MR. BINTU AGARWALA

“To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, read with the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Board of Directors of the Company be and is hereby authorised to identify and recommend a suitable person for appointment as an Independent Director of the Company in place of Mr. Bintu Agarwala (DIN: 09308520), subject to the recommendation of the Nomination and Remuneration Committee and compliance with the applicable provisions of the Companies Act, 2013 and SEBI Regulations.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all necessary steps and actions for giving effect to the proposed appointment, including obtaining the requisite consent, declarations and other documents from the proposed candidate and placing the proposal for appointment of such person as an Independent Director before the Members of the Company for their approval at the appropriate General Meeting.”

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“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute such documents, forms and writings as may be necessary or expedient to give effect to this resolution.”

8. TO RE-APPOINT SECRETARIAL AUDITOR FOR 5 YEARS TILL YEAR ENDED 31ST MARCH, 2031

“To consider and if thought fit, to pass the following resolutions as a Special Resolutions:

“RESOLVED THAT pursuant to the provisions of Section 204(1) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended from time to time, Consent of the members be and is hereby is accorded to re-appoint M/s. P D Rao & Associates, Company Secretaries in Practice (FCS Puppala Doleswar Rao having Membership Number: F10817 and Certificate of Practice Number (COP): 14385) as Secretarial Auditor of the company for the 5 years till year ended 31st March, 2031 at a remuneration as decided mutually.”

“RESOLVED FURTHER THAT all Directors and Company Secretary of the Company, be and is hereby authorized to provide the necessary assistance for conducting the aforesaid audit.”

Registered Office:
P.O. Matelli
Dist. Jalpaiguri
West Bengal -735223

Place: Matelli
Date: 14/08/2026

By Order of the Board
For Ranicherra Tea Company Limited

Sd/-
Pradeep Kumar Goel
Managing Director

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Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business under item no. 3 to be transacted at the 118th Annual General Meeting („the meeting”) is annexed hereto and forms part of the Notice.
2. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 5, 2022 and General Circular No. 10/2022 dated December 28, 2022 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 (collectively “SEBI Circulars”), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) Members may also attend and participate in the ensuing AGM though E-voting with Physical Presence as per the instruction. Members may also attend and participate in the ensuing AGM though VC/OAVM as per the instruction.
3. The attendance of the Members attending the AGM through E-voting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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4. **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH E-VOTING.**

- a) Members whose email IDs are already registered with the Company and who are desirous to attend the AGM through E-voting, should apply at ranicherrateacoltd@gmail.com requesting for participation in the AGM, by giving their name as registered in the records of the Company, Folio Number and the Registered email ID.
- b) Members who are desirous of attending the AGM through E-voting and whose email IDs are not registered with the company, may get their email IDs registered with the company by sending an email to ranicherrateacoltd@gmail.com with the following credentials:
 - i. Name registered as per the records of the company
 - ii. Folio Number /Client ID
 - iii. Email ID to be registered for attending the Meeting
 - iv. Current and Permanent Address
- c) In case of joint holding, the credentials of the first named holder shall be accepted.

5. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to Section 105 of the Companies Act, 2013 and rules made thereunder a person can act as a proxy on behalf of the member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Also, a member holding more than 10% of the total share capital of the Company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other person or member. If a proxy is appointed for more than 50 (fifty) members, he/she shall choose any 50 (fifty) members and confirm the same to the company before the commencement of specified period for inspection. In case, proxy fails to do so, the company shall consider only first 50 (fifty) proxies as valid. The instrument appointing the proxy shall be in writing and be signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it and in order to be effective, should be deposited at the registered office of the Company, duly completed stamped and signed, not less than 48 (Forty Eight) hours before the commencement of the meeting. **A proxy form is annexed to this Report.**

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Further, proxies submitted on behalf of authorized representative of the companies, Beneficiary trust etc. must be supported by appropriate resolution/authority, as applicable. Members who hold shares in dematerialized form are requested to bring their Photo Identity Card for easy identification of attendance at the meeting.

Every member entitled to vote at the meeting shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during business hours between 11 a.m. to 6 p.m., provided that not less than 3 days' notice in writing of the intention to inspect is given by the member to the Company.

6. Members/proxies are requested to bring the attendance slip sent herewith duly filled-in for attending the Meeting.
7. 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.
8. Corporate members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of Companies Act, 2013 are requested to send to the Company, a certified true copy of the Board Resolution together with respective specimen signature of those representative(s) authorized under said resolution to attend and vote on their behalf at the meeting.
9. **Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, 21st September, 2026 to Monday, 25th September, 2026 (both days inclusive).**
10. Member attending AGM through E-voting shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. Members holding shares are requested to intimate any change in their email address to the Company.
12. Members are requested to quote the folio numbers or Demat Account and Depository Participant ID in all correspondence to the registrar and share transfer agents of the Company. The shares of the company are mandated by the Securities Exchange Board of India for trading in Dematerialization to eliminate the risk associated with Physical shares. Member may contact **Maheshwari Datamatics Pvt Ltd**, Registrar and Share Transfer Agent of the Company for assistance in this regard.

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13. Shareholders holding shares in Physical Form are requested to make transfer their shares in Demat Request Form.
14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/RTA of the company of any change or demise of any member as soon as possible.
15. Members who hold shares in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's Registrar and Share Transfer Agent, Maheshwari Datamatics Pvt Ltd enclosing their share certificates to enable the Company/RTA of the Company to consolidate their holdings into single folio.
16. Pursuant to Section 88 of the Companies Act, 2013 the Register of Members is required to be maintained in form MGT -1. In this respect, members holding shares in physical form are requested to inform/update the following additional details to company, who have not yet so updated.
 - a. E-mail id (of the first holder)
 - b. PAN
 - c. Unique Identification Number (AADHAR NO.)
 - d. Father's/Mother's/Spouse's Name
 - e. Occupation
 - f. In case the member is a minor, Name of the Guardian and date of birth of the Member
 - g. CIN no. (In case the member is a body corporate).

17. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE AND REGISTRATION OF EMAIL IDS

In line with the MCA and SEBI Circulars, the notice of the 118th AGM along with the Annual Report 2025-26 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2025-26 will also be available on the Company's website at <http://www.ranicherratea.co.in>, websites of the Stock Exchanges, that is, CSE Limited and on the website of NSDL https, Company's Registrar & Transfer Agent, Maheshwari Datamatics Pvt Ltd. The physical copies of the aforesaid documents will also be available at the Company's Registered/Corporate Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: ranicherrateacoltd@gmail.com.

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Electronic copy of the Annual Report for the financial year 2025-26 and the Notice of the 118th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form and route map is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes.

Members who have received the Notice of Annual General Meeting, Annual report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration Counter at the Annual General Meeting.

In keeping view with Ministry of Corporate Affairs “Green Initiatives” measures and applicable provisions of Companies Act, 2013 read with Rules there under, the Company requests members who have not registered their e-mail address so far, to register their e-mail address for receiving all communications including Annual Report, notices etc from the Company electronically.

18. The documents referred to in the accompanying notice are available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays and Sundays), between 10:30 A.M. to 6:00 P.M. upto the conclusion of this Annual General Meeting.
19. Register of Directors and Key Managerial personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and The Register of Contracts and Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 shall be made available for inspection at the Annual General Meeting.
20. Members seeking further information on the Accounts or any other matter contained in the Notice are requested to write to the Company at least 7 (Seven) days before the meeting so as to enable the Company to make available relevant information at the meeting.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares are therefore requested to submit their PAN details to the Company.
22. In accordance with the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, and SEBI notification dated January 24, 2022, transfers of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and, eliminate all risks associated with physical holding participate in corporate actions.

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23. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:
- a) the change in the residential status on return to India for permanent settlement, and
 - b) the particulars of the NRE account with a bank in India, if not furnished earlier.
24. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13, prescribed by the Government can be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its registered office.
25. SEBI, vide its circulars dated November 3, 2021 and December 14, 2021, has mandated Members holding shares in physical form to submit PAN, KYC and Nomination details in specified forms. Members may access website of the Company's Registrar and Transfer Agents at <https://www.absconsultant.in/downloads.html> for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 as the same is also available in the website of RTA.
26. **In case a holder of physical securities fails to furnish PAN, KYC details and Nomination by September 21, 2026, Our RTA i. e Maheshwari Datamatics Pvt Ltd will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2026, the registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.**
27. Details as required Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. Requisite declarations/ consent have been received from the Directors for his/her appointment/re-appointment.
28. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and amendments made thereto, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the e-voting facility to members to exercise their right to vote on the resolutions proposed to be passed at the Annual General Meeting as stated in the Notice by electronic means from a place other than venue of the meeting i.e. remote e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of Annual General Meeting (remote e-voting) will be provided by NSDL.

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29. In case of any queries regarding the Annual Report, the Members may write to ranicherrateacoltd@gmail.com to receive an email response.

30. Members who would like to express their views/ ask questions during the meeting with respect to the agenda items of the meeting may register themselves as a speaker by sending their request, from their registered email address, mentioning their name, DP ID and Client ID number /folio number, and mobile number, to the Company's email address at ranicherrateacoltd@gmail.com before 05:00 P.M. IST on Thursday, 24th September, 2026. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance from their registered email address, mentioning their name, DP ID and Client ID number /folio number, and mobile number, to reach the Company's email address at ranicherrateacoltd@gmail.com before 05:00 P.M. IST on NSDL. These queries will be replied by the Company.

Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting, depending upon the availability of time as appropriate for smooth conduct of the AGM.

31. **INSTRUCTION FOR SHAREHOLDERS FOR REMOTE E- VOTING ARE AS UNDER**

a) The e-voting facility will be made available during the following period:

Commencement of remote e-voting can email their voting slips: From 10:00 a.m. on Tuesday, 22nd September, 2026 End of remote e-voting: up to 5:00 p.m. on Thursday, 24th September, 2026.

At the end of remote e-voting period, the facility shall forthwith be blocked.

- b) Members' holding shares either in physical or dematerialized mode as on the cut-off date (i.e. the record date) viz. Tuesday, 15th September, 2026 may exercise their vote electronically.
- c) In case a person becomes a member of the Company after the dispatch of the Notice but on or before the cut-off date for e-voting i.e. 15th September, 2026, he/she may write to the Company requesting for user id and password.
- d) Facility of voting through Ballot Paper shall also be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting. Members who have cast their vote by remote e-voting shall not be allowed to vote again at the meeting. However, members may attend the meeting and participate in the discussions, if any.
- e) Members can opt for only one mode of voting, i.e. either by e-voting or voting at Annual General Meeting. In case members cast their vote through both the mode, e-voting shall prevail and vote cast at Annual General Meeting shall be invalid.

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- f) The voting rights of the members shall be one vote per paid up equity share, registered in the name of the shareholders/beneficial owners as on the cut-off date (i.e. the record date) being 15th September, 2026.
- g) A person who is not a member as on cut-off date should treat this notice for the information purpose only.

The Board of Directors has appointed M/s. P D Rao and Associates., Practicing Company Secretary (Unique ID No.: S2015WB333800), having its office at Room No. 601A, 6th Floor, Saltee Plaza, Nagerbazar, 1 Mall Road, Kolkata – 700080 as the Scrutinizer to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner.

- h) The scrutinizer shall after the conclusion of meeting count the votes cast at the meeting, thereafter unblock the votes casted by remote e-voting in the presence of at least 2 (Two) witnesses not in employment of the Company and within a period not exceeding 5 days from the conclusion of the meeting submit a consolidated report of e-voting and voting at AGM of the total votes cast in favour or against, to the Chairman of the meeting, or any person authorized by the Chairman to counter-sign the same. The Chairman of the meeting or the person authorized by the Chairman shall declare the results of the voting forthwith.
- i) The results of e-voting will be communicated to the Stock Exchange where equity shares of the Company are listed viz. The Calcutta Stock Exchange Limited.

32. **PROCESS OF REMOTE E-VOTING**

MEMBERS DESIRING TO VOTE THROUGH REMOTE E-VOTING MAY REFER TO THE FOLLOWING STEPS:

Step 1: Access through Depositories NSDL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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 e-mail address in their demat accounts in order to access e-Voting facility.

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Pursuant to aforesaid SEBI Circular, Login method **for Individual shareholders holding securities in Demat mode with NSDL/NSDL/other depository participants** is given below:

Type of shareholder	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	- Existing users who have opted for NSDL 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.NSDLindia.com/myeasi/home/login or visit www.NSDLindia.com and click on Login icon and select New System Myeasi. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of NSDL for casting of vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/ Easiest, option to register is available at https://web.NSDLindia.com/myeasi/Registration/EasiRegistration. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.NSDLindia.com home page or click on https://evoting.NSDLindia.com/ Evoting/Evoting Login. 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 Shareholders holding securities in demat mode with NSDL .	A. NSDL IDeAS facility: - 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.nsdl.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 eVoting page. Click on company name or e-Voting service provider - NSDL and you will be re-

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P.O. MATELLI, DIST. JALPAIGURI – 735223

WEST BENGAL

(e_mail Id: Ranicherra_tea@rediffmail.com)

{CIN NO. L01132WB1908PLC001893}

TEA GARDEN

RANICHERRA TEA ESTATE

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	directed to NSDL website for casting your vote during the remote e-Voting period. 3. 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. B. E-Voting website of NSDL: 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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. 2. 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 - NSDL name and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/NSDL for e-Voting facility. 2. Once you login, you will be able to see e-Voting option. Once you click on eVoting option, you will be redirected to NSDL/NSDL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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 websites.

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

Login type	Helpdesk details
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 helpdesk.evoting@NSDLindia.com or contact at toll free no. 1800 22 55 33 or at 022-23058738 or 022-23058542/43.
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.

Step -2 Access through NSDL e-Voting system in case of **shareholders holding shares in physical mode and non-individual shareholders in Demat mode.**

Shareholders should log on to the e-voting website www.evotingindia.com

- Click on “Shareholders” module.
- Enter your User ID for NSDL:
 - For NSDL: 16 digits beneficiary ID.
 - For NSDL: 8 Character DP ID followed by 8 digit Client ID
 - Shareholders holding shares in physical form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and click on “Login”
- Shareholders holding shares in dematerialized form and having used www.evotingindia.com earlier and having voted on an earlier e-voting of any company, may use their existing password.

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e) First time users may follow the steps given below:

	For Shareholders holding shares in Dematerialised Form or Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by the Income Tax Department (Applicable for both physical & Demat Shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the company/RTA or contact company/RTA.

f) After entering these details appropriately, click on "SUBMIT" tab

g) 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 shareholders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

h) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

i) Click

j) On the voting page, shareholders will see "**RESOLUTION DESCRIPTION**" and against the same the option "YES/NO" for voting. Shareholders can select the option YES or NO as desired. The option YES implies that they assent to a Resolution and option NO implies that they dissent from a Resolution.

k) Shareholders should click on the "**RESOLUTIONS FILE LINK**" if they wish to view the entire Resolution details. After selecting the Resolution they have decided to vote on, they should click on "**SUBMIT**". A confirmation box will be displayed. If they wish to confirm their vote, click on "OK", else to change their vote, click on "**CANCEL**" and they can accordingly modify their vote. Once they "**CONFIRM**" their vote on a Resolution, they will not be allowed to modify their vote. They can also print details of the votes cast by clicking on "Click here to print" option on the Voting page.

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- l) If a demat account shareholder has forgotten the login password then enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.
- m) Note for Non – Individual Shareholders and Custodians (For Remote Voting only)
- 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" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@NSDLindia.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@NSDLindia.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 by e-mail to cspdrao@gmail.com with a copy marked to the Company at the email address sarita@steelmangal.com if they have voted from individual tab & not uploaded same in the NSDL e-voting system for the scrutinizer to verify the same.
- n) Shareholders can also cast their vote using NSDL's mobile app "m-Voting". The m-Voting app can be downloaded from the internet. Please follow the instructions as prompted by the mobile app while remote e-voting from your mobile.

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33. All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Company and/or Depositories as on the cut-off date namely 15th September, 2026 are eligible to receive this notice of AGM.

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 write an email to helpdesk.evoting@nsdlindia.com or contact at 022-23058738/022-23058542/43.

Registered Office:
Matelli, Jalpaiguri
West Bengal – 735223

By Order of the Board
For **Ranicherra Tea Company Limited**

Place: Matelli
Date: 14/08/2026

Sd/-
Pradeep Kumar Goel
Managing Director

RANICHERRA TEA COMPANY LIMITED

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to all the Special Businesses mentioned in the accompanying Notice:

ITEM NO. 3: RE-APPOINTMENT OF MANAGING DIRECTOR MR. PRADEEP KUMAR GOEL (DIN: 00838875)

The present term of office of Mr. Pradeep Kumar Goel (DIN: 00838875) as Managing Director of the Company is due to expire on 30th June 2027. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has approved and recommended his re-appointment as Managing Director for a further period of 5 (five) years, from 1st July 2027 to 30th June 2032, subject to the approval of the members by way of Special Resolution.

The re-appointment and remuneration shall be in accordance with Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto and the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board.

Mr. Pradeep Kumar Goel is interested in the resolution. None of the other Directors or Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 3 for approval of the members.

ITEM NO. 4: RE-APPOINTMENT OF SONAL AGARWAL (DIN: 09308357) INDEPENDENT DIRECTOR

The present tenure of Sonal Agarwal (DIN: 09308357) as an Independent Director of the Company is expiring on 8th September 2026. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has recommended her re-appointment as an Independent Director for a second term of 5 (five) consecutive years, subject to the approval of the members by way of Special Resolution.

Sonal Agarwal has submitted the requisite declaration confirming that she meets the criteria of independence prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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The Board is of the opinion that her continued association will be beneficial to the Company and recommends the Special Resolution set out at Item No. 4 for approval of the members.

Ms. Sonal Agarwal is interested in the proposed resolution. None of the other Directors, Key Managerial Personnel and their respective relatives is concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 5: RE-APPOINTMENT OF KUNAL KEJRIWAL (DIN: 11697234) INDEPENDENT DIRECTOR

Mr. Kunal Kejriwal (DIN: 11697234) was appointed as an Independent Director of the Company to fill a casual vacancy, and his present tenure is expiring on 8th September 2026. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has recommended his re-appointment as an Independent Director for a term of 5 (five) consecutive years, subject to the approval of the members by way of Special Resolution.

Mr. Kunal Kejriwal has submitted the requisite declaration confirming that he meets the criteria of independence prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board is of the opinion that his continued association will be beneficial to the Company and recommends the Special Resolution set out at Item No. 5 for approval of the members.

Mr. Kunal Kejriwal is interested in the proposed resolution. None of the other Directors, Key Managerial Personnel and their respective relatives is concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 6: TO TAKE NOTE OF THE COMPLETION OF TENURE OF MR. BINTU AGARWALA AS INDEPENDENT DIRECTOR

Mr. Bintu Agarwala (DIN: 09308520) was appointed as an Independent Director of the Company and his existing tenure as an Independent Director expired on 08 September 2026.

Mr. Bintu Agarwala had conveyed his unwillingness in writing to continue as an Independent Director of the Company beyond the expiry of his existing tenure due to personal reasons. Accordingly, his office as Independent Director stood vacated upon completion of his tenure with effect from 08th September, 2026.

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The Board of Directors places on record its sincere appreciation and gratitude to Mr. Bintu Agarwala for his valuable contribution, guidance and advice during his tenure as an Independent Director of the Company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

ITEM NO. 7: AUTHORISATION TO THE BOARD TO IDENTIFY AND RECOMMEND A PERSON FOR APPOINTMENT AS INDEPENDENT DIRECTOR IN PLACE OF MR. BINTU AGARWALA

Consequent upon the completion of tenure of Mr. Bintu Agarwala (DIN: 09308520) as an Independent Director of the Company, a vacancy has arisen in the office of Independent Director of the Company.

Mr. Bintu Agarwala had conveyed his unwillingness in writing to continue as an Independent Director beyond the expiry of his tenure due to personal reasons. The Nomination and Remuneration Committee and the Board of Directors have accordingly considered the requirement for filling the vacancy arising from the completion of his tenure.

As on the date of this Notice, the Company is in the process of identifying a suitable person possessing the requisite qualifications, experience, expertise and independence to serve as an Independent Director of the Company.

Accordingly, the Board proposes to obtain the authority of the Members to enable the Board, based on the recommendation of the Nomination and Remuneration Committee, to identify and recommend a suitable person for appointment as an Independent Director in place of Mr. Bintu Agarwala and to undertake all necessary preliminary and procedural steps in this regard.

The actual appointment of the proposed Independent Director shall be subject to compliance with all applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including obtaining the approval of the Members by way of Special Resolution at the appropriate General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

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ITEM NO. 8: RE-APPOINTMENT OF SECRETARIAL AUDITOR FOR 5 YEARS TILL YEAR ENDED 31ST MARCH, 2031

The Board of Directors, based on the recommendation of the Audit Committee, has approved and recommended the re-appointment of M/s. P D Rao & Associates, Company Secretaries in Practice (FCS Puppala Doleswar Rao, Membership No. F10817 and COP No. 14385) as the Secretarial Auditor of the Company for a period of 5 (five) years, commencing from the financial year 2026-27 up to the financial year 2030-31, subject to the approval of the members by way of Special Resolution.

The Secretarial Auditor shall conduct the audit in accordance with the applicable provisions of the Companies Act, 2013, rules made thereunder and other applicable laws and regulations. The remuneration shall be mutually decided between the Company and the Secretarial Auditor.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 8 for approval of the members.

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THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013

I. General Information

1	Nature of Industry	The company is engaged in the business of Cultivation and Manufacturing of Tea.		
2	Date or expected date of commencement of Commercial production	The Company was incorporated on 22/12/1908 and it has been in commercial production for over 118 years.		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	NA		
4.	Financial performance based on given indicators	Particulars	2025-26 (Rs. in Lacs)	2024-25 (Rs. in Lacs)
		Total Revenue	4670.80	3447.73
		Total Expenses	4604.44	3422.55
		Profit before tax	66.36	25.18
		Tax Expenses	1.84	0
		Profit after tax	64.52	25.18
5.	Foreign investments or collaborations, if any	NA		

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III. Other Information

1	Reasons of loss or inadequate profits	At present the company is earning profits.
2	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the company is making all the possible efforts to improve the margins.
3	Expected increase in productivity and profits in measurable terms	The company is very conscious about improvement about in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profit in measurable terms

IV. DISCLOSURES:

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Annexure to the Notice

For Item No. 2 (Ordinary Business)

Additional Information of Mr. Tansukh Rae Goel, seeking re-appointment at the 118th Annual General Meeting of the company pursuant to Section 36(3) of the SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 and Secretarial Standard on General Meetings;-

Name of the Director	Mr. Tansukh Rae Goel
Date of Birth	05/05/1949
Qualifications / Experience	Higher Secondary
Expertise in Specific function area	Cultivation and manufacturing tea & construction services of roads and buildings
Directorship held in other listed Companies	0
Members of Committee in other listed Companies	0
Shareholding in the company	5,40,000 Shares
Relationship with other Directors & KMPs	Father of Mr. Pradeep Kumar Goel & Shyam Kumar Goel
Terms and Conditions of Appointment	None

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For Item No. 3 (Special Business)

Additional Information of Mr. Pradeep Kumar Goel, seeking reappointment at the 118th Annual General Meeting of the company pursuant to Section 36(3) of the SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 and Secretarial Standard on General Meetings;-

Name of the Director	Mr. Pradeep Kumar Goel
Date of Birth	20/07/1969
Qualifications / Experience	Graduate
Expertise in Specific function area	Running tea industry, Cultivation and manufacturing tea
Directorship held in other listed Companies	0
Members of Committee in other listed Companies	0
Shareholding in the company	5,00,000 Shares
Relationship with other Directors & KMPs	Son of Mr. Tansukh Rae Goel & Brother of Shyam Kumar Goel
Terms and Conditions of Appointment	Re-appointment for 5 years as Managing Director

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For Item No. 4 (Special Business)

Additional Information of Ms. Sonal Agarwal, seeking reappointment at the 118th Annual General Meeting of the company pursuant to Section 36(3) of the SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 and Secretarial Standard on General Meetings;-

Name of the Director	Ms. Sonal Agarwal
Date of Birth	27/07/1981
Qualifications / Experience	Graduate
Expertise in Specific function area	Marketing & distribution of tea & administration
Directorship held in other listed Companies	0
Members of Committee in other listed Companies	0
Shareholding in the company	0
Relationship with other Directors & KMPs	None
Terms and Conditions of Appointment	Re-appointment for 5 Years

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For Item No. 5 (Special Business)

Additional Information of Mr. Kunal Kejriwal, seeking re-appointment at the 118th Annual General Meeting of the company pursuant to Section 36(3) of the SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 and Secretarial Standard on General Meetings;-

Name of the Director	Mr. Kunal Kejriwal
Date of Birth	30/01/1991
Qualifications / Experience	CA
Expertise in Specific function area	Financial, Taxation and accounts
Directorship held in other listed Companies	0
Members of Committee in other listed Companies	0
Shareholding in the company	0
Relationship with other Directors & KMPs	None
Terms and Conditions of Appointment	Appointment for 5 Years

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E-voting Platform : ~~CDSL~~ / NSDL

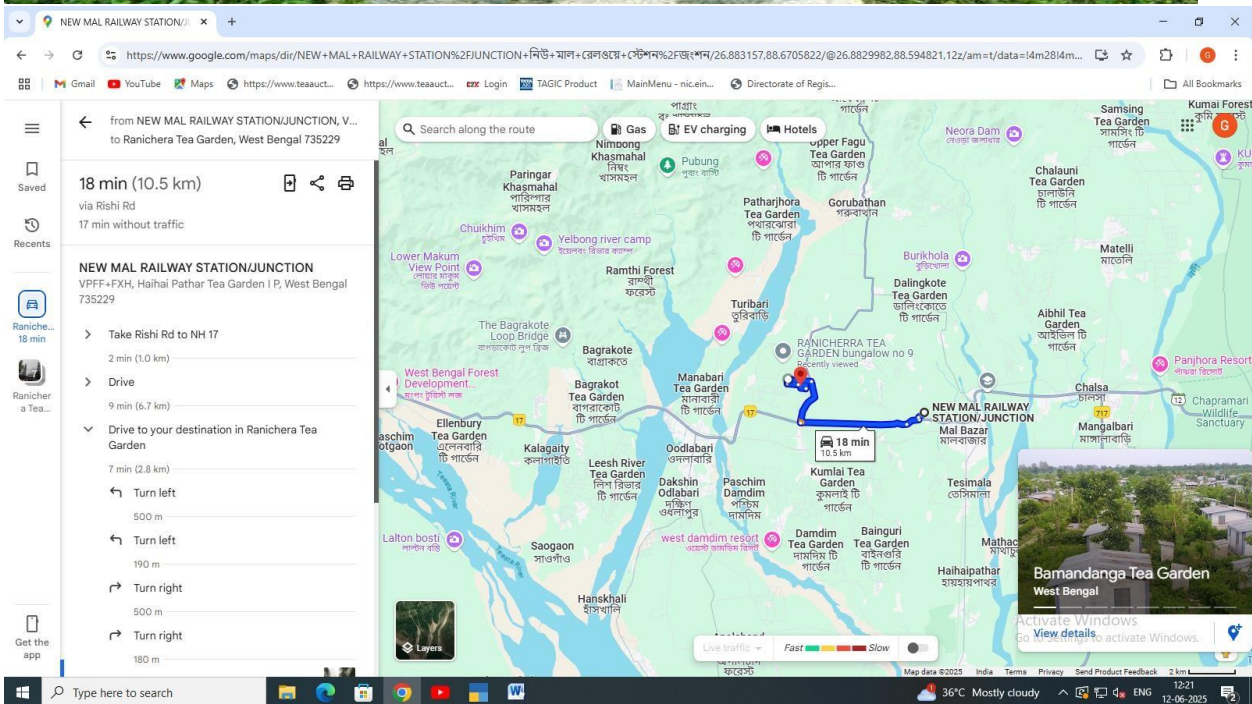
The Schedule of Events for e-voting is as follows:

Date for Sending Notice	31 st August, 2026
Cut off Date	04 th September, 2026
Date of Completion of Dispatch	04 th September, 2026
Remote e-Voting Start Date	Tuesday, 22 nd September, 2026
Remote e-Voting Start Time	9.00 A.M.
Remote e-Voting End Date	Thursday, 24 th September, 2026
Remote e-Voting End Time	5.00 P.M.
Date of AGM	Friday, 25 th September, 2026
AGM Start Time	11:30 A.M.
Scrutinizer Name	Puppala Doleswar Rao
Date of Declaration of Result	Snday, 27 th September, 2026

Route Map to the AGM Venue

Ranicherra Tea Garden Inspection Bungalow

Direction: New Mal Junction Railway Station via Road to Damdim More Take Left Turn Sailihat Bazar then Take Right Turn to Ranicherra Tea Garden Inspection Bungalow



Form of Proxy

CIN: L01132WB1908PLC001893

Name of the company: RANICHERRA TEA COMPANY LIMITED

Registered office: P.O. MATELLI, DIST. JALPAIGURI – 735223, WEST BENGAL

Name of the member (s):

Registered address:

E-mail Id:

I/We, being the member (s) of shares of the above-named company, hereby appoint

1. Name :

Address :

E-mail Id :

Signature :....., or failing him

2. Name :

Address:

E-mail Id :

Signature:....., or failing him

3. Name :

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 118th Annual general meeting of the company, to be held on the 25th Day of September, 2026 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 and at any adjournment thereof.

Signed this.....Day of, 2026.

Signature of shareholder

AFFIX REVENUE
STAMP OF. 0.15
PAISE

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.