

LEDO TEA COMPANY LIMITED

Registered Office: 3B, LAL BAZAR STREET, 3RD FLOOR, KOLKATA-700001

Corporate Identification No. (CIN): U01132WB1983PLC036204

E-Mail: ledoteaco@gmail.com

Tel: 033-22306686

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 , each as amended.]

VOTING STARTS ON	VOTING ENDS ON
Monday , March 25, 2024 , at 9:00 a.m. (IST)	Tuesday , April 23 , 2024, at 5:00p.m.(IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('**Act**') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 , ('**Rules**'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('**SS- 2**') , each as amended , and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('**MCA**') for holding general meetings/conducting postal ballot process through e-voting ,vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13 , 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021 , 20/2021 dated December 8 , 2021, 3/2022 dated May 5 , 2022, 11/2022 dated December 28, 2022, and 09/2023 dated September 25,2023, (collectively the '**MCA Circulars**'), to transact the special business as set out hereunder by passing special Resolutions by way of postal ballot only by voting through electronic means ('**remote e-Voting**').

Pursuant to Section 102 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and reasons/rationale thereof is annexed to this Postal Ballot Notice ('**Notice**') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with Ledo Tea Company Limited ('**the Company**')/ Maheshwari Datamatics Private Limited, Registrar and Transfer Agent ('**RTA**')/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The

Company has engaged the services of Central Depository Services Limited (**CDSL**) for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of CDSL at <https://www.evotingindia.com/>

Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes by remote e-Voting not later than **5:00 p.m. (IST) on Tuesday, April 23, 2024**. The remote e-Voting facility will be disabled by CDSL immediately thereafter.

SPECIAL BUSINESS

Reduction Of Share Capital

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

"RESOLVED THAT pursuant to Section 66 and all other applicable provisions, if any, of the Companies Act, 2013 read with the National Company Law Tribunal (Procedure for Reduction of Share Capital of Company) Rules, 2016 and subject to confirmation by the National Company Law Tribunal, Kolkata Bench the paid-up capital of the Company be reduced from Rs. 8635000/- divided into 863500 Equity Shares of Rs. 10/- each to Rs. 86350/- divided into 863500 Equity Shares of Rs. 0.10/- each by cancelling a sum of Rs. 9.90/- per share on 863500 Equity Shares of Rs. 10/- each, which capital has been lost and is unrepresented by the available assets."

"RESOLVED FURTHER THAT on such reduction the said 863500 Equity Shares of Rs 0.10/- each be consolidated into 172 Equity Shares of Rs. 500/- each fully paid-up." (Fraction being ignored)

"RESOLVED FURTHER THAT Board of Directors be and is hereby authorised to issue new fully paid up shares of Rs. 500 each to the existing holders of shares of Rs. 10 each".

"RESOLVED FURTHER THAT while issuing new shares, fractional shares shall not be issued, instead all fractional entitlement shall be consolidated and will be issued to a Director nominated by the Board of Directors who will sell the shares and the proceeds shall be distributed amongst the existing equity shareholders in the proportion of their fractional entitlement".

“RESOLVED FURTHER THAT after confirmation of reduction of Share Capital by the National Company Law Tribunal the existing clause V of the Memorandum of Association of the Company shall be deemed to be modified as under:

The Authorised Share Capital of the Company is Rs. 1,25,00,000/- (Rupees One Crore twenty five lakhs) divided into 25000 (Twenty Five Thousand) equity shares of Rs. 500/- (Five Hundred) only each with power to increase or decrease the Share Capital in accordance with the provisions of Companies Act.

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to make applications to the National Company Law Tribunal or such other authorities as may be required and to take all such steps as may be required to give effect the Resolution and to sign execute submit plead, accept, compromise as they deem fit in the matter with a specific authority to modify the Resolution if required by National Company Law Tribunal or such other authorities as they require while approving the Resolution”.

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed Resolution is annexed hereto and forms part of this Notice.
2. In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositors/RTA , as on **Friday, March 15, 2024 ('cut-off Date')** or who may register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the shareholders shall be in the proportion of one vote for every one share held, as on the Cut-Off Date i.e., **Friday, March 15, 2024.**
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories/ Depository Participants) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-Voting is mentioned below.
5. The remote e-Voting shall commence on **Monday, March 25, 2024 at 9.00 a.m. (IST)** and shall end on **Tuesday, April 23, 2024 at 5.00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-Voting module shall be disabled by CDSL for voting thereafter.

6. The Board of Directors has appointed Mr. Babu Lal Patni (Membership No. FCS 2304, CP No. 1321), Practising Company Secretary, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman, or any other person authorised by him, after scrutiny of the votes cast, on the result of the Postal Ballot on or before **Thursday, April 25, 2024**. The Scrutinizer's decision on the validity of votes cast will be final.
8. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL immediately after the result is declared by the Chairman or any other person authorized by him. The results shall also be displayed on the notice board at the Registered Office of the Company.
9. The Resolution, if passed by the requisite majority through Postal Ballot by remote e-Voting, will be deemed to have been passed on the last date specified for e-Voting i.e., **Tuesday, APRIL 23, 2024**.
10. Members may download the Notice from the website of CDSL.
11. The vote in this Postal Ballot cannot be exercised through proxy.
12. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
13. Process for Registration of e-mail addresses:
14. **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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

A. One-time registration of e-mail address with RTA for receiving the Notice and casting votes electronically:

As part of Company's green initiative and to facilitate Members to receive this Notice electronically. The Company has made special arrangements with its RTA, Maheshwari Datamatics Private Limited for registration of e-mail addresses. Eligible Members who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA, on or before 5:00 pm (IST) on Tuesday, April 16, 2024.

B. Process to be followed for one-time registration of e-mail address (for shares held in physical form or in electronic form) is as follows:

- a) Visit the link <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com.
- b) Select the name of the Company from drop-down: Ledo Tea Company Limited
- c) Enter details in respective fields such as DP ID and Client ID (if shares held in electronic form)/ Folio no, and Certificate no. (if shares held in physical form), Shareholder name, PAN, mobile number and e-mail id.
- d) System will send One Time Password ('OTP') on mobile no. and e-mail id.
- e) Enter OTP received on mobile no. and e-mail id and submit.

After successful submission of the e-mail address, CDSL will e-mail a copy of this Notice along with the e-Voting user ID and password. If you are an Individual shareholder holding securities in demat mode. In case of any queries, Members may write to mdpldc@yahoo.com

C. Registration of e-mail address permanently with Company / Depository Participants ('DP'):

Members are requested to register the e-mail address with their concerned DPs, in respect of electronic holding and with the Company/RTA in respect of physical holding, please write to ledoteaco@gmail.com to know more about the registration process. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs/RTA to enable servicing of notices/documents/Integrated Reports and other communications electronically to their e-mail address in future.

15. Process to cast votes through remote e-Voting:

The way to vote electronically on CDSL e-Voting system consists of 'Two Steps' which are mentioned below:

Step 1: Access to CDSL e-Voting system

A. Login method for e-Voting for Individual Members holding securities in demat mode

Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail Id in their demat accounts in order to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

Type of Members	Login Method
<p>Individual Members holding securities in demat mode with NSDL.</p>	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz https://eservices.nsd.com either on a Personal Computer or on a mobile On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under "IDEAS" section this will prompt you to enter your existing User ID and Password After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p> <p>2. If you are 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/deas Direct Regisp.</p> <p>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 (Le 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 serviceprovider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Type of Members	Login Method
<p>Individual Members holding securities in demat mode with CDSL</p>	<p>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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p>

	<p>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. Additionally, there are 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</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.</p>
Individual Members (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. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-voting ebsite 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 website.

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

Login type	Helpdesk details
Individual Members 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 022-48867000 and 022-24997000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

B. Login Method for Members other than Individual members holding securities in demat mode and members holding securities in physical mode.

How to Log-in to CDSL e-Voting website .

1. Visit the e-Voting website of CDSL. Open web browser by typing the following URL: either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for CDSL e-services i.e. helpdesk.evoting@cdslindia.com, you can log-in at www.cdslindia.com with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL OR CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, for Members holding Ordinary Shares, if folio number is 001*** and EVEN is 127041 then user ID is 127041001*** For Members holding 'A' Ordinary Shares, if folio number is 001*** and EVEN is 127042 then user ID is 127042001***

5. Password details for members other than Individual members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your initial password?

(i) If your email ID is registered in your demat account or with the company, your initial password is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment, ie, a pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last & digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your "User ID and your 'initial password'".

(ii) If your email ID is not registered, please follow the details procedure mentioned below.

6 If you are unable to retrieve or have not received the "Initial password" or have forgotten your User Details/password:

a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.

b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL

7. After entering your password, tick on Agree to "Terms and Conditions by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and their voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period

3. Now you are ready for e-Voting as the Voting page opens

4. Cast your vote by selecting appropriate options like assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm when prompted
5. Upon confirmation, the message "Vote cast successfully will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for members

1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to patnibl@yahoo.com with a copy marked to the Company at its email ID ledoteaco@gmail.com. Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

Date: March 21,2024

Place: KOLKATA

Registered Office:

3B, LAL BAZAR STREET, 3RD FLOOR
KOLKATA-700001

Tel: 033-22306686

E-mail:ledoteaco@gmail.com

CIN:U01132WB1983PLC036204

By Order of the Board of Directors

NIRMAL KUMAR LOHIA

CHAIRMAN-CUM-MANAGING DIRECTOR

DIN: 00435485

STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013 ('ACT')

The following Statement sets out all material facts relating to the Special Business and Special Resolution thereof mentioned in the accompanying Notice

The accumulated loss standing in the Balance Sheet of the Company as at 31st March, 2023 is Rs.144407780. Since there are no reserves, the paid-up capital of the Company is unrepresented by available assets. It is difficult to visualize such extremely favourable circumstances in future so as to wipe off these losses completely out of further profit.

The present proposal is to set off Rs. 8548650 out of the accumulated losses of Rs. 144407780, leaving on amount of Rs. 135859130 in the Balance Sheet. After reduction, these 863500 Equity Share of Rs. 0.10 will be consolidated in the Equity Share of Rs. 500 each. While consolidating share fraction will be ignored. This will increase the intrinsic value of Shares and will be beneficial to the Shareholders. This will enable the shareholders to get 1 Equity Share of Rs. 500 each fully paid-up against every 5000 Equity Shares of Rs. 0.10 each fully paid-up. Pursuant to section 66 of the Companies Act, 2013, this Resolution will be effective after confirmation by the National Company Law Tribunal. After the shareholders have passed this Resolution the Company will approach the National Company Law Tribunal for its confirmation.

The Directors recommend the Resolution in the interest of the Company. The Directors may be deemed to be interested to the extent of their shareholding.

Date: March 21,2024

Directors

Place: KOLKATA

Registered Office:

3B, LAL BAZAR STREET, 3RD FLOOR

KOLKATA-700001

Tel: 033-22306686

E-mail: ledoteaco@gmail.com

CIN:U01132WB1983PLC036204

By Order of the Board of

NIRMAL KUMAR LOHIA

CHAIRMAN-CUM-MANAGING DIRECTOR

DIN: 00435485