



NOTICE

NOTICE is hereby given that the **45th ANNUAL GENERAL MEETING** of the Members of **GUJARAT TEA PROCESSORS AND PACKERS LIMITED** will be held through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) on Friday, **26th day of September, 2025 at 05:00 p.m., (IST)** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on March 31, 2025, together with Reports of the Board of Directors and Auditors thereon.
2. To confirm the payment of three interim dividend(s) of Rs. 9 per equity share each aggregating to Rs. 27 per equity share for the financial year 2024-25.
3. To appoint a Director in place of Shri Mayank Shah (DIN: 01655046), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Smt. Vidisha Desai (DIN: 10376213), who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint a Director in place of Ms. Devika Desai (DIN: 10212847), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

6. RE-APPOINTMENT OF SMT. VIDISHA DESAI (DIN: 10376213), AS A WHOLE-TIME DIRECTOR OF THE COMPANY

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 198, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the re-appointment of Smt. Vidisha Desai (DIN: 10376213), as a Whole-time Director of the Company, for a period of 03 (three) years with effect from July 01, 2025 (i.e. From July 1, 2025 to June 30, 2028), liable to retire by rotation, at a remuneration, benefits and amenities as set out in the explanatory statement annexed to the notice convening this meeting and as per the terms and conditions contained in the agreement between the Company and Smt. Vidisha Desai, with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted/to be constituted by the Board from time to time) to alter and/or vary the terms and conditions of the said re-appointment, including remuneration, in such manner as it may deem fit and as may be agreed to between the Board and Smt. Vidisha Desai, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.”

“RESOLVED FURTHER THAT in case of absence or inadequacy of profit in any financial year, the said Whole-time Director shall be paid remuneration as per Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committees thereof) be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. RE-APPOINTMENT OF SHRI ASHWINKUMAR NARHARIPRASAD JOSHI (DIN: 05274484) AS A WHOLE-TIME DIRECTOR.

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 198, read with Schedule V and all

other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the re-appointment of Shri Ashwinkumar Narhariprasad Joshi (DIN: 05274484), as a Whole-time Director of the Company, for a period of 01 (one) year with effect from July 01, 2025 (i.e. From July 1, 2025 to June 30, 2026), liable to retire by rotation, at a remuneration, benefits and amenities as set out in the explanatory statement annexed to the notice convening this meeting and as per the terms and conditions contained in the agreement between the Company and Shri Ashwinkumar Narhariprasad Joshi, with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted/to be constituted by the Board from time to time) to alter and/or vary the terms and conditions of the said re-appointment, including remuneration, in such manner as it may deem fit and as may be agreed to between the Board and Shri Ashwinkumar Narhariprasad Joshi, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.”

“RESOLVED FURTHER THAT in case of absence or inadequacy of profit in any financial year, the said Whole-time Director shall be paid remuneration as per Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) as may be applicable from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committees thereof) be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. APPOINTMENT OF SHRI YOGESH GHANSHYAMBHAI SHAH (DIN: 11203883), AS A DIRECTOR AND AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provision of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Yogesh Ghanshyambhai Shah (DIN: 11203883), who was appointed as an Additional Director (Independent & Non-Executive) of the Company with effect from August 1, 2025 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 and being eligible for appointment and consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.”

“RESOLVED FURTHER THAT, pursuant to the provisions of Sections 149, 150, 152, read with Schedule-IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Yogesh Ghanshyambhai Shah (DIN: 11203883), who has submitted a declaration to the effect that he meets the criteria for independence as provided under Section 149(6) of the Act and rules framed thereunder, and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five (05) years with effect from August 1, 2025 (i.e. From August 1, 2025 to July 31, 2030) (both days inclusive).”

“RESOLVED FURTHER THAT, the Board of Directors of the Company (including its Committees thereof) be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**9. APPOINTMENT OF SHRI RAJESH SHAH (DIN: 00095221), AS A DIRECTOR OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Shri Rajesh Shah (DIN: 00095221) who was appointed as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from August 1, 2025 by the Board of Directors and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, and being eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committees thereof) be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. APPROVAL TO COST AUDITOR’S 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 provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Dalwadi & Associates, Cost Accountants (Firm Registration No.: 000338), appointed as Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2026, be paid a remuneration of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand Only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses, if any, that may be incurred during the course of audit.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committees thereof) be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Regd. Office :

“Wagh Bakri House”

Opp. Parimal Garden,

Ambawadi, Ahmedabad-380 006, Gujarat.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR GUJARAT TEA PROCESSORS AND PACKERS LIMITED**

**PIYUSHKUMAR O. DESAI
CHAIRMAN
[DIN : 00095244]**

Place : Ahmedabad

Date : July 30, 2025

NOTES:

1. The Ministry of Corporate Affairs has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013, General Circular no. 20/2020 dated May 5, 2020, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2024 dated September 19, 2024, in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a

common venue. In compliance with the MCA Circulars, the 45th AGM of the Company to be held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

2. The helpline number regarding any query / assistance for participation in the AGM by Members of the Company through VC/OAVM is +91 79 2640 9631.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
4. Corporate Members/LLPs are requested to send at vijay.moolani@wbtea.com a duly certified copy of Board Resolution/Letter of Authority/Power of Attorney, as may be applicable, authorizing their representative to attend and vote at the AGM, pursuant to Section 113 of the Companies Act, 2013.
5. Brief Profile of Directors seeking re-appointment at the 45th AGM is annexed and forms an integral part of this Notice.
6. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special businesses to be transacted at the 45th AGM are annexed hereto.
7. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. As per MCA Circular dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 6 to 10 of the accompanying notice, are considered to be unavoidable and hence, form part of this notice.
9. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for the Financial Year 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice of AGM is also available on the Company's website at www.waghbakritea.com.
10. The Statutory Registers required to be kept open for inspection at the AGM of the Company, will be available for inspection in electronic mode. All documents referred to in the accompanying notice are open for inspection in electronic mode for members upto the date of 45th AGM.
11. The Members can join the 45th AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice.
12. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to send their questions in writing to the Company atleast 7 days before the date of the meeting, so that the information required may be made available at the meeting.
13. During the meeting, if poll is required to be taken on any resolution, then Members are requested to cast their vote by sending an e-mail to the Company Secretary at vijay.moolani@wbtea.com from their registered e-mail id i.e., e-mail id registered with the Company.
14. As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent i.e. M/s MUFG Intime India Private Limited, having its office situated at 5th Floor, 506 to 508, Amarnath Business Centre-1 (ABC-1), Beside Gala Business Centre, Off. C.G. Road, Navrangpura, Ahmedabad – 380 009. In respect of shares held in demat form; the nomination form may be filed with the respective Depository Participant.
15. Members holding shares in physical form are requested to consider converting their holding to dematerialized



form to eliminate risks associated with physical shares and for ease in portfolio management. The Company has a connectivity with the NSDL, and equity shares of the Company can be held in dematerialized form with any Depository Participant having connectivity with NSDL. The ISIN of the Company is INE369U01019. For any assistance, Members can contact Company Secretary of the Company at vijay.moolani@wbtea.com or at Telephone No. +91 79 2640 9631. Members are requested to note that in terms of the Companies (Prospectus and Allotment of Securities) Rules, 2014, every shareholder who intends to transfer shares, shall get such shares dematerialized before the transfer.

16. The arrangement for attending/participating in the AGM has been made through Microsoft Teams application. The Procedure for joining the AGM through VC/OAVM is as under:
- Download the Microsoft Teams Application from Google Play Store or App Store, as the case may be or use the web link and sign up (for New User) or Sign In (in case of existing user), in the Microsoft Teams Applications only through the e-mail address registered with the Company.
 - Click on the link of Meeting which will be sent by the Company for joining the meeting.
 - Sign in with the registered e-mail and click on "45th Annual General Meeting – Gujarat Tea Processors and Packers Limited" to join the meeting.
 - It is suggested to complete the whole process for joining meeting at least two days before the meeting, for smooth joining and to avoid technical difficulties at the time of meeting.
 - Members who need assistance to understand the process to join AGM, may contact Company Secretary of the Company on vijay.moolani@wbtea.com or at Telephone No. +91 79 2640 9631, at least 48 hours before start of the meeting. Kindly quote your name, DP ID-Client ID/ Folio no. in all your communications.
 - Members can vote during the AGM by show of hands.
17. Since the AGM will be held through VC/OAVM, the Route Map is not annexed herewith.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No. 06

Smt. Vidisha Desai (DIN: 10376213), aged 46 years, was appointed as a Whole-time Director of the Company for a period of 1 (one) year and 53 (Fifty-Three) days w.e.f. May 09, 2024 at the 44th Annual General Meeting of the Company. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on May 14, 2025, subject to the approval of Members, have approved the re-appointment and remuneration payable to Smt. Vidisha Desai as a Whole-time Director of the Company, liable to retire by rotation, for a further period of 3 (Three) years w.e.f. July 01, 2025 (i.e. From July 01, 2025 to June 30, 2028) (both days inclusive). She is not disqualified from being appointed as a Director of the Company.

BROAD PARTICULARS OF THE TERMS OF RE-APPOINTMENT AND REMUNERATION TO SMT. VIDISHA DESAI, WHOLE-TIME DIRECTOR:

[A] SALARY:

Basic Salary of **Rs. 42,59,260/- (Rupees Forty-Two Lakhs Fifty-Nine Thousand Two Hundred Sixty Only)** per annum.

[B] ALLOWANCES & PERQUISITES:

- House Rent Allowance subject to the ceiling of 50% (fifty percent) of the basic salary.
- Leave Travel Concession for the Whole-time Director and her 'family' once a year in accordance with rules framed by the Company from time to time or under the Income-tax Act, 1961, subject to a ceiling of **Rs.1,00,000/- (Rupees One Lakh Only)** per annum.

For the purpose of clause (2) above, 'family' means the dependent children, and dependent parents of the Whole-time Director.

- (3) Club Fees: Use of membership of the Company subject to maximum of two Clubs.
- (4) Contribution to the Provident Fund as per applicable rules framed by the Company from time to time.
- (5) Gratuity as per provisions of the Payment of Gratuity Act, 1972.

The amount of contribution to Provident Fund and Gratuity will not be included in the computation of the ceiling limit of the perquisites.

- (6) Provision of Car for use of Company's business along with Driver. Fuel slip for petrol/diesel for use of car provided by the Company as well as fuel slip for using personal car for official work will be provided by the Company.
- (7) Group Medical and Accident benefits and such other perquisite, benefits, and amenities as per the policy/rules of the Company in force or as may be approved by the Board, from time to time.

[C] The Board may revise the remuneration during the currency of tenure of office of the said Whole-time Director, in such manner as may be agreed to between the Board and the said Whole-time Director, subject to the condition that, the total remuneration by way of salary, perquisites, commission, other allowances, ex-gratia and benefits shall be within the limits permissible under the Companies Act, 2013, as amended from time to time and in force. Such revised remuneration, if any, shall be subject to tax, as may be applicable from time to time. The Board also has powers to change, add, remove any of the component of remuneration, provided the total remuneration to the said Whole-time Director shall be within the limits permissible under the Companies Act, 2013.

[D] COMMISSION:

The said Whole-time Director shall also be entitled to Commission @ 0.30% of Net Profit of the Company at the end of each financial year computed in the manner laid down in Section 198 of the Companies Act, 2013, subject to the ceiling laid down in Section 197 of the Companies Act, 2013 on total remuneration, as may be applicable from time to time.

In case of absence or inadequacy of profit in any financial year, the said Whole-time Director shall be paid remuneration as per Section II of Part II of Schedule V to the Companies Act, 2013, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] as may be applicable from time to time.

No sitting fees shall be paid to her for attending the Meetings of Board or any Committees thereof.

The Board is confident that her rich experience in Finance & Accounts and General Management will be of immense benefit to the Company. On the recommendation of Nomination and Remuneration Committee based on evaluation carried out by it, in the opinion of the Board of Directors, the re-appointment of Smt. Vidisha Parag Desai, as a Whole-time Director will be in the best interest of the Company.

The brief profile of Smt. Vidisha Desai is provided in the Annexure to this Notice.

None of the Directors, Key Managerial Personnel or their relatives, except Smt. Vidisha Desai and her relatives, are interested, financially or otherwise, in the resolution set out at Item No. 06 of this Notice.

The Board recommends the **Ordinary Resolution** set out at Item No. 06 of this Notice for approval by the Members.

Item No. 07

Shri Ashwinkumar Narhariprasad Joshi (DIN: 05274484), aged 67 years, was re-appointed as a Whole-time Director of the Company for a period of 1 (one) year and 48 (Forty-Eight) days w.e.f. May 14, 2024 at the 44th Annual General Meeting of the Company. Based on the recommendation of the Nomination and Remuneration Committee, the



Board of Directors at its meeting held on May 14, 2025, subject to the approval of Members, have approved the re-appointment and remuneration payable to Shri Ashwinkumar Narhariprasad Joshi as a Whole-time Director of the Company, liable to retire by rotation, for a further period of 1 (one) year w.e.f. July 01, 2025 (i.e. From July 01, 2025 to June 30, 2026) (both days inclusive). He is not disqualified from being appointed as a Director of the Company.

BROAD PARTICULARS OF THE TERMS OF RE-APPOINTMENT AND REMUNERATION TO SHRI ASHWINKUMAR NARHARIPRASAD JOSHI, WHOLE-TIME DIRECTOR:

[A] Salary:

Basic Salary of Rs. 20,51,436/- (Rupees Twenty Lakh Fifty-One Thousand Four Hundred Thirty-Six Only) per annum.

[B] Allowances and Perquisites:

- (1) House Rent Allowance of Rs. 2,64,000/- (Rupees Two Lakhs Sixty-Four Thousand Only) per annum.
- (2) Medical Allowance of Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand Only) per annum.
- (3) Conveyance Allowance of Rs. 52,000/- (Rupees Fifty-Two Thousand Only) per annum.
- (4) Telephone Allowance of Rs. 1,20,000/- (Rupees One Lakh Twenty Thousand Only) per annum.
- (5) Other Allowance of Rs. 5,24,104/- (Rupees Five Lakhs Twenty Four Thousand One Hundred Four Only) per annum.
- (6) Contribution to the Provident Fund as per applicable rules framed by the Company from time to time.
- (7) Bonus @ 20% of basic salary per annum, as per rules of the Company.
- (8) Use of Membership of the Company for any one Club.
- (9) Provision of car for use of Company's business.
- (10) Leave and Leave Encashment, Group Medical and Accident benefits as per the rules of the Company, as applicable from time to time.

The amount of contribution to Provident Fund and encashment of leave at the end of the tenure will not be included in the computation of the ceiling on remuneration.

- [C]** The Board may revise the remuneration during the currency of tenure of office of the said Whole-time Director, in such manner as may be agreed to between the Board and the said Whole-time Director, subject to the condition that, the total remuneration by way of salary, perquisites, commission, other allowances and benefits shall be within the limits permissible under the Companies Act, 2013, as amended from time to time and in force. Such revised remuneration, if any, shall be subject to tax, as may be applicable from time to time. The Board also has powers to change, add, remove any of the component of remuneration, provided the total remuneration to the said Whole-time Director shall be within the limits permissible under the Companies Act, 2013.

In case of absence or inadequacy of profits in any financial year, the said Whole-time Director shall be paid remuneration as per Section II of Part II of Schedule V to the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) as may be applicable from time to time.

No sitting fees shall be paid to him for attending the Meetings of Board or any Committee thereof.

The brief profile of Shri Ashwinkumar Narhariprasad Joshi is provided in the Annexure to this Notice.

The Board is confident that his rich experience in the legal field will further benefit the Company. In the opinion of Board of Directors of the Company, the continued service of Shri Ashwinkumar Narhariprasad Joshi, is in the best interest of the Company and accordingly recommend the **Ordinary Resolution** at Item No. 7 of this Notice for the approval of Members.

None of the Director, Key Managerial Personnel or their relatives except Shri Ashwinkumar Narhariprasad Joshi and his relatives, are interested, financially or otherwise, in the resolution set out at Item No. 7 of this Notice.

Item No. 8

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on July 30, 2025, appointed Shri Yogesh Ghanshyambhai Shah (DIN: 11203883), aged 62 years, as an Additional Director (Independent & Non-Executive) on the Board of Directors of the Company designated as an Independent Director of the Company. The Board based on the recommendation of Nomination and Remuneration Committee has appointed Shri Yogesh Ghanshyambhai Shah as an Independent Director for a term of 5 (five) consecutive years with effect from August 1, 2025 (i.e. From August 1, 2025 to July 31, 2030) (both days inclusive).

In terms of Section 161 of the Companies Act, 2013, he holds office only up to the date of the ensuing Annual General Meeting of the Company. Notice in writing pursuant to the provisions of Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing the candidature of Shri Yogesh Ghanshyambhai Shah for the office of Independent Director.

Shri Yogesh Ghanshyambhai Shah has given a declaration to the effect that he is not disqualified from being appointed as a Director of the Company and further that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. He further confirmed the compliance of Rule 6 (1) & (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to registration of his name in Independent Directors' Databank, Ministry of Corporate Affairs.

The brief profile of Shri Yogesh Ghanshyambhai Shah is provided in the Annexure to this Notice.

Considering the expertise and experience of Shri Yogesh Ghanshyambhai Shah of over four decades in finance and taxation matters, the Board is confident that his rich experience will be of immense benefit to the Company and accordingly recommends the appointment of Shri Yogesh Ghanshyambhai Shah as an Independent Director of the Company as set out at Item No. 8 of this Notice. Further, in the opinion of the Board, Shri Yogesh Ghanshyambhai Shah fulfills the conditions specified in the Companies Act, 2013 for being appointed as an Independent Director.

The letter of appointment setting out the terms and conditions for the appointment of Shri Yogesh Ghanshyambhai Shah as an Independent Director of the Company is available for inspection in electronic form upto the date of 45th AGM.

None of the Directors, Key Managerial Personnel or their relatives except Shri Yogesh Ghanshyambhai Shah and his relatives, are interested, financially or otherwise, in the resolution set out at Item No. 8 of this Notice.

The Board recommends the **Ordinary Resolution** set out at Item No.8 of this Notice for the approval by the Members.

Item No. 9

Based on the recommendation of the Nomination and Remuneration Committee of the Board, the Board of Directors at its meeting held on July 30, 2025, appointed Shri Rajesh Shah (DIN: 00095221) aged 72 years, as an Additional Director (Non-Executive and Non-Independent) of the Company w.e.f., August 1, 2025, liable to retire by rotation, to hold office upto the date of ensuing Annual General Meeting of the Company.

The Company has received declaration that he is not disqualified from being appointed as a Director of the Company. The Company has also received a notice in writing under the provisions of Section 160 of the Act, from a member proposing the candidature of Shri Rajesh Shah for the office of Director of the Company.

The brief profile of Shri Rajesh Shah is provided in the Annexure to this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Shri Rajesh Shah & his relatives are interested, financially or otherwise, in the resolution set out at Item No. 9 of this notice.



The Board recommends the **Ordinary Resolution** set out at Item No. 9 of this Notice for approval by the Members.

Item No. 10

The Company is required to have the audit of its cost records conducted by a cost accountant in practice under Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company at its Meeting held on July 30, 2025, has approved the re-appointment and remuneration of M/s. Dalwadi & Associates, Cost Accountants (Firm Registration No. 000338), to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2026, at a remuneration of Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per annum plus GST/taxes, as applicable, and re-imbursement of out- of pocket expenses, if any, incurred by them in connection with the aforesaid audit.

In accordance with the provisions of Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out at Item No. 10 of this Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ended on March 31, 2026.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of this notice.

The Board recommends the **Ordinary Resolution** set out at Item No. 10 of this Notice for approval by the Members.

Regd. Office :

"Wagh Bakri House"

Opp. Parimal Garden,

Ambawadi, Ahmedabad-380 006, Gujarat.

**BY ORDER OF THE BOARD OF DIRECTORS
FOR GUJARAT TEA PROCESSORS AND PACKERS LIMITED**

PIYUSHKUMAR O. DESAI

CHAIRMAN

[DIN : 00095244]

Place : Ahmedabad

Date : July 30, 2025

BRIEF PROFILE OF DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SECRETARIAL STANDARDS ON GENERAL MEETING ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

1	Full Name	Shri Mayank Shah (DIN: 01655046)	Smt. Vidisha Desai (DIN: 10376213)
2	Date of Birth	27/03/1953	16/11/1978
3	Qualification	Chartered Accountant	Commerce Graduate.
4	Experience	Shri Mayank Shah has more than 38 years of experience in the fields of Accounts, Finance, System Development and Business Analytics	Smt. Vidisha Desai possesses good experience in Finance & General Management.
5	Terms and Conditions of appointment/re-appointment including remuneration.	Non-Executive Director liable to retire by rotation. Only sitting fees is paid to Shri Mayank Shah.	As per Agreement between the Company and the said Whole-time Director.
6	Past remuneration (Gross remuneration) (April 01, 2024 to March 31, 2025)	Sitting fees paid during FY 2024-25 is Rs. 1,00,000/-.	Rs. 36,11,943/- (Including Sitting fees paid of Rs 20,000/- during FY 2024-25)
7	Date of first appointment on the Board	16/12/1994	07/11/2023
8	Shareholding in the Company as on March 31, 2025	NIL	13,27,380 equity shares (4.58% of the paid-up equity share capital of the Company)
9	Relationship with other Directors, Key Managerial Personnel of the Company	Shri Mayank Shah is not related to any of the Director or Key Managerial Personnel of the Company.	Smt. Vidisha Desai is daughter-in-law of Shri Rasesh Desai, Vice-Chairman & Managing Director and Smt. Krishna Desai, Director.
10	Number of Board Meetings attended during the Financial Year 2024-25.	05 (Five)	04 (Four)
11	List of Other Companies in which Directorship held as on March 31, 2025.	-Chembond Material Technologies Limited -Multi-Line Business Solutions Private Limited -Parekh E-Com and Warehousing Services Private Limited	Krishnalaxmi Multi Trade Private Limited
12	Chairman / Member of the Committees of other Companies as on March 31, 2025.	Chembond Material Technologies Limited - Member of Audit Committee, Stakeholders Relationship Committee, CSR Committee.	Krishnalaxmi Multi Trade Private Limited - CSR Committee



BRIEF PROFILE OF DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SECRETARIAL STANDARDS ON GENERAL MEETING ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

1	Full Name	Ms. Devika Desai (DIN: 10212847)	Shri Ashwinkumar Narhariprasad Joshi (DIN: 05274484)
2	Date of Birth	01/07/2002	31/12/1957
3	Qualification	Bachelor of Business Administration in Global Hospitality Management from Les Roches, Switzerland, which is one of the world's leading hospitality management institutes.	Commerce Graduate and LLB from Gujarat University.
4	Experience	Ms. Devika Desai contributing in Learning, Development and Operations of Tea Lounges. She has spent good amount of time in the tea as well as the marketing department of the Company to understand various aspects of tea tasting, tea evaluation, procurement, quality check, product packaging and brand visibility on social media. She has also done her internship in Four Seasons Hotel (one of the leading international luxury hotel and resort Company), for about four months, wherein she learnt about intricacies of Food & Beverage Business. She was a Student Brand Ambassador at Les Roches, Switzerland, wherein she represented the institute internationally and also supported students life through various initiatives and events.	Shri Ashwin Joshi possesses more than 36 years of rich experience in the field of legal.
5	Terms and Conditions of appointment/re-appointment including remuneration.	Non-Executive Director liable to retire by rotation. Only sitting fees is paid to Ms. Devika Desai	As per Agreement between the Company and the said Whole-time Director.
6	Past remuneration (Gross remuneration) (April 01, 2024 to March 31, 2025)	Sitting fees paid during FY 2024-25 is Rs. 1,00,000/-	Rs. 37,86,997/-
7	Date of first appointment on the Board	01/07/2023	14/05/2012
8	Shareholding in the Company as on March 31, 2025	NIL	NIL

BRIEF PROFILE OF DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SECRETARIAL STANDARDS ON GENERAL MEETING ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

9	Relationship with other Directors, Key Managerial Personnel of the Company	<ul style="list-style-type: none"> - Daughter of Shri Paras Desai, Executive Director of the Company. - Daughter of Smt. Malvi Paras Desai, Director. 	Shri Ashwin Joshi is not related to any of the Director or Key Managerial Personnel of the Company.
10	Number of Board Meetings attended during the Financial Year 2024-25.	05 (Five)	05 (Five)
11	List of Other Companies in which Directorship held as on March 31, 2025.	NIL	NIL
12	Chairman / Member of the Committees of other Companies as on March 31, 2025.	NIL	NIL



BRIEF PROFILE OF DIRECTOR(S) SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO SECRETARIAL STANDARDS ON GENERAL MEETING ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

1	Full Name	Shri Yogesh Ghanshyambhai Shah (DIN: 11203883)	Shri Rajesh Shah (DIN: 00095221)
2	Date of Birth	04/10/1962	20/07/1953
3	Qualification	He is a fellow member of the Institute of Chartered Accountants of India. He is a commerce graduate and also holds bachelor's degree in law	He is a fellow member of the Institute of Chartered Accountants of India. He is a commerce graduate and holds bachelor's degree in Law from Gujarat University. He also possesses Grad. - CWA degree from the Institute of Cost and Works Accountants of India.
4	Experience	Shri Yogesh Ghanshyambhai Shah possesses more than 40 years' experience in Audit, International, domestic tax and transfer pricing including structuring cross-border transactions besides handling compliance and regulatory matters.	Shri Rajesh Shah possesses experience of more than 45 years in the field of Accounts, Audit, Finance and Taxation. During his professional career, he was the President of Chartered Accountants Association, Ahmedabad, during the year 1994-95 and a Member of Direct Taxes Advisory Committee of Institute of Chartered Accountants of India, New Delhi for 2 years.
5	Terms and Conditions of appointment/re-appointment including remuneration.	Independent & Non-Executive Director, not liable to retire by rotation. Only sitting fees shall be paid to Shri Yogesh Ghanshyambhai Shah.	Non-Executive Director liable to retire by rotation.
6	Past remuneration (Gross remuneration) (April 01, 2024 to March 31, 2025)	NIL	Sitting fees paid during the FY 2024-25 is Rs. 3,20,000/-.
7	Date of first appointment on the Board	01/08/2025	25/12/2003
8	Shareholding in the Company as on March 31, 2025	NIL	NIL
9	Relationship with other Directors, Key Managerial Personnel of the Company	Shri Yogesh Ghanshyambhai Shah is not related to any of the Director or Key Managerial Personnel of the Company.	Shri Rajesh Shah is not related to any of the Directors or Key Managerial Personnel of the Company.
10	Number of Board Meetings attended during the Financial Year 2024-25.	Not applicable. The Board of Directors at its meeting held on July 30, 2025, appointed Shri Yogesh Ghanshyambhai Shah as an Additional Director (Independent & Non-Executive) on the Board of Directors of the Company w.e.f. August 1, 2025, not liable to retire by rotation.	05 (Five)
11	List of Other Companies in which Directorship held as on March 31, 2025.	NIL	NIL
12	Chairman / Member of the Committees of other Companies as on March 31, 2025.	NIL	NIL