

Tasati Tea Limited
CIN:L01132WB1979PLC031359
Regd. Office, 7, Swallow Lane,
Kolkata-700001
Email: ro@tasati.in Website: www.tasati.in

NOTICE

Notice is hereby given that the 42nd (Forty Second) Annual General Meeting of the members of Tasati Tea Limited will be held on Monday, , the 26th September, 2022 at the Registered Office at 7, Swallow Lane, Kolkata-700001 at 11 am to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Consolidated and Standalone Balance Sheet as at 31st March, 2022, Statement of Profit and Loss for the year ended on that date together with the Report of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Deepak Bansal, Director retiring by rotation.
3. To consider and if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of The Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and on the recommendations of the Audit Committee, consent of the members be and are hereby given for appointment of M/s Tiwari & Company, Chartered Accountants, (Firm Registration No.309112E), who have confirmed their eligibility to be appointed as Auditors in terms of provisions of Section 141 of the Act and the relevant rules thereon, as Statutory Auditors for a period of five years to audit the accounts of the company for each of the financial year from 1/4/2022 to 31/3/2027 and to hold office from the conclusion of this 42nd Annual General Meeting till 47th Annual General Meeting at such remuneration as may be determined by the Board of Directors in consultation with the said Auditors.

RESOLVED FURTHER THAT the Board of Directors be authorised to do all such acts and deeds as may be necessary to give effect to this resolution.



Special Business

4. To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution.

RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and SEBI(Listing and Disclosure Requirements) Rules, 2015 , Mr. Sanjay Kumar Gupta (DIN 01538117) who was appointed Additional Director – category Independent by the Board of Directors under Section 161 of the Act and in respect of whom notice under Section 160 of the Act has been received from a member proposing the candidature of Mr. Sanjay Kumar Gupta to the office of Director, be and is hereby appointed as Independent Director of the company , not liable to retire by rotation, for a period of five years from 11th July, 2022 to 10th July, 2027 on the terms and conditions as set out in the agreement executed between the company and the Director.

RESOLVED FURTHER THAT the Board of Directors be authorised to do all such acts and deeds as may be necessary to give effect to this resolution.

5. To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution.

RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and SEBI(Listing and Disclosure Requirements) Rules, 2015 , Mr. Ravi Agarwal (DIN 09697331) who was appointed Additional Director – category Independent by the Board of Directors under Section 161 of the Act, and in respect of whom notice under Section 160 of the Act has been received from a member proposing the candidature of Mr. Ravi Agarwal to the office of Director, be and is hereby appointed as Independent Director of the company , not liable to retire by rotation, for a period of five years from 25th August, 2022 to 24th August, 2027 on the terms and conditions as set out in the agreement executed between the company and the Director.

RESOLVED FURTHER THAT the Board of Directors be authorised to do all such acts and deeds as may be necessary to give effect to this resolution.



6. To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution.

RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and SEBI(Listing and Disclosure Requirements) Rules, 2015 , Mrs. Alka Shah (DIN 06811049) who was appointed Additional Director – category Independent by the Board of Directors under Section 161 of the Act, and in respect of whom notice under Section 160 of the Act has been received from a member proposing the candidature of Mrs. Alka Shah to the office of Director, be and is hereby appointed as Independent Director of the company , not liable to retire by rotation, for a period of five years from 25th August, 2022 to 24th August, 2027 on the terms and conditions as set out in the agreement executed between the company and the Director.

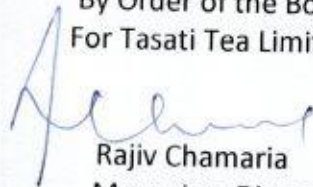
RESOLVED FURTHER THAT the Board of Directors be authorised to do all such acts and deeds as may be necessary to give effect to this resolution.

7. To consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution.

RESOLVED THAT in accordance with the provisions of Section 94 and any other applicable provisions of The Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment for the time being in force) approval of the members be and is hereby accorded to the Board of Directors to keep the Registers and Returns required to be maintained by the company under Section 88 and Section 92 of the Companies Act, 2013 at the Office of the company located at Suite No. 19, 1st floor, 209, Acharya Jagdish Chandra Bose Road, Kolkata-700017 , West Bengal, India which is not the registered office of the company.

RESOLVED FURTHER THAT the Board of Directors be authorised to do all such acts and deeds as may be necessary to give effect to this resolution.

By Order of the Board
For Tasati Tea Limited



Rajiv Chamaria
Managing Director
DIN:00665145

Place: Kolkata
Date: 06-09-2022.



NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his behalf. The proxy need not be member of the company. Proxies in order to be valid must be deposited at the Registered office of the company at least 48 hours before the commencement of the meeting. The Proxy form is annexed.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
4. Members are requested to complete and sign the Attendance slip (annexed herewith) and leave at the gate to record his/her presence at the meeting.
5. The Register of Members and Share Transfer shall remain closed for the period from , Tuesday 20th September 2022 to Monday 26th September, 2022 for the purpose of Annual General Meeting. Hence, members are requested to send their Share Transfer/Transmission request on or before 20th September, 2022 to the registered office of the company.
6. Members are requested to inform change in their address, if any, to the Registered office of the company.
7. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Business is annexed.
8. Information required to be disclosed in respect of appointment of Independent director in accordance with SEBI(LODR) Regulations 2015 is annexed
9. The Route Map showing the venue of the meeting is annexed.



Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013.

Item No.4

In compliance with the provisions of Section 149(3) of The Companies Act, 2013 in the matter of Independent Directors, the Board of Directors at their meeting held on 11 July, 2022, on the recommendation of Nomination and Remuneration Committee, have appointed Mr. Sanjay Kumar Gupta, (DIN 01538117) FCS, a Practising Company Secretary having more than 30 years experience in Secretarial Practise and Advisor in Corporate matters. as Additional Director-category Independent under Section 161 of the Companies Act, 2013 for five years from 11/7/2022 to 10/7/2027 on the terms and conditions as per agreement executed between the company and the director. The appointment is subject to approval of the members. Copy of the agreement executed shall be available for inspection to the members at the Registered Office between 11 am to 3 pm on any working day till the date of the meeting.

In terms of provisions of Section 149 read with Schedule IV of the Companies Act, 2013, your approval is sought for appointment of Mr. Sanjay Kumar Gupta (DIN 01538117), as Independent Director for the period from 11/07/2022 to 10/07/2027. Considering the experience of Mr. Gupta and also the mandatory requirement of Independent Director in the company, the Board recommends the resolution as set out in item no. 4 of the notice for your approval.

The company has received notice from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sanjay Kumar Gupta for appointment as Independent Director.

Information required to be disclosed under SEBI(LODR) Rules, 2015 in respect of the appointment are annexed.

Except Mr. Sanjay Kumar Gupta, none of the other directors, Key Managerial Personnel or their relatives are interested in the passing of the resolution.



Item No.5

In compliance with the provisions of Section 149(3) of The Companies Act, 2013 in the matter of Independent directors , the Board of Directors at their meeting held on 25th August, 2022, on the recommendation of Nomination and Remuneration Committee, have appointed Mr. Ravi Agarwal,(DIN 09697331) a Commerce Graduate having wide experience and contacts in Tea Industry, as Additional Director-category Independent under Section 161 of the Companies Act, 2013 for five years from 25/08/2022 to 24/08/2027 on the terms and conditions as per agreement executed between the Company and the Director. The appointment is subject to approval of the members. Copy of the agreement executed shall be available for inspection to the members at the Registered Office between 11 am to 3 pm on any working day till the date of the meeting.

In terms of provisions of Section 149 read with Schedule IV of the Companies Act, 2013, your approval is sought for appointment of Mr. Ravi Agarwal as Independent Director for the period from 25/08/2022 to 24/08/2027. Considering the experience of Mr. Ravi Agarwal and also the mandatory requirement of Independent Director in the company, the Board recommends the resolution no,5 for your approval.

The company has received notice from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Ravi Agarwal for appointment as independent director.

Information required to be disclosed under SEBI(LODR) Rules, 2015 in respect of the appointment are annexed.

Except Mr. Ravi Agarwal, none of the other Directors, Key Managerial Personnel or their relatives are interested in the passing of the resolution.



Item No. 6.

In compliance with the provisions of Section 149(3) of The Companies Act, 2013 in the matter of Independent directors and also the requirement of one Woman Director, the Board of Directors at their meeting held on 25th August, 2022, on the recommendation of Nomination and Remuneration Committee, have appointed Mrs. Alka Shah, (DIN 06811049) having wide experience in Administrative matters, as Additional Director-category Independent under section 161 of the Companies Act, 2013 for five years from 25/08/2022 to 24/08/2027 on the terms and conditions as per agreement executed between the company and the director. The appointment, which had to be made pursuant to resignation of erstwhile Woman Director, is subject to approval of the members. Copy of the agreement executed shall be available for inspection to the members at the Registered Office between 11 am to 3 pm on any working day till the date of the meeting.

In terms of provisions of Section 149 read with Schedule IV of the Companies Act, 2013, your approval is sought for appointment of Mrs. Alka Shah (DIN 06811049) as Independent Director for the period from 25/08/2022 to 24/08/2027. Considering the experience of Mrs. Alka Shah and also the mandatory requirement of Independent Director in the company, the Board recommends the resolution as set out in item no. 6 for your approval.

The company has received notice from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Alka Shah for appointment as Independent Director.

Information required to be disclosed under SEBI(LODR) Rules, 2015 in respect of the appointment to be made is annexed.

Except Mrs. Alka Shah, none of the other directors, Key Managerial Personnel or their relatives are interested in the passing of the resolution.



Item No. 7

For Administrative convenience, your Board of Directors have resolved to keep the Register of Members as per and copies of Annual Returns to be maintained Section 88 and Section 92 respectively of The Companies Act, 2013 at the address set out in Resolution No 7 which is not the address of the Registered office of the company.

In accordance with the provisions of section 94 of The Companies Act, 2013 requiring approval of the members by way of Special resolution for keeping Registers and Returns to be maintained under section 88 and 92 respectively of The Companies Act, 2013, at a place other than the Registered office of the company your approval is sought for the Special resolution set out at Item No.7 of the notice at the Annual General Meeting. The Board recommends the resolution for your approval.

None of the other Directors and Key Managerial Personnel and/or their relatives, are interested in the passing of the resolution.



Information about Directors (other than retiring directors) proposed to be appointed at 42nd Annual General Meeting as per SEBI(LODR) Rules, 2015.

Name	Date of Birth and Age	Educational Qualifications and Experience	Interest in Other Companies	Membership in Committee
Mr. Sanjay Kumar Gupta DIN 01538117	09/04/1964 58 years	B.Com, FCS Practising Company Secretary. Has experience of more than 30 years . Represents company before Legal forum and is adviser to many Corporates on Legal matters	Director in a)SGA Corporate Advisors (P) Ltd b) Sunrise DSC Services (P) Ltd	Member of the Audit Committee and Nomination and Remuneration Committee
Mr. Ravi Agarwal DIN 09697331	20/12/1973 48 years	B.Com Has experience of working in Tea Industry for many years		
Mrs. Alka Shah DIN 06811049	25/01/1971 52 years	Arts Graduate Has Administrative Experience for over two decades.	NIL	Member of Audit Committee and Nomination and remuneration Committee



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ATTENDANCE SLIP

Forty Second Annual General Meeting

Registered Folio No.
Name and Address of the Member(s)
No. of Shares

I hereby record my presence at the Forty Second Annual General Meeting of the company at 11 am at the Registered Office at 7, Swallow Lane, Kolkata-700001 on Monday, the 26th September, 2022.

.....

Member/Proxy Name in Block Letters

.....

Member's/Proxy Signature

Note: Members who are attending the meeting in person or by Proxy are requested to complete the Attendance Slip and hand it over at the entrance of the meeting Room.



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Email: ro@tasati.in Website: www.tasati.in

Form No. MGT-11

(Pursuant to Section 105(6) of The Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules, 2014)

Name of the Member(s)
Registered Address
Email Id
Folio No.

I/We being the member(s) holding Shares of the abovenamed company do hereby appoint

1. Name
Address
Email Id
Signature

Or failing him/her

2. Name
Address
Email Id
Signature

As my/our proxy to attend and vote for me /us at the 43rd Annual General Meeting of the company to be held on Monday, the 26th September, 2022 at the Registered Office at 7, Swallow Lane, Kolkata-700001 and at any adjournment thereof in respect of such resolutions set out in the notice convening the meeting as indicated below:



Resolution No	Resolutions
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Ordinary Business

1.	Approval of Audited Standalone Financial Statement for the Financial Year ended 31 st March, 2022 and Consolidated Financial Statement for the Financial Year ended 31 st March, 2022
2	To appoint a Director in place of Mr. Deepak Bansal, Director retiring by rotation
3	To appoint M/s. Tiwari & Company, Chartered Accountants as Statutory Auditor for five years in terms of provisions of section 139 of The Companies Act. 2013.

Special Business

4	To appoint Mr. Sanjay Kumar Gupta (DIN 01538117) as Independent Director for five years in accordance with the provisions of section 149 read with Schedule IV of The Companies act, 2013.
5	To appoint Mr. Ravi Agarwal (DIN09697331) as Independent Director for five years in accordance with the provisions of section 149 read with Schedule IV of The Companies act, 2013.
6	To appoint Mrs. Alka Shah (DIN 06811049) as Independent Director for five years in accordance with the provisions of section 149 read with Schedule IV of The Companies act, 2013.
7	To keep the Registers and Returns required to be maintained under section 88 and section 92 respectively of The Companies Act, 2013 by the company at a place other than Registered Office.

Signed this.....day of..... 2022

Signature of the Shareholder

Signature of the Proxy Holder

Affix Revenue Stamp Not being less than Re. 1/-

Note. This form of proxy 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.

