

## NOTICE

**NOTICE** is hereby given that the Thirty-First Annual General Meeting of the members of Asian Tea & Exports Limited will be held on Saturday, the 16th September, 2017 at 10.00 A.M at H4/93A, B.B.T.Road, New Chakmir, Maheshtalla, Kolkata-700 141 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit & Loss for the year ended on that date and the Report of the Directors and Auditors' thereon.
2. To appoint a Director in place of Shri. Sunil Garg (DIN: 00216155) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** M/s. Kaushal Surana & CO, Chartered Accountants (Registration No. 329248E), be7 and is hereby appointed as the Statutory Auditors of the Company, to hold office from the 31<sup>st</sup> Annual General Meeting until the conclusion of the 36<sup>th</sup> Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors in consultation with the said Auditor and also subject to ratification on every Annual General Meeting.”

### SPECIAL BUSINESS

4. **To consider and if thought to pass with or without following modification of the following resolution as an ORDINARY RESOLUTION:**

**“RESOLVED THAT** Shri Ram Narayan Bansal (DIN:00708983 ), who is appointed as an Additional Director of the company by the Board of Directors w.e.f. 10<sup>th</sup> August 2017 in terms of Section 161(1) of the Companies Act, 2013 and whose term of the office expires at the annual general meeting and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Section 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including and statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, who shall office from the date of this Annual General Meeting till the conclusion of 36<sup>th</sup> Annual General Meeting and whose office shall not, henceforth, be liable to determination by retirement of Directors by rotation.”

5. **To approve continuation of employment of Mr. Hariram Garg, Managing Director.**

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

“RESOLVED THAT in accordance with the provisions of Section 196,197 and 203 read with Schedule V and 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 Company be and is hereby accorded for the continuation of employment of Mr. Hariram Garg (DIN: 00216053), Who has attained the age of seventy years on 29<sup>th</sup> October 2016, as a Managing Director of the Company for the period of 5 years w.e.f 16<sup>th</sup> September 2017 on the terms and conditions including remuneration as set out in the explanatory statement annexed hereto and also the draft agreement submitted to this meeting, with liberty to the Board of Directors to alter, vary, modify the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Shri Hariram Garg, 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 thereof.”

By Order of the Board

**Place: Kolkata**  
**NAGORI**  
**Date: 10th August, 17**  
**Secretary)**

**RASHI**  
**(Company**

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing a proxy should however be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday the 10th September, 2017 to Saturday 16<sup>th</sup> September, 2017 (both days inclusive).
3. Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting (in pursuance of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Name of the Director	Shri Sunil Garg
Date of Birth	10.04.1968
Date of Appointment	16.12.1999
Expertise in specific functional area	Expertise in Finance
Qualification	B.Com

Outside Directorship held	15
Chairman/Member of the Committee of the Board of Directors of the Company	Yes
No. of shares	634998

Name of the Director	Shri Ram Narayan Bansal
Date of Birth	19.10.1939
Date of Appointment	10.08.2017
Expertise in specific functional area	Expertise in Heavy Machinery
Qualification	10
Outside Directorship held	7
Chairman/Member of the Committee of the Board of Directors of the Company	Nil
No. of shares	Nil

4. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Registrar & Transfer Agent or to the Company at its registered Office quoting reference of their folio numbers or their Client ID number with DP-ID number, as the case may be.
5. Electronic copy of the Notice of the 31<sup>st</sup> Annual General Meeting of the company inter alia indicating the process and manner of e-voting along with Attendance Slip and proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email address, physical copies of the Notice indicating the process and manner of e-voting along with Attendance Slip and proxy form is being sent in the permitted mode. **Members who have not yet registered their email ID or holding shares in physical form are requested to register their email ID with their DP and/or RTA.**

#### 6. Voting through electronic means

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 (1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members

using an electronic voting system from a place other than venue of the AGM) (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM 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 through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 13th September, 2017 (9:00 am) and ends on 15th September, 2017 (5:00 pm). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 9th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select “EVEN” of “ASIAN TEA & EXPORTS LTD”.
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
    - (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - (xii) Institutional shareholders (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [manojshaw2003@gmail.com](mailto:manojshaw2003@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

**EVEN (Remote e-voting Event Number)**      **USER ID**      **PASSWORD/PIN**

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 9th September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 9th September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](http://Issuer/RTA).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Manoj Prasad Shaw, Practicing Company Secretary (Membership No. FCS 5517 has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company

and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.asianteaexports.com](http://www.asianteaexports.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

**ITEM NO.4**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Companies Act, Mr. Ram Narayan Bansal as an Additional Director of the Company w.e.f. 10<sup>th</sup> August, 2017.

In terms of the provisions of Section 161(1) of the Act, Mr. Ram Narayan Bansal would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Ram Narayan Bansal for the office of Director of the Company.

Accordingly in compliance to Section 149,150,151, Schedule IV and any other applicable provisions of the Companies Act, 2013, Mr. Ram Narayan Bansal being eligible and offering himself for appointment, is proposed to be appointed as an independent Director of the Company who shall hold office from the of this Annual General Meeting till 36<sup>th</sup> Annual General Meeting.

In the opinion of the Board, Mr. Ram Narayan Bansal fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his vast experience and knowledge would be immense benefit to the Company and it is desirable to appointment Mr. Ram Narayan Bansal as an Independent Director for the approval of the Shareholders of the Company.

Except Mr. Ram Narayan Bansal being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives id concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

**ITEM NO.5**

The Directors of your Company at its Meeting of the Board of Directors approved and ratified subject to the approval of the members of the company, the re-appointment of Shri H.R.Garg as managing Director of the Company for a period of 5 years effective from the 16th September, 2017 on the following terms and conditions and in the manner and to the extent as set out in the draft agreement referred to in the resolution at ITEM NO. 4 of the notice.

A. Remuneration.

a) **SALARY/SCALE:** In the scale of Rs. 1,25,000 – 5000 – 1,50,000 to be fixed by the Board of Directors from time to time.

b) **GRATUITY:** Not exceeding 1/2 months' salary for each completed year of service.

c) **PERQUISITES:**

### **Part-A.**

1. **Medical Reimbursement:** Reimbursement of actual medical expenses in India and/or abroad including hospitalization, nursing home and Surgical charges for himself and family.

2. **Leave Travel:** For the managing Director and his family once in a year in respect of family and himself.

3. **Leave:** One month's paid leave for eleven months' service.

4. **Club Fees:** Subject to a maximum of two clubs. This will not include admission and life membership fee.

5. **Personal Accident Policy:** Premium not to exceed Rs. 12,500/- per annum.

### **Part-B**

Contribution to Provident Fund, Superannuation Fund or Annuity Fund is not to be included in the computation of ceiling on perquisites to the extent these either singly or together are not taxable under the income Tax Act,1961.

### **Part-C**

Provision of car with driver for use in Company's business and telephone at residence will not be considered as perquisites. However, personal long distance calls and use of car for private purpose will be billed by the Company to the Managing Director

In the absence or inadequacy of profit during the period Shri H.R.Garg shall be paid the above remuneration as minimum remuneration subject to the limit prescribed under section II, Part II of Schedule V to the Companies Act 2013.

The draft agreement referred to the above resolution will be available for inspection to any member at the registered office of the Company between 11.00 A.M. to 1.00 P.M. on any working day and also at the Annual General Meeting.

Shri H.R.Garg being promoter Director of the company has made substantial progress due to his efforts. The remuneration proposed to Shri H.R.Garg is justified having regard to the nature of service required from him and the responsibility which he is called upon to bear as Managing Director of the company. The Board recommends acceptance of the Resolution.

In addition to Shri H.R.Garg, Shri Sunil Garg being his relative may also be deemed to be interested Director in the proposed Resolution.

The above may be regarded as an abstract of the terms of appointment and memorandum of concern or interest pursuant to Section 190 of the Companies Act, 2013.

By order of the Board

**Place: Kolkata**  
**Date: 10th August'17**

**RASHI NAGORI**  
**(Company Secretary)**

## Asian Tea & Exports Limited

CIN: L24219WB1987PLC041876

Regd. Office: 4/1, Middleton Street, Sikkim Commerce House, Kolkata – 700 071

### ATTENDANCE SLIP

I/We hereby record my presence at the **31<sup>st</sup> Annual General Meeting** of the Company held on **Saturday, September 16, 2017 at 10.00 A.M.** at **H4/93A, B.B.T.Road, New Chakmir, Maheshtalla, Kolkata - 700 141.**

**Folio/DP ID & Client ID No.:**

**Share Holding :**

**Serial No.:**

**Name:**

**Name(s) of joint Holder(s), if any:**

**Address:**

Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/Proxy Present

**Note:** Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.

### ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	User ID	Password

Please refer to the AGM Notice for e-voting instruction.

**The e-voting facility will be available during the following voting period:**

Commencement of Remote E-voting	End of E-voting
9.00 a.m. (IST) on September 13, 2017	5.00 p.m. (IST) on September 15, 2017

## Asian Tea & Exports Limited

CIN: L24219WB1987PLC041876

Regd. Office: 4/1, Middleton Street, Sikkim Commerce House, Kolkata – 700 071

**PROXY FORM – 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 : .....

E-mail ID : .....

Folio No/DP ID & Client ID : .....

I/We, being the Member(s) of Asian Tea & Exports Limited, holding.....Equity Shares of the above named Company, hereby appoint :

- (1) Name .....Address.....  
E-mail Id.....Signature.....or failing him/her
- (2) Name .....Address.....  
E-mail Id.....Signature.....or failing him/her
- (3) Name.....Address.....  
E-mail Id.....signature.....

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31<sup>st</sup> Annual General Meeting of the Company, to be held on Saturday, September 16, 2017 at 10.00 A.M at H4/93A, B. B. T. Road, New Chakmir, Maheshtalla, Kolkata - 700 141 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Type of Resolution	Optional *		
			For	Against	Abstain
<b>Ordinary Business</b>					
1.	Adoption of the Audited Balance Sheet as at 31 <sup>st</sup> March, 2017 and the Statement of Profit & Loss for the year ended on that date together with the Director's Report and the Auditor's Report thereon.	Ordinary			
2.	To appoint a Director in place of Shri. Sunil Garg who retires by rotation and being eligible offers himself for re-appointment.	Ordinary			
3.	Ratification of Appointment of Statutory Auditors & fixing their remuneration.	Ordinary			
<b>Special Business</b>					
4.	To consider and approve the appointment of Shri Ram Narayan Bansal (DIN: 00708983 )as a director of the Company.	Ordinary			
5.	To consider and approve the re-appointment of Mr Hariram Garg (DIN 00216053), as the Managing Director of the Company.	Special			

Signed this .....day of .....2016

Member's Folio / DP ID & Client ID No.....Signature of Shareholder(s).....

Signature of Proxy holder(s).....

Affix  
Revenue  
Stamp

**Note :** 1. 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.

\*2. It is optional to put a 'X' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolutions' your proxy will be entitled to vote in the manner as he/she thinks appropriate.