

**NOTICE**

**NOTICE** is hereby given that the Thirty-Six Annual General Meeting of the members of Asian Tea & Exports Limited ("Company") will be held on Thursday 29, 2022 at 11:00 A.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following:

**ORDINARY BUSINESS**

1. To receive, consider and adopt:
  - a) The Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2022 with the reports of the Board of Directors' and Auditors thereon.
  - b) The Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2022 together with report of the Auditors thereon.
2. To appoint a director in place of Mrs. Rama Garg (DIN: 00471845) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration in place of retiring auditors and in this regard, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and 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 thereof for the time being in force) and in accordance with the recommendation of the Audit Committee and as approved by the Board of Directors of the Company, M/s. Agarwal Kejriwal & Co, Chartered Accountants (Firm Registration No. 316112E), be and are hereby appointed as statutory auditors of the Company, in place of retiring auditors Kaushal Surana & Co, Chartered Accountants (Firm Registration No. 349248E), to hold office from the conclusion of Thirty Six Annual General Meeting until the conclusion of the Forty-one Annual General Meeting to be held in the year 2027, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

**SPECIAL BUSINESS**

**4. RE-APPOINTMENT OF MR. HARIRAM GARG AS CHAIRMAN & MANAGING DIRECTOR:**

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

**"RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the Memorandum and Articles of Association of the company as amended from time to time and subject to such other

approvals, consents and permissions as may be necessary and subject to such modifications, variations as may be approved and acceptable, and based on the recommendation of the Audit Committee the Board of Directors of the Company, and with the consent of the members of the Company be and is hereby accorded to re-appoint Mr. HARIRAM GARG (DIN: 00216053 as Chairman & Managing Director of the Company, to hold office for a period of 3 (Three) years with effect from 29/09/2022, 2022 to 28/09/2025 whose office as a Managing Director shall not be liable to retire by rotation in an annual general meeting.”

**“RESOLVED FURTHER THAT** subject to the provisions of Companies Act 2013, without any remuneration to be paid to MR. HARIRAM GARG (DIN: 00216053), as a Managing Director of the Company on the following terms for the period of three years from 29/09/2022 to 28/09/2025 as provided in Schedule V of the Companies Act, 2013:

**“RESOLVED FURTHER THAT** any of the Directors and/or the Company Secretary of the Company be and are hereby severally authorized to discuss, negotiate and finalize the detailed terms and conditions, to execute/modify/file such agreements, documents, writings, forms, papers, returns etc. as may be required and to do all acts, deeds and things as may be required in this regard.”

**5. AUTHORISATION UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s) ; (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s) ; and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion seem beneficial and in the interest of the Company, for an amount not exceeding Rs.200,00,00,000 (Rupees Two Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**6. CREATION OF CHARGES, MORTGAGES, HYPOTHECATION ON THE IMMOVABLE AND MOVABLE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013**

To consider and if thought fit to pass, with or without modification, the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder, consent of the members of the Company be and is hereby accorded by way of a special resolution to the Board of Directors NOTICE Asian Tea & Exports Limited ("Board") of the Company to pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating (in addition to any other hypothecation, pledge, lien, mortgage, charges created/to be created by the Company), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the immovable properties and movable assets (both tangible and intangible) of the Company, both present and future, and the whole or substantially the whole of the undertaking(s) or any properties of the Company where so ever situated, in favour of banks, financial institutions, investors, debenture holders or any other lenders and their agents or trustees (together, the "Lenders") to secure any borrowings, debentures, financial assistance or financial indebtedness availed by the Company or any third party from time to time (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the "Financial Indebtedness") in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial Indebtedness, on such terms and conditions as may be agreed between the Company and any Lender(s), provided that the maximum extent of the Financial Indebtedness secured by the assets of the Company does not exceed Rupees 200 Crores (Two Hundred Crores) at any time."

**"RESOLVED FURTHER THAT** the pledge, mortgage, lien, hypothecation and/or charge created or to be created and all agreements, deeds, instruments or documents executed or to be executed and all acts necessary in terms of this resolution required to be done by the Company or the Board are hereby approved, confirmed and ratified."

**"RESOLVED FURTHER THAT** the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deed, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution."

**7. INCREASING THE BORROWING POWERS UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013 UP TO 200 CR.**

To consider and if thought fit to pass, with or without modification, the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications thereof) and any rules and regulations made thereunder, the consent of the members of the Company be and is hereby accorded by way of special resolution, to the Board of Directors of the Company ("Board") for borrowing from time to time, as it may think fit, any sum or sums of money in any currency on such terms and conditions as the Board may deem fit, by way of loans, issuance of bonds, notes, debentures or other securities whether convertible into equity/ preference shares or not, from banks, financial or other institution(s), investors, mutual fund(s), or any other persons, up to an aggregate amount of Rupees 200 Crores (Two Hundred Crores) notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

**"RESOLVED FURTHER THAT** the Board duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorized to do all such acts, deeds and things and to sign and execute all such deeds, documents and instruments as may be necessary, expedient and incidental thereto to give effect to this resolution.

**8. TO TAKE NOTE ON THE RESIGNATION OF MR. ASHOK CHAMARIA, NON- EXECUTIVE INDEPENDENT DIRECTOR**

To consider and if thought fit to pass, with or without modification, the following Resolution as a Special Resolution:

The resignation letter dated 26th August 2022, received from Mr Ashok Chamaria (Din:00445605) were placed before the chairman for their perusal the Board recommended the acceptance of the resignation subject to the approval of the Members of the Company. He further informed that due to personal reasons and Preoccupancy, Mr Ashok Chamaria (Din: 00445605) won't be able to devote his time to the affairs of the Company and had decided to resign with the approval of the members of the company with effect from 29th September 2022.

**"RESOLVED THAT** the resignation of Mr Ashok Chamaria (Din: 00445605)) from the directorship of the Company be and is hereby accepted with effect 29th September 2022.

**"RESOLVED FURTHER THAT** Mr. Hariram Garg, (Din: 00216053), Director of the Company be and is hereby authorized to do all such acts and deeds as may be deemed necessary to give effect to the above resolution."

By Order of the Board  
For and behalf of Asian Tea & Exports Ltd  
Sd/-  
Annu Jain  
(Company Secretary)

Place: Kolkata  
Date: 3<sup>rd</sup> September, 2022

**NOTES**

1. In view of the continuing Covid-19 pandemic and social distancing norms, the Ministry of Corporate Affairs (“MCA”) has vide it’s General Circular No. 02/2021 dated 13th January 2021 read with General Circular No. 20/ 2020 dated 5th May, 2020, General Circular No. 14/ 2020 dated 8th April, 2020 and General Circular No. 17/ 2020 dated 13th April, 2020 (collectively referred to as “said Circulars”) and the Securities and Exchange Board of India vide its circulars dated May 12, 2020 and January 15, 2021 permitted the holding of the “AGM” through Video Conferencing / Other Audio-Visual Means (VC/OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The Company will conduct the AGM through VC/ OAVM from its Registered Office, i.e, Sikkim House 4/1, Middleton Street Kolkata-700071 which shall be deemed to be venue of the meeting.
2. The relative explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the business under item Nos. 3 to 6 of the Notice, is annexed hereto.
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. However, as the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. In terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint their authorized representatives to attend the AGM through VC/ OAVM on their behalf and participate thereat, including cast votes by electronic means and are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. whereby their authorized representative has been appointed to attend the AGM on their behalf, to the Company, together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **csprachi92@gmail.com** with a copy marked to **cosec@asianteaexports.com**.
5. The business set out in this Notice will also be transacted through electronic voting system and the Company is providing facility for voting by electronic means through National Securities Depository Limited (NSDL). Instructions and other information relating to e-voting are given in this Notice. 23. The Company will also send communication relating to remote e-voting which interalia would contain details about User ID and password along with a copy of this Notice to the members, separately. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. The members who cast their vote by using remote e-voting may also attend the Meeting through VC/ OAVM but shall not be entitled to cast their vote again at the Meeting.
6. The details of Director seeking re-appointment in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations, 2015) and

## *Asian Tea and Exports Ltd.*

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Secretarial Standard -2 are annexed hereto and forms part of this Notice. The Directors have furnished the requisite declaration for their re-appointment.

7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, S. K. Infosolutions Pvt. Ltd. for assistance in this regard.
8. Members who hold shares in the physical form and wish to make/ change a nomination in respect of the shareholding in the Company, as permitted u/s 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13/14 as required, to the Company's Registrar & Share Transfer Agent.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/ RTA, quoting their folio number.
10. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. To support the 'Green Initiative', Members who have not registered their e-mail addresses so far are requested to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants or send an e-mail to skcdilip@gmail.com, for receiving all communications including Annual Reports, Notices, Circulars, etc. from the Company electronically.
12. Non-Resident Indian Members are requested to inform the RTA immediately of:
  - Change in their residential status on return to India for permanent settlement.
  - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.
13. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above-mentioned transactions.
14. The Company has designated an exclusive e-mail ID cosec@asianteaexports.com which would enable the members to communicate their grievances. The members may send their grievances, if any, to this e-mail ID for its quick redressal.

15. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to send their queries at an early date through email on **cosec@asianteaexports.com**. The same will be replied by the Company suitably.
16. Members are also requested to notify any change in their email ID or bank mandates or address to the company and always quote their Folio Number or DP ID and Client ID Numbers in all correspondence with the company. In respect of holding in electronic form, Members are requested to notify any change of email ID or bank mandates or address to their Depository Participant.
17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act 2013, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Companies Act 2013 will be available for inspection during the Annual General Meeting. Members seeking to inspect such documents can send email at **cosec@asianteaexports.com**.
18. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the company to consolidate their holdings in one folio.
19. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website [www.asianteaexports.com](http://www.asianteaexports.com) websites of the Stock Exchanges i.e. BSE Limited at **www.bseindia.com** and, and on the website of NSDL **<https://www.evoting.nsdl.com>**.
20. At the Thirty – Six AGM held on September 29, 2022 the recommended the Members on the approved appointment of Agarwal Kejriwal & Co. Chartered Accountants (Firm Registration No. 316112E) as Statutory Auditors of the Company in place of M/s Kaushal Surana & Co. to hold office for a period of five years from the conclusion of this AGM till the conclusion of the Forty-one AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018.
- 21. Voting through electronic means**

In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the (Listing Regulations, 2015), the Company is pleased to provide remote e-voting facility to the members to exercise their right to vote in respect of the resolutions to be passed at 35th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).The facility for 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 NSDL.

- I. The remote e-voting period shall commence on Monday, the 26th September, 2022, (9:00 a.m. IST) and will end on Wednesday, the 28th September, 2022 (5:00 p.m. IST). During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on 20th September, 2022 (cut-off date for e-voting) may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by shareholder, the shareholder shall not be allowed to change it subsequently.
- II. A person whose name is recorded in the register of members or in the register of beneficial ownership maintained by the Depositories as on 20th September, 2022 (cut-off date) only shall be entitled to vote through remote e-voting and through voting at the AGM. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date 20th September, 2022. A person who is not a member as on cutoff date should treat this Notice for information purpose only.
- III. Any person, who acquires shares of the Company and becomes member of the Company after, dispatch of the Notice and holding shares as on the cut-off date 26th August, 2022 may obtain the login ID and password by sending a request at **evoting@nsdl.co.in**.
- IV. However, if you are already registered with NSDL for remote evoting then you can use your existing 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.
- V. The Company has appointed M/s Prachi Todi, Practicing Company Secretary (ACS No. 53022), CP No. 22964)) proprietor of Ms Prachi Todi, as the scrutinizer to scrutinize the voting during the AGM and the remote e-voting process in a fair and transparent manner.
- VI. Members desiring to vote through remote e-voting may refer to the following steps:  
Step 1: Access to NSDL e-Voting system  
Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system





**Step 1: Access to NSDL e-Voting system**

- A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in



Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 website of NSDL for casting your vote during the remote e-Voting period</p>

**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.

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43</p>

Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

**How to Log-in to NSDL e-Voting website?**

**Step - 1**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
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 NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.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 Your User ID is: (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 if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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 i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 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 steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your 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 and join General Meeting on NSDL e-Voting system.**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

10. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
11. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
12. Now you are ready for e-Voting as the Voting page opens.

13. Cast your vote by selecting appropriate options i.e. 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.
14. Upon confirmation, the message “Vote cast successfully” will be displayed.
15. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
16. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please send a request to Registrar and Transfer Agent of the Company at **skcdilip@gmail.com** and company at **cosec@asianteaexports.com** providing 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) for registering email address.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e .Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to **evoting@nsdl.co.in** for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. **The instructions for members for e-voting on the day of the AGM are as under: -**
  - 1) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  - 2) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
  - 3) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

- 4) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**Instructions for Members for attending the AGM through VC/OAVM:**

- 1) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Facility of joining the AGM through VC/OAVM shall open 15 minutes before the time scheduled for the AGM and shall be available for Members on first-come-first-served-basis.
- 3) Members may join the Meeting through their desktops/Laptops/ Smartphones, etc. Further, Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the Meeting. Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of glitches.
- 4) Members may submit their questions in advance with regard to the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/folio number, PAN and mobile number to reach the Company's email address at [skcdilip@gmail.com](mailto:skcdilip@gmail.com) on or before 5.00 p.m. (IST) on Tuesday, 20th day of September, 2022. Such questions by the Members shall be taken up during the Meeting and suitably dealt with by the Company. The Management will decide, at its due discretion, whether and how it will answer the questions. It can summarize the questions and select, in the interest of the other shareholders, only meaningful questions.
- 5) Members who may like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number, PAN and mobile number at [skcdilip@gmail.com](mailto:skcdilip@gmail.com). Only those Members who register themselves as speaker will be allowed to express views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers and time for each speaker depending upon the availability of time at the AGM.
- 6) Members may note that facility of joining the AGM through VC/OAVM provided by NSDL allows participation of at least 1000 members on first-come-first-served-basis. However, the participation of members holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Stakeholders

Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first-come-first served-basis.

- 7) Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**General Guidelines for shareholders**

- I. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail **csprachi92@gmail.com** with a copy marked to **evoting@nsdl.co.in**.
- II. It is strongly recommended not to share your password with another 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](http://www.evoting.nsdl.com) to reset the password.
- III. In case of any queries you may refer to Frequently Asked Questions (FAQs) for members and remote e-voting user manual for Members

**Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013)**

**Item No- 3**

M/s. Agarwal Kejriwal & Co. Chartered Accountants, Kolkata letter dated August 25, 2022 has given the consent to appoint as Statutory Auditor Company along with a confirmation that, their appointment, if made, would be with under the Companies Act, 2013. in place of Kaushal Surana & Co. retiring in the upcoming Annual General Meeting.

The Board of Directors at its meeting held on 03rd September 2022, as per the recommendation of the Audit Committee, and pursuant to the provisions of Sec139(1) of the Companies Act, 2013, have appointed M/s. Agarwal Kejriwal & Co., Partner Mr. Mahadev Lal Agarwal ,Chartered Accountants, Kolkata (Firm Registration Number: 316112E ), to hold office as the Statutory Auditors of the Company till the conclusion of 41th AGM of the company subject to the approval by the members remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditor.

Further, pursuant to recommendation of Audit Committee, Board also approved appointment of M/s. Agarwal Kejriwal & Co., as Statutory Auditors of the Company to hold office for a period of five consecutive years, from the conclusion of the (36th) AGM, till the Conclusion of the (41th) AGM of the Company to be held on the year 2027. Accordingly, your board of directors also recommend passing of resolution for appointment of M/s. Agarwal Kejriwal & Co.; for a period of 5 consecutive years.

## *Asian Tea and Exports Ltd.*

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Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for appointment and payment of remuneration to the Statutory Auditor.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives concerned or interested, in the aforesaid Resolution.

### **Item No: 4**

#### **To reappointment of Mr. Hariram Garg (Din: 00216053) as a Managing Director of the Company**

The Board of Director have recommended in their meeting dated 3rd September 2022 to redesignate MR. HARIRAM GARG (DIN: 00216053) as the Managing Director of the Company subject to the approval of the members. Thus, the present proposal is to seek the member's approval for the same as per the provisions set out in the Companies Act, 2013 as amended from time to time.

MR. HARIRAM GARG (DIN: 00216053) is a Engineering from BITS Pilani and has to his credit nearly 40 years of rich experience in leadership roles at Asian tea & Exports Limited, and Commodities Market. He is largely responsible for the efficient operations of the entire organization. In view of the current business scenario and the future expansions the company and to have his continued services for the smooth business operations and future growth of the company, it is proposed to appoint Mr. HARIRAM GARG (DIN: 00216053) as the Managing Director of the Company

The Board at its meeting dated 03/09/2022 re-appointed Mr. Hariram Garg as Managing Director of the Company of the Company, for a period of 3 years with no remuneration to the approval of members.

The Board of Directors (which term shall be deemed to include any committee of the Board constituted to exercise its powers) can alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V to the companies Act, 2013 or any statutory modifications or re-enactment thereof.

Keeping in view the contribution made by MR. HARIRAM GARG (DIN: 00216053) for the growth of the Company, the Board of Directors of the Company have recommended the appointment of MR. HARIRAM GARG (DIN: 002160530) on the following terms for the period of three years from 29/09/2022 to 28/09/2025 as provided in Schedule V of the Companies Act, 2013.

#### **NATURE OF DUTIES & POWERS:**

MR. HARIRAM GARG (DIN: 00216053) Managing Director, shall look after the day-to-day management and business affairs of the Company and he shall have substantial powers of management of the company. Subject to superintendence, control and directions of the Board of Directors he shall exercise such other powers as may be assigned, granted and entrusted to him by the Board of Directors of the Company from time to time for the proper performance, discharge and execution of his duties and responsibilities.

The position may be terminated by the Company or by Managing Director by giving one-month prior notice in writing.



**General Information:**

Mr. Hariram Garg, a planter in the real sense of the word, the founder of the group, was born and brought up in the very heart of the tea belt in Northern India. The vast expanse of the lush tea gardens fascinated him since his early childhood. He gained great insight into the nature of tea- its cultivation and manufacture.

Not content with blindly following age-old practices, Hari Ram Garg sought new techniques and modern methods of cultivation while retaining the effective ones to improve quality and increase productivity. He set up new tea plantation on virgin land and replanted the older sections.

Inspired by his passion and foresight, the company progressed, not only manufacturing quality teas but also procuring, blending and packaging some of the finest tea blends. He created a company culture that is an amalgam of the old and the new, combining traditional values with modern technology - always quick to take advantage of technological advancements, emphasizing the need for product excellence coupled with eco-friendliness and hygiene.

The group has grown from tea plantation to tea exports and other activities like marketing and distribution of various commodities and real estate development. In one of the events of Rotary International Districts Conference 2015, Dr. Subramanian Swamy, Honorable Minister of Parliament & Member of Rajya Sabha facilitated him with the honour as TEA MAN of the year.

Now, as per the provisions of Companies Act, 2013 (the 'Act') read with Schedule V, the maximum remuneration that could be paid to its managerial personnel is 5% individually and 10% collectively of the net profit calculated as per Section 198 of the Companies Act, 2013.

As per the provisions of the Companies Act 2013, as amended the Board seeks the member's approval by way of a special resolution.

This resolution together with the explanatory statement may also be treated and construed to be Memorandum setting terms of appointment as specified under Section 190 of the Companies Act, 2013.

A copy of the Board Resolution and other documents appointing Mr. Hariram Garg as the Managing Director referred to in the resolution will be available for inspection at the registered office of the Company on all working days except Saturday, Sunday and public holiday between 9:30 a.m. to 6 p.m. up to the date of the meeting.

None of the Directors/Shareholders except Mr. Rajesh Garg (Director and Shareholder), Mr. Sunil Garg (Director and Shareholder), Rama Garg (Director and Shareholder), are concerned or interested financially or otherwise in the above resolution.

**Item No: 5**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs.200 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.5 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 5 of the accompanying notice. The Board recommends the resolution at Item no.5 to be passed as Special Resolution.

**Item No 6 & 7:**

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.6 & 7 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 6 & 7 of the accompanying notice. The Board recommends the resolution at Item no.6 & 7 to be passed as Special Resolution.

**Item No: 8**

Based on recommendation of Nomination and Remuneration Committee and pursuant of provisions of section 168(2) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has

## ***Asian Tea and Exports Ltd.***

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taken note of the resignation of Mr. Ashok Chamaria as the Independent Directors at this Annual General Meeting of the Company due to personal reason & preoccupation.

The Board considers that the above named 'Directors' on record their appreciation for the assistance and guidance provided by Mr Ashok Chamaria during his tenure as Director of the Company.

The new rules of SEBI, on appointment, re-appointment and removal of independent directors in a listed company will be done through a special resolution of shareholders. This will be applicable from January 1, 2022, the Securities and Exchange Board of India (Sebi) said in a notification.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

### **Annexure to the Notice**

Details of director retiring by rotation, and eligible for re- appointment as well person eligible to new appointment at the forthcoming Annual General Meeting

(In Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Regulations with stock Exchange and Secretarial Standard on General Meeting (SS-2) issued by Institute of Company Secretaries of India).

<b>Particular</b>	<b>Information</b>		
Name	Rama Garg	Mahadev Lal Agarwal	Hariram Garg
Age	55 years	62 years	76 Years
Qualification	Science Intermediate	Chartered Accountant	Engineering
Terms and Conditions of Re-appointment	Liable to retire by rotation	As set out in the resolution	Re- appointment as set out in the Resolution
Remuneration last drawn	Sitting Fees	NA	Salary Rs. 1,75,000 per month. ESI, Bonus, Provident Fund, and Gratuity as applicable to the other staff members of the Company. Medical re-imbursment expenses for self and family Land/Cell phone charges as per bill

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			Travel including International Traveling expenses incurred for Company's business as per bills.
Remuneration proposed to be paid	Sitting Fees	As set out in the resolution	No Remuneration
Date of First Appointment on the Board	21/07/2014	NA	27/10/1994
Board Meeting Attendance	16	NA	19
Other Directorships	1. Asian Tea and Exports Ltd 2. Indong Tea Company Ltd 3. Caravan Vinimay Private Limited 4. Ultrashine Marketing Private Limited	NA	1. Asian Tea & Exports Ltd 2. Kesavatsapur Tea Company Private Limited 3. Greenex Chemicals Pvt Ltd 4. Roseberry Tradelink Pvt Ltd 5. Ganadhip Tradecom Private Limited 6. Asian Capital Market Limited 7. Greenol Laboratories Private Limited 8. Hurdeodass Company Private Limited 9. Vikat Promoters Llp 10. Hrg Merchants Llp 11. Hrpk Impex Llp 12. Hgrs Exmip Llp 13. Confinex Developer Private Limited 14. Indong Tea Company Ltd
Chairmanship/Membership of Committee (*Only Audit Committee and	-	NA	Related to all the Executive, Promoter, Promoter Group and Non-

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Stakeholders' Relationship Committee memberships in equity listed companies have been considered)			executive non-independent directors.
Shareholding in the Company	1, 75,800 shares representing 0.88% of the total shareholding	NA	20,32,636 shares representing 10.16% of the total shareholding
Relationship with Other directors	Related to all the Executive, Promoter, Promoter Group and Non-executive non-independent directors.	Not Related to any Executive, Promoter, Promoter Group, Non-Executive Independent directors and Non-Executive non-independent directors.	Related to all the Executive, Promoter, Promoter Group and Non-Executive non-independent directors.

By Order of the Board  
For and behalf of Asian Tea & Exports Ltd

Sd/-  
Annu Jain  
(Company Secretary)

Place: Kolkata  
Date: 3rd September, 2022