

TATIA GLOBAL VENNTURE LIMITED

Regd Office: New No. 29, Old No. 12, Mookathal Street, II Floor, Purasawalkam, Chennai, Tamil Nadu – 600 007

Website: www.tatia.co.in | Email: tatiainfo@gmail.com | Tel: 044-48676774

(CIN: L18101TN1994PLC026546)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the **27th Annual General Meeting (AGM)** of the Members of **TATIA GLOBAL VENNTURE LIMITED** (“the Company”) will be held on **September 30, 2021, Thursday at 10:00 AM through Video Conferencing (VC)** for which purpose the Registered Office of the Company situated at New No. 29, Old No. 12, Mookathal Street, II Floor, Purasawalkam, Chennai, Tamil Nadu – 600 007 shall be deemed as the venue for the AGM, to transact the following businesses:

ORDINARY BUSINESS(ES)

- To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021, together with the reports of the Board of Directors and Auditors thereon.**

“**RESOLVED THAT** the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021, together with the reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered and adopted.”

- To appoint a Director in place of Mr. S.P. Bharat Jain Tatia (DIN: 00800056), who retires by rotation, and being eligible, offers himself for re-appointment.**

“**RESOLVED THAT** Mr. S.P. Bharat Jain Tatia (DIN: 00800056), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation.”

- To appoint a Director in place of Mr. S. Pannalal Jain Tatia (DIN: 01208913), who retires by rotation, and being eligible, offers himself for re-appointment.**

“**RESOLVED THAT** Mr. S. Pannalal Jain Tatia (DIN: 01208913), who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation.”



SPECIAL BUSINESS(ES)

4. **To re-appoint Ms. Shobhaa Sankaranarayanan (DIN: 07666001) as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Rules”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Shobhaa Sankaranarayanan (DIN: 07666001), who was appointed as an Independent Director and who holds office of Independent Director upto March 31, 2022, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from April 01, 2022 upto March 31, 2027, on the Board of the Company.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, be and is hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.”

5. **To approve the related party transactions to be entered into by the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 (the “Listing Regulations”), the Company’s policy on Related Party Transactions, and any other applicable provisions, including any statutory modification(s) or re-enactment thereof for the time being in force, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/arrangement(s)/ transaction(s) with Mr. Bharat Jain Tatia, Managing Director of Tatia Global Vennture Limited (the ‘Company’), a related party within the meaning of Section 2(76)(i) of the Act, for leasing of his owned property on Rent to the Company, on such terms and conditions as laid down in the Rental agreement entered into, upto maximum aggregate value of Rs. 3,00,000/- for financial year 2021-2022, provided that the said contract(s)/arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.



RESOLVED FURTHER THAT the terms and conditions of such transaction with the Related Parties shall be approved by the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things, and matters as may be considered necessary, expedient or desirable in order to give effect to this resolution in the best interest of the Company.”

6. To consider and if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the Regulation 24(5) and other applicable provisions , if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules framed thereunder, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force as amended from time to time] and subject to the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Company to cease control over its subsidiary, Deverbetta Lands Private Limited, by transfer or otherwise dispose-off part or all of the Company and shareholding in the Subsidiary (in one or more tranches), which results (or could result) in the shareholding of the Company in the Subsidiary be less than fifty percent (50%).

RESOLVED FURTHER THAT the Board of Directors or person(s) as may be authorised by the Board be and is hereby authorized to finalise and execute the documents and deeds, as may be required, and for performing all such acts and things as may be necessary for giving effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings 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 the above resolution.”

7. To consider and if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the Regulation 24(5) and other applicable provisions , if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules framed thereunder, [including any statutory modification(s) or re-enactment(s) thereof



for the time being in force as amended from time to time] and subject to the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Company to cease control over its subsidiary, Kalyanang Developers Private Limited, by transfer or otherwise dispose-off part or all of the Company and shareholding in the Subsidiary (in one or more tranches), which results (or could result) in the shareholding of the Company in the Subsidiary be less than fifty percent (50%).”

RESOLVED FURTHER THAT the Board of Directors or person(s) as may be authorised by the Board be and is hereby authorized to finalise and execute the documents and deeds, as may be required, and for performing all such acts and things as may be necessary for giving effect to this resolution.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings 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 the above resolution.”

8. To consider and if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the Regulation 24(5) and other applicable provisions , if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules framed thereunder, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force as amended from time to time] and subject to the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Company to cease control over its subsidiary, Pajjuvasami Developers Private Limited, by transfer or otherwise dispose-off part or all of the Company and shareholding in the Subsidiary (in one or more tranches), which results (or could result) in the shareholding of the Company in the Subsidiary be less than fifty percent (50%).

RESOLVED FURTHER THAT the Board of Directors or person(s) as may be authorised by the Board be and is hereby authorized to finalise and execute the documents and deeds, as may be required, and for performing all such acts and things as may be necessary for giving effect to this resolution.



RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings 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 the above resolution.”

9. To consider and if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the Regulation 24(5) and other applicable provisions , if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules framed thereunder, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force as amended from time to time] and subject to the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Company to cease control over its subsidiary, Sagarvar Gambhira Developers Private Limited, by transfer or otherwise dispose-off part or all of the Company and shareholding in the Subsidiary (in one or more tranches), which results (or could result) in the shareholding of the Company in the Subsidiary be less than fifty percent (50%).”

RESOLVED FURTHER THAT the Board of Directors or person(s) as may be authorised by the Board be and is hereby authorized to finalise and execute the documents and deeds, as may be required, and for performing all such acts and things as may be necessary for giving effect to this resolution.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings 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 the above resolution.”

10. To consider and if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the Regulation 24(5) and other applicable provisions , if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the



Companies Act, 2013, read with relevant rules framed thereunder, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force as amended from time to time] and subject to the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Company to cease control over its subsidiary, Sundervans Infrastructure and Developers Private Limited, by transfer or otherwise dispose-off part or all of the Company and shareholding in the Subsidiary (in one or more tranches), which results (or could result) in the shareholding of the Company in the Subsidiary be less than fifty percent (50%).”

RESOLVED FURTHER THAT the Board of Directors or person(s) as may be authorised by the Board be and is hereby authorized to finalise and execute the documents and deeds, as may be required, and for performing all such acts and things as may be necessary for giving effect to this resolution.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings 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 the above resolution.”

11. To consider and if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the Regulation 24(5) and other applicable provisions , if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013, read with relevant rules framed thereunder, [including any statutory modification(s) or re-enactment(s) thereof for the time being in force as amended from time to time] and subject to the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Company to cease control over its subsidiary, Thali Estates Private Limited, by transfer or otherwise dispose-off part or all of the Company and shareholding in the Subsidiary (in one or more tranches), which results (or could result) in the shareholding of the Company in the Subsidiary be less than fifty percent (50%).

RESOLVED FURTHER THAT the Board of Directors or person(s) as may be authorised by the Board be and is hereby authorized to finalise and execute the documents and deeds, as may be required, and for performing all such acts and things as may be necessary for giving effect to this resolution.



RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings 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 the above resolution.”

By and on behalf of the Board of Directors
For **TATIA GLOBAL VENNTURE LIMITED**

Place: Chennai
Date: 31.08.2021

Sd/-
NIHARIKA GOYAL
Company Secretary
ACS: 61428



NOTES:

1. In view of the current extraordinary circumstances due to COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No.14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 5, 2020, and Circular No.02/2021 dated January 13, 2021, (Collectively referred to as MCA Circulars), issued by the Ministry of Corporate Affairs (MCA), physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and AGM be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC and Members of the Company joining through VC shall be reckoned for the purpose of quorum under Section 103 of the Act. Further, all resolutions in the meeting shall be passed through the facility of e-Voting/ electronic system.
2. Pursuant to the MCA Circular No.14/2020 dated April 8, 2020, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM, hence the proxy form is not annexed in the notice. However, pursuant to the provisions of Sections 112 and 113 of the Companies Act, 2013, the Corporate Members are entitled to appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-Voting.

Body Corporates are entitled to appoint authorized representative(s) to attend the AGM through VC/ OAVM and to cast their votes through remote e-Voting / e-Voting at the AGM. In this regard, the body corporates are required to send a latest certified copy of the Board Resolution / Authorization Letter / Power of Attorney authorising their representative(s) to attend the meeting and vote on their behalf through e-Voting. The said resolution / letter / power of attorney shall be sent by the body corporate through its registered e-mail ID to the Scrutinizer.

3. In compliance with MCA Circular No. 20/2020 dated May 5, 2020, SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report FY 2020-2021) and Notice of AGM are being sent in electronic mode to Members whose email ID is registered with the Company or the Depository Participant(s) as on September 03, 2021 and to all other persons so entitled.
4. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1000 Members on first come first served basis. However, this number does not include the large Shareholders i.e., Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit



Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution / Authority Letter, authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the ordinary / special business set out above in the notice is annexed hereto.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
9. All documents referred to in the notice can be obtained for inspection through secured mode by writing to the Company at its email ID: cs@tatia.co.in till the date of the Meeting.
10. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be available for inspection by writing an email at cs@tatia.co.in.
11. In accordance with Regulation 40 of SEBI Listing Regulations, as amended from time to time, with effect from, April 1, 2019, securities of listed companies can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. Accordingly, the Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 02, 2020, had fixed March 31, 2021, as the cut-off date for re-lodgment of transfer deeds and shares that are re-lodged for transfer shall be issued only in demat mode. All communications in respect of share transfers dematerialization and change in the address of the Members may be communicated to the Registrar and Share Transfer Agent of the Company, i.e., Purva Sharegistry (India) Private Limited.
12. The Register of Members and share transfer books of the Company will remain closed from Friday, September 24, 2021 to Thursday, September 30, 2021 (both days inclusive) for the purpose of Annual General Meeting.



13. Members holding shares in dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, email ID, change in name etc. to their depository participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the Members.
14. Members holding shares in physical form are requested to intimate changes with respect to their bank account (viz. name and address of the branch of the bank, MICR code of branch, type of account and account number), mandate, nomination, power of attorney, change of address, email ID, change in name etc. immediately to the Company's Registrar and Share Transfer Agent at support@purvashare.com.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by CDSL.
16. In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www.tatia.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the remote e-Voting facility) i.e., www.evotingindia.com.
17. AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
18. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with applicable provisions of Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India and other relevant information, if any, in respect of director seeking re-appointment is also annexed to this Notice.
19. Since the AGM of the Company is being held through VC/OAVM Facility, the Route Map and Attendance Slip are not annexed to this Notice.
20. The recorded transcript of this meeting, shall as soon as possible, be made available on the website of the Company at www.tatia.co.in.

