

# Tyroon Tea Company Limited

## ANNUAL GENERAL MEETING

Date : 26th September, 2014

Day : Thursday

Time : 10.30 A.M.

Venue : Bharatiya Bhasha Parishad  
36A, Shakespeare Sarani  
Kolkata - 700 017

## Directors :

INDRA JALAN

J. K. BHAGAT

ANIRUDHA JALAN

S. ISSAR

N. N. NAGPAUL

SANJAY KEJRIWAL

## Company Secretary cum Cost Controller :

K. C. MISHRA

## Auditors :

MESSRS. LODHA & CO.

CHARTERED ACCOUNTANTS

14, GOVERNMENT PLACE EAST

KOLKATA - 700 069

## Registrars & Transfer Agents :

R & D INFOTECH PRIVATE LTD.

CORPORATE OFFICE :

1st Floor, 7A, BELTALA ROAD

KOLKATA - 700 026

Phone : 033-2419-2641 / 42

E-mail : rd.infotech@vsnl.net, investors@rdinfotech.in

## Bankers :

ALLAHABAD BANK

## Garden :

TYROON TEA ESTATE

P. O. KHARIKATIA

DIST. JORHAT

ASSAM

## Registered Office :

3, NETAJI SUBHAS ROAD

KOLKATA - 700 001

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The practice of distributing copies of the Annual Report at the Annual General Meeting has been discontinued as a measure of economy. Members are therefore requested to bring their copies of the Annual Report at the Meeting.

# Tyroon Tea Company Limited

## NOTICE

Notice is hereby given that the Annual General Meeting of TYROON TEA COMPANY LIMITED will be held as scheduled below:

Date : 26th September 2014.

Day : Friday.

Place : Bharatiya Bhasha Parishad  
36A, Shakespeare Sarani,  
Kolkata – 700 017.

Time : 10.30 A.M.

### ORDINARY BUSINESS :

1. To receive, consider and adopt Reports of the Auditors and Directors and the Audited Accounts of the Company for the year ended 31st March 2014.
2. To Declare Dividend for the financial year ending 31st March, 2014.
3. To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“Resolved that M/s. Lodha & Co. Chartered Accountants, Kolkata having Firm Registration No. 301051E be and are hereby appointed as statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting for three consecutive years after functioning as auditor for ten consecutive years subject to ratification at every Annual General Meeting, on such remuneration as may be fixed in this behalf by the Board of Directors of the Company”.

### SPECIAL BUSINESS

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

“Resolved that pursuant to the provisions of sections 149, 152,161 and other applicable provisions of the Companies Act, 2013 and rules made there under Smt. Indra Jalan DIN 00046265 who was appointed as an additional Director of the Company and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Promoter Director of the Company whose period of office shall be liable to be determined by retirement of Director by rotation”.

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

“Resolved that pursuant to the provisions of sections 149,152,161 and other applicable provisions of the Companies Act, 2013 and rules made there under Sri. Anirudha Jalan DIN 02610396 who was appointed as an additional Director of the Company 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 a Promoter Director of the Company whose period of office shall be liable to be determined by retirement of Director by rotation”.

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

"Resolved that pursuant to the provisions of sections 149,150,152,161 and other applicable provisions of the Companies Act, 2013 and rules made there under Sri Sanjay Kejriwal DIN 00061102 who was appointed as an additional Director of the Company 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 a non-executive Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting whose period of Office shall not be liable to be determined by retirement of Director by rotation and to receive remuneration by way of fees, reimbursement of expenses for participation in the meeting of the Board and other meetings as may be determined by the Board from time to time".

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

"Resolved that pursuant to the provisions of sections 149,150,152 and other applicable provisions of the Companies Act, 2013 and rules made there under Mr. S. Issar holding DIN 00044295 Director of the Company who retires by rotation 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 of the Company be and is hereby appointed as a Non-executive Independent Director of the Company to hold office for term of five consecutive years from the conclusion of this Annual General Meeting whose period of Office shall not be liable to be determined by retirement of Director by rotation and to receive remuneration by way of fees, reimbursement of expenses for participation in the Board and other meetings as may be determined by the Board from time to time".

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

"Resolved that pursuant to the provisions of sections 149,150,152 and other applicable provisions of the Companies Act, 2013 and rules made there under Mr. Narendra Nath Nagpaul holding DIN 00632063 Director of the Company who retires by rotation 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 of the Company be and is hereby appointed as a Non-executive Independent Director of the Company to hold office for term of five consecutive years from the conclusion of this Annual General Meeting whose period of Office shall not be liable to be determined by retirement of Director by rotation and to receive remuneration by way of fees, reimbursement of expenses for participation in the Board and other meetings as determined by the Board from time to time".

Registered Office :  
"McLeod House"  
3, Netaji Subhas Road,  
Kolkata 700 001  
The 17th day of July, 2014

By Order of the Board  
For Tyroon Tea Company Limited  
K. C. Mishra  
Company Secretary  
cum Cost Controller

**Notes :**

1. The Explanatory statement, pursuant to section 102 of the Companies Act, 2013, in respect of the special business as set out in the notice is annexed hereto.
2. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxy in order to be effective must be deposited with the Company at its Registered Office at least forty-eight hours before the commencement of the meeting. A person shall not act as a proxy for more than 50 members and holding in aggregate not more than 10% of the total

voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10% of the total voting Share capital of the Company provided that such person shall not act as a proxy for any other person.

3. The Register of Members of the Company will remain closed from 19th September 2014 to 26th September 2014 (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of Dividend, if approved by the members.

4. **DIVIDEND**

Dividend if declared at the Annual General Meeting, will be paid to the Members whose names appear in the Register of members as on the book closure date in respect of Shares held in physical form and in respect of shares held in electronic form (Demat), dividend will be paid to the beneficial owners as per the list to be provided by the depositories, as on the Book Closure Date.

**UNPAID OR UNCLAIMED DIVIDEND**

Pursuant to section 205A of the Companies Act, 1956 all unclaimed / unpaid dividends upto the year ended 31st March, 1995 have been transferred to General Revenue Account of Central Government. Shareholders who have not encashed the dividend warrants for the said period are requested to claim the amount from the Registrar of Companies, West Bengal at Kolkata.

5. **DEPOSITORY SYSTEM**

The Company, consequent to introduction of the Depository System entered into agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Members, therefore now have the option of holding and dealing in the shares of the Company in the electronic form through NSDL or CDSL.

Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.

6. **PAN DETAILS**

The Securities and Exchange Board of India (SEBI) vide Circular Ref.No. MRD/DoP/Cir-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transaction. Thereafter, vide Circular No. MRD/DoP/Cir-05/2009 dated May 20, 2009 it was clarified that for securities market transaction and off market/private transactions involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTA for registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases :

Deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholder(s).

Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.

Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

7. **LODGEMENT OF TRANSFER DOCUMENTS**

The instruments of share transfer complete in all respects should reach the Company prior to closure of the Register of Members as stated above.

8. **CONSOLIDATION OF MULTIPLE FOLIOS**

Shareholders who are holding shares in identical order of names in more than one folio, are

requested to write to the Company enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio.

9. **CHANGE OF ADDRESS**

Members are requested to quote their Registered Folio Number in all correspondence with the Company and notify the Company immediately of change, if any, in their registered address in case of physical shares. Member holding shares in electronic form are requested to inform their depository participants.

10. **ATTENDANCE SLIP**

Members are requested to affix their signature at the space provided at the attendance slip annexed to the proxy form and hand over the slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the Board Resolution/Power of attorney authorizing their representative to attend and vote at the Annual General Meeting.

11. Members may also note that the notice of Annual General Meeting and the Annual reports will also be available at the Company's website [www.tyroontea.com](http://www.tyroontea.com) for their download.

12. **Voting through Electronic means :**

- (a) The Company is pleased to provide members a facility to exercise their right to vote on the resolutions as set out in the Notice calling for the Annual General Meeting (AGM) by 'electronic means' and all the businesses may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL), in compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014.
- (b) Voting rights are reckoned on the basis of the shares registered in the names of the members/beneficial owners as on the record date fixed for this purpose, viz., 25th July, 2014.
- (c) Mr. Dhruba Charan Sahoo of D. C. Sahoo & Co., Practicing company secretaries, Kolkata has been appointed as scrutinizer for conducting the e-Voting process in a fair and transparent manner.
- (d) Members are requested to read the instructions given below.
  - (A) The instructions for e-Voting are as under:
    - (i) Open e-mail and then open PDF file viz., "Tyroon Tea Company Limited – AGM 2014 e-Voting.pdf" with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL in the address bar: [www.eVoting.nsdl.com](http://www.eVoting.nsdl.com)
    - (iii) Click on shareholder – Login
    - (iv) Enter User ID and password as initial password noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password with new password with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.

- (vi) Home page of e-Voting opens. Go to “eVoting” icon and select “Active Evoting Cycles”.
- (vii) Select “EVEN” of Tyroon Tea Company Limited.
- (viii) Now members are ready for e-Voting as Cast Vote page opens.
- (ix) Cast the 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 the member has voted on the resolution, such member will not be allowed to modify their vote, subsequently.
- (xii) Institutional members (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 dcsahoo123@rediffmail.com with copy marked to evoting@nsdl.co.in .

(B) In case of members receiving physical copy of the Notice of AGM:

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

EVEN (e-Voting Event Number)	USER ID	PASSWORD/ PIN

- (ii) Please follow all steps from Sl.No. (ii) to Sl.No. (xii) of Item No.11(d)(A) above to cast vote.
- (e) In case of any queries, members may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following Telephone No. 022-24994600.
- (f) If members are already registered with NSDL for e-Voting, then they can use their existing user ID and password for casting the vote.
- (g) Members can also update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (h) The e-Voting period commences on 19th September 2014 (9:00 am) and ends on 20th September 2014 (5:30 pm). During this period, members holding shares either in physical form or in dematerialized form, as on 25th July 2014, may cast their votes electronically. The e-Voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, such member will not be allowed to change it subsequently.
- (i) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast “in favour” or “against”, if any, forthwith to the Chairman of the Company.
- (j) The Results declared along with the Scrutinizer's Report will be placed on the Company's website [www.tyroontea.com](http://www.tyroontea.com) and on the website of NSDL within two days of passing the resolutions at the AGM and communicated to the Stock Exchanges.
- (k) All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company during 10.00 am to 12.00 noon on all working days upto and including the date of the AGM.

- 13) In terms of Clause 49(IV)(G) of the Listing Agreement with the Stock Exchanges, a brief profile of directors, who are proposed to be re-appointed/appointed in this AGM, nature of their expertise in specific functional areas, their other directorships and committee memberships, their shareholding and relationship with other directors of the Company are given below:

**Details of Directors Seeking Appointment at the Annual General Meeting**

Particulars	Mr. Anirudha Jalan (Promoter)	Smt. Indra Jalan (Promoter)	Mr. Sanjay Kejriwal (Non-executive, Independent)
DIN	02610396	00046265	00061102
Date of Birth	06/06/1985	28/02/1941	17/10/1960
Date of Appointment	17/07/2014	17/07/2014	17/07/2014
Qualification	B.Sc. Finance	Graduate	Graduate
Nature of Experience Functional Area	Mr Anirudha Jalan has over 5 years experience in the tea industry, both in Assam and Dooars. He holds a Bsc in Finance from The University of Illinois at Urbana-Champaign. Mr Jalan has previously worked with financial companies like Morgan Stanley and Ernst & Young	Smt. Jalan is having wide experience in Tea Industry	Mr. Kejriwal is well versed with the accounting, Finance and General Corporate Management
Name of Directorship in other Companies	1. Rajgir Properties (P) Ltd.	1. Zee Software (P) Ltd.	1. James Alexander & Co. Ltd. 2. Dev Kunj Trade Enterprises Ltd. 3. Mangal Bhagya Exports India Ltd
Membership/ Chairmanship of committee in public Company	NIL	NIL	NIL
Shareholding	406819	26880	Nil
Relation	Relative of Mrs. Indra Jalan	Relative of Mr. Anirudha Jalan	Not Applicable

<b>Particulars</b>	<b>Mr.S. Issar</b> (Non-executive, Independent)	<b>Mr. Narendra Nath Nagpaul</b> (Non-executive, Independent)
DIN	00044295	00632063
Date of Birth	20/06/1934	13/04/1943
Date of Appointment	15/10/2004	31/01/2011
Qualification	B.Sc. (Agriculture)	B.Sc. (Agriculture)
Nature of Experience Functional Area	Mr. Issar having over 48 years experience in Tea Industry. He has been a member of the Governing body, chairman of Technical committee for 3 years and member of Export / Import committee of the Indian Tea Association	Mr. Nagpaul, having 45 years of experience in Tea Industry. He has worked in Jorhat Tea Co. Ltd.
Name of Directorship in other Companies	1. Huldibari Industries & Plantations Co. Ltd. 2. Supra Agrotech (P) Ltd. 3. Creative Services (P) Ltd	1. Rydak Enterprise & Investment Ltd. 2. Bhatkawa Tea Industries Ltd. 3. Gujarat Tea Processing & Packers Ltd.
Membership/ Chairmanship of Committee in Public Company	NIL	NIL
Shareholding	2400	NIL
Relation	Not Applicable	Not Applicable

The above report was placed and approved by the Board at its Meeting held on 17th of July, 2014.

#### **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

The following explanatory statement sets out material facts relating to special business mentioned in the accompanying notice dated 17th July, 2014 and shall be taken as forming part of Notice.

#### **Item No. 4.**

The Board of Directors of the Company appointed Smt. Indra Jalan as an additional Director of the Company with effect from 17th July, 2014 and she holds the office up to the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 herein after referred to as "ACT"

Pursuant to Section 160 of the Act the Company has received notice, together with requisite deposit proposing Smt. Indra Jalan as candidate for the office of Director of the Company, liable to retire by rotation.

The brief profile of Smt. Indra Jalan is included in the Notice.

Except Smt. Indra Jalan, Mr. Anirudha Jalan and their relatives, none other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution as set out in Item No. 4 of the notice.

The Board consider that appointment of Smt. Indra Jalan will be beneficial to the Company and therefore recommend the passing of resolution set out in the Item no. 4 of the accompanying notice.



**Item No. 5.**

The Board of Directors of the Company appointed Mr. Anirudha Jalan as an additional Director of the Company with effect from 17th July, 2014 and he holds the office up to the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 hereinafter referred to as "ACT".

Pursuant to Section 160 of the Act the Company has received notice, together with requisite deposit proposing Mr. Anirudha Jalan as candidate for the office of Director of the Company, liable to retire by rotation.

The brief profile of Mr. Anirudha Jalan is included in the Notice.

Except Mr. Anirudha Jalan, Smt. Indra Jalan and their relatives, none other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution as set out in Item No. 5 of the notice.

The Board consider that appointment of Mr. Anirudha Jalan will be beneficial to the Company and therefore recommend the passing of resolution set out in the Item no. 5 of the accompanying notice.

**Item No. 6.**

The Board of Directors of the Company appointed Mr. Sanjay Kejriwal as an additional Director of the Company with effect from 17th July, 2014 and he holds the office upto the date of ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 hereinafter referred to as "ACT".

Pursuant to Section 160 of the Act the Company has received notice, together with requisite deposit proposing Mr. Sanjay Kejriwal as candidate for the office of Director of the Company.

The brief profile of Mr. Sanjay Kejriwal is included in the Notice.

In the opinion of the Board Mr. Kejriwal fulfils the conditions specified in the Act and Rules made there under and that the proposed director is independent of the Management for his appointment as an Independent Director for five consecutive years.

Except Mr. Sanjay Kejriwal, none other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution as set out in Item No. 6 of the notice.

The Board consider that appointment of Mr. Sanjay Kejriwal will be beneficial to the Company and therefore recommend the passing of resolution set out in the Item no. 6 of the accompanying notice.

Copy of appointment letter setting out the Terms and conditions of appointment of Mr. Sanjay Kejriwal as Independent Director will be available for inspection by the members at the Registered Office of the Company during normal business hours except Saturday.

**Item No. 7.**

Mr. S. Issar is a Non-Executive Independent Director of the Company pursuant to clause 49 of the Listing Agreement and he joined the Board of Directors of your Company since October 2004. He is also the chairman of Audit Committee.

Mr. S. Issar retires by rotation at the ensuing Annual General Meeting under erstwhile Companies Act, 1956.

Mr. S. Issar has given a declaration that he meets with the criteria of Independent Director under section 149(6) of the Companies Act, 2013 hereinafter referred to as "ACT".

Pursuant to Section 160 of the Act the Company has received notice proposing Mr. S. Issar as candidate for the office of Director of the Company.

The brief profile of Mr. S. Issar is included in the Notice.

In the opinion of the Board Mr. S. Issar fulfils the condition specified in the Act and Rules made thereunder and that the proposed director is independent of the Management for his appointment as an Independent Director for five consecutive years.

Except Mr. S. Issar, none other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution as set out in Item No. 7 of the notice.

The Board consider that the expertise of Mr. S. Issar will be beneficial to the Company and should continue to remain available to the Company and therefore recommend the passing of resolution set out in the Item no. 7 of the accompanying notice.

Copy of appointment letter setting out the Terms and conditions of appointment of Mr. S. Issar as Independent Director will be available for inspection by the members at the Registered Office of the Company during normal business hours except Saturday.

**Item No. 8.**

Mr. Narendra Nath Nagpaul is a Non-Executive Independent Director of the Company pursuant to clause 49 of the Listing Agreement and he joined the Board of Directors of your Company since January, 2011. He is also a member of Audit Committee.

Mr. Narendra Nath Nagpaul retires by rotation at the ensuing Annual General Meeting under erstwhile Companies Act, 1956.

Mr. Narendra Nath Nagpaul has given a declaration that he meets with the criteria of Independent Director under section 149(6) of the Companies Act, 2013 hereinafter referred to as "ACT".

Pursuant to Section 160 of the Act the Company has received notice proposing Mr. Narendra Nath Nagpaul as candidate for the office of Director of the Company.

The brief profile of Mr. Narendra Nath Nagpaul is included in the Notice.

In the opinion of the Board Mr. Narendra Nath Nagpaul fulfils the conditions specified in the Act and Rules made thereunder and that the proposed director is independent of the Management for his appointment as an Independent Director for five consecutive years.

Except Mr. Narendra Nath Nagpaul, none other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution as set out in Item No. 8 of the notice.

The Board considers that the expertise of Mr. Narendra Nath Nagpaul will be beneficial to the Company and should continue to remain available to the Company and therefore recommend the passing of resolution set out in the Item no. 8 of the accompanying notice.

Copy of appointment letter setting out the Terms and conditions of appointment of Mr. Narendra Nath Nagpaul as Independent Director will be available for inspection by the members at the Registered Office of the Company during normal business hours except Saturday.