

Corporate Identification No.
L15421WB1890PLC000612

ANNUAL GENERAL MEETING

Date : 26th September 2019
Day : Thursday
Time : 11.00 A. M.
Venue : Bharatiya Bhasha Parishad
36A, Shakespeare Sarani,
Kolkata – 700 017

Directors

INDRA JALAN 00046265
ANIRUDHA JALAN 02610396
SHRIDHAR ISSAR 00044295
SANJAY KUMAR KEJRIWAL 00061102
UMMEDMAL BANTHIA 07314632

DIN**Company Secretary & CFO**

K. C. MISHRA
M. No. ACS-13288

Auditors

MESSRS. K. N. GUTGUTIA & CO.
CHARTERED ACCOUNTANTS
6C, MIDDLETON STREET
KOLKATA - 700 071
FRN : 304153E

Registrars & Transfer Agents

R & D INFOTECH PRIVATE LTD.
CORPORATE OFFICE
1st Floor, 7A, BELTALA ROAD
Kolkata – 700 026
Phone Nos.: 033-24192641/42
Email: info@rdinfotech.net

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Bankers

ALLAHABAD BANK

Garden:

TYROON TEA ESTATE
P. O. KHARIKATIA
DIST. JORHAT
ASSAM

Registered Office

3, NETAJI SUBHAS ROAD
KOLKATA – 700 001

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.

NOTICE

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

Date : 26th September 2019
Day : Thursday
Place : Bharatiya Bhasha Parishad
36A, Shakespeare Sarani,
Kolkata – 700 017.
Time : 11.00 A.M.

ORDINARY BUSINESS:

1. To receive, consider and adopt Reports of the Auditors and Directors and the Audited financial statements of the Company for the year ended 31st March, 2019.
2. To appoint a Director in place of Mrs. Indra Jalan, (DIN 00046265) who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS :**3. Adoption of Memorandum of Association:**

To consider and, if thought fit to pass the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to provision of section 13, section 4 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactment thereof for the time being in force and rules made there under and subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s) as may be required by the suggested appropriate authorities, and agreed to by the Board of Directors, the consent of the members of the Company be and is hereby accord to adopt new Memorandum of Association.

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution Mr. Sanjay Kumar Kejriwal, Director of the Company and Mr. Keshab Chandra Mishra, Company Secretary & CFO of the Company be and are hereby authorized severally on behalf of the Company to do all act, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary eforms and appear before Registrar of Companies, Kolkata.

4. Alteration of Articles of Association:

To consider and, if thought fit to pass the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to provision of section 14, section 5 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactment thereof for the time being in force and rules made there under and subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s) as may be required by the suggested appropriate authorities, and agreed to by the Board of Directors, the consent of the members of the Company be and is

hereby accord for Articles of Association of the Company by replacing all the existing regulation from 1 to 204 with the new set-up regulation from 1 to 91 as per table F of schedule I of the Companies Act, 2013 as applicable to Company Limited by Shares.

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution Mr. Sanjay Kumar Kejriwal, Director of the Company and Mr. Keshab Chandra Mishra, Company Secretary & CFO of the Company be and are hereby authorized severally on behalf of the Company to do all act, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary eforms and appear before Registrar of Companies, Kolkata.

Registered Office:

“McLeod House”
3, Netaji Subhas Road
Kolkata – 700 001

The 14th Day of Aug, 2019.

By Order of the Board

For *Tyroon Tea Company Limited*

K. C. Mishra

Company Secretary and CFO

M. No. ACS-13288

Notes:

1. EXPLANATORY STATEMENT

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. PROXY

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. CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will remain closed from 20th September 2019 to 26th September 2019 (both days inclusive) in connection with the Annual General Meeting.

4 UNPAID OR UNCLAIMED DIVIDEND

Pursuant to section 205A of the Companies Act, 1956 all unclaimed / unpaid dividends up to 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 AND BANK DETAILS.

The Securities and Exchange Board of India (SEBI) has mandated by its Circular NO. SEBI/HO/MIRSD/DOPI/CIR/2018/73 dated 20th April 2018 for submission of Permanent Account Number (PAN) and Bank details together with an original cancelled cheque leaf/attested Bank Pass Book showing the name of Account Holder to the Registrar and Share Transfer Agent (RTA) of the Company by all the security holders holding securities in physical form.

7. HOLDING OF SHARES IN DEMAT FORM.

SEBI has recently amended Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by its notification dated 8th June, 2018 providing that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a Depository. This provision shall come into force on the one hundred and eightieth day from the date of publication of the notification in the Official Gazette.

In view of the above, the Shareholders holding shares of the Company in physical mode are requested to get their shares dematerialized at an early date.

8. EMAIL ID.

Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

9. 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.

10. 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.

11. 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. Members holding shares in electronic form are requested to inform their depository participants.

12. 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.

13. AVAILABILITY OF ANNUAL REPORT

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 for their download.

14. VOTING THROUGH ELECTRONIC MEANS:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or (www.tyroontea.com)

The e-voting period commences on 23rd September, 2019 (9:00 am) and ends on 25th September, 2019(5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 20th September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (RTA email id: info@rdinfotech.net) .

The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

A new screen will open. You will have to enter your User ID, your Password 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.

Your User ID details will be as per details given below :

- 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) Your password details 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 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, your 'initial password' is communicated to you on your postal address.

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.
- 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 on NSDL e-Voting system.

- 1) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on

e-Voting. Then, click on Active Voting Cycles.

- 2) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3) **Select "EVEN" of the Company - 111677**
- 4) Now you are ready for e-Voting as the Voting page opens.
- 5) 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.
- 6) Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- 1) 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 dcsahoo123@rediffmail.com to with a copy marked to evoting@nsdl.co.in.
- 2) It is strongly recommended not to share your password with any other 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 to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

Your login id and password can be used by you exclusively for e-voting on the resolutions placed

by the companies in which you are the shareholder.

It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

- 15)** 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 Director Seeking Re-appointment at the Annual General Meeting

Particulars	Smt Indra Jalan (Promoter)
DIN	00046265
Date of Birth	28/12/1941
Date of Appointment	17/07/2014
Qualification	Graduate
Nature of Experience Functional Area	Smt. Indra Jalan has knowledge of business and administration.
Name of Directorship in other Companies	Zee Software (P) Ltd.
Membership/ Chairmanship of committee in public Company	NIL
Shareholding	26880
Relation	Relative Of Mr. Anirudha Jalan (Director) and Mr.S. P. Jalan (KMP)

The above report was placed and approved by the Board at its Meeting held on 14th August, 2019.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**NOTES TO RESOLUTION NO. 3.**

The Board of Directors of the Company wants to adopt a new Memorandum of Association of the Company as per the Companies Act, 2013 and want to approve the same by the shareholders in the forthcoming Annual General Meeting.

At present your Company have no Memorandum of Association as your Company was formed pursuant to part VII, Act, VI of 1882 of the Legislative Council of India and entitled "The Indian Companies Act, 1882" which is contravention of Section 6 of the Companies Act, 2013 for better administrative control, transparency and from Statutory point of view adoption of new Memorandum is utmost necessary so that compliance of the provisions of the Companies Act, 2013 can be made in true sense.

Your Management recommend for adoption of New Memorandum according to the Companies Act, 2013.

None of the Directors or their relatives directly or indirectly concerned or interested in the above resolution except as a shareholder of the Company.

A draft copy of Memorandum of Association signed by the Chairman for the purpose of identification, to be placed before the meeting for adoption. Same is also available to shareholder for inspection during the course of Annual General Meeting.

NOTES TO RESOLUTION NO. 4.

The Board of Directors of the Company wants to alter Articles of Association of the Company as per the New Companies Act, 2013 by altering old Article of Association with a new one as per table F of the Schedule I.

At present your Company have an Articles of Association based on old act and rules which is in contravention of Section 6 of the Companies Act, 2013. For better administrative control, transparency and from Statutory point of view alteration of Company's Articles of Association is utmost necessary so that compliance of the provisions of the Companies Act, 2013 can be made in true sense.

Your Management recommend for alteration of old Articles of Association according to the Companies Act, 2013.

None of the Directors or their relatives directly or indirectly concern or interested in the above resolution except as a shareholder of the Company.

A draft copy of Articles of Association signed by the Chairman for the purpose of identification to be placed before the meeting for adoption. Same is also available to shareholder for inspection during the course of Annual General Meeting.

REPORT OF THE DIRECTORS

The Directors of the Company have pleasure in presenting the Annual Report together with the Audited Statement of Accounts of the Company, for the year ended 31st March, 2019.

Financial Results	This Year Rs.	Previous Year Rs.
Profit /(Loss) before Interest, Depreciation, Exceptional items and Taxation	(33,69,935)	88,84,393
Less: Interest	10,67,679	31,06,004
Depreciation	57,45,590	56,62,065
Profit/(loss) before tax & exceptional items	(1,01,83,204)	1,16,324
Exceptional Income	16,75,780	—
Profit/(loss) before tax and after exceptional items	(85,07,424)	1,16,324
Less : Provision for Taxation	22,46,546	9,58,390
Profit / (Loss) after tax	(1,07,53,970)	(8,42,066)
Add : Deferred Tax Credit	(14,86,868)	(15,10,873)
(Loss)/Profit for the year	(1,22,40,838)	(23,52,939)

DIVIDEND

The Board of Directors of your Company do not recommend dividend for the year under review (Previous year Nil).

OPERATION OVERVIEW

Your company's turnover stood at Rs.27.94 crore for the period ended 31-03-2019 against Rs. 25.15 crore in the previous year. The increase in turnover by Rs.2.79 crore is due to increase in production of tea.

COURSE OF BUSINESS AND OUTLOOK

Management discussion and analysis report give the state of affairs of the business of the Company attached to this report separately. (Annexure I)

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO.

Particulars in respect of conservation of energy, technology absorption , foreign exchange earnings and outgo as required under section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Account) Rules, 2014 as set out in a separate statement attached hereto and forming part of the report. (Annexure II)

CORPORATE GOVERNANCE

Regulation 27(2) of The (Listing Obligation and Disclosure Requirements) Regulation, 2015 vide SEBI circular no. CIR/CFB/Policy cell/7/2014 dated 15th September, 2014 is not mandatory for your Company. The Report for the same will be attached as and when the same will be applicable to your Company.

EXTRACTS OF ANNUAL RETURN

The Extracts of Annual Return in format MGT-9 for the financial year 2018-19 have been enclosed with the report. **(Annexure III)**