

Corporate Identification No.
L15421WB1890PLC000612

ANNUAL GENERAL MEETING

Date : 24th November 2021
Day : Wednesday
Time : 3.00 P. M.

Directors

ANIRUDHA JALAN 02610396
SHRIDHAR ISSAR 00044295
SANJAY KUMAR KEJRIWAL 00061102
UMMEDMAL BANTHIA 07314632
ANURADHA JALAN 09059592

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

INDIAN 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 through video conference ("VC") / other audio visual means ("OAVM") as scheduled below:

Date : 24th November 2021

Day : Wednesday

Time : 3.00 P.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, 2021.

SPECIAL BUSINESS

1. **Regularization of Additional Director Anuradha Jalan (DIN 09059592) as Director of The Company.**

To Consider and, if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution.

"RESOLVED THAT Anuradha Jalan (DIN 09059592) who was appointed as an Additional Director who hold office up to the date of Annual General Meeting in terms of Section of the Company by the Board of Director with effect from 09-01-2021. Pursuant to Section 161(4) of the Companies Act, 2013 and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

Registered Office:
"McLeod House"
3, Netaji Subhas Road,
Kolkata – 700 001

The 26th Day of October, 2021

By Order of the Board
For **Tyroon Tea Company Limited**

K. C. Mishra
Company Secretary and CFO
Membership No. A13288

Notes:

1. Explanatory Statement pursuant to Section 102 of The Companies Act, 2013 which set out details relating to the special business to be transacted at the forthcoming Annual General Meeting "AGM" is annexed hereto
2. In view of the Continuing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (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/OAVM.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

4. CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will remain closed from 17th November 2021 to 24th November 2021 (both days inclusive) in connection with the Annual General Meeting.

4 UNPAID OR UNCLAIMED DIVIDEND

Member are requested to note that Dividends if not encashed for a consecutive period of 7 years from the date of transfer to unpaid dividend account of the Company are liable to be transferred to the Investors Education and Protection Fund Authority.

Members whose unclaimed dividend for the Financial year 2012-13 already transferred to IEPF Account and who have not encashed the dividend for the subsequent financial years, are requested to note that in respect of Final Dividend for the Financial year 2013-14, are liable to be transferred to IEPF Authority in term of Section 125 of The Companies Act, 2013 and Investors Education and Protection Fund Authority (Accounting, Audit, transfer and refund), Rules, 2016. In view of these, members are requested to claim their dividends from the Company within the stipulated time. Members, whose unclaimed Dividends have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form IEPF-V which is available on www.iepf.gov.in

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 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.

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. 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.

10. 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.

11. AVAILABILITY OF ANNUAL REPORT

In compliance with the MCA Circular and SEBI Circular dated May, 12 2020, Notice of AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories.

Members may also note that the notice of Annual General Meeting and the Annual reports will be available at the Company's website www.tyroontea.com for their download.

12. Quorum

Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the Quorum under Section 103 of the ACT.

13. Voting through Electronic means:

Pursuant to 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 circular issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 5, 2020, the Company is pleased to provide members facility of remote e-voting in respect of the businesses to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depositories Ltd. (NSDL) for facilitating voting through electronic means, as the authorized agency.

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

The e-voting period commences on 22st November, 2021 (9:00 am) and ends on 23th November, 2021 (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 17th November, 2021**. Any person, who acquires shares of the Company and become member of the Company after sending the notice and holding shares as of the cut-off date i.e. **17th November, 2021**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or (RTA email id: info@rdinfotech.net).

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

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

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 'Shareholders' section.
3. 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.
4. 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, please follow step mentioned below :-

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.
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.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Please note the following:

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 provide 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) by email to (info@tyroontea.com).

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 (info@tyroontea.com).

2. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

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 ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop 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 aforesaid glitches.
 5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at (info@tyroontea.com).
 6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (info@tyroontea.com). The same will be replied by the company suitably.
 7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 14)** 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	Miss Anirudha Jalan (Promoter)
DIN	09059592
Date of Birth	08/06/1999
Date of Appointment	09/01/2021
Qualification	B.A. Economics and Social Studies from University of Manchester
Nature of Experience Functional Area	Miss Anuradha Jalan has successfully running her own Company Bookmypressnts a gifting Company collaborating with Bakeries, Decorators, Artists and monitor Social Media Digital Marketing. Marketing interm with Merlin Group to identify different classes of people and their shopping needs. Assist Hasimara Industries Ltd. to improvise the sales team to create and implement a marketing strategy. Manage cash flow management, worker productivity and acquire knowledge in scientific Tea Tasting and Blending.
Name of Directorship in other Companies	None
Membership/ Chairmanship of committee in public Company	None
Shareholding	None
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 13th August, 2021.

EXPLANATORY STATEMENT pursuant to Section 110 of the Companies Act, 2013

Special Business:

ITEM NO 1. Regularization of Additional Director Anuradha Jalan (DIN 09059592) as Director of The Company.

To Consider and, if thought fit, to pass with or without modification, the following resolution as Ordinary Resolution.

Miss Anuradha Jalan was first inducted to the Board at the Board Meeting held on 9th day Of January, 2021 and in the same meeting she was appointed as Additional Director in term of Section 161(4) of the Companies Act, 2013, due to casual vacancy created on Death of Director Indra Jalan. Miss Anuradha Jalan can hold office only up to the date of ensuing Annual General Meeting with respect to the same the Company has received a Notice in writing pursuant to Section 160 of the Companies Act, 2013 proposing her candidature for appointment as a Director of the Company. The Board is of the opinion that the appointment and presence of Miss Anuradha Jalan on the Board would be beneficial to the Company and recommends the said resolution for approval by the Members of The Company. None of the Directors or Key Managerial Persons / their relatives except Miss Anuradha Jalan herself, Mr. Anirudha Jalan and Mr. Sriprakash Jalan, in anyway concerned or interested in the said Resolution. The Board recommends the said resolution to be passed as an Ordinary Resolution.

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, 2021.

Financial Results	This Year (Rs. in Lakh)	Previous Year (Rs. in Lakh)
Profit /(Loss) before Interest, Depreciation, Exceptional and Taxation	952.96	(165.00)
Less: Interest	17.71	21.90
Depreciation	88.05	65.70
Profit/(loss)before tax & exceptional items	847.20	(252.60)
Exceptional Income	(166.96)	77.10
Profit/(loss) before tax and after exceptional items	680.24	(175.50)
Less : Provision for Taxation	27.70	—
Profit / (Loss) after tax	652.54	(175.50)
Less: Deferred Tax Charge/(Credit)	26.49	(37.55)
(Loss)/Profit for the year	626.05	(137.95)

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.37.89 crore for the period ended 31-03-2021 against Rs. 28.45 crore in the previous year. The increase in turnover by Rs.9.44 crore is due to increase in price realization.

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

In accordance with the Companies Act, 2013 Annual Return in the prescribed format can be accessed at www.tyroontea.com