

# HINDUSTHAN TEA & TRADING CO. LIMITED

5, J. B. S. HALDEN AVENUE, (Formerly E. M. Bye Pass),  
1st Floor, 'SILVER ARCADE', KOLKATA - 700 105  
Telefax : 2251-7051 / 7054 / 7055, E-mail : hema.aditi@rediffmail.com  
CIN : L51226WB1954PLC022034

## NOTICE

**NOTICE** is hereby given that the **76<sup>th</sup> ANNUAL GENERAL MEETING** of Members of Hindusthan Tea & Trading Company Limited will be held at the Registered Office of the company at 5, J.B.S. Halden Avenue, Silver Arcade, 1<sup>st</sup> Floor, Kolkata 700105 on **Thursday, 28<sup>th</sup> day of September, 2023** at 11.00 A.M. to transact the following business:

### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2023 and the reports of Board of Directors and Auditors thereon and in this regard pass the following resolution as Ordinary Resolution:

**"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Mr. Manoj Kumar Bhagat (DIN 00088842) who retires by rotation and being eligible, offers himself for re-appointment.

### Registered Office:

5, J.B.S. Halden Avenue,  
Silver Arcade, 1<sup>st</sup> Floor,  
Kolkata-700105

Date: 4<sup>th</sup> August 2023

### By Order of the Board of Directors

For Hindusthan Tea & Trading Company Limited

*Vandana Chokhani*

Vandana Chokhani  
Company Secretary

### NOTES

1. A member entitled to attend and vote at the Annual General Meeting ("Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty and, in the aggregate, not more than 10% of total share capital of the company carrying voting right. A member holding more than 10% of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as a proxy of any other person or shareholder.
2. The Registers of the Members and the Share Transfer Books of the company will remain closed from 23<sup>rd</sup> September 2023 to 28<sup>th</sup> September 2023 (both days inclusive).
3. Proxies in order to be valid must be deposited with the Company at its Registered Office not less than 48 hours before the Meeting.



4. Members/Proxies should bring their Attendance Slip send herewith duly filled in for attending the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a duly certified copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the Meeting, if not already voted through remote e-voting.
7. Information about the Directors proposed to be appointed / reappointed as stipulated under Clause 49 of Listing Agreement with Stock Exchange in India, are provided in the Report on Corporate Governance forming part of the Annual Report. The Board of Directors of the Company recommends the appointments/ reappointments of such Directors.
8. Members desirous of obtaining any information as regards Accounts and Operations of the Company are requested to write at least one week before the Meeting so that the same could be complied in advance.





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## ADDENDUM TO THE NOTICE OF 76TH ANNUAL GENERAL MEETING

This has reference to Notice of the 76th Annual General Meeting (AGM) dated August 04, 2023 convening the AGM of Hindusthan Tea & Trading Company Limited (Company) to be held at the Registered Office of the company at 5, J.B.S. Halden Avenue, Silver Arcade, 1st Floor, Kolkata 700105 on Thursday, 28th day of September, 2023 at 11.00 A.M

### 1. Withdrawal of Resolution No. 2 of Notice of AGM dated August 04, 2023 -

Subsequent to the issuance of the Notice of AGM, the Company has received a resignation letter dated August 14, 2023, from Shri Manoj Kumar Bhagat (DIN – 00088842) resigning as Director of the Company. The Board of Directors of the Company at its meeting held on even date, has accepted the said resignation and decided to relieve him from the services as Director of the Company with effect from the close of business hours on August 14, 2023.

In the Notice of AGM dated August 04, 2023, it is proposed to appoint a director in place of Shri Manoj Kumar Bhagat (DIN – 00088842) who retires by rotation at this AGM and being eligible, seeks re-appointment vide Item No.2 of the Notice of AGM. Consequent to the resignation of Shri Manoj Kumar Bhagat (DIN – 00088842), the Item no. 2 of the Notice of AGM, "To appoint a director in place of Shri Manoj Kumar Bhagat (DIN – 00088842) who retires by rotation at this Annual General Meeting and being eligible, seeks re-appointment" stands withdrawn and will not be transacted upon during the forthcoming AGM.

### 2. Addition of two new item of business to Notice of AGM dated August 04, 2023 -

#### i) Appointment of director due to rotation:

Subsequent to resignation of Shri Manoj Kumar Bhagat (DIN – 00088842), Item no. 2 of the Notice of AGM dated August 04, 2023 stands withdrawn and as such it shall not be taken up for passing at the ensuing AGM.

Pursuant to provisions of Section 152(6), Shri Dharmesh Mehta (DIN – 02482214) is next longest serving Director liable to retire by rotation. He has confirmed his eligibility and given his consent for re-appointment. The following resolution is placed for approval of members as new Item no. 2 at the ensuing AGM –

#### **ORDINARY BUSINESS:**

##### **Item No. – 2**

To appoint a Director in place of Shri Dharmesh Mehta (DIN – 02482214) who retires by rotation and being eligible, offers himself for re-appointment. – to be passed as ordinary resolution

#### ii) Appointment of Shri Shrish Tapuria (DIN: 00395964) director of the Company:

Pursuant to Section 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013, notice is hereby given to the members of Hindusthan Tea & Trading Company Limited that the Company has appointed Shri Shrish Tapuria (DIN: 00395964) as Additional Director at a meeting of Board of Directors on 6<sup>th</sup> September, 2023 and received a Notice from member signifying candidature of Shri Shrish Tapuria (DIN: 00395964) for the office of Director of the Company.





As the appointment of Shri Shrish Tapuria (DIN: 00395964) as Additional Director of the Company and Notice from the Member pursuant to Section 161 of the Act was received subsequent to issue of Notice of the 76th AGM to the Members dated August 04, 2023, an Addendum to the 76th AGM Notice is being circulated to the Members to whom Notice of the 76th AGM has been sent, in terms of the provisions of the Companies Act, 2013 and SEBI Listing Regulations. This Addendum shall be deemed to be an integral part of the original Notice dated August 04, 2023 and the notes provided therein.

Accordingly, pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the item of special business w.r.t. appointment of Shri Shrish Tapuria (DIN: 00395964) as an Independent Director of the Company will be taken up for consideration by the Members at the ensuing (AGM) of the Company in the form of a Special Resolution as item no.3, as set forth below:

**SPECIAL BUSINESS:**

**Item No. - 3**

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

"**RESOLVED THAT**, pursuant to provision of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Shri Shrish Tapuria (DIN: 00395964) who was appointed as an Additional Director of the Company w.e.f September 06, 2023 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Act proposing his candidature for the office of the Director and declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for the maximum period upto 28th September 2028."

**Registered Office:**

5, J.B.S. Halden Avenue,  
Silver Arcade, 1<sup>st</sup> Floor,  
Kolkata-700105

**Date: 6<sup>th</sup> September 2023**

**By Order of the Board of Directors**

**For Hindusthan Tea & Trading Company Limited**

*Vandana Chokhani*

**Vandana Chokhani  
Company Secretary**

**NOTES:**

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the above Special Business to be transacted at the AGM is annexed hereto.
2. All the processes, notes and instructions as set out in the Notice of 76th AGM of the Company shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the Notice.





**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

As required under Section 102 of the Companies Act, 2013 (as amended) (the "Act") the following Explanatory Statement sets out all material facts relating to the Special Businesses relating to Item No. 3 of the accompanying Addendum Notice dated September 06, 2023.

**Item no. 3:**

On recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Shri Shrish Tapuria (DIN: 00395964) as Additional Director on 06.09.2023. He holds office up to the date of forthcoming Annual General Meeting u/s. 161 of the Companies Act, 2013. He is eligible for appointment and has consented to act as a Director of the Company. The Company has received a notice in writing from a member u/s. 160 of the Act proposing his candidature for the office of the Director. The requisite deposit has been received. His details are given as under:

Particulars	Appointment
Name	<b>Shrish Tapuria</b>
DIN	00395964
Date of Birth	10.11.1969
Date of Appointment	06.09.2023
Qualification	Chartered Accountant
Experience	Expertise in Finance and Management
Directorship of other Companies (Excluding foreign Companies and Private Limited Companies)	Tantia Construction Ltd South City Projects (Kolkata) Limited Hanuman Bags & Containers Ltd Kanchan Udyog Ltd Duncans Tea Ltd The Bengal Rowing Club The Naihati Jute Mills Co Ltd
Chairman / Member of Committee of the Boards of Companies of which he is a Director	NIL
Shareholding in the Company (Nos.)	NIL

The Board is of the firm view that his association would be of immense benefit to the Company and it is desirable to avail services of ShriShrish Tapuria as a non-executive Director. Accordingly, the Board recommends the resolution in relation to appointment of ShriShrish Tapuria as Director, for the approval by the shareholders of the Company.

Except ShriShrish Tapuria, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in item No.3. This Explanatory Statement may also be regarded as a disclosure under Listing Regulations with the Stock Exchange.

**Registered Office:**  
5, J.B.S. Halden Avenue,  
Silver Arcade, 1<sup>st</sup> Floor,  
Kolkata-700105  
Date: 6<sup>th</sup> September 2023

**By Order of the Board of Directors  
For Hindusthan Tea & Trading Company Limited**

*Vandana Chokhani*

**Vandana Chokhani  
Company Secretary**

