



# SUBARNA PLANTATION & TRADING COMPANY LIMITED

**CIN: L15491WB1976PLC030559**

**Registered Office :**

**'Temple Chambers' 6, Old Post Office Street, 4<sup>th</sup> Floor, Kolkata-700 001**

**Phone No.: 033 2230-7373/2248-3854**

**E-mail: sptcl1976@yahoo.com Website :www.subarnaplantation.com**

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## **NOTICE**

NOTICE is hereby given that the Forty-sixth (46<sup>th</sup>) Annual General Meeting of the Shareholders of **M/S. SUBARNA PLANTATION & TRADING COMPANY LIMITED**, will be held at its Registered Office at 6, Old Post Office Street, 4<sup>th</sup> Floor, Kolkata-700 001 on Thursday, August 25, 2022 at 10:00 A. M. to transact the following business;

### **ORDINARY BUSINESS:**

To consider and, if thought fit, to pass, with or without modification(s) the following resolutions as Ordinary Resolutions:

#### **1. Adoption of Financial Statements:**

To receive, consider and adopt the Audited Balance Sheet of the Company as at March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.

#### **2. Re-appointment of Mrs. Riddhima S V Himatsingka as a Director, liable to retire by rotation:**

To appoint a Director in place of Mrs. Riddhima S V Himatsingka (DIN: 07359712) who retires by rotation and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS:**

#### **3. Appointment of Mr. Anand Gupta (DIN: 09500794) as a Non-Executive Independent Director:**

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

**“RESOLVED THAT** Mr. Anand Gupta (DIN: 09500794), who was appointed by the Board of Directors as an Additional Director of the Company commencing from February 11, 2022 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 (“Act”) and who is eligible for appointment, has consented to act as a Director of the Company 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 Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Mr. Anand Gupta, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from February 11, 2022 to February 10, 2027, be and is hereby approved.”

#### **4. Approval of Related Party Transactions:**

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

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company's Policy on Related Party transaction(s) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed at their respective meetings, the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter



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referred to as "the Board" which term shall be deemed to include any Committee of the Board), to approve all existing contract(s)/arrangement(s)/ agreement(s)/transaction(s) and to enter into new/ further contract(s)/arrangement(s)/ agreement(s)/transaction(s) (including any modifications, alterations, amendments or renewal thereto), in the ordinary course of business and on arm's length basis with the related parties and transactions between the Company and Entities in which Key Managerial Personnel/ Directors have significant influence for the Financial Year 2022-23, within the meaning of Section 2(76) of the Act and Regulation 2(1) (zb) of the Listing Regulations, as per details as set out under item no. 4 of the Statement annexed to this Notice."

**"RESOLVED FURTHER THAT** the Board of Directors ("Board") be and is hereby authorised to perform and execute all such acts, deeds, matters and things as may be necessary and to delegate all or any of the powers may be deemed necessary, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer of the Company to give effect to the aforesaid resolution."

**"RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect."

## 5. Re-Appointment of Mr. Vivek Verma (DIN: 08427795) as a Whole-Time Director cum CFO:

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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013("Act") read with Schedule V of the Act and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such approvals, permission and sanctions, as may be required, and subject to the approval of the shareholders at the forthcoming general meeting of the Company and such other approvals as may be necessary, approval of the Board be and is hereby accorded to the re-appointment and terms and conditions of payment of remuneration to Mr. Vivek Verma (DIN 08427795) as Whole-time Director cum Chief Financial Officer of the Company, for a period of 3 years from 14th May, 2022 to 13th May, 2025, on the terms and conditions set out herein below with the authority to Directors to alter, vary or alter such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof for the time being in force], as may be agreed to by the Board of Directors and Mr. Vivek Verma, Whole-Time Director, without any further approval of the Company in General Meeting."

**"RESOLVED FURTHER THAT** where in any Financial Year during the tenure of the Whole Time Director cum Chief Financial Officer, the Company has no profits or its profits are inadequate, the Company may pay to the Whole Time Director the above remuneration as the minimum remuneration, and also subject to the provision of Section 196, 197, and subject to the conditions and limits specified in Schedule V and all other applicable provisions of Companies Act, 2013."

**"RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and where ever required from time to time."

**"RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby severally authorized to sign and execute all such documents and papers as may be required for this purpose and file necessary e-form(s) with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

By order of the Board  
For Subarna Plantation & Trading Co. Ltd.

Place : Kolkata  
Dated : 25<sup>th</sup> May, 2022

Sd/-  
**Vivek Verma**  
Whole Time Director cum CFO  
DIN: 08427795

Sd/-  
**Avinash Kumar Gupta**  
Director  
DIN:08763153



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**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE ON A POLL AT THE ABOVE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

- 2. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting (AGM) or upload it on the e-voting portal.**
3. Members are requested to bring their copy of Annual Report to the meeting.
4. Members / Proxies should fill the Attendance Slip for attending the meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID number and those who hold shares in Physical form are requested to write their Folio Number in the attendance slip for attending the meeting.
5. In case of joint holders attending the meeting only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and Share Transfer Registers of the Company will remain close from 19<sup>th</sup> August, 2022 to 25<sup>th</sup> August, 2022, both days inclusive.
7. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting are annexed hereto.
8. Details under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) and the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), in respect of Directors seeking appointment / re-appointment at the AGM are provided under a separate heading, which forms part of this Notice.
9. Equity shares of the Company are listed with The Calcutta Stock Exchange Limited (CSE). There are no dues with regard to payment of Listing fees. The ISIN code of the Company is INE0A3P01010. The CSE Scrip Code of the Company is 029394.
10. The investors are requested to enroll their e-mail ids with the Company and can write to the Registrar & Share Transfer Agent at [rta@alankit.com](mailto:rta@alankit.com) or to the Company at [sptcl1976@yahoo.com](mailto:sptcl1976@yahoo.com).
11. The Company has appointed the following Registrar & Share Transfer Agent (RTA) to deal with both Physical and Demat shares.

Alankit Assignments Limited  
205-208, Anarkali Complex,  
Jhandewalan Extension,  
New Delhi-440 055  
Phone No. 011 42541234  
Fax No. : 011 42541201  
E-mail: [rta@alankit.com](mailto:rta@alankit.com)



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Members are requested to send their queries relating to share transfer/transmission, change of address, etc. to the above address.

12. All documents referred to in the Notice and accompanying Explanatory Statement and copy of Audited Financial Statements, the Register of Directors and Key Managerial Personnel and their shareholdings, the Register of Contracts or Arrangements in which the Directors are interested and every other documents required by law to be annexed or attached to the Financial Statements as per Section 136 of Companies Act, 2013, are open for inspection at the Registered Office of the Company, on all working days from Monday to Friday in between 10 a.m. to 5 p.m., up to the date of the Annual General Meeting and also at the venue of the Annual General Meeting.
13. This notice of Meeting and the Annual Report is also available on the Company's website <http://www.subarnaplantation.com> for download and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
14. The Notice of the Annual General Meeting along with the copy of Annual Report 2021-22 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
15. Members are requested in their own interest:
  - a) To notify the Company / Registrar and Share Transfer Agent about their PAN, any change in address/name with correct pin code, mandate/ bank details and their e-mail id, etc with supporting documents.
  - b) To quote correct Folio No. / Client ID. No. and DP ID. No. in all correspondence with the Company/ Registrar and Share Transfer Agent to facilitate better service to the members.
  - c) To dematerialize the Equity Shares of the Company held in physical mode.
16. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.
17. The Ministry of Corporate Affairs (MCA), Government of India has introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies for service of documents to their Members through electronic mode. In case you have not registered / updated your e-mail address, please communicate the same to the Company or its RTA at their communication address given in the Annual Report in respect of the shares held in physical mode or communicate to your Depository Participants concerned in respect of shares held in demat / electronic mode. Although you are entitled to receive physical copy of the Notices, Annual Reports, etc. from the Company, we sincerely seek your support to enable us to forward these documents to you only by e-mail, which will help us to participate in the Green Initiative of the MCA and to protect our environment.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Company's Registrar & Share Transfer Agent.
19. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November 2018 requests for effecting transfer of Securities (except incase of transmission or transposition of securities) shall not be processed from 1st April 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, Members are requested to take action to dematerialise the Equity Shares of the Company, promptly.
20. Members seeking any information with regard to Accounts/ Financial Statements are requested to write to the Company at an early date, so as to enable the management to keep the information ready at the Meeting.

## **21. Procedure of Voting through Electronic Means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015



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and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, the Company is pleased to provide its Members, facility of voting by electronic means in respect of business proposed to be transacted at the 46<sup>th</sup> 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).

- II. The facility for voting through Ballot Paper shall also be made available to the members 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.
- III. The Members who have already cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to vote again at the AGM.
- IV. The cut-off date to determine the Members entitled to undertake voting electronically on all the resolutions set forth in this Notice by remote e-voting and also voting at the AGM venue shall be 18<sup>th</sup> August, 2022.
- V. The Notice calling the AGM has been uploaded on the website of the Company at [www.subarnaplantation.com](http://www.subarnaplantation.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. The Calcutta Stock Exchange Limited at [www.cse-india.com](http://www.cse-india.com)/respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on 22<sup>nd</sup> August, 2022 at 09:00 A.M. and ends on 24<sup>th</sup> August, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18<sup>th</sup> August, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, 18<sup>th</sup> August, 2022.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services

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	<p>and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b>.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>



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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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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. Password details for shareholders other than Individual shareholders 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 to 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 steps mentioned below in **process for those shareholders whose email ids are not registered.**

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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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.





# SUBARNA PLANTATION & TRADING COMPANY LIMITED

**CIN: L15491WB1976PLC030559**

**Registered Office :**

**‘Temple Chambers’ 6, Old Post Office Street, 4<sup>th</sup> Floor, Kolkata-700 001**

**Phone No.: 033 2230-7373/2248-3854**

**E-mail: [sptcl1976@yahoo.com](mailto:sptcl1976@yahoo.com) Website : [www.subarnaplantation.com](http://www.subarnaplantation.com)**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 to [ssmahataassociates@gmail.com](mailto:ssmahataassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **18<sup>th</sup> August, 2022**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer ([sptcl1976@yahoo.com](mailto:sptcl1976@yahoo.com))/RTA ([rta@alankit.com](mailto:rta@alankit.com)) . However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **18<sup>th</sup> August, 2022** may follow steps mentioned in the Notice of the AGM under Step 1 :“Access to NSDL e-Voting system”(Above).
3. 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](http://www.evoting.nsdl.com) to reset the password.
4. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



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**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 [sptcl1976@yahoo.com](mailto:sptcl1976@yahoo.com).
  2. 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 [sptcl1976@yahoo.com](mailto:sptcl1976@yahoo.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
  3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- VI. 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 closing working hours of cut-off date, shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Ballot Paper (who have not cast their vote electronically).
- VII. Mr. Sumantra Sarathi Mahata (COP No.: 13473; Membership No.: 27384), Partner of M/s. Mahata Agarwal & Associates, Practicing Company Secretaries, (Firm Registration No.: P2021WB088100), who has consented to act as the scrutinizer and is available for the purpose of ascertaining the requisite majority, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process/ballot/poll in a fair and transparent manner.
- VIII. Chairman shall, at the AGM, after 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 or polling Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- IX. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, 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 within a period not exceeding 48 hours from the conclusion of the AGM, make a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- X. The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company [www.subarnaplantation.com](http://www.subarnaplantation.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be communicated to the Calcutta Stock Exchange Limited within the prescribed time limit.



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**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to business mentioned under Item Nos. 3 to 5 of the accompanying Notice:**

**Re: Item 3**

The Board of Directors at its meeting held on 11<sup>th</sup> February, 2022, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Anand Gupta (DIN: 09500794) as an Additional Director of the Company, in the category of Independent and not liable to retire by rotation, with effect from 11<sup>th</sup> February 2022. Pursuant to the provisions of Section 161(1) of the Act, Mr. Anand Gupta shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as a Director. The Company has, in terms of Section 160 of the Act, received in writing a notice from Member(s), proposing candidature of Mr. Anand Gupta for the office of a Director of the Company.

The Company has received declarations from Mr. Anand Gupta to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Gupta have confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge their duties. In the opinion of the Board, Mr. Gupta fulfils the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Mr. Anand Gupta does not hold by himself or for any other person on a beneficial basis, any shares in the Company

Mr. Anand Gupta has given a declaration that he meets the criteria of independence as provided in Section 149(6) and 150 of the Companies Act, 2013 read with the Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Board of Directors is of the opinion that Mr. Anand Gupta's association as a member of the Board will be beneficial to the Company. In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointment of Mr. Gupta as Independent Director is now being placed before the Members for their approval.

Your Board proposes the resolution, as set out at Item No.3 of the Notice, for approval of the Members as an Ordinary Resolution.

**Memorandum of Interest:**

Concerned Director is interested in the resolution being related to his own appointment. Apart from him none of the Directors of the Company and / or Key Managerial Personnel and their relatives are in any way concerned or interested in the aforesaid resolution as set out at Item No. 4 of the Notice, except to the extent of their shareholding(s), if any, in the Company.

**Re: Item 4**

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and prior approval of the Members by way of Ordinary Resolution, in case certain transactions with Related Parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), approval of the Members through Ordinary Resolution is required for all Material Related Party Transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or



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taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The Company proposes to enter into contracts/ arrangements with related parties as mentioned below, which are in the ordinary course of business. Further, the estimated value of the proposed transaction is likely to exceed 10% of the annual consolidated turnover of the Company for the Financial Year ended on March 31, 2022 and therefore may exceed the Materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members by way of an Ordinary Resolution.

Approval of the Members is sought to enable the Board to approve all existing contract(s)/arrangement(s)/ agreement(s)/transaction(s) and to enter into new/ further contract(s)/arrangement(s)/ agreement(s)/transaction(s) (including any modifications, alterations, amendments or renewal thereto)with the said parties subject to the limits mentioned in the table below:

Name of the related party & Nature of Relationship	Nature of Contracts/ arrangements/ transactions	Duration of Contract/ Arrangements/ Transactions	Salient Terms	Amount (Rs.)
Budge Budge Carbon Limited Other Related Party	Interest Paid Loan Taken Loan Repayment Outstanding Credit Balance	Payable on Demand	9%	5.00 10.00 45.00 1.05
Subhag Mercantile Pvt. Ltd. Other Related party	Interest Paid Loan Taken Loan Repayment Outstanding Credit Balance	Payable on Demand	9%	6.00 2.00 2.00 18.00
Fund Flow Investment 7 Trading Co. Ltd. Common Director	Loan Taken Outstanding Credit Balance	Payable on Demand	9%	60.00 60.00
Mr. Vivek Verma Key Management Personnel	Remuneration			2.90
Ms. Sweta Sarraf Key Management Personnel	Remuneration			1.20

Regulation 23 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 provides that all Entities falling under the definition of Related Parties shall not vote to approve any related Party Transaction, irrespective of whether the Entity is a party to the transaction or not. Therefore, none of the Promoter Group Entities holding share(s) will vote on the above Resolution.

Except Mr. Rakesh Himatsingka and Mrs. Riddhima S V Himatsingka, as their relatives hold Directorship in the Companies which is related party of the Company, none of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

Your Board proposes the resolution, as set out at Item No.4 of the Notice, for approval of the Members as an Ordinary Resolution.

**Memorandum of Interest:**

Except Mr. Rakesh Himatsingka and Mrs. Riddhima S V Himatsingka, None of the Directors of the Company and Key Managerial Personnel and their relatives are in any way concerned or interested in the above resolution except as members.

**Re: Item 6**

Pursuant to the recommendation of Nomination and Remuneration Committee, Mr. Vivek Verma (DIN No.: 08427795) was re-appointed as a Whole-Time Director cum Chief Financial Officer of the Company by the Board of Directors at its meeting held on 28<sup>th</sup> April, 2022 with effect from 14<sup>th</sup> May, 2022 for a term of three years i.e. upto 13<sup>th</sup> May, 2025.

The principal terms and conditions including remuneration payable to Mr. Vivek Verma are set out below:



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1. Basic Salary Rs.2,43,600/- (Rupees Two lacs forty-three thousands six hundred only) per annum.

2. Perquisites, allowances and other benefits:

In addition to the basic salary, Mr. Vivek Verma shall be entitled to perquisites and other allowances like accommodation or house rent allowance in lieu thereof, reimbursement of expenses like medical, fuel, or such other allowances such as leave travel allowance, Conveyance and Telephone Allowance, etc., such other perquisites and allowances under the Company's rule not exceeding Rs.17,832/- (Rupees Seventeen thousand eight hundred thirty-two Only) per annum.

3. Other Benefits

- Earned /Privilege Leave : As per the rules of the Company.
- Company's Contribution to Provident Fund: As per the rules of the Company.
- Gratuity: As per the rules of the Company.
- Encashment of Leave: As per the rules of the Company.
- Bonus / Ex-gratia: As per the rules of the Company

The aggregate remuneration inclusive of Salary, Perquisites, allowances and other benefits payable to Mr. Vivek Verma. shall not exceed the limits as prescribed under the applicable Sections, Rules & Schedules of the Companies act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, which may be subject to an annual increment based on his performance and on the discretion of the Nomination & Remuneration Committee and the Board of Directors of the Company.

The re-appointment of Mr. Vivek Verma can be terminated within one months notice or payment of one month basic salary in lieu thereof from either side”.

Your Directors recommend passing of the Special Resolution as embodied under Item No. 5 of the Notice in the interest of the Company.

Mr. Verma does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Board of Directors is of the opinion that Mr. Vivek Verma’s association as a member of the Board will be beneficial to the Company. In compliance with the provisions of Section 164, the re-appointment of Mr. Gupta as Whole-Time Director is now being placed before the Members for their approval.

Your Board proposes the resolution, as set out at Item No.5 of the Notice, for approval of the Members as Special Resolution.

**Memorandum of Interest:**

Concerned Director is interested in the resolution being related to his own appointment. Apart from him none of the Directors of the Company and / or Key Managerial Personnel and their relatives are in any way concerned or interested in the aforesaid resolution as set out at Item No. 5 of the Notice, except to the extent of their shareholding(s), if any, in the Company

Place : Kolkata

Dated : 25<sup>th</sup> May, 2022

By order of the Board  
For **Subarna Plantation & Trading Co. Ltd.**

Sd/-  
**Vivek Verma**  
Whole Time Director cum CFO  
DIN: 08427795

Sd/-  
**Avinash Kumar Gupta**  
Director  
DIN:08763153



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## Annexure to the Notice dated May 25, 2022

### BRIEF PARTICULARS OF DIRECTORS RETIRING BY ROTATION / SEEKING APPOINTMENT/ REAPPOINTMENT

Name of the Director	<b>Mrs. Riddhima S. V. Himatsingka</b>	<b>Mr. Vivek Verma</b>	<b>Mr. Anand Gupta</b>
Date of Birth	22 <sup>nd</sup> February, 1984	23 <sup>rd</sup> January, 1995	23 <sup>rd</sup> September, 1991
Date of Appointment	10 <sup>th</sup> May, 2017	14 <sup>th</sup> May, 2019	11 <sup>th</sup> February, 2022
Expertise in specific functional areas & Justification for choosing the appointees for appointment / re-appointment	Business Management	Business Management & Financial Management	Business Management & Financial Management
Qualifications	Graduated B. Sc. (C.U.)	B.Com from University of Calcutta	B. Com (Hons) from University of Calcutta.
List of outside Directorship held	<ol style="list-style-type: none"> <li>Kallol Investments Limited</li> <li>Fund Flow Investment &amp; Trading Company Limited</li> <li>Subhag Properties Private Limited</li> <li>Saket Cement Products Private Limited</li> <li>Vishwarupa Spinnings Private Limited</li> <li>Elmac Foods LLP</li> <li>Annikan Foods LLP</li> </ol>	N.A.	<ol style="list-style-type: none"> <li>Goneril Investment &amp; Trading Co. Ltd.</li> <li>Kallol Investments Ltd.</li> <li>New Look Investment (Bengal) Ltd.</li> <li>Fund Flow Investment &amp; Trading Co. Ltd.</li> <li>Tower Investment &amp; Trading Co. Ltd.</li> </ol>
Chairman/Member of the Committee of other Companies in which he/she is a Director			
a) Audit Committee	Nil	NIL	<ol style="list-style-type: none"> <li>Goneril Investment &amp; Trading Co. Ltd. (CM)</li> <li>Kallol Investments Ltd. (CM)</li> <li>New Look Investment (Bengal) Ltd. (CM)</li> <li>Fund Flow Investment &amp; Trading Co. Ltd. (M)</li> <li>Tower Investment &amp; Trading Co. Ltd. (M)</li> </ol>
b) Stakeholders Relationship Committee	Nil	NIL	<ol style="list-style-type: none"> <li>Goneril Investment &amp; Trading Co. Ltd. (CM)</li> <li>Kallol Investments Ltd. (CM)</li> <li>New Look Investment (Bengal) Ltd. (CM)</li> <li>Fund Flow Investment &amp; Trading Co. Ltd. (M)</li> <li>Tower Investment &amp; Trading Co. Ltd. (M)</li> </ol>
c) Nomination and Remuneration Committee	Nil	NIL	<ol style="list-style-type: none"> <li>Goneril Investment &amp; Trading Co. Ltd. (M)</li> <li>Kallol Investments Ltd. (M)</li> <li>New Look Investment (Bengal) Ltd. (M)</li> <li>Fund Flow Investment &amp; Trading Co. Ltd. (CM)</li> <li>Tower Investment &amp; Trading Co. Ltd. (CM)</li> </ol>
Shareholding in the Company as on 31.03.2022	Nil	NIL	NIL
Disclosure of relationship between Directors inter-se	Daughter-in-law of Mr. Rakesh Himatsingka,	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Terms and Conditions of appointment/re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person (including sitting fees)	As per the resolution at item no. 2 of the Notice convening Annual General Meeting on August 25, 2022.	As per the resolution at item no. 5 of the Notice convening Annual General Meeting on August 25, 2022.  Explanatory Statement thereto	As per the resolution at item no. 4 of the Notice convening Annual General Meeting on August 25, 2022, read with Explanatory Statement thereto. Remuneration last Drawn from the Company: N.A



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		Remuneration last drawn is Rs. 2,85,525/-in F.Y.2021-2022	
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**Note:**

- CM –Chairman of the Committee.
- M – Member of the Committee.
- Directorship in Foreign Co.’s & Companies U/s 8 of the Companies Act, 2013 are excluded.

**Chairmanship/Membership of the Audit Committee, Shareholders’ Grievance Committee and Nomination & Remuneration Committee alone has been considered.**

By order of the Board  
For **Subarna Plantation & Trading Co. Ltd.**

Place : Kolkata  
Dated : 25<sup>th</sup> May, 2022

Sd/-  
**Vivek Verma**  
Whole Time Director cum CFO  
DIN: 08427795

Sd/-  
**Avinash Kumar Gupta**  
Director  
DIN:08763153



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## Route Map to the Venue of the AGM ON 25-08-2022

