

STANES AMALGAMATED ESTATES LTD.,

Regd Office: 8/23-24, Race Course Road, Post Box No. 3717, Coimbatore - 641 018. Tel: 091-422-2223942 E-mail: saeteaadmin@saetea.com Website: www.saetea.com

CIN: U01132TZ1946PLC000180 GSTIN: 33AACCS7196Q1ZL

STANES AMALGAMATED ESTATES LIMITED

Registered Office: 8/23-24, Race Course Road, COIMBATORE – 641018

Corporate Identification Number (CIN): U01132TZ1946PLC000180 Tel: 0422 2223942; Fax: 0422 2223941

Email: saeteaadmin@saetea.com, Website: www.saetea.com

SEVENTY SIXTH ANNUAL GENERAL MEETING

DRAFT NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the *SEVENTY SIXTH (76th)*Annual General Meeting of the members of Stanes Amalgamated Estates Limited will be held on Monday, 22nd August, 2022 at 10.30 A.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business:

- 1. To receive, consider and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 31st March 2022 and the Auditors' Report attached thereto.
- 2. To appoint a Director in place of Mr. A. Krishnamoorthy, Chairman (DIN 00001778) who retires by rotation. He is eligible for re-election.
- 3. Appointment of Statutory Auditors

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

"RESOLVED THAT pursuant to provision of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) M/s. K.S Aiyar & Co., Chartered Accountants Coimbatore, having Firm Registration No. 100186W, be and are hereby appointed as Statutory Auditors of the Company, and to hold office from the conclusion of this meeting up to the conclusion of the 81st Annual General Meeting on the remuneration and terms and conditions as may deem fit between the Company and the Statutory Auditors.

Special Business:

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

"Resolved that Mrs. Lakshmi Narayanan (DIN 02539061) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd July 2022 in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation".



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EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No. 4

Mrs. Lakshmi Narayanan (DIN 02539061) was appointed as an additional director on 22nd July 2022 by the Board of Directors of the Company. According to the provisions of Section 161(1) of the Companies Act 2013, she may hold office as director only upto the date of ensuing annual general meeting.

As required by Section 160 of the Companies Act 2013, a notice has been received from a member signifying his intention to propose appointment of Mrs. Lakshmi Narayanan (DIN 02539061) as a director. The Board considers that it is desirable that the company continues to avail her services and recommends her appointment and for passing suitable resolution.

Place: Coimbatore Date: 22nd July 2022 (By Order of the Board) V.VISWANATHAN Director

IMPORTANT NOTES

- 1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, and pursuant to Circular No. 02/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs("MCA"), Circular No. 02/2021 dated 13th January 2021, Circular No. 20/2020 dated 5th May 2020, Circular No. 17/2020 dated 13th April 2020 and Circular No. 14/2020 dated 08th April 2020 and all the relevant circulars issued from time to time (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM" or "Meeting") through VC /OAVM, without the physical presence of the Members.
- 2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and other relevant circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL, on all the resolutions set forth in this Notice.
- 3. Pursuant to the Circular No. 14/2020 dated 8th April 2020 issued by the MCA, since this AGM is being held pursuant to the MCA Circulars on AGM through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the body corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate at the meeting and cast their votes through e-voting.
- 4. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding). Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 6. An explanatory statement pursuant to Section 102(1) of the Act, relating to special business to be transacted at the AGM, is annexed hereto.
- 7. The Members' Register and Share Transfer books of the company will remain closed from 16th August 2022 to 22nd August 2022 (both days inclusive).
- 8. Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting.
- 9. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 10. The voting rights of Members shall be in proportion of their shares of the paid up equity share capital of the company as on the cut-off date of 13th August, 2022.
- 11. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- 12. Mr. S. Kasi Viswanathan, Partner, Gopalaiyer & Subramanian, Chartered Accountants, Coimbatore has been appointed by the Board of Directors as the Scrutinizer for

voting at 76th Annual General Meeting, e-voting process. The Scrutinizer will scrutinize the e-voting process (both before the AGM and on the AGM date) in a fair and transparent manner.

- 13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.saetea.com and also on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
- 14. Considering the above, we urge the members to update their e-mail ID, Bank account details & Permanent Account Number (PAN) with the Company / RTA to ensure receipt of Annual Report and / or any other communications from the Company.

VOTING OPTIONS

REMOTE E-VOTING THROUGH ELECTRONIC MEANS

The e-voting period commences on 19th August 2022 at 9.00 A.M and ends on 21st August 2022 at 05.00 P.M. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 13th August, 2022 may cast their vote electronically. The e-voting module shall be disabled by NSDL for e-voting thereafter. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.

The Instructions for e-voting are as under:

A. In case of a member receives an e-mail from NSDL (for members whose e-mail addresses are registered with the Company/Depositories):

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

Step 1: Log-in to NSDL e-voting system at https://www.evoting.nsdl.com/

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

Details on Step 1 is mentioned below:

I) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in DEMAT mode

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by Companies, Individual Shareholders holding securities in DEMAT mode are allowed to vote through their DEMAT account maintained with depositories and Depository Participants. Shareholders are adviced 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 IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on

company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

- 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
- 3. 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. 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 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 or joining virtual meeting & voting during the meeting.
- Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on









Individual
Shareholders
holding
securities in
DEMAT mode
with CDSL

- 1. 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 https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
- 4. Alternatively, the user can directly access e-Voting page by providing DEMAT Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the DEMAT Account. After successful authentication, user will be

	provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 or joining virtual meeting & voting during the meeting.

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 Individual Shareholders holding securities in DEMAT mode with NSDL	
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

II) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in DEMAT mode and shareholders holding securities in physical mode.

How to Log-into 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 '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 e-services, 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:

Manner of holding shares i.e. DEMAT (NSDL/CDSL) or Physical	Your User ID is:
To Marchan who hold charge in	8 Character DP ID followed by 8 Digit
DEMAT account with NSDL	Client ID.
	For example, if your DP ID is IN300***
	and Client ID is 12***** then your
	User ID is IN300***12******
 For Members who hold shares in 	16 Digit Beneficiary ID.
DEMAT account with CDSL	>*
	For example, if your Beneficiary ID is
	12********* then your ID is
a 1	12********
E Manham balding above in	1-
	EVEN Number followed by Folio Number
Physical form	registered with the company.
	For example, if your folio number is 001***
	and EVEN is 101456 then User ID is
	101456001***
	101430001

- 5. In case of joint holders, since one of the several joint holders is entitled to exercise voting power, in case of e-voting the User ID & Password is sent to first holder. Accordingly the vote casted using the User ID and password sent to first holder is recognized on behalf of all the joint holders, as the shareholder who casts the vote through the e-Voting services of NSDL is construed to be doing so on behalf of all joint holders.
- 6. 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 to enter the 'Initial password' and the system will force you to change your password.
 - c. How to retrieve your 'Initial password'?
 - a. 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'.
 - b. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail ID are not registered.
- 7. 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/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, you 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 the NSDL.
- 8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 9. Now, you will have to click on "Login" button.
- 10. After you click on the "Login" button, Home page of the e-Voting will open.

Details on Step 2 is mentioned below:

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 i.e for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting"
- 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(s) you will not be allowed to modify your vote.

B. In case Members whose email addresses are not registered with the Company / Depositories:

- 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) and e-mail address at https://www.integratedindia.in/emailupdation.aspx on the RTA website.
- 2. In case shares are held in DEMAT mode, please provide Name, DP ID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), PAN, mobile number and email address at https://www.integratedindia.in/emailupdation.aspx on the RTA website.
- 3. Alternatively shareholder/ may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) above as the case may be.
- 4. Please follow all steps given in detail on Step 2 above, to cast vote.

5. 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 Password' option available on the site to reset the password.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM

- Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at https://www.evoting.nsdl.com by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
- 2. 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.
- The Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- 4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience. Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
- 5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimise / mitigate any kind of aforesaid glitches.
- Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/ 1800-222-990
- 7. In case of any grievance in connection with remote e-voting, Members may contact Ms. Sarita Mote, NSDL, 4th Floor, "A" Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, e-mail: evoting@nsdl.co.in, Tel:1800-222-990.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to saeteaadmin@saetea.com from 19th August 2022 (9:00A.M.IST) to 21st August 2022 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.
- 9. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING

- Procedure for e-Voting on the day of the AGM is same as the Remote e-voting as mentioned above.
- 2. Only those shareholders/, who are present in the AGM through VC/OAVM facility and have not cast their votes on the Resolutions through remote e-Voting and are not otherwise barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any votes are cast by shareholders through the e-voting available during the AGM and
 if the same shareholders have not participated in the Meeting through VC/OAVM facility,

then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.

OTHER INSTRUCTIONS

- 1. 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.
- 2. 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 at evoting@nsdl.co.in
- 3. Shareholders are encouraged to download the user manual available in https://www.evoting.nsdl.com well in advance to have a better understanding of the login and voting process.
- 4. Any person who acquires shares of the Company and becomes member of the Company after despatch of the Notice of AGM and holding shares as on the cut-off date i.e., 13th August 2022, may obtain login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com.
- 5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of 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 authorised by him in writing, who shall countersign the same.
- 6. The Chairman will declare the results of voting forthwith upon receipt of report from Scrutinizer and the same shall be immediately placed on the Company's website www.saetea.com and on the website of NSDL www.evoting.nsdl.com.
- The resolutions shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of Voting results (i.e. remote e-Voting and the e-Voting held at the AGM).
- 8. In terms of Section 124 of the Act read with MCA General Circular No. 16/2020 dated 13th April 2020 and other relevant circulars, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the Company will be transferring the final dividend for the financial year 2014-15 and corresponding shares to IEPF. Members are requested to ensure that they claim the dividends and shares referred above, before they are transferred to the said Fund.
- Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice.

(By Order of the Board)

V.VISWANATHAN Director

Place: Coimbatore Date: 22nd July, 2022