

THE TOBACCO INSTITUTE OF INDIA

28TH ANNUAL GENERAL MEETING

THROUGH

VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS

ON

MICROSOFT TEAMS PLATFORM

AT

1530 HOURS

ON

28TH SEPTEMBER, 2020

REGISTERED OFFICE:

**316-318, INTERNATIONAL TRADE TOWER
3RD FLOOR, BLOCK-E
NEHRU PLACE, NEW DELHI-110019**



The Tobacco Institute of India

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NOTICE OF THE 28TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Eighth Annual General Meeting of the Members of The Tobacco Institute of India will be held on Monday, the 28th day of September, 2020, at 3.30 PM Indian Standard Time (IST) for the transaction of the following businesses, through Video Conferencing / Other Audio Visual Means ("VC / OAVM") in conformity with the regulatory provisions and Circulars issued by the Ministry of Corporate Affairs, Government of India:

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the Institute for the financial year ended 31st March, 2020, and the Reports of the Board of Directors and the Auditors thereon.
2. To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution :

"RESOLVED THAT in accordance with the provisions of Section 142 of the Companies Act, 2013, or any amendment thereto or modification thereof, the remuneration of Rs.125,000/- (Rupees One Lakh and Twenty Five Thousand only) to Messrs. S. S. Kothari Mehta & Company, Chartered Accountants (SSKM - Registration No 000756N), Statutory Auditors of the Institute, for conduct of audit for the financial year 2020-21 plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred, excluding any professional fee for any consultation or certification work or any other services rendered by them in any other capacity, be and is hereby approved".

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

"RESOLVED THAT Dr. T Lakshmi Narasaiah (DIN:08064936), who was appointed as Director to hold office till the conclusion of the ensuing Annual General Meeting, being eligible, be and is hereby appointed as Director of the Institute till the conclusion of the next Annual General Meeting."

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- Affiliations**
- International Tobacco Growers' Association (ITGA) ● Tobacco Merchants' Association, USA (TMA)
 - CII ● FICCI ● ASSOCHAM ● PHDCCI ● ICCI ● ASCI ● Chambers of Commerce: Andhra, Maharashtra, Bombay
 - The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry
 - Federation of Karnataka Chambers of Commerce and Industry

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

"RESOLVED THAT Mr. Adityadeb Goptu (DIN:07849104), who was appointed as Director to hold office till the conclusion of the ensuing Annual General Meeting, being eligible, be and is hereby appointed as Director of the Institute till the conclusion of the next Annual General Meeting."

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

"RESOLVED THAT Mr. Sharad Tandan (DIN:07515678), who was appointed as Director to hold office till the conclusion of the ensuing Annual General Meeting, being eligible, be and is hereby appointed as Director of the Institute till the conclusion of the next Annual General Meeting."

SPECIAL BUSINESS:

Nil

By Order of the Board
The Tobacco Institute of India


(Sharad Tandan)
Director



Dated this 20th day of August, 2020



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Notes:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act"), the 28th Annual General Meeting ("AGM") of the Institute is being conducted through VC/ OAVM facility, which does not require physical presence of Members at a common venue.
2. Pursuant to the MCA Circulars, in view of the prevailing situation, owing to the difficulties involved in despatching of physical copies of the Notice of the AGM and the Annual Report for the financial year 2019-20 including therein the Audited Financial Statements for year 2019-20, are being sent only by email to the Members.
3. Those Members, whose email address is not registered with the Institute and who wish to receive the Notice of the 28th AGM and the Annual Report for the year 2019-20 and all other communication sent by the Institute, from time to time, can get their email address registered by sending scan copy of a signed request letter mentioning their folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Institute's email address: tii@tiionline.org by 11th September, 2020.
4. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 28th AGM.
5. Corporate Members are requested to submit to the Institute a certified copy of the Board Resolution, pursuant to Section 113 of the Act, authorising their representatives to attend and vote at the AGM.
6. Since the AGM will be held through VC/OAVM facility, the Attendance Slip and Route Map are not being annexed to this Notice.



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7. Members may join the AGM through VC/OAVM facility by following the procedure as mentioned below which shall be kept open for the Members from 3,15 p.m. IST i.e. 15 minutes before the time scheduled to start the AGM and the Institute may close the window for joining the VC/OAVM facility 15 minutes after the scheduled time to start the AGM:
 - a) Members will be able to attend the AGM through VC/ OAVM facility through the Microsoft Office Teams Platform. The link will be sent to the individual Members separately to maintain security and confidentiality, 3 days prior to the meeting i.e., on 25th September, 2020.
 - b) Members will be required to use Internet with a good speed to avoid any disturbance during the meeting.
8. Attendance of the Members participating in the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. Members who would like to ask questions during the meeting with regard to the matter placed at the AGM, will be required to register themselves as speaker by sending an e-mail to the Institute's email address tii@tiionline.org from their registered e-mail address, mentioning their name, folio number and mobile number. Only those Members who have registered themselves for the same by 3.30 p.m. on 25th September, 2020 will be able to speak at the meeting.

Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid date and time, by following similar process as stated above.
10. During the AGM, the Chairman shall, after response to the questions, if any, raised by the Members, formally propose to the Members participating through VC/ OAVM facility to vote on the resolutions as set out in the Notice of the AGM.
11. Voting shall be done by show of hands, unless a demand of poll is made in accordance with the Section 109 of the Act.

If a poll is required to be taken, it will take place during the meeting, and the Members may convey their assent or dissent only at such stage on items



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considered for voting in the meeting by sending e-mails to the Institute's email address at tii@tiionline.org.

12. The helpline details of the person who may be contacted by the Members needing assistance with the use of technology, before or during the AGM is as follows:

- Mr. Vinayak Sharma, Finance & Administration Manager, at the designated email ID: tii@tiionline.org or at telephone number : +91-9818997932.

13. The statutory Registers will be available for electronic inspection by the Members at the AGM.

Members seeking to inspect such documents can send an email to tii@tiionline.org by 3.30 pm on 25th September, 2020.

