

TATIA GLOBAL VENNTURE LIMITED

Regd Office: New No. 29, Old No. 12, Mookathal Street, II Floor, Purasawalkam, Chennai, Tamil Nadu – 600 007
Website: www.tatia.co.in | Email: tatiainfo@gmail.com | Tel: 044-48676774
(CIN: L18101TN1994PLC026546)

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

NOTICE is hereby given that the following resolution is being circulated for approval of the Members of Tatia Global Vennture Limited (the “Company”) by means of Postal Ballot including voting through electronic means (the “e-Voting”) in accordance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Rules”), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (the “SS-2”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Regulations”) (including any statutory modification thereto or re-enactment thereof for the time being in force) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) issued from time to time on the subject. The Ordinary Resolution as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by e-Voting only.

SPECIAL BUSINESS

APPOINTMENT OF STATUTORY AUDITORS DUE TO CASUAL VACANCY

To consider the appointment of M/s. Darpan & Associates, Chartered Accountants having Firm Registration No. 016156S, as Statutory Auditors of the Company, to fill the casual vacancy caused due to the resignation of M/s. J.V. Ramanujam & Co., Chartered Accountants, and to give assent/dissent to the following resolution, with or without modification(s), as an **ORDINARY RESOLUTION**.

“**RESOLVED THAT** pursuant to the provisions of Section 139(8), 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, and rules framed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/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) and upon recommendations of the Audit Committee and the Board of Directors, M/s. Darpan & Associates, Chartered Accountants having Firm Registration Number 016156S, be and is hereby appointed as Statutory Auditors of the Company effective January 27, 2023 to fill the casual vacancy caused due to the resignation of M/s. J.V. Ramanujam & Co., Chartered Accountants having Firm Registration Number 002947S, and to hold office until the conclusion of the forthcoming Annual General Meeting of the Company on such terms including remuneration plus applicable taxes



and reimbursement of out-of-pocket expenses, if any, as may be fixed and determined by the Board of Directors in consultation with the said Auditors .

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to finalize their terms of engagement according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with prevailing rules and regulations made in this regard including their terms of appointment as per the provisions of Clause 6(A) and 6(B) of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time.

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

By and on behalf of the Board of Directors
For **TATIA GLOBAL VENTURE LIMITED**

Sd/-
NIHARIKA GOYAL
Company Secretary
ACS: 61428

Place: Chennai
Date: 10.03.2023

NOTES:

1. The Explanatory Statement pertaining to the proposed resolution setting out the material facts and reasons thereof, as required under Section 102 and 110 of the Act, is annexed hereto along with the Postal Ballot Notice for your consideration.
2. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on the close of working hours on Friday, March 10, 2023 (the “cut-off date”) and whose e-mail addresses are registered with the Central Depository Services (India) Limited (the “CDSL”) through their Depository Participants (the “DP”) in respect of electronic holdings and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. Purva Sharegistry (India) Private Limited (the “RTA”). Members who have not registered their e-mail addresses are requested to register the same with the DP/RTA for sending future communication(s) in electronic form.
3. The physical copy of the Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot and Members are required to communicate their assent/dissent through remote e-Voting system only.
4. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.tatia.co.in and may also be accessed from the relevant section of the website



of the Stock Exchange i.e. BSE Limited at www.bseindia.com and also available on the website of the CDSL (agency for providing the remote e-Voting facility) i.e., www.evotingindia.com.

5. The voting rights of Members shall be in proportion to their share in the total paid-up equity share capital of the Company. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholder as on the cut-off date. A person who is not a shareholder on the cut-off date shall treat this notice for information purpose only.
6. The Company has appointed M/s. Lakshmmi Subramanian and Associates, Practicing Company Secretaries, Chennai, to act as the Scrutinizer, for conducting the postal ballot/e-Voting process in a fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman or a person authorized by him in writing who shall countersign the same, after the completion of scrutiny of postal ballot/e-Voting but not later than two working days from the date of conclusion of Postal Ballot process, and the result of Postal Ballot (including voting through electronic means) will be announced on or before Friday, April 14, 2023, at the Registered Office of the Company and also be placed on the Company's website at www.tatia.co.in. The results will simultaneously be communicated to the Stock Exchange and CDSL.
8. The Scrutinizer's decision on the validity of the postal ballot/e-Voting shall be final.
9. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the end date of the e-Voting i.e. Wednesday, April 12, 2023. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Company.
10. All the material documents referred to in this Postal Ballot Notice will be made available for inspection by the Members at the Registered Office of the Company during business hours on all working days except Saturday and Sunday, from the date of dispatch of this Postal Ballot Notice until the last date for receipt of votes by Postal Ballot / e-Voting i.e. Wednesday, April 12, 2023.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING

1. Pursuant to the provisions of Section 108 and 110 of the Act read with Rule 20 of the Rules (as amended) and Regulation 44 of the SEBI Regulations (as amended), SEBI Circulars, and the MCA Circulars, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolutions through the e-Voting service facility arranged by the Central Depository Services (India) Limited (the "CDSL"). The instructions for e-Voting are provided as part of this Postal Ballot Notice.

Any person who acquires shares of the Company and becomes a Member of the Company as on the cut-off date, may obtain the user ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if a Member is already registered with CDSL for remote e-Voting, then existing user ID and password can be used for casting the vote.



2. The e-Voting period begins on Tuesday, March 14, 2023 at 09:00 AM and ends on Wednesday, April 12, 2023 at 05.00 P.M. During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Friday, March 10, 2023, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
3. The procedure for e-Voting is as follows:
- Log on to e-Voting website i.e., www.evotingindia.com.
 - Click on Shareholders/Members tab.
 - Enter your applicable User ID / Login ID-
For CDSL – 16 digits beneficiary ID;
For NSDL – 8 character DP ID followed by 8 digits Client ID;
For Members holding shares in physical form – folio number registered with the Company.
 - Next, enter the image verification code as displayed and click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier for any EVSN of any company, then your existing password shall be used for login.

OR

If you are a first-time user, then follow the steps given below.
Please fill up the following details in the appropriate boxes.

For Members holding shares in demat form and physical form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank details or Date of Birth	Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member ID / folio number in the Dividend Bank details field.

- After entering the details appropriately, click on “SUBMIT” tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they



are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- For Members holding shares in physical form, details can be used only for e-Voting on the resolutions contained in this Notice.
- Now, select the relevant Electronic Voting Sequence Number (EVSN) of Tatia Global Venture Limited.
- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. The option ‘YES’ implies that you assent to the Resolution and option ‘NO’ implies that you dissent to the Resolution.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the option you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- If a demat account holder has forgotten the login password, enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- Members can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, App Store and Windows Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

4. Additional instructions for Non-Individual Shareholders and Custodians-

- Non-Individual Shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- Corporates and Custodians already registered with CDSL shall use their existing login details.
- After registering online, a scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to helpdesk.evoting@cdslindia.com.
- The admin login details shall be sent by CDSL. After receiving the details, create a compliance user. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the compliance user shall be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



5. If you have any grievances, queries or issues regarding Postal Ballot / e -Voting, you may refer the Frequently Asked Questions (“FAQs”) and e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022- 23058542).
6. In case of any grievances or queries or information, you may also send an e-mail to the Company at cs@tatia.co.in.

PROCEDURE FOR REGISTRATION OF EMAIL ID BY MEMBERS

1. For Temporary Registration of email ID for Demat Shareholders

The Members of the Company holding equity shares of the Company in dematerialized form and who have not registered their email ID may temporarily get it registered with the RTA by clicking the link: <http://www.purvashare.com/email-and-phoneupdation/> and following the registration process as guided therein. The Members are requested to provide details such as Name, DP ID, Client ID/ PAN, mobile number and email ID. In case of any query, a Member may send an email to RTA at support@purvashare.com. On submission of the details, an OTP will be received by the Shareholder which needs to be entered in the link for verification.

2. For Permanent Registration of email ID for Demat Shareholders

It is clarified that for permanent registration of email ID, the Members are requested to register their email ID, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

3. Registration of email ID for Shareholders holding physical shares

The Members of the Company holding equity shares of the Company in physical Form and who have not registered their email ID may get their email ID registered with RTA, by clicking the link: <http://www.purvashare.com/email-and-phoneupdation/> and following the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, mobile number and email ID. In case of any query, a Member may send an email to RTA at support@purvashare.com. On submission of the Shareholders details, an OTP will be received by the Shareholder which needs to be entered in the link for verification.

By and on behalf of the Board of Directors
For **TATIA GLOBAL VENNTURE LIMITED**

Sd/-
NIHARIKA GOYAL
Company Secretary
ACS:61428

Place: Chennai
Date: 10.03.2023



ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION
110 OF THE COMPANIES ACT, 2013

Appointment of M/s. Darpan & Associates, Chartered Accountants having firm registration no. 016156S, as the Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. J.V. Ramanujam & Co., Chartered Accountants.

As the Members are aware, at the 28th Annual General Meeting (AGM) of the Company held on September 27, 2022, M/s. J.V. Ramanujam & Co. (JVR), Chartered Accountants having Firm Registration No. 002947S, were re-appointed as Statutory Auditors of the Company for a second tenure of five years (i.e. from FY 2022-23 to FY 2026-27) from the conclusion of 28th AGM until the conclusion of 33rd AGM.

JVR vide letter dated January 10, 2023 submitted their resignation giving the detailed reasons, personal circumstances/circumstances of the firm expressing their inability to justify and ethically conduct the audit as per the required auditing standards and legal requirements due to the dissolution of the firm. The Statutory Auditors had submitted Limited Review Report for the first two quarters of FY 2022-23, but resigned before issuing Limited Review Report for the third quarter of FY 2022-23, despite having accepted amended terms as per provisions of clause 6(A) and 6(B) of the SEBI Circular No. CIR/CFD/ CMD/1/114/2019 dated October 18, 2019 and also before completion of consecutive five years term.

Owing to the exceptional circumstances and helplessness of the Statutory Auditors' firm, the Board, based on the recommendations of the Audit Committee, with reluctance, accepted the resignation of M/s. J.V. Ramanujam & Co., Chartered Accountants.

Pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and in compliance of the SEBI Regulations, the Board of Directors of the Company, based on the recommendations of the Audit Committee and subjected to the approval of Members, approved the appointment of M/s. Darpan & Associates, Chartered Accountants having Firm Registration No. 016156S, till the conclusion of the forthcoming AGM, in its Board Meeting held on January 25, 2023. The Statutory Auditors, being eligible under Section 139(1) and other applicable provisions of the Act, had consented to act as the Statutory Auditors of the Company and had also confirmed that their appointment, if made, shall be within the limits prescribed under the Act.

The brief profile of New Statutory Auditors' firm is as under:

M/s. Darpan & Associates (DAA), Chartered Accountants having Firm Registration No: 016156S, is a partnership firm registered with the Institute of Chartered Accountants of India (ICAI). The firm, having two partners who shares a diverse experience of approximately ten years, with expertise in statutory audit, has also undertaken various kinds of audit such as bank audit, management audit and tax audit and also represented their clients before various Regulatory Authorities.

DAA has already issued Limited Review Report for the third quarter of FY 2022-23 and shall undertake the audit for the fourth quarter as well as complete FY 2022-23 and they will hold their



office till the conclusion of 29th AGM to be held in calendar year 2023. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

The proposed remuneration to be paid to M/s. Darpan & Associates, Chartered Accountants for conducting statutory audit of the Company for the financial year ending 2022-23 is Rs.25,000/- (exclusive of applicable taxes and out of pocket expenses, if any). There are no material changes in the fees payable to new Statutory Auditors from that paid to the outgoing Statutory Auditors. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of said appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the statutory auditors.

Pursuant to Section 139(8) of the Act, appointment of statutory auditors due to casual vacancy, shall be approved by the Members of the Company within three months of the recommendation by the Board. Hence, this Resolution is being proposed to the Members for their consideration and approval.

It is worthwhile to mention here that subsequent to the appointment of M/s. Darpan & Associates as Statutory Auditors in casual vacancy, their appointment for the next four financial years FY 2023-24 to FY 2026-27 (i.e. a total term of five consecutive years including FY 2022-23), shall be approved by the Board of Directors based on the recommendations of Audit Committee on a future date, which shall be subject to the approval of the Members at the forthcoming AGM to be held in calendar year 2023.

The said appointment of M/s. Darpan & Associates shall be pursuant to applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and terms as contained in SEBI Circular No. CIR/CFD/CMD/1/114/2019 dated October 18, 2019.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the proposed resolution.

The Board recommends this resolution set out in the notice for approval of the Members to be passed as an **Ordinary Resolution**.

By and on behalf of the Board of Directors
For **TATIA GLOBAL VENTURE LIMITED**

Sd/-
NIHARIKA GOYAL
Company Secretary
ACS:61428

Place: Chennai
Date: 10.03.2023

