

## MANABARRIE TEA COMPANY LIMITED

Corporate Identification No. (CIN) - L01132WB1885PLC000505

Registered Office : 28/1, Shakespeare Sarani, Ganga Jamuna Building, Kolkata - 700 017

Tel: +91 33 2287-2373; Fax: +(91-33) 2287-1371;

E-mail: winsome@cal2.vsnl.net.in;

### NOTICE

NOTICE is hereby given that the 129<sup>th</sup> Annual General Meeting of the Members of Manabarrie Tea Company Limited will be held on Monday, the 28<sup>th</sup> day of September, 2015 at 11.00 A.M at the registered office of the Company at 28/1, Shakespeare Sarani, Ganga Jamuna Building, 1<sup>st</sup> Floor, Kolkata-700 017 to transact the following business:

#### AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2015, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Shri Paritosh Kumar Tarafder (DIN 03162248), who retires by rotation, and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/S. B. Kumar & Company, Chartered Accountants as Statutory Auditors of the Company for the financial year 2015- 16 and to authorise Board of Directors or Committee thereof to fix their remuneration.

#### AS SPECIAL BUSINESS:

4. To Appoint Mr. Sanjay Agarwal (DIN 00959842) as Managing Director and in this regard, to consider and, if thought fit to pass, with or without modification(s) the following resolution as **Special Resolution**:

**“RESOLVED THAT** pursuant to provisions of sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013(the Act) read with schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification(s) or re- enactment thereof for the time being in force) approval of the Company be and is hereby accorded to the appointment of Mr. Sanjay Agarwal (DIN: 00959842), as Managing Director of the Company, for a period of 5 (five) years with effect from 1<sup>st</sup>, November 2014 on the terms and conditions including remuneration as contained in the agreement entered into between the



Company and Mr. Sanjay Agarwal, and also set out in the Explanatory Statement annexed to the notice convening this meeting, with liberty to the Board of Directors (which shall to be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and condition of the said appointment and/or Remuneration as it may be deemed fit and as may be acceptable to Mr. Sanjay Agarwal, subject to the same not exceeding the limits specified under schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof.

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

**“RESOLVED THAT** pursuant to provisions of sections 188 of the Companies Act, 2013(“the Act”) read with Rule 15(3) of the Companies (Meeting of Board and its powers) Rules, 2014 as amended and clause 49(VII) of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to enter into the lease agreement, with Mrs. Mukul Agarwal (the LESSOR) as per draft lease agreement provided.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to take all necessary action in this regard.”

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

**“RESOLVED THAT** pursuant to provisions of sections 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing agreement, Ms. Stuti Dubey (DIN: 06807369), an existing Independent Director, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Ms. Stuti Dubey, for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a consecutive period of five (5) years from the conclusion of 129<sup>th</sup> Annual General Meeting until the conclusion of 134<sup>th</sup> Annual General Meeting.

Place: Kolkata  
21<sup>st</sup> July, 2015



By Order of the Board  
For Manabbarrie Tea Co. Ltd.

*Punam Kumari Sharma*  
**Punam Kumari Sharma**  
Company Secretary

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.
2. In order to be effective, the instrument appointing Proxies should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting. A person can act as a proxy on behalf of not more than fifty (50) members holding in aggregate, not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. Proxies submitted by on behalf of a limited Companies, societies, etc., must be supported by an appropriate resolution/ authority as applicable.
3. Members are requested to notify the Registrar of Company, M/s ABS Consultant Pvt. Ltd. Stephen House, 6<sup>th</sup> Floor, Room No. 99, 4 B.B.D. Bag(East), Kolkata- 700 001, any change in their address.
4. The Register of Members and Share transfer Registers of the Company shall remain closed from Tuesday, 22<sup>nd</sup> September, 2015 to Monday, 28<sup>th</sup> September, 2015 (both days inclusive).
5. Members desiring any information with regard to the Accounts 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.
6. A Statement containing details of Persons seeking appointment/reappointment as directors under item no. 2, 4, & 6, of the Notice is annexed hereto.
7. **VOTING THROUGH ELECTRONIC MEANS**
  - I In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and clause 35B of the Listing Agreement Members are provided with the facilities to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system provided by Central Depository Services (India) limited (CDSL).



The notice of 129<sup>th</sup> Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting process along with printed Attendance slip and proxy form is being dispatched to all the Members. The e-voting particulars are provided at the Bottom of Attendance slip for the 129<sup>th</sup> Annual General Meeting (AGM):

The e-voting period begins on **25.09.2015 from 9.00 A.M and ends on 27.09.2015 till 5.00 P.M.** during this period, shareholders of the Company, holding shares in physical form or in dematerialized form, as on cut-off date/entitlement date on **21.09.2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Members also have the option to vote through Ballot form. However, the duly completed Ballot form should reach Scrutinizer at Karnani Estate, 209, A.J.C. Bose Road, 3<sup>rd</sup> Floor, Suite No. 112A Kolkata- 700 017, not later than 27.09.2015 (5.00P.M) (i.e., closing date of e-voting) Ballot form received after this date will be treated as invalid. If Member cast votes by both modes, then voting done through e-voting shall prevail and Ballot form shall be treated as invalid.

**The Instructions for E-Voting are as under:**

- a. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b. Click on "Shareholders" tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip alongwith "Manabbarrie Tea Company Ltd." from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach Password Creation' menu wherein they are required to mandatory enter their login password in the new password field.
- j. 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.
- k. For Members holding shares in physical form, the **details in Attendance Slip** can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the relevant EVSN "Manabarrie Tea Company Limited" for which you choose to vote.
- m. 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.
- n. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- o. After selecting the resolution 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.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the changed password then enter the User ID and image verification code, click on Forgot Password & enter the details as prompted by the system.



- s. For Non - Individual Shareholders and Custodians:
- t. ● Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance user should be created using the admin login and password. 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 login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

III. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.

IV. If a person became the member of the company after the dispatch of notice, then such member may contact the company for Login ID and other e-voting related details.

V. The voting rights of shareholders shall be in proportion of their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of 21.09.2015.

VI. Mr. Shree Mohan Kothari, (C.P. No. 1837,) Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VII. The Scrutinizer shall within a period not exceeding 3 (three) days from the conclusion of AGM unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.



The Results shall be declared after the 129<sup>th</sup> Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be communicated to CDSL and The Calcutta Stock Exchange Association Limited within 3 (three) days form the conclusion of Annual General Meeting.

#### **ANNEXURE TO THE NOTICE**

#### **Explanatory Statement Pursuant to Provisions of Section 102(1) of the Companies Act, 2013:**

##### **Item No. 4**

The Board of Directors at their meeting held on 30<sup>th</sup> October, 2014 appointed Mr. Sanjay Agarwal as Managing Director of the Company for a period of five years commencing from 1<sup>st</sup> November, 2014, subject to approval of Members of the Company at the ensuing 129<sup>th</sup> Annual General Meeting. The Remuneration payable to Mr. Sanjay Agarwal as per the agreement entered into between the Company and Mr. Sanjay Agarwal, for a period of 3 (three) years, is within the limit prescribed in schedule V of the Companies Act, 2013 and is given below:

1. Basic Salary and Allowance: Rs. 3, 50,000/- per month subject to the Board of Directors reviewing the increase in such salary.
2. Medical Benefit and Reimbursement: Expenditure incurred by the MD.
3. Club Membership: Five Club membership fees and Reimbursement of club expenses.
4. Reimbursement of other expenditures: Expenditure incurred by the MD in respect of tours and travels for the Company's Business."

Note: The total emoluments on account of point no. (2) to point no. (6) as aforesaid should not exceed 6, 00,000/- per annum.

The Board of Directors of your Company recommends this special resolution set out in item no. 4, for your approval.

None of the Directors or Key Managerial personnel and their relatives except Mr. Sanjay Agarwal, Managing Director is interested.

The information required pursuant to of Section II of Part II of Schedule V of the Companies Act, 2013 are as under:



I. **GENERAL INFORMATION:**

1. **Nature of Industry -**  
Manufacturing of Tea.  
Cultivation of Tea Leaf.
2. **Date or expected date of commencement of Commercial production -**  
The Company was incorporated in the year 1885 and started production in that year.
3. **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus -**  
Being an existing Company, not applicable.

4. **Financial performance based on given indicators - (in Lacs)**

Financial Year ended	31.03.2015	31.03.2014	31.03.2013
Gross Sales & Services	1476.81	1596.92	1433.62
Profit/(Loss) before Interest, Depreciation and Taxes	-39.61	59.37	-60.93
Finance Costs	126.05	52.35	62.73
Depreciation	99.05	76.23	69.31
Profit/(Loss) before Tax	-264.71	-69.21	-192.98
Provision for Tax	0.00	0.00	0.00
Wealth Tax	0.10	0.10	0.00
Profit/(Loss) after Tax	-264.81	-69.31	-192.98
Equity Share Capital	48.00	48.00	48.00
Preference Share Capital	1000.00	1000.00	1000.00

5. **Foreign investments or collaborations, if any -**  
Nil



