



JOONKTOLLEE TEA & INDUSTRIES LIMITED

Regd. Office : 21, Strand Road

Kolkata - 700 001, Phone : 033 2230 9601 - 4

Website : www.joonktolleetea.in, E-mail : info@joonktolleetea.in

CIN : L01132WB1900PLC000292

NOTICE

NOTICE is hereby given that the 143rd Annual General Meeting (AGM) of the Members of Joonktoll Tea & Industries Limited will be held on **Thursday, the 31st August, 2017 at 10:30 A.M.** IST at Shripati Singhanian Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700 020 to transact the following Business :

ORDINARY BUSINESS :

Item No.1 – Adoption of accounts

To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2017, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

Item No.2 – Declaration of Dividend

To declare dividend for the financial year ended March 31, 2017.

Item No.3 – Re-appointment of Mrs. Pushpa Devi Bangur

To appoint a Director in place of Mrs. Pushpa Devi Bangur (holding DIN 00695640), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.

Item No.4 – Appointment of Auditors

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors) Rules, 2014 including any statutory enactment or modification thereof, M/s. Jitendra K. Agarwal & Associates, Chartered Accountants, (Firm Registration No.318086E), Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting for the Financial Year 2021-22, subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds and things and take all such steps as may be necessary or expedient to give effect to this resolution.”

SPECIAL BUSINESS :

Item No.5 – Ratification of Cost Auditors' remuneration

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

“RESOLVED THAT pursuant to the provisions of Section 148 and

other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory enactment or modification thereof, the Company hereby accords its approval and consent for the payment of remuneration of ₹ 1,50,000/- (Rupees One Lac Fifty Thousand Only) plus applicable service tax and re-imbursalment of travelling and out of pocket expenses payable to Messrs A. Basu & Co. Cost Accountants (Firm Registration No.100754) who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the Financial Year ending 31st March, 2018.”

Item No.6 – Appointment of Wholetime Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof for the time being in force, applicable clauses of Articles of Association of the Company and subject to other approvals, if any, the Company hereby accords its approval and consent for the appointment of Shri Kailash Chand Mohta [holding DIN 00127656] as Wholetime Director of the Company designated as Executive Director & Chief Executive Officer, not liable to retire by rotation, for a period of 3 (Three) years, with effect from 11th May, 2017 on such remuneration and other terms and conditions as set out in the explanatory statement and as contained in the agreement entered into between the Company and Shri Kailash Chand Mohta, placed before this meeting which is hereby approved, with the authority to the Board of Directors to alter and vary the terms and conditions of his appointment from time to time during his tenure of appointment in such manner as may be agreed to between the Company and Shri Kailash Chand Mohta provided such variation or increase, as the case may be, is within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of Shri Kailash Chand Mohta, the Company will pay him, in respect of such financial year, the same salary, perquisites and benefits as provided in the agreement entered into between the Company and Shri Kailash Chand Mohta which shall be within the overall limits as prescribed under Section 197 and/or Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary, from time to time the percentage and quantum of the commission payable to the Executive Director & Chief Executive Officer, provided that the total remuneration payable whether by way of salary, perquisites, commission, allowances and benefits, shall not exceed the ceiling laid down under Section 197 and/or Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF 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.

A PROXY CAN VOTE ONLY IF THE MEMBER HIMSELF IS NOT PRESENT AT THE MEETING. THE PROXY-HOLDER SHALL PROVE HIS IDENTITY AT THE TIME OF ATTENDING THE MEETING. PROXIES ARE REQUESTED TO CARRY A PHOTO-IDENTIFICATION TO THE AGM VENUE.

2. **Book Closure Period :** Notice is also given under Section 91 of the Companies Act, 2013 read with regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI-LODR”) that the Register of Members and Share Transfer Books of the Company will remain closed from **25th August, 2017 to 31st August, 2017** (both days inclusive) to determine those Members who hold shares in physical form and who will be entitled to receive dividend which will be declared at the Annual General Meeting.
3. **Record Date :** Notice is also given under Section 91 of the Companies Act, 2013 read with regulation 42 of SEBI-LODR that the Record Date will be **24th August, 2017** to determine those Members who hold shares in dematerialized form and who will be entitled to receive dividend which will be declared at the Annual General Meeting.

4. **Cut Off Date :** Notice is also given that the Cut Off Date has been fixed as **24th August, 2017** to determine the Members entitled to undertake voting electronically on the business and all resolutions set forth in this Notice by remote e-Voting.

5. Any person who is not a Member as on the cut off date should treat this notice for information purpose only.

6. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

7. Subject to the provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting, will be dispatched/ remitted commencing on or from **1st September, 2017**.

8. **Bank Account Details :** Regulation 12 and Schedule I of SEBI-LODR require all companies to use the facilities of electronic clearing services for payment of dividend. **In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.**

YOU ARE REQUESTED TO SUBMIT YOUR BANK DETAILS ALONG WITH AN ORIGINAL CANCELLED CHEQUE OR A XEROX COPY OF THE CHEQUE to our Registrars, M/s. Maheshwari Datamatics Pvt. Ltd. to enable them to update our records, in case you hold shares in physical form and to your Depository Participants in respect of shares held by you in dematerialized form.

9. All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. except Saturdays, Sundays and public holidays, from the date hereof up to the time of the Annual General Meeting.

10. In terms of the provisions of Section 124 of the Companies Act, 2013, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. Accordingly, the unclaimed dividend in respect of Financial Year 2009-10 is due for transfer to the said Fund in September, 2017.

Pursuant to the provisions of Investor Education & Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 30th August, 2016 (date of last AGM) on the website of the Company and also on the website of the Ministry of Corporate Affairs.

11. In accordance with Investors Education Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016 as amended upto date, those Equity Shares against which the dividend has remained or unclaimed for seven or more consecutive years shall be transferred to IEPF Authority. The Cut-Off date for determining such transfer has been notified as 31st May, 2017. In terms of the said Rules, the Company has sent reminders to all the Shareholders who have not encashed their dividend for seven consecutive years on and from the Financial Year 2009-10 to claim their dividend so that their shares are not transferred to the IEPF Demat Account. The details of such Equity Shares alongwith name of the Shareholders and their Folio Number are available at the website of the Company i.e. www.joonktolleetea.in.
12. Members who have neither received nor encashed their dividend warrant(s) so far, are requested to write to the Company, mentioning the relevant Folio Number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).
13. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details to the Secretarial Department of the Company at its Registered Office at 21, Strand Road, Kolkata-700 001 or the Registrar & Share Transfer Agent (RTA), M/s. Maheshwari Datamatics Pvt. Ltd. at 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700 001. Members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their Depository Participants (DP).
14. Equity Shares of the Company are under compulsory demat trading by all investors. The ISIN Number allotted is INE574G01013. Considering the advantage of scripless trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.
15. Members can avail the facility of nomination in respect of shares held by them in physical form in accordance with the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in to the Registrar & Share Transfer Agent (RTA), M/s. Maheshwari Datamatics Pvt. Ltd. at 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700 001.

16. Voting through electronic means

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 143rd Annual General Meeting (AGM) by electronic means and the business may be transacted through

e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for e-voting are as under:

- (i) The voting period begins on **28th August, 2017 at 9 A.M.** and ends on **30th August, 2017 at 5 P.M.** During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. **24th August, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (v) Now, Enter your User ID
 - (a) For CDSL : 16 digits beneficiary ID,
 - (b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user, follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ▪ 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.

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| Dividend, Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> ▪ 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 as mentioned in instruction (v). |
|--|--|
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Company.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
- (xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 24th August, 2017.
- III. Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 24th August, 2017, may obtain the Sequence No. from RTA.
- IV. Ms. Sweety Kapoor, Practicing Company Secretary, (Membership No. FCS:6410) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, 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 make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or

against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

- VI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.joonkollleeta.in> and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited ("BSE") and The Calcutta Stock Exchange Limited ("CSE"), where the shares of the Company are listed.
- VII. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Annual General Meeting i.e. on Thursday, 31st August, 2017.
17. The facility for voting, through ballot paper, will also be made available at the AGM and the Members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
18. Corporate Members are requested to send to the Company/ RTA, a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
19. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company for admission to the Meeting hall.
20. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
21. In all correspondence with the Company or the RTA, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.
22. 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/RTA.
23. Members who wish to obtain any information on the Company or the Accounts for the financial year ended 31st March, 2017 may send their queries at the Registered Office of the Company at least 10 days before the Annual General Meeting.
24. Members who are holding Shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holding into one folio. The Share Certificates will be returned to the Members after incorporating requisite changes thereon.
25. Electronic copy of the Annual Report 2017 and Notice are being sent to the members whose email IDs are

registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice 2017 are being sent in the permitted mode.

26. The Company's website is www.joonkollleeta.in. Annual Reports of the company, unclaimed dividend list, standard downloadable forms and other Shareholder Communication are made available on the Company's website.
27. A Route map showing directions to reach the venue of the 143rd AGM is given at the end of this Notice as per the requirement of the Secretarial Standards – 2 on "General Meeting".

Members are requested to bring their copies of Annual Report and Attendance Slip to the Meeting. Please note that duplicate Attendance Slips will not be issued.

ANNEXURE TO THE NOTICE

- A. EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.4

In terms of Section 139 of the Companies Act, 2013, the term of M/s. Singhi & Co., Chartered Accountants, the current Statutory Auditors of the Company will end at the conclusion of the 143rd Annual General Meeting and the Company is required to appoint new Statutory Auditors to conduct the statutory audit for the Financial Year 2017-18 onwards. The Board of Directors on the recommendation of the Audit Committee, appointed M/s. Jitendra K. Agarwal & Associates (Firm Registration No.318086E), Chartered Accountants, as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of the 143rd Annual General Meeting till the conclusion of the 148th Annual General Meeting to be held in the year 2022 subject to ratification of their appointment at every intervening Annual General Meeting. M/s. Jitendra K. Agarwal & Associates, Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that, if appointed, their appointment will be in accordance with Rule 139 read with Section 141 of the Act.

The Board recommends the resolution set forth in Item No.4 for approval of the Members.

None of Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise in the resolution mentioned in Item No.4 of the Notice.

Item No.5

The Company is required under Section 148 of the Act to have the audit of its cost records conducted by a Cost Accountant in practice. The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment and remuneration of Messrs A. Basu & Co., Cost Accountants, the Cost Auditors of the Company to conduct audit of cost records of the Company for products covered under

the Companies (Cost Records and Audit) Rules, 2014 for the Financial Year ending 31st March, 2018, at a remuneration of ₹ 1,50,000/- plus reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No.5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2018.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.5 of the Notice.

The Board recommends the resolution set forth in Item No.5 for the approval of the Members.

Item No.6

Shri Kailash Chand Mohta, [DIN : 00127656] the Executive Director & Chief Executive Officer of the Company, has been associated with the Company since 25th April, 2007. He was appointed as an Additional Director of the Company on 30th April, 2007 and also a Wholetime Director designated as Executive Director with effect from 4th May, 2007 for a period of 5 years. Shri Mohta was re-appointed for a further period of 5 years with effect from 4th May, 2012 and his term of office as Executive Director & Chief Executive Officer expired on 3rd May, 2017. However, he continued to be a Non-Executive Director of the Company.

Looking to the ample experience of Shri Kailash Chand Mohta in various fields the Nomination and Remuneration Committee of the Board in its meeting held on 2nd May, 2017 recommended his appointment as Wholetime Director of the Company designated as Executive Director & Chief Executive Officer with effect from 11th May, 2017 for a period of 3 (Three) years which was approved by the Board in its meeting held on 11th May, 2017.

Shri Kailash Chand Mohta [65] is a Commerce & Law Graduate; a Fellow Member of the Institute of Company Secretaries of India and a Fellow Member of Indian Cryogenic Council. He has 42 years of experience in various industries including Tea, Coffee, Rubber, Textile, Engineering, Chemical, Steel, Paper and also in the area of Legal, Commercial, Corporate and Management, out of which he has an experience of 30 years in the position of Chief Executive as well as in the Board level. Shri Mohta has co-authored 4 books in 5 publications on Land Ceiling Act and Company Debentures. The agreement between the Company and Shri Kailash Chand Mohta contains the following principal terms and conditions :

- i. Shri Kailash Chand Mohta, Executive Director & Chief Executive Officer, shall carry out such duty as may from time to time be entrusted to him, subject to the supervision and control of the Board of Directors.
- ii. Tenure of the agreement : For a period of 3 years effective from 11th May, 2017.

iii. Remuneration :

1. **Salary** : ₹ 3,75,000/- per month in the range of ₹ 3,50,000/- to ₹ 8,00,000/- per month plus increment as may be decided by the Board of Directors from time to time.
2. **Commission** : Such commission on net profits, as may be decided by the Board of Directors in its absolute discretion for each financial year or part thereof within the limit prescribed under Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act, as may for the time being in force.
3. **Perquisites and Allowance** :
 - (a) House Rent Allowance : House Rent Allowance in lieu of Company provided accommodation @ 30% of the salary per month.
 - (b) Medical Reimbursement : Reimbursement of medical expenses incurred for self, spouse, dependent children and dependent parents equivalent to one month's salary in a year.
 - (c) Leave Travel Concession : Reimbursement of travelling expenses for self, spouse, dependent children and dependent parents once in a year to and fro from any place in India or abroad equivalent to one month's salary in a year.
 - (d) Personal Accident Insurance : Reimbursement of all accident Insurance premiums for self, spouse, dependent children and dependent parents.
 - (e) Club Fees : Reimbursement of fees for two clubs.
 - (f) Car : Free use of Company's car with driver.
 - (g) Telephones / Mobile Phones : Reimbursement of telephones and mobile phones expenses.
 - (h) Others : Any other perquisites as may be allowed by the Board.

Explanation : Provision of car for use of the company's business and telephones at Residence will not be considered in computing the value of perquisites.

4. **Leave** : As per rules of the Company. The Executive Director & Chief Executive Officer shall be entitled to encashment of earned Privilege Leave, not availed during his tenure at the end of the tenure.
5. **Reimbursement of expenses** : Reimbursement of all entertainment, traveling, hotel and other expenses incurred by the Executive Director & Chief Executive Officer during the course of and in connection with the business of the Company.
6. **Minimum Remuneration**: In the event of inadequacy or absent of profits in any financial year during his tenure, the Executive Director & Chief Executive Officer shall be entitled to the above amount of remuneration alongwith the perquisites / benefits mentioned above by way of minimum remuneration in accordance with the applicable provisions of Schedule V to the Companies Act, 2013.
7. **Sitting Fee** : The Executive Director & Chief Executive

Officer shall not be entitled to any sitting fees for attending the meetings of the Board of Directors or any Committee(s) thereof.

The agreement between the Company and Shri Kailash Chand Mohta is available for inspection by the shareholders of the Company at its Registered Office between 11.00 A.M. to 1.00 P.M. on any working day of the Company upto the Annual General Meeting.

Looking to the vast experience and expertise of Shri Kailash Chand Mohta, the Board of Directors of the Company recommends

the resolution for your approval.

Brief Profile of Shri Kailash Chand Mohta, Disclosure required in accordance with Clause (B) of Section II of Part II of Schedule V of the Companies Act, 2013 and Secretarial Standard – 2 is set out as the annexure to this Notice.

Except Shri Kailash Chand Mohta and his relatives, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise, in the said resolution set out at Item No.6 except to the extent of their shareholding.

B. INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 IN RESPECT OF DIRECTORS BEING RE-APPOINTED / APPOINTED:

Details of Mrs. Pushpa Devi Bangur seeking re-appointment in the Company (Item No.3)

DIRECTOR IDENTIFICATION NUMBER	00695640
DATE OF BIRTH	30/05/1952
NATIONALITY	INDIAN
DATE OF APPOINTMENT ON BOARD	14/11/2011
DESIGNATION	Director
QUALIFICATION	Graduate
EXPERTISE IN SPECIFIC FUNCTIONAL AREAS	She gained experience in various family business.
SHAREHOLDING IN THE COMPANY	517928
LIST OF OTHER DIRECTORSHIPS IN LISTED ENTITIES	Port Shipping Co. Ltd.
CHAIRMAN/MEMBER OF THE COMMITTEES OF THE BOARD OF OTHER COMPANIES IN WHICH SHE IS A DIRECTOR ●	<u>Audit Committee</u> Port Shipping Co. Ltd. (Member) <u>Stakeholders Relationship Committee</u> Port Shipping Co. Ltd. (Member)
RELATIONSHIP BETWEEN DIRECTORS INTERSE	Related to Mr. Hemant Bangur being his mother.

Details of Mr. Kailash Chand Mohta seeking appointment in the Company (Item No.6)

DIRECTOR IDENTIFICATION NUMBER	00127656
DATE OF BIRTH	22/08/1951
NATIONALITY	INDIAN
DATE OF APPOINTMENT ON BOARD	11/05/2017
DESIGNATION	Executive Director & Chief Executive Officer
QUALIFICATION	B. Com., L.L.B., F.C.S., F.I.C.C.
EXPERTISE IN SPECIFIC FUNCTIONAL AREAS	He has 42 years of experience in various industries including Tea, Coffee, Rubber, Textile, Engineering, Chemical, Steel, Paper and also in the area of Legal, Commercial, Corporate and Management, out of which he has an experience of 30 years in the position of Chief Executive as well as in the Board level.
SHAREHOLDING IN THE COMPANY	250
LIST OF OTHER DIRECTORSHIPS IN LISTED ENTITIES	NIL
CHAIRMAN/MEMBER OF THE COMMITTEES OF THE BOARD OF OTHER COMPANIES IN WHICH HE IS A DIRECTOR ●	NIL
RELATIONSHIP BETWEEN DIRECTORS INTERSE	NIL

- Committee positions only of Audit Committee and Stakeholders Relationship Committee in public companies have been considered.

May 11, 2017

Registered Office:
21, Strand Road, Kolkata - 700 001
Phone : 033 2230 9601-4
CIN : L01132WB1900PLC000292

By Order of the Board

S. Bagree
Company Secretary

DISCLOSURES REQUIRED IN ACCORDANCE WITH CLAUSE (B) OF SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 IN RELATION TO ITEM NO.6 OF THE NOTICE

I. General Information

1. Nature of the Industry : Plantation.
2. Date of commencement of commercial production : 07-08-1874
3. In case of new companies expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus : Not applicable
4. Financial Performance based on given indicators. (₹ in lacs)

Financial Performance	2017	2016	2015	2014	2013
Turnover – Total Income	9411.54	11126.88	9466.81	10258.00	9038.34
Profit / (Loss) as per P&L	(1393.02)	(61.83)	106.44	580.93	947.90
Dividend Paid / Proposed	41.42	41.42	124.26	248.53	146.41
Rate of Dividend (in %)	10%	10%	30%	60%	30%

5. Foreign Investments or Collaborators, if any : Nil

II. Information about the appointee

1. Background details : Shri Kailash Chand Mohta is a Commerce and & Law Graduate and a Fellow Member of the Institute of Company Secretaries of India. He has been associated with the Company since 25th April, 2007.

2. Past Remuneration : (₹ in lacs)

Particulars	2013-14	2014-15	2015-16	2016-17
Salary	27.60	31.20	36.00	36.00
Perquisites & Allowances	15.62	17.30	19.94	19.94
Retiral Benefits	7.45	8.42	9.72	9.72
Total	50.67	56.92	65.66	65.66

3. Recognition or awards : Nil
4. Job Profile and suitability : Shri Kailash Chand Mohta is a Wholetime Director since 04-05-2007.
He is having 42 years experience in various industries including Tea, Coffee, Rubber, Textile, Engineering, Chemical, Steel, Paper and also in the area of Legal, Commercial, Corporate and Management, out of which 30 years in the position of Chief Executive as well as in the Board level and as such shall be beneficial to the Company. Shri Mohta has co-authored 4 books in 5 publications on Land Ceiling Act and Company Debentures.
5. Remuneration Proposed : Given in the Item No.6 of notice to Shareholders read with the Explanatory Statement annexed therewith.
6. Comparative Remuneration profile with respect to industry, size of the industry, size of the Company, profile of the position and person (in case of expatriates, the relevant details with reference to the country of his/her origin) : The proposed remuneration to Shri Kailash Chand Mohta is as per industry standard.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any. : Except Shri Kailash Chand Mohta, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise.

III. Other Information

1. Reason for loss or inadequate profit : Plantation industry is dependent on the vagaries of nature.
2. Steps taken or proposed to be taken for Improvement : Improving the quality leading to better price realization and avoiding dependence on nature.
3. Expected increase in productivity and profits in measurable terms : Both productivity and profitability are expected to increase by 5 – 10% over the tenure.

IV. Disclosures

1. The following disclosures shall be mentioned in the Board of Directors' report under the heading Corporate Governance, if any, attached to the Annual Report :
- i) All elements of remuneration package such as salary, benefits, bonus, stock options, pension, etc., of all the directors : Yes, given in the Corporate Governance Report annexed to the Directors' Report
- ii) Details of fixed components and performance linked incentives along with performance criteria : Nil
- iii) Service Contracts, notice period, Severance fees : Nil
- iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable : Nil

By Order of the Board

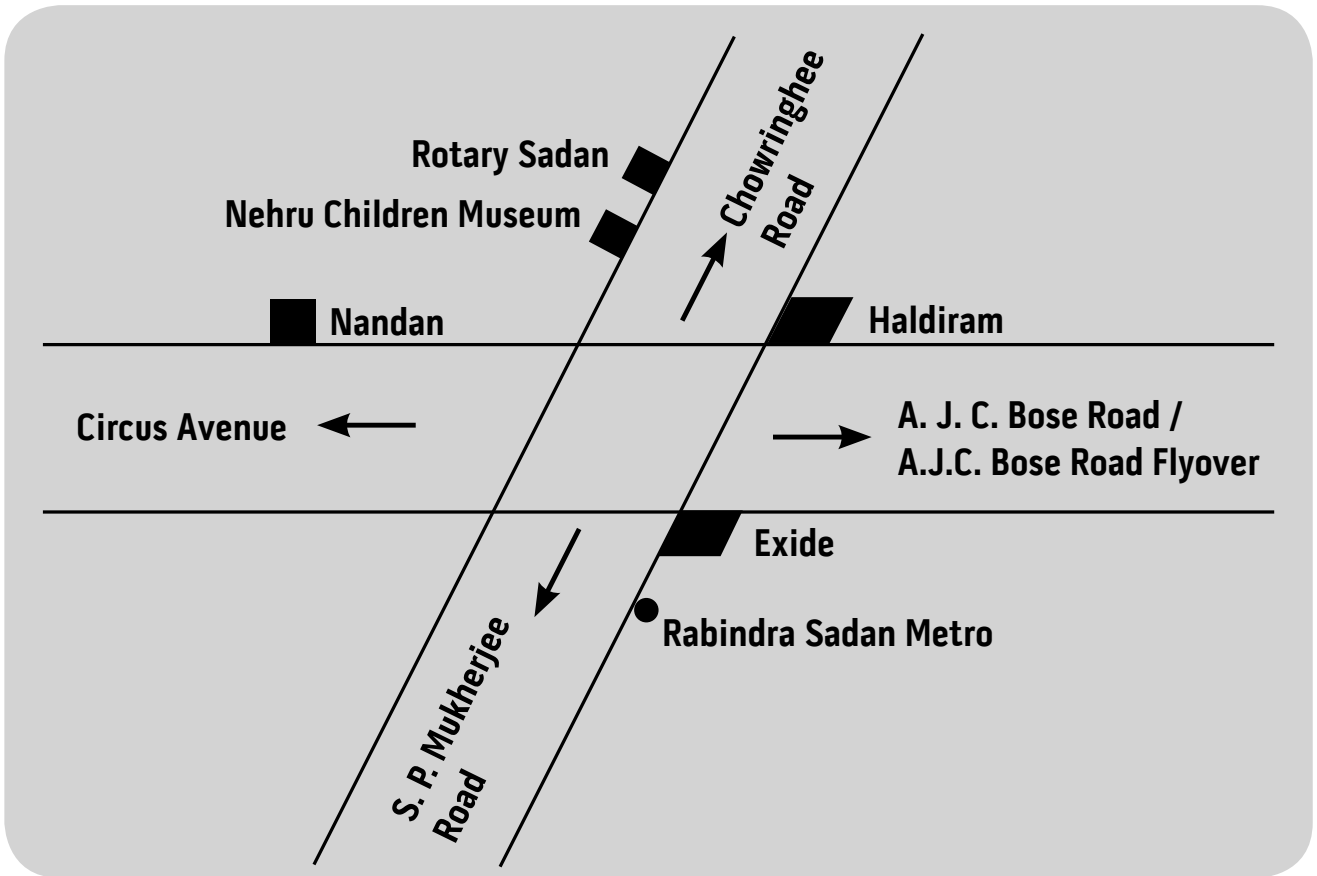
Place : Kolkata
Date : 11th May, 2017

S. Bagree
Manager (Finance) & Company Secretary

Prohibition on gifts / sampling of Company's products at AGM

Attention of the Members is drawn that in conformity with regulatory requirements, the Company will NOT be distributing its products for sampling at the 143rd AGM.

Route Map



Joonktolee Tea & Industries Limited

Corporate Identity Number (CIN): L01132WB1900PLC000292

Registered Office: 21, Strand Road, Kolkata – 700 001

Phone: (033) 2230 9601, Fax: (033) 2230 2105, E-mail: info@joonktoleetea.in, Website: www.joonktoleetea.in

ATTENDANCE SLIP I/We hereby record my/our presence at the 143rd Annual General Meeting (AGM) of Joonktolee Tea & Industries Limited being held at Shripati Singhanian Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700 020 on Thursday 31st August 2017 at 10.30 A.M.	Folio No/DP ID & Client ID :
	Share Holding :
	Serial No :
	Name :
	Name(s) of Joint Holder(s), if any :
	Address :

Proxy's Name in Block Letters

Shareholder's/Proxy's Signature

Note: Please bring the duly signed Attendance Slip at the meeting and hand it over at the Entrance of the Meeting Hall. Duplicate slips will not be issued at the venue of the AGM.

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	PAN/SEQUENCE NUMBER

The e-voting facility will be available during the following voting period:

Commencement of e-voting	From 9:00 A.M. (IST) on August 28, 2017
End of e-voting	Upto 5:00 P.M. (IST) on August 30, 2017

Note: Please refer AGM Notice for e-voting instructions.

Joonktolee Tea & Industries Limited

Corporate Identity Number (CIN): L01132WB1900PLC000292

Registered Office: 21, Strand Road, Kolkata – 700 001

Phone: (033) 2230 9601, Fax: (033) 2230 2105, E-mail: info@joonktoleetea.in, Website: www.joonktoleetea.in

PROXY FORM – MGT 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered Address:

E-mail ID:

Folio No/DP ID & Client ID:

I/We, being the Member(s) of Joonktolee Tea & Industries Limited, holding.....Equity Shares of the above named Company, hereby appoint :

- Name :Address :
E-mail ID :Signature :or failing him/her;
- Name :Address :
E-mail ID :Signature :or failing him/her;
- Name :Address :
E-mail ID :Signature :

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 143rd Annual General Meeting (AGM) of the Company, to be held on Thursday, 31st August, 2017 at Shripati Singhanian Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700 020 or at any adjournment thereof in respect of following resolutions :

Resolution No.	Resolutions	Optional *	
		For	Against
Ordinary Business			
1.	Consider and adopt Audited Financial Statements for the Financial Year ended 31st March, 2017, Reports of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend for the Financial Year ended 31st March, 2017.		
3.	Re-appointment of Mrs. Pushpa Devi Bangur (DIN : 00695640), who retires by rotation.		
4.	Appointment of M/s. Jitendra K Agarwal & Associates., Chartered Accountants (Firm Registration No. 318086E), as the Statutory Auditors of the Company and fixing their remuneration.		
Special Business			
5.	Ratification of the remuneration of the Cost Auditors for the Financial Year ending 31st March, 2018.		
6.	Appointment of Shri Kailash Chand Mohta (DIN : 00127656) as Wholetime Director to be designated as Executive Director & Chief Executive Officer.		

Signed thisday of2017

Signature of Shareholder(s).....

Signature of Proxyholder(s).....

Affix
Revenue
Stamp of
₹ 1/- here

- Notes :**
- This form of proxy in order to be effective should be duly completed and deposited at the Company's Registered Office not less than 48 hours before the commencement of the AGM.
 - For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 143rd Annual General Meeting of the Company.
 - *It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

JOONKTOLLEE TEA & INDUSTRIES LTD.

Regd. Office : 21, Strand Road, Kolkata 700 001.

Tel : (033) 2230 9601; Fax : (033) 2230 2105

Email : info@joonktolleetea.in Website : www.joonktolleetea.in

CIN L01132WB1900PLC000292

NOTICE

NOTICE is hereby given that the 143rd Annual General Meeting (AGM) of the Members of the Company will be held on **Thursday, 31st August, 2017 at 10.30 A.M. at "Shripati Singhania Hall", Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700 020** to transact the business as detailed in the Notice convening the Annual General Meeting sent to all the Members at their registered address by registered post and by email to those Members who have registered their Email address with Depository and/or Company. The Audited Annual Accounts for the year ended 31st March, 2017 and Report of Directors' and Auditors' thereon has been sent to all the Members at their registered address by book post and by email to those Members who have registered their Email address with Depository and/or Company.

These documents are also available on the Company's website (www.joonktolleetea.in) and copies of the same are available for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. and 1.00 p.m. upto the date of the AGM.

Pursuant to provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of Companies (Management and Administration) Rules, 2014 ('the Rules') as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members facility of voting by electronic means in respect of businesses to be transacted at the AGM which includes remote e-voting and voting at the AGM by means of Ballot Form. The Company has engaged the services of CDSL for facilitating voting by electronic means. The details pursuant to the provisions of the Act and the Rules are given hereunder :

- 1) The Company has completed the dispatch of physical Annual reports on Saturday, 5th August, 2017 and sending of Annual report by emails on Friday, 4th August, 2017 to all the Members whose names appeared in the Register of Members on Friday, 28th July, 2017.
- 2) The remote e-voting period starts on **Monday, 28th August, 2017 at 9.00 a.m. and ends on Wednesday, 30th August, 2017 at 5.00 p.m.** The remote e-voting module will be disabled by CDSL for voting thereafter.
- 3) Members of the Company holding shares either in physical form or in dematerialized form, **as on the cut-off date of 24th August, 2017** only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- 4) Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as of the cut-off date of 24th August, 2017, may obtain the User ID and password for e-voting by writing to the Company's Registrar & Transfer Agents, Maheshwari Datamatics Pvt. Ltd., at its email id viz. mdpldc@yahoo.com.
- 5) The Notice of the AGM is also available on CDSL website i.e. at www.evotingindia.com
- 6) For detailed instructions pertaining to e-voting, Members may refer to Note 16 in the section 'Notes' in Notice of the AGM.
- 7) 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.
- 8) In case of any queries/grievances relating to voting by electronic means, the Members may contact at the following address : Shri Arghya Majumder - Assistant Manager, CDSL, 2nd Floor, Horizon Building, 57, J. L. Nehru Road, Kolkata - 700 071, Phone No. 1800 200 5533; e-mail : helpdesk.evoting@cdslindia.com

Members are also informed that the Company has designated a separate e-mail ID i.e. investors@joonktolleetea.in to lodge their queries and to make necessary follow-up.

Notice is further given in terms of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management & Administration) Rules, 2014, Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, that the Register of Members of the Company and Share Transfer Books will remain closed from Friday, the 25th August, 2017 to Thursday, the 31st August, 2017 (both days inclusive) for the purpose of Annual General Meeting and ascertainment of the Members entitled to Dividend on Equity Shares of the Company for the year ended 31st March, 2017, if approved by the Members of the Company at the ensuing Annual General Meeting.

**By Order of the Board of Directors
For Joonktolllee Tea & Industries Ltd.
Sd/- S. Bagree
Manager (Finance) & Company Secretary**

**Place : Kolkata
Date : 05-08-2017**