



## JOONKTOLLEE TEA & INDUSTRIES LIMITED

Regd. Office : 21, Strand Road

Kolkata - 700 001, Phone : 033 2230 9601

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

CIN : L01132WB1900PLC000292

### NOTICE

NOTICE is hereby given that the 145th Annual General Meeting (AGM) of the Members of Joonktoll Tea & Industries Limited will be held on **Monday, the 9th September, 2019 at 10:30 A.M. IST** at Shripati Singhania 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 Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2019, along with the Reports of the Auditors and Directors thereon.

##### **Item No.2 – Re-appointment of Mrs. Pushpa Devi Bangur**

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

#### **SPECIAL BUSINESS :**

##### **Item No.3 – Re-appointment of Mr. M.K. Daga as an Independent Director of the Company for a second term w.e.f. 1st April, 2019.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. M.K. Daga, (DIN: 00123386) holding office as an Independent Director and being eligible to be re-appointed for second term under the provisions of the Companies Act, 2013 and Rules made thereunder, be

and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation w.e.f. 1st April, 2019 for the second term of five consecutive years.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company, be and are hereby authorized severally 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.”

##### **Item No.4 – Re-appointment of Mr. J.K. Surana as an Independent Director of the Company for a second term w.e.f. 1st April, 2019.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. J.K. Surana, (DIN: 00582653) holding office as an Independent Director and being eligible to be re-appointed for second term under the provisions of the Companies Act, 2013 and Rules made thereunder, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation w.e.f. 1st April, 2019 for the second term of five consecutive years.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company, be and are hereby authorized severally 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.”

##### **Item No.5 – Appointment of Mr. Mukundan Raman as Manager**

To consider and if thought fit, to pass with or without

modification(s), the following resolution as Special Resolution :

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 & other applicable provisions if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment & Remuneration of managerial personnel) Rules, 2014 as amended from time to time, applicable clauses of Articles of Association of the Company and subject to other approvals if any, the approval of the Company be and is hereby accorded for the appointment and terms of remuneration of Mr. Mukundan Raman as Manager in the category of Key Managerial Personnel of the Company for a period of three years commencing from 1st November, 2018 upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits during the tenure of his appointment) with the authority to the Board of Directors to alter and vary the terms and conditions of his appointment in such manner as may be agreed to between the Board and Mr. Raman.

**RESOLVED FURTHER THAT** the Board of Directors and/ or Company Secretary of the Company, be and are hereby authorized severally 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.”

#### **Item No.6 – 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 modification(s) or re-enactments thereof for the time being in force), the Company hereby accords its approval and consent for the payment of remuneration of ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus applicable taxes and reimbursement of travelling and out of pocket expenses payable to Messrs. D. Sabyasachi & Co., Cost Accountants (Firm Registration No.000369) who have been appointed by the Board of Directors as the Cost Auditors of the Company, for the Financial Year ending 31st March, 2020.”

May 15, 2019  
Registered Office:

21, Strand Road,  
Kolkata-700 001  
Phone : 033 2230 9601

CIN : L01132WB1900PLC000292

By Order of the Board

**S. Bagree**  
*Company Secretary*

#### **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) Regulation, 2015 (“SEBI-LODR”) that the Register of Members and Share Transfer Books of the Company will remain closed from **3rd September, 2019 to 9th September, 2019** (both days inclusive) in connection with the AGM.

3. **Cut Off Date :** Notice is also given that the Cut Off Date has been fixed as 2nd September, 2019 to determine the Members entitled to undertake voting electronically on the business and all resolutions set forth in this Notice by remote e-Voting.

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

5. Explanatory Statement pursuant to Section 102(1) of the Act relating to the Special Business to be transacted at the Meeting is annexed hereto.

6. 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 AGM.

7. 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).
8. Equity Shares of the Company are under compulsory demat trading by all investors. The ISIN Number allotted is INE574G01013.

SEBI vide its Circular No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018, amended Regulation 40 of Listing Regulations pursuant to which from 1st April, 2019, onwards securities can be transferred only in dematerialized form except in case of transmission or transposition of securities.

However, it is clarified that, members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors.

Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.

9. 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 RTA at 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001.
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 2011-12 is due for transfer

to the said Fund in December, 2019. The Company has transferred the unpaid or unclaimed dividend declared upto the financial year ended 31st March, 2011 to the Investor Education and Protection Fund (IEPF) established by the Central Government.

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 31st August, 2018 (date of last AGM) on the website of the Company and also on the website of the Ministry of Corporate Affairs.

11. (a) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during the financial year 2018-19, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more. Details of shares transferred to the IEPF Authority are available on the website of the Company.
- (b) Members are informed that once the unclaimed / unpaid dividend is transferred to the designated account of IEPF and shares are transferred to the Demat Account of the IEPF Authority, no claim shall lie against the Company in respect of such dividend/shares. The eligible Members are entitled to claim such unclaimed/unpaid dividend and shares including benefits, if any, accruing on such shares from the IEPF Authority by making an application in prescribed Form IEPF-5 online and sending the physical copy of the same duly signed (as per the specimen signature recorded with the Company) along with requisite documents at the Registered Office of the Company for verification of their claim.

## 12. Voting through electronic means

1. 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 145th 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 **6th September, 2019 at 9 A.M.** and ends on **8th September, 2019 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. **2nd September, 2019** 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](http://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](http://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 :

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> <li>• 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.</li> </ul>

Dividend, Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• 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).</li> </ul>
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- (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](http://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](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.
- (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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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.
- 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 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 48 hours 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.joonktoleetea.in> and on the website of CDSL [www.evoting.cdsl.com](http://www.evoting.cdsl.com) immediately after the result is declared. The Company shall simultaneously upload the results on the BSE Listing Portal and forward them to The Calcutta Stock Exchange Limited (“CSE”).
- VII. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of AGM i.e. on Monday, 9th September, 2019.
13. 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.
14. 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 AGM.
15. 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.
16. 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.

17. 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.
  18. 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 DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
  19. Members who wish to obtain any information on the Company or the Accounts for the financial year ended 31st March, 2019 may send their queries at the Registered Office of the Company at least 10 days before the Annual General Meeting.
  20. 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.
  21. Electronic copy of the Annual Report 2019 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 2019 are being sent in the permitted mode. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the Company’s Registrar & Share Transfer Agent / their Depository Participants, in respect of shares held in physical / electronic mode, respectively.
  22. The Annual Report of the Company for the year 2018-19 is available on the Company’s website [www.joonktoleetea.in](http://www.joonktoleetea.in).
  23. A Route map showing directions to reach the venue of the 145th AGM is given at the end of this Notice for the ready reference of the Members.
- 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.**

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**ANNEXURE TO THE NOTICE  
EXPLANATORY STATEMENT**

**Item No.3 & 4**

Mr. M.K. Daga (DIN: 00123386) & Mr. J.K. Surana (DIN: 00582653) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 by the members of the Company for five consecutive years.

Mr. M.K. Daga (56), holds a Bachelor’s degree in Commerce and has been associated with the Company since 1992. He has more than 35 years of wide and varied experience in Tea industry. The Board considered and decided to continue his directorship in terms of Regulation 17(1)(a) of the SEBI (LODR) Regulations, 2015. Mr. M.K. Daga does not hold any shares in the Company.

Mr. M.K. Daga is a director in Norben Tea & Exports Ltd., Tongani Tea Company Ltd., Daga & Company Pvt. Ltd. & Cowcoody Builders Pvt. Ltd. He is also a director in unlisted material subsidiary of the Company, Keshava Plantations Pvt. Ltd. He is the Chairman of the Audit Committee and also a

member of Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company.

Mr. J.K. Surana (66), holds a Bachelor’s degree in Science and has been associated with the Company since 2002. He has wide and varied experience in various business. The Board considered and decided to continue his directorship in terms of Regulation 17(1)(a) of the SEBI (LODR) Regulations, 2015. Mr. J.K. Surana does not hold any shares in the Company.

Mr. J.K. Surana is a director in Port Shipping Co. Ltd., Pranav Infradev Company (P) Ltd. and The Cambay Investment Corporation Ltd. He is the Chairman of the Nomination and Remuneration Committee of the Company and also a member of Audit Committee of the Company.

The Nomination and Remuneration Committee of the Company, on the basis of report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. M.K. Daga and Mr. J.K. Surana as Independent Directors for a second term of five consecutive years w.e.f. 1st April, 2019 on the Board of the Company, not liable to retire by rotation.

The Board, based on the performance evaluation of the Independent Directors as per the recommendation of the

Nomination and Remuneration Committee, considers that given their background, experience and contribution made by them during their tenure, the continued association of Mr. M.K. Daga and Mr. J.K. Surana would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. They shall be paid remuneration by way of sitting fees for attending Board and Committee Meetings.

Requisite notices under Section 160 of the Act proposing re-appointment of Mr. M.K. Daga and Mr. J.K. Surana have been received by the Company.

Mr. M.K. Daga and Mr. J.K. Surana have submitted their declaration that they meet the criteria of independence under sub-section 6 of section 149 of the Act and under Regulation 16 of the Listing Regulations and consent have been filed pursuant to Section 152 of the Act.

Consent of the members by way of Special Resolution is required pursuant to Section 149(10) of the Act for re-appointment of Mr. M.K. Daga and Mr. J.K. Surana.

Except Mr. M.K. Daga and Mr. J.K. Surana, none of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out in Items No.3 & 4.

Additional information in respect of Mr. M.K. Daga and Mr. J.K. Surana pursuant to the Listing Regulations and the Secretarial Standards are set out as the Annexure to this notice.

#### **Item No.5**

Mr. Mukundan Raman, Chief Operating Officer, has been associated with the Company since 31st July, 2018. The Nomination and Remuneration Committee of the Board in its meeting held on 3rd October, 2018 recommended his appointment as Manager in the category of Key Managerial Personnel of the Company with effect from 1st November, 2018 for a period of 3 (Three) years which was approved by the Board in its meeting held on 13th November, 2018.

Brief Profile of Mr. Mukundan Raman and 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 are set out as the annexure to this Notice.

Except Mr. Mukundan Raman 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.5.

Looking at the vast experience and expertise of Mr. Mukundan Raman, the Board of Directors of the Company recommends the resolution for your approval.

#### **Item No.6**

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 D. Sabyasachi & Co., Cost Accountants (Firm Registration No.000369), 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, 2020, at a remuneration of ₹ 1,50,000/- plus taxes and 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.6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending 31st March, 2020.

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.6 of the Notice.

The Board recommends the resolution set forth in Item No.6 for the approval of the Members.

**Details of Directors seeking Re-appointment at the 145th AGM [Pursuant to Regulation 26 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 – Secretarial Standards of General Meeting]**

Name of Director	Mrs. Pushpa Devi Bangur	Mr. M.K. Daga	Mr. J.K. Surana
<b>Director Identification Number (DIN)</b>	00695640	00123386	00582653
<b>Date of Birth</b>	30th May, 1952	6th January, 1963	3rd October, 1953
<b>Nationality</b>	INDIAN	INDIAN	INDIAN
<b>Date of first appointment on Board</b>	14th November, 2011	28th November, 1992	31st July, 2002
<b>Designation</b>	Non-Executive Director	Independent Director	Independent Director
<b>Qualifications</b>	Graduate	Commerce Graduate	Science Graduate
<b>Expertise in specific functional areas</b>	She gained experience in various family business.	He has more than 35 years of wide and varied experience in Tea industry.	He has wide and varied experience in diverse businesses and expertise in overall business management.
<b>Directorships held in other listed companies</b>	Gloster Ltd. Port Shipping Co. Ltd.	Tongani Tea Company Ltd. Norben Tea & Exports Ltd.	Port Shipping Co. Ltd.
<b>Memberships / Chairmanships of committees of other listed companies *</b>	<u>Audit Committee</u>  Port Shipping Co. Ltd. (Member)  <u>Stakeholders Relationship Committee</u>  Port Shipping Co. Ltd. (Member)	<u>Audit Committee</u>  -  <u>Stakeholders' Relationship Committee</u>  Tongani Tea Company Ltd (Chairman)  Norben Tea & Exports Ltd. (Member)	<u>Audit Committee</u>  Port Shipping Co. Ltd. (Chairman)  <u>Stakeholders' Relationship Committee</u>  Port Shipping Co. Ltd. (Chairman)
<b>Inter-se relationship with other Directors and Key Managerial Personnel</b>	Related to Mr. Hemant Bangur (Director of the Company) being his mother.	-	-
<b>Number of shares held in the Company</b>	642928	-	-

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

May 15, 2019  
Registered Office:  
21, Strand Road,  
Kolkata-700 001  
Phone : 033 2230 9601  
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.5 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. : As per Audited Financial Results for the year ended.

<b>Financial Performance</b>	<b>31st March, 2019</b>	<b>31st March, 2018</b>	<b>31st March, 2017</b>
Total Revenue from operations (Net)	9,501.64	10,012.84	8,821.08
Profit/(Loss) before Interest, Depreciation & Tax (PBIDTA)	33.19	50.72	(134.44)
Profit/(Loss) before Depreciation & Tax (PBDT)	(608.68)	(702.81)	(891.24)
Profit/(Loss) before Tax (PBT)	(1,241.06)	(1,346.42)	(1,579.60)
Profit/(Loss) after Tax (PAT)	(1,109.51)	(1,176.62)	(1,415.14)

5. Foreign Investments or Collaborators, if any : Nil

**II. Information about the appointee**

1. Background details : Mr. Mukundan Raman, aged about 58 years holds a Bachelors degree in Commerce. He started his career in the year 1984 and held various positions in Sales & Marketing in Plantation industry. He has been associated with the Company since 31st July, 2018.
2. Past Remuneration : Appointed as Chief Operating Officer on 31-07-2018.
3. Recognition or awards : Nil
4. Job Profile and suitability : Mr. Mukundan Raman is a Manager in the category of Key Managerial Personnel since 01-11-2018.  
  
He has perfect palate for tea tasting which guides in proper valuation of high value teas and improved tea sales realisation. He is having adequate experience in plantation industry with respect to planning, executing long term business plans, directing, overseeing and managing all aspects of marketing and sales process including forecasting and budgets and as such shall be beneficial to the Company.
5. Remuneration Proposed : The proposed remuneration is within the limit set out under Sections 196, 197, 203 read with Schedule V of the Companies Act, 2013.

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 Mr. Mukundan Raman is as per industry standard and is purely based on merits.
7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any. : Except Mr. Mukundan Raman, 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 passing through a difficult phase. Wage costs and prices of other inputs have gone up substantially without any corresponding increase in sale price due to factors beyond the control of the management.
2. Steps taken or proposed to be taken for Improvement. : The Company is taking continuous steps for improving the quality which would help in better price realization.
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

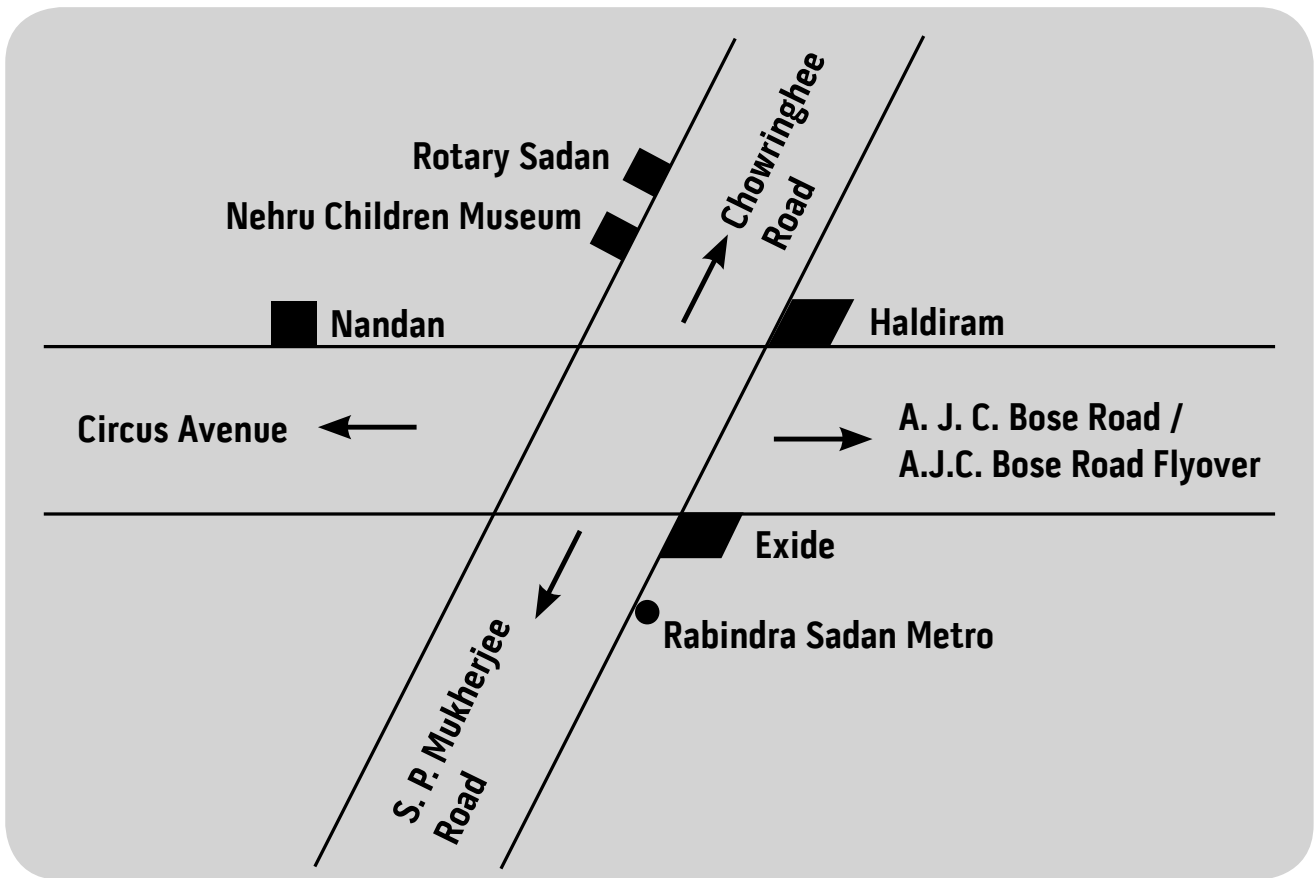
1. The following disclosures shall be mentioned in the Board of Directors' report under the heading Corporate Governance, if any, attached to the Annual Report :
- i) All elements of remuneration package such as salary, benefits, bonus, stock options, pension, etc., of all the directors : Yes, given 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 : The period of appointment and remuneration is as per approval of the AGM Resolution.
- 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

May 15, 2019  
Registered Office:  
21, Strand Road,  
Kolkata-700 001  
Phone : 033 2230 9601  
CIN : L01132WB1900PLC000292

By Order of the Board

**S. Bagree**  
*Company Secretary*

# 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

<b>ATTENDANCE SLIP</b>  I/We hereby record my/our presence at the <b>145<sup>th</sup> Annual General Meeting (AGM)</b> of <b>Joonktolee Tea &amp; Industries Limited</b> being held at <b>Shripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700 020</b> on <b>Monday, 9<sup>th</sup> September, 2019</b> at <b>10.30 A.M.</b>	<b>Folio No/DP ID &amp; Client ID :</b>
	<b>Share Holding :</b>
	<b>Serial No :</b>
	<b>Name :</b>
	<b>Name(s) of Joint Holder(s), if any :</b>
<b>Address :</b>	

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**

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

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

<b>Commencement of e-voting</b>	From 9:00 A.M. (IST) on September 6, 2019
<b>End of e-voting</b>	Upto 5:00 P.M. (IST) on September 8, 2019

**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

**PROXY FORM – MGT 11**

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

**[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 145<sup>th</sup> Annual General Meeting (AGM) of the Company, to be held on Monday, 9<sup>th</sup> September, 2019 at Shripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700 020 or at any adjournment thereof in respect of following resolutions :

<b>Resolution No.</b>	<b>Resolutions</b>	<b>Optional *</b>	
		<b>For</b>	<b>Against</b>
<b>Ordinary Business</b>			
1.	Consider and adopt the Standalone and Consolidated Audited Financial Statements for the Financial Year ended 31 <sup>st</sup> March, 2019, Reports of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Mrs. Pushpa Devi Bangur (DIN : 00695640), who retires by rotation.		
<b>Special Business</b>			
3.	Re-appointment of Mr. M.K. Daga (DIN : 00123386) as an Independent Director of the Company for a second term w.e.f. 1 <sup>st</sup> April, 2019.		
4.	Re-appointment of Mr. J.K. Surana (DIN : 00582653) as an Independent Director of the Company for a second term w.e.f. 1 <sup>st</sup> April, 2019.		
5.	Appointment of Mr. Mukundan Raman as Manager		
6.	Ratification of the remuneration of the Cost Auditors for the Financial Year ending 31 <sup>st</sup> March, 2020.		

Signed this .....day of .....2019

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 145<sup>th</sup> 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.