



JOONKTOLLEE TEA & INDUSTRIES LIMITED

Regd. Office : 21, Strand Road

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

Website : www.joonktolleetea.in, CIN : L01132WB1900PLC000292

NOTICE

NOTICE is hereby given that the 141st Annual General Meeting (AGM) of the Members of Joonktoll Tea & Industries Limited will be held on **Tuesday, the 22nd September, 2015 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, 2015, 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, 2015.

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 – Ratification of Appointment of Auditors

To ratify the appointment of Auditors of the Company, to fix their remuneration and to pass the following resolution as an Ordinary Resolution :

“Resolved that pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the Audit Committee of the Board of Directors, and pursuant to the Resolution passed by the Members at the AGM held on 26th August, 2014, the appointment of M/s. Singhi & Co., Chartered Accountants (Firm Registration No.302049E) as the Auditors of the Company to hold office till the conclusion of the AGM to be held for the Financial Year 2016-17 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the Financial Year ending March 31, 2016 in consultation with the Auditors.

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.

2. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **15th September, 2015 to 22nd September, 2015** (both days inclusive) for determining the entitlement of the shareholders to the payment of dividend.
3. 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 **23rd September, 2015**.
4. 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.
5. In terms of the provisions of Section 205A of the Companies Act, 1956 (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 2007-08 is due for transfer to the said Fund in November, 2015.

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 26th August, 2014 (date of last AGM) on the website of the Company and also on the website of the Ministry of Corporate Affairs.

6. 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).
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 6, Mangoe Lane, 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. Considering the advantage of scripless trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.
9. **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 Clause 35B of the Listing Agreement, the Company is pleased to provide Members facility to exercise their right to vote at the 141st 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 19th September, 2015 at 9 A.M. and ends on 21st September, 2015 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 of 15th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The Shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) 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.

- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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. |
| Dividend, Bank Details OR 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"> • 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). |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the Company.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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 promoted by the system.
- (xviii) **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.

- (xix) 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 of 15th September, 2015.
- 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. 15th September, 2015, 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.joonktolleetea.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.
- 10. 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.
- 11. 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.
- 12. 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.
- 13. 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.

14. Shareholders, who have not dematerialized their shares as yet, are advised to have their shares dematerialized to avail the benefits of paperless trading as well as easy liquidity, as the trading in shares of the Company is under compulsory dematerialized form.
15. 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.
16. 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.
17. Members who wish to obtain any information on the Company or the Accounts for the Financial Year ended 31st March, 2015 may send their queries at the Registered Office of the Company at least 10 days before the AGM.
18. 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.

19. Electronic copy of the Annual Report 2015 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 2015 are being sent in the permitted mode.

INFORMATION AS REQUIRED UNDER CLAUSE 49(IV)(G)(i) OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS BEING RE-APPOINTED/ APPOINTED :

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

Mrs. Pushpa Devi Bangur (63), a Co-Promoter Non-Executive Director of the Company, is a Graduate. She gained experience in various family business. She is on the Board of the Company since 2011. She is also on the Board of Laxmi Asbestos Products Ltd. and Port Shipping Co. Ltd. Mrs. Pushpa Devi Bangur holds 482393 shares of the Company.

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 141st AGM and onwards.

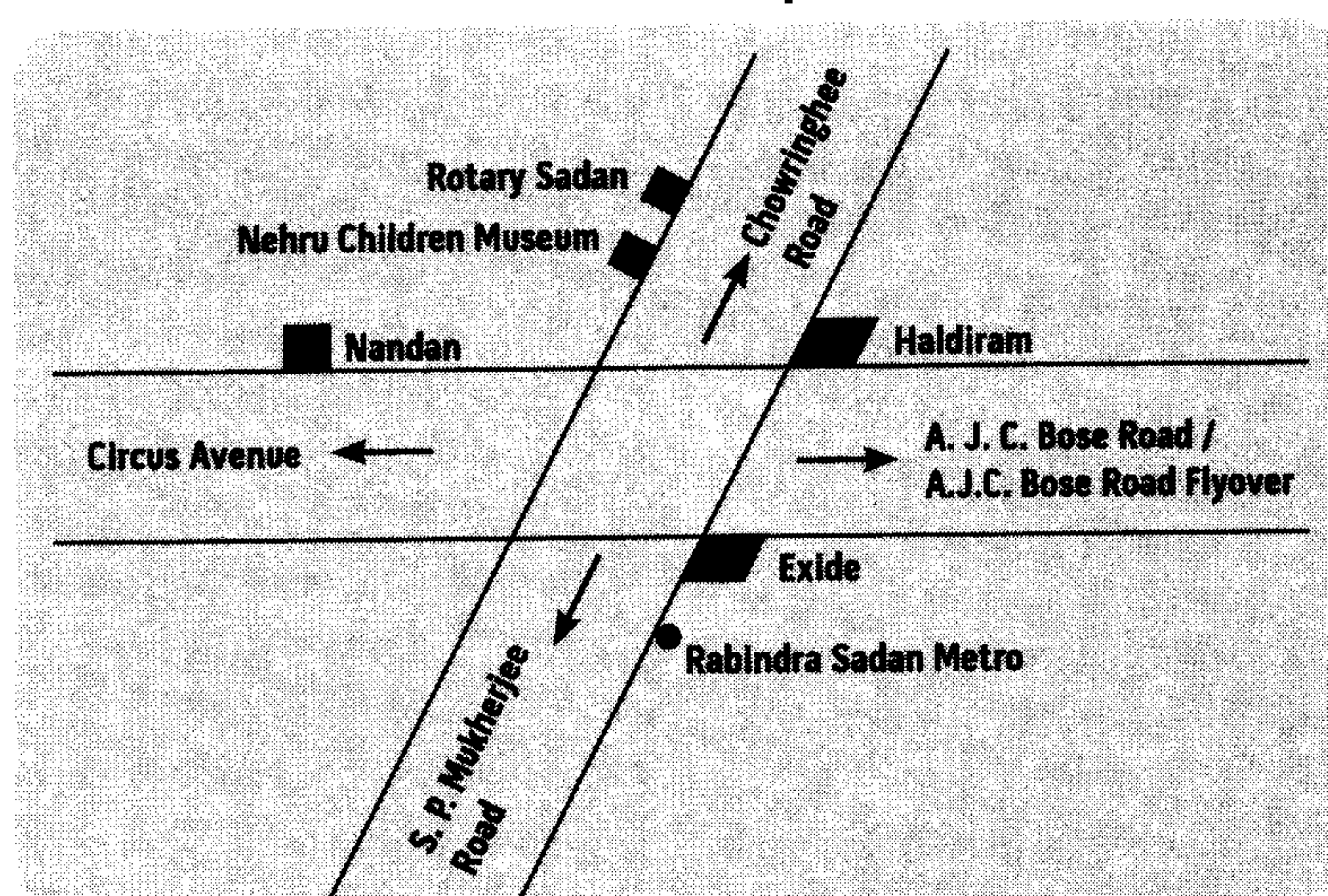
May 15, 2015

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

By Order of the Board

S. Bagree
Company Secretary

Route Map





JOONKTOLLEE TEA & INDUSTRIES LIMITED

CIN : L01132WB1900PLC000292

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

Tel : (033) 2230 – 9601-4; Fax : (033) 2230 2105

E-Mail : info@joonktolleetea.in Website : www.joonktolleetea.in

PROXY FORM

[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./Client ID | |
| DP ID | |

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint

1. Name _____
Address _____
E-mail ID _____
Signature _____, or failing him

2. Name _____
Address _____
E-mail ID _____
Signature _____, or failing him

3. 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 141st Annual General Meeting of the Company, to be held on Tuesday, the 22nd September, 2015 at 10.30 A.M. IST at Shripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700 020 and at any adjournment thereof in respect of such resolutions as are indicated below :

**Sl. Resolutions
No.**

1. Consider and adopt audited Financial Statements for the Financial Year ended March 31, 2015, Reports of the Board of Directors and Auditors thereon.
2. Declaration of Dividend for the Financial Year ended March 31, 2015.

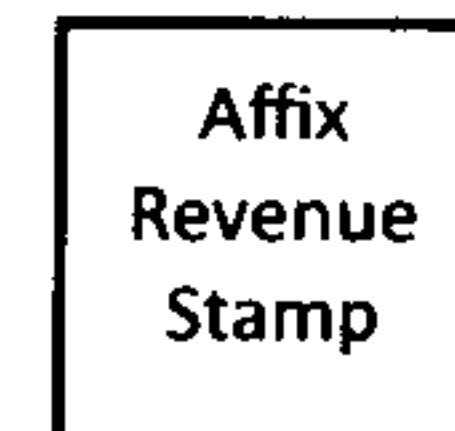
**Sl. Resolutions
No.**

3. Re-appointment of Mrs. Pushpa Devi Bangur, who retires by rotation.
4. Ratification of appointment of M/s. Singhi & Co., Chartered Accountants, Statutory Auditors of the Company and fixing their remuneration.

Signed this _____ day of _____ 2015

Signature of Shareholder _____

Signature of Proxy holder(s) _____



Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



JOONKTOLLEE TEA & INDUSTRIES LIMITED

CIN : L01132WB1900PLC000292

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

Tel : (033) 2230 9601-4; Fax : (033) 2230 2105

E-Mail : info@joonktolleetea.in Website : www.joonktolleetea.in

ATTENDANCE SLIP

Name of the Member (in block letters)

Folio No.

DP ID No.

Client ID No.

No. of Shares

I/We hereby record my/our presence at the 141st Annual General Meeting of the Company, to be held on Tuesday, the 22nd September, 2015 at 10.30 A.M. IST at Shripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata-700 020 and at any adjournment thereof.

Date : _____ Signature _____

IMPORTANT : This attendance slip should be signed and handed over at the entrance of the Meeting Hall.

Joonktolle Tea & Industries Ltd.

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

Tel : (033) 2230 9601-4; Fax : (033) 2230 2105

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

CIN – L01132WB1900PLC000292

NOTICE

NOTICE is hereby given that the 141st Annual General Meeting (AGM) of the Members of the Company will be held on **Tuesday, 22nd September, 2015 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, 2015 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 Clause 35B of the Listing Agreement, 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 as well as sending of Annual report by emails on Saturday, 29th August, 2015 to all the Members whose names appeared in the Register of Members on Friday, 21st August, 2015.
- 2) The remote e-voting period starts on **Saturday, 19th September, 2015 at 9.00 a.m. and ends on Monday, 21st September, 2015 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 15th September, 2015** 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 15th September, 2015, may obtain the User ID and password for e-voting from the Company's Registrar & Transfer Agents, Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata – 700 001.
- 5) The Notice of the AGM is also available on CDSL website www.cdslindia.com
- 6) For detailed instructions pertaining to e-voting, Members may refer to Note 9 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 A.J.C. Bose 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, Clause 16 of the Listing Agreement and other applicable provisions, if any, that the Register of Members of the Company and Share Transfer Books will remain closed from Tuesday, the 15th September, 2015 to Tuesday, the 22nd September, 2015 (both days inclusive) for the purpose of Annual General Meeting and ascertainment of the Members entitlement to Dividend on Equity Shares of the Company for the year ended 31st March, 2015, if approved by the Members of the Company at the ensuing Annual General Meeting.

By Order of the Board of Directors
For **Joonktolle Tea & Industries Ltd.**

Sd/-
S. Bagree
MANAGER (FIN) & COMPANY SECRETARY

Place : Kolkata
Date : 29.08.2015