

KILKOTAGIRI AND THIRUMBADI PLANTATIONS LIMITED

CIN U01116KL1919PLC017342

DIRECTORS

Shri. S.K. Bangur (DIN 00053237)
Chairman

Smt. Shashi Bangur (DIN 00053300)
Whole-time Director

Shri. Hari Krishna Jhaver (DIN 00379070)
Director

Shri. S.K. Poddar (DIN 01301006)
Director

Shri. Krishna Kumar Lohia (DIN 00690802)
Director

Shri. M.K. Patwari (DIN 03444886)
Whole-time Director & CFO

AUDITORS

M/s. Dhandhanian & Associates
Chartered Accountants
Kolkata

BANKERS

Vijaya Bank
HDFC Bank Ltd.
Bank of Baroda
State Bank of India

REGISTERED OFFICE

Thirumbadi Estate
Mokkam Post - 673 602
Kozhikode Dist, Kerala

RUBBER DIVISION

Thirumbadi Estate
Mokkam Post - 673 602
Kozhikode Dist, Kerala

TEA DIVISION

Kilkotagiri Estate
Kilkotagiri Post
Nilgiris - 643 216. Tamilnadu

DATE OF INCORPORATION

23rd December, 1919

REGISTRAR & SHARE TRANSFER AGENT

M/s. S.K.D.C. Consultants Ltd.
Kanapathy Towers, 3rd Floor
1391/A-1, Sathy Road
Ganapathy, Coimbatore - 641 006
Ph. No. : 0422-4958995, 2539835, 2539836
E-mail : info@skdc-consultants.com



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Ninety Eighth Annual General Meeting of the Members of Company will be held on Monday, the 28th Day of August, 2017 at 11.30 A.M. at Thirumbadi Estate, Mokkal Post - 673 602, Kozhikode District, the Registered Office of the Company to transact the following businesses:

AGENDA

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements including Balance Sheet as at 31st March, 2017 the Statement of Profit and Loss and Cash Flow Statement for the year ended as on that date and the Report of the Directors and Auditors thereon.
2. To appoint a Director in the place of Shri. S.K. Bangur (holding DIN 00053237) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint the Auditors and to fix their remuneration and in this regard to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the Provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 Messrs. Dhandhanian & Associates (Firm Registration No. 316052E) Chartered Accountants, Kolkata be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a period of 3 years from the conclusion of this Annual General Meeting till the conclusion of the 101st Annual General Meeting which ought to be held in the year 2020, subject to ratification by the Shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable taxes and re-imbursment of travelling and out of pocket expenses incurred by them for the purpose of audit.

SPECIAL BUSINESS

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

RESOLVED THAT subject to the provisions of section 196, 197 read with schedule V and other applicable provisions of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the re-appointment of Smt. Shashi Bangur (DIN 00053300) as Whole-time Director of the Company for a further period of 3 (three) years with effect from 14th November, 2017 upon the terms and conditions set out below as recommended by the Nomination and Remuneration Committee at its meeting held on 26th June, 2017.

- i) **Salary :** Rs. 2,22,000/- per month.
(Annual Increment in the Salary at the rate of 12% of the total salary)

- ii) **Perquisites :**

In addition to salary, the Whole-time Director shall also be entitled to interchangeable perquisites like furnished accommodation, where accommodation is not provided 60% of salary as HRA, Gas, electricity, water, furnishings, medical reimbursement, LTA for self and family, club fees, medical insurance, personal accident insurance etc in accordance with the rules of the Company.

Gratuity payable shall not exceed half months salary for each completed year of service or at the rate as may be modified from time to time.

Perquisites will be evaluated as per Income Tax Rules wherever applicable and shall be restricted to the Annual Salary.

- iii) Contribution to Provident fund, Superannuation fund or annuity fund, Provision of Car with driver, encashment of leave at the end of the tenure, telephone at residence shall not to be included in the computation of the ceiling on the perquisites.
- iv) In the event of no profit or inadequacy of profits, the above remuneration shall be treated as the minimum remuneration payable to the Whole-time Director .

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The tenure of Office of Smt. Shashi Bangur, Whole-time Director of our Company is expiring on 13th November, 2017. Smt. Shashi Bangur has been associated with the Company as a Director from 03.10.1990, as Chairperson from 28.11.1991, as Executive Chairperson from 14.11.1995 and as Whole-time Director from 08.11.2013.

Considering the responsibilities shouldered by her and the valuable services rendered by her to the Company, the Board of Directors at their meeting held on 26th June, 2017, have re-appointed Smt. Shashi Bangur as Whole-time Director of the Company for a further period of 3 (three) years with effect from 14th November, 2017. The re-appointment and payment of remuneration to Smt. Shashi Bangur, Whole-time Director has been recommended by the Nomination & Remuneration Committee.

As per the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the re-appointment shall be subject to the approval of the shareholders of the Company in the General Meeting. Hence the necessary resolution is placed before the members for their approval.

The Board of Directors recommend the resolution in Item No. 4 of the Notice for the approval of the members.

Except Smt. Shashi Bangur, being an appointee and Shri. S.K. Bangur, Director as relative of the appointee director, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

NOTES:

- 1. A member entitled to attend and vote at the Annual General Meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself 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 proxy form for the Annual General Meeting is enclosed.

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. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members / Proxies should bring the attendance slips duly filled and signed for attending the meeting.
4. The register of members and share transfer books of the Company will remain closed from 22nd August, 2017 to 28th August, 2017 (both days inclusive).
5. Members holding shares in electronic form are hereby informed that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or the Registrars cannot act on any request received directly from the members holding shares in electronic form for any such change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members. Members holding shares in physical form and desirous of either registering bank particulars already registered against their respective folios for payment of dividend are requested to write to the Registrars and Share Transfer Agents of the Company.
6. Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof and Bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialised form, this information should be passed on directly to their respective Depository Participants and not to the Company / RTA without any delay.
7. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his / her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.

8. Pursuant to Section 124 of the Companies Act, 2013, the Dividend which remained un-encashed / unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend account is required to be transferred to the “Investor Education and Protection Fund” established by the Central Government. Any claim relating to the unclaimed dividend for the financial years from 2009-2010 should be made at the earliest to the Company. The shareholders, whose unclaimed or unpaid amount has been transferred to Investors Education and Protection Fund, may claim their refunds from the IEPF Authority. For claiming such amount, the claimant needs to file form IEPF-5 along with requisite documents.
9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
10. Members holding shares in Physical form are requested to convert their holdings to dematerialised form to eliminate all risks associated with Physical shares.
11. 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 or to M/s. S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641 006.
12. The members are requested to forward their share transfer deed(s) and other communications directly to the Registrar and share transfer agent of the Company M/s. S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641006.
13. Electronic copy of the Annual Report for 2016-2017, the Notice of the 98th Annual General Meeting of the Company and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-2017 is being sent in the permitted mode.
14. Details as required under Secretarial Standards issued by ICSI in respect of the Directors seeking re-appointment at the Annual General Meeting are furnished and forms part of the notice.
15. Members are requested to note that the venue of the 98th Annual General Meeting is the Registered Office of the Company situated at Thirumbadi Estate, Mokkalam Post – 673 602, Kozhikode District and the route map containing the complete particulars of the venue is printed to this Notice.
16. Members are advised to register their email ID with the Registrar and Share Transfer Agent in respect of shares held in physical form and in the concerned depository participant in respect of shares held in demat to enable the Company to serve documents in electronic form.
17. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members may file Nomination Forms in respect of their physical shareholdings. Any Member willing to avail this facility may submit to the Company’s Registrar & Share Transfer Agent in the prescribed Statutory Form. Should any assistance be desired, Members should get in touch with the Company’s Registrar & Share Transfer Agent.
19. Voting through electronic means:
 - I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 98th 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).
 - II. The Facility for voting, through polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting may exercise their vote through polling paper at the meeting.

III. The Members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for members for voting electronically are as under:-

- i) The voting period begins on Friday, the 25th August, 2017 at 9.00 A.M. and ends on Sunday, the 27th August, 2017 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of Monday, the 21st August, 2017 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.
- 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 letter of their name and the last 8 digits of the Demat account / folio number in the PAN field. • Incase the Folio 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. Eg. If your name is Rameshkumar with folio number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <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 (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 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 "Kilkotagiri and Thirumbadi Plantations Limited".

- 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 out 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 prompted by the system.
- xviii) **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.**
- xix) 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.
- xx) 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
- IV. 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 (record date) of 21st August, 2017.
- V. Shri. M.D. Selvaraj, FCS, MDS & Associates, Company Secretaries, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall immediately after the conclusion of the Annual General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VII. The Results shall be declared within 2 days of the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer’s Report shall be placed on the Company’s website www.thirumbadirubber.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company.

Statement of information relevant to Smt. Shashi Bangur (DIN 00053300) , Whole-time Director of the Company as per Schedule V of the Companies Act, 2013

I. GENERAL INFORMATION

1. Nature of Industry
Growing & Manufacturing Tea, Coffee & Natural Rubber
2. Date or expected date of commencement of commercial production
The company was incorporated on 23rd December, 1919 and commenced commercial production subsequently in the same year.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.
Not Applicable
4. Financial performance based on given indicators

(Rs. in lakhs)

Particulars	2016-2017	2015-2016
Sales & other income	3625.00	2934.40
Profit / (Loss) before tax	(138.76)	(399.64)
Profit / (Loss) after tax	(127.91)	(390.87)
Paid-up equity capital	41.85	41.85
Reserves and Surplus	2513.23	2406.84
Basic Earnings per share	(30.57)	(93.41)

5. Foreign Investments or collaborations, if any.
Nil

II. INFORMATION ABOUT THE APPOINTEE

1. Background details
Smt. Shashi Bangur has been associated with the Company since 1990. She has vast experience in plantation industry and also over 38 years of experience in Management, Finance, and Administration etc.
2. Past remuneration
During the year 2016-2017, Smt. Shashi Bangur has received the remuneration of Rs. 38,18,400 /-.
3. Recognition or awards
Nil
4. Job profile and her suitability
Smt. Shashi Bangur as Whole-time Director of the Company shall have all powers and duties as the Board may determine from time to time. She has been associated with the Company for the past 27 years.
5. Remuneration proposed
Details of proposed remuneration have been disclosed in Item No. 4.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin)

Taking into consideration the size of the Company, profile of Smt. Shashi Bangur, responsibility shouldered by her and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Besides the remuneration being received, the Whole-time Director does not have any pecuniary relationship with the company. She is related to Shri. S.K. Bangur, Director of the Company.

III. OTHER INFORMATION

1. Reasons for loss or inadequate profits

Due to erratic weather condition and un-remunerative prices, the Company has incurred losses.

2. Steps taken or proposed to be taken for improvement.

The Company has taken various effective cost control methods and marketing initiatives which would result in better profitability in the ensuing years.

3. Expected increase in productivity and profits in measurable terms.

Barring unforeseen circumstances, the Company's operation should give normal returns in the financial year 2017-2018.

IV. DISCLOSURES

- i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors for the year 2016-2017.

(Amount in Rs.)

Name of the Director	Remuneration	Sitting Fees	Total
Shri. S.K. Bangur	—	10,000	10,000
Smt. Shashi Bangur	38,18,400	—	38,18,400
Shri. H.K. Jhaver	—	5,000	5,000
Shri. S.K. Poddar	—	5,000	5,000
Shri. Krishna Kumar Lohia	—	5,000	5,000
Shri. M.K. Patwari	15,97,447	—	15,97,447
Total	54,15,847	25,000	54,40,847

- ii) Details of fixed component and performance linked incentives along with the performance criteria.

As disclosed in Point No.(i) above.

- iii) Service contracts, notice period, severance fees

Smt. Shashi Bangur has been re-appointed as Whole-time Director of the Company for a further period of 3 years with effect from 14th November, 2017.

- 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.

The Company has not issued any Stock option.

KILKOTAGIRI AND THIRUMBADI PLANTATIONS LIMITED

Details of Directors seeking re-appointment in pursuant of Secretarial Standards (SS-2)

Name	Shri. S.K. Bangur	Smt. Shashi Bangur
DIN	00053237	00053300
Date of Birth / Nationality	16.11.1949 / Indian	15.08.1955 / Indian
Date of appointment on the Board	08.11.2013	03.10.1990
Inter-se relationship with other directors	Shri. S.K. Bangur is relative of Smt. Shashi Bangur	Smt. Shashi Bangur is relative of Shri. S.K. Bangur
Qualification	B.Com	B.A
Expertise in area	Shri. S.K. Bangur has been associated with the Company since 2013 and has about 47 years of wide experience of various Industries like Paper, Newsprint, Cables, Chemicals, Plantations etc.	Smt. Shashi Bangur has been associated with the Company since 1990. She has a vast experience in plantation industry and also over 38 years of experience in Management, Finance, Administration etc.
No. of shares held	39,179 Equity Shares of Rs.10/- each	35,292 Equity Shares of Rs.10/- each
Board position held	Chairman	Whole-time Director
Terms and conditions of appointment / re-appointment	Liable to retire by rotation	Appointed as Whole-time Director for a period of 3 years with effect from 14 th November, 2017
Remuneration sought to be paid	Sitting fees of Rs. 2,500/- per meeting	As per Item No. 4 of this Notice
Remuneration last drawn	Sitting Fees of Rs. 10,000/-	Rs. 38,18,400/-
Number of Board meetings attended during the year	4 (Four)	4 (Four)
Directorships held in other Companies	<ul style="list-style-type: none"> i) Mothola Company Limited ii) West Coast Paper Mills Limited iii) Jayshree Chemicals Limited iv) The Marwar Textiles (Agency) Private Limited v) Fort Gloster Electric Limited vi) Union Company Limited vii) The Diamond Company Limited viii) Shree Satyanarayanan Properties Private Limited ix) Shree Satyanarayan Investments Company Limited x) Precious Tools Private Limited 	<ul style="list-style-type: none"> i) West Coast Paper Mills Limited ii) Orient Pratishtan Limited iii) West Coast Optilinks Limited iv) West Bengal Properties Limited v) The Diamond Company Limited vi) Saumya Trade & Fiscal Services Private Limited vii) LECBNS Investments and Trading Company Private Limited
Chairmanship / Membership in other Committees	Kilkotagiri and Thiurmbadi Plantations Limited - Chairman of the Stakeholders Relationship Committee	

For and on behalf of the Board

S.K. Bangur
Chairman

(DIN 00053237)

Kolkata
26th June, 2017

ROUTE MAP

Note :

The nearest town to the AGM venue i.e. Registered Office of the Company, is Mokka which is about 2 kms. Mokka town is about 30 Kms from Calicut City. A rough sketch showing direction from Mokka town to the A.G.M. venue is shown.

Not to Scale

