

**ARCUTTIPORE TEA COMPANY LIMITED**  
**CIN: L15491WB1900PLC000220**  
**Regd. Office: 4A, Council House Street**  
**1<sup>st</sup> Floor, MMS Chamber, Kolkata- 700001**  
**Website: www.arcuttiporetea.co.in**

***NOTICE***

**NOTICE** is hereby given that the 145<sup>th</sup> Annual General Meeting of the Members of **ARCUTTIPORE TEA COMPANY LIMITED** will be held on Monday, the 29<sup>th</sup> day of September, 2014 at 3.00 pm at MMS Chamber, 4A Council House Street, Kolkata – 700001, to transact the following businesses:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Chandi Prasad Poddar (DIN-00739513), who retires by rotation and being eligible offers himself for re- appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under (including any statutory modifications(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and Board of Directors, M/s GORA & COMPANY, Chartered Accountants (FRN No.327183E) be and are hereby reappointed as Auditors of the Company, to hold office for a period of 3 years from the conclusion of this Annual General meeting (AGM) till the conclusion of the 148<sup>th</sup> AGM in 2017 (subject to ratification of the appointment by the Members at every AGM held after this AGM) and that the Board of Directors be and are hereby authorized to fix remuneration on the basis of recommendation of the Audit Committee in consultation with the Auditors of the Company”

**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** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Naresh Shah (DIN 00893162), Director of the Company whose period of office was liable to determination by retirement of Directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a consecutive period of 5 years and to hold office upto March 31, 2019 not liable to retire by rotation.

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

**RESOLVED THAT** pursuant to Section 14 of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered in the following manner:

- a) In definition clause of Article 1, the following definition be inserted:  
**“Electronic mode”** means carrying out electronically-based transactions whether main server is installed in India or not, including, but not limited to:
- i) Business-to-business and business-to-consumer-transactions, data interchange and other digital supply transactions;
  - ii) Offering to accept deposits or inviting deposits or accepting deposits or subscriptions in securities, in India of from citizens of India;
  - iii) Financial settlements, web-based marketing, advisory and transactional services, database services and products, supply chain management;
  - iv) Online services such as telemarketing, telecommuting, telemedicine, education and information research; and all related data communication services
  - v) Facsimile telecommunication when directed to the facsimile number or electronic mail directed to electronic mail addresses, using any electronic communication mechanism that the message so sent, received or forwarded is storable and retrievable;
  - vi) Posting of an electronic message board or network that the Company or the officer has designated for such communications, and which transmission shall be validly delivered upon the posting; or
  - vii) Other means of electronic communication, in respect of which the Company or the officer has put in place reasonable systems to verify that the sender is the person purporting to send the transmission; and video conferencing, audio- visual mode, net conferencing and/or any other electronic communication facility.
- b) A new Clause 73(A) is being inserted under Article 73 which is as under:  
**“73 (A). Voting by members through electronic mode**  
A member may also exercise his vote at a General Meeting by electronic mode in accordance with Section 108 of the Companies Act 2013 and Rules made thereunder and shall be eligible to vote only once for a single resolution.”
- c) The existing Article 104 is being substituted by a new article which is as under:  
**“104. Participation in Meeting of the Board by Directors through electronic mode**  
Notwithstanding anything contained herein, the director(s) may participate in the meeting(s) of the Board or any Committee thereof through electronic mode by video conferencing or other audio visual modes as may be prescribed, and the Director(s) so participating shall be deemed to be present at the meeting for the purposes of quorum, voting, recording of minutes and all other relevant provisions in this regard by following procedure specified under applicable laws for the time being in force and rules, regulations, circulars, notifications, guidelines etc. issued / to be issued from time to time by competent/statutory authority(ies).”
- d) A new Article 141A is being inserted after Article 141 which is as under:  
**“141A. Maintenance of registers and records in electronic mode**  
Notwithstanding anything contained in these Articles, registers, index, agreement, memorandum, minutes, books of accounts or any other document required to be kept by the company under the Companies Act, 2013 may be kept in electronic form in such form and manner as may be prescribed under Section 120 of the Companies Act, 2013 and rules made thereunder.”
- e) A new Article 145A is being inserted after Article 145 which is as under:  
**“145A. Service of documents through electronic mode**  
Notwithstanding anything contained in these Articles and as per Section 20 & 134 of the Companies Act, 2013 read with Rules made thereunder, a Company may serve copies of the Balance Sheet, Statement of Profit and Loss, Auditors’ Report, Directors’ Report, Notice of the General Meeting along with explanatory statements etc. and any other documents to the members through electronic mode, by following conditions laid down under the relevant Rules.”
- f) A new Article 154 is being inserted after Article 153 which is as under:  
**154. “General Clause”**  
The intention of these Articles is to be in consonance with the contemporary Act, Rules and Regulations prevailing in India. If there is an amendment in any Act, Rules and

Regulations allowing what was not previously allowed under the statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles. In case of any of the provisions contained in these Articles is inconsistent or contrary to the provisions of the Companies Act 2013 and Rules made thereunder, the provisions of the Companies Act 2013 and rules made thereunder shall override the provisions of these Articles and these articles shall be deemed to have been amended to include such provisions of the Companies Act, 2013. All references to sections of Companies Act, 1956 shall be deemed to include the corresponding sections/provisions of the Companies Act, 2013, if any.”

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential and necessary steps and to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate in the best interest of the Company, to settle any question, query, doubt or difficulty that may arise in this regard, as may be necessary and required for giving effect to this resolution.”

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

**RESOLVED THAT** in supersession of the earlier resolution passed under section 293 (1) (d) of the Companies Act, 1956 and pursuant to section 180 (1) (c) and any other applicable provisions if any, of the Companies Act, 2013 as amended from time to time the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which include any Committee of the Board) to borrow any sum or sums of monies from time to time at their discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions, firms, bodies corporate and other persons, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 20 Crores (Rupees Twenty Crores) and that the Board be and is hereby authorized to arrange or fix the terms and conditions of all such borrowings to be made from time to time as to interest, repayment, security or otherwise as they may in their absolute discretion think fit;

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and / or its duly constituted Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents, deeds and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

- 7) **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 Section 186 of the Companies Act, 2013 and all other applicable provisions, if any, of the said Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in supersession of earlier resolution passed under section 372A of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof/ or any director duly authorized in this respect by the Board), to acquire, by way of subscription, purchase, conversion or otherwise, the Equity Shares,

Preference Shares, Bonds & Debentures (whether redeemable, convertible or non-convertible) or any other securities of anybody corporate or company or any other entity or by contribution to the capital of LLPs in one or more tranches, in excess of the 60% of the aggregate of the paid-up share capital and free reserves or 100% of the free reserves of the Company on such terms and conditions as the “Board” may in its absolute discretion deem beneficial and in the interest of the Company provided that the maximum aggregate amount together with the existing investment, shall not exceed Rs. 5 Crore at any time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the “Board” be and is hereby authorised to negotiate the terms and conditions and all other related matters in connection with above and to finalize, settle and execute such documents/ deeds/ papers as may be required and to do all acts, deeds, matters and things as it may in its absolute discretion deemed necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to the Director(s) of the Company or any person nominated by Directors and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental in this respect.”

By Order of the Board  
For ARCUTTIPORE TEA COMPANY LIMITED

Kolkata

HARSH KUMAR BAJORIA

(DIN: 00893180)

Dated 3<sup>rd</sup> September, 2014

(Managing Director)

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NOTES:

1. A member entitled to attend and vote at the Annual General 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, in order to be effective must be received at the Registered Office of the Company, not less than forty – eight hours before the commencement of the Annual General Meeting.
2. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Businesses is annexed hereto and forms part of this notice.
4. Pursuant to the Section 91 of the Companies Act, 2013, The Register of Members and Share Transfer Book of the Company shall remain closed from Tuesday, 23<sup>rd</sup> September, 2014 to Monday, 29<sup>th</sup> September, 2014 (both days inclusive).
5. Members desiring any information as regards the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
6. As per Securities and Exchange Board of India (SEBI) circular no MRD/ Dop/ Cir-05/2009 dated May 20, 2009, it has become mandatory to furnish a copy of PAN card for registration of transfer of shares in physical form.
7. Members holding shares in single name and physical form are advised to make Nomination in respect of their shareholdings in the Company, as permitted under Section 109 A of the Companies Act, 1956. Therefore, they are requested to submit the prescribed Form 2B for this purpose to the Company.

8. Brief resume of all the Directors retiring by rotation and eligible for appointment/re-appointment pursuant to Clause 49 of the Listing Agreement are provided in the enclosed Annexure –A .
9. Electronic copy of the Annual Report for 2013-14 and Notice of the 145<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all such 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 and Notice of the 145<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of 145<sup>th</sup> Annual General Meeting and Annual Report for 2013-14 will also be available on Company's website at **[www.arcuttiporetea.co.in](http://www.arcuttiporetea.co.in)** for their download.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. Voting through electronic means  
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Clause 35B of the Listing Agreement, the Company is pleased to provide members, the facility to exercise their right to vote by electronic means at the 145<sup>th</sup> Annual General Meeting (AGM) and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL)  
**The instructions for members for voting electronically are as under:**
  - (i) The voting period begins on Tuesday, 23rd September, 2014 from 10:00 a.m. (IST) and ends on Thursday, 25th September, 2014 5:00 p.m.(IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29th August 2014, 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](http://www.evotingindia.com)
  - (iii) Click on "Shareholders" tab.
  - (iv) Now, select "ARCUTTIPORE TEA CO. LTD." from the drop down menu and click on "SUBMIT"
  - (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 give below.

For Members holding shares in Demat Form and in 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) * 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field-Sequence number is communicated in the Covering Letter.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- (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 "ARCUTTIPORE TEA COMPANY 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 voting done by you by clicking on "CLICK HERE TO PRINT" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed 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) Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <http://www.evotingindia.co.in> 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 they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts 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.
- (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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xx) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company
- (xxi) The Board of Directors of the Company at their meeting held on 03th September, 2014 has appointed Mr. Atish Kumar Shaw, Practicing Chartered Accountant (Membership No. 306098) of A. K. Shaw (Proprietor) as the Scrutinizer to scrutinize the e-voting process in fair and transparent manner, whose e-mail address is: [atish.shaw@gmail.com](mailto:atish.shaw@gmail.com).
- (xxii) The results of voting will be announced at the Annual General Meeting of the company to be held at 4A, Council House Street, 1st Floor, Kolkata - 700001 on 29th

- September 2014 at 3 pm. The results of the voting will be communicated to the BSE and also be hosted on the website of the company [www.arcuttiporetea.co.in](http://www.arcuttiporetea.co.in)
- (xxiii) In case of members receiving the physical copy, they are advised to follow all steps from serial no. (i) to (xvi) above.

By Order of the Board  
For ARCUTTIPORE TEA COMPANY LIMITED

Kolkata

Dated 3<sup>rd</sup> September, 2014

HARSH KUMAR BAJORIA  
(DIN: 00893180)  
(Managing Director)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF RESOLUTIONS AT ITEMS FROM 4 TO 7 (BOTH INCLUSIVE)

**Item No. 4**

In accordance with the relevant provisions of the Articles of Association of the Company and the erstwhile provisions of the Companies Act, 1956, Mr. Naresh Shah, Independent Directors was appointed by the Members of the Company. The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Director have come into effect. As per the said provisions, the Independent Director shall be appointed for not more than two terms of five years and shall not be liable to retire by rotation at every AGM.

Accordingly, in compliance of Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, Mr. Naresh Shah, being eligible and offering himself for appointment, is proposed to be appointed as Independent Director of the Company who shall hold office from the date of this Annual General Meeting for a term upto 31st March 2019. A Notice pursuant to Section 160 of the Companies Act, 2013, with the required deposit has been received from the shareholders signifying their intention to propose the appointment of above person as Director of the Company.

In the opinion of the Board, Mr. Naresh Shah, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as Independent Director of the Company and he is independent of the management. A copy of the draft Letter of Appointment for Independent Director, setting out terms and conditions of his appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.arcuttiporetea.co.in](http://www.arcuttiporetea.co.in).

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, the board recommends the resolution in relation to appointment of Mr. Naresh Shah, as Independent Director, for the approval by the shareholders of the Company. A brief profile of proposed Independent Director, including nature of his expertise, is provided as Annexure to the Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Director for his respective appointment, are concerned or interested, financially or otherwise, in these Resolutions.

**Item No. 5**

The shareholders of the Company had by an ordinary resolution passed in an earlier Extra-Ordinary General Meeting authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs. 10 Crores over and above the paid up capital of the Company and its free reserves, for the business of the Company. However, Section 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the said power only with the consent of the Company by a special resolution.

The Ministry of Corporate affairs has vide its Circular No. 4/2014 dated 25<sup>th</sup> March, 2014 clarified that the Resolution passed under Section 293 of the Companies Act, 1956 prior to 12<sup>th</sup> September, 2013 with reference to borrowings will be valid for a period of one year from the date of notification of Section 180 of the Act. The said period expires on 11<sup>th</sup> September, 2014. Pursuant to the above clarification, it is proposed to seek approval of the Members under Section 180(1)(c) of the Companies Act, 2013.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.



**Item No. 6**

Due to the enactment of majority provisions of the Companies Act 2013, certain changes are required to be made in the Articles of Association of the Company, Some new articles/clauses are proposed to be inserted in relation to use of electronic mode for voting by members, participation in meeting of the Board by Directors, service of documents and maintenance of registers and records.

A general clause is also proposed to be inserted to the effect that if any provision as mentioned in the articles is inconsistent with the provisions of the Companies Act, 2013 and Rules made thereunder, then the provisions of the Companies Act 2013 and Rules made thereunder shall override the provisions of these Articles.

The Board therefore recommends the resolution under Section 14 of the Companies Act 2013 a special resolution for your approval.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

A copy of the Articles of Association of the Company together with the proposed alterations is available for inspection by the members of the Company at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays.

**Item No. 7**

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company cannot make any loan, investment or give guarantee or provide any security to anybody corporate or person beyond the prescribed ceiling of 60% of the aggregate of the paid up capital and free reserves or 100% of its free reserves, whichever is more, unless a Special Resolution is passed by the shareholders of the lending/investing Company.

Your Company is engaged in the business of manufacturing facilities as defined in Schedule VI to the Companies Act, 2013 (effective from April 1, 2014). Clause (a) of Sub-section (11) of Section 186 of the Act provides exemption to such companies from complying with the requirements of Section 186 [except sub-section (1) of Section 186] in relation to making loan/providing guarantee or security in connection with loan.

Having regard to the current level of operations of the Company, the Board of Directors of your Company proposes to seek approval of the Members for acquiring, by way of subscription, purchase, conversion or otherwise, the Equity Shares, Preference Shares, Bonds & Debentures or any other securities of anybody corporate or company or any other entity or by contribution to the capital of LLPs upto an aggregate amount not exceeding Rs.20 Crores as specified in the above resolution. The resolution proposed is in supersession of the resolution passed by the members in the earlier shareholders meeting.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

Except Directors or KMP of the Company who are / may be Directors / shareholders in the bodies corporate in which investments may be made by Company, none of the Directors, KMP or their relatives is concerned or interested in the said resolution.

**Place: Kolkata**  
**Date: September 3, 2014**

**By Order of the Board**  
**Harsh Kumar Bajoria (DIN:00893180)**  
**Managing Director**

Annexure “A”

**Pursuant to Clause 49 of the listing agreements with the stock exchanges, following information is furnished about the Directors proposed to be appointed/re-appointed.**

**1) Mr. Naresh Shah** is a Non-Executive Independent Director on the Board of the Company since October 7, 2010 He was born on November 11, 1957. He is a B.com Graduate and has around 30 years experience in Tea Industry as well as in Administration work. He does not hold any shares in the Company. He is not related to any other Director of the Company.

<b>Other Directorships</b>	<b>Other Committee Memberships</b>
<b>Name of Company</b>	<b>Name of Committee</b>
Almet Pharmaceuticals Ltd Rajhans Vincom Pvt Ltd Durgesh Trade Credits Pvt Ltd Pusha Steels Ltd Indian Asphalts Private Limited Fastrack Realestate Consultants Private Ltd. Sureka Commodities & Securities Private Ltd. Devesh Trade Credit Private Limited Arcuttipore Tea Co Ltd Star Textiles & Industries Ltd Shakalya Trading & Investment Pvt Ltd Anadi Trading & Investment Pvt Ltd	

**2. Mr. C. P. Poddar** is a Non-Executive Non Independent Director on the Board of the Company since July 9, 2001. He was born on October 11, 1953. He is a Commerce Graduate and has experience in diversified businesses, accounting and corporate planning. He does not hold any shares in the Company. He is not related to any other Director of the Company.

<b>Other Directorships</b>	<b>Other Committee Memberships</b>
<b>Name of Company</b>	<b>Name of Committee</b>
Miligan Investment And Trading Co Pvt Ltd S U Finance Ltd Super Towers Private Limited Pusha Steels Ltd. Arcuttipore Tea Co Ltd Mahadev Fiscal Services Pvt Ltd Crescent Tower Private Limited Smooth Commodeal Private Limited Image Retails Private Limited Fastrack Realestate Consultants Private Ltd. Shakalya Trading & Investment Pvt Ltd Sukriti Nirman Private Limited	

The disclosures as required under section II, part II of the Companies Act, 2013 are not applicable.