



# JAY SHREE TEA & INDUSTRIES LIMITED

71<sup>ST</sup> ANNUAL REPORT 2016-17

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tea





**The Group Logo**

*As represented by the 21st Century Atlas*



**Our Chairman Syt. B. K. Birla**

### **Atlas, the Titan - Collective Strength**

Atlas, bearer of the heavens is synonymous with vast, all - encompassing strength and is used to symbolise the Group's own collective strength. It reflects the combined qualities of astute and dynamic management while emphasising the Group's tenacity, consistency, reliability and overall leadership.

### **The Sun - Enlightenment and Growth**

The Sun, as a source of infinite energy and inspiration, is used here in conjunction with the Atlas head to represent the vitality and powerful presence of the Group - both in its industrial prowess and its financial, technological and intellectual skills.

### **The Earth Segments - Diversified Activities**

Each of the latitudes around the Titan represent various sections - industrial, agricultural, financial and other activities of the Group. As with the infinite variety of the world, so is the strength of the Group, made up of its diverse activities.

### **The Globe - Global Vision**

The Group's global presence and vision is reflected in the entirety of the Earth's sphere.

### **The Base - Solid Foundations**

The strength of the entire edifice depends upon the strength of the foundation embedded in the bedrock, represented here by the group name.

### **The Symmetry - The Resilience, Versatility and Stability**

Seen in its entirety, each of the elements - the Atlas, the Sun, the Earth divisions, the Globe and the Base, together sum up a well conceptualised and balanced conglomerate.

**Strong Foundation**

**Sustained Growth**

**Proven Leadership**



# JAY SHREE TEA & INDUSTRIES LIMITED

## 71ST ANNUAL REPORT FOR THE YEAR ENDED 31ST MARCH 2017

### Corporate Information

#### BOARD OF DIRECTORS

Mr.B.K. Birla (Chairman)  
Mrs.Jayashree Mohta  
(Vice-Chairperson)  
Mr. B. M. Khaitan  
Mr. G.P.Goenka  
Mr.Prashant Jhawar  
Mr. S.K.Tapuriah  
Mr. Subodh Kumar Agrawal  
Mr. Vikash Kandoi  
(Executive Director)  
Mr. D.P.Maheshwari  
(Managing Director)

#### EXECUTIVES

Mr. R. K. Ganeriwala  
(President, CFO & Secretary)  
Mr.S.Basu  
President (Tea Marketing & Exports)  
Mr. P.K. Agrawal  
President (Darjeeling & Dooars Tea Estates)  
Mr. H. G. Singh  
Vice President (Upper Assam Gardens)  
Mr. B.K.Chaturvedi  
Vice President (Taxation)  
Mr. Rajan Goyal  
Vice President (Tea Exports)

#### SOLICITORS

Messrs Khaitan & Co.LLP,  
1-B, Old Post Office Street,  
Kolkata 700 001

#### JOINT AUDITORS

Messrs Singhi & Co.,  
161, Sarat Bose Road  
Kolkata 700 026

Messrs Jitendra K Agarwal & Associates  
110/F Netaji Subhash Chandra Bose Road  
Kolkata 700 040

#### REGISTRARS

Maheshwari Datamatics Pvt. Ltd.  
23, R.N.Mukherjee Road  
5th Floor, Kolkata 700 001  
Ph : (033) 22435029/22482248  
Fax : (033) 22484787  
E-mail : mdpldc@yahoo.com

#### BANKERS

Axis Bank Ltd.  
DBS Bank Ltd.  
DCB Bank Ltd.  
HDFC Bank Ltd.  
ICICI Bank Ltd.  
IndusInd Bank Ltd.  
Kotak Mahindra Bank Ltd.  
Rabobank International  
RBL Bank Ltd.  
State Bank of India  
UCO Bank  
Yes Bank Ltd.

#### SHARE DEPTT.

Industry House  
10, Camac Street,  
Kolkata 700 017  
Ph : (033) 22827531/4  
Fax : (033) 22827535  
E-mail : shares @jayshreetea.com

#### STOCK EXCHANGES WHERE

**SHARES ARE LISTED**  
National Stock Exchange of India Ltd.  
Bombay Stock Exchange Ltd.,  
The Calcutta Stock Exchange Ltd.

#### AUDIT COMMITTEE

Mr. S. K.Tapuriah, (Chairman)  
Mr. Subodh Kr. Agrawal  
Mr. D. P. Maheshwari

#### STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. S. K. Tapuriah (Chairman)  
Mr. Prashant Jhawar  
Mr. Subodh Kr. Agrawal  
Mr. D. P. Maheshwari

#### NOMINATION AND REMUNERATION COMMITTEE

Mr.B.M.Khaitan (Chairman)  
Mr. Prashant Jhawar  
Mr. S.K.Tapuriah

#### CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mrs.Jayashree Mohta (Chairperson)  
Mr.S.K.Tapuriah  
Mr.Vikash Kandoi  
Mr.D.P.Maheshwari

#### REGISTERED & HEAD OFFICE

"Industry House"  
10, Camac Street,  
Kolkata 700017  
Ph : (033) 22827531-34  
Fax : (033) 22827535  
E-mail : webmaster@jayshreetea.com  
website : www.jayshreetea.com  
CIN : L15491WB1945PLC012771

#### MUMBAI OFFICE

708, Embassy Centre, Nariman Point,  
Mumbai 400 021  
Ph : (022)22830915/22823474  
Fax : (022) 2287 3045

#### AHMEDABAD OFFICE

101, Sheel Building, 4 Mayur Colony  
Navrangpura, Ahmedabad-380 009  
Ph : (079) 26565371/26430511

#### NEW DELHI OFFICE

620-A, Faiz Road,  
2nd Floor, Karol Bagh,  
New Delhi - 1100 055  
Phone : (011) 23633717/23522149  
(011) 23633747

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## Notice

### To the Shareholders

Notice is hereby given that the Seventy First Annual General Meeting of the Company will be held on Monday, the 31st July, 2017 at 10:30 A.M. at "Kala Kunj" 48, Shakespeare Sarani, Kolkata 700 017 to transact the following businesses:

#### ORDINARY BUSINESS :

1. To consider and adopt the Audited Financial Statement For the Financial Year ended 31.03.2017 and the Reports of the Board of Directors and Auditors thereon.
2. To consider declaration of dividend by the Company, as recommended by the Board of Directors for the Financial Year ended March 31, 2017.
3. To appoint a Director in place of Mrs. Jayashree Mohta (holding DIN-01034912), who retires by rotation and is eligible for re-appointment.
4. To appoint M/s S.R Batliboi & Co. LLP, Chartered Accountants (Firm Registration No.- 301003E/E300005) as Statutory Auditors of the Company for the year 2017-18 and to hold office from the conclusion of this Annual General Meeting until the conclusion of the 76th Annual General Meeting of the Company and to fix their remuneration.

#### SPECIAL BUSINESS :

5. **Re-appointment of Mr. Vikash Kandoi, Whole-time Director under the designation "Executive Director" for a term of three years w.e.f. 01.04.2018**

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 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded for the re-appointment of Mr. Vikash Kandoi (DIN:00589438), as a Whole-time Director under the designation "Executive Director" of the Company for a period of three years w.e.f 01.04.2018, liable to retire by rotation, on the remuneration and terms and conditions, enumerated in the Statement attached hereto as recommended by the Nomination

and Remuneration Committee and/or approved by Board from time to time and as may be acceptable to Mr. Vikash Kandoi."

**"RESOLVED FURTHER THAT** notwithstanding anything herein above stated where in any financial Year closing on or after March 31, 2017 during the tenure of Mr. Vikash Kandoi as Whole-time director of the Company, the Company incurs loss or its profits are inadequate, the company shall pay Mr. Vikash Kandoi the remuneration by way of salary, perquisites and allowances as a minimum remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

**"RESOLVED FURTHER THAT** the Board and/or its committee be and is hereby authorized in its absolute discretion to decide/determine, fix and/or vary/alter/modify within the limit stated above, the components of Remuneration (including Minimum Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Mr. Vikash Kandoi from time to time and to comply with legal provisions and to do all such acts, deeds, things and matters and ancillary and consequential things as may be considered necessary and to settle all questions or difficulties whatsoever that may arise to give effect to the above resolution."

6. **To approve continuation of employment of Mr. D. P. Maheshwari, Managing Director**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Company be and is hereby accorded for the continuation of employment of Mr. D. P. Maheshwari (DIN:02203749), Who will attain the age of seventy years on November 5, 2017, as a Managing Director of the Company upto 27.06.2019, i.e. up to expiry of his present term of office as approved by the members at the sixty ninth Annual General Meeting of the

## Notice (Contd.)

Company held on August 4, 2015."

**"RESOLVED FURTHER THAT** notwithstanding anything herein above stated where in any financial Year closing on or after March 31, 2017 during the tenure of Mr. D.P.Maheshwari as Managing Director of the Company, the Company incurs loss or its profits are inadequate, the company shall pay Mr. D.P.Maheshwari the remuneration by way of salary, perquisites and allowances as a minimum remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration."

**"RESOLVED FURTHER THAT** the Board and/or its committee be and is hereby authorized in its absolute discretion to decide/determine, fix and/or vary/alter/modify within the limit stated above, the components of Remuneration (including Minimum Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Mr. D.P.Maheshwari from time to time and to comply with legal provisions

and to do all such acts, deeds, things and matters and ancillary and consequential things as may be considered necessary and to settle all questions or difficulties whatsoever that may arise to give effect to the above resolution."

### 7. Approval of the remuneration of the Cost Auditor of the Company for the year 2017-18

To consider and if thought fit, to pass with or without modifications, the following Resolution as an ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, the Cost Auditor appointed by the Board of Directors of the company to conduct the audit of cost records for the year 2017-18 be paid the remuneration as set out in the statement annexed hereto."

**"RESOLVED FURTHER THAT** the Board is hereby authorized to do all acts and take all steps to give effect to the above resolution."

#### Registered & Head Office :

"Industry House"

10, Camac Street, Kolkata 700 017

Dated, the 8th May, 2017

By Order of the Board  
For **JAY SHREE TEA & INDUSTRIES LIMITED**  
**R. K. Ganeriwala**  
(President, CFO & Secretary)

#### NOTES :

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORMS SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY(50) AND HOLDING AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT (10%) 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.

- b) In terms of the provisions of the provisions of Section 139(2) of the Companies Act, 2013, Messrs Singhi & Co. Statutory Auditors of the Company shall retire from the ensuing Annual General Meeting and are not eligible for re-appointment. Messrs Jitendra K Agarwal & Associates submitted their resignation as Joint Auditors of the Company from the ensuing Annual General Meeting. M/s S. R. Batliboi & Co. LLP, Chartered Accountants are eligible to be appointed as Statutory Auditors of the Company. Hence the Board recommended their appointment as Statutory Auditors for a period of 5 years commencing from the year 2017-18.
- c) The Equity Share Transfer Registers will remain closed from 24.07.2017 to 31.07.2017 (both days inclusive)



## Notice (Contd.)

for the purpose of Annual General Meeting and payment of dividend.

- d) The dividend on Equity Shares as recommended by the Board, if declared, will be payable on or after 31st July, 2017 to those members whose names appear on the Register of Members of the Company as on 31st July, 2017 or to their mandates. In respect of dematerialized shares, the dividend will be payable on the basis of beneficial ownership details to be furnished by NSDL and CDSL for the purpose.
- e) Members are requested to intimate before hand to the Company query/ies, if any, regarding these accounts/ notice at least ten days before the meeting to enable the management to keep the required information readily available at the meeting.
- f) Pursuant to the provisions of section 124 and 125 of the Companies Act, 2013 dividends for the Financial Year ended 31st March, 2010 and thereafter, which remain unpaid or unclaimed for a period of 7 years will be transferred to the 'Investor Education and Protection Fund' ("IEPF") constituted by the Central Government. Members who have not encashed their dividend warrant(s) for the Financial Year ended 31st March, 2010 or any subsequent financial year(s) are urged to claim such amount from the Company.

The last dates of claim for the following dividends are as follows:

Dividends for the year	Date of declaration of dividend	Last date for claiming Unpaid Dividend
2009-2010	25.06.2010	30th July, 2017
2010-2011	22.09.2011	26th October, 2018
2011-2012	25.07.2012	29th August, 2019
2012-2013	29.07.2013	3rd September, 2020
2013-2014	01.08.2014	4th September, 2021
2014-2015	04.08.2015	9th September, 2022
2015-2016	05.08.2016	9th September, 2023

- g) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2008-09, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and 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 dividends lying with the Company as on August 5, 2016 (date of last Annual General Meeting) on the website of the Company([www.jayshreetea.com](http://www.jayshreetea.com)), as also on the website of the Ministry of Corporate Affairs.

- h) The Company's shares are enlisted with NSDL and CDSL for participation into Electronic Depository System operated by them. Its shares are compulsorily to be traded in Electronic Form and the security bears Code No.INE 364A01020.
- i) Members are requested to notify immediately change of address, if any, to the Company in case shares are held in physical form or to the DPs, where the account is maintained, if held in demat form
- j) The members who have not yet registered their e-mail address are requested to do so to support the green initiative in the Corporate Governance
- k) Information about the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI(Listing Obligation and Disclosure Requirement) Regulations, 2015:

### Mrs. Jayashree Mohta

Mrs. Jayashree Mohta, aged about 66 years, holding 985770 shares is the Whole time Director designated as "Vice Chairperson" of the Company since 1st April, 2011. Mrs. Mohta holds a Bachelors degree in Arts. She has more than 25 years of experience in the business Management, tea, sugar, chemicals and fertilizers industries and in particular, having perfect palate for tea tasting which guides in proper valuation of high value teas. She is actively involved in various educational institutions and development of art and culture across the country.

Directorships held in other companies :

North Tukvar Tea Co.Ltd., B.K.Birla Foundation, Avadh Mercantile Co.Ltd., Gagan Services Pvt.Ltd., Sanjay Estates Pvt.Ltd., Universal Plastocrafts Pvt.Ltd. and Jayashree Finvest Pvt. Ltd.

- l) In compliance of provisions of Section 108 and Rule 20 of the Companies (Management and Administration) Rules, 2015, the company is pleased to provide members facility to exercise their right to vote at

## Notice (Contd.)

the 71st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by CDSL.

The Company has signed an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their vote electronically.

### e-Voting Procedure

**The instructions for shareholders voting electronically are as under :**

- (i) The voting period begins on 28th July, 2017 at 9:00 A.M. (IST) and ends on 30th July, 2017 at 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 24th July, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members as on the "cut-off date", i.e. 24th July, 2017 attending the meeting who have not cast their vote by

remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (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](http://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"> <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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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"> <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 (iv).</li> </ul>

- (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 the relevant JAY SHREE TEA & INDUSTRIES LTD. on which you choose to vote.
- (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.

## Notice (Contd.)

- (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 same 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 Institutional Shareholders
    - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 they have to create 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 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.
- 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)
- (m) The voting rights of shareholders shall be in proportion to their share of the paid up equity share of capital the Company.
  - (n) The Board of Directors of the Company at their meeting held on 8th May, 2017 has appointed Mr. A. K. Labh, Practicing Company Secretary (FCS-4848/CP-3238 of M/s A.K.Labh & Co., Company Secretaries, Kolkata) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is: [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com).
  - (o) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared will be communicated to the stock exchanges and will also be hosted on the website of the company [www.jayshreetea.com](http://www.jayshreetea.com).
  - (p) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e 31st July, 2017.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

### ITEM NO. 5

Mr.Vikash Kandoi , is one of the Directors of the Company since 29th July, 2008. He has been looking after day to day affairs of the Company and is helping in various ways to improve its performance. Mr.Vikash Kandoi, aged about 40 years, holding 1126 shares, is a Chartered Accountant. He has experience in the overall business management and contributes effectively in guiding the Company towards the path of success.

He holds directorship in Amstron Packaging Pvt. Ltd.

Mr.Vikash Kandoi, Whole-time Director designated as Executive Director was appointed in Board Meeting held on 26th May, 2014, as recommended by Nomination and Remuneration Committee, and approved by the shareholders in the Annual General Meeting held on 1st August, 2014 for three years w.e.f. April 1, 2015. So, the tenure of Mr.Vikash Kandoi is due to expire on 31.03.2018. In view of the valuable contribution made by Mr.Vikash Kandoi towards the growth of the Company, the Board in its meeting held on 8th May, 2017, as recommended by Nomination and Remuneration Committee, subject to the approval of the members of the Company in the Annual General Meeting, has decided to re-appoint him as the Whole-time Director

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual



## Notice (Contd.)

designated as Executive Director of the Company for further period of three years w.e.f April 01, 2018 on the remuneration and terms and conditions set out herein. Accordingly, this resolution is being proposed for the approval of the members.

- (A) Remuneration** : Not exceeding ₹ 60 Lakh (Rupees (Salary, Perquisites & Allowance) Sixty Lakh only) per annum. Perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable and at actual cost to the company in other cases
- (B) Termination** : The appointment, notwithstanding the three years tenure fixed w.e.f April 1, 2018 may be terminated by either party by giving three months notice in writing
- (C) Sitting Fee** : No sitting fees shall be payable for attending the meetings of the Board of directors or any Committee thereof
- (D) Others** : As per company rules

Notwithstanding anything herein above stated where in any financial year during the tenure of Mr. Vikash Kandoi the Company has no profits or its profits are inadequate, the Company will pay the aforesaid remuneration by way of salary and perquisites as minimum remuneration but not exceeding the limits specified under Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

The overall remuneration of the Director including perquisites are well within the overall limits specified under Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013.

None of the Directors, except Mr. Vikash Kandoi himself and Mrs. Jayashree Mohta, being the relative of Mr. Vikash Kandoi are concerned or interested in the said resolution.

### ITEM NO. 6

Section 196(3) of the Act, inter alia, provides that no company shall continue the employment of a person who

has attained the age of seventy years, as Managing Director, Whole Time Director or manager unless it is approved by the members by passing a special resolution.

Mr. D. P. Maheshwari who was appointed as Managing Director by the members to hold office up to June 26, 2019 will attain the age of seventy years on November 5, 2017 and hence continuation of his employment as Managing Director requires the approval of members by a special resolution.

Keeping in view that Mr. D. P. Maheshwari has rich and varied experience in the tea industry for last 50 years and has been involved in all round operations of the Company, it would be in the interest of the Company to continue the employment of Mr. D. P. Maheshwari as Managing Director. Mr.D.P.Maheshwari, is Managing Director of the Company since 27th June, 2008. Mr.D.P.Maheshwari has held various positions in the industry organizations starting from District Planters Association as Chairman of Annamalai Planters Association, State Planters Association as Chairman of Planters Association of Tamil Nadu and has held the post of President of United Planters' Association of Southern India (UPASI) & member of the Tea Committee for five years. He has been member of Tea Board for five years and also had been the Vice-Chairman of Tea Board for the year 2008-09. Mr.Maheshwari was the President of Tea Association of India. He was also the Chairman of Tea Research Association for 4 years. Keeping in view the qualification and vast experience of Mr. Maheshwari, the Board in its meeting held on 18th May, 2015, as recommended by the Nomination and Remuneration Committee and after the approval of members in the Annual General Meeting held on 4th August, 2015, had decided to re-appoint him as Managing Director of the Company for the further period of 3 years on the remuneration and terms and condition set out therein. Approval of members is sought for passing the Special Resolution as set out in item no. 6 of the Notice (None of the Directors, except Mr. D. P. Maheshwari is concerned or interested in the said resolution).

## Notice (Contd.)

Information in terms of Schedule V to the Companies Act, 2013 for seeking approval of the shareholders are given here below:

### I GENERAL INFORMATION

1. Nature of Industry :	Cultivation of tea and manufacturing of tea, chemicals & fertilizers, and warehousing activities.		
2. Date of commencement of commercial production :	The Company is in manufacturing operation since 1945.		
3. In case of new companies expected date of commencement of activities as per project approved by financial Institution appearing in the prospectus :	Not applicable		
4. Financial performance based on given Indicator :	As per Audited Financial Results for the year ended:		
(₹ In lakh)			
	31.03.2017	31.03.2016	31.03.2015
Revenue from operations (Net)	54074	69601	68471
Profit before interest, depreciation & tax (PBITDA)	3136	4086	3173
Interest (Net)	2850	4075	3929
Profit/(Loss) before Depreciation & tax (PBDT)	286	11	(756)
Depreciation/Amortization	1433	1638	1359
Profit/(Loss) before Tax (PBT)	(1147)	(1627)	(2115)
Provision for Tax	(398)	(289)	(213)
Profit/(Loss) after Tax (PAT)	(1545)	(1916)	(1902)
5 Foreign Investment or collaborators, If any:	The Company has joint venture operation for two tea estates at Rwanda and has acquired 100% stake in tea companies owning two estates in Uganda.		

### II INFORMATION ABOUT THE APPOINTEES:

#### a) Mr. Vikash Kandoi

##### 1. Background details

Mr. Vikash Kandoi is a Commerce Graduate and Chartered Accountant with Post Graduate Programme in Management from ISB, Hyderabad. He is on Board of the company since 29th July 2008. The Board in its meeting held on 26.05.2014 appointed Mr. Vikash Kandoi as Whole-time Director designated as Executive Director of the company for a period of 3 years effective 1st April 2015. In view of his valuable contribution towards the growth of the Company the Board in its meeting held on 08.05.2017 re-appointed Mr. Vikash Kandoi as Whole-time Director designated as Executive Director of the Company for a further period of three years effective from 1st April, 2018.

##### 2. Past remuneration

2014-15	₹	36 Lakh
2015-16	₹	36 Lakh
2016-17	₹	36 Lakh

##### 3. Recognition or Awards

A closely held company in India under his stewardship, developed international market for its packaging products and got awards for excellence in exports. He is member, Board of Governors of the Birla Institute of Management and Technology, Noida, a premier Management Institute in the country.

##### 4. Job profile and suitability:

Mr. Vikash Kandoi has been entrusted with the responsibilities to manage the affairs of the company on a day to day basis subject to the superintendence, direction and control of the Board of Directors. With his experience in diverse field, he has gained considerable expertise in corporate management.

##### 5. Remuneration Proposed:

The proposed remuneration is within the limit set out under Section 196, 197, 203 read with Schedule V of the Companies Act, 2013.