

# Dhelakhat Tea Company Limited

CIN : L15492WB1917PLC002894

Registered Office : 4, Dr. Rajendra Prasad Sarani, Kolkata - 700001

Phone : (033) 2230-4351 (5 Lines), Fax : (033) 2230 7555

Email : sweta.dhelakhat@gmail.com, Website : www.dhelakhat.com

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## Notice

NOTICE is hereby given that the 97th Annual General Meeting (AGM) of the members of Dhelakhat Tea Company Limited will be held on **Thursday, 28th July, 2016 at 1.00 P.M. at Sitaram Saksaria Auditorium, Bhartiya Bhasa Parishad, 36A, Shakespeare Sarani, Kolkata-700 017** to transact the following business:

### ORDINARY BUSINESS :

#### 1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 including the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss for the year ended on that date and the Reports of the Board of Directors and the Auditor's report thereon.

#### 2. Declaration of Dividend

To declare dividend on the Equity Shares of the Company.

#### 3. Appointment of Director

To appoint a Director in place of Mr. Raghav Lall (DIN: 05121368), who retires by rotation and being eligible, offers himself for re-appointment.

#### 4. Ratification of Appointment of Auditor

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141 and 142 and other applicable provisions of the Companies Act, 2013 if any and the Rules made there under, the appointment of M/s. M. C. Das & Co., Chartered Accountants (Registration No 301110E), as the Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting and that the Board of Directors be and is hereby authorized to fix their remuneration as recommended by the Audit Committee."

### SPECIAL BUSINESS :

#### 5. To consider and if thought fit, to pass with or without modification the following resolution as a **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196 and 203 read with Sections 178(3), 197 and 198 of the Companies Act, 2013 (Act) and Schedule V thereto and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of the Members be and is hereby accorded to the appointment of Mr. Saradindu Bhattacharya as the Manager of the Company for a term of one year with effect from 1st August, 2015 upon the terms and conditions as set out in the Company's appointment letter dated 1st August, 2015 addressed to Mr. Saradindu Bhattacharya, with authority to the Nomination and Remuneration Committee of the Board to alter and vary the remuneration as it may deem fit and to fix the quantum, composition and periodicity of the remuneration payable to the Manager subject however that the annual remuneration does not exceeds the limits specified under Schedule V of the Act."

**"RESOLVED FURTHER THAT,** the remuneration payable to Mr. S. Bhattacharya is subject to the condition that the total remuneration including perquisites shall not exceed 5% of the net profits individually and 11% of the net profits collectively payable to all the Managerial Personnel as calculated in accordance with Section 197 and 198 read with Schedule V of the Companies Act, 2013 or any amendments thereto or any other provisions may be applicable."

**"RESOLVED FURTHER THAT,** where during his tenure, the Company has no profits or inadequate profits, Manager shall be paid the minimum remuneration as may be determined by the Nomination and Remuneration Committee which shall also have the authority to decide on the quantum, composition and periodicity of payment of such minimum remuneration subject however that such minimum remuneration shall not exceed the limit prescribed under Section II, Part II of Schedule V of the Companies Act, 2013."

**"RESOLVED FURTHER THAT,** in case the Manager draws remuneration as a managerial person from another

Company, the total remuneration payable by both the Companies shall not exceed the higher maximum limit permissible for any one of the Companies.”

6. To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, in supersession of all resolutions passed earlier by the Company the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company under Section 180(1)(c) and all other applicable provisions if any, of the Companies Act, 2013 read with Article 82 of the Articles of Association of the Company, to borrow money for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, but so that the moneys to be borrowed together with the moneys already borrowed by the Company shall not exceed 10 Crores (Rupees Ten Crores Only) in excess of the aggregate of its paid share capital and free reserves of the Company as per the latest annual audited financial statements, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business.”

“**RESOLVED FURTHER THAT**, for the purpose of giving effect to this Resolution, the Board of Directors be and is / are hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company.”

7. To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions , if any, of the Companies Act, 1956 including any statutory modifications or re-enactments thereof the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, to create mortgage and/or charge on all or any of the moveable and/or immovable assets of the Company, both present and future and/or whole or any part of the company in favour of the lenders, agents, trustees for securing the borrowings of the Company availed/ to be availed by way of loans (in foreign currency and/or in Indian currency) and securities (comprising of fully/ partly convertible debentures and/or secured premium notes and/or floating rates notes/ bonds or other debt instruments) issued/to be issued by the Company from time to time, in one or more tranches, upto an aggregate limit of Rs. 10 crore (Rupees Ten crore only), together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered / to be entered into between the Company and the lenders/agents/investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to finalise the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution.”

**Registered Office:**

4, Dr. Rajendra Prasad Sarani,  
Kolkata - 700001  
CIN : L15492WB1917PLC002894  
Website : www.dhelakhat.com  
E-mail : sweta.dhelakhat@gmail.com  
Date : 26th May, 2016

By Order of the Board  
**Dhelakhat Tea Company Limited**

**Sweta Shah**  
*Company Secretary*

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**NOTES**

**1. PROXIES**

**A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE ‘MEETING’) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013 AND RULES FRAMED THEREUNDER A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10 (TEN) PER CENT 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 PROXY FOR ANY OTHER MEMBER.**

The Instrument appointing the Proxy, in order to be valid and effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty-eight) hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution / authority, as applicable.

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.

## **2. Explanatory Statement**

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted at the Meeting is annexed hereto and forms part of the Notice. The relevant details of Director seeking re-appointment under item No. 3 above to pursuant to Regulations 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are annexed.

## **3. Communication**

Electronic copy of the Notice of the Annual General Meeting (AGM) along with the Annual Report 2015-2016 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 the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents / Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email IDs, physical copies of the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through permitted mode.

Members may also note that the Notice of the 97th Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website at [www.dhelakhat.com](http://www.dhelakhat.com) for their download. For any communication, the shareholders may also send requests to the Company's investor email id: [sweta.dhelakhat@gmail.com](mailto:sweta.dhelakhat@gmail.com)

## **4. Registrar & Share Transfer Agents and Depository Participant**

Niche Technologies Pvt. Ltd. is the Registrar and Share Transfer Agent (RTA) of the Company. All investor related communication may be addressed to the following address:

Niche Technologies Pvt. Ltd.  
D-511 Bagree Market, 5th Floor  
71, B.R.B. Basu Road, Kolkata – 700001  
Phone No. : 033 22357270/71; Telefax: 033 22156823  
Email: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)

Members holding Shares in physical mode are requested to intimate changes in their address to Niche Technologies Pvt. Ltd. Members holding Shares in electronic mode are requested to send the intimation for change of address to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.

## **5. Nomination Facility**

Members holding shares in physical form and desirous of making / changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit an application for this purpose to the Company's Registrar and Share Transfer Agents (RTA), Niche Technologies Pvt. Ltd., who will provide the form on request. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.

## **6. Book Closure**

Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 22, 2016 to Thursday, July 28, 2016 (both days inclusive) for the purpose of dividend.

## **7. Dividend**

Subject to the provisions of Section 123 of the Companies Act, 2013, Dividend on Equity Shares for the year ended March 31, 2016 as recommended by the Board, if sanctioned at the Meeting, will be electronically credited / despatched within a period of 30 days from the date of declaration, to those members whose name appear on the Register of Members/Beneficiary Owners as on July 21, 2016.

Members who are holding Shares in electronic form may note that bank particulars registered with their respective Depository Participants will be used by the Company for electronic credit / despatch of dividend. The Company or its Registrar and Share Transfer Agents (RTA) cannot act on any request received directly from the Members holding Shares in electronic form for any change of bank particulars or bank mandates.

## **8. Unclaimed Dividend**

Members wishing to claim dividends, which remain unclaimed, are requested to correspond with the Share Department of the Company, at the Company's registered office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013 be transferred to the Investors' Education and Protection Fund.

Further, the details of dividend unclaimed by the Members for the past years which have not yet been transferred to the Central Government are readily available for view by the Members on the website of the Company at [www.dhelakhat.com](http://www.dhelakhat.com).

## **9. Go Green Initiative**

The Company is sending Notices for General Meetings, Financial Statements, etc. through email to Members whose email IDs are registered with the Company. While going through the Register of Members, it is noticed that there are Members who have not registered their email IDs with the Company. In compliance with provisions of Rule 18 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the Companies Act, 2013, Members holding Shares in physical form are requested to register their email IDs with the Company's Registrar and Share Transfer Agents (RTA) i.e. Niche Technologies Pvt Ltd. and Members holding Shares in electronic / demat mode are requested to register their email IDs with their respective Depository Participants (DPs). Copies of the Annual Report will not be distributed at the Meeting. Members are requested to carry their copies of the Annual Report to the Meeting.

## **10. Dematerialisation of Shareholding**

Members are requested to dematerialise their shareholding to avoid inconvenience. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. Members are encouraged to use the National Electronic Clearing Services (NECS) for receiving dividends.

## **11. Mandatory PAN Submission**

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 the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, Niche Technologies Private Limited.

## **12. Inspection by Members**

All Statutory Registers and relevant documents referred to in the Notice and the Explanatory Statement shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 9.00 a.m. and 5.00 p.m. upto the date of the Annual General Meeting. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

## **13. Voting through electronic means (E-voting)**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under. Members are requested to follow the instruction below to cast their vote through e-voting.

1. The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Monday, 25th July, 2016 (9:00 a.m. IST) and ends on Wednesday, 27th July, 2016 (inclusive of both days) (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 21st July, 2016, 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) during the voting period.
- iii. Click on “Shareholders” tab.
- iv. Now enter your User Id:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- 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:

<b>For Member holding shares in Demat Form and Physical Form</b>	
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"> <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>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the Company records for your folio in dd/mm/yyyy format.
Bank Account Number  (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the Company records for your folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Bank Account Number in order to login.</li> <li>• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above 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 mandatory enter their login password in the new password field. Kindly note that this password is to be 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 Company name i.e., “**DHELAKHAT TEA COMPANY LIMITED**” 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/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 “RESOLUTION 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. Notes for Institutional Shareholders :**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians 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 & signed 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 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.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- xx. 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. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
2. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [sweta.dhelakhat@gmail.com](mailto:sweta.dhelakhat@gmail.com) and [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 27.07.2016 upto 5:00 pm without which the vote shall not be treated as valid.
  3. The voting right of shareholders shall be in proportion to their shares of the paid-up equity capital of the Company and shall have one vote per equity share held by them as on the cut-off date of 21st July, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders. A person who is not a member as on cut off date should treat this notice for information purpose only.
  4. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business, on 10th June, 2016.
  5. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 21st July, 2016, are requested to send the written / email communication to the Company at [sweta.dhelakhat@gmail.com](mailto:sweta.dhelakhat@gmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

**14. Scrutinizer**

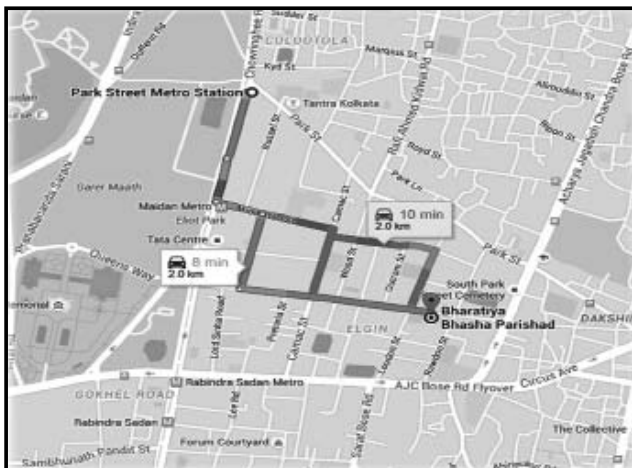
The Company has appointed Mr. Atul Kumar Labh., Practicing Company Secretary (FCS No. 4848/C.P. No. 3238), as Scrutinizer for conducting the electronic voting process (both remote e-voting and voting at the AGM through Insta Poll) in a fair and transparent manner.

**15. Declaration of Results**

The results shall be declared on or after the AGM, but not later than two days from the conclusion of the date of the AGM. The results declared alongwith the Scrutinizer’s Report shall be placed on the website of the Company [www.dhelakhat.com](http://www.dhelakhat.com) and on the website of CDSL viz [www.cdslindia.com](http://www.cdslindia.com) within two days of the passing of the resolutions at the 97th Annual General Meeting on 28th July, 2016 and will be communicated to the Stock Exchange where the Company’s Shares are listed, i.e. Calcutta Stock Exchange Ltd.

**16. Route Map of the Venue of the Meeting**

A route Map showing directions to reach to the venue of the 97th AGM of the Company is given at the end of this Notice as per the requirement of the Secretarial Standard-2 on “General Meeting”. The prominent landmark near the venue is Rani Birla Girl’s College.



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

### Item No. 5

Section 203 of the Companies Act, 2013 (the Act.) read with its relevant rules provides that every Listed Company shall have a Managing Director or Chief Executive Officer or Manager. Accordingly, Mr. Saradindu Bhattacharya, has been appointed as the Manager of the Company by the Board of Directors (the Board) at its Meeting held on 30th July, 2015 for a period of one year with effect from 1st August, 2015 on the recommendation of the Nomination and Remuneration Committee of the Company at a remuneration and upon the terms and conditions as set out in the Company's appointment letter, the material terms of which are as follows:-

#### Remuneration Details :

<b>Salary and Other Allowances:</b>	Rs. 66,000/- per month (Consolidated)
<b>Allowances &amp; Perquisites</b>	All allowances and perquisites are as per company's policy.
<b>Minimum Remuneration</b>	In the event of loss or inadequacy of profit of the Company in terms of Section 197 of the Act during his term as Manager the aforesaid remuneration shall be paid to him subject to Section II of Part II of Schedule V to the Act.
<b>Nature of Duties</b>	He is entrusted with the power of management of the whole or substantially the whole of the affairs of the Company subject to the superintendence, control and direction of the Board.

Other details of Mr. S. Bhattacharya according to the Secretarial Standards are as follows:

<b>Date of Birth</b>	02.02.1947
<b>Qualification</b>	DIP in Mechanical Engineering
<b>Date of appointment in the Board</b>	1st August, 2015
<b>Directorship in other public limited Companies</b>	<ul style="list-style-type: none"> <li>• Rydak Syndicate Ltd.</li> <li>• Bhulanbararee Coal Co. Ltd.</li> <li>• Diamond Products Printing and Processing Ltd.</li> <li>• Bararee Investments &amp; Leasing Co. Ltd.</li> <li>• Sripadam Investments Ltd.</li> <li>• Jardine Pest Management Ltd.</li> </ul>
<b>Membership of Committees in other public limited companies</b>	Three (3)
<b>Shareholding in the Company</b>	Nil
<b>Relationship with any Director(s) of the Company</b>	Nil

Mr. Saradindu Bhattacharya has rich and varied experience in the Industry and has been involved in the operations of the Company over a long time. It would be in the interest of the Company to continue the employment of Mr. Saradindu Bhattacharya as Manager.

The aforesaid appointment of Mr. Saradindu Bhattacharya and his above remuneration requires the approval of the Members of the Company in General Meeting pursuant to Part III of Schedule V to the Act. The above terms as to remuneration have been approved by the Board of Directors at its Meeting held on 30th July, 2015 and are in accordance with the Remuneration Policy formulated by the Nomination and Remuneration Committee of the Board of Directors of the Company in terms of Section 178(3) of the Act. The resolution set out in item No.4 of the convening Notice has to be considered accordingly and taking into account Mr. Saradindu Bhattacharya's qualification and past experience, the Board feels that it would be in the interest of the Company to appoint him and accordingly recommends its adoption.

No Director or Key Managerial Personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in respect of the said Resolutions.

**Item No. 6 & 7**

In the normal course of business, the Company is required, from time to time, to borrow funds by way of rupee/ foreign currency loans, issue of debentures, bonds or other instruments from Banks, Financial Institutions and/or other persons/bodies corporate etc.

To secure such lendings the lenders usually call for adequate securities which are normally provided in the form of mortgage and charge on certain properties of the Company. In terms of Section 180(1)(a) of the Companies Act, 2013 (the Act) besides sale, to lease or otherwise for disposal of any undertaking or substantially the whole of any undertakings of a company, a consent of its Members by way of a Special Resolution is necessary.

The assets on which the security may be required to be created may come under the ambit of the definition of undertaking or substantially the whole of any undertaking as explained under Section 180(1)(a) of the Act, necessitating the Members consent by way of a Special Resolution.

In the normal course of business, the Company may also be required to borrow money from any financial institutions / banks/bodies corporate / any other lending agencies which borrowing may exceed the limits prescribed under Section 180(1)(c) of the Act necessitating a consent of its Members by way of a Special Resolution.

The Resolutions set out in Item Nos. 6 and 7 of the convening Notice are to be considered accordingly and the Board recommends the same for the approval of the Members.

No Director or Key Managerial Personnel of the Company or any of their relatives is concerned or interested, financially or otherwise, in respect of the said Resolutions.

**\* Details of Director seeking re-appointment at the Annual General Meeting:**

At the ensuing meeting of the Company, Mr. Raghav Lall (DIN: 00255159) Non-Executive Director, retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and being eligible, seeks re-appointment. Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of the aforesaid Director seeking re-appointment at the AGM are given below:

<b>Name of the Director</b>	Mr. Raghav Lall
<b>DIN</b>	05121368
<b>Date of Birth</b>	31.10.1954
<b>Date of Appointment</b>	30.05.2013
<b>Qualification</b>	Post Graduate from Faculty of management Studies, Delhi University
<b>Expertise in specific functional areas</b>	Over 35 years of experience in Tea Industry
<b>Directorship held in other listed Companies</b>	Nil
<b>Membership/Chairmanship of Committees across Public Companies</b>	Dhelakhat Tea Co. Ltd.- Audit Committee Dhelakhat Tea Co. Ltd.- Stakeholders Relationship Committee Dhelakhat Tea Co. Ltd.- Nomination & Remuneration Committee
<b>No. of share held in the Company</b>	Nil

**Registered Office:**

4, Dr. Rajendra Prasad Sarani,  
Kolkata - 700001  
CIN : L15492WB1917PLC002894  
Website : www.dhelakhat.com  
E-mail : sweta.dhelakhat@gmail.com  
Date : 26th May, 2016

By Order of the Board  
**Dhelakhat Tea Company Limited**

**Sweta Shah**  
Company Secretary



**DHELAKHAT TEA COMPANY LIMITED**

Registered Office: 4, Dr. Rajendra Prasad Sarani, Kolkata-700001, Phone: 2230-4351 (5 Lines)

Email : [sweta.dhelakhat@gmail.com](mailto:sweta.dhelakhat@gmail.com), CIN : L15492WB1917PLC002894Website: [www.dhelakhat.com](http://www.dhelakhat.com)**E-VOTING PARTICULARS**

EVSN (E-Voting Sequence Number)	USER ID	PERMANENT ACCOUNT NUMBER (PAN)
160616005		

E-voting facility is available during the following voting period :

Commencement of E-voting	End of E-voting
Monday 25 <sup>th</sup> July, 2016 from 09.00 a.m.	Wednesday 27 <sup>th</sup> July, 2016 till 05.00 p.m.

**ATTENDANCE SLIP**

Regd. Folio / DP ID & Client ID :	Sl. No.
Name :	
Address of the Shareholder :	
No. of Shares :	
Joint Holder :	

- I hereby record my presence at the 97<sup>th</sup> Annual General Meeting of the Company, to be held on the 28<sup>th</sup> of July, 2016 (Thursday) at 1.00 p.m. at Sitaram Seksaria Auditorium, Bhartiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata-700017.
- Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
- Shareholder/Proxy holder desiring to attend the meeting may bring his/her copy of Annual Report for reference at the meeting.
- Please read the instructions carefully before exercising your vote.

*(Signature of the Shareholder/Proxy Present)***Form-MGT-11  
PROXY FORM****DHELAKHAT TEA COMPANY LIMITED**

Registered Office: 4, Dr. Rajendra Prasad Sarani, Kolkata-700001

CIN: L15492WB1917PLC002894

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule (19) of the Companies (Management and Administration Rules 2014)

Regd. Folio / DP ID & Client ID :	Sl. No.
Name :	
Registered Address :	
Email ID :	

I/We, being the member(s), holding.....shares of Dhelakhat Tea Company Limited hereby appoint:

- Name.....Address.....  
E-mail Id.....Signature.....or failing him/her
- Name.....Address.....  
E-mail Id.....Signature.....or failing him/her
- Name.....Address.....  
E-mail Id.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **97<sup>th</sup> Annual General Meeting** of the Company, to be held on the **28<sup>th</sup> of July, 2016 (Thursday)** at **1.00 P.M** at **Sitaram Seksaria Auditorium, Bhartiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata-700017**, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Type of Resolution	For	Against	Abstain
<b>ORDINARY BUSINESS</b>					
1	Adoption of Audited Financial Statements for the financial year ended March 31, 2016 and Report of Board of Directors and Auditors thereon	Ordinary			
2	Declaration of Dividend on the Equity Shares of the Company.	Ordinary			
3	Appointment of Director in place of Mr. Raghav Lall (DIN: 05121368), who retires by rotation and is eligible for re-appointment.	Ordinary			
4	Ratification of Appointment of Auditors	Ordinary			
<b>SPECIAL BUSINESS</b>					
5	Ratification of Appointment of Manager	Ordinary			
6	Authority to Directors to borrow in excess of the paid-up capital and free reserves.	Special			
7	Authority for creation of charges.	Special			

Signed this .....day of .....2016

Signature of Shareholder.....

Signature of Proxy holder(s).....

**Note:**

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

Affix revenue stamp
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