

**KANCO TEA & INDUSTRIES LIMITED**

CIN: L15491WB1983PLC035793

Regd. Office: "Jasmine Tower", 3<sup>rd</sup> Floor, 31 Shakespeare Sarani, Kolkata-700 017  
Website: www.kancotea.in, email id: contact@kancotea.in, Telefax: (033) 2281 5217

**NOTICE**

Members are hereby informed that the Company has completed dispatch of the Notice of the 35<sup>th</sup> Annual General Meeting of the Company to be held on 19th September, 2018 at Bharatiya Bhasha Parishad, Fourth Floor, 36A Shakespeare Sarani, Kolkata-700017 at 2:00 pm, by e-mail/physical mode within 25<sup>th</sup> August, 2018.

As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2015, the Company is pleased to provide its Shareholders the facility to cast their vote by electronic means on all the resolutions set forth in the Notice. The details pursuant to the provisions of the Companies Act, 2013 and the Rules are given here under:

- Date and time of commencement of remote E-voting: 16th September, 2018 at 9.00 a.m.
- Date and time of end of remote E-voting: 18th September, 2018 at 5.00 p.m.
- Cut-off date: 12th September, 2018.
- 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. 12th September, 2018, are requested to send the written / email communication to the Company at [compliance@kancotea.in](mailto:compliance@kancotea.in)/[rt@cbmsl.com](mailto:rt@cbmsl.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- Remote E-Voting shall not be allowed beyond 5.00 p.m. on 18th September, 2018.
- Voting by members present at the meeting, will be done through Ballot paper/ Polling paper.
- A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again in the meeting.
- A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only, shall be entitled to avail the facility of remote e-voting as well as voting in the meeting.
- The Notice of 35<sup>th</sup> Annual General Meeting is available on the Company's website at [www.kancotea.in](http://www.kancotea.in) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
- For electronic voting instructions, Shareholders may go through the instructions in the Notice of 35<sup>th</sup> Annual General Meeting and in case of any queries / grievances connected with electronic voting, Shareholders may refer the Frequently Asked Questions ("FAQs") and e-voting user manual for the Shareholders 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 Mr. Arghya Majumder, Designation: Assistant Manager, Email id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), Address: 57, J. L. Nehru Road, Kolkata 700071, Toll Free Number: 18002005533.

By order of the Board,  
Sd/-  
Anuradha Kanoria  
Whole time Director  
DIN: 00081172

Place: Kolkata  
Date: 25.08.2018

**কানকো টী অ্যান্ড ইন্ডাস্ট্রিস লিমিটেড**

CIN : L5491WB1983PLC035793

রেজিস্টার্ড অফিস: 'জেসমিন টাওয়ার', তৃতীয় তল, ৩১ শেক্সপিয়ার সরণী, কলকাতা- ৭০০ ০১৭  
ওয়েবসাইট: [www.kancotea.in](http://www.kancotea.in), ই-মেল আইডি - [contact@kancotea.in](mailto:contact@kancotea.in)

টেলিফোন: ০৩৩ ২২৮১ ৫২১৭

**বিজ্ঞপ্তি**

এতদ্বারা জানানো হচ্ছে যে, কোম্পানীর সদস্যদের ৩৫তম বার্ষিক সাধারণ সভা (এজি এম), ১৯ সেপ্টেম্বর, ২০১৮ বিকাল ২টার ভাষা পরিষদ, চতুর্থ তল, ৩৬এ, শেক্সপিয়ার সরণী, কলকাতা- ৭০০ ০১৭-এ অনুষ্ঠিত হবে ও এই সভার বিজ্ঞপ্তি ২৫ আগস্ট, ২০১৮ তারিখের মধ্যে ই-মেল / স্থিতিকাল মাদামে সদস্যদের পাঠানো হয়েছে।

কোম্পানীজ অ্যাক্ট ২০১৩ (দা অ্যাক্ট)-এর সেকশন ১০৮ ও কোম্পানীজ (মানেজমেন্ট অ্যান্ড অ্যাডমিনিস্ট্রেশন) রুলস ২০১৫-এর রুল ২০ অনুযায়ী কোম্পানী সমস্ত সদস্যদের এজি এম-এর বিজ্ঞপ্তিতে যৌথিত সমস্ত প্রস্তাবের উপর বৈধতিনা মাধ্যমে ভোটদানের জন্য ই-ভোটিং-এর সুবিধা দিচ্ছে। কোম্পানীজ অ্যাক্ট, ২০১৩-এর ধারা বিস্তারিত নিচে দেওয়া হল:-

- রিমোট ই-ভোটিং শুরু হবে ১৬.০৯.২০১৮ সকাল ৯টা।
- রিমোট ই-ভোটিং শেষ হবে ১৮.০৯.২০১৮ বিকাল ৫টা।
- কট-অফ তারিখ ১২.০৯.২০১৮।
- যেসব বিনিয়োগকারী কোম্পানীর বিজ্ঞপ্তি / ই-মেল পাঠানোর পর কোম্পানীর সদস্য হয়েছেন ও কট-অফ তারিখ ১২.০৯.২০১৮-এর হিসাবে শেষারের অধিকারী তাদের ই-ভোটিং-এর জন্য লগ-ইন আইডি ও পাসওয়ার্ড পাওয়ার জন্য কোম্পানীকে ফোলিও নং / ডি পি আইডি ও ক্লায়েন্ট আইডি উপস্থাপন করে লিখে / ই-মেল করার অনুরোধ করা হচ্ছে এই ই-মেল আইডিতে : [compliance@kancotea.in](mailto:compliance@kancotea.in)/[rt@cbmsl.com](mailto:rt@cbmsl.com)
- ১৮.০৯.২০১৮ বিকাল ৫ টার পরে ই-ভোটিং-এর অনুমতি থাকবে না।
- সভায় উপস্থিত সদস্যরা বালট পেপার / পোলিং পেপারের মাধ্যমে ভোট দেখেন।
- যে সমস্ত সদস্য রিমোট ই-ভোটিং-এর মাধ্যমে ভোট দান করেছেন তাঁরা সভায় উপস্থিত থাকতে পারবেন কিন্তু দ্বিতীয়বার ভোটদান করতে পারবেন না।
- যে ব্যক্তির নাম রেজিস্টার অফ মেম্বার অথবা আমানতকারীদ্বারা পরিচালিত বেনিফিচিয়াল ওনার্স-এ নির্ধারিত তারিখ হিসাবে নথীভুক্ত আছে, একমাত্র তাঁরাই রিমোট ই-ভোটিং বা এজি এম-এ ভোটদান করার অধিকার পাবেন।
- কোম্পানীর ওয়েবসাইট: [www.kancotea.in](http://www.kancotea.in) ও সিডিএসএল-এর ওয়েবসাইট: [www.evotingindia.com](http://www.evotingindia.com)-এ ৩৫তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তি পাওয়া যাবে।
- ই-ভোটিং-এর বিস্তারিত নির্দেশাবলি জানতে শেয়ারহোল্ডাররা ৩৫তম বার্ষিক সাধারণ সভার বিজ্ঞপ্তিতে দেওয়া নির্দেশাবলি দেখতে পারেন ও যদি আপনার ই-ভোটিং সংক্রান্ত কোনো রকম জিজ্ঞাসাবাদ বা সমস্যা থেকে থাকে, তবে আপনি ফ্রিকোয়েন্টলি আক্সড কোয়েস্শনস ('এফ এ কিউ') এবং [www.evotingindia.com](http://www.evotingindia.com)-এর হেল্প সেকশন-এ উপলব্ধ ই-ভোটিং ম্যানুয়ালের সাহায্য নিতে পারেন অথবা ই-মেল করতে পারেন [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)-এ বা যোগাযোগ করতে পারেন এই ঠিকানায়: মি. অর্ঘ্য মজুমদার, পদ: অ্যাসিস্ট্যান্ট ম্যানেজার, ই-মেল: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) ঠিকানা: ৫৭ জে.এল. নেহরু রোড, কলকাতা- ৭০০ ০৭১, টোল ফ্রি নং - ১৮০০২০০৫৫৩৩।

বোর্ড-এর আদেশানুসারে  
স্বাক্ষর  
অনুরাধা কানোরিয়া  
হোল-টাইম ডিরেক্টর  
DIN : 00081172

স্থান: কলকাতা  
তারিখ: ২৫ আগস্ট, ২০১৮

## Notice of Annual General Meeting

Notice is hereby given that the 35th Annual General Meeting of the members of Kanco Tea & Industries Limited will be held at Bharatiya Bhasha Parishad, Fourth Floor, 36A Shakespeare Sarani, Kolkata-700017 on Wednesday, 19th September, 2018 at 2:00 p.m. to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt
  - a. the Audited Standalone Financial Statement of the Company for the year ended 31st March, 2018, the reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statement of the Company for the year ended 31st March, 2018 and the report of the Auditors thereon.
2. To declare dividend of ₹ 7 per 7% Non-Cumulative Redeemable Preference Share (being 7% on Face Value of ₹ 100 per share) for the financial year ended 31st March, 2018.
3. To declare dividend of ₹ 1 per Equity Share (being 10% on Face Value of ₹ 10 per share) for the financial year ended 31st March, 2018.
4. To appoint a director in place of Mr. Govind Ram Banka (DIN: 00207385), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. Jain & Co., Chartered Accountants (Firm Registration No: 302023E) as Statutory Auditors of the Company for the Financial Year 2018-2019 and authorise the Board of Directors to fix their remuneration.

### Special Business:

6. **To confirm and appoint Mr. Om Kaul as an Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149,150,152 and Schedule IV to the Companies Act, 2013 read with the rules made thereunder, as amended and Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the appointment of Mr. Om Kaul aged about 76 years, who was appointed as an Additional Director (DIN: 00020821) of the Company with effect from 31st March, 2018 on the recommendation of the Nomination and Remuneration Committee of the Company and who holds office up to the date of 35th Annual General Meeting and in respect of whom the Company has received from a Member a notice in writing under Section 160 of the Companies Act 2013 proposing his candidature for the office of Director of the Company, be and is hereby confirmed and that Mr. Kaul be further appointed as an Independent Director of the Company, to hold office for five consecutive years from the conclusion of 35th Annual General Meeting till the Annual General Meeting for the Financial Year ended 31st March, 2023, not liable to retire by rotation.”

7. **To confirm continuity of Mr. Govind Ram Banka as the Non-Executive Director of the Company**

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the continuity of directorship of Mr. Govind Ram Banka (DIN :00207385), Non-Executive Director of the Company and aged about 83 years be and is hereby confirmed subject to their original terms and conditions of appointment.”

8. **To confirm continuity of Mr. Golam Momen as the Non-Executive Independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the continuity of directorship of Mr. Golam Momen (DIN :00402662), Non-Executive Independent Director of the Company and aged about 85 years be and is hereby confirmed subject to their original terms and conditions of appointment.”

9. **To approve the remuneration payable to Cost Auditors**

To consider and, if thought fit, to pass the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014(including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s A. C. Dutta & Co (Registration No.000125) appointed by the Board

## Notice *(Contd.)*

of Directors as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019 be paid the remuneration of ₹ 50,000/- (Rupees Fifty Thousand Only) plus taxes and out-of-pocket expenses as applicable.”

### Registered Office:

Jasmine Tower, 3rd Floor  
31, Shakespeare Sarani, Kolkata - 700017  
CIN: L51909WB1991PLC053283  
Telefax: (033) 22815217  
Email: [compliance@kancotea.in](mailto:compliance@kancotea.in)  
Website: [www.kancotea.in](http://www.kancotea.in)  
Dated: 26th May, 2018

By Order of the Board  
For **Kanco Tea & Industries Limited**

Charulata Kabra  
*Company Secretary*  
Membership No. : F9417

### NOTES:

- I. **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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The proxy form duly completed and signed, should be deposited with the company, at its registered office at least 48 hours before the time of the meeting. Proxies submitted on behalf of the Companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. A proxy form for the Annual General Meeting is enclosed.  
  
A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or members  
  
As per Secretarial Standard on General Meeting (SS-2), the Proxy-holders are requested to bring valid identity proofs (viz., PAN Card, Voter ID, Passport, Aadhar Card, Driving License, Bank Pass Book with attested customer photograph and signature etc.) at the venue of the meeting for identification.
- II. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf in the meeting.
- III. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect to the Special Businesses under Item Nos. 6 to 9 of the accompanying Notice is annexed hereto.
- IV. A brief resume of the director proposed to be reappointed, nature of his expertise in specific functional areas, names of companies in which he holds directorship and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Regulation 36 of the SEBI(Listing Obligations and Disclosures Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) as amended, are provided in Details of Director seeking reappointment at the Annual General Meeting annexed hereto.
- V. 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 13th September, 2018 to 19th September, 2018 (both days inclusive) for the purpose of payment of the dividend for the financial year ended 31st March, 2018 and the 35th Annual General Meeting.
- VI. Members are requested to bring their copy of Annual Report at the Meeting and produce the enclosed attendance slip at the entrance to the place of the meeting.
- VII. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company on weekdays (3:00 p.m. to 5:00 p.m.) up to and including the date of the Annual General Meeting of the Company.
- VIII. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- IX. 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 AGM.

## Notice *(Contd.)*

- X. Dividend, as recommended by the Board, if approved at the Annual General Meeting by the Members, will be paid latest within a period of 30 days from the date of declaration, to those persons whose names stand registered in the Company's Register of Members or their mandatees :
- (a) as Beneficial Owners at the end of business hours on 12th September, 2018 as per names and address to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form, and
- (b) as Members of the Company after giving effect to the valid share transfers in physical form lodged with the Company on or before commencement of book closure i.e. 12th September, 2018.
- XI. Regulation 12 and Schedule I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require all companies to use the facilities of electronic clearing services for payment of dividend. Incompliance with these regulations, payment of dividend will be made only by electronic mode directly into bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.
- YOU ARE REQUESTED TO SUBMIT YOUR BANK DETAILS ALONG WITH AN ORIGINAL CANCELLED CHEQUE OR A XEROX COPY OF THE CHEQUE to our Registrars C.B.Management Services (P) Ltd.** to enable them to update our records, in case you hold shares in physical form and to your Depository Participants in respect of shares held by you in dematerialized form.
- XII. Members who have neither received or encashed their dividend warrant(s) for the financial years 2010-2011 up to 2016-2017, are requested to write to the Company or its Registrar and Share Transfer Agent, mentioning the relevant Folio Number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s). Members are requested to note that the 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 Investor Education and Protection Fund.
- XIII. Members holding shares in physical form may intimate the Company necessary particulars for ECS credit of the dividend directly to their bank accounts wherever ECS facility is available, or, for printing of their bank account details on the dividend warrants to prevent possibilities of fraud in encashing the warrants.
- XIV. Members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their Depository Participants (DP). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
- XV. Copies of the Annual Report 2017-2018, the Notice of the 35th Annual General Meeting, instructions for e-voting, Attendance Slip and Proxy Form, are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2017-2018, the Notice of the 35th Annual General Meeting, instructions for e-voting, Attendance Slip and Proxy Form are being sent by the permitted mode. Members may register their email address by visiting Website namely [www.cbmsl.com/green.php](http://www.cbmsl.com/green.php) of our Registrar and Share Transfer Agent.
- XVI. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2017-2018 will also be available on the Company's website-[www.kancotea.in](http://www.kancotea.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send requests to the email id: [contact@kancotea.in](mailto:contact@kancotea.in) or [rta@cbmsl.com](mailto:rta@cbmsl.com).
- XVII. Members seeking any information with regard to Accounts may write to the Company 7 (seven) days before the date of the Annual General Meeting.
- XVIII. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.
- XIX. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website.

## Notice *(Contd.)*

- XX. Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no.17/2011 dated April 21, 2011 and circular no.18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs and to avail remote e-voting facility in respect of the resolutions which would be passed at the General Meetings of the Company.
- XXI. Pursuant to prohibition imposed vide Secretarial Standard on General Meeting (SS-2) issued by The Institute of Company Secretaries of India and The Ministry of Corporate Affairs circular, no gifts/coupons shall be distributed at the Meeting.
- XXII. Voting through electronic means:
- Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide its members facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 35th Annual General Meeting. The business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL)..
  - The facility for voting either through ballot/polling papers shall also be made available at the venue of the 35th Annual General Meeting. The members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
  - Mr. A. K. Labh, Practising Company Secretary (FCS-4848/CP-3238) (Address: A.K.Labh & Co, 40, Weston Street, 3rd Floor, Kolkata - 700013) has been appointed as the Scrutinizer for conducting the remote e-voting and voting process at the AGM in a fair and transparent manner.
  - The e-Voting procedure to be followed by the shareholders to cast their votes:

### A. In case of Members who receive the Notice in electronic mode:

- The voting period begins 16th September, 2018 (9.00 am) and ends on 18th September, 2018 (5.00 pm). During this period the shareholders' of the company, holding shares either in physical form or in dematerialised form , as on the cut-off date i.e. 12th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 pm on 18th September, 2018.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)**
- Click on "Shareholders" tab.
- Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,**
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,**
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first time user follow the steps given below:

Particulars	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>

## Notice *(Contd.)*

Dividend Bank Details	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.
<b>OR</b> Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <KANCO TEA & INDUSTRIES LIMITED>.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **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.**
- (xx) Note for Institutional Shareholders and Custodians
- Non-Individual shareholders - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](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.
- (xxi) 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).

### B. In case of Members who receive the Notice by post:

- (i) User ID and initial password will be provided with the Notice for the AGM.
- (ii) Please follow the steps from Sl. Nos. (iii) to (xx) mentioned in (A) above, to cast your vote.

## Notice *(Contd.)*

- C. Members already registered with CDSL for remote e-voting can use their existing user ID and password for Login. Thereafter please follow the steps from Sl. Nos. (xii) to (xx) mentioned in (A) above, to cast your vote.

### XXIII. General Information

- (a) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 12th September, 2018, may obtain the USER ID and password by sending an e-mail request to [rta@cbmsl.com](mailto:rta@cbmsl.com) / [contact@kancotea.in](mailto:contact@kancotea.in).
- (b) There will be one vote for every Client ID No. / Registered Folio No. irrespective of the number of joint holders.
- (c) The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, alongwith the Scrutinizer's Report, will be available forthwith on the Company's corporate website [www.kancotea.in](http://www.kancotea.in) and on the website of CDSL; such Results will also be forwarded to The Calcutta Stock Exchange Limited and The Bombay Stock Exchange Limited.

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

#### Item No. 6

Pursuant to Article No.90 of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013 as amended and on the recommendation of the Nomination and Remuneration Committee of the Company Mr. Om Kaul holding DIN: 00020821 was appointed as an Additional Director of the Company in the Independent category with effect from 31st March, 2018 to hold office upto the date of 35th Annual General Meeting. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for appointment as director of the Company.

Mr. Kaul, born on 5th December, 1941, aged about 76 years and a graduate from University of Rajasthan, joined Caritt Moran & Co. Pvt. Ltd as a Tea Taster. In 1977, he was inducted to the Board of Directors and in 1992 he became the Chairman and Managing Director of the Company and had tenure of 30 years with them. He has widely travelled in most tea producing areas and has in-depth knowledge of all aspects of the tea industry. At present he is on Board of Apeejay Tea Limited and holds membership of the Audit Committee and Nomination and Remuneration Committee of the board.

The Company will utilise the rich experience of Mr.Om Kaul in Tea Industry for it's overall growth.

Mr. Kaul does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Kaul is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 as amended. The Company has received declaration from his confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 read with rules as amended and Regulation 16(b) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

It is proposed to appoint Mr. Kaul as an Independent Director of the Company, to hold office for five consecutive years from the conclusion of 35th Annual General Meeting till the Annual General Meeting for the Financial Year ended 31st March, 2023, not liable to retire by rotation. The Board considers that his association would be of immense benefit to the Company.

Copy of the draft letter for the appointment of Mr. Kaul as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Mr. Kaul is concerned or interested in the resolution set out at item No. 6, which pertains to his appointment. The relatives of Mr. Kaul may be deemed interested in the resolution set out at item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.6 of the Notice.

The Board recommends the Resolution to be passed as Special Resolution by the Members.

#### Item No-7

Mr. Govind Ram Banka is a Non-Executive Director of the Company since 25th March, 2010.

## Notice *(Contd.)*

Mr. Govind Ram Banka, born on 10th July, 1935, aged about 83 years is I.Com by qualification and has experience of more than 38 years in the field of Tea Industry.

Mr. Banka does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Mr. Govind Ram Banka has ample experience in Tea industry and will be able to guide the Company to reach its goal.

Mr. Banka is concerned or interested in the resolution set out at item No. 7, which pertains to his appointment. The relatives of Mr. Banka may be deemed interested in the resolution set out at item No. 7 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.7 of the Notice.

The Board recommends the Resolution to be passed as Special Resolution by the Members.

### Item No-8

Mr. Golam Momen is a Non-Executive Independent Director of the Company since 29th April 2010.

Mr. Golam Momen, born on 6th June, 1933, aged about 85 years is an eminent industrialist and acute businessman. He has a rich experience in the Tea Industry, especially in valuation and marketing. He is presently the chairman of White Cliff Group of Companies. He is also on board of Companies viz Harrisons Malayalam Limited, Bengal Tea & Fabrics Limited, Scottish Assam Limited, Digjam Limited, Williamson Magor & Co Limited, Appejay Tea Limited, Baghmari Tea Company Limited among others.

Mr. Golam Momen is holding 195 equity shares in the Company.

Mr. Golam Momen is a well-known personality in Tea Industry and has immense knowledge, which the Company can utilize to its advantage.

Mr. Golam Momen is concerned or interested in the resolution set out at item No. 8, which pertains to his appointment. The relatives of Mr. Golam Momen may be deemed interested in the resolution set out at item No. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.8 of the Notice.

The Board recommends the Resolution to be passed as Special Resolution by the Members.

### Item No-9

The Board, on the recommendation of the Audit Committee, in its meeting held on 26th May, 2018, has approved the appointment and remuneration of M/s A. C. Dutta & Co., as the Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with rules made thereunder, the remuneration payable of ₹ 50,000/- (Rupees Fifty Thousand Only) plus taxes as applicable and reimbursement of out-of-pocket expenses payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set at item No. 9 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No.9 of the Notice.

The Board recommends the Resolution to be passed as Ordinary Resolution by the Members.

**Details of Directors seeking reappointment at the Annual General Meeting pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meeting (SS-2) as amended.**



## Notice *(Contd.)*

For Item no. 4 of the Notice is as follows:

Particulars	Mr. Govind Ram Banka
Din	00207385
Date of Birth	10.7.1935
Date of Appointment	25.03.2010
Qualifications	I.Com.
Experience in specific functional areas	He has rich experience of more than 38 years in Tea Industry.
Directorship held in other listed entities	Nil
Membership/Chairmanship of Committees of listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil
Number of shares held by him: Equity	
a) Own	a) Nil
b) Beneficial basis	b) Nil
Number of Meetings of the Board attended during the year	8(Eight)
Relationship with any Director(s) and KMPs of the Company	Nil

For Item No. 6 of the Notice, details have been provided in Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 to the notice of the 35th AGM of the Company.

### Registered Office:

Jasmine Tower, 3rd Floor  
 31, Shakespeare Sarani, Kolkata - 700017  
 CIN: L15491WB1983PLC035793  
 Telefax: (033) 22815217  
 Email: [contact@kancotea.in](mailto:contact@kancotea.in)  
 Website: [www.kancotea.in](http://www.kancotea.in)  
 Dated: 26th May, 2018

By Order of the Board  
 For Kanco Tea & Industries Limited

Charulata Kabra  
 Company Secretary  
 Membership No. F9417