

# MANABARRIE TEA CO. LIMITED

Corporate Identification No. (CIN) - L01132WB1885PLC000505

Registered Office: 28/1, Shakespeare Sarani, Ganga Jamuna Building, Kolkata - 700 017

E-mail: manabarrietea@kredogroup.in; Website: www.winsomeindia.com

Tel: +91 33 2287-2373 / 4603-4207; Fax: +(91-33) 2287-1371;

## NOTICE

NOTICE is hereby given that the 132<sup>nd</sup> Annual General Meeting of the Members of M/s. Manabarrie Tea Co. Limited will be held on Monday, the 24<sup>th</sup> day of September, 2018 at 11.00 A.M at the registered office of the Company at 28/1, Shakespeare Sarani, Ganga Jamuna Building, Kolkata-700017 to transact the following business:

### AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2018 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Shri Nitai Charan Biswas (DIN 00792563), who retires by rotation, and being eligible, offers himself for re-appointment.

### AS SPECIAL BUSINESS:

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

**“RESOLVED THAT** in supersession of the earlier resolution passed by the members at the 130<sup>th</sup> Annual General Meeting held on 27.09.2016 and pursuant to provision of section 180(1)(c), and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions, if any of the Companies Act, 2013 as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof for the time being exercising the powers conferred on the Board by this resolution ) for borrowing from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of Business) may exceed the aggregate of the paid-up share capital and free reserves of the Company provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 35.00 crores (Rupees thirty five crores only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as it may think fit and to do all such acts, deeds and things including delegation of authority, to execute all such documents, instrument and writings as may be necessary, proper, expedient or incidental to give effect to the above resolution.”

**By Order of the Board  
For Manabarrie Tea Co. Ltd.**

**Place: Kolkata  
8<sup>th</sup> August, 2018**

**Sd/-**

**Punam Kumari Sharma  
Company Secretary**

---

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.**
2. The instrument appointing Proxies should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting. A person can act as a proxy on behalf of not more than fifty (50) members holding in aggregate, not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. Proxies submitted by on behalf of a limited Companies, societies, etc., must be supported by an appropriate resolution/ authority as applicable.
3. Information under regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, relating to Directors proposed to be appointed / re-appointed under item no. 2 of the Notice is annexed hereto.
4. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 3 is annexed hereto.

5. Members are requested to notify the Registrar of Company, M/s ABS Consultant Pvt. Ltd. Stephen House, 6<sup>th</sup> Floor, Room No. 99, 4 B.B.D. Bag(East), Kolkata- 700 001, any change in their address.
6. The Register of Members and Share transfer Registers of the Company shall remain closed from Tuesday, 18<sup>th</sup> September, 2018 to Monday, 24<sup>th</sup> September, 2018 (both days inclusive).
7. Members desiring any information with regard to the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
8. The Equity Shares of the Company are under compulsory demat trading by all investors. Those members, who have not dematerialised their shares, are advised to dematerialise their shareholding, to void inconvenience in future.
9. Members/Proxies are requested to bring the copies of Annual Reports and attendance slip to the meeting.
10. Corporate members intending to send their authorised representative to attend the Annual General Meeting (AGM) are requested to send certified copy of Board Resolution authorising their representative to attend and vote on their behalf at the AGM.

#### **11. VOTING THROUGH ELECTRONIC MEANS**

- 1 In compliance with provisions of Section 108 of the Companies Act, 2013 read with 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 Disclosure Requirements) Regulations, 2015, The Company is pleased to provide its members, facility to exercise their right to vote on resolution proposed to be considered at the Annual general Meeting by electronic means and the business may be transacted through e-voting services.

The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depositories Limited (NSDL).

2. The notice of 132<sup>nd</sup> Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting along with printed Attendance slip and proxy form is being dispatched to all the Members. The e-voting particulars are provided at the Bottom of Attendance slip for the 132<sup>nd</sup> Annual General Meeting (AGM).

3. The e-voting period commences on **21.09.2018 from 9.00 A.M and ends on 23.09.2018 till 5.00 P.M.** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **17<sup>th</sup> September, 2018**, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter, the shareholders shall not be allowed to change it subsequently.
4. The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date of 17.09.2018. Any person who acquire share of the Company and become member of the Company after despatch of the notice and holding shares as on cut-off date i.e. 17.09.2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [manabarrietea@kredogroup.in](mailto:manabarrietea@kredogroup.in) or [absconsultant@vsnl.net](mailto:absconsultant@vsnl.net).
5. The facility for voting through ballot/polling paper shall also be made available at the AGM and the members attending the meeting who have not cast their vote earlier by remote e-voting shall be able to exercise their right at the meeting through ballot/polling paper.
6. The member who have cast their vote by e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
7. **The procedure and manner for remote e-voting are as under:**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [shreemohankothari@yahoo.co.in](mailto:shreemohankothari@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
  3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- 
8. 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 at the AGM through ballot/polling paper.
  9. Mr. Shree Mohan Kothari, (C.P. No. 1837,) Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  10. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot/polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
  11. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  12. The results declared along with the report of the Scrutinizer shall be placed on the Company’s website [www.winsomeindia.com](http://www.winsomeindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The result shall also be immediately forwarded to the Stock Exchange where Company’s shares are listed.

**ANNEXURE TO THE NOTICE:**

**Explanatory Statement Pursuant to Provisions of Section 102 of the Companies Act, 2013:**

**ITEM NO. 3**

The members of the Company at the Annual General Meeting held on 27.09.2016, had accorded their consent to the Board of Directors for borrowing monies (apart from temporary loans obtained or to be obtained from Company's bankers in the ordinary course of business) in excess of the aggregate of paid-up capital and free reserves of the Company, subject to the total outstanding amount so borrowed not exceeding a sum of ₹ 25.00 crores at any point of time. Anticipating the need for additional funds that may be required for executing various existing and future plans, the Board of Directors of your Company considers it necessary to increase the borrowing limit upto ₹ 35.00 crores (Rupees thirty five crores only).

Under the provisions of section 180(1)(c) of the Companies Act, 2013, it is necessary to obtain approval of the members by means of Special Resolution to enable the Board of Directors of the Company to make borrowings, exceeding the aggregate of the paid-up and free reserves of the Company.

Now it is proposed to authorize the Board of Directors to borrow such monies (apart from temporary loans obtained in the ordinary course of Business), provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 35.00 Crores (Rupees thirty five crores only).

The Board commends the special set out at Item No. 3 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out in item no. 3.

**By Order of the Board  
For Manabarrie Tea Co. Ltd.**

**Sd/-**

**Punam Kumari Sharma  
Company Secretary**

**Place: Kolkata  
8th August 2018**



Brief Resume of Director seeking re-appointment at the 132<sup>nd</sup> Annual General Meeting pursuant to regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India .

Name of the Directors	<b>Shri Nitai Charan Biswas</b>
Date of Birth	13.02.1938
Date of Appointment	15.11.2006
Qualification	B.Com, LLB.
Expertise in specific	44 years of experience in practicing Income Tax Law.
Directorship held in other listed company.	Nil
Membership of Committees of other Listed Companies in which director is a member	Nil
No. of Shares held in the Company	100

**By Order of the Board  
For Manabarrie Tea Company Limited**

**Sd/-  
Punam Kumari Sharma  
Company Secretary**

**Place: Kolkata  
8<sup>th</sup> August, 2018**

**Route Map to the venue of 132<sup>nd</sup> Annual General Meeting of the Company, to be held on Monday the 24<sup>th</sup> day of September, 2018.**

Venue: 28/1, Shakespeare Sarani, Ganga Jamuna Building, 1<sup>st</sup> Floor, Kolkata-700017.



Landmark: near Chappan Bhog.