

TONGANI TEA COMPANY LIMITED
CIN : L01132WB1893PLC000742
15B, Hemanta Basu Sarani, 3rd Floor, Kolkata-700001
Phone No. 22487685, Fax No. 033 22100541.
E-mail: info@tonganitea.com Website : www.tonganitea.com

NOTICE

NOTICE is hereby given that 01/2016-17 Extra-Ordinary General Meeting of the Members of the Company will be held at its Registered Office at 15B, Hemanta Basu Sarani, 3rd Floor, Kolkata-700 001, on Tuesday, the 5th April, 2016, at 10.30 A.M. to transact the following business :

1. To adopt new Articles of Association of the Company in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Regd. Office :
15B, Hemanta Basu Sarani, 3rd Floor
Kolkata – 700 001
Date : 3rd March, 2016

By Order of the Board
For **TONGANI TEA COMPANY LIMITED**

Sd/- M. K. DAGA
Chairman

IMPORTANT NOTES:

1. *A Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.*
2. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote on a poll instead of himself / herself. Such a proxy/ proxies need not be a member of the company.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the

commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. Electronic copy of the Notice Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
4. The draft Articles of Association of the Company will be available for inspection at the Registered Office of the Company during working hours from 12th March, 2016.
5. Members may also note that the Notice of the Extra Ordinary General Meeting and the draft of the Articles of Association will also be available on the Company's website www.tonganitea.com. 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 shareholders may also send requests to the Company's investor email id: investorcare@tonganitea.com.
6. **Voting at the Extra Ordinary General Meeting (EOGM)**
Remote Voting through electronic means
 - I. In compliance with 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) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the EOGM by electronic means and the business may be transacted through remote e-Voting Services provided by Central Depository Services Limited (CDSL):
The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 2nd April, 2016 (9:00 am) and ends on 4th April, 2016 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29th March, 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 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.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com 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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 18002005533.
- II. As the voting would be through electronic means, the members who do not have access to e-voting, may requisite a Physical Ballot Form from the Company. You are required to fill in the ballot form and enclose it in a sealed envelope and send it to the Scrutinizer. Unsigned, incomplete or incorrectly ticked forms shall be rejected. The ballot must be received by the Scrutinizer on or before **4th April, 2016 (5:00 pm)**. The Scrutinizer’s decision on the validity of the forms will be final. Members are required to vote only through the electronic system or through ballot only and in no other form. In the event a member casts his votes through both the processes, the votes in the electronic system would be considered and the ballot vote would be ignored.
- III. Facility for voting through physical ballot paper / polling paper will also be available at the EOGM and members attending the meeting, who have not already cast their vote by remote e-voting, shall be able to exercise their right at the meeting.

- (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 and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> i.e. Tongani 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 or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Members who have cast their vote by remote e-voting prior to the EOGM and are attending the meeting will not be entitled to cast their vote again.

- IV. 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. 29th March, 2016, are requested to send the written / email communication to the Company at investorcare@tonganitea.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
 - V. You can also update your mobile number and email id in the user profile details of the folio which may be used for sending future communication(s).
 - VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 29th March, 2016. A person who is not a member as on cut-off date should treat this notice for information purpose only.
 - VII. Ms. Swati Bajaj, of P.S.& Associates, Practising Company Secretaries, (Membership No. ACS:13216) (Address: 225D, AJC Bose Road, 3rd Floor, Kolkata - 700020) has been appointed as the Scrutinizer to scrutinize the remote e-voting process (including the physical ballots received from members who don't have access to the remote e-voting process) and voting at the EOGM in a fair and transparent manner.
 - VIII. The Scrutinizer will submit, not later than 3 days of conclusion of the EOGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company.
 - IX. The Chairman shall declare the result forthwith. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.tonganitea.com and on the website of CDSL and communicated to CSE Limited, immediately.
7. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION AT THE MEETING.

ATTENDANCE WILL START AT 10.00 A.M.

Regd. Office :
15B, Hemanta Basu Sarani, 3rd Floor,
Kolkata – 700 001
Date : 3rd March, 2016

By Order of the Board
For **TONGANI TEA COMPANY LIMITED**

Sd/- M. K. DAGA
Chairman

Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No.1

The Articles of Association ("AoA") of the Company as presently in force were last updated in September, 2002 from what they were when the Company was incorporated in February 1893. The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 ("the Act") which is largely in force at present.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.1 of the Notice.

The Board commends the Special Resolution set out at Item No.1 of the Notice for approval by the shareholders.

Regd. Office :
15B, Hemanta Basu Sarani, 3rd Floor,
Kolkata – 700 001
Date : 3rd March, 2016

By Order of the Board
For **TONGANI TEA COMPANY LIMITED**

Sd/- M. K. DAGA
Chairman

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TONGANI TEA COMPANY LIMITED

CIN : L01132WB1893PLC000742

Regd. Office: 15B, Hemanta Basu Sarani, 3rd Floor, Kolkata 700 001

• phone 033 2248 7685 • www.tonganitea.com

PROXY FORM (FORM NO.MGT-11)

Name of the member (s):
Registered Address:
..... E-mail ID:
Folio No. / Client Id: DP ID:

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

1. Name : Address :

Email Id : Signature :

2. Name : Address :

Email Id : Signature :

3. Name : Address :

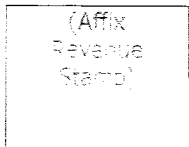
Email Id : Signature :

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01/2016-17 Extra-Ordinary General Meeting of the Company, to be held on Tuesday, April, 5, 2016 at 10.30 a.m. at 15B, Hemanta Basu Sarani, 3rd Floor, Kolkata-700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.1

To adopt new Articles of Association of the Company in conformity with the Companies Act, 2013

Signed this day of 2016.



Signature of Shareholder:

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at 15B, Hemanta Basu Sarani, 3rd Floor, Kolkata 700 001, not less than FORTY EIGHT HOURS before the meeting.

TONGANI TEA COMPANY LIMITED

CIN : L01132WB1893PLC000742

REGISTERED OFFICE :

15B, Hemanta Basu Sarani, 3rd Floor, Kolkata-700 001

Phone: 2248 7685, Fax: 2210 0541.

E-mail: info@tonganitea.com, Website : www.tonganitea.com

ATTENDANCE SLIP

Regd. Folio/DPID & Client ID	
Name	
Address of the Shareholder	
No. of Shares Held	

1. I hereby record my presence at the 01/2016-17 Extra-Ordinary General Meeting of the Company, to be held on the 5th April, 2016 (Tuesday) at 10.30 A.M. at its Registered Office at 15B, Hemanta Basu Sarani, 3rd Floor, Kolkata-700 001.
2. Signature of the Shareholder / Proxy Present.

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3. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover at the entrance duly signed.
4. Shareholder/Proxy holder desiring to attend the meeting may bring his / her copy of Notice for reference at the meeting.
5. Please read the instructions carefully before exercising your vote.

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number) :	USER – ID	PAN / SEQUENCE NUMBER
160304002		

6. E-Voting Facility is available during the following voting period :

Commencement of E-Voting	End of E-Voting
Saturday 2nd April, 2016 from 09.00 A.M.	Monday, 4th April, 2016 till 05.00 P.M.