

TONGANI TEA COMPANY LIMITED

CIN : L01132WB1893PLC000742

13th August, 2018

The Secretary
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
KOLKATA - 700 001.

Dear Sir,

Sub : Notice of the 125th Annual General Meeting

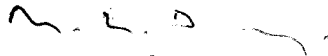
In terms of Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, we are submitting herewith a copy of Notice dated 8th August, 2018 convening the 125th Annual General Meeting of the Company to be held on Friday, the 7th September, 2018 at Kolkata.

This is for your information and record.

Thanking you,

Yours faithfully,

For TONGANI TEA CO. LTD.


Director

Encl.: As above.

TONGANI TEA COMPANY LIMITED

CIN : L01132WB1893PLC000742

NOTICE

NOTICE is hereby given that the 125th Annual 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 Friday, the 7th September, 2018, at 10.30 A.M. to transact the following business :

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2018 together with the Report of Board of Directors and Auditors thereon and in this regard, pass the following resolutions as an **Ordinary Resolutions**:

"RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To declare dividend on Equity Share of the Company and in this regard, pass the following resolutions as an **Ordinary Resolutions**:

"RESOLVED THAT the Board of Directors of the Company hereby recommends for payment of Dividend of Rs.12.50 per equity share with applicable corporate dividend tax thereon in respect of the year ended 31st March, 2018 to the eligible shareholders whose names will appear in the Register of Members, subject to the approval of the members of the Company in the forthcoming Annual General Meeting of the Company."

3. To appoint a Director in place of Mr. Manoj Kumar Daga (DIN:00123386), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Manoj Kumar Daga (DIN:00123386), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made there under, Mrs. Sumana Raychaudhuri (DIN:07308451) who was appointed as Director in order to fill the Casual Vacancy, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all necessary forms and documents be filed with the Registrar of Companies, West Bengal in connection with the above appointment."

By Order of the Board
For TONGANI TEA COMPANY LIMITED

Regd.Office :
15B, Hemanta Basu Sarani, 3rd Floor
Kolkata - 700 001
Date : 8th August, 2018.

MANOJ KUMAR DAGA
Chairman
DIN 00123386

NOTES :

1. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 1st September, 2018 to Friday, 7th September, 2018 (both days inclusive) for determining the entitlement of the shareholders for the dividend for Financial Year 2017-18, if declared at the meeting.
2. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy/ proxies to attend and vote on a poll instead of himself/herself and the proxy/ proxies need not be a member of the

Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.

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 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 shareholder. The holder of proxy shall prove his/her identity at the time of attending the Meeting.

In case of joint holders attending the meeting, only such joint holders who are higher in the order of the names will be entitled to vote.

3. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorizing under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are provided in the Notice under Note No.22.
5. The dividend, if declared by the Members at the Annual General Meeting, will be paid to those Members whose names shall appear on the Company's Register of Members as on Friday, 31st August, 2018. In respect of shares held in dematerialised form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Friday, 31st August, 2018, as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
6. Members are requested to note that under section 124 of Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) the amount of dividend if any unpaid or unclaimed for a period of 7 (seven) years from the due date is required to be transferred to Investor Education and Protection Fund (IEPF) constituted by the Central Government of India. Further, all shares in respect of which dividend remain unclaimed for 7 consecutive years or more, are also required to be transferred to the IEPF.
The Company had accordingly transferred final dividend pertaining to the Financial Year 2009-10 to the IEPF within the stipulated time period. The unclaimed final dividend in respect of financial year 2010-11 is due for transfer to the IEPF in October, 2018. Further, no claim shall lie against the Company in respect of any amount of unpaid dividend transferred to IEPF after completion of seven years or the said fund after the said transfer.
Members who have neither received nor encashed their dividend warrant(s) for the financial year 2010-11 or subsequent years, are requested to write to the Company, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).
7. 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.
8. Members holding shares in physical mode are requested to intimate changes in their address alongwith proof of address/bank mandate to the Registrar and Share Transfer Agents (RTA), Niche Technologies Pvt. Ltd. Members holding shares in electronic mode are requested to send the intimation for change of address / bank mandate to their respective Depository Participant.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's RTA, enclosing their share certificates to enable the Company to consolidate their holdings into a single folio.
10. Shareholders are also requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory demat mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate (if already complied with, please ignore this).
11. 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 details to the R&T Agent or to the Registered Office of the Company.
12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any

change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

13. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Director seeking re-appointment at the Annual General Meeting, form an integral part of the notice. The Director has furnished the requisite declaration for his/her re-appointment.

Mr. Manoj Kumar Daga shall retire at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

Mr. Daga joined the Board of Directors as a Non-Executive Director from 31st July, 1998.

Mr. Daga is the Chairman of the Stakeholders Relationship Committee, Review Committee and Share Transfer Committee and Member of Nomination & Remuneration Committee of the Board of Directors of the Company.

Mr. Daga has been working in the Tea Industry for more than 30 years. He is a Bachelor of Commerce with Honours in Accountancy.

The appointment of Mr. Daga is appropriate and in the best interest of the Company. Mr. Daga is Director in Norben Tea & Exports Ltd., Joonktolee Tea & Industries Ltd., Cowcoody Builders Pvt. Ltd., Daga & Company Pvt. Ltd. and Nominee Director for and on behalf of Joonktolee Tea and Industries Limited on the Board M/s. Keshava Plantations Pvt. Ltd. w.e.f. 05/04/2016.

He is also a member in Norben Tea & Exports Ltd., Derby Electronics Pvt. Ltd., Mangalam Products Pvt. Ltd. and Anjum Investments Pvt. Ltd. Mr. Daga holds by himself 42,208 Equity shares in the Company. He does not hold for any other person on a beneficial basis, any shares in the Company.

Upon his re-appointment as a director, Mr. Daga shall continue to hold office as a Non-Executive Director subject to retirement by rotation.

Accordingly, the Board recommends his re-appointment.

Except Mr. Daga, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in agenda Item No.3.

14. Electronic copy of the Notice and Annual Report of the 125th Annual 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 and Annual Report of the 125th Annual 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. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
15. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting; members are requested to bring their copies at the meeting
16. Members/proxies should bring their attendance slips sent herewith, duly filled in, for attending the Meeting. Members/ proxies attending the AGM are requested to carry their identity proof.
17. All the documents referred to in the accompanying Notice and Statement are open for inspection by the Members at the Company's Registered Office on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till 7th September, 2018, and will also be available for inspection at the Meeting.
18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.
19. Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them Pursuant to section 72 of the Companies Act 2013. The prescribed Form (Form SH 13) can be obtained from the Share Department of the Company. Members desiring to avail this facility, may send their Nomination Form (in duplicate) duly filled in, to the Company or its Share Transfer Agents M/s. Niche Technologies Pvt. Ltd. of D-511, Bagree Market, 5th Floor, 71, B.R.B.Basu Road, Kolkata-700001 by quoting their respective Folio Numbers.
20. SEBI and Ministry of Corporate Affairs encourages paperless communication as a contribution to Green environment. Members holding shares in physical mode are requested to register their e-mail address to the RTA for receiving all communications including annual reports, notices, circulars etc. from the company electronically. Members who wish to register their e-mail id can download the green initiative form from the company's website www.tonganitea.com

21. Members may also note that the Notice of the 125th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.tonganitea.com for their download. 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.

THE ROUTE MAP TO THE AGM VENUE IS ANNEXED TO THE NOTICE.

22. Voting at the AGM

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 Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-Voting ('remote e-voting'), Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 4th September, 2018 (9:00 am) and ends on 6th September, 2018 (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 of 31st August, 2018, 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.
- (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	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"> • 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	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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.
- (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 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.
- (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.
- II. Facility for voting through ballot paper / polling paper will also be available at the AGM 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.
- Members who have cast their vote by remote e-voting prior to the AGM and are attending the meeting will not be entitled to cast their vote again.
- III. 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. 31st August, 2018, 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.
- IV. 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).
- V. 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 31st August, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.
- VI. M/s. Agarwal A & Associates, Company Secretaries of 9, Mangoe Lane, 2nd Floor, Room No.12, Kolkata – 700 001 has been appointed as the Scrutinizer to scrutinize the remote e-voting and voting process to be carried out at the Annual General Meeting in a fair and transparent manner.
- VII. The Scrutinizer will submit, not later than 2 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company.

VIII. 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 Stock Exchange, immediately.

23. MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR SUPPORTING EVIDENCE IN RESPECT OF THEIR DPID AND CLIENT ID NOS. FOR EASIER IDENTIFICATION OF THEIR ATTENDANCE AT THE MEETING.

ATTENDANCE WILL START AT 10.00 A.M.

Annexure to Notice

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

I. ITEM NO.4

Mrs. Sumana Raychaudhuri is Non-Executive Director of the Company. She was appointed as Director of the Company in order to fill the Casual Vacancy.

Mrs. Raychaudhuri is Member of the Audit Committee and Share Transfer Committee of the Board of Directors of the Company.

Ms. Raychaudhuri, Awarded Ph.D. in Law by the University of Burdwan in 2012. Research Topic: "Impact of WTO on Pharmaceutical Multinationals in India: A Legal Study", passed C.S. from the Institute of Company Secretaries of India in the year 2006 and received Associate Membership of the ICSI in 2009, passed LL.M., University of Burdwan, 2005, LL.B., University of Calcutta, 2002 and passed B.Sc., Scottish Church College, University of Calcutta, 1996.

She was associated as Part-Time Lecturer of Law with Sarsuna Law College, Vidyasagar University from March 2006 till May, 2007.

Currently she is working as an Assistant Manager with M/s. Polar Industries Limited.

Former Company Secretary with Merino Industries Ltd.

She is an Associate Member of the Institute of Company Secretaries of India (Membership No.A-23317).

She is also associated as Director with the following companies:

- (i) CAMCO Multi Metal Ltd.,
- (ii) Century Aluminium Mfg. Co. Ltd.
- (iii) Vintage Securities Ltd.

Upon her re-appointment as a director, Mrs. Raychaudhuri shall continue to hold office as a Non-Executive Director subject to retirement by rotation.

Accordingly, the Board recommends her re-appointment.

Except Mrs. Raychaudhuri, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at agenda Item No.5 of the Notice.

By Order of the Board
For TONGANI TEA COMPANY LIMITED

Regd. Office :
15B, Hemanta Basu Sarani, 3rd Floor
Kolkata - 700 001
Date : 8th August, 2018.

MANOJ KUMAR DAGA
Chairman
DIN 00123386

Please note that vide SEBI Notification in Gazette of India on 8th June, 2018, requests for effecting transfer of securities shall not be proceeded unless the securities are held in dematerialised form with a depository. The said notification shall come into force on the 180th day from 8th June, 2018.

Shareholders holding shares in physical segment are therefore advised that the shares are dematerialised immediately, if not done already. In this regard we have already advised you individual vide our letter dated 7th July, 2018.