



NOTICE

Notice is hereby given that the 31st Annual General Meeting of Kanco Tea & Industries Limited will be held at Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata - 700017 on Wednesday, the 13th day of August, 2014 at 11 a.m., to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended 31st March, 2014, the Audited Balance Sheet as at that date and the Reports of the Board of Directors and Auditors thereon.
2. To consider declaration of dividend on 7% Non Cumulative Redeemable Preference Shares for the financial year ended 31st March, 2014.
3. To consider declaration of dividend on Equity Shares for the financial year ended 31st March, 2014.
4. To appoint a director in place of Mr. Govind Ram Banka (DIN: 00207385), who retires by rotation at this Annual General Meeting 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 and fix their remuneration.

Special Business:

6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Umang Kanoria who was appointed as an Additional Director of the Company with effect from September 23, 2013 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."
7. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 of the Companies Act, 2013 and the Rules made thereunder and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 the consent of the Company be and is hereby accorded to the re-appointment of Mrs. Anuradha Kanoria (holding DIN: 00081172), as Whole Time Director of the Company for a period of five years with effect from 1st December, 2014, on the terms and conditions as set out in the Explanatory Statement annexed hereto."
"RESOLVED FURTHER THAT the aggregate amount of remuneration payable to her in a particular financial year will be subject to overall ceiling limit laid down in Sections 196 & 197 of the Companies Act, 2013."
"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mrs. Anuradha Kanoria."
"RESOLVED FURTHER THAT in the event of any loss or absence or inadequacy of profits of the Company in any financial year, during the tenure of the office of Mrs. Anuradha Kanoria, the remuneration mentioned in the draft agreement shall be paid to Mrs. Anuradha Kanoria as minimum remuneration and same shall be subject to the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time in this regard, as minimum remuneration."
8. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013,



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Mr. Navin Nayar (DIN: 00136057), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be appointed as an Independent Director of the Company, to hold office for five consecutive years from the conclusion of this Annual General Meeting till the Annual General Meeting for the Financial Year ended 31st March, 2019, not liable to retire by rotation."

9. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Golam Momen (DIN: 00402662), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act 2013 proposing his candidature for the office of Director of the Company, be appointed as an Independent Director of the Company, to hold office for five consecutive years from the conclusion of this Annual General Meeting till the Annual General Meeting for the Financial Year ended 31st March, 2019, not liable to retire by rotation."

10. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an 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, the remuneration of ₹ 35,000/- (Rupees Thirty Five Thousand Only) plus service tax as applicable and reimbursement of out-of-pocket expenses for the Financial Year ending 31st March, 2015 as approved by the Board of Directors of the Company, to be paid to M/s A.C.Dutta & Co (Registration No.000125), Cost Accountants, appointed for conducting the cost audit of the Company's Tea Estate namely Mackeypore Tea Estate situated at Nazira, Sivasagar, Assam-785685 be and is hereby ratified and confirmed."

11. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Ordinary Resolution:

"RESOLVED THAT in supersession of the ordinary resolution passed under Section 293(1)(e) of the Companies Act, 1956, at the Annual General Meeting of the Company held on 29th July 2011 and pursuant to Section 181 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, approval 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 include any Committee thereof) to contribute and/or to subscribe and/or otherwise to assist, from time to time, to any charitable, benevolent, public or general and other funds, and to any society, association or Institution, not directly relating to the business of the Company or the welfare of its employees, any such amount or amounts, as the Board may deem fit, together with such sum of money which has already been contributed and/or subscribed by the Board to any charitable, benevolent, public or general and other funds, and to any society, association or Institution, provided however that the total amount that may so be contributed in any financial year shall not exceed ₹ 1,00,00,000/- (Rupees One Crore Only) or 5% of the Company's average net profits, as determined in accordance with the provisions of Section 198 of the Companies Act, 2013, during the three immediately preceding financial years, whichever is higher."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary."

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



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"RESOLVED THAT in supersession of the special resolution passed under Section 293(1)(a) of the Companies Act, 1956, at the Annual General Meeting of the Company held on 23rd September 2009 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, approval 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 include any Committee thereof) to the creation of Charges, Mortgages and Hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such of the Assets of the Company, both present and future, in such manner as the Board/Committee of the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of financial institutions, foreign financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, any other bodies corporate (herein after referred to as the "Lending Agencies") and Trustees for the holders of debentures/ bonds/ and/or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/ foreign currency loans/ working capital loans/ debentures, bonds and other instrument of an outstanding value of ₹.75 Crores (Rupees Seventy Five Crores only) over and above the aggregate of the paid up capital and free reserves of the Company together with interest thereon at the agreed rates, further interest, liquidated damages, premium on re-payment or redemption, costs, charges, expenses and all other money payable by the Company to the trustees under the Trust deed and to the Lending Agencies under their respective Agreement/ Loan Agreement/ Debenture Trust Deeds entered/ to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate and finalise all the documents for creating the aforesaid mortgage and/or charge and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient, for giving effect to this resolution."

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

"RESOLVED THAT in supersession of the special resolution passed under Section 293(1)(d) of the Companies Act, 1956, at the Annual General Meeting of the Company held on 23rd September 2009 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, approval 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 include any Committee thereof), to borrow , for the purposes of the Companies business, any sum or sums of money together with the moneys already borrowed by the Company (apart from temporary loan obtained from time to time from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the company and its free reserves excluding the reserves set apart for any specific purpose, provided that the aggregate of all sums borrowed by the Board from time to time and remaining outstanding shall not exceed, at any point of time, ₹ 75 Crores (Rupees Seventy Five Crores only) over and above the aggregate of the paid up capital and free reserves of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate and finalise all the terms and conditions of all such moneys to be borrowed from time to time as to interest, repayment, securities, etc and to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, necessary, desirable or expedient for giving effect to this resolution."

14. 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 197(1), 198 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder and the Listing Agreement with the Stock Exchanges where the securities of the Company is listed, the non-executive directors and independent directors of the Company be paid, remuneration, in addition to the sitting fees being paid/payable to them for attending the meetings of the Board of Directors of the Company (hereinafter referred to as the 'Board') and its



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Committee thereof, as the Board of Directors may from time to time determine, not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013."

15. 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 94 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions and subject to the approval of the members of the Company, the Company do hereby provide its consent to keeping of its Registers of Members, Index of Members, Register of Transfers, Register of Renewed & Duplicate Certificates and other registers relating to Members with the Registrar & Transfer Agents at their office, instead of keeping with the Company at its registered office."

16. 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 196 and all other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, approval of the Company be and is hereby accorded for payment of ₹15,000/- (Rupees Fifteen Thousand Only) as sitting fees to each of the Non-Executive directors and Independent directors for attending every meeting of the Board of Directors."

Registered Office :

Jasmine Tower, 3rd Floor
31, Shakespeare Sarani, Kolkata – 700 017
Dated : the 1st day of July, 2014

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

A. K. Gangopadhyay
Company Secretary

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. 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.
- 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 pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Business of the Meeting is annexed hereto and forms part of this notice.
- IV. 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 12th of August 2014 to 13th of August 2014 (both days inclusive) for the purpose of payment of the final dividend for the financial year ended March 31, 2014 and the Annual General Meeting.
- V. 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.



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- VI. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company on weekdays (3.00 p.m. to 5 p.m.) up to and including the date of the Annual General Meeting of the Company.
- VII. 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.
- VIII. 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.
- IX. Dividend, as recommended by the Board, if approved at the Annual General Meeting by the Members, will be paid latest by 20th August, 2014 or 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 11th August, 2014, 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. 11th August, 2014.
- X. Members who have neither received or encashed their dividend warrant(s) for the financial years 2009-2010 up to 2012-2013, 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.
- XI. 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.
- XII. 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.
- XIII. Copies of the Annual Report 2013-2014, the Notice of the 31st 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 2013-2014, the Notice of the 31st 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.
- XIV. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2013-2014 will also be available on the Company's website 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: compliance@kancotea.in or rta@cbmsl.com.
- XV. Members seeking any information with regard to Accounts may write to the Company 7 (seven) days before the date of the Annual General Meeting.



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- XVI. 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.
- XVII. 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.
- XVIII. Voting through electronic means:
- a. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their rights to vote at the 31st Annual General Meeting by electronic means. The business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL).
 - b. The e-Voting procedure to be followed by the shareholders to cast their votes:
- A. In case of members receiving e-mail:**
- (i) Open your web browser during the voting period, from 7th of August 2014 (9.00 a.m.) to 8th of August 2014 (6.00 p.m.).
 - (ii) Log on to the e-voting website **www.evotingindia.com**
 - (iii) Click on "Shareholders" tab.
 - (iv) Now, select the Company Name- "**KANCO TEA & INDUSTRIES LIMITED**" from the drop down menu and click on "SUBMIT".
 - (v) 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.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) 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.
 - (viii) 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 (v).



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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly 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>** on which you choose to vote.
- (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 voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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, 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.
- (xx) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com/ compliance@kancotea.in/ rta@cbmsl.com.

B. In case of members receiving the physical copy:

- (i) Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
- XIX. The e-voting commences on 7th of August 2014 (9.00 a.m.) and ends on 8th of August 2014 (6.00 p.m.).The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- XX. 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.



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The ballot must be received by the Scrutinizer on or before 8th August, 2014 (6.00 pm). The Scrutinizers 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.

- XXI. 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).
- XXII. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of 11th July 2014.
- XXIII. Ms. Priti Todi, Practising Company Secretary (Membership No. 14611) (Address: 225D, AJC Bose Road, 3rd Floor, Kolkata - 700020) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XXIV. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- XXV. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kancotea.in and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the Stock Exchanges.

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

Item No. 6

Pursuant to Article 90 of the Articles of Association of the Company and in terms of Section 161 of the Companies Act, 2013, Mr. Umang Kanoria was appointed as an Additional Director of the Company with effect from 23rd September 2013 by the Board of Directors of the Company and holds office as Director up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing from a member of the Company together with requisite deposit, proposing the appointment of Mr. Umang Kanoria as a director of the Company, liable to retire by rotation in terms of Section 257 of the Companies Act, 1956.

Mr. Umang Kanoria, born on 2nd November, 1959, is a Commerce Graduate with honours from St. Xaviers College, Kolkata. He is an Associate Member of the Institute of Cost Accountants of India and holds a Master's degree in Business Administration from Switzerland (M.B.A.). He has vast experience in Tea and Textile Industry and has served as a past president of Tea Association of India (TAI) and at present he is a member of its committee and was the past president of Indian Chamber of Commerce (ICC).

He is also on board of various Companies viz, Harrisons Malayalam Limited, Stel Holding Limited, Kanco Enterprises Limited and Spencer And Company Limited.

Mr. Umang Kanoria is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 (corresponding Section 274(1)(g) of the Companies Act, 1956).

He is interested in the resolution set out at item No. 6 which pertains to his appointment as a Director. Mrs. Anuradha Kanoria, who is the spouse of Mr. Umang Kanoria and also the Whole time Director of the Company and their other relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the appointment of Mr. Umang Kanoria in this resolution of the Notice.

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 therefore, recommends the Resolution to be passed as an Ordinary Resolution by the Members.



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Item No. 7

Mrs. Anuradha Kanoria, born on 16th August, 1962, is an Arts Graduate with honours from Lady Shri Ram College under Delhi University. She has vast experience in Tea Industry and has served as a past president of Ladies Study Group (Wing of Indian Chamber of Commerce) and at present she is a member of its committee. She is also on board of various Companies viz, B. T. Investments Private Limited, Nidhi Private Limited, Suryasakti Commodities Private Limited and Milan Agencies Private Limited.

The Board of Directors at their meeting held on 1st July, 2014 has, subject to the approval of the members, re-appointed Mrs. Anuradha Kanoria as Whole time Director, for a period of 5(five) years from the expiry of her present term, which will expire on 30th of November, 2014, at the remuneration recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek member's approval for the re-appointment of and remuneration payable to Mrs. Anuradha Kanoria as Whole time Director of the Company, in terms of the applicable provisions of the Act.

Particulars of the terms of appointment of and remuneration payable to her are as under:

1. (a) **Salary(Basic) per month** : ₹ 2,00,000/-in the scale of ₹ 2,00,000-2,25,000-2,50,000- 2,75,000- 3,00,000
(b) **Commission** : 5% of the net profits, subject to 100% of annual salary

2. **Allowances/Perquisites**

Housing:-

Expenditure incurred by the Company on hiring furnished accommodation for the Whole time Director subject to a maximum of 15% of the basic salary relevant for the concerned period shall be deducted by the Company.

OR

In case Company owned and furnished accommodation is provided no allowance shall be paid.

OR

In case no accommodation- owned or hired-is provided by the Company, the Whole time Director shall be entitled to 30% of the basic salary relevant for the concerned period as and by way of House rent allowance.

Gas/Electricity/ Water and Furniture/fixtures:-

Expenditure incurred to be valued as per Income Tax Rules, 1962

Medical Reimbursement

Expenditure incurred by the Whole time Director and her family, subject to a ceiling of one month's salary (basic) in a year or three months salary (basic) over a period of three years.

Leave Travel Concession

For Self and family in accordance with the Rules of the Company.

Group Term Insurance

As per the scheme of the Company provided the Annual Premium does not exceed ₹ 10,000/-.

Club Fees

Actual Fees for a maximum of two clubs. Admission fee and life membership fee shall not be paid by the Company.

3. **The following shall not be included in the computation of ceiling on remuneration specified above:**

- a) Contribution to Provident Fund and Superannuation / Annuity Fund will be as per Scheme of the Company but restricted to the amount not taxable under the Income Tax Act, 1961.
- b) Gratuity payable shall be at a rate not exceeding 15 days salary for each completed year of service or part thereof in excess of six months as per Scheme of the Company.
- c) One and a Half month's leave with full pay and perquisites, subject to a maximum accumulation of leave for 180 days. Leave encashment at the end of the service shall not be taken into computation.



NOTICE (Contd.)

- d) Encashment of un-availed leave at the end of the tenure or at specified intervals will be as per Scheme of the Company.
 - e) Provision of car for use in relation to Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to the Whole time Director.
4. Mrs. Anuradha Kanoria shall not be paid any sitting fee for attending the meeting of the Board of Directors or any committee thereon.

5. Minimum Remuneration:

In the event that the Company in any financial year during the tenure of Mrs. Anuradha Kanoria's employment as the Whole time Director of the Company, has no profits or its profits are inadequate, the minimum remuneration payable to Mrs. Anuradha Kanoria, by way of salary and perquisites shall be the remuneration drawn by her, subject to the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time in this regard, as minimum remuneration.

6. General:

- (i) That the Whole time Director will perform her duties with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- (ii) That the Whole time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) That the Whole-time Director shall not be liable to determination by retirement of directors by rotation in accordance with the provisions of Section 152 of the Companies Act, 2013 read with rules made thereunder.
- (iv) That the Whole time Director will be reimbursed by the Company all entertainment and other expenses actually incurred by her in connection with the business of the Company, subject to such limits as may be fixed by the Board from time to time. Entertainment expenses so reimbursed shall not be included in the computation of the ceiling on perquisites.
- (v) That during the tenure of employment, the Whole time Director shall not be interested or otherwise concerned directly or indirectly or through any of her relatives in any selling or buying agency or any of the suppliers/vendors of the Company except to the extent permissible by the laws prevailing at that time or is reasonable enough to carry on her duties.
- (vi) That the Whole time Director and the Company shall have the rights to terminate the appointment by giving six months notice in writing to the other.
- (vii) That the terms and conditions of this agreement of service may be varied from time to time by the Board of Directors of the Company, within the maximum amount payable to the Whole time Director in accordance with the applicable provisions of the Companies Act, 2013.
- (viii) That subject to supervision, direction and control of the Board, the Whole time Director would be entrusted with power of management. Her powers shall be such as are necessary for the overall general management of the Company and such as may be conferred upon her by the Board from time to time as it may deem fit/expedient.

Mrs. Anuradha Kanoria satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out in sub-section (3) of Section 196 of the Act for being eligible for her re-appointment. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 (corresponding Section 274(1)(g) of the Companies Act, 1956). She is holding 183147 equity shares in the Company.



NOTICE (Contd.)

Mrs. Anuradha Kanoria is interested in the resolution set out at item No. 7 which pertains to her re-appointment and remuneration payable to her as a Wholetime Director. Mr. Umang Kanoria, who is the spouse of Mrs. Anuradha Kanoria and also the Director of the Company and their other relatives, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the re-appointment and remuneration payable to Mrs. Anuradha Kanoria in this resolution of the Notice.

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 therefore, recommends the Resolution to be passed as an Ordinary Resolution by the Members.

Item No. 8

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

Mr. Navin Nayar, born on 12th October, 1962 is a practising Chartered Accountant by profession. He is also on board of Companies viz Cheviot Company Limited, Bengal Tea & Fabrics Limited, OCL Investment & Leasing Limited, Cosmopolitan Investments Limited, Amar Vanjiya Limited, AKV Textiles Limited, among others.

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

Mr. Navin Nayar is a director whose period of office is liable to determination of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. It is proposed to appoint Mr. Navin Nayar as Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for five consecutive years from the conclusion of this Annual General Meeting till the Annual General Meeting for the Financial Year ended 31st March, 2019, not liable to retire by rotation.

Mr. Navin Nayar is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 (corresponding Section 274(1)(g) of the Companies Act,1956).

The Company has received notice in writing from a member along with the deposit of ₹ 1,00,000/- (Rupees One Lac Only) under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Navin Nayar for the office of Director of the Company.

In the opinion of the Board, Mr. Navin Nayar fulfills the conditions specified in the Companies Act, 2013 and the Listing Agreement and is Independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and recommends the Resolution to be passed as an Ordinary Resolution by the Members.

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

Mr. Navin Nayar is concerned or interested in the resolution set out at item No. 8, which pertains to his appointment. The relatives of Mr. Navin Nayar 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.

Item No. 9

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

Mr. Golam Momen, born on 6th June, 1933, 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 Surendra Corporate Services Limited, Baghmari Tea Company Limited among others.

Mr. Golam Momen is holding 65 equity shares in the Company.



NOTICE (Contd.)

Mr. Golam Momen is a director whose period of office is liable to determination of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. It is proposed to appoint Mr. Golam Momen as Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for five consecutive years from the conclusion of this Annual General Meeting till the Annual General Meeting for the Financial Year ended 31st March, 2019, not liable to retire by rotation.

Mr. Golam Momen is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 (corresponding Section 274(1)(g) of the Companies Act, 1956).

The Company has received notice in writing from a member along with the deposit of ₹ 1,00,000/- (Rupees One Lac Only) under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Golam Momen for the office of Director of the Company.

In the opinion of the Board, Mr. Golam Momen fulfills the conditions specified in the Companies Act, 2013 and the Listing Agreement and is Independent of the Management.

The Board considers that his expertise and knowledge would be of immense benefit to the Company and recommends the Resolution to be passed as an Ordinary Resolution by the Members.

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

Mr. Golam Momen is concerned or interested in the resolution set out at item No. 9, which pertains to his appointment. The relatives of Mr. Golam Momen may be deemed interested in the resolution set out at item No. 9 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.9 of the Notice.

Item No. 10

The Board at its meeting held on May 9, 2014 has considered and approved the appointment of M/s A. C. Dutta & Co., Cost Accountants, for the conduct of the cost audit of the Company's Tea Estate namely Mackeypore Tea Estate situated at Nazira, Sivasagar, Assam-785685 at a remuneration of ₹ 35,000/- (Rupees Thirty Five Thousand Only) plus service tax as applicable and reimbursement of out-of-pocket expenses for the Financial Year ending March 31, 2015. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with rules made thereunder, the remuneration 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. 10 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

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.10 of the Notice.

Item No. 11

The members of the Company at their 28th Annual General Meeting held on 29th July, 2011, approved by way of an Ordinary Resolution under Section 293(1)(e) of the Companies Act, 1956, contribution to the Charitable and other funds not directly related to the business of the Company or the welfare of its employees, during any financial year, for an amount up to ₹ 50,00,000 (Rupees Fifty Lacs only) or 5% of the Company's average net profit as determined in accordance with provisions of Section 349 and Section 350 of the Companies Act, 1956 during the three financial years immediately preceding, whichever is greater.

Under Section 181 of the Companies Act, 2013, the Board of Directors shall not contribute to the bonafide charitable and other funds in excess of 5% of its average net profits for the three immediately preceding financial years, except with the consent of the members accorded by way of ordinary resolution.

The Board of Directors of the Company, at its meeting held on 1st July, 2014, proposed to obtain the approval of the members of the Company for making contribution to the bonafide charitable and other funds for an amount up to



NOTICE (Contd.)

₹ 1,00,00,000 (Rupees One Crore only) or 5% of its average net profits, as determined in accordance with Section 198 of the Companies Act, 2013, for the three immediately preceding financial years, whichever is greater.

As the members are aware, the company has always believed in strengthening and uplifting the communities across the country. With ongoing focus on education, development of children, healthcare for all and assistance to poor people, the company would like to earmark funds for its "Social Responsibility Initiatives".

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.11 of the Notice.

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

Item No.12

At the 26th Annual General Meeting held on 23rd September 2009, the members had, by way of an Ordinary Resolution and in pursuance of provisions of Section 293(1)(a) of the Companies Act, 1956, accorded consent to the Board of Directors for creating mortgage or charge on its movable or immovable properties, for an amount not exceeding ₹ 75 Crores (Rupees Seventy Five Crores only) over and above the aggregate of the paid up capital and free reserves of the Company.

Under Section 180(1)(a) of the Companies Act, 2013, the Board of Directors shall not create mortgage or charge on its movable or immovable properties, except with the consent of the members accorded by way of a special resolution. It is therefore necessary for the members to pass a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at item No. 12 of the Notice, to enable the Board of Directors to create mortgage or charge on its movable or immovable properties, approval of members is being sought.

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.12 of the Notice.

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

Item No.13

The members of the Company at their 26th Annual General Meeting held on 23rd September 2009 approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956, borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of ₹ 75 Crores (Rupees Seventy Five Crores only).

Under Section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not borrow money in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a special resolution. It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 13 of the Notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money upto ₹ 75 Crores (Rupees Seventy Five Crores only) in excess of the aggregate of the paid up share capital and free reserves of the Company.

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.13 of the Notice.

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

Item No.14

Under the new Companies Act, 2013, the Directors are entrusted with the responsibilities of exercising their duties with integrity and as such the remuneration payable to directors by the company should be commensurate with the increased roles, responsibilities and duties.

The Board of Directors of the Company, have, subject to the approval of members of the Company, proposed to remunerate its Non-Executive Directors and Independent Directors commission, not exceeding in aggregate one



NOTICE (Contd.)

percent of the annual net profit of the Company for each Financial Year, as computed in accordance with Section 198 of the Companies Act, 2013.

The said remuneration to Non-Executive Directors and Independent Directors shall be in addition to the sitting fee payable to them for attending meetings of the Board and Committees thereof.

All Non-Executive Directors and Independent Directors and their relatives, to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested, financially or otherwise, in the resolution set out at item No.14 of the Notice.

None of the 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.14 of the Notice.

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

Item No.15

Under Section 94 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, Company shall not keep the registers relating to members viz, Register of Members (including index), Register of Transfers, Register of Renewed & Duplicate Certificates and other registers relating to Members at any other place other than the Registered Office of the Company, except with the consent of the company accorded by way of a special resolution.

The Company intends to keep all the registers(stated above), at the Office of the present Registrar & Share Transfer Agent (RTA) of the Company- M/s C B Management Services (P) Ltd, P-22, Bondel Road, Kolkata- 700019 in addition to the other documents required by them to maintain share transfer activities.

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.15 of the Notice.

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

Item No.16

Under Section 196 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, the Company may pay a sitting fee to a director for attending meetings of the Board or committees thereof, such sum as may be decided by the Board of directors thereof which shall not exceed one lakh rupees per meeting of the Board or committee.

At the 26th Annual General Meeting held on 23rd September 2009, the members had, by way of Special Resolution accorded consent to alter Article 93 of the Articles of Association and accordingly ₹ 10,000/-(Rupees Ten Thousand only) as sitting fees is paid to its directors for attending meetings of the Board or committees thereof.

The Board of Directors of the Company, at its meeting held on 1st July, 2014, proposed to obtain the approval of the members of the Company for increasing the Sitting Fees to ₹ 15,000/- (Rupees Fifteen Thousand only).

All Non-Executive Directors and Independent Directors and their relatives, to the extent of their shareholding, if any, in the Company, may be deemed to be concerned or interested, financially or otherwise, in the resolution set out at item No.16 of the Notice.

None of the 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.16 of the Notice.

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

Registered Office :

Jasmine Tower, 3rd Floor
31, Shakespeare Sarani, Kolkata – 700 017
Dated : the 1st day of July, 2014

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

A. K. Gangopadhyay
Company Secretary



KANCO TEA & INDUSTRIES LIMITED

Registered Office : Jasmine Tower, 3rd Floor
31, Shakespeare Sarani, Kolkata - 700 017

CIN : L15491WB1983PLC035793

ATTENDANCE SLIP

Registered Folio/DP ID & Client ID	
Name & Address of the Member	
E-mail ID :	

1. I hereby record my presence at the 31st Annual General Meeting of the Company, to be held on Wednesday, the 13th day of August, 2014 at 11.00 A.M. at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata - 700 017.
2. Signature of the Member / Proxy Present.

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KANCO TEA & INDUSTRIES LIMITED

Registered Office : Jasmine Tower, 3rd Floor
31, Shakespeare Sarani, Kolkata - 700 017

CIN : L15491WB1983PLC035793

PROXY FORM

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

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 above named Company, hereby appoint.

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

a my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Wednesday, 13th day of August, 2014 at 11.00 A.M. at Bharatiya Bhasha Parishad", 36A, Shakespeare Sarani, Kolkata - 70 0017 and at any adjournment thereof in respect of such resolutions as are indicated below :

Sl.No.	Resolution	Sl.No.	Resolution
1.	Adoption of the Audited Statement of Profit & Loss for the year ended 31st March, 2014, the Audited Balance Sheet as at that date and the Reports of the Board of Directors and Auditors thereon	9.	Appointment of Mr. Golam Momen as Independent Director.
2.	To consider declaration of dividend on 7% Non Cumulative Redeemable Preference Shares for the financial year ended 31st March, 2014.	10.	Ratification of the remuneration to be paid to M/s A.C.Dutta & Co (RegistrationNo.000125), Cost Accountants
3.	To consider declaration of dividend on Equity Shares for the financial year ended 31st March, 2014.	11.	Consent u/s 181 of the Companies Act, 2013-Contribution to bonafide and Charitable Funds etc
4.	To appoint a director in place of Mr. Govind Ram Banka (DIN: 00207385), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	12.	Consent u/s 180 (1) (a) of Companies Act, 2013 - Creation of charge
5.	To appoint M/s. Jain & Co., Chartered Accountants (Firm Registration No: 302023E) as Statutory Auditors of the Company and fix their remuneration	13.	Consent u/s 180 (1) (c) of Companies Act, 2013 - Borrowing Powers
6.	Appointment of Mr. Umang Kanoria as Non-Executive Director	14.	Payment of one percent of the Net Profits to the Non Executive Directors and Independent Directors in a Financial Year.
7.	Re-appointment of Mrs. Anuradha Kanoria as Whole time Director.	15.	Consent u/s 94 of Companies Act, 2013 - Keeping Register of Members etc with Registrar and Share Transfer Agent.
8.	Appointment of Mr. Navin Nayar as Independent Director.	16.	Fixing the Sitting Fees for attending Board Meeting to ₹ 15000/-

Signed this _____ day of _____ 2014

Signature of Shareholder : _____

Signature of Proxy holder(S) : _____

Affix
Revenue
Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at "Jasmine Tower", 3rd Floor, 31, Shakespeare Sarani, Kolkata-700 017 not less than FORTY EIGHT HOURS before the meeting.