



**THE GOPALPUR
TEA COMPANY LIMITED**

Regd. Office : Flat No. 12, 3rd Floor,
30, Chowringhee Road, Kolkata - 700 016
C : 2229 1684, F : 2226 9950
E-mail : gopalpurtea@gmail.com, info@gopalpurtea.in
W : www.gopalpurtea.in
CIN # : LO1132WB1913PLC002383

Gopalpur Tea Estate
P.O. Gopalgagan - 735213
P.S. Birpara
Dist. Jalpaiguri
West Bengal

Date: 10th October 2015

To
The Secretary
The Calcutta Stock Exchange Ltd
7, Lyonse Range
Kolkata 700001

OFFICE COPY

Sir,

Sub: Minutes of the 102nd Annual General Meeting of the Company

Please find enclosed herewith duly signed copy of minutes of the 102nd Annual General Meeting of the Company held on 30th September 2015.

This is for your perusal necessary action and record.

Yours Faithfully,
For and on behalf of
THE GOPALPUR TEA CO. LTD.

Chief Financial Officer
Nathmal Maheshwari

Nathmal
Enclo: as above





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MINUTES OF THE ANNUAL GENERAL MEETING OF THE GOPALPUR TEA CO. LTD. HELD AT ITS REGISTERED OFFICE AT FLAT-12, 3RD FLOOR, 30 CHOWRINGHEE ROAD, KOLKATA-700016 ON WEDNESDAY, THE 30TH SEPTEMBER 2015 AT 10.30 A.M.

PRESENT

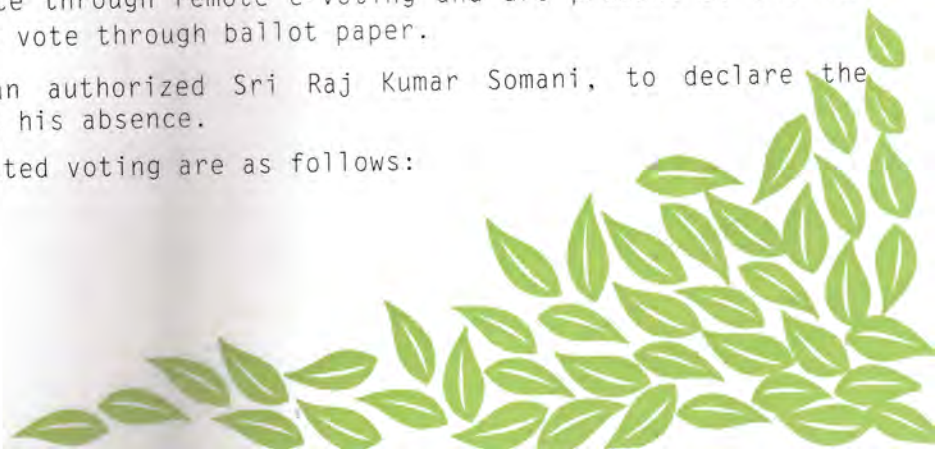
- Sri Ratan Kumar Somani, Chairman & Managing Director
- Sri Raj Kumar Somani
- Sri Nathmal Maheshwari, CFO-in attendance
- Sri Abhijeet Jain, Practising Company Secretary and Scrutinizer-in attendance
- 39 Members present in person
- 1 Member by proxy

1. Sri Ratan Kumar Somani, Chairman took the Chair.
2. The necessary quorum being present, the Chairperson declared the meeting in order.
3. The Chairperson informed the meeting that the Statutory Registers and inspection document are kept open for member's inspection.
4. With the consent of the Members present the notice convening the meeting, Audited Financial Statement for the year ended 31st March, 2015, along with Directors' Report thereon having already been circulated were taken as read. As there was no qualification in the Auditors' Report the same was not read to the meeting.
5. The Chairperson informed the meeting about working of the Company.
6. Thereafter the Chairperson asked the members if they have any queries on Accounts, Business, Operations and current situation of company. No member raised any query.
7. The Chairperson informed the Meeting that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule, 20 of the Companies (Management and Administration) Rules, 2014 and clause 35 of the Listing Agreement with the Stock Exchange where the Company's shares are listed, the Company has provided e-voting facility to the Members of the Company. The Company has appointed Sri Abhijeet Jain, Practising Company Secretary as Scrutinizer to scrutinize the e-voting process in a fair transparent manner.

The Company has also made facility available for voting by poll at the AGM for the members who have not casted their vote through remote e-voting which will be conducted after discussion of the Agenda items. Those members who have already casted their vote through remote e-voting and are present at the AGM are not entitled to cast vote through ballot paper.

Thereafter, the Chairman authorized Sri Raj Kumar Somani, to declare the results of the voting in his absence.

The details of consolidated voting are as follows:





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8. The Item of the Business is:

RESOLUTION NO 1-ORDINARY RESOLUTION

- "RESOLVED THAT Audited Annual Accounts as on 31st March 2015 together with Report of the Directors and Auditor's Report thereon having been already circulated to the shareholders and produced at the meeting be and the same are hereby approved and adopted."
- Proposed by: Mr. Sanjay Kumar Kala.
- Seconded by: Mr. Sampat Mal Baid.
- Votes casted in favour of the resolution: 2381529
- Vote casted against the resolution: NIL
- Resolution passed with requisite majority

RESOLUTION NO 2- ORDINARY RESOLUTION

- "RESOLVED THAT Mr. Raj Kumar Somani who retires at this meeting, being eligible, be and is hereby reappointed as Director of the company whose period in office shall be subject to retirement by rotation."
- Proposed by: Mr. Shyama Pada Sen.
- Seconded by: Mr. B.K.Mehta.
- Votes casted in favour of the resolution: 2381529
- Vote casted against the resolution: NIL
- Resolution passed with requisite majority

RESOLUTION NO 3- ORDINARY RESOLUTION

- "RESOLVED THAT the Auditors of the Company, M/s. B.Singhal & Co., Chartered Accountants (F.R.No.312197E), who retire at this meeting, being eligible and willing to act as Auditors, be and are hereby reappointed as the Auditors of the Company to hold office till the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors in consultation with them"
- Proposed by: Mr. S.N.Jha.
- Seconded by: Mr. Virendra Swaroop Kalani.
- Votes casted in favour of the resolution: 2381529
- Vote casted against the resolution: NIL
- Resolution passed with requisite majority

RESOLUTION NO 4-ORDINARY RESOLUTION

- "RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under (including any statutory amendments(s) or re-enactment thereof for the time being in force) and pursuant to the Clause 49 of the Listing Agreement with the Stock Exchanges, Sri Vikash Damani, (holding DIN 07210776), who was appointed as





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an Additional Director of the Company under Section 161 (1) of the Act and the Articles of Association of the Company and whose term of office expires at the Annual General Meeting, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five year with effect from 22nd June 2015”.

- Proposed by: Mr. Bijoy Dey.
- Seconded by: Mr. Nitya Nanda Saha.
- Votes casted in favour of the resolution: 2381529
- Vote casted against the resolution: NIL
- Resolution passed with requisite majority

RESOLUTION NO 5-ORDINARY RESOLUTION

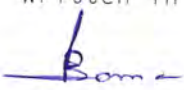
- “RESOLVED THAT pursuant to the provisions of sections 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mrs. Namrata Somani (DIN: 02544665), whose term of office as an Additional Director of the Company expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company who will be liable to retire by rotation.”

- Proposed by: Mr. Sampat Mal Baid.
- Seconded by: Mr. Sailendra Lall Seal.
- Votes casted in favour of the resolution: 2381529
- Vote casted against the resolution: NIL
- Resolution passed with requisite majority

9. Therebeing, no other business to transact the meeting then terminated with a vote of thanks to the Chair at 11.00 AM

Note: All the above resolutions were put to vote through poll and the results of the poll taken at the AGM along with remote e-voting were scrutinized by Mr Abhijeet Jain, Practicing Company Secretary, the scrutinizer appointed by the Board for scrutinizing the voting results. He issued his Consolidated Scrutinisers Report on 1st October, 2015. The voting results were announced by Sri Raj Kumar Somani, Director on 1st October, 2015 and the same were e-mailed to the Stock Exchange viz. Calcutta Stock Exchange.

Written in Minute Book on 01.10.2015


Ratan Kumar Somani

CHAIRPERSON

