



**THE GOPALPUR
TEA COMPANY LIMITED**

Regd Off: The Gopalpur Tea Co Ltd
Flat No 12, 3rd Floor, 30 Chowringhee Road
Kolkata - 700016 • C: 2229 1684 • F: 2226 9950
E: gopalpurtea@gmail.com • info@gopalpurtea.in
W: www.gopalpurtea.in
CIN #: L01132WB1913PLC002383

Gopalpur Tea Estate
P.O. Gopalbagan - 735213
P.S. Birpara
Dist: Alipurduar
West Bengal

Ref.No.: GTC:(302):*448*
Date: 04/09/2015

The Secretary
The Calcutta Stock Exchange Ltd.
7 Lyons Range
Kolkata 700001

o/copy

Sir
Re.: **Script Code 10017153**
Sub: **Intimation of the Book closure date and fixation of the cut-off date for evoting purpose.**

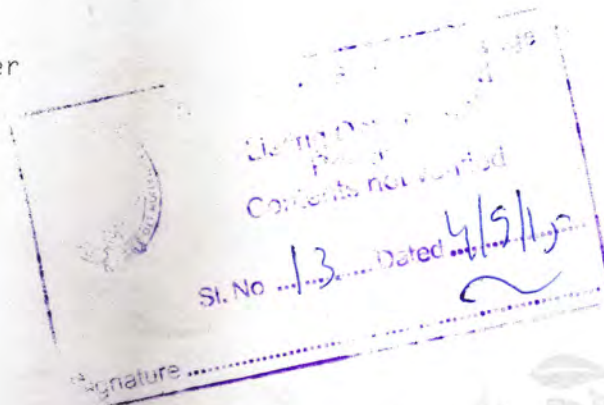
The notice is hereby given that the register of members and share transfer books of the Company will remain closed from 23rd September 2015 to 30th September 2015. (both days inclusive) on account of Annual General Meeting which will be held on 30th September 2015 at 10.30 AM.

Further the Company has availed the e-voting services as provided by Central Depository Services Ltd (CDSL). The e-voting period commences on 27th September 2015 at 9 AM and ends on 29th September 2015 at 5 PM. The voting rights of the members shall be as per the number of shares held by them as on the cutoff date which is 23rd September 2015.

Yours Faithfully
for The Gopalpur Tea Co.Ltd.

Alamu

Chief Financial Officer





THE GOPALPUR TEA COMPANY LIMITED

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e-mail : gopalpurtea@gmail.com, an81@ymail.com

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NOTICE

NOTICE is hereby given that the One Hundred and Second Annual General Meeting of the Shareholders of THE GOPALPUR TEA CO. LTD. will be held at the Registered Office of the Company at 30, Chowringhee Road, Kolkata-700016 on Wednesday, the 30th day of September 2015 at 10.30 A.M. to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015 and the Statement of Profit & Loss Account for the year ended 31st March 2015, and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri Raj Kumar Somani (DIN: 00466419) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint auditors to hold office from the conclusion of the Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit to pass, with or without modifications, the following resolution as 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 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".

5. To consider and if thought fit to pass, with or without modifications, the following resolution as 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."

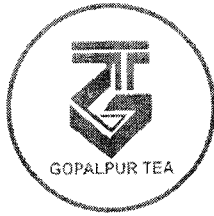
Registered Office:

30, Chowringhee Road, 3rd Floor,
Kolkata-700016

Date: 10th August 2015

BY ORDER OF THE BOARD


RATAN KUMAR SOMANI
Managing Director



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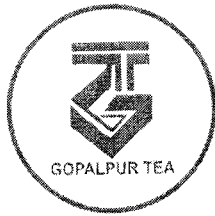
Website: www.gopalpurtea.in,

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NOTES:

- I. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.
- II. A member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote in his place. The proxy need not be a member of the Company. Proxies to be valid must be deposited at the Registered Office of the Company at least 48 hours earlier of the time fixed for Annual General Meeting. A person can act as a proxy on behalf of 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 shareholder.
- III. The Register of Members and the Share transfer Book of the Company shall remain closed from 23rd September 2015 to 30th September 2015 (both days inclusive).
- IV. **VOTING THROUGH ELECTRONIC MEANS**
 1. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of the Annual General Meeting of the Company as an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).
 2. Similarly, members opting to vote physically can do the same by remaining present at the meeting and should exercise the option for e-voting. However, in case members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.
 3. The instructions for shareholders voting electronically are as under :
 - i. The voting period begins on 27-September-2015 at 9.00 a.m. and ends on 29-September-2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September 2015, 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, select the "The Gopalpur Tea Company 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, excluding the special characters.
 - 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN Field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special



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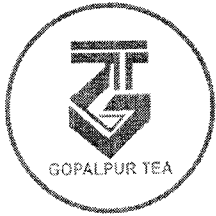
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	<p>characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr / Mrs / Smt / Miss / Ms / M/s etc.</p> <p>Example:</p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut-Off Date of 23rd September 2015.

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. 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.
- 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 The Gopalpur Tea Company 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 tha 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 they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



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- 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.
4. 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 23rd September 2015.
 5. The notice of annual general meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on Friday, 10th August, 2015.
 6. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 7. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of annual General Meeting and holding shares as of the cut-off date, i.e., 23rd September 2015, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on helpdesk.evoting@cdslindia.com.
 8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Annual General Meeting through polling paper.
 9. Mr. Abhijeet Jain, Practicing Company Secretary (Membership No. FCS 4975), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the Annual General Meeting through polling paper in a fair and transparent manner.
 10. At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those members who are present but have not cast their vote electronically using the remote e-voting facility.
 11. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
 12. The Chairman or a person authorized by him in writing shall declare the result of voting forthwith.
 13. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL helpdesk.evoting@cdslindia.com immediately after the result declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to The Calcutta Stock Exchange Limited, where the shares of the Company are listed.



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

RESOLUTION NO. 4

Based on the recommendation of the Nomination and Remuneration Committee has appointed Sri Vikash Damani as an Additional Independent Director of the Company on 22nd June 2015. According to the provisions of the said Article and the said Section, he will hold office only up to the date of this Annual General Meeting. The Company has received notice in writing from a member along with a deposit of requisite amount under section 160 of the Act proposing the candidature of Sri Vikash Damani for the office of director of the Company.

Sri Vikash Damani has 10 years of experience in the business. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Sri Vikash Damani is appointed as an Independent Director of the Company. Sri Vikash Damani shall not be liable to retire by rotation and shall hold office for a term of five years with effect from 22nd June 2015.

Copy of letter of appointment issued to Sri Vikash Damani upon his appointment containing the terms and conditions of the appointment shall be open for inspection at the registered office of the Company by any member of the Company at the Registered Office between 10 A. M. to 12 Noon on any working day excluding Saturday and Sunday prior to the date of the Meeting and will also be available for inspection during the Meeting.

Except Sri Vikash Damani and his relatives, to the extent of their shareholding interest, if any, in 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. 4.

Your Directors, therefore, recommend the said Resolution at Item No. 4 for your approval.

RESOLUTION NO. 5

Mrs. Namrata Somani was appointed as additional director of the Company by the Board of Directors in the meeting held on 31st March 2015. Pursuant to section 161 of the Companies Act, 2013, Mrs. Namrata Somani will hold office upto the date of forthcoming Annual General Meeting. A notice has been received from a member proposing Mrs. Namrata Somani as a candidate for the office of Director of the Company at the forthcoming Annual General Meeting.


Mrs. Namrata Somani is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013 and has given her consent to act as Director of the Company.

Except Mrs. Namrata Somani and her relatives, to the extent of their shareholding interest, if any, in 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.5.

Registered Office:

30, Chowringhee Road, 3rd Floor,
Kolkata-700016
Date: 10th August 2015

BY ORDER OF THE BOARD


RATAN KUMAR SOMANI
Managing Director