



**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. Gopalbagan - 735213
P.S. Birpara
Dist. : Alipurduar
West Bengal

Date: 29/08/2016

To
The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata-700001

Dear Sir/Madam

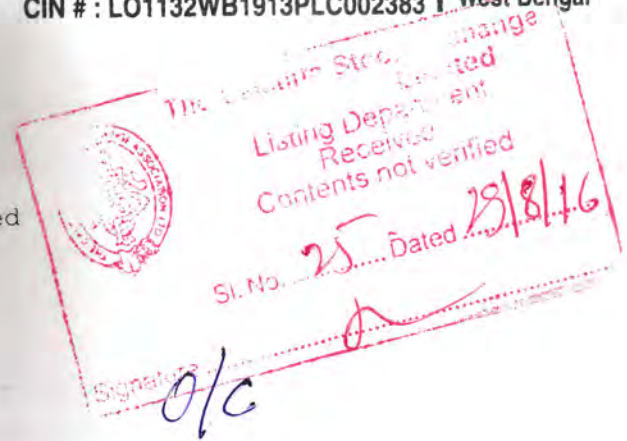
Re.: Script Code 10017153

Sub: Notice of 103rd Annual General Meeting of the Company
Intimation of the Book closure date
Fixation of the cut-off date for remote e-voting purpose

Pursuant to the Regulation 30(2)&(4) read with Clause-12 of Para-A of Part-A of Schedule-III of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we are herewith providing the notice convening 103rd Annual General Meeting of the Shareholders of the Company, scheduled to be held at the Registered Office of the Company at 30, Chowringhee Road, 3rd Floor, Flat-12, Kolkata-700016 on Friday, the 30th day of September 2016 at 10.30 A.M. The copy of the said notice containing business to be transacted thereat is enclosed herewith for your information and record.

The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 23rd September 2016 to Friday, 30th September 2016 (both days inclusive) on the account of and for the purpose of Annual General Meeting.

Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, ("the Rules"), (as amended from





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time to time), Regulation 44 of SEBI (LODR) Regulations, 2015 and Clause 8 of Secretarial Standards-2 (SS-2) of The Institute of Company Secretaries of India, the Company has availed the e-voting services as provided by Central Depository Services (India) Limited (CDSL). The remote e-voting will commence from 27th September, 2016 at 9.00 A.M. and ends on 29th September 2016 at 5.00 P.M. The instructions for e-voting are mentioned in the enclosed notice herewith. The e-voting module beyond the said date and time will be disabled by CDSL for voting thereafter.

The voting rights of the members will be in proportion to their shares of the paid up equity share capital of the Company and the shareholders shall have one vote per equity share held by them as on the cut-off date which is fixed on 23rd September 2016.

Thanking You,

Yours faithfully

For THE GOPALPUR TEA COMPANY LIMITED

Priti Jhawas

PRITI JHAWAR
(Membership No.: A43540)
Company Secretary & Compliance Officer



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NOTICE

NOTICE is hereby given that the One Hundred and Third 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, 3rd Floor, Flat-12, Kolkata-700016 on Friday, the 30th day of September 2016 at 10.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016 and the Statement of Profit & Loss Account for the year ended 31st March 2016 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Namrataa Somani (DIN:02544665) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

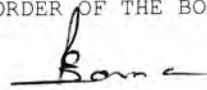
4. To consider and if thought fit to pass, with or without modifications, the following resolution as SPECIAL RESOLUTION:

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

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters, things and actions as may be deemed necessary, proper or expedient to give effect to the aforesaid resolution."

BY ORDER OF THE BOARD

Registered Office:
30, Chowringhee Road
3rd Floor, Flat-12
Kolkata-700016
Date: 15th July 2016


RATAN KUMAR SOMANI
Managing Director
DIN: 00397001

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 Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. The instrument appointing proxy must be deposited at the Registered Office of the Company at least forty eight hours earlier of the time fixed for the 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. However, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a



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single person as a 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 Books of the Company shall remain closed from Friday, 23rd September 2016 to Friday, 30th September 2016 (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) Amendment Rules, 2015, ("the Rules"), (as amended from time to time), Regulation 44 of SEBI (LODR) Regulations, 2015 and Clause 8 of Secretarial Standards-2 (SS-2) of The Institute of Company Secretaries of India, 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 27th September 2016 at 9.00 a.m. and ends on 29th September 2016 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 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - iii. Click on "Shareholders" tab.
 - iv. Now, 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	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 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 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.



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	Example: (1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245 (2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052
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	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <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 2016.

- 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 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 they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



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- 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 2016.
 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, 26th August 2016.
 6. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September 2016. 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 2016, 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 (Membership No. FCS 4975), Practicing Company Secretary (C.P. No.3426), 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

The present existing Articles of Association of the Company are in accordance with the provisions of Companies Act, 1956 and several regulations in the existing Articles of Association contain references to specific sections of the Companies Act, 1956 and some regulations in the existing Articles of Association are no longer in conformity with the new Companies Act, 2013. With the enactment of the Companies Act, 2013, most of the regulations contained in the Articles of Association of your Company have either become redundant or are not in tune with the provisions of the said Act.

In view of the aforesaid, it is considered expedient and is proposed to replace the existing set of Articles of Association with a new set of Articles of Association containing regulations in accordance with the provisions of the new Act and the rules made there under.

A copy of existing and proposed draft Articles of Association are available for your inspection at the Registered Office of the Company, at any time during the working hours on any working day till the date of Annual General Meeting. The same are also placed on the website of the Company.

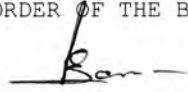
Pursuant to the provisions of Section 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, any alteration to the Articles of Association of the Company requires prior approval of shareholders by way of Special Resolution.

Hence, the Board recommends the Resolution for your approval. None of the Directors, Key Managerial Personnel and their relatives are interested or concerned in the said Resolution except to the extent of their shareholding in the Company.

Registered Office:

30, Chowringhee Road
3rd Floor, Flat-12
Kolkata-700016
Date: 15th July 2016

BY ORDER OF THE BOARD


RATAN KUMAR SOMANI
Managing Director
DIN: 00397001