



## The Gopalpur Tea Company Limited

Regd. Office: 30, Chowringhee Road, 3<sup>rd</sup> Floor, Flat 12, Kolkata-700016

Website: [www.gopalpurtea.in](http://www.gopalpurtea.in), Email ID: [gopalpurtea@gmail.com](mailto:gopalpurtea@gmail.com)

Phone No. 033-22291684, Fax No. 033-22269950

CIN: L01132WB1913PLC002383

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**To,  
The Shareholders,**

Notice is hereby given that the following resolution is proposed to be passed by Postal Ballot in accordance with the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 ("**Rules**") & Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2015 as amended from time to time.

The resolution proposed to be passed and the Explanatory Statement under Section 102 of the Companies Act, 2013 pertaining thereto stating all material facts and the reasons for the proposed resolution & a Postal Ballot Form/e-voting instructions are appended hereto for consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolution.

Shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Postal Ballot Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer upto 5.00 P. M. on 07.01.2018. Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned shareholder has not been received.

### **E-voting Option:**

Shareholders may choose to vote using e-voting facility as an alternate which may enable them to cast their votes electronically, instead of physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice.

The Board of Directors of the Company has appointed, Mr. Asit Kumar Labh, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot process. After completion of the scrutiny, he will submit his report to the Chairman and in his absence to any other Director of the Company. The results of the Postal Ballot will be declared by the Director on 09.01.2018 at 04:00 P.M. at the Registered Office of the Company and will also be posted on the website of the Company. Further the results will be communicated to the CSE where the equity shares of the Company are listed and will be published in the newspaper(s).

In the event the proposed resolution is approved by requisite majority of shareholders by means of Postal Ballots and e-voting, and also subject to that the vote cast by public shareholders in favor of the resolution is at least two times the number of vote cast by the public shareholders against the proposed resolution, the date of declaration of the result shall be deemed to be the date of passing of the said resolution.



**1. Voluntary Delisting of Equity Shares of the Company from The Calcutta Stock Exchange Limited i.e., the only Stock Exchange where the equity shares of the Company are listed:-**

**To consider, and if thought fit, to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** subject to all the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) and to the extent Rules notified, the Securities Contract (Regulation) Act, 1956, and the rules framed, thereunder, the Listing Agreement with The Calcutta Stock Exchange Limited (‘CSE’), Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2015 as amended from time to time, and subject to such approvals, permissions and sanctions, as may be necessary, and subject to the compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including the Stock Exchange, while granting such approvals, permissions or sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board”) or a Committee of Directors/ persons authorized by the Board, the consent of the shareholders be and is hereby accorded to the Board to voluntarily delist the equity shares of the Company from CSE.”

**“RESOLVED FURTHER THAT** the Board of Directors/a Committee of Directors/ persons authorized by the Board be and are hereby authorized on behalf of the Company to do all such acts, deeds and things which they may consider proper and desirable and settle any question, difficulties or doubts that may arise in regard to delisting of the equity shares from CSE.”

**By Order of the Board  
The Gopalpur Tea Company Limited**

Sd/-

**Raj Kumar Somani**

**Director**

**(DIN- 00466419)**

Place: Kolkata

Date: 23.11.2017



**Notes:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts pertaining to the Resolution are annexed hereto along with a Postal Ballot Form for your consideration.
2. The Board of Directors of the Company has appointed Mr. Asit Kumar Labh, Practicing Company Secretary, as the Scrutinizer for conducting Postal Ballot process in a fair and transparent manner. After completion of the scrutiny, He will submit his report to the Chairman and in his absence to any other Director of the Company.
3. Shareholders are requested to make all correspondences pertaining to shares of the Company to the Company Secretary & Compliance Officer of the Company i.e., Ms. Priti Jhawar, 30, Chowringhee Road, 3<sup>rd</sup> Floor, Flat 12, Kolkata-700016, Tel No.: 033-22291684, E-mail: [gopalpurtea@gmail.com](mailto:gopalpurtea@gmail.com).
4. The Postal Ballot Form and self-addressed, pre-paid postage envelopes are enclosed for use of the shareholders and it bears the address to which the duly completed Postal Ballot Forms are to be sent. The facility of voting by electronic means is being provided by the Central Depository Services (India) Limited (CDSL) for which the required procedure is incorporated in the Postal Ballot Form, forming part of this Notice.
5. The Notice is being sent electronically by e-mail to those shareholders who have registered their e-mail addresses with the Company and by Courier or Registered Post to all the remaining shareholders, whose names appear in the Company's Register of Members as at the close of business hours on 24.11.2017.
6. The shareholders are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the Form (Original) duly completed and signed in the attached self-addressed, pre-paid postage envelopes so as to reach the Scrutinizer upto 5.00 P.M. on 07.01.2018.
7. For any grievances connected with the voting by Postal Ballot including voting by electronic means contact the Company Secretary & Compliance Officer of the Company i.e., Ms. Priti Jhawar, 30, Chowringhee Road, 3<sup>rd</sup> Floor, Flat 12, Kolkata-700016, Tel No.: 033-22291684, E-mail: [gopalpurtea@gmail.com](mailto:gopalpurtea@gmail.com).



## 8. VOTING THROUGH ELECTRONIC MEANS:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote by electronic means as an alternative to vote physically through Postal Ballot, and the business may be transacted through e-Voting Services provided by the Central Depository Services (India) Limited (CDSL).

### The instructions for members voting electronically are as under:

- (i) The voting period begins on 09.12.2017 at 10.00 A.M. and ends on 07.01.2018 at 5.00 P.M. During this period shareholders' of the Company, holding shares in Demat & Physical as on the cut-off date of 24.11.2017, 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](http://www.evotingindia.com) during the e-voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"><li>• 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.</li><li>• 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
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.
Bank Account Number (DBD)	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"><li>• Please Enter the DOB or Bank Account Number in order to Login.</li><li>• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction ( iv ).</li></ul>



- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant “THE GOPALPUR TEA COMPANY LIMITED” on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a Compliance user which 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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



9. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [gopalpurtea@gmail.com](mailto:gopalpurtea@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) upto 5.00 P.M. on 07.01.2018 without which the vote shall not be treated as valid.
10. 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 24.11.2017.
11. The notice of Postal Ballot will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business on 24.11.2017.
12. The shareholders shall have one vote per equity share held by them as on the cut-off date of 24.11.2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
13. Mr. Asit Kumar Labh, Practicing Company Secretary (Certificate of Practice Number 14664) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman / Director of the Company.
14. The results shall be declared on 09.01.2018 at 4.00 P.M. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL and that of Company at [www.cdslindia.com](http://www.cdslindia.com) and [www.gopalpurtea.in](http://www.gopalpurtea.in) and will be communicated to the CSE.
15. Members have option to vote either through Postal Ballot Form or through e-voting. If a member exercises his/her voting by both Postal Ballot Form and through e-voting, then the vote cast through e-voting shall be considered as valid. Further, the decision of the Scrutinizer on validity of the vote shall be final.



**EXPLANATORY STATEMENT FOR THE PROPOSED RESOLUTION PURSUANT TO SECTION 102  
READ WITH SECTION 110 OF THE COMPANIES ACT, 2013**

The equity shares of **THE GOPALPUR TEA COMPANY LIMITED** (“**TGTCL**”) are presently listed only on The Calcutta Stock Exchange Limited (“**CSE**”) only. The Promoters/ Promoter Group collectively owns 2229572 equity shares of **TGTCL** representing 73.36% of the subscribed and paid-up equity share capital of **TGTCL** and 809700 equity shares held by public shareholders represent 26.64% of **TGTCL**’s subscribed and paid up equity share capital. Further, there has been no trading in the equity shares of the company in CSE for the last Five years. In this respect, the Promoters/ Promoter Group have expressed their interest to the Board of Directors to make a voluntary delisting of the equity shares of the Company from the CSE.

The objective of the Delisting Proposal as stated by the Promoters/ Promoter Group in the requisition letter is (i) to obtain full ownership of **TGTCL**, which will provide the Promoters/ Promoter Group with increased operational flexibility to support **TGTCL**’s business and (ii) to provide an exit opportunity to the Public Shareholders.

In terms of regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2015 as amended from time to time, the Delisting Proposal requires the approval of the shareholders of **TGTCL** by way of a special resolution passed through a postal ballot. Further, as per regulation 8(1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2015 as amended from time to time, the special resolution passed by the shareholders may be acted upon only if the votes cast by the public shareholders in favor of the Delisting Proposal amount to at least two times the number of votes cast by the public shareholders against it.

The shareholder’s approval is being sought by passing a Special Resolution for Delisting of the Company’s Equity Shares from the CSE in accordance with the provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2015 as amended from time to time.

Your Directors recommend the Special Resolution for approval of the shareholders.

***None of the Directors, Managers, Key Managerial Personnel and their relatives, in any way, is concerned or interested in the resolution except to the extent of their shareholding/ shareholding of their associates as Promoters / Promoter Group in the Company.***

**By Order of the Board  
The Gopalpur Tea Company Limited**

Sd/-

**Raj Kumar Somani**

**Director**

**(DIN- 00466419)**

Place: Kolkata

Date: 23.11.2017