

**NOTICE OF 97<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 97th Annual General Meeting of the Members of Bateli Tea Co. Limited will be held at the Registered Office of the Company at 130, Cotton Street Kolkata - 700007, on Friday, September 30, 2016, at 2.30 p.m. to transact the following businesses:

**ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the Audited Financial Statements (standalone and consolidated) of the Company for the financial year ended March 31, 2016, and the Reports of the Board of Directors and Auditors thereon.
- 2) To re-appoint Mrs. Bhagwati Devi Dalmia (DIN: 00584031) who retires by rotation and, being eligible, offers herself for re-appointment.
- 3) To ratify the appointment of the auditors of the Company, and to fix their remuneration and pass the following Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, and the corresponding Rules made thereunder, as amended from time to time, and pursuant to the resolution passed by the members at their 95th AGM held on September 30, 2014, the Company hereby ratifies the appointment of M/s. S. K. Ghosh & Co. Chartered Accountants (Registration No. 301017E), Kolkata, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 98th Annual General Meeting of the Company to be held in the year 2017 at such remuneration to be decided by the Board in consultation with the Auditors."

**Regd. Office**  
130, Cotton Street  
Kolkata - 700 007  
August 13, 2016

By order of the Board

  
(Manish Dalmia)  
Director  
(DIN - 00264752)



## Bateli Tea Company Ltd.

### Notes:

1. A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company.

Proxies, in order to be effective, must be received at the Registered Office of the Company at 130, Cotton Street, Kolkata - 700007, not less than forty-eight hours before the commencement of the AGM.

A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

2. Corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the AGM.
3. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. 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.
6. 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.
7. The Register of Members of the Company will remain closed from **Saturday, September 24, 2016 to Friday, September 30, 2016 (both days inclusive)** for the purpose of Annual General Meeting.
8. In case any member is desirous to receive communication from the Company in electronic form, they may register their email address with Company or with their depository participant or send their consent at the Registered Office of the Company along with their folio no. and valid email address for registration.
9. In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is offering voting facility through electronic means (remote e-voting) to the members to cast their votes electronically on the Resolutions proposed at this AGM and for which purpose the Company has engaged the services of Central Depository Services (India) Limited. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice. The detailed instructions for e-voting are given as a separate attachment to this notice.
10. Additional Information pursuant to Regulation 36 of Listing Regulations on Director seeking re-appointment at this AGM is furnished herewith annexure to the Notice. The director has furnished consent for her re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
11. The Annual Report 2015-16, the Notice of the 97th AGM and instructions for e-voting, along with the Attendance slip and Proxy form, are being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.

'Dalmia House', 392, Block-G, New Alipore, Kolkata-700 053, WB, India  
T : +91 33 4017 6900, F : +91 33 2458 1722, batelitea@mldgroup.in  
Regd. Office : 130, Cotton Street, Kolkata-700 007  
Estate : Bateli Tea Estate, Mazbat  
CIN : L40100WB1919PLC003227







**Bateli Tea Company Ltd.**

12. Members may note that the Notice of the AGM and the Company's Annual Report 2015-16 will be available on the Company's website, [www.mldalmiagroup.com](http://www.mldalmiagroup.com). The physical copies of the documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: [investor@mldgroup.in](mailto:investor@mldgroup.in).
13. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH-13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination are requested to send their requests in Form No. SH- 14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request by the Registrar and Transfer Agent / Company.
14. 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, M/s. ABS Consultants Private Limited.
15. All documents referred to in the Notice will be available for inspection at the Company's Registered Office during normal business hours on working days up to the date of the AGM.
16. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s).
17. As a measure to save our natural resources, we request shareholders to update their email address with their Depository Participants /Registrar and Share Transfer Agent to enable the Company to send communications electronically.



'Dalmia House', 392, Block-G, New Alipore, Kolkata-700 053, WB, India  
T : +91 33 4017 6900, F : +91 33 2458 1722, [batelitea@mldgroup.in](mailto:batelitea@mldgroup.in)  
Regd. Office : 130, Cotton Street, Kolkata-700 007  
Estate : Bateli Tea Estate, Mazbat  
CIN : L40100WB1919PLC003227



**Bateli Tea Company Ltd.**

**Additional information on Director recommended for re-appointment as required under Regulation 36 of the SEBI (Listing Obligations & Disclosure requirements) Regulations, 2015**

**Mrs.Bhagwati Devi Dalmia**

Mrs.Bhagwati Devi Dalmia, aged 88years, is a Matriculate.She has expertise in tea and jute industry and having an experience of more than 40 years.

Companies (including Bateli Tea Co. Limited) in which Mrs.Bhagwati Devi Dalmia holds directorship and committee membership:

Directorship

Bateli Tea Co. Limited  
Dalmia Laminators Limited  
Sun Jute Press Private Limited  
MotilalDalmia Private Limited

Chairpersonship of Board committees

None

Membership of Board committees

None

Shareholding in the Company

Mrs.Bhagwati Devi Dalmia is holding 782 equity shares (0.37%) of the Company.







## Bateli Tea Company Ltd.

### INSTRUCTIONS FOR E-VOTING

Dear Member,

In compliance with Regulation 44, SEBI Listing Obligations and Disclosure Requirements, 2015 and Section 108 and 110 of the Companies Act, 2013, read with the applicable rules, the Company is pleased to provide e-voting facility to all its Members, to enable to cast their vote electronically instead of dispatching the physical postal ballot form by post. The company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

The procedure with respect to **remote e-voting** is provided below:

- (i) The voting period begins on **September 27, 2016 (9.00 A.M.)** and ends on **September 29, 2016(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 (record date) of **September 24, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (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](http://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"> <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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
<b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"> <li>• If both 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).</li> </ul>

- (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 **Bateli Tea Co. 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.

'Dalmia House', 392, Block-G, New Alipore, Kolkata-700 053, WB, India  
 T : +91 33 4017 6900, F : +91 33 2458 1722, [batelitea@mldgroup.in](mailto:batelitea@mldgroup.in)  
 Regd. Office : 130, Cotton Street, Kolkata-700 007  
 Estate : Bateli Tea Estate, Mazbat  
 CIN : L40100WB1919PLC003227







## Bateli Tea Company Ltd.

- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login 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 Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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 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 linked in the login 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.
- (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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### GENERAL INSTRUCTIONS

- a) The e-voting period begins from **September 27, 2016 from 9.00 A.M. and ends on September 29, 2016 till 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/entitlement date of **September 23, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- b) Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off/entitlement date of **September 23, 2016** may cast their vote electronically.
- c) Mr.MdShahnawaz, a Practising Company Secretary (C.P. No. 15076 and Membership No. 21427) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent.
- d) 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.
- e) Results shall be declared on or after the 97<sup>th</sup> Annual General Meeting of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the 97<sup>th</sup> Annual General Meeting of the Company and shall be communicated to the Stock Exchange(s).

### Regd. Office

130, Cotton Street  
Kolkata - 700 007  
August 13, 2016

### By order of the Board

(Manish Dalmia)  
Director  
(DIN 00264752)

'Dalmia House', 392, Block-G, New Alipore, Kolkata-700 053, WB, India  
T : +91 33 4017 6900, F : +91 33 2458 1722, [batelitea@mldgroup.in](mailto:batelitea@mldgroup.in)  
Regd. Office : 130, Cotton Street, Kolkata-700 007  
Estate : Bateli Tea Estate, Mazbat  
CIN : L40100WB1919PLC003227