

JOONKTOLLEE TEA & INDUSTRIES LIMITED

CIN: L01132WB1900PLC000292

Registered Office: 21, Strand Road, Kolkata – 700 001

Tel: (033) 2230 9601-04; Fax: (033) 2230 2105

E-mail: info@joonktolleetea.in; Website: www.joonktolleetea.in

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014

To
The Shareholders,

Notice is hereby given that the following resolution is proposed to be passed as a Special Resolution by way of Postal Ballot/ E-voting in accordance with the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 ('Act, 2013') read with Rule 20 and Rule 22 of the Companies (Management & Administration) Rules, 2014 ("Rules") (including any statutory modification, amendment to or re-enactment thereof), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Company's policy on related party transactions and pursuant to other applicable laws and regulations.

The Explanatory Statement under Section 102 of the Act, 2013 pertaining to the aforesaid resolution stating all material facts concerning the item and the reasons thereof along with a Postal Ballot Form including instructions for E-voting are annexed hereto for consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising their vote in respect of the said Resolution. The Notice along with the Statement and Postal Ballot Form is also available on the website of the Company www.joonktolleetea.in.

Shareholders have the option to vote either by Postal Ballot or through E-voting. Shareholders desiring to exercise their votes by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form, record their assent/dissent therein by filling necessary details 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 not later than 5.00 P.M. on Tuesday, 30th January, 2018. Postal Ballot Forms received after this date will be strictly treated as if the reply from the concerned shareholder has not been received. Members desiring to opt for E-voting are requested to read carefully the instructions given in the Notes forming part of the Notice.

SPECIAL BUSINESS

Item No.1

Disposal of Investments in M/s. Cowcoody Builders Pvt. Ltd., a wholly-owned subsidiary of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 2(76), 180(1)(a), 188 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 15 under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval and consent of the Company be and is hereby accorded to the Board of Directors to sell, transfer or dispose of the entire shareholding of the Company in M/s. Cowcoody Builders Pvt. Ltd., a wholly-owned subsidiary, to Related Parties i.e. Promoters and Promoters Group Companies as detailed in the explanatory statement accompanying this notice, in one or more tranches, for a consideration of not less than Rs. 26.80 Crores based on the Report provided by M/s. VC Corporate Advisors Pvt Ltd, SEBI Registered Category I Merchant Bankers, and on such terms and conditions as may be agreed between the Company and the Purchasers being the Promoter and Promoter Group companies, and with power to agree to and accept such modifications, if any, as may be required by any of the concerned authorities or as the Board of the Company may deem fit and appropriate in the best interest of the Company; provided however that such sale, transfer or disposal shall be completed by 31st March, 2019.

RESOLVED FURTHER THAT Shri K.C. Mohta, Executive Director and Shri S. Bagree, Manager (Finance) & Company Secretary of the Company, be and are hereby severally authorized to do and perform all acts, deeds and things including but not limited to execution and filing of documents with appropriate authority etc and to take all such steps and give all such directions as may be necessary or desirable for the purpose of giving effect to this resolution and also to settle any question or difficulty that may arise in regard to the proposed sale and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

By Order of the Board
For Joonktolllee Tea & Industries Limited

Place: Kolkata
Date: 6th December, 2017

S. Bagree
Manager (Finance) & Company Secretary

NOTES:

1. An 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 have appointed, Ms. Sweety Kapoor, Practising Company Secretary (FCS No. 6410, CP

No. 5738), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. After completion of her scrutiny, the Scrutinizer will submit her Report to the Chairman or any other authorized person in this regard. The result of the Postal Ballot would be declared on Thursday, 1st February, 2018 at the Registered Office of the Company at 2.00 p.m. and shall also be displayed on the website of the Company i.e., www.joonktolleetea.in and on the website of Central Depository Services (India) Limited (CDSL). The result of the Postal Ballot would also be intimated to the Stock Exchange(s) where the shares of the Company are listed and be published in newspapers.

3. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Forms or E-voting i.e. Tuesday, 30th January, 2018.
4. The Postal Ballot Notice is being sent to the Members whose name appears in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 15th December, 2017. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed Envelope. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid up equity share capital of the Company as on 15th December, 2017. A person who is not a member as on the cut-off date should accordingly treat this notice for information purposes only and his vote will not be considered.
5. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, 2013 read with the Rules and the SEBI (LODR) Regulations, 2015, the Company is pleased to offer E-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with Central Depository Services (India) Limited for facilitating E-voting to enable the Members to cast their votes electronically instead of dispatching Form. Please note that E-voting is optional. Shareholders are requested to read carefully the instructions printed on the Postal Ballot Form before casting their vote electronically.
6. The e-voting shall be open from 1st January, 2018 (9:00 A.M.) and shall end on 30th January, 2018 (5:00 P.M.). E voting shall be disabled by the CDSL at 5.00PM on 30th January, 2018.
7. 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 shareholders are requested to read carefully the instructions printed on 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 on or before Tuesday, 30th January, 2018, failing which it shall be strictly treated as if no reply has been received from such shareholder.
8. For any query connected with the Special Resolution proposed to be passed by means of Postal Ballot including voting by electronic means may contact Shri S. Bagree, Manager (Finance) & Company Secretary by sending email at investors@joonktolleetea.in or call at 033-22309601, on or before Tuesday, 30th January, 2018.
9. A member may request for a duplicate Postal Ballot Form, if required to the Company. However, duly filled in Postal Ballot Form should reach the Scrutinizer not later than the date specified in Sl. No. 7 above.
10. Kindly note that a Shareholder can opt only for one mode for voting i.e. either Physical through Postal Ballot Form or E-voting. In case a Shareholder opts for E-voting, he cannot exercise his vote through Postal Ballot Form and vice-versa. However, in case Shareholder(s) cast their vote both by Physical Ballot and E-voting, then the voting done through E-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
11. The notice of the Postal Ballot shall also be placed on the website of the Company forthwith after the notice is sent to the Members and the notice shall remain on the website till the last date for receipt of the Postal Ballots from the Members.

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

The Company has wholly-owned subsidiary company, namely, Cowcoody Builders Pvt. Ltd which owns immovable properties, i.e. Land & Building at Serampore and Coimbatore having Fair value of Rs.26.80 crores. The investment does not yield any revenue to the Company. The fair price valuation of the shares of the subsidiary company has been conducted by M/s. VC Corporate Advisors Pvt Ltd, SEBI Registered Category I Merchant Bankers.

Due to sluggish market conditions in real estate sector there is no good appreciation in the price which is gradually in decline mode. The near future of the real estate sector is also not very encouraging. Considering all these factors, the Board has decided to disinvest its exposure in this subsidiary Company. Based on the valuation report, the transaction of sale of shares will be done at a consideration of Rs.26.80 crores to the Promoter and Promoter Group companies, in one or more tranches, provided however that such sale shall be completed by 31st March, 2019. The funds so generated shall be used mainly for reducing interest bearing debt of the Company.

As per Regulation 24(5) of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements), Regulations, 2015, a listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal.

Further, in terms of Section 180(1)(a), the Board of Directors shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only under the authority of special resolution passed by the members of the Company.

Since the transaction may also tantamount to sale of an undertaking as per Section 180(1)(a) of the Act, approval of the shareholders

is being sought by way of a Special Resolution in terms of Section 180(1)(a) of the Companies Act, 2013 and Regulation 24(5) of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements), Regulations, 2015.

The Disclosure as required under Rule 15(3) of the Companies (Meeting of Board and its Power) Rules, 2014 is as under:

Sl. No.	Particulars	Reply
1	Name of Related Party	Shri Hemant Bangur, Smt Pushpa Devi Bangur, Smt Vinita Bangur, Gopal Das Bangur HUF, Hemant Kumar Bangur HUF, Kettlewell Bullen & Co Ltd, The Oriental Co Ltd, Madhav Trading Corporation Ltd, Alpha Textiles (P) Ltd, PDGD Investments & Trading (P) Ltd, Credwyn Holdings (India) Pvt Ltd.
2	Name of the Director or Key Managerial Personnel who is related, if any	Shri Hemant Bangur, Chairman and Smt. Pushpa Devi Bangur, Director
3	Nature of relationship	Promoter and Promoter group companies.
4	Nature, Material Terms, Monetary Value and particulars of the contract or arrangement	Rs.26.80 crores (156,982 equity shares of M/s. Cowcoody Builders Pvt. Ltd. to be sold at Rs.1707/- each)
5	Any other information relevant or important for the members to take a decision on the proposed resolution	The proposed transaction will be at arm's length and based on the valuation carried out by M/s. VC Corporate Advisors Pvt. Ltd., SEBI Registered Category I Merchant Bankers.

The above transaction was approved by the Audit Committee at its meeting held on 6th December, 2017 and recommended by the Board of Directors to the shareholders of the Company for their approval. The Valuation Report issued by the Merchant Bankers is available for inspection by members at the Registered Office of the Company during the office hours on any working day from 01.01.2018 up to 30.01.2018.

As per the Listing Regulations, all entities / persons that are directly / indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material Related Party Transactions is sought from the shareholders.

Your Directors recommend the resolution for approval of the Shareholder by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the said resolutions except Shri Hemant Bangur, Chairman of the Company and Smt. Pushpa Devi Bangur, Director of the company, who along with their relatives shall not take part in the voting of the resolution.

By Order of the Board
For **Joonktolllee Tea & Industries Limited**

S. Bagree
Manager (Finance) & Company Secretary

Place: Kolkata
Date: 6th December, 2017

INSTRUCTIONS FOR ELECTRONIC VOTING (E-VOTING)

In compliance with the provisions of Section 108 of the Companies Act 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically through e-voting services provided by Central Depository Services (India) Limited (CDSL). Members have option to vote either through e-voting or through the Postal Ballot Form.

If a member has opted for e-voting, then person/entity should not vote by postal ballot also and vice versa. However, in case members cast their vote both via physical ballot and e-voting then voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.

The instructions for e-voting are as under:

For members receiving e-mail & physical copy:

- Log on to the e-voting website www.evotingindia.com during the voting period.
- Click on "Shareholders" tab.
- Now, select "JOONKTOLLEE TEA AND INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT".
- Now Enter your User ID –
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.

3) Members holding shares in Physical Form should enter Folio Number registered with the Company.

e) Next enter the Image Verification as displayed and Click on Login.

f) 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.

g) 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 the PAN field the first two letters of their name and the 8 digits of the sequence number printed on the address label. ➤ 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.
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company, please enter the Member ID/Folio No. in the Dividend Bank details field.

h) After entering these details appropriately, click on "SUBMIT" tab.

i) Members holding shares in physical form will then reach directly 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.

j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

k) Click on the EVSN against the Company's name for which you choose to vote i.e. JOONKTOLLEE TEA AND INDUSTRIES LIMITED.

l) 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.

m) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

n) 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.

o) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

q) If Demat account holder has forgotten the changed password then Enter the User ID and image verification code and click on Forgot Password & enter the details as promoted by the system.

r) 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. Institutional shareholders should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. After receiving the login details Institutional shareholders have to create a user who would be able to link the account(s) which they wish to account on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts Institutional shareholders would be able to cast their vote. Institutional shareholders should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

s) 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.

t) The e-voting period commences on 1st January, 2018 (9:00 a.m.) and ends on 30th January, 2018 (5:00 p.m.), both days inclusive. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th December, 2017, 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.

u) 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 15th December, 2017.

JOONKTOLLEE TEA & INDUSTRIES LIMITED

CIN: L01132WB1900PLC000292

Registered Office: 21, Strand Road, Kolkata – 700 001

Tel: (033) 2230 9601-04; Fax: (033) 2230 2105; E-mail: info@joonktolleetea.in; Website: www.joonktolleetea.in

POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before completing the Form)

Postal Ballot No. :	
1	Name and Registered Address of the Sole/First named member (In block letters)
2	Name(s) of the Joint Holders, if any (In block letters)
3	Registered Folio No./DP ID & Client ID* (*Applicable to investors holding shares in dematerialized form)
4	Number of Share(s) held

I/ We hereby exercise my/our votes in respect of the Resolution as in the Notice dated 6th December, 2017 and as set out below to be passed by the means of Postal Ballot by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box given below (tick in both the boxes will render the ballot invalid) :

Item No.	Details of Resolution	Number of share(s) held	Please (✓) in the appropriate box	
			I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution to consider and approve disposal of investments in M/s. Cowcoody Builders Pvt. Ltd., a wholly-owned subsidiary of the Company.			

Place: _____

Date: _____

Signature of the Member or Authorized Representative

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID	PAN/Sequence No.
171221004		

Notes:

- (1) If the voting rights are exercised electronically, there is no need to use this form.
- (2) Please read carefully the instructions overleaf before exercising your vote.
- (3) Please read the notice, for e-voting instructions.

INSTRUCTIONS TO POSTAL BALLOT FORM

- 1) A member desiring to exercise vote by Postal Ballot may complete and send to the Scrutinizer this Postal Ballot Form in original in the attached self-addressed postage pre-paid envelope.
- 2) The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
- 3) The vote should be cast either in favor or against by putting the (✓) mark in the column provided for assent or dissent. Postal Ballot form bearing (✓) in both the columns will render the form invalid.
- 4) The Postal Ballot Form should be completed and signed by the Members only. In case of joint holding, the Form should be completed and signed by the first named Member and in his absence, by the next named Member. The signature should match with the specimen signature registered with the Company's Registrar & Transfer Agent in case the shares are held in physical form and with the specimen signature registered with Depository Participants in respect of shares held in electronic form. The Postal Ballot Form shall be rejected, if the signature of the Postal Ballot Form does not match with the signatures registered with Company's RTA/Depository Participants.
- 5) In case of Members other than individuals, a specific Board Resolution/Authorization, duly attested, authorizing the said person(s) to sign the Postal Ballot Form should be attached to the Postal Ballot Form. A member may sign the Postal Ballot Form through an Attorney appointed specially for this purpose, in such case the registration number of Power of Attorney be provided or an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
- 6) An Incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly signed Postal Ballot Form will be rejected.
- 7) No document except duly completed Postal Ballot Form together with authorizations, if any (as mentioned in Point No 5 above) should be sent in the self-addressed postage pre-paid envelope. Members are requested not to send any other paper along with Postal Ballot Form since all such envelopes shall be sent to the Scrutinizer, who will destroy any extraneous paper found in the envelope.
- 8) There shall be one Postal Ballot Form for every Folio/Client Id irrespective of number of Joint Member(s).
- 9) A member neither needs to use all his/her votes nor needs to cast all his/her votes on the Resolution.
- 10) The exercise of vote by Postal Ballot is not permitted through proxy.
- 11) The item of business covered by this Postal Ballot will not be transacted at any General Meeting.
- 12) The voting period ends at 5 p.m. on 30th January, 2018. The e-voting module shall also be disabled by Central Depository Services (India) Limited for voting thereafter. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolution and will be strictly treated as if reply from such member has not been received.
- 13) If at all two postal ballot forms are received from the same member, the postal ballot form received first shall only be considered for the purposes of determining majority.
- 14) Scrutinizer's decision on the validity of the Postal Ballot shall be final.