# KAMARHATTY COMPANY LIMITED

Registered Office : 16A, Brabourne Road, Kolkata-700 001
Phone : 91-33-4021 1900 • Fax : 91-33-4021 1999 • E-mail : jute@kamarhatty.com
CIN : L51109WB1977PLC000361


## NOTICE

**TO THE SHAREHOLDERS**

Shorter Notice is hereby given that 217th Annual General Meeting of the members of Kamarhatty Company Limited will be held on Thursday, the 29th day of September, 2016 at 11:00 A.M. at the registered office of the Company at 16A, Brabourne Road, Kolkata – 700 001 to transact the following business :-

**ORDINARY BUSINESS**

1) To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial year ended March 31, 2016, including the Audited Balance Sheet as at that date, the Statement of Profit & Loss, Cash Flow Statement for the year ended on that date and the Reports of the Directors and Auditors thereon.

2) To appoint a Director in place of Shri Harsh Nahata (DIN : 02297916), who retires by rotation and being eligible, offers himself for reappointment.

3) To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to provision of Section 139 and all other applicable provisions, of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rule 2014 (including any statutory modifications or re-enactment thereof for the time being force) and as recommended by the Audit Committee, consent of the Company be and is hereby accorded for re-appointment of M/s. S. S. Kothari & Co., (Firm Regn. No. 302034E), Chartered Accountants, as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next AGM at such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors."

**SPECIAL BUSINESS**

4) To consider and if thought fit, to pass with or without modification(s) the following, as a Ordinary Resolution :-

"RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 21,000/- (Rupees twenty one thousand) plus applicable taxes and re-imbursement of out of pocket expenses at actual as approved by the Board of Directors, payable to M/s. Prasad & Company, Cost Accountants who have been appointed by the Board of Directors as Cost Auditors to conduct the audit of cost accounts of the Company for the financial year ending 31st March, 2017 be and is hereby ratified."

**Regd. Office** :-
16A, Brabourne Road,
Kolkata – 700 001

Dated : 13th August, 2016

By Order of the
For Kamarhatty Company Limited

**R. Singh**
*(Company Secretary)*

**NOTES :**

1. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting. In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, 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 such person shall not act as a proxy for any person or shareholder.**

2. Members are requested to bring their copies of the Reports and Accounts to the meeting.

3. The relative Explanatory Statements, pursuant to Section 102(1) of the Companies Act, 2013 (corresponding to Section 173(2) of the Companies Act, 1956), in respect of the special business under item no. 4 are annexed hereto.

4. The Registers of Members and Share Transfer Books of the Company shall remain closed from 23rd September, 2016 to 29th September, 2016 (both days inclusive).

5. Members are requested to notify any change in their address immediately to the Company at the registered office of the Company at 16A, Brabourne Road, Kolkata - 700 001 or to its Registrars and Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd. Members/Proxies should bring the Attendance slip duly filled in for attending the meeting.

6. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holdings shares in electronic form are requested to submit their PAN to their DPs. Members holding share in physical form are requested to submit their PAN to the Company.

7. The business set out in the Notice will be transacted through remote electronic voting system and the Company providing facility for voting by remote electronic means. Instructions and other information relating to remote e-voting are given in the Notice.

   In compliance with the provision of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure requirements) Regulations 2015, members may be cast their vote on all the resolutions proposed to be considered in this Annual General Meeting by electronic means from a remote location (Remote e-voting) and the Company is pleased to provide to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by Remote E-Voting. The Company has engaged services of M/s. Central Depository Services Limited (CDSL) and the facility of casting the votes by the members using an electronic voting system from a place other venue of the AGM ("Remote E-Voting") will be provided by the said Central Depository Services Limited (CDSL) set-forth in the notice.

8. Members of the Company instead of casting their votes by the aforesaid "Remote E- voting" may cast their vote at the venue of Annual General Meeting through physical Ballot papers, which shall be made available at venue of the AGM and only such members attending the meeting, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the meeting through ballot paper.

9. The members who have cast their vote by remote e- voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

10. The remote e- voting period commences on 26th September, 2016 and ends on 28th September, 2016. During this period members of the company holding shares either in physical form or in Dematerialized form, as on the cutoff date i.e 22nd September, 2016 may cast their vote by remote e- voting. The remote e- voting module shall be disabled by CDSL for voting thereafter. Once the votes on a Resolution is cast by the members the members shall not be allowed to change it subsequently.

11. The process and manner for remote e-voting are as under :

(i) The voting period begins on 26 th September, 2016 at 9 A.M. and ends on 28 th September, 2016 at 5 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 22nd 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.

(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.

(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 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 :

| | 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)<br>● 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.<br>● 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. |
| **Dividend, Bank Details OR Date of Birth (DBD)** | 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.<br>● If both the details are not recorded with the depository or Company please enter the Member-ID / Folio Number in the Dividend Bank Account details field as mentioned in above instruction (v). |

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

(ix) 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.

(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 Company.

(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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) 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 promoted by the system.

(xviii) 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 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 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 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) I. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

II. 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 22 nd September, 2016.

III. Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e 22nd September, 2016, may obtain the Sequence No. from RTA.

IV. Ms. Sweety Kapoor, Practicing Company Secretary, (Membership No. FCS:5738) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

V. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the 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 three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

VI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared. The Company shall simultaneously forward the results to The Calcutta Stock Exchange Limited ("CSE"), where the shares of the Company are listed.

12. The facility for voting, through ballot paper, will also be made available at the AGM and the 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.

13. Corporate Members are requested to send to the Company/RTA, a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.

14. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company for admission to the Meeting.

15. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.

16. Shareholders, who have not dematerialized their shares as yet, are advised to have their shares dematerialized to avail the benefits of paperless trading as well as easy liquidity, as the trading in shares of the Company is under compulsory dematerialized form.

17. In all correspondence with the Company or the RTA, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.

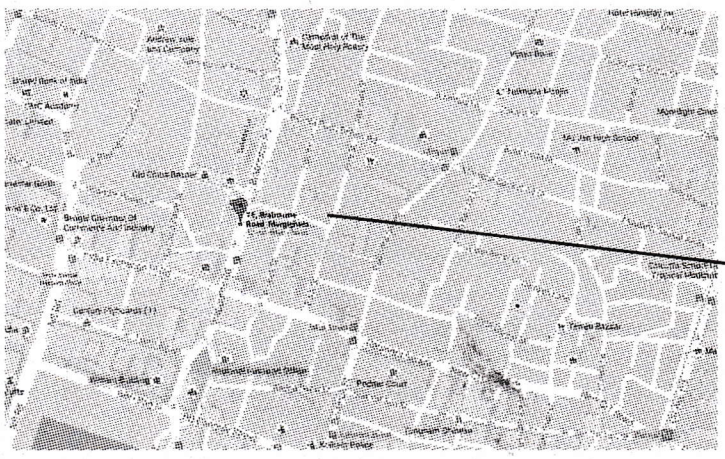
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.

19. Members who wish to obtain any information on the Company or the Accounts for the financial year ended 31st March, 2016 may send their queries at the Registered Office of the Company at least 10 days before the Annual General Meeting.

20. Members who are holding Shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holding into one folio. The Share Certificates will be returned to the Members after incorporating requisite changes thereon.

21. Electronic copy of the Annual Report 2016 and Notice are being sent to the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice 2016 are being sent in the permitted mode.

22. The road map of the venue of the Meeting is given in the Notice. The prominent landmark of the venue is Tea Board.




**VENUE OF ANNUAL GENERAL MEETING**

**KAMARHATTY COMPANY LIMITED**
**16A, BRABOURNE ROAD**
**KOLKATA-700 001**

23. Details of the Director seeking re-appointment in forthcoming Annual General Meeting in pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing obligations and Disclosure requirements) Regulations, 2015 are given below

| Name of Director | Date of Birth | Date of Appoint-ment | Qualifi-cation | Experience in Specific Functional Areas | No, of Public companies in which outside Directorship is held | No. of Shares in the Company | Relation-ship with Other Directors |
|---|---|---|---|---|---|---|---|
| Shri Harsh Nahata | 07/03/1982 | 23/08/2008 | B.Com. CFA. PGDBM (Fin) | Industrialist | 2 | 208000 | None |

**ITEM NO. 4**

The Board of Directors, on the recommendation of the Audit Committee has approved the appointment of M/s Prasad & Company, Cost Accountants, as Cost Auditor of the Company, subject to approval(s) as may be necessary, for auditing the cost accounts of the Company relating to any products as may be applicable for the financial year 2016-17 at a remuneration of Rs. 21,000/- (Rupees Twenty one thousand only) and service tax at the applicable rate and reimbursement of out of pocket expenses at actual.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders of the Company.

The Board recommends the resolution set out at item No. 4 for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 4.

**Regd. Office** :-
16A, Brabourne Road,
Kolkata – 700 001

Dated :- 13th August, 2016

By Order of the Board
For Kamarhatty Company Limited

**R. Singh**
*(Company Secretary)*