

BIJNI DOOARS TEA COMPANY LIMITED

Registered Office: 'SHANTINIKETAN'
(4th Floor, Suite No 1B)
8, CAMAC STREET , KOLKATA 700 017
CIN NO : L70109WB1916PLC002698

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of the Members of **BIJNI DOOARS TEA COMPANY LIMITED** will be held at the Registered Office of the Company on Saturday, the 28th September, 2019 at 11.00 A.M. to transact the following business :

AGENDA

1. To receive, consider and adopt the Accounts and Balance Sheet and the reports of the Directors and Auditors for the year ended 31st March, 2019.
2. To declare a Dividend for the financial year ended 31st March, 2019. The Board recommends a Dividend of Rs. 5/- per Equity Share of Rs.10/- each, fully paid-up.
3. To appoint a Director in place of Smt. Nandini Bose (DIN 00717701) who retires by rotation and being eligible, offers herself for re-appointment.

By Order of the Board
For Bijni Dooars Tea Company Ltd.

Sd/-
Surendra Kumar Nahata
Managing Director

Place : Kolkata
The 18th day of July, 2019

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. AN INSTRUMENT APPOINTING A PROXY SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING OF THE COMPANY.

In terms of Section 105 of the Companies Act, 203 and Rules framed thereunder, a person can act as a proxy on behalf of the Members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

In case of joint holders attending the meeting, only such joint holders who is higher in the order of the names will be entitled to vote.

2. Pursuant to Section 113 of the Companies Act, 2013 and Rules framed thereunder, the 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 and Power of Attorney, if any, authorizing their representative(s) to attend and vote on their behalf at the AGM.
3. The Dividend, if declared by the Members at the Annual General Meeting, will be paid to those Members whose names shall appear on the Company's Register of Members as on Saturday, 21st September, 2019. In respect of shares held in dematerialized form, the dividend will be payable on the basis of beneficial ownership as at the close of business hours on Saturday, 21st September, 2019, as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
4. Members are requested to note that under section 124 of Companies Act, 2013 read with Investor Education

and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) the amount of Dividend if any unpaid or unclaimed for a period of 7 (seven) years from the due date is required to be transferred to Investor Education and Protection fund (IEPF) constituted by the Central Government of India. Further, all shares in respect of which dividend remain unclaimed for 7 consecutive years or more, are also required to be transferred to the IEPF.

The Company had accordingly transferred Dividend pertaining to the Financial Year 2010-11 to the IEPF within the stipulated time period. The unclaimed Dividend in respect of financial year 2011-12 is due for transfer to the IEPF in October, 2019. Further, no claim shall lie against the Company in respect of any amount of unpaid dividend transferred to IEPF after completion of seven years or the said fund after the said transfer.

Members who have neither received nor encashed their dividend warrant(s) / drafts(s) for the financial year 2011-12 or subsequent years, are requested to write to the Company, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrant(s).

5. Members holding shares in physical form may intimate the Company necessary particulars for ECS credit of the dividend directly to their bank accounts wherever ECS facility is available, or, for printing of their bank account details on the dividend warrants to prevent possibilities of fraud in encashing the warrants.
6. Members holding shares in physical mode are requested to immediately notify any change in their address along with self-attested copy of address proof i.e., Aadhaar Card / Electricity Bill / Telephone Bill / Driving License / Passport / Bank Pass Book particulars to the Company or its RTA and in case their shares are held in dematerialized mode, this information should be notified / submitted directly to their respective DPs.
7. Any Member desirous of receiving any information on the Financial Statements or operations of the Company is requested to forward his / her queries to the Company at the Registered Office at least seven working days prior to the AGM, so that the required information can be available at the AGM.
8. Members holding shares in physical form can now avail the facility of nomination in respect of shares held by them Pursuant to Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. The prescribed Form (Form SH13) can be obtained from the Company. Members desirous to avail this facility, may send their Nomination Form (in duplicate) duly filled in, to the Company or its Registrar and Share Transfer Agent (RTA) M/s Niche Technologies Pvt. Ltd. of 3A, Auckland Place, Room No. 7A & 7B, 7th Floor, Kolkata – 700 017 by quoting their respective Folio Numbers.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to the Company's RTA enclosing their share certificates to enable the Company to consolidate their holdings into a single folio.
10. Shareholders are requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory demat mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate (if already complied with, please ignore this).
11. The Ministry of Corporate Affairs (MCA), Government of India has introduced "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder.

Members who have not registered their e-mail id are requested to communicate the same to the Company or its RTA for receiving all communications including annual reports, notices, circulars etc. from the Company electronically.

12. Members are requested to bring and produce the Attendance Slip duly signed as per the specimen signature recorded with the Company / DPs for attending the AGM.
13. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with regulation 42(5) of the Listing Regulations, the Register of Members and Share Transfer Books of the Company will be closed from 23rd September, 2019 to 28th September, 2019 (both days inclusive).

14. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of one Director seeking re-appointment at the Annual General Meeting, form an integral part of the notice. The Director has furnished the requisite declaration for her re-appointment.

Item No. 3 : Smt. Nandini Bose shall retire at the forth coming Annual General Meeting and being eligible offers herself for re-appointment.

Smt. Bose is Woman Director of the Company since 28.09.2015. Smt. Nandini Bose is aged about 50 years. She has experience in human resource development, marketing and administration and contribute effectively in guiding the company towards the path of success.

The re-appointment of Smt. Bose is appropriate and in the best interest of the Company. She does not hold any share in the Company. Upon her re-appointment as a Director, Smt. Bose shall continue to hold office as a Woman Director subject to retirement by rotation.

Accordingly, the Board recommends her re-appointment.

Directorships held in other companies : Eastern Dooars Tea Company Limited, Esjay Commerce Limited, Vikasjyoti Commerce Limited and Agro Steelmech Pvt. Ltd.

None of the Directors and their relatives is concerned or interested, financial or otherwise, in the Resolution.

15. **VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. 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.
- III. **The process and manner for remote e-voting are as under:**
- (i) The remote e-voting period commences on 25th September, 2019 (9:00 A. M.) and ends on 27th September, 2019 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (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 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 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	<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"> ● 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. ● 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	<p>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</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <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 the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

(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 Company Name BIJNI DOOARS 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, 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.
 - 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 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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533
- (xx) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
16. 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 dipanjanfca@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 27th September, 2019, upto 5:00 P. M. without which the vote shall not be treated as valid.
 17. 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 21st September, 2019. A person who is not a member as on cut off date should treat this notice for information purpose only.
 18. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business on 17th August, 2019.
 19. The shareholders shall have one vote per equity share held by them as on the cut-off date of 21st September, 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 20. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2019, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 21. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
 22. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 21st September, 2019, are requested to send the written / email communication to the Company at bijnidoors@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
 23. Mr. Kajal Kumar Guha Roy of M/s Pal & Roy, Chartered Accountants (Registration Number 302210E) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 24. The Results declared along with the Scrutinizer’s Report shall be placed on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Calcutta Stock Exchange.

By Order of the Board
For Bijni Doors Tea Company Ltd.

Sd/-
Surendra Kumar Nahata
Managing Director

Place : Kolkata
The 18th day of July, 2019

BIJNI DOOARS TEA COMPANY LIMITED

CIN NO:L70109WB1916PLC002698

Registered Office: 'SHANTINIKETAN'

(4th Floor, Suite No. 1 B)

8, CAMAC STREET , KOLKATA 700 017

Phone No.033-22829303, Email-bijnidooars@gmail.com

ATTENDANCE SLIP

Annual General Meeting, Saturday, the 28th day of September, 2019 at 11.00 A.M. at SHANTINIKETAN, 8 CAMAC STREET, 4TH FLOOR, SUITE NO. 1B, KOLKATA-700017

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy / Authorised Representative, if any	

I / We hereby record my / our presence at the ANNUAL GENERAL MEETING of the Company to be held on Saturday, the 28th day of September, 2019 at 11.00 A.M. at **SHANTINIKETAN, 8 CAMAC STREET, 4TH FLOOR, SUITE NO. 1B, KOLKATA-700017.**

Signature of Shareholder/ Proxy/
Authorised Representative

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.

BIJNI DOOARS TEA COMPANY LIMITED

CIN NO:L70109WB1916PLC002698

Registered Office: 'SHANTINIKETAN', (4th Floor, Suite No. 1 B)

8, CAMAC STREET , KOLKATA 700 017

Phone No.033-22829303, Email-bijnidooars@gmail.com

FORM NO. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / *DP-ID & Client	

*Applicable for Investors holding shares in electronic form.

I / We, being the member (s) of shares of the above named company, hereby appoint:

1.	Name			
	Address			
	E-mail Id		Signature	
	Or failing him			
2.	Name			
	Address			
	E-mail Id		Signature	
	Or failing him			
3.	Name			
	Address			
	E-mail Id		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Saturday, the 28th day of September, 2019 at 11.00 A.M. at SHANTINIKETAN, 8 CAMAC STREET, 4TH FLOOR, SUITE NO. 1B, KOLKATA-700017, and at any adjournment thereof in respect of such resolutions as is/are indicated below:-

**** I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-

Item No.	Ordinary Resolutions	For	Against
1.	Adoption of the financial statements of the Company for the year ended 31 March, 2019 together with the Reports of the Directors' and Auditor' thereon.		
2.	To declare a Dividend for the financial year ended 31st March, 2019. The Board recommends a Dividend of Rs.5/- per Equity Share of Rs.10/- each, fully paid-up.		
3.	Re-appointment of Smt. Nandini Bose (DIN 00717701) who retires by rotation.		

Signed this day of 2019

Signature of Shareholder

Signature of Proxy holder(s)

Affix Re.1
Revenue
Stamp

NOTES:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. **This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty 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.
5. ****This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.**
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.