

THE NONSUCH TEA ESTATES LIMITED

Regd. Office: "Ritz Buildings", Coonoor - 643 101, Nilgiris.

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Shareholders of The Nonsuch Tea Estates Limited will be held on Saturday, the 29th day of June 2013, at 12:00 Noon at the Registered Office of the Company at 'Ritz Buildings', Coonoor- 643 101 to transact the following Special Business:

1. To Consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution

"RESOLVED THAT in accordance with the provisions of Section 81(1), 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum and Articles of Association of the Company and subject to the approval of the Securities & Exchange Board of India (SEBI) if any, Reserve Bank of India (RBI) if any, stock exchanges where the shares of the company are listed and all other concerned authorities, if any, and to the extent necessary and such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board') and/or a duly authorized Committee thereof for the time being exercising the powers conferred by the Board, the consent of the Company be and is hereby accorded to the Board/Committee, to issue/offer Equity Shares (hereinafter for brevity sake referred to as "Securities") as the Board at its sole discretion may at any time or times hereafter decide, on Rights Basis in one or more tranches, to issue, offer and allot in the ratio of 13 (Thirteen) Equity Shares of ₹ 10/- each at a premium that may be decided by the Board, for every 10 (Ten) Equity Shares of ₹ 10/- each held in the company **to Non-Promoter Shareholders** and to such persons whether or not such persons are members of the company including Non-Resident Indians, Overseas Corporate Bodies (OCBs), Foreign Institutional Investors (FIIs) Other Bodies Corporate, Mutual Funds, Banks/ Financial Institutions, Insurance

Companies, pension funds, individuals, other entities/authorities and to such other persons, as the Board may deem fit and to decide the manner of issue, if any, fixing of record date or book closure and related or incidental matters so however that the total amount raised through the aforesaid securities shall not, at any time exceed ₹ 50.00 Lacs.

RESOLVED FURTHER THAT the Equity Shares allotted in terms of this resolution shall rank pari-passu in all respects, with the then existing Equity shares of the Company including entitlement of dividend.

RESOLVED FURTHER THAT the **Promoters and Promoters Group are foregoing their entitlement** to Equity Shares whether present or future that may arise on account of this Right Issue / Offer.

RESOLVED FURTHER THAT the fractional entitlement, if any will be rounded off to the nearest integer.

RESOLVED FURTHER THAT such of the securities to be issued, as are not subscribed may be disposed off by the Board/Committee thereof, to such persons and in such manner and on such terms as the Board or Committee may in its absolute discretion think most beneficial to the Company including offering or placing them with Banks/ Financial Institutions/Investment Institutions/Mutual Funds/Foreign Institutional Investors or such other persons or otherwise as the Board or Committee thereof may in its absolute discretion decide.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer/issue, allotment and utilization of the proceeds of the issue of the Securities and further to do all such acts, deeds, matters and things and to finalize and execute all such deeds, documents and writings as may be necessary, desirable or expedient as it may deem fit.

By Order of the Board

SRIRAM KAPUR

Director

Place : Mumbai

Date : 01.06.2013

NOTES:

- ❖ **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- ❖ **Any instrument appointing a proxy or proxies should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- ❖ **The relative Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956 is annexed hereto**

Place : Mumbai

Date : 01.06.2013

By Order of the Board

SRIRAM KAPUR

Director

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956 IS UNDER

As you are aware that pursuant to the requirement as specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rule 1957 read with Clause 40A of the listing Agreement, the minimum public shareholding in a listed company shall not be less than 25% of the total paid up share capital.

At present, the public shareholding is less than 25% of the total paid up capital of the company. SEBI had issued various circulars from time to time and suggested various ways to achieve the minimum level of public share holdings in the listed company. SEBI has pursuant to an amendment to the Securities Contract Regulation Rules 1957 and Clause 40A of the Listing Agreement introduced an additional mode through which companies which are currently not in

compliance with the minimum public shareholding requirement may do so by Right issue to non promoter shareholders.

Accordingly the Board of Directors at their meeting held on 1st June, 2013 have decided to issue and allot Shares to public shareholders on right basis and the promoters and promoters group shareholders foregoing their entitlement to Equity Shares whether present or future, that may arise from this Right Issue and recommended shares on right basis in the ratio of 13:10 (ie. 13 (Thirteen) fully paid Equity Shares of ₹ 10/- each for every 10 (Ten) fully paid-up Equity Shares at a price of ₹ 10/- at a premium that may be decided by the Board.

Pursuant to provisions of Section 81(1) & 81(1A) and any other applicable provisions if any, of the Companies Act, 1956 approval of members is sought by way of special resolution to authorize the Board of Directors of the Company for the further issue, offer and allotment of Equity Shares by way of right issue to Non-Promoters at a premium that may be decided by the Board, for the purpose of working capital requirements of the Company and to increase the minimum Public shareholding to 25%.

The funds to be raised from the proposed right issue of Equity Shares will be utilized for the working capital and general corporate purposes.

Directors recommend the special resolution for approval of the shareholders.

None of the Directors is interested in this resolution.

By Order of the Board

Place : Mumbai

Date : 01.06.2013

SRIRAM KAPUR

Director

THE NONSUCH TEA ESTATES LIMITED

Regd. Office: 'Ritz Buildings', Coonoor- 643 101

ADMISSION SLIP

Name of Member		Folio No./DP ID	
Name of Proxy		No of Shares	

I hereby record my presence at the Extra- Ordinary General Meeting of the Company held on Saturday, the 29.06.2013 at 12:00 Noon at the Registered Office of the Company at 'Ritz Buildings', Coonoor- 643 101.

Signature of Member/Proxy

Note : Shareholders/Proxies must bring the Admission Slip to the meeting and hand it over at the entrance duly signed."



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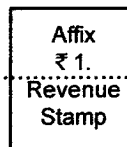
PROXY FORM

I/We.....of.....being a Member/Members of THE NONSUCH TEA ESTATES LIMITED, hereby appointoffailing him..... ofas my/our Proxy to attend and vote for me/us on my/our behalf at the Extra- Ordinary General Meeting of the Company to be held on Saturday, the 29.06.2013 at 12:00 Noon at the Registered Office of the Company at 'Ritz Buildings', Coonoor- 643 101 and any adjournment thereof.

As Witness by my/our hand(s) thisday of2013.

Signed by the said.....

Folio No.	No. of Shares
DP.ID	Client ID



Notes :The proxy form must be returned so as to reach the Registered Office of the Company, 'Ritz Buildings' Coonoor- 643 101 not less than forty-eight hours before the time for holding the aforesaid meeting.

