

TERAI TEA COMPANY LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

PROLOUGE

The Company in commensurate with Clause 49 of the Listing Agreement with the Stock Exchanges and Schedule IV of the Companies Act, 2013, has taken movement to familiarize its Independent Directors (IDs) with the Company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various strategies & initiatives.

A few strategies as well as initiatives are mentioned herewith.

- **DOCUMENTS AND REPORTS**

The contemporary director is hail to the Board of Directors of the company by sharing inter alia the following cardinal documents of the company for references.

- Memorandum of Association and Article of Association
- Eyesight, Perception, Mission and crucial values
- Terai code of conduct for Board of Directors and Senior executives
- Up to the minute, Annual Report, and Shareholding Pattern
- Remuneration payable to directors along with various disclosures and declarations
- Corporate Announcements and Press Releases

- **JURISDICTIONAL AND BUSINESS COGNIZANCE**

- **Presentations** are made at the Board Meeting / Audit Committee where Directors get an opportunity to interface with Major Managers / KMPs. Presentations, inter alia, cover business strategies, management structure, HR policy, management development and succession planning, quarterly and annual results, budgets, review of Internal Audit operations of associates, etc. Independent Directors have the freedom to interact with the Company's administration and directorate. Interactions happen during Board / Committee meetings, when senior company personnel are advised to make presentations about performance of their respective Business Unit to the Board. Such interactions also happen when these directors meet chief management in informal gatherings.

- **Legitimate and Statutory Updates** are provided as a part detailed Board Meeting and Agenda note, Significant statutory updates on a quarterly basis are circulated to the Board of Directors are made aware of pro vital news developments and highlights from various regulatory authorities VIZ. Securities and Exchange Board of India, Ministry of Corporate affairs etc.

The Company Secretary routinely evaluate and estimate the Board about their roles, rights and responsibilities towards the Company from time to time as per the requirements of the Listing Agreement with the Stock Exchanges and Companies Act, 2013 read together with the Rules and Schedules thereunder.

COMPREHENSIVE VIEW OF FAMILARIZATION PROGRAMME

The appointment letter given to every Independent Directors sets out their roles, responsibilities, Trustee duties in the Company and the expectation as well as confidence of the Board from them along with other terms and spell of their appointment. Being member of the Board, the Independent Directors are also members of various Board Committees of the Company and their engagement leads to a healthy discussions and strategic enlightenment.

Each Director of the Company has complete ingress to all relevant information relating to the Company. The Management Personnel often interface with Independent Directors which allows free flow of interrelation and communication among them and keeps the Independent Directors, updated about the Company's affairs along with dealings and other related information.

Terai Tea Company Limited is the **Bellwether** Company of Terai Group of Companies. The company was incorporated in the year 1973 and was having only one tea estate namely Bagdogra Tea Estate with an installed capacity of 25 lacs kgs of made tea per annum. At present the group under the able and dynamic leadership of Dr Ajit Kumar Agarwala is the owner of Eight tea gardens and five Bought Leaf Factories with a combined annual capacity of 150 lacs kgs of made tea. The units of the Group are scattered all over North Bengal around the town of Siliguri and Darjeeling.

The Company is run by professionals having rich experience in various fields and one of the most progressive and fastest growing company in North Bengal having an annual turnover over Rs.100 crores. It enjoys leadership position in the business of tea manufacturing and processing.

The Company marshals the visit of the Independent Directors to its Tea Estate & its factories, from time to time as per the requirement, which enables the Independent Directors to obtain a complete apprehension regarding the operations and affairs of the Company.

Bestowal and Presentations are made routinely to familiarize the Independent Directors with the corporate strategy, velocity, vision, operations, sales & marketing and various other aspects of the Business.

- FURTHER STRATAGEM

- **At every Audit Committee** meeting of the Company, the Internal Auditors apex the paramount audit related matters and key areas of scrutiny. The Statutory Auditors of the Company also briefs on the various latest legislative developments regarding regulatory background and noteworthy areas of prominence, if any.
- **In appendage to above** the Company proclaims all such relevant statistics, data as well as information pursue by the Independent Directors from time to time.

- MODIFICATEION

The Board shall have the power to review and if required, modify this Programme so as to further strengthen it from time to time.