



TERAI TEA COMPANY LIMITED

REGD. OFFICE : EZRA MANSION, 10, GOVERNMENT PLACE (EAST), 1ST FLOOR, KOLKATA- 700069
Phone : (033) 460-13789 / 39789 • E-mail : teraittea@gmail.com • Website : www.terraigroup.com
CIN : L51226WB1973PLC029009 • GSTIN : 19AABCT0258P1ZW

Notice

NOTICE is hereby given that the 46th Annual General Meeting of the members of “**TERAI TEA COMPANY LIMITED**” will be held on **Monday, the 30th September, 2019 at 10.30 A.M.** at its **Registered Office - 10 Government Place (East), 1st Floor, Kolkata – 700069** to transact the following business:

ORDINARY BUSINESS :

1) To receive, consider and adopt :

- a) The Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 with the reports of the Board of Directors' and Auditors thereon.
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 together with report of the Auditors thereon.

- 2) To appoint a Director in place of Mrs. Shashi Kala Agarwala (DIN: 00260171), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS :

- 3) To consider and, if thought fit, to pass with the or without modifications, the following resolutions as an **Ordinary Resolutions**:

“**RESOLVE THAT**, in accordance with the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, and the Rules made there under of Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), subject to approval of the member of the Company be and is hereby accorded to the re-appointment of Mr. Ajit Kumar Agarwala (DIN: 00265775) as the Managing Director of the Company for a period of three years from 13th August 2019 to 12th August 2022 and will be liable to retire by rotation and concurrent termination of the earlier appointment for residual tenure due to expire on 12th August 2019, upon terms and conditions including remunerations as set out in the draft agreement to be entered into by the Company with Mr. Ajit Kumar Agarwala before the meeting duly initiated by the chairman for the purpose of identification and which draft is hereby specifically approved.

- 4) To consider and, if thought fit, to pass with the or without modifications, the following resolutions as a **Special Resolutions** :

“**RESOLVE THAT**, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this meeting hereby approves the re-appointment of Mr. Jayant Kumar Natwarlal Raja (Din:06884343) as an Independent Director of the Company for a Period of Five Years w.e.f. 26th July, 2019.

- 5) To consider and, if thought fit, to pass with the or without modifications, the following resolutions as a **Special Resolutions** :

“**RESOLVE THAT**, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this meeting hereby approves the re-appointment of Mr. Milan Krishna Sarkar (Din:05272885) as an Independent Director of the Company for a Period of Five Years w.e.f. 26th July, 2019.

- 6) To consider and, if thought fit, to pass with the or without modifications, the following resolutions as a **Special Resolutions**:

“**RESOLVE THAT**, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this meeting hereby approves the re-appointment of Mr. Hemant Kumar Agarwal (Din:02308200) as an Independent Director of the Company for a Period of Five Years w.e.f. 13th August, 2019.

- 7) To consider and, if thought fit, to pass with the or without modifications, the following resolutions as an **Ordinary Resolutions**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, the Cost Auditor appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2019-20 be paid the remuneration as set out in the statement annexed hereto.”

Registered Office:

10, Government Place (East)
1st Floor, Kolkata – 700 069
Dated, 14th August, 2019

By order of the Board
For Terai Tea Company Limited

Sd/-
ROSHAN DAVE
Company Secretary
ACS - 27185



Notice (Contd.)

NOTES :

- 1) ***A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. The proxy forms should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the meeting.***

In terms of Rules 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in 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 single person as proxy and such persons cannot act a proxy for any other person or shareholder.

- 2) A Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- 3) The Equity Share transfer Registers of the Company will remain closed from September 21st, 2019 to September 30th, 2019 (both days inclusive) for the purpose of Annual General Meeting.
- 4) Members desiring any information as regard accounts are requested to intimate the company at least 10 days before the meeting to enable the management to keep the information required readily available at the meeting.
- 5) The Company's shares are enlisted with NSDL and CDSL for participation into Electronic Depository System operated by them. Its shares are compulsorily to be traded in Electronic Form and the security bears Code ISIN INE 390D1011.
- 6) Members are requested to notify immediately any change of their address, if any, to the Company in case shares are held in physical form or to the DP's, where the account is maintained, if held in demat form.
- 7) Information about the Directors seeking re-appointment at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed separately.
- 8) Members are requested to update their e-mail address to teraittea@gmail.com or mdpl@cal.vsnl.net.in to do so to support the "Green Initiative" in the Corporate Governance.

- 9) To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules 2014, the Company shall be required to update its database by incorporating members' designated e-mail ID in its records.
- 10) Members are requested to quote folio numbers in all their correspondence. Equity Share of the Company are under compulsory Demat trading by all investors. Considering the advantage of scriptss trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.
- 11) Members/Proxies should bring the attendance slip duly filled in for attending the Meeting
- 12) Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 13) Electronic copies of the Annual Report are being sent to all the members whose e-mail id are registered with Company/ Depository Participant(s) for communication purpose unless any members has requested for a hard copy of the same, for members who have not registered their email address, physical copies of Annual Report is being sent in the permitted mode.
- 14) Electronic copy of the Notice of this Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose e-mail IDs are registered with the Company// Depository Participant(s) for communication purpose unless any members has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notices of the 46th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of this meeting and the Annual Report will also be available on Company's website www.teraigroup.com for their download.
- 15) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00am to 1.00pm) on all working days except Saturdays, up to the date of the Annual General Meeting of the Company.
- 16) Proxy holders are requested to carry valid ID proof such as PAN Card, Voter Card, Pass Port, Driving License, Aadhar Card etc. along with the printed attendance slip.



Notice (Contd.)

17) Voting through electronic means

e- voting to enable the shareholders to cast their vote electronically.

- I. Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 46th Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). The Company has signed an agreement with CDSL for e-voting facility.

The instructions for e- voting are as under:

The voting period begins on 27th September, 2019 at 10.00 A.M and end on 29th September, 2019 at 5.00 P.M. During this period shareholders of the Company holding share either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members as on the “cut off date” i.e. 23rd September, 2019, 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.

In Case of members receiving e-mails:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “Terai Tea Co Ltd” from the drop down menu and click on “SUBMIT”
- (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)· 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. – Sequence number is communicated in the Attendance Slip/ Covering Letter.
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 number in the Dividend Bank details field.

- (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.

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- (xi) Click on the EVSN for the relevant "Terai Tea Co. Ltd". 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 changed 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
 - 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.
 - They 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 they have to create 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 the 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.
 - They 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.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- (B) The voting period begins on Friday, the 27th September, 2019 from 10.00A.M (IST) and ends on Sunday, 29th September, 2019 at 5.00 P.M (IST). 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 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

- 18. The shareholders shall have one vote per equity share held by them as on the cut-off date, i.e., 23rd September, 2019. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
- 19. Shri Mohan Ram Goenka, Practicing Company Secretary, (FCS-4515) of MR Associates, Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e- voting process in a fair and transparent manner. The scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two(2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- 20. The results shall be declared on or after the AGM, but not later than three days from the conclusion of the date of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within and will be communicated to the Stock Exchange where the Company's Shares are listed.
- 21. In case of any queries/grievances relating to e-voting process, the Members may contact Mr, Agrhya Majumder, Central Depository Services Limited, 22, Camac Street, Block A, 1st Floor, Kolkata-16, at e-mail ID: helpdesk.evoting@cdslkindia.com, at Toll Free No. 1800-200-5533 who will address the grievances connected with the electronic voting. Members way also write to the Company Secretary at teraittea@gmail.com or Registered Office address.
- 22. **Updation of Members details :**

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act, requires the Company/Registrar and Share Transfer Agents to record additional details of Members, including their PAN details, e-mail address, bank details for payment of dividend etc. A form for capturing additional details is appended at the end of this Annual Report.



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Members holding shares in physical form are requested to submit the filled in the form to the Company or RTA in physical mode or in electronic mode, as per instructions mentioned on the form. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.

I. STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3.

In the shareholders meeting held on 30th September 2016, the shareholders had re-appointed Mr. Ajit Kumar Agarwala as the Managing Director for a period of 3 years effective from 13th August, 2016 to 12th August, 2019. The tenure of his appointment expires on 12th August, 2019.

Keeping in view the vast experience of Mr. Ajit Kumar Agarwala, the Board in its meeting held on 29th day of May, 2019, subject to the approval of the members of the company in the Annual General Meeting has decided to re-appoint him as Managing Director of the company for a further period of three year w.e.f 12.08.2019 to 11.08.2022 on the remuneration and terms and conditions as set out herein. Accordingly this resolution is being proposed for the approval of the members.

TERMS & CONDITION

- A. **Salary:** Not exceeding ₹ 500,000/- per month with the authority granted to the Board of Directors (hereinafter referred to as "the Board" which terms shall include a Committee of Directors) to determine the salary and grant increases from time to time within the aforesaid limit.
- B. **Commission:** Not exceeding 0.50% of net profit in an accounting year as may be decided by the Board from time to time.
- C. **Allowance & Perquisites:** In addition to salary and commission, he will be entitled to allowance, perquisites, benefits, facilities and amenities (collectively "allowances and perquisites") such as Furnished residential accommodation or House Rent Allowance in lieu thereof, maintenance of such accommodation, Gas, Electricity & Power, Water, Furnishings, Utility Allowance, Medical Reimbursement, Foreign Travel, Leave Travel Assistance / Allowances, Membership fees for Clubs, Hospitalization and Accident Insurance, Security at residence and any other "Allowance and Perquisites" as per the policy / rules of the company in force and / or as may be approved by the Board from time to time provided that aggregate value of such allowances

& perquisites shall not exceed Rs. 12 lakhs per annum. "Allowances & Perquisites" to be valued as per the income Tax Rules, wherever applicable and at actual cost of the company in other cases.

In addition to the above, he will also be entitled to the following benefits as per policy/rules of the company in force or as may be approved by the Board from time to time.

(i) Company maintained car(s) with drivers(s); (ii) Telephone(s) and fax at residence; (iii) company's contribution to Provident Fund and Super – Annuation Fund; (iv) Payment of Gratuity and other retail benefit; (v) Encashment of Leave and (vi) Long Service Award; (vii) Key Man Insurance Premium. The Board is authorized to fix actual remuneration and revise it from time to time within the aforesaid ceilings.

D. The total remuneration including allowances and perquisites shall not exceed the limits specified in Schedule V to the companies Act, 2013.

E. **Minimum Remuneration:** Notwithstanding anything to the contrary herein where in any financial year, during the currency of the tenure of the appointees, the company has no profits or its profits are inadequate, the company will pay remuneration as above shall be paid to him as minimum remuneration subject to the limit as set out in section 196 and 197 and any other applicable provisions of companies Act, 2013 read with schedule V of the Companies Act, 2013, to the appointees by way of salary, perquisites, allowances and incentives remuneration as specified above.

OTHER TERMS:

Apart from the above term & conditions governing remuneration, the terms of appointment provide for the term of office, the reimbursement of expenses incurred for the business of the company, provisions of earlier determination of the appointment by either party by giving not less than three months notice in writing. The agreement also provides for variations in the terms of appointment/ agreement in accordance with the Companies Act 2013, in force from time to time.

The directors recommend the resolution set out in item No.3 in the notice.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Ajit Kumar Agarwala and Mrs. Shashikala Agarwala wife of Mr. Ajit Kumar Agarwala are concerned or interested in the said Resolution mentioned at item No.3 in the notice.

Notice (Contd.)

Information in terms of Schedule V of the Companies Act, 2013 for seeking approval of the shareholders are given here below:

I GENERAL INFORMATION:

1. Nature of Industry	Cultivation and Manufacturing of Tea
2. Date of Commencement of Commercial production	The Company is in manufacturing operations since the year 1973
3. In case of new companies, expected Date of Commencement of activitiesAs per project approval by financial Institutions appearing in prospectus	Not Applicable
4. Financial Performance based on	As per Audited Financial Results for the year ended

(` In Lacs)

Given Indicators	31.03.2019	31.03.2018	31.03.2017
Revenue from Operations (Net)	14,075.12	12,912.10	12,962.06
Profit before Interest, Depreciation & Tax	665.98	658.08	757.06
Interest (Net)	376.44	376.73	400.45
Profit before Depreciation & Tax (PBDT)	289.54	281.34	356.61
Profit before Tax	124.78	121.33	180.80
Profit after Tax (PAT)	131.29	88.65	141.23

5. Export Performance and net foreign exchange earning : **Not Applicable**
6. Foreign Investors or collaborators if any : **Not Applicable**

II. Information about the Appointee:

a) Mr. Ajit Kumar Agarwala:

1. Background details:

Mr. Ajit Kumar Agarwala is an Arts Graduate and has been honored with a honorary degree of Doctor of Philosophy in Business Management by the Burkes University, U.K. He is with the Company since 1987. He looks after the overall management of the

Company. He is Managing Trustee of Amit Agarwala Foundation, a Public Charitable Trust having multifarious charitable activities. Mr. Agarwala is Treasurer of "West Bengal Pradesh Congress Committee". He is an executive member of All India Marwari Federation and Executive Committee member of CII, North Bengal Chapter.

2. Past remuneration: (` in Lacs)

Given Indicators	31.03.2019	31.03.2018	31.03.2017
Salary	60.72	60.72	36.72
TOTAL	60.72	60.72	36.72

3. Recognition or Awards:

Mr. Ajit Kumar Agarwala has been granted "International Business Excellence" Award by International Business Council. "National Trade Excellence Award" was given to him for outstanding service, achievements and contributions. He has also been conferred with given "Rajiv Gandhi Sadbhavana" Award.

4. Job Profile and suitability:

Mr. Ajit Kumar Agarwala, the Managing Director is entrusted with the power and authority to manage the day to day affairs of the company on a day to day basis subject to superintendence, direction and control of the Board of Directors. He is an experienced planter and has extensive knowledge of tea industry. His experience at various levels has helped him to successfully manage the affairs of the Company for last several years.

5. Remuneration Proposed:

The proposed remuneration is within the limit set out in schedule V of the companies Act, 2013.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

The remuneration to Mr. Ajit Kumar Agarwala is purely based on merit and experience.

7. Pecuniary relationship directly or indirectly with the company relationship with the managerial personnel:

Mr. Ajit Kumar Agarwala has no pecuniary relationship with the company other than his remuneration as a Managing Director. He is related to Mrs. Shashikala Agarwala with the meaning of section 2 Clause 77 of Companies Act, 2013.

Notice (Contd.)

III Other Information:

1. Reason of Loss or Inadequate Profits:

Tea Industry is a seasonal industry and it is totally depended on the weather for crop, and auction for prices. There has been substantial increase in labour wages; garden operating expenses, statutory liabilities, and general inflation have considerably eroded profit margins. However, maintaining adequate and steady profitability on a regular basis may take time.

The profitability over the last 5 years is given below:

Year	Profit after Tax (` in Lacs)
2018-19	131.29
2017-18	88.65
2016-17	180.80
2015-16	108.33
2014-15	59.86

Steps taken or proposed to be taken for Improvement:

The Company is focusing on quality and this has attracted premium in the market. Efforts are made to cut down cost and increase yield at the gardens. There has been substantial capital expenditure in the land and factories to increase the efficiency, reduction in cost, rationalization of labor force etc. The company has also started trading in agricultural goods and achieved a substantial chunk of business during the year under review and your company is hopeful to achieve very good business in the forthcoming year.

2. Expected increase in productivity and profits in measurable terms:

The Company expects to obtain good per hectare yield in its Tea Estate and also better realization of the tea prices due to emphasis on the quality of tea to be manufactured.

IV Disclosures

1. Information to shareholders on the remuneration package of managerial personnel:

The Notice of the Annual General Meeting contains details of the Remuneration Package/ Revision in the Explanatory Statement.

2. Disclosure under Corporate Governance in the Board of Director's Report:

The remuneration package payable to Mr. Ajit Kumar Agarwala, along with relevant details has been mentioned in the reports of Corporate

Governance attached to Director's Report. There is no sitting fee, stock option etc. The period of appointment and remuneration shall be as per approval of Annual General Meeting resolution. The appointment may be terminated by giving to three months notice. Mr. Ajit Kumar Agarwala is holding 25,76,800 share of the Company.

Item No. 4

The Members of the Company on 27th September, 2014 approved the appointment of **Dr. Jayant Kumar Natwarlal Raja** as Independent Directors of the Company for a period of five years with effect from 26th July, 2014. **Dr. Jayant Kumar Natwarlal Raja** will complete his respective terms on 25th July, 2019.

The Board of Directors of the Company ("the Board") at the meeting held on **29th May, 2019**, on the recommendation of the Nomination & Remuneration Committee ("the Committee"), recommended for the approval of the Members, the re-appointment of **Dr. Jayant Kumar Natwarlal Raja** as Independent Directors of the Company with effect from 26th July, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to his respective re-appointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of **Dr. Jayant Kumar Natwarlal Raja** and contribution to Board processes by him, his continued association would benefit the Company. Declarations have been received from **Dr. Jayant Kumar Natwarlal Raja** that he meets the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, **Dr. Jayant Kumar Natwarlal Raja** fulfill the conditions specified in the Act, the Rules there under and the Listing Regulations 2015 for re-appointment as Independent Directors and he is an Independent of the management of the Company. In addition to coverage under sitting fees for attending the meetings of the Board and its Committees.

Consent of the Members by way of Special Resolution is required for re-appointment **Dr. Jayant Kumar Natwarlal Raja** in terms of Section 149 of the Act. Further, pursuant to Regulation 17 of the Listing Regulations 2015, consent of the Members by way of Special Resolution.

Requisite Notices under Section 160 of the Act proposing the re-appointment of **Dr. Jayant Kumar Natwarlal Raja** have been received by the Company, and consent has been filed by **Dr. Jayant Kumar Natwarlal Raja**.

Notice (Contd.)

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Special Resolutions.

The Board recommends these Special Resolutions for your approval.

Item No. 5

The Members of the Company on 27th September, 2014 approved the appointment of **Mr. Milan Krisna Sarkar** as Independent Directors of the Company for a period of five years with effect from 26th July, 2014. **Mr. Milan Krisna Sarkar** will complete his respective terms on 25th July, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on **29th May, 2019**, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of **Mr. Milan Krisna Sarkar**, as Independent Directors of the Company with effect from 26th July, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to their respective re-appointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of **Mr. Milan Krisna Sarkar** and contribution to Board processes by them, he continued association would benefit the Company. Declarations has been received from **Mr. Milan Krisna Sarkar** that he meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, **Mr. Milan Krisna Sarkar** fulfill the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as Independent Directors and he is an Independent of the management of the Company. In addition to coverage under sitting fees for attending the meetings of the Board and its Committees.

Consent of the Members by way of Special Resolution is required for re-appointment of **Mr. Milan Krisna Sarkar**, in terms of Section 149 of the Act. Further, pursuant to Regulation 17 of the Listing Regulations 2015, consent of the Members by way of Special Resolution.

Requisite Notices under Section 160 of the Act proposing the re-appointment of **Mr. Milan Krisna Sarkar** has been received by the Company, and consent has been filed by **Mr. Milan Krisna Sarkar**.

None of the other Directors and Key Managerial Personnel of the Company, or his relatives, is interested in these Special Resolutions.

The Board recommends these Special Resolutions for your approval.

Item No. 6

The Members of the Company on 27th September, 2014 approved the appointment of **Mr. Hemant Kumar Agarwal** as an Independent Directors of the Company for a period of five years with effect from **13th August, 2014**. **Mr. Hemant Kumar Agarwal** will complete his respective terms on 12th August, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 29th May, 2019, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of **Mr. Hemant Kumar Agarwal**, as Independent Directors of the Company with effect from 13th August, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to his respective re-appointment.

The Committee and the Board are of the view that, given the knowledge, experience and performance of **Mr. Hemant Kumar Agarwal** and contribution to Board processes by them, their continued association would benefit the Company. Declarations has been received from **Mr. Hemant Kumar Agarwal** that he meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, **Mr. Hemant Kumar Agarwal** fulfill the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as Independent Directors and he is an Independent of the management of the Company. In addition to coverage under sitting fees for attending the meetings of the Board and its Committees.

Consent of the Members by way of Special Resolution is required for re-appointment of **Mr. Hemant Kumar Agarwal**, in terms of Section 149 of the Act. Further, pursuant to Regulation 17 of the Listing Regulations 2015, consent of the Members by way of Special Resolution.

Requisite Notices under Section 160 of the Act proposing the re-appointment of **Mr. Hemant Kumar Agarwal** have been received by the Company, and consents has been filed by **Mr. Hemant Kumar Agarwal**.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Special Resolutions.

The Board recommends these Special Resolutions for your approval.

Notice (Contd.)

Item No. 7

In pursuance of section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a Cost Accountant in practice on the recommendations of the Audit Committee, which shall also recommended remuneration for such Cost Auditors. The Remunerations recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of Audit Committee and its meeting held on 29th day of May, 2019, the Board has considered

and approved appointment of **Mr. Debabroto Banerjee**, Cost Accountant, for conducting the Cost Audit of the Company at a remuneration of ₹ 15,000/- plus GST applicable and reimbursement of actual travel and out of pocket expenses for the financial year ended March 31, 2020.

The Resolution at Items No. 7 of the notice is set out as an Ordinary Resolution for approval and ratification by the members in term of section 148 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel or their relatives is concerned or interested in the Resolution mentioned at item No. 7 in the notice.

Registered Office:

10, Government Place (East)

1st Floor, Kolkata – 700 069

Dated, 14th August, 2019

By order of the Board
For Terai Tea Company Limited

Sd/-

ROSHAN DAVE

Company Secretary

ACS - 27185

**DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT IN THE
46th ANNUAL GENERAL MEETING**

**(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015 & Secretarial Standard-2)**



Name of The Director	Mrs. Shashi Kala Agarwala
DIN	00260171
Date of Birth/ Age	March 13, 1955
Date of First Appointment on the Board of the Company	January 28, 1987
Brief Resume of Director	She completed her Graduation in Arts. She has more than 40 years experience in Tea Plantation, Marketing Business and Financial Business.
Nature of Expertise in Specific Functional Areas	Women Director, Tea Marketing
The Remuneration Last Drawn, if applicable	NIL
List of Other Public Companies in which outside Directorship held (excluding in Foreign Companies)	1. Terai Infrastructures Ltd. 2. East Indian Produce Ltd. 3. Terai Tea Resorts Ltd. 4. New Darjeeling Union Tea Co. Ltd 5. Sayedabad Tea Co. Ltd.
List of Other Listed Companies in which Directorship held	NIL
Chairman/ Member of the Committees of the Board of Directors of Other Companies in which he is a Director (excluding in Foreign Companies)	NIL
Chairman/ Member of the Committees of the Board of Directors of Other Listed Companies	NIL
Disclosure of Relationship between Directors inter-se and Key Managerial Personnel	Mrs. Shashikala Agarwala is related with Mr. Ajit Kumar Agarwala as his wife in terms of the Definition of "Relative" under the Companies Act, 2013
Details of Shareholding, if any in the Company	18,98,800 Equity Shares Held
The number of Meetings of the Board attended during the Financial Year	Mrs. Shashikala Agarwala attended 8 Board Meetings out of total 12 Board Meetings held during the Year.

**DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT IN THE
46th ANNUAL GENERAL MEETING**

**(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015 & Secretarial Standard-2)**



Name of The Director	Mr. Ajit Kumar Agarwala
DIN	00265775
Date of Birth/ Age	January 28, 1955
Date of First Appointment on the Board of the Company	January 29, 1987
Brief Resume of Director	He completed his Graduation in Arts & Doctorate of philosophy in Business Management from Burkes University, U.K. He has more than 40 years experience in Tea Plantation, Marketing Business and Financial Business.
Nature of Expertise in Specific Functional Areas	Overall Management
The Remuneration Last Drawn, if applicable	Basic Salary : ₹ 60.72 Lacs P.A.
List of Other Public Companies in which outside Directorship held (excluding in Foreign Companies)	<ol style="list-style-type: none"> 1. The Kharibari Tea Co. Ltd. 2. Terai Infrastructures Ltd. 3. East Indian Produce Ltd. 4. Terai Tea Resorts Ltd. 5. New Darjeeling Union Tea Co. Ltd 6. Sayedabad Tea Co. Ltd.
List of Other listed Companies in which Directorship held	NIL
Chairman/ Member of the Committees of the Board of Directors of Other Companies in which he is a Director (excluding in Foreign Companies)	NIL
Chairman/ Member of the Committees of the Board of Directors of Other Listed Companies	NIL
Disclosure of Relationship between Directors inter-se and Key Managerial Personnel	Mr. Ajit Kumar Agarwala is related with Mrs. Shashikala Agarwala, who is Wife of Mr. Ajit Kumar Agarwala in terms of the Definition of "Relative" under the Companies Act, 2013
Details of Shareholding, if any in the Company	25,76,800 Equity Shares Held
The number of Meetings of the Board attended during the Financial Year	Mr. Ajit Kumar Agarwala attended 10 Board Meetings out of total 12 Board Meetings held during the Year.

**DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT IN THE
46th ANNUAL GENERAL MEETING**

**(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015 & Secretarial Standard-2)**



Name of The Director	Dr. Jayant Kumar Natwarlal Raja
DIN	06884343
Date of Birth/ Age	July 04, 1955
Date of First Appointment on the Board of the Company	July 26, 2014
Brief Resume of Director	An Independent Director and chairman of Stakeholders Committee of the Company is an institution by himself having achieved all heights in Medical Science and who has devoted his life for care of the sick people.
Nature of Expertise in Specific Functional Areas	An Independent Director and chairman of Stakeholders Committee of the Company
The Remuneration Last Drawn, if applicable	NIL
List of Other Public Companies in which outside Directorship held (excluding in Foreign Companies)	NIL
List of Other listed Companies in which Directorship held	NIL
Chairman/ Member of the Committees of the Board of Directors of Other Companies in which he is a Director (excluding in Foreign Companies)	NIL
Chairman/ Member of the Committees of the Board of Directors of Other Listed Companies	NIL
Disclosure of Relationship between Directors inter-se and Key Managerial Personnel	Dr. Jayant Kumar Natwarlal Raja is not related with any Director or Key Managerial Perosnnel in terms of the Definition of "Relative" under the Companies Act, 2013
Details of Shareholding, if any in the Company	NIL
The number of Meetings of the Board attended during the Financial Year	Dr. Jayant Kumar Natwarlal Raja attended 5 Board Meetings out of total 12 Board Meetings held during the Year.

DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT IN THE 46th ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015 & Secretarial Standard-2)



Name of The Director	Mr. Milan Krisna Sarkar
DIN	05272885
Date of Birth/ Age	January 15, 1951
Date of First Appointment on the Board of the Company	July 26, 2014
Brief Resume of Director	A very Senior Lawyer (LLB). We look forward to protect our properties and legal matters through his experience. He is a Chairman of nomination and Remuneration committee and member of Audit committee & Stakeholder relationship Committee.
Nature of Expertise in Specific Functional Areas	Legal Matters
The Remuneration Last Drawn, if applicable	NIL
List of Other Public Companies in which outside Directorship held (excluding in Foreign Companies)	NIL
List of Other listed Companies in which Directorship held	NIL
Chairman/ Member of the Committees of the Board of Directors of Other Companies in which he is a Director (excluding in Foreign Companies)	NIL
Chairman/ Member of the Committees of the Board of Directors of Other Listed Companies	NIL
Disclosure of Relationship between Directors inter-se and Key Managerial Personnel	Mr. Milan Krisna Sarkar is not related with any Director or Key Managerial Personneel in terms of the Definition of "Relative" under the Companies Act, 2013.
Details of Shareholding, if any in the Company	NIL
The number of Meetings of the Board attended during the Financial Year	Mr. Milan Krisna Sarkar attended 5 Board Meetings out of total 12 Board Meetings held during the Year.

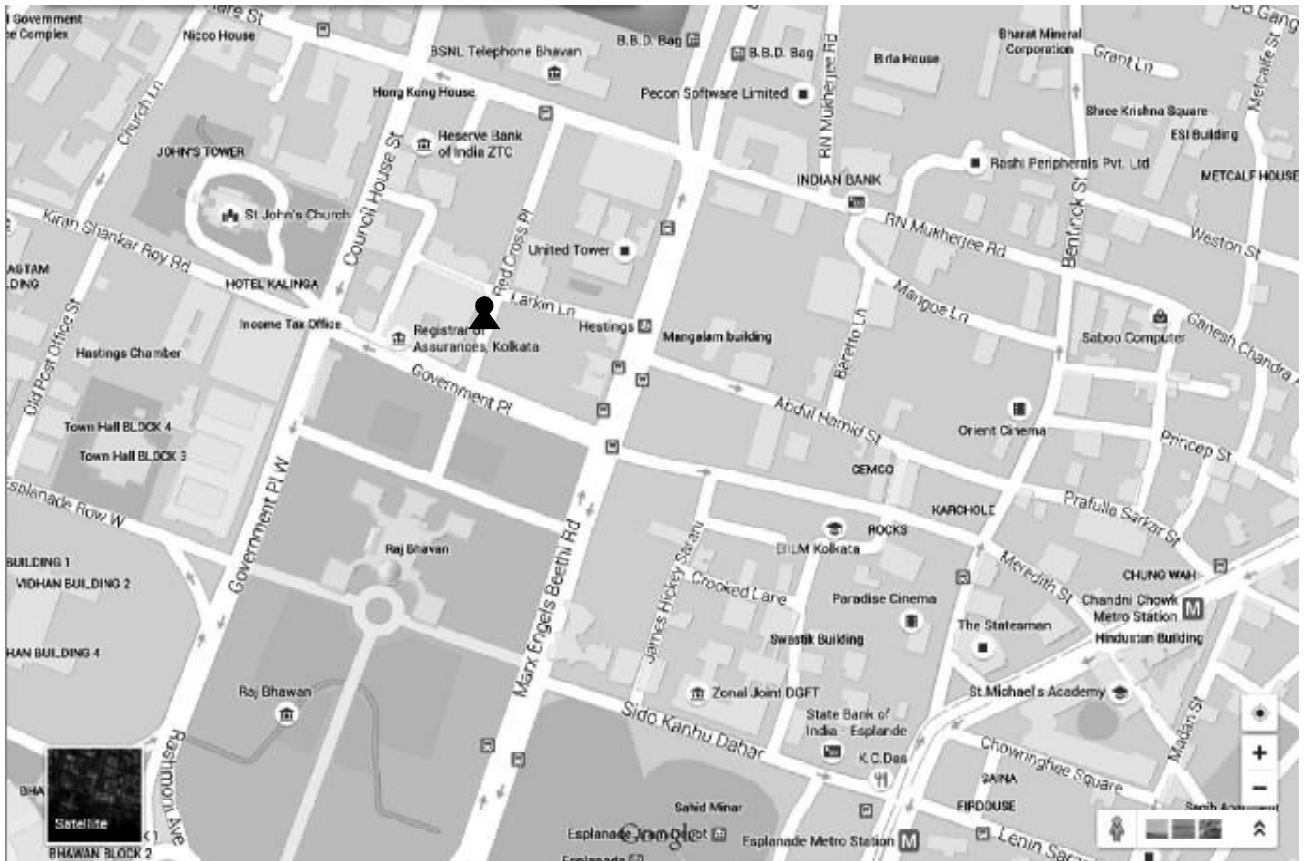
DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT IN THE 46th ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015 & Secretarial Standard-2)



Name of The Director	Mr. Hemant Kumar Agarwal
DIN	02308200
Date of Birth/ Age	January 04, 1980
Date of First Appointment on the Board of the Company	August 13, 2014
Brief Resume of Director	Independent Director and Chairman of Audit Committee of the Company is a businessman since very early young age and has very wide experience in dealings in food items etc. With his presence in the company, a new wave in turnover and profits is bound to come.
Nature of Expertise in Specific Functional Areas	Independent Director and Chairman of Audit Committee.
The Remuneration Last Drawn, if applicable	NIL
List of Other Public Companies in which outside Directorship held (excluding in Foreign Companies)	NIL
List of Other listed Companies in which Directorship held	NIL
Chairman/ Member of the Committees of the Board of Directors of Other Companies in which he is a Director (excluding in Foreign Companies)	NIL
Chairman/ Member of the Committees of the Board of Directors of Other Listed Companies	NIL
Disclosure of Relationship between Directors inter-se and Key Managerial Personnel	Mr. Hemant Kumar Agarwal is not related with in terms of the Definition of "Relative" under the Companies Act, 2013
Details of Shareholding, if any in the Company	NIL
The number of Meetings of the Board attended during the Financial Year	Mr. Hemant Kumar Agarwal attended 12 Board Meetings out of total 12 Board Meetings held during the Year.

Road Map to the Venue of 46th AGM of “Terai Tea Co. Ltd.”



TERAI TEA COMPANY LTD.

10, Government Place (East)
1st Floor, Kolkata - 700 069

