



TERAI TEA COMPANY LIMITED

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

Notice

NOTICE is hereby given that the 47th Annual General Meeting of the members of “**TERAI TEA COMPANY LIMITED**” will be held on **Wednesday, the 30th December, 2020 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 on 31st March, 2020 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 on 31st March, 2020 together with report of the Auditors thereon.
- 2) To appoint a Director in place of Mr. Rajendra Kanodia (DIN : 00175574), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

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

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), consent of the Company be and is hereby accorded for payment of remuneration of Rs.15,000/- (Rupees Fifteen thousand only) plus applicable taxes and out of pocket expenses for conducting audit of the cost accounting records of the Company for the financial year 2020-21 as may be applicable to the Company to M/s. Debabroto Banerjee & Associates., Cost Accountants(Firm Registration No 003850) who were re-appointed as Cost Auditors of the Company by the Board of Directors of the Company at its meeting held on 18th September, 2020.

Registered Office:

10, Government Place (East)
1st Floor, Kolkata – 700 069
Dated, 4th December, 2020

By order of the Board
For Terai Tea Company Limited

Sd/-
ROSHAN DAVE
Company Secretary
ACS - 27185



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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 December 24th, 2020 to December 30th, 2020 (both days inclusive) for the purpose of Annual General Meeting.
- 4) In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories 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. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website <http://www.terai group.com>, website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Gate of Venue of the AGM.
- 5) **COVID note and Precautions while holding AGM**

All the members who wish to attend the AGM are requested to wear mask throughout the continuance of the meeting. Temperature of all the attendees shall be checked at the entrance of the venue of the meeting and anyone found having fever shall not be allowed to attend. Any shareholder having symptom of infection of COVID19 are requested not to attend the meeting. Company has made arrangements for proper sanitization of members who will be entering the venue for the meeting. Hand sanitizers will also be installed at the entrance of the venue of the meeting and at number of places in the premises. Masks will be provided by

the Company in case a member arrives at the venue without a mask or if any member needs a new mask.

- 6) 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.
- 7) 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.
- 8) 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.
- 9) 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.
- 10) Members are requested to update their e-mail address to teraita@gmail.com or mdpl@cal.vsnl.net.in to do so to support the "Green Initiative" in the Corporate Governance.
- 11) 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.
- 12) 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.
- 13) Members/Proxies should bring the attendance slip duly filled in for attending the Meeting
- 14) 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.
- 15) 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 47th 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



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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.

- 16) 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.
- 17) 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.
- 18) 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 47th 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 December, 2020 at 9.00 A.M and end on 29th December, 2020 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 December, 2020, 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 December, 2020, 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.
	<ul style="list-style-type: none"> • 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

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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 "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 Sunday, the 27th December, 2020 from 9.00 A.M (IST) and ends on Tuesday, 29th December, 2020 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 December, 2020, 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

19. The shareholders shall have one vote per equity share held by them as on the cut-off date, i.e., 23rd December, 2020. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
20. 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.
21. 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.
22. 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@cdslindia.com, at Toll Free No. 1800-200-5533 who will address the grievances connected with the electronic voting. Members way also

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write to the Company Secretary at teraitea@gmail.com or Registered Office address.

23. 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. 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 pursuance of section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors)

Rules, 2014, the Board shall appoint 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 18th day of September, 2020, the Board has considered and approved appointment of **Mr. Debabroto Banerjee & Associates**, Cost Accountant, for conducting the Cost Audit of the Company at a remuneration of Rs. 15,000/- plus GST applicable and reimbursement of actual travel and out of pocket expenses for the financial year ended March 31, 2021.

The Resolution at Items No. 3 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. 3 in the notice.

Registered Office:

10, Government Place (East)
1st Floor, Kolkata – 700 069
Dated, 4th December, 2020

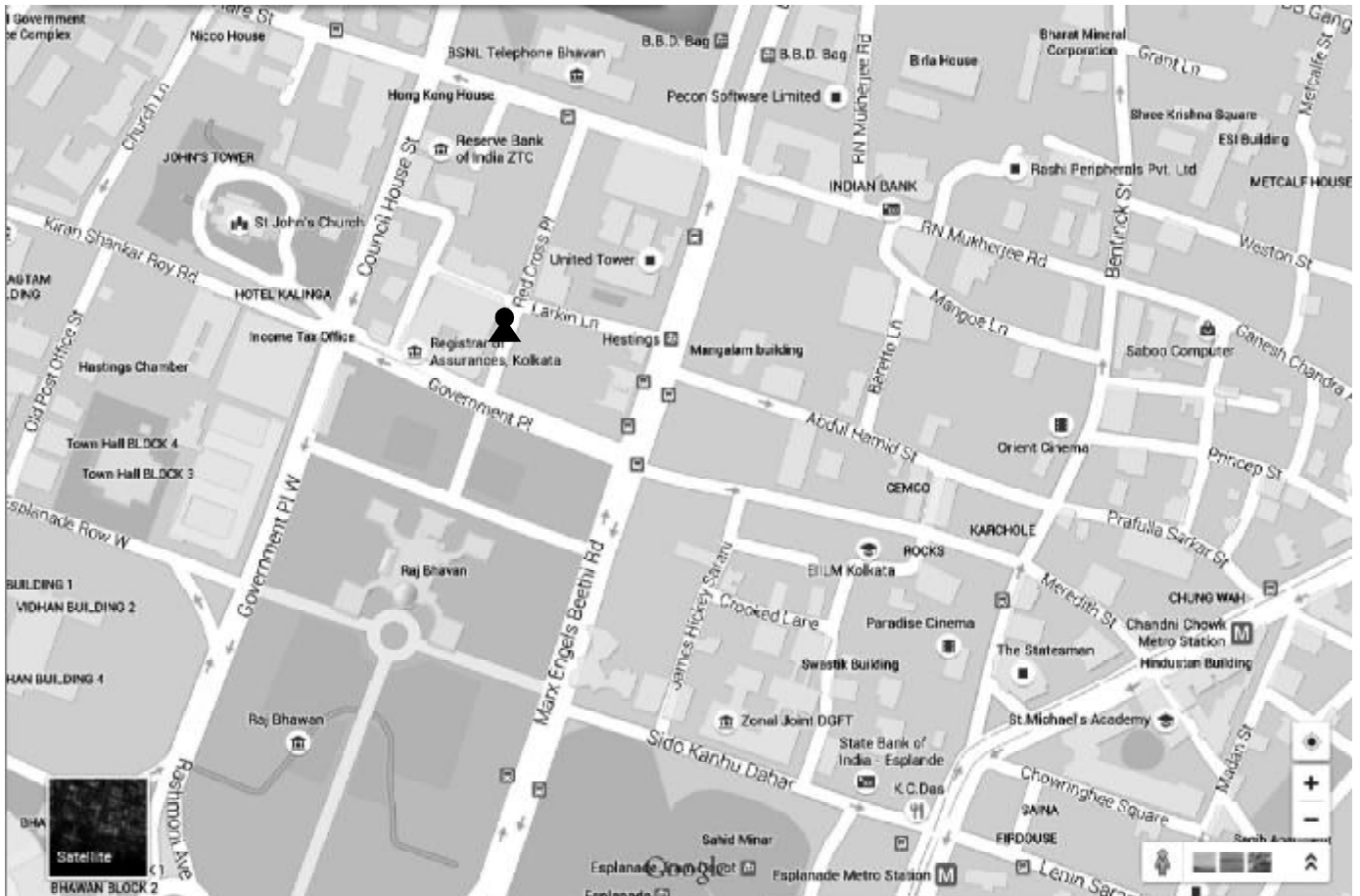
By order of the Board
For Terai Tea Company Limited
Sd/-
ROSHAN DAVE
Company Secretary
ACS - 27185

DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT IN THE 47th 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. Rajendra Kanodia
DIN	00175574
Date of Birth/ Age	February 20, 1957
Date of First Appointment on the Board of the Company	January 28, 1987
Brief Resume of Director	He completed his Graduation in Commerce. He has more than 33 years of experience in Tea Plantation, Marketing Business and Financial Business. He has been a member of the Board since 28th January, 1987
Nature of Expertise in Specific Functional Areas	Overall Management
The Remuneration Last Drawn, if applicable	Basic Salary: Rs. 15.00 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	NA
Details of Shareholding, if any in the Company	14,700 Equity Shares Held
The number of Meetings of the Board attended during the Financial Year	Attended 11 Board Meetings out of total 11 Board Meetings held during the Year.

Road Map to the Venue of 47th AGM of “Terai Tea Co. Ltd.”




TERAI TEA COMPANY LTD.
10, Government Place (East)
1st Floor, Kolkata - 700 069

TERAI TEA COMPANY LIMITED

Regd. Office : "Ezra Mansion", 10, Government Place (East), 1st Floor, Kolkata- 700 069, Ph: (033) 460-13789 / 39789 Fax : (033) 2248-9182,
Website: www.teraigroup.com, E-mail: teraitea@gmail.com CIN: L51226WB1973PLC029009

ATTENDANCE SLIP

Name of the Members(S) :
Registered Address :

Folio No. / Client ID No. & DP ID
No. of Share(s) held

I/We here by record my/our presence at the 47th Annual General Meeting held on Wednesday, December 30, 2020 at 10.30 AM. at, Ezra Mansion, 10 Government Place (East), 1st Floor, Kolkata 700 069.

Member's /Proxy Name in Block Letters

Signature of Member's / Proxy

(Please cut here and bring the attendance slip duly signed, to the meeting and hand it over at the entrance. Duplicate Slip will not be issued at the venue of the meeting.)

TERAI TEA COMPANY LIMITED

Regd. Office : "Ezra Mansion", 10, Government Place (East), 1st Floor, Kolkata- 700 069, Ph: (033) 460-13789 / 39789 Fax : (033) 2248-9182,
Website: www.teraigroup.com, E-mail: teraitea@gmail.com CIN: L51226WB1973PLC029009

PROXY FORM - MGT 11

(Pursuant of section 105(6) of the Companies Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2020)
47th Annual General Meeting held on Wednesday, December 30, 2020 at 10.30 AM. at, Ezra Mansion, 10 Government Place (East), 1st Floor, Kolkata 700 069.

Name of the Members(S) :
Registered Address :

E-mail ID :
Folio No. / Client ID No. & DP ID

I/We, being the member(s) holding 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 : _____ or failing him;

as my/our proxy to attend and vote (on poll) for me /us and on my / our behalf at the 47th Annual General Meeting of the Company to be held at, Ezra Mansion, 10 Government Place (East), 1st Floor, Kolkata 700 069. on Wednesday, December 30, 2020 at 10.30 AM and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Resolution	Optional* For Against	
Ordinary Business			
1	To receive, consider and adopt : a) The Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2020 with the reports of the Board of Directors' and Auditors thereon and b) The Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2020 together with report of the Auditors thereon.		
2	Appoint a Director in place of Mr. Rajendra Kanodia (DIN : 00175574) who Retires by Rotation and being eligible, offers himself for re-appointment.		
Special Business			
3	Approval of the Remuneration of the Cost Auditor for Financial Year 2020-21.		

Signed this.....day of, 2020

Signature of the Share Holder

Signature of the Proxy Holder

Affix
Revenue
Stamp

Notes : (1) This form of Proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting. (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 47th Annual General Meeting. *(3) It is optional to put a 'X' in the appropriate column against the Resolutions indicated to the Box. If you leave the 'For' or 'Against' column blank against any or all 'Resolution' your proxy will be entitled to vote in the manner as he/ she thinks appropriate.