

# TERAI TEA COMPANY LIMITED

REGD. OFFICE : 10 GOVERNMENT PLACE (EAST), 1ST FLOOR, KOLKATA-700 069 INDIA

Telephones : (91) (33) 4021 4444, Fax : (91) (33) 2248 9182

E-mail : [teraitea@gmail.com](mailto:teraitea@gmail.com) • Website : [www.teraigroup.com](http://www.teraigroup.com)

CIN : L51226WB1973PLC029009



Based on the report dated submitted by Mr. Ram Mohan Goenka, Practicing Company Secretary of MR Associates Kolkata- CP No- 2551, who was appointed by the Company as Scrutinizer for e-voting and physical ballot the Chairman of the AGM declared that all the resolutions contained in item Nos. 1 to 5 of the Notice of AGM were approved with the requisite majority by the Equity Shareholders of the Company.

Copy of the scrutinizer's report along with the requisite particulars of Voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 is enclosed herewith for your information and record.

Thanking you  
Yours faithfully,

For TERA TEA COMPANY LTD

Roshan Dave  
Company Secretary & Compliance Officer

TERAI TEA CO LTD - 43rd AGM Attended and Voting Summary

Format for Voting Result

Date of the AGM	September 30, 2016
Total Number of Shareholders on record date	1529
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	5
Public	76
Total	81
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
Total	

Agenda- wise disclosure (to be disclosed separately for agenda item)

Adoption of the Financial Statement for the year ended 31st March 2016.									
1 Ordinary Business	0								
Whether promoter/promoter group are interested in the agenda/resolution ?	0								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	
Promoter & Promoter Group	E-Voting	5103100	5103100	100.00000	5103100	0	100.00000		
	Poll		0	0.00000	0	0			
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.	
	Total		5103100	100.00000	5103100	0	100.00000		
Public - Institutional holders	E-Voting	0	0		0	0			
	Poll		0		0	0			
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.	
	Total		0		0	0			
Public - Non Institution	E-Vote	1776200	1238011	69.70000	1238011	0	100.00000		
	Poll		822	0.04630	817	5	99.39170	0.60830	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.	
	Total		1238833	69.74630	1238828	5	99.99960	0.00040	
<b>Total</b>		<b>6879300</b>	<b>6341933</b>	<b>92.18864</b>	<b>6341928</b>	<b>5</b>	<b>99.99992</b>	<b>0.00008</b>	





2 Ordinary Business									
Re-Appointment of Mrs. Shashikala Agarwala who Retires by Rotation									
Whether promoter/promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	0
Promoter & Promoter Group	E-Voting	5103100	5103100	100.00000	5103100	0	100.00000		
	Poll		0	0.00000	0	0			
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.	
Public - Institutional holders	Total	0	5103100	100.00000	5103100	0	100.00000		
	E-Voting		0			0			
	Poll		0			0			
Public - Non Institution	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	0	0		0	0			
	E-Vote	1776200	1238011	69.70000	1238011	0	100.00000		
Total	Poll		822	0.04630	817	5	99.39170	0.60830	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.	
	Total		1238833	69.74630	1238828	5	99.99960	0.00040	
3 Ordinary Business		6879300	6341933	92.18864	6341928	5	99.99992	0.00008	
Retification of Appointment M/s. P. K. Shah, Chartered Accountants, Statutory Auditor of the Company									
Whether promoter/promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	0
Promoter & Promoter Group	E-Voting	5103100	5103100	100.00000	5103100	0	100.00000		
	Poll		0	0.00000	0	0			
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.	
Public - Institutional holders	Total	0	5103100	100.00000	5103100	0	100.00000		
	E-Voting		0			0			
	Poll		0			0			
Public - Non Institution	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total	0	0		0	0			
	E-Vote	1776200	1238011	69.70000	1238011	0	100.00000		
Total	Poll		822	0.04630	817	5	99.39170	0.60830	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.	
	Total		1238833	69.74630	1238828	5	99.99960	0.00040	
Total		6879300	6341933	92.18864	6341928	5	99.99992	0.00008	



**4 Special Business** Approval of The Remuneration of the Cost Auditor for Financial Year 2016-17

Whether promoter/promoter group are interested in the agenda/resolution ?		0									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100			
Promoter & Promoter Group	E-Voting	5103100	5103100	100.00000	5103100	0	100.00000				
	Poll		0	0.00000	0	0					
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.			
	<b>Total</b>		5103100	100.00000	5103100	0	100.00000				
Public - Institutional holders	E-Voting	0	0		0	0					
	Poll		0		0	0					
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.			
	<b>Total</b>		0		0	0					
Public - Non Institution	E-Vote	1776200	1238011	69.70000	1238011	0	100.00000				
	Poll		822	0.04630	817	5	99.39170	0.60830			
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.			
	<b>Total</b>		1238833	69.74630	1238828	5	99.99960	0.00040			
<b>Total</b>		<b>6879300</b>	<b>6341933</b>	<b>92.18864</b>	<b>6341928</b>	<b>5</b>	<b>99.99992</b>	<b>0.00008</b>			

**5 Special Business** Re-appointment of Managing Director Mr. Ajit Kumar Agarwala

Whether promoter/promoter group are interested in the agenda/resolution ?		0									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100			
Promoter & Promoter Group	E-Voting	5103100	5103100	100.00000	5103100	0	100.00000				
	Poll		0	0.00000	0	0					
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.			
	<b>Total</b>		5103100	100.00000	5103100	0	100.00000				
Public - Institutional holders	E-Voting	0	0		0	0					
	Poll		0		0	0					
	Postal Ballot (if applicable)		N.A.		N.A.	N.A.	N.A.	N.A.			
	<b>Total</b>		0		0	0					
Public - Non Institution	E-Vote	1776200	1238011	69.70000	1238011	0	100.00000				
	Poll		822	0.04630	817	5	99.39170	0.60830			
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.			
	<b>Total</b>		1238833	69.74630	1238828	5	99.99960	0.00040			
<b>Total</b>		<b>6879300</b>	<b>6341933</b>	<b>92.18864</b>	<b>6341928</b>	<b>5</b>	<b>99.99992</b>	<b>0.00008</b>			

**CONSOLIDATED SCRUTINIZER'S REPORT**

(Voting through Remote e-voting, and ballot paper voting at the Annual General Meeting venue)

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended]


To,

The Chairman of the 43rd Annual General Meeting (AGM) of the Members of **Terai Tea Company Limited** (CIN: L51226WB1973PLC029009), held on Friday, 30th day of September, 2016 at the 10 Government Place (East), 1<sup>st</sup> Floor, Kolkata – 700 069.

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice (FCS No. 4515, CP No. 2551), was duly appointed as a Scrutinizer by the Board of Directors of Terai Tea Company Limited (the Company) for the purpose of Scrutinizing the process of voting through Remote e-voting and ballot paper voting at the Annual General Meeting venue under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through Remote e-voting and voting through ballot paper at the Annual General Meeting venue for the resolutions proposed in the Notice of 43rd Annual General Meeting of the Members of the Company dated 13th August, 2016. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and voting through ballot paper at the Annual General Meeting venue is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the 43rd AGM of the Company, based on the report provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.
3. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was kept open from Monday, September 26, 2016 (10.00 a.m.) till Thursday September 29, 2016 (5.00 p.m.) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by Central Depository Services (India) Limited.
4. The Members holding equity shares as on the "cut-off date" i.e. August 26, 2016 were entitled to vote on the resolutions proposed in the Notice calling the 43rd Annual General Meeting.
5. At the end of the remote e-voting period on Thursday, September 29, 2016 (5.00 p.m.), the voting portal of the service provider was blocked forthwith.

**Our Office :**  
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R. No.: 6, Kolkata 700012,  
E Mail: goenkamohan@hotmail.com  
goenkamohan@gmail.com

  
Mobile No.9831074332  
Phone No : 2237 9517

6. After transacting the business at the meeting, the Chairman requested for voting through ballot papers at the AGM venue for those Members who could not cast their vote through remote e-voting with the assistance of the Scrutinizer.
7. Immediately after the conclusion of ballot paper voting at the venue of the AGM on the 30th day of September, 2016, the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of Ms. Smita Mondal and Ms. Sneha Khaitan who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015. They have signed below in confirmation of the votes being unblocked in their presence.

*Smita Mondal.*  
Ms. Smita Mondal

*Sneha Khaitan*  
Ms. Sneha Khaitan

8. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the report generated from the e-voting website of Central Depository Services (India) Limited, i.e. [https:// www.evotingindia.com](https://www.evotingindia.com) and based on such reports;

- (i) 16 members have casted their votes through remote e-voting; and
- (ii) 22 members have casted their votes through ballot paper.

The brief analysis of the result of the voting through Remote e-voting and voting through ballot papers at the Annual General Meeting venue are as under:

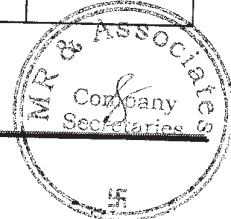
**Item No. 1 - Ordinary Resolution :**

Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2016, and the report of the Board of Directors and Auditors thereon.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	16	6341111	19	817	35	6341928	100.00
Dissent	0	0	1	5	1	5	0.00
Total	16	6341111	20	822	36	6341933	100.00
Abstain / Invalid	0	0	2	6	--	--	--

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goenkamohan@gmail.com

Mobile No.9831074332  
Phone No : 2237 9517



**Item No. 2 - Ordinary Resolution :**

Re-appointment of Mrs. Shashikala Agarwala (DIN 00260171) as Director of the Company.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	16	6341111	19	817	35	6341928	100.00
Dissent	0	0	1	5	1	5	0.00
Total	16	6341111	20	822	36	6341933	100.00
Abstain / Invalid	0	0	2	6	--	--	--

**Item No. 3 - Ordinary Resolution :**

Ratification of appointment of M/s. P.K. Shah & Co., Chartered Accountants, Kolkata, the statutory Auditors of the Company and to fix their remuneration.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	16	6341111	19	817	35	6341928	100.00
Dissent	0	0	1	5	1	5	0.00
Total	16	6341111	20	822	36	6341933	100.00
Abstain / Invalid	0	0	2	6	--	--	--

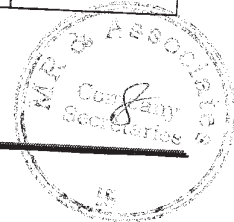
**Item No. 4 - Ordinary Resolution :**

Approval of the remuneration of the Cost Auditors of the Company for the year 2016-17.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	16	6341111	19	817	35	6341928	100.00
Dissent	0	0	1	5	1	5	0.00
Total	16	6341111	20	822	36	6341933	100.00
Abstain / Invalid	0	0	2	6	--	--	--

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Phone No : 2237 9517

# MR & Associates

Company Secretaries

## Item No. 5 - Ordinary Resolution :

Re-appointment of Mr. Ajit Kumar Agarwala (DIN:00265775) as the Managing Director of the Company.

Particulars	No. of votes contained in						
	Remote E-Voting		Ballot paper voting		Total		
	No.	Votes	No.	Votes	No.	Votes	Percentage (%)
Assent	16	6341111	19	817	35	6341928	100.00
Dissent	0	0	1	5	1	5	0.00
Total	16	6341111	20	822	36	6341933	100.00
Abstain / Invalid	0	0	2	6	--	--	--

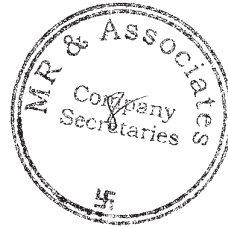
Based on the foregoing, the resolution no.(s) 1 to 5 shall be deemed to have been passed with the requisite majority.

All the relevant records relating to the voting is under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Meeting.

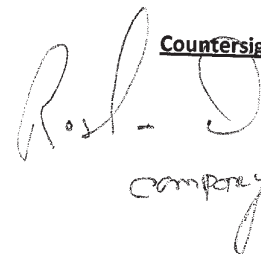
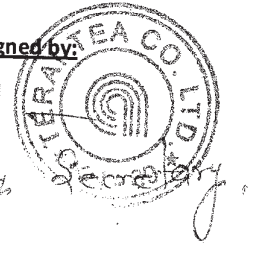
Thanking You,



Mohan Ram Goenka  
Practicing Company Secretary  
C.P. No: 2551



Place : Kolkata  
Date : 01.10.2016

Countersigned by:  
  
company secretary  


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