



TERAI TEA COMPANY LIMITED

REGD. OFFICE : EAST INDIA HOUSE, 20B, British Indian Street, 2nd Floor, Kolkata -700069

Phone: (033) 460-13789/39789/19789, 406-45789

E-mail: teraitea@gmail.com • Website: www.terraigroup.com

CIN : L51226WB1973PLC029009 • GSTIN: 19AABCT0258P1ZW

Notice

Notice is hereby given that the **52nd Annual General Meeting** of the members of “**TERAI TEA COMPANY LIMITED**” will be held on **Friday, the 26th September, 2025 at 10.30 A.M.** at its **Registered Office - East India House, 20B, British Indian Street, 2nd Floor, Kolkata – 700 069** 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, 2025 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, 2025 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) Re-Appointment of Mr. Ajit Kumar Agarwala (DIN: 00265775) as the Managing Director of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), (Amended) Regulations, 2018 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Ajit Kumar Agarwala (DIN: 00265775) of 70 years of age as Managing Director of the Company, for a period of 3 (Three) years with effect from 12th August, 2025 to 11th August, 2028 and will be liable to retire by rotation and concurrent termination of the earlier appointment for residual tenure due to expire on 11th August 2025, upon terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board), with liberty to the Board to alter and vary the terms and conditions of the said re-appointment and or remuneration as it may deem fit and as may be acceptable to Mr. Ajit Kumar Agarwala, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013.

FURTHER RESOLVED THAT continuation of Mr. Ajit Kumar Agarwala as Managing Director pursuant to section 196(3) and Part I of Schedule V of the Companies Act, 2013 as per the terms of his appointment be and is hereby approved.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4) Appointment of M/s. Prity Bishwakarma & Co., Practicing Company Secretaries as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years:

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 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to Regulation 24A and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and based on the recommendation(s) of the Audit Committee and the Board of Directors, **M/s. Prity Bishwakarma & Co.,** Practicing Company Secretary (Firm Registration No. S2024WB973100) be and are hereby appointed as the

Secretarial Auditors of the Company, for a term of 5 (five) consecutive years with effect from Financial Year 2025-26 to Financial Year 2029-30, at such remuneration plus applicable taxes and out-of-pocket expenses, as mutually agreed between the Board of Directors of the Company and the Secretarial Auditors.

FURTHER RESOLVED THAT approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditors, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/Board of Directors of the Company.

FURTHER RESOLVED THAT the Board of Directors be and are hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.”

5) Approval of Remuneration to the Cost Auditor of the Company for the Financial Year 2025-26.

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 2025-26 as may be applicable to the Company to **M/s. Debabrota 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 30th May, 2025.

**By order of the Board
For Terai Tea Company Limited**

Registered Office:

East India House
20B, British Indian Street,
2nd Floor, Kolkata – 700 069
Date: 13th August, 2025

**Sd/-
Rajesh Singhania
Company Secretary
M. No. F7746**

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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) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and pursuant to relevant Regulations of SEBI (Listing Obligations and Disclosure Requirements) which sets out details relating to Ordinary/Special business to be transacted at the meeting is annexed hereto.
- 3) The Equity Share transfer Registers of the Company will remain closed from September 20th, 2025 to September 26th, 2025 (both days inclusive) for the purpose of Annual General Meeting.
- 4) Notice of the AGM along with the Annual Report 2024-25 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. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website <http://www.teraigroup.com>, website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com and on website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. Interested Members may download the Notice and Annual Report from the website of the Company and Exchanges as stated above.
- 5) 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.
- 6) 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 390D01011.
- 7) 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.
- 8) 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.
- 9) **REGISTRATION OF EMAIL ADDRESSES** – Eligible members who have not registered their e-mail addresses are requested to register the same with their Depository Participant ('DP'), if the shares are held in demat form and members holding shares in physical form are requested to provide the same to the Registrar and Transfer Agent by visiting this link - www.mdpl.in.
Nomination: As per the provisions of Section 72 of the Companies Act, 2013 the facility for making nomination is available for the members in respect of the shares held by

them. Members who have not yet registered their nomination are advised to register the same by submitting Form No. SH13. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in electronic form and to the Company's Registrar and Transfer Agent ('RTA') in case the shares are held by them in physical form, quoting their folio number. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the weblink - www.mdpl.in

- 10) 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.
- 11) 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 scripts trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.
- 12) Members/Proxies should bring the attendance slip duly filled in for attending the Meeting.
- 13) Corporate members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf/jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the CDSL by email at helpdesk.evoting@cdslindia.com. with a copy marked to teraitea@gmail.com.
- 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/ Depositories for communication purpose unless any members has requested for a hard copy of the same. 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 (11.00 am to 1.00 pm) on all working days except Saturdays, up to the date of the Annual General Meeting of the Company.
- 16) In terms of Section 152 of the Act, Mrs. Shashi Kala Agarwala (DIN: 00260171) retires by rotation at this meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends her re-appointment. The Relevant details of the Director proposed to be appointed/ re-appointed, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) is annexed to this notice.
- 17) To prevent fraudulent transactions, members are advised to exercise due diligence and notify the company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat accounts(s) for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and the holding should be verified.
- 18) Proxy holders are requested to carry valid ID proof such as PAN Card, Voter Card, Passport, Driving License, Aadhar Card etc. along with the printed attendance slip.

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19) Voting through electronic means

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

I. General Information and Instructions Relating to remote e-voting

- a) In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is providing its members, the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services. The facility of casting votes by a member using remote e-voting as well as e-voting during the AGM will be provided by CDSL.
- b) **The remote e-voting period commences on Tuesday, 23rd September, 2025 (9:00 am) and ends on Thursday, 25th September, 2025 (5:00 pm).** During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on **the cut-off date, i.e. Friday, 19th September, 2025** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue by physical ballot.
 - (ii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on 'e-Voting facility provided by Listed Companies', e-Voting process has been enabled to all the Individual demat account holders by way of single login credential through their demat account(s) / websites of Depositories / Depository Participant(s) (DPs) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.
 - (iii) Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsI website www.cdslindia.com and click on Login icon and select

Type of shareholders	Login Method
	New System My Easi New (Token) Tab.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
	3) If the user is not registered for Easi/ Easiest, option to register is available at cdsI website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.
	4) Alternatively, the user can directly access e-Voting page by providing DematAccount Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp



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Type of shareholders	Login Method
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note : Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities	Members facing any technical issue in login can contact CDSL helpdesk by sending a request

Login type	Helpdesk details
in Demat mode with CDSL	at helpdesk.evoting@cdslindia.com or contact at toll Free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

(iv) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<ol style="list-style-type: none"> (i) Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) (ii) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ol style="list-style-type: none"> (iii) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. (iv) If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

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- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non-Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details 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 they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer or to the Company at the email address viz; teraitea@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those shareholders whose Email/Mobile No. are not registered with the Company/Depositories.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy

of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at teraitea@gmail.com /RTA email id at mdpldc@yahoo.com

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding remote e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 21 09911.

OTHER GUIDELINES

- I) Any person, who acquires shares of the Company and becomes a member of the Company after mailing of the Notice and is holding shares as on the cut off date, may obtain the login ID and password by sending an email to mdpldc@yahoo.com.
- II) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting.
- III) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542) or contact Mr. Ravi Kumar Bahl, Compliance Officer, M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, Telephone : (033)22435029, (033)22433809, (033) 22482248, Mobile - 80170 58433, E-mail – mdpldc@yahoo.com.
18. The shareholders shall have one vote per equity share held by them as on the cut-off date, i.e. Friday, 19th September, 2025. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
19. The Securities and Exchange Board of India (“SEBI”) has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1 January 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after 1 October 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on weblink www.mdpl.in.
20. Members may please note that SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated to issue securities in dematerialized form only while processing service request, viz. issue of duplicate securities certificate, renewal/ exchange of securities certificate, endorsement, sub-division / splitting of securities, certificates, consolidation of securities certificates / folios, transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD_RTSMB/P/CIR/2022/65 dated 18th May 2022 has simplified the procedure and standardized the format of documents for



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transmission of securities. Accordingly members are requested to make service requests by submitting a duly filled and signed Form ISR-4 and ISR-5, as the case may be.

21. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialized form. In view of this, members are advised to dematerialize shares held by them in physical form.
22. Shri Mohan Ram Goenka, Practicing Company Secretary, (FCS - 4515) of MR & Associates, Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the voting at the venue of the AGM and the remote e-voting process in a fair and transparent manner.
23. The results shall be declared on or after 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.
24. **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

The terms of re-appointment of Mr. Ajit Kumar Agarwala as the Managing Director would expire on 11th August, 2025. The Board at its meeting held on 30th May, 2025, has re-appointed, subject to the approval of members in the ensuing general meeting, Mr. Ajit Kumar Agarwala as the Managing Director of the Company for a period of 3 (three) years commencing from 12th August, 2025 on the following remuneration, perquisites and other terms & conditions as recommended by the Nomination and Remuneration Committee.

- A. **Salary:** Not exceeding ₹ 5,00,000/- 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 with provision of additional increment on the recommendation of Audit and Nomination and Remuneration Committee.
- B. **Allowance & Perquisites:** In addition to salary, 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.

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

D. **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.

Mr. Ajit Kumar Agarwala is a Bachelor of Arts & Doctorate of philosophy in Business Management from Burkes University, U.K. and having 40 years of experience in the tea industry. Presently he is looking after policy making and overall management of the Company.

Mr. Ajit Kumar Agarwala holds 25,76,800 equity shares of the Company.

Moreover, Mr. Ajit Kumar Agarwala would be re-appointed as Managing Director by the members of the Company from 12th August, 2025 to hold office up to 11th August, 2028. He is of more than 70 years of age and as per the provision of section 196(3) and Part I of Schedule V of the Companies Act, 2013 requires approval of Shareholders by means of special resolution for appointment of a person who has attained the age of more than seventy years. Hence, continuation of his office as Managing Director requires the approval of members by means of special resolution.

Keeping in view that Mr. Ajit Kumar Agarwala has enormous experience in the industry and has been involved in the operations of the Company; it would be in the interest of the Company to continue Mr. Ajit Kumar Agarwala as Managing Director of the Company.

Notice (Contd.)

Besides, as per the provision of section 197(3) and Part II of Schedule V of the Companies Act, 2013 where in any financial year during the currency of tenure of a managerial person, a Company has no profit or its profit are inadequate, the appointment of a person as managerial personnel is to be approved by the members by passing a special resolution.

The letters of Appointment issued to Mr. Ajit Kumar Agarwala setting out the terms of his appointment is open for inspection by the members at the Registered Office of the Company during business hours on all working days except Saturday and also at the Annual General Meeting in physical mode.

A Statement as per Schedule V (third proviso of Section II of Part II) in respect of re-appointment of Mr. Ajit Kumar Agarwala as the Managing Director is annexed hereto which forms part of this explanatory statement.

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.

The Board recommends the special resolution as set forth in Item no. 3 for the approval of the members of the Company.

Item No. 4

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, on the basis of recommendation of Board of Directors, a listed company is required to appoint or re-appoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of the shareholders in annual general meeting.

In view of the above, on the basis of recommendations of the Audit Committee, the Board of Directors at its meeting held on May 30, 2025 have appointed M/s. Prity Bishwakarma & Co., Practising Company Secretary ((Firm Registration No. S2024WB973100) as Secretarial Auditor of the Company to conduct secretarial audit for a period of five consecutive years from FY 2025-26 to FY 2029-30. The appointment is subject to approval of the Members of the Company. While recommending CS Prity Bishwakarma for appointment, the Audit Committee and the Board considered the past audit experience of the particularly in auditing large companies, valued various factors, including the CS Prity Bishwakarma's capability to handle a diverse and complex business environment, her existing experience in the various business segments, the clientele it serves, and her technical expertise.

The proposed fees payable to M/s. Prity Bishwakarma is Rs. 10,000 p.a. plus applicable taxes. The Board /Audit Committee is proposed to be authorised to revise the secretarial audit fee, from time to time.

M/s. Prity Bishwakarma & Co., is a well-known firm of Practising Company Secretaries founded in 2024 and based in Kolkata. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed by the ICSI, ensuring the highest standards in professional practices.

Prity Bishwakarma & Co. focused on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, etc. As required under the SEBI Listing Regulations, Prity Bishwakarma & Co. holds a valid certificate issued by the Peer Review Board of ICSI.

Prity Bishwakarma & Co. has consented to its appointment as Secretarial Auditors of the Company. They have confirmed that they do not incur any disqualification specified under SEBI Circular No. SEBI/HO/CFD/CFDPoD/CIR/P/2024/185 dated December 31, 2024 and that their appointment, if made, shall be in accordance with Section 204 and other applicable provisions of the Act, rules framed thereunder and the applicable provisions of the SEBI Listing Regulations.

The Board commends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members of the Company.

None of the Directors or Key Managerial Personnel ('KMP') of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the accompanying Notice.

Item No. 6

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 30th day of May, 2025, the Board has considered and approved appointment of **Mr. Debabrota 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, 2026.

The Resolution at Items No. 5 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. 5 in the notice.

By order of the Board
For Terai Tea Company Limited

Sd/-
Rajesh Singhania
Company Secretary
M. No. F7746

Registered Office:

East India House
20B, British Indian Street,
2nd Floor, Kolkata – 700 069
Date: 13th August 2025



DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT IN THE 52nd ANNUAL GENERAL MEETING

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

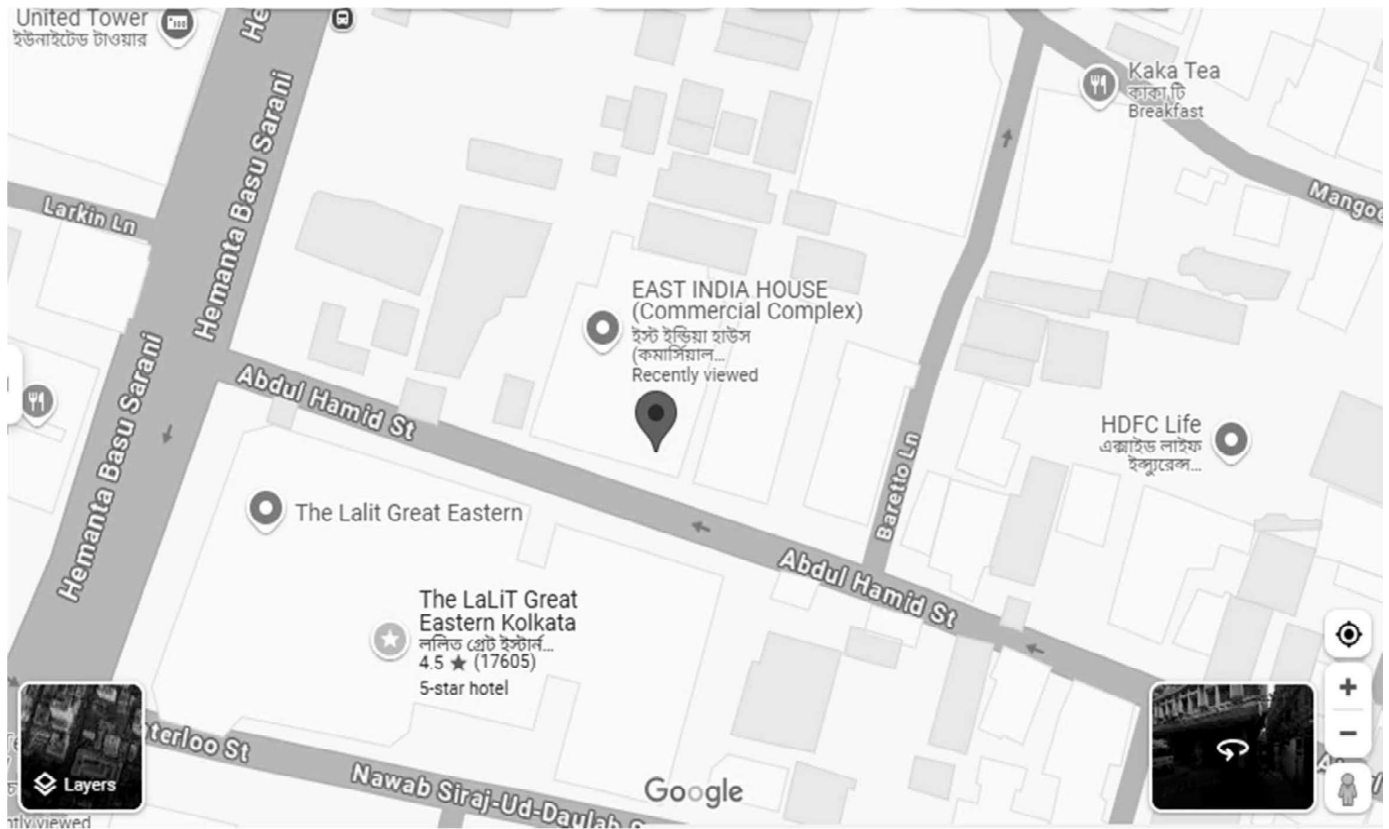
Name of The Director	Mr. Ajit Kumar Agarwala
DIN	00265775
Date of Birth/ Age	January 29, 1955
Date of First Appointment on the Board of the Company	January 28, 1987
Brief Resume of Director	He completed his Graduation in Arts & Doctorate of philosophy in Business Management from Burkes University, U.K. He has more than 40 years of 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 14 Board Meetings out of total 14 Board Meetings held during the Year.
List of entities from the person has resigned in the past three years.	NIL

DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT IN THE 52nd 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 of 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)	<ol style="list-style-type: none"> 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. Shashi Kala 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	20,26,300 Equity Shares Held
The number of Meetings of the Board attended during the Financial Year	Attended 14 Board Meetings out of total 14 Board Meetings held during the Year.
List of entities from the person has resigned in the past three years.	<ol style="list-style-type: none"> 1. Terai Resorts & Country Club Private Limited 2. Amit Paridhan Private Limited

Road Map to the Venue of 52nd AGM of “Terai Tea Company Limited”



TERAI TEA COMPANY LIMITED

East India House
20B, British Indian Street,
2nd Floor, Kolkata – 700 069

TERAI TEA COMPANY LIMITED

Regd. Office: East India House, 20B, British Indian Street, 2nd Floor, Kolkata- 700 069 • Ph: (033) 460-13789 / 39789
 Fax : (033) 2248-9182 • E-mail: teraitea@gmail.com • Website: www.teraigroup.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 **52nd Annual General Meeting** held on **Friday, September 26, 2025 at 10.30 AM.** at **East India House, 20B, British Indian Street, 2nd 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: East India House, 20B, British Indian Street, 2nd Floor, Kolkata- 700 069 • Ph: (033) 460-13789 / 39789
 Fax : (033) 2248-9182 • E-mail: teraitea@gmail.com • Website: www.teraigroup.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, 2024)

52nd Annual General Meeting held on **Friday, September 26, 2025 at 10.30 AM.** at **East India House, 20B, British Indian Street, 2nd 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 behalfat the **52nd Annual General Meeting** held on **Friday, September 26, 2025 at 10.30 AM.** at **East India House, 20B, British Indian Street, 2nd Floor, Kolkata 700 069** and at any adjournment thereof in respect of such resolutions as are indicate dbelow.

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, 2025 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, 2025 together with report of the Auditors thereon.		
2	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	Re-Appointment of Mr. Ajit Kumar Agarwala (DIN: 00265775) as the Managing Director of the Company		
4	Appointment of M/s. Prity Bishwakarma & Co., Practicing Company Secretaries as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years.		
5	Approval of the Remuneration of the Cost Auditor for Financial Year 2025-26.		

Signed this.....day of, 2025

Affix
 Revenue
 Stamp

Signature of the Share Holder

Signature of the Proxy Holder

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 52nd 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.