



TERAI TEA COMPANY LIMITED

REGISTERED OFFICE: 10, GOVERNMENT PLACE (EAST), 1st FLOOR, KOLKATA - 700 069,

PHONE : (033) 460-39789/13789/19789, Email Id: teraitea@gmail.com

Website: www.terai group.com, CIN: **L51226WB1973PLC029009**

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member (s)

Notice is hereby given that pursuant to and in compliance with the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (the "Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 03/2022 dated 5th May, 2022 read with General Circular No. 11/2022 dated December 28, 2022 in relation to the extension of the framework provided in the aforementioned circulars issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, to transact the special business as set out hereunder by passing Ordinary / Special Resolution, as applicable, by way of postal ballot / electronic voting and pursuant to other applicable provisions of the laws and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force and as amended from time to time), that the Resolutions as set out in this Notice are proposed for approval of the Shareholders of the Company through Postal Ballot by way of voting through electronic means ("**remote e-voting**") only.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Shareholders whose email IDs are registered with the Company/Depositories/Registrar and Share Transfer Agent ('RTA'). If Shareholder's email ID is not registered with the Company/Depositories/RTA, please follow the process provided in the notes to receive this Notice as well as login ID and password for participating in the remote e-Voting. The communication of the assent or dissent of the Shareholders would only take place through the remote e-Voting.

Further, as per the MCA circulars, a physical copy of the Notice along with the Postal Ballot Form and prepaid business reply envelope will not be sent to the Members for this Postal Ballot. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

The statement pursuant to section 102(1) and other applicable provisions of the Act read with the Rules pertaining to the Resolution setting out the material facts and the reasons



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thereof is appended to this Notice. The Board of Directors of the Company at the meeting held on 13th January, 2023 have appointed **CS Mohan Ram Goenka**, (FCS No: 4515, COP No: 2551) Practicing Company Secretary, Partner, M R & Associates, a firm of practicing Company Secretaries, to act as the Scrutinizer, for scrutinizing the Postal Ballot through remote e-voting, in a fair and transparent manner and they have communicated their willingness to be appointed for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

In accordance with the MCA Circulars, Shareholders can vote only through the remote e-Voting process. Accordingly, the Company is pleased to offer remote e-Voting facility to all its Shareholders to cast their votes electronically. Shareholders are requested to read the instructions under the section, General information and instructions relating to e-Voting in this Notice to cast their votes electronically from their respective locations. Shareholders are requested to cast their votes through the remote e-Voting process not later than **Saturday, the 04th March, 2023 till 5.00 P.M.(IST)** failing which it will be strictly considered that no vote has been received from the concerned Shareholder.

Upon completion of the votes cast through remote e-Voting, the Scrutinizer shall submit his report to Chairman or any person authorized by him. The results of the Postal Ballot conducted through remote e-voting process along with the Scrutinizer's Report shall be announced on or before **6th March, 2023** at the Registered Office of the Company at 10 Government Place (East), Kolkata- 700069. The results along with the Scrutinizer's Report shall also be intimated to the Bombay Stock Exchange, **BSE Limited** ('BSE') and **Calcutta Stock Exchange Limited** (CSE) where the Equity Shares of the Company are listed and will also be displayed on the Company's website at **www.teragroup.com** as well as Central Depository Services (India) Limited (CDSL), engaged by the Board of Directors of the Company for facilitating e-voting, will also display these results on its website **www.evotingindia.com**. The last date for e-Voting i.e., 04th March, 2023 shall be deemed to be the effective date of passing of the Resolution.

SPECIAL BUSINESS:

Items No: 1

Appointment of Mr. Dhruv Bajoria (DIN: 07935582) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with, the provisions of Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder, read with Schedule IV of the Act and Regulation 17 and Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and



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Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mr. Dhruv Bajoria (DIN: 07935582)**, who was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from 9th December, 2022, pursuant to section 161 of the Companies Act, 2013 and who has consented to act as a Director of the Company and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director (Non-Executive, Independent) of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 09th December, 2022 to 08th December, 2027 (both days inclusive)."

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

Items No: 2

Appointment of Mr. Ratan Kumar Goel (DIN: 01625981) as an Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with, the provisions of Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the rules made thereunder, read with Schedule IV of the Act and Regulation 17 and Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended, and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mr. Ratan Kumar Goel (DIN: 01625981)**, who was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from 9th December, 2022, pursuant to section 161 of the Companies Act, 2013 and who has consented to act as a Director of the Company and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for



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appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director (Non-Executive, Independent) of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 09th December, 2022 to 08th December, 2027 (both days inclusive)."

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

By Order of the Board
For Terai Tea Company Limited

Sd/-
Rajesh Singhanian
Company Secretary
Membership No. 7746

Date: 13th January, 2023

Place: Kolkata

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. For the purpose of providing remote e-Voting facility, the Company has entered into an arrangement with **CSDL** for facilitating e-Voting to enable the Shareholders to cast their votes electronically.
3. In conformity with the regulatory requirements, the Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the



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Depositories, on Friday 27th January, 2023, and who have registered their e-mail addresses with the Company or with the Depositories.

Further, Members can vote on the Resolutions only through remote e-voting. **Remote e-voting will commence at 9.00 A.M. on Friday, 3rd February, 2023 and will end at 5.00 P.M. on Saturday, 4th March, 2023.** The e-Voting module shall be disabled by CSDL for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.

4. Members who have not registered their e-mail address/mobile number/PAN are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form may get their e-mail address/mobile number/PAN with Company's RTA by visiting the link <https://mdpl.in/> or download **FORM ISR1**, fill it up completely as per the instructions mentioned on the form and send the hard copy of form at **Maheshwari Datamatics Pvt. Ltd, Registrar & Share Transfer Agent**, 23 R.N. Mukherjee Road, 5th Floor Kolkata – 700001.
5. It is clarified that if a Shareholder fails to provide or update relevant email ID to the Company/RTA or to the DP, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website at **www.terai group.com** and on the website of the Stock Exchanges shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.
6. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on Friday, 27 January, 2023 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes.
7. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., Saturday, 4th March, 2023.
8. All the material documents referred to in this Notice will be available for inspection electronically until the last date of remote e-Voting. Shareholders seeking to inspect such documents can send an email to teraitea@gmail.com, mentioning their names, folio numbers, DP ID, and Client ID.
9. Dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in West Bengal (in vernacular language i.e., Bengali) and one English Newspaper circulated throughout India (in



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the English Language) and shall be hosted on the Company's website at www.terai group.com.

10. Resolutions passed by the shareholders through the postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
11. Shareholders desiring to exercise their vote through the remote e-voting process are requested to read the instructions in the Notes under the section "General information and instructions relating to remote e-voting" in this Postal Ballot Notice.
12. The term 'Shareholders' has been used to denote the Members of the Company.

[General Information and Instructions Relating to remote e-voting](#)

VOTING THROUGH ELECTRONIC MEANS

- a) The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting **End of remote e-voting**

From 9:00 A.M on Friday, 03rd February, 2023 Upto 5:00 P.M on Saturday, 04th March 2023

b) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the relevant depository as on the cut-off date, i.e. Friday, 27th January 2023, only shall be entitled to avail the facility of remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

c) The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled upon expiry of the aforesaid period.

d) Demat account holders can now cast their votes electronically by way of a single login credential, through their Demat accounts/websites of Depositories / Depository Participants, without having to register again with the E-voting Service Provider (ESP), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in remote e-voting process.

e) 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, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access remote e-voting facility.



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Pursuant to above said SEBI Circular, Login method for remote e-voting for Individual shareholders holding securities in Demat mode with CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



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<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none">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.nsd.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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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.</p>



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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542/43.
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.: 1800 1020 990 and 1800 22 44 30

- (i) 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.
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.
 - 5) If you are a first-time user follow the steps given below:



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	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">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)	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. <ul style="list-style-type: none">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.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <TERAI TEA COMPANY LIMITED> on which you choose to vote.



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- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) **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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



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- 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 and to the Company at the email address viz; goenkamohan@gmail.com and 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 IDs are not registered with the depositories for procuring user ID and password and registration of email IDs for remote e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, Number of Equity Shares held, scanned copy of the share certificate (front and back) along with a self-attested scanned copy of PAN card, self-attested scanned copy of any document (such as AADHAAR card / latest Electricity Bill / latest Telephone/Mobile Bill / Driving License / Passport / Voter ID Card / Bank Passbook particulars) in support of the postal address of the Member as registered against their shareholding, by email to the Company at teraitea@gmail.com or by visiting the email updation link of the Company's Registrar and Share Transfer Agent M/s. Maheshwari Datamatics Pvt. Ltd. at <https://mdpl.in/form/email-update>.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card to the Company at teraitea@gmail.com or register/update the same through respective Depository Participants (DPs). Any such updation effected by the DPs will automatically reflect subsequently in the Company's records. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained in 'Login method for remote e-Voting for Individual shareholders holding securities in demat mode.'

Alternatively, a member may send an e-mail request to helpdesk.evoting@cdslindia.com for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.



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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 022- 23058738 and 022-23058542/43.

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 022-23058542/43.

Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Items No: 1

Appointment of Mr. Dhruv Bajoria (DIN: 07935582) as an Independent Director of the Company

The Board of Directors of the Company ('the Board') at the meeting held on 09th December, 2022, on the recommendation of the Nomination and Remuneration Committee ('the Committee'), appointed of Mr. Dhruv Bajoria (DIN: 07935582) as an Additional Director under the category of Non-Executive Independent Director with effect from 9th December 2022.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16 of the SEBI Listing Regulations, appointed Mr. Dhruv Bajoria (DIN: 07935582) as an Independent Director of the Company, for a term of 5 years commencing from 09th December 2022, to 08th December 2027 (both days inclusive) not liable to retire by rotation.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, of Mr. Dhruv Bajoria (DIN: 07935582) hold office up to the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1C) of the Listing Regulations, the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Dhruv Bajoria (DIN: 07935582), pursuant to section 152 of the Companies Act, 2013 has given his consent to act as a Director of the Company.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he



TERAI TEA COMPANY LIMITED

REGISTERED OFFICE: 10, GOVERNMENT PLACE (EAST), 1st FLOOR, KOLKATA - 700 069,

PHONE : (033) 460-39789/13789/19789, Email Id: teraitea@gmail.com

Website: www.teragroup.com, CIN: **L51226WB1973PLC029009**

has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Dhruv Bajoria (DIN: 07935582) has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

A Brief Resume of Mr. Dhruv Bajoria is given below:

Mr. Dhruv Bajoria has several years of experience in Tea Industry. He has also undergone a training of tea testing course of 6 months under Parcon India Pvt. Ltd. in the year 2018. He holds his expertise in Tea Business, accounts and finance, which is one of the major requirements for excellence for being a board member. Mr. Dhruv Bajoria holds his Graduation degree in Accounting and Finance from LEHIGH UNIVERSITY, USA.

Additional information in respect of Mr. Dhruv Bajoria, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings is provided in the Annexure.

In the opinion of the Board of Directors, Mr. Dhruv Bajoria fulfills the conditions specified in the Act, Rules, and Listing Regulations, for his appointment as an Independent Director of the Company. He is independent of management and possesses the appropriate skills, experience, and knowledge required for the discharge of his duties as an Independent Director. His vast knowledge and varied experience will be of immense value to the Company.

Mr. Dhruv Bajoria shall be paid remuneration by way of sitting fees and commission for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in such meetings and as may be determined by the Board time to time.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 and 25 of the Listing Regulations, the approval of the Members is sought for the appointment of Mr. Dhruv Bajoria as Independent Director of the Company, as a special resolution as set out above.



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The terms and conditions of appointment of Mr. Dhruv Bajoria as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at teraitea@gmail.com.

Except Mr. Dhruv Bajoria, being the appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives is interested in this Resolution.

Item No: 2

Appointment of Mr. Ratan Kumar Goel (DIN: 01625981) as an Independent Director of the Company

The Board of Directors of the Company ('the Board') at the meeting held on 9th December, 2022, on the recommendation of the Nomination and Remuneration Committee ('the Committee'), appointed Mr. Ratan Kumar Goel (DIN: 001625981) as an Additional Director under the category of Non-Executive Independent Director with effect from 09th December 2022.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16 of the SEBI Listing Regulations, appointed Mr. Ratan Kumar Goel (DIN: 001625981) as an Independent Director of the Company, for a term of 5 years commencing from 09th December 2022, to 08th December 2027 (both days inclusive) not liable to retire by rotation.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, of Mr. Ratan Kumar Goel (DIN: 001625981) hold office up to the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1C) of the Listing Regulations, the Company is required to obtain approval of shareholders for the appointment of an Independent Director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Ratan Kumar Goel (DIN: 001625981), pursuant to section 152 of the Companies Act, 2013 has given his consent to act as a Director of the Company.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.



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Mr. Ratan Kumar Goel (DIN: 001625981) has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter se relationship between him and any other member of the Board and other Key Managerial Personnel.

The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

A Brief Resume of Mr. Ratan Kumar Goel is given below:

Mr. Ratan Kumar Goel He is having wide experience in Manufacturing and trading of various commodities. He holds his expertise in Marketing and Administration, which is one of the major requirements for excellence for being a board member. Ratan Kumar Goel has been the member of Board of Directors of several renowned organizations.

Additional information in respect of Mr. Ratan Kumar Goel, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings is provided in the Annexure.

In the opinion of the Board of Directors, Mr. Ratan Kumar Goel fulfills the conditions specified in the Act, Rules, and Listing Regulations, for his appointment as an Independent Director of the Company. He is independent of management and possesses the appropriate skills, experience, and knowledge required for the discharge of his duties as an Independent Director. His vast knowledge and varied experience will be of immense value to the Company.

Mr. Ratan Kumar Goel shall be paid remuneration by way of sitting fees and commission for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in such meetings and as may be determined by the Board time to time.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 and 25 of the Listing Regulations, the approval of the Members is sought for the appointment of Mr. Ratan Kumar Goel as Independent Director of the Company, as a special resolution as set out above.

The terms and conditions of appointment of Mr. Ratan Kumar Goel as an Independent Director would be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at teraitea@gmail.com.

Except Mr. Ratan Kumar Goel, being the appointee, none of the other Directors and Key Managerial Personnel of the Company or their relatives is interested in this Resolution.



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By Order of the Board
For Terai Tea Company Limited

Sd/-
Rajesh Singhania
Company Secretary

Date: 13th January, 2023

Place: Kolkata



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Details of Director seeking Appointment

(Pursuant to the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and secretarial Standard on General Meeting issued by The Institute of Company Secretaries of India)

<u>S.No.</u>	<u>PARTICULARS</u>	<u>MR. DHRUV BAJORIA</u>	<u>MR. RATAN KUMAR GOEL</u>
1.	Name	Dhruv Bajoria	Ratan Kumar Goel
2.	Date of Birth/ Age	21/11/1994, 28 Years	22/12/1964, 58 Years
3.	DIN	07935582	01625981
4.	Nationality	Indian	Indian
5.	Date of First appointment on the Board	09 th December, 2022	09 th December, 2022
6.	Terms & Condition of Appointment	Appointed as an Independent Director for a period of 5 (Five) consecutive Years, not liable to retire by rotation, from 09 th December, 2022 to 08 th December, 2027	Appointed as an Independent Director for a period of 5 (Five) consecutive Years, not liable to retire by rotation, from 09 th December, 2022 to 08 th December, 2027
7.	Details of Remuneration sought to be paid	Mr. Dhruv Bajoria shall be paid remuneration by way of sitting fees of Rs.10,000/-per meeting, for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in the	Mr. Ratan Kumar Goel shall be paid remuneration by way of sitting fees of Rs.10,000/-per meeting, for attending meetings of the Board and Committees thereof, reimbursement of expenses for participating in the Board and other meetings. Further, Mr.



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		Board and other meetings. Further, Mr. Dhruv Bajoria is eligible for-profit related commission, as may be approved by the Board, based on the recommendation of the NRC.	Ratan Kumar Goel is eligible for-profit related commission, as may be approved by the Board, based on the recommendation of the NRC.
8.	Remuneration last drawn	N. A	N. A
9.	Relationship with other Directors, Manager, and Key Managerial Personnel of the Company inter-se	None	None
10.	Qualification	Graduate in Accounting and Finance from LEHIGH UNIVERSITY, USA.	Undergraduate.
11.	Experience and expertise in the specific area	Experience in Finance, Accounts and Administration.	Experience in Marketing and Administration.
12.	Skills and capabilities required for the role and the manner in which the Proposed Independent Directors, meet such requirement	Mr. Dhruv Bajoria has several years of experience in Tea Industry. He has also undergone a training of tea testing course of 6 months under Parcon India Pvt. Ltd. in the year 2018. He serves as a member of Board of Directors of several renowned Organisations. The Company believes that this skill, knowledge, and experience would benefit the Company.	Mr. Ratan Kumar Goel He is having wide experience in Manufacturing and trading of various commodities. He holds his expertise in Marketing and Administration, which is one of the major requirements for excellence for being a Board member. He has been the member of Board of Directors of several renowned Organisations.
13.	List of Directorship in other companies as on 09 th December, 2022	<ul style="list-style-type: none"> • Baghmari Tea Co. Ltd. • The 	<ul style="list-style-type: none"> • Sitac Energy Limited • Veromika Tracon Pvt. Ltd.



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		<p>Bormah Jantea (1936) Limited</p> <ul style="list-style-type: none"> • Teesta Valley Tea Co. Ltd. • Huldibari Industries & Plantation Co. Ltd. • Classique Trade Holdings Ltd. • Langlai Tea & Industries Ltd. • Saman Tea Private Limited • Sabrang Steel Private Limited • Imprimts Marketing Private Limited 	<ul style="list-style-type: none"> • ABN Solutions Private Limited • Riverview Vanijya Private Limited • Madhumala Commodities Private Limited • Confitech Merchandise Limited • Sataywan Commercial Limited • Renu Ruchi Viniyog Pvt. Ltd. • B M Vanijya Pvt. Ltd. • Date Line Packaging Private Limited • Dzungri Properties Private Limited • Cradle Computers Private Limited
14.	List of Membership / Chairmanship of Committee of other Companies as on 09 th December, 2022 (Include only Audit & Stakeholders' Committee)	<ul style="list-style-type: none"> • The Bormah Jantea (1936) Limited: Audit Committee (Member). • Teesta Valley Tea Co. Ltd. : Audit Committee (Member). • Classique Trade Holdings Ltd. Audit Committee (Member), Stakeholders' Committee (Member). 	Nil
15.	Listed entities from which the Directors has resigned in the past	Nil	Nil



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	three years		
16.	Number of shares held in the Company as on 09 th December, 2022	Nil	Nil
17.	Number of meetings of the Board attended during the financial year	One out of One Meeting	Nil