



Corporate Information

BOARD OF DIRECTORS

Mr. Ajit Kumar Agarwala
Managing Director
DIN : 00265775

Mrs. Shashikala Agarwala
Non-Independent Director
DIN : 00260171

Mr. Rajendra Kanodia
Non-Independent Director & CFO
DIN : 00175574

Mr. Debasis Chakrabarti
Independent Director
DIN : 10712064
(Appointed as an Additional Director w.e.f. 25th July, 2024)

Dr. Jayanta Kumar Natwarlal Raja
Independent Director
DIN : 06884343
(Ceased to be a Director w.e.f. 26th July, 2024)

Mr. Ratan Kumar Goel
Independent Director
DIN : 01625981

Mr. Dhruv Bajoria
Independent Director
DIN : 07935582

KEY MANAGERIAL PERSONNEL

Mr. Ajit Kumar Agarwala
Managing Director

Mr. Rajendra Kanodia
Chief Financial Officer

Mr. Rajesh Singhania
Company Secretary & Compliance Officer

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Rajesh Singhania

BOARD COMMITTEE

a) AUDIT COMMITTEE

Mr. Dhruv Bajoria (Chairman)
Dr. Jayanta Kumar Natwarlal Raja
Mr. Ratan Kumar Goel

b) NOMINATION & REMUNERATION COMMITTEE

Mr. Ratan Kumar Goel (Chairman)
Dr. Jayanta Kumar Natwarlal Raja
Mr. Dhruv Bajoria

c) STAKEHOLDERS RELATIONSHIP COMMITTEE

Dr. Jayanta Kumar Natwarlal Raja (Chairman)
Mr. Dhruv Bajoria
Mr. Ratan Kumar Goel

AUDITOR

Saha & Majumder
Chartered Accountants
Hill Cart Road
Siliguri - 734001 Dist. Darjeeling

SECRETARIAL AUDITOR

Jain Sonesh & Associates
Company Secretaries
46/1, College Road
Oppo. B.E. College (Main Road)
Kolkata - 711103

COST AUDITOR

Mr. Debabroto Banerjee
63, Radha Bazar Street
2nd Floor, Kolkata - 700001

BANKERS

Central Bank of India
Bank of India
Union Bank
Yes Bank Ltd.

REGISTERED OFFICE

10, Government Place (East)
1st Floor, Kolkata -700069
Ph. : (033) 460-13789/39789/19789, 406-45789
E-mail : teraitea@gmail.com
Website : www.teraigroup.com

CORPORATE OFFICE

"Agarwala House"
Sevoke Road,
2nd Mile Siliguri - 734 001
Phone : (0353) 2543-857/8
Fax : (0353) 2542-656
E-mail : teraisiliguri@gmail.com

SHARE TRANSFER AGENT

Maheshwari Datamatics Pvt. Ltd.
23, R.N. Mukherjee Road
5th Floor, Kolkata - 700001
Ph. : (033) 2248-2248, 2343-5029
Fax : (033) 2248-4787
E-mail : mdpldc@yahoo.com

SOLICITORS & LEGAL ADVISORS

Jhunjhunwala & Co.
Solicitors & Advocates
7C, K.S.Roy Road, Kolkata - 700001

CIN : L51226WB1973PLC029009

GST : 19AABCT0258P1ZW



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TERAI TEA COMPANY LIMITED

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

Notice

Notice is hereby given that the **51st Annual General Meeting** of the members of “**TERAI TEA COMPANY LIMITED**” will be held on **Monday, the 30th September, 2024 at 10.30 A.M.** at its Registered Office - **10 Government Place (East), 1st Floor, Kolkata – 700 069** to transact the following business:

ORDINARY BUSINESS :

1) **To Receive, Consider and Adopt :**

- The Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2024 with the reports of the Board of Directors' and Auditors thereon.
- The Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2024 together with report of the Auditors thereon.

- 2) To appoint a Director in place of **Mr. Ajit Kumar Agarwala (DIN : 00265775)**, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3) **Continuation of Mr. Ajit Kumar Agarwala as a Managing Director**

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, Schedule V and all other applicable provisions of the Companies Act, 2013, the approval of the Company be and is hereby accorded for continuation of **Mr. Ajit Kumar Agarwala (DIN: 00265775)** as Managing Director of the Company, who is set to attain the age of 70 years on 29th January, 2025 and to hold office up to 11th August, 2025 i.e. up to the expiry of his present terms of office as approved by the members at the 49th Annual General Meeting of the Company held on 24th September, 2022.

FURTHER RESOLVED THAT the Board 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 Mr. Debasis Chakrabarti (DIN : 10712064) as an Independent 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 pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder and Regulation 16(1) (b), Regulation 17 and Regulation 25 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Debasis Chakrabarti (DIN : 10712064) , who was appointed as an Additional Director in the capacity of Independent Director of the Company with effect from 25th July, 2024 based on the recommendation of the Nomination & Remuneration Committee and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Act and who has submitted the necessary declaration to the effect that he meets the criteria for independence as prescribed in the Act and Listing Regulations for a period of 5 (five) consecutive years with effect from 25th July, 2024.

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

5) **Approval of Remuneration to the Cost Auditor of the Company for the Financial Year 2024-25.**

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 2024-25 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, 2024.

Registered Office :

“Ezra Mansion”
10, Government Place (East)
1st Floor, Kolkata – 700 069
Dated, 13th August, 2024

By the order of the Board
For Terai Tea Company Limited
Sd/-
Rajesh Singhania
Company Secretary
FCS - F7746



Notice (Contd.)

NOTES :

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

In terms of Rules 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint single person as proxy and such persons cannot act a proxy for any other person or shareholder.

- 2) 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 24th, 2024 to September 30th, 2024 (both days inclusive) for the purpose of Annual General Meeting.
- 4) Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Company/ Depositories for communication purpose unless any members has requested for a hard copy of the same, for members who have not registered their email address, physical copies of Annual Report is being sent in the permitted mode. Members may note that the Notice and Annual Report 2023-24 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 390D1011.
- 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 teratea@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. Depository Participant(s) for communication purpose unless any members has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notices of the 51st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of this meeting and the Annual Report will also be available on Company's website www.teraigroup.com for their download.
- 15) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 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, Mr. Ajit Kumar Agarwala (DIN: 00265775) retires by rotation at this meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment. The Relevant details of the Director proposed to be appointed/ re-appointed, as



Notice (Contd.)

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, Pass Port, Driving License, Aadhar Card etc. along with the printed attendance slip.
- 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 27th September, 2024 (9:00 am) and ends on 29th September, 2024 (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 of Monday, 23rd September, 2024 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 Depository	<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 users to login to Easi / Easiest are requested to visit www.cdslindia.com and click on Login icon and select New System Myeasi tab.
	<ol style="list-style-type: none"> 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
	<ol style="list-style-type: none"> 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 & New System Myeasi Tab and then click on registration option.
	<ol style="list-style-type: none"> 4) 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. 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 Depository	<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.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

Notice (Contd.)

Type of Shareholders	Login Method
	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
	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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 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 toll Free no. 1800 22 55 33

Login type	Helpdesk details
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 1020990 1800224430

(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	(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)	(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.

Notice (Contd.)

- (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 Company name.
- (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) 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.
- 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 mandatory 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 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. **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 22 55 33.

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 22 5533.

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., 23rd September, 2024. 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_

Notice (Contd.)

RTSMB/P/CIR/2022/65 dated 18th May 2022 has simplified the procedure and standardized the format of documents for 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.

18. 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

Section 196(3) of the Act, inter alia, provides that no Company shall employ or continue the employment of a person who has attained the age of seventy years, as Managing Director, Wholetime Director or Manager unless it is approved by the members by passing a Special Resolution. Part I of Schedule V to the Act also contains similar provisions.

Mr. Ajit Kumar Agarwala who was appointed as Managing Director by the members of the Company in the 49th Annual General Meeting held on 24th September, 2022 to hold office up to 11th August, 2025 is set to attain the age of seventy years on 29th January, 2025 and hence continuation of his employment 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 the employment of Mr. Ajit Kumar Agarwala as a Managing Director.

Accordingly, approval of the members is sought for passing the Special Resolution as set out at Item No. 3 of the Notice. Except Mr Ajit Kumar Agarwala, Mrs. Shashikala Agarwala none of the other Directors, Managers, Key managerial personnel of your Company and their relatives are in any way financially or otherwise is concerned or interested in the proposed Resolution.

Item No. 4

Mr. Debasis Chakrabarti (DIN : 10712064) has been appointed as an Additional Director in the category of Independent Director with effect from 25th July, 2024 by the Board at its meeting held on 25th July, 2024 on the recommendation of the Nomination & Remuneration Committee, subject to the approval of the Shareholders.

Pursuant to the provisions of Section 161 of the Act Mr. Debasis Chakrabarti will hold office upto the date of ensuing Annual General Meeting. Mr. Chakrabarti has given his consent to act as an Independent Director of the Company and he has also submitted necessary declarations to the effect that he meets the criteria for independence as prescribed in Section 149(6) and other applicable provisions of the Act and Regulation 16(1)(b) and other applicable provisions of Listing Regulations.

In terms of Regulation 25(8) of the 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. In the opinion of the Board, he fulfils the condition specified in the Act, rules framed thereunder and the Listing Regulations, for being appointed as an Independent Director and he is independent of the management of the Company.

The Company has also received a declaration to the effect that Mr. Chakrabarti is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of Director by virtue of SEBI Order or any other authority.

A brief profile of Mr. Debasis Chakrabarti including nature of his expertise and shareholding in the Company are annexed to the notice.

The Board based on the recommendation of Nomination and Remuneration Committee considers that Mr. Chakrabarti is a person of integrity and has relevant experience and expertise to be appointed as Independent Director of the Company, for the aforesaid term and his association with the Company as an Independent Director would be beneficial to the Company. The Board, based upon his declaration of Independence and declaration of compliance under Rule 6 (1) and (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 regarding inclusion of his name in data bank for Independent Directors maintained by the Indian Institute of Corporate Affairs is of opinion that he fulfils the conditions specified in the Act and the Rules made thereunder and Listing Regulations for the appointment as an Independent Director.

Notice (Contd.)

Mr. Chakrabarti will be entitled to receive remuneration by way of sitting fees for attending each meeting of the Board and Committees thereof and /or for any other services whatsoever as may be decided by the Board from time to time, and reimbursement of expenses for participating in the Board and other meetings.

A copy of draft letter of appointment of Mr. Chakrabarti as an Independent Director setting out the detailed terms and conditions would be available for inspection by Members during business hours on all working days till the date of the ensuing Annual General Meeting.

Except Mr. Chakrabarti, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution.

The Board recommends passing of the Resolution as set out under Item No. 4 of this Notice for approval by the Members of the Company as a Special resolution.

Item No. 5

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, 2024, 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, 2025.

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.

Registered Office :

"Ezra Mansion"
10, Government Place (East)
1st Floor, Kolkata – 700 069
Dated, 13th August, 2024

By the order of the Board
For Terai Tea Company Limited

Sd/-
Rajesh Singhania
Company Secretary
FCS - F7746

**DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT IN THE
51st ANNUAL GENERAL MEETING**

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

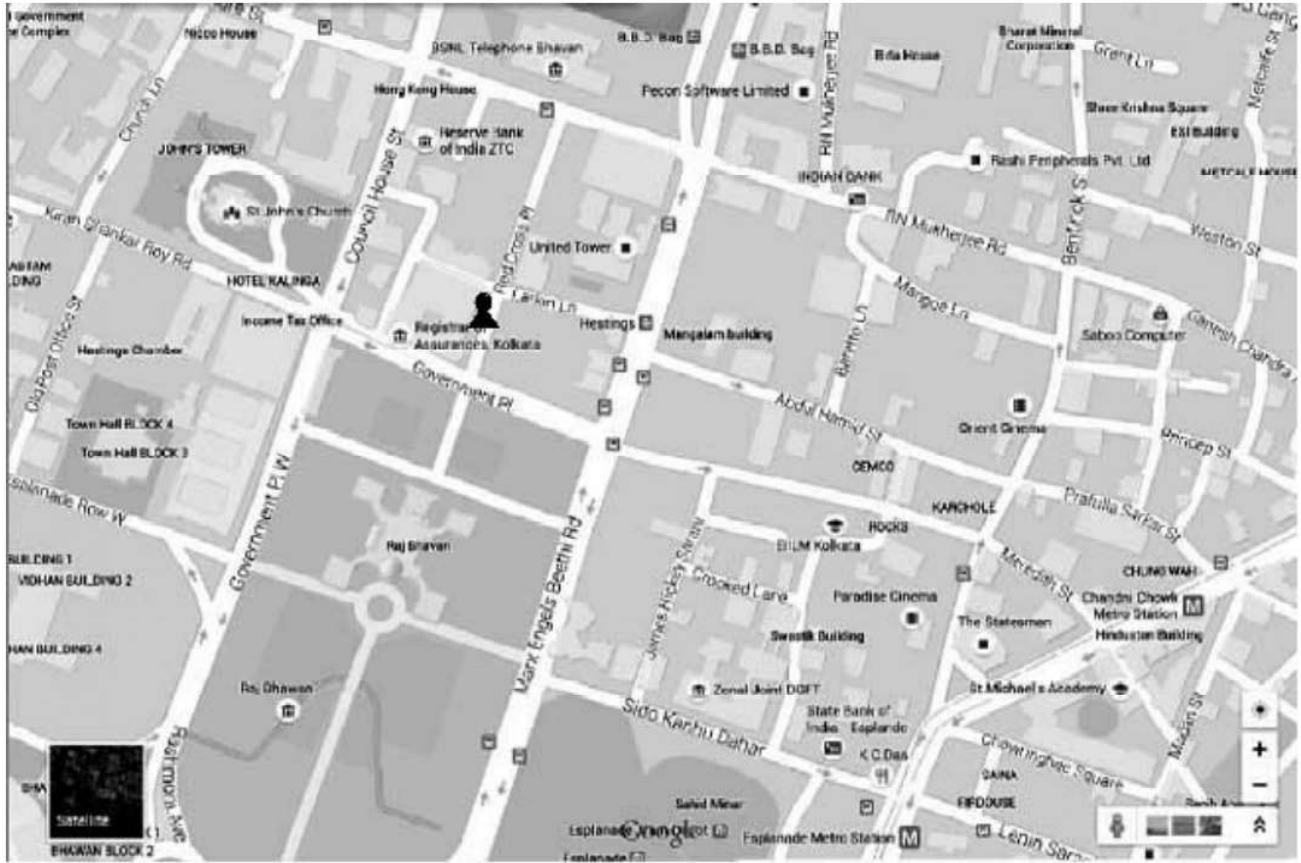
Name of The Director	Mr. Ajit Kumar Agarwala
DIN	00265775
Date of Birth/ Age	January 29, 1955
Date of First Appointment on the Board of the Company	January 28, 1987
Brief Resume of Director	He completed his Graduation in Arts & Doctorate of philosophy in Business Management from Burkes University, U.K. 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 11 Board Meetings out of total 11 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 APPOINTMENT IN THE 51st 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. Debasis Chakrabarti
DIN	10712064
Date of Birth/ Age	June 05, 1974
Date of First Appointment on the Board of the CompanyA	July 25, 2024
Brief Resume of Director	Mr. Debasis Chakrabarti, aged around 50 is a MBBS and MD (Medicine) from the University of North Bengal Medical College, Siligury and has over two decades of rich experience in the Medical Profession. He is a fellow member of American College of Physician (FACP), Indian College of Physician (FACP), Indian Academy of Clinical Medicine (FIACM) and Diabities India (FDI)
Nature of Expertise in Specific Functional Areas	Overall Management
The Remuneration Last Drawn, if applicable	Eligible to receive sitting Fees as per the terms and conditions for the appointment of the Independent Directors of the Company.
List of Other Public Companies in which outside Directorship held (excluding in Foreign Companies)	NIL
List of Other listed Companies in which Directorship held	NIL
Chairman/ Member of the Committees of the Board of Directors of Other Companies in which he is a Director (excluding in Foreign Companies)	NIL
Chairman/ Member of the Committees of the Board of Directors of Other Listed Companies	NIL
Disclosure of Relationship between Directors inter-se and Key Managerial Personnel	NA
Details of Shareholding, if any in the Company	NIL
The number of Meetings of the Board attended during the Financial Year	NA
List of entities from which the person has resigned in the past three years.	NIL

Road Map to the Venue of 51st AGM of “Terai Tea Company Limited”



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

TERAI TEA COMPANY LIMITED

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

ATTENDANCE SLIP

Name of the Members(S) :
Registered Address :

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

I/We here by record my/our presence at the 51st Annual General Meeting held on Monday, September 30, 2024 at 10.30 AM. at ,Ezra Mansion, 10 Government Place (East), 1st Floor, Kolkata 700 069.

Member's /Proxy Name in Block Letters

Signature of Member's / Proxy

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

TERAI TEA COMPANY LIMITED

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

PROXY FORM - MGT 11

(Pursuant of section 105(6) of the Companies Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2023)
51st Annual General Meeting held on Monday, September 30, 2024 at 10.30 AM. at ,Ezra Mansion, 10 Government Place (East), 1st Floor, Kolkata 700 069.

Name of the Members(S) :
Registered Address :

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

I/We, being the member(s) holding shares of the above named company, hereby appoint

1. Name
Address
E-mail ID Signature : _____ or failing him;
2. Name
Address
E-mail ID Signature : _____ or failing him;
3. Name
Address
E-mail ID Signature : _____ or failing him;

as my/our proxy to attend and vote (on poll) for me /us and on my / our behalfat the 51st Annual General Meeting held on Monday, September 30, 2024 at 10.30 AM. at ,Ezra Mansion, 10 Government Place (East), 1st Floor, Kolkata 700 069 and at any adjoumment 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, 2024 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, 2024 together with report of the Auditors thereon.		
2.	Appoint a Director in place of Mr. Ajit Kumar Agarwala (DIN: 00265775) who Retires by Rotation and being eligible, offers himself for re-appointment.		
Special Business			
3.	Continuation of Mr. Ajit Kumar Agarwala as a Managing Director		
4.	Appointment of Mr. Debasis Chakrabarti (DIN: 10712064) as an Independent Director of the Company		
5.	Approval of the Remuneration of the Cost Auditor for Financial Year 2024-25.		

Signed this.....day of, 2024

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 51st 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.