

TERAI TEA COMPANY LIMITED

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

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

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

CIN : L51226WB1973PLC029009



To
The Secretary
Bombay Stock Exchange Ltd.
Phiroza jeejeebhoy Towers
25th Floor, Dalal Street, Mumbai 400 001

Date: 23rd September, 2017

The Secretary
Calcutta Stock Exchange Association Ltd.
7, Lyons Range, Kolkata-700001

The Secretary
Ahmedabad Stock Exchange,
Kamdhenu Complex, opp: Sahjanand College
Panjaraple Ahmedabad-380015

The Secretary
Jaipur Stock Exchange Ltd.
Indra Place, J.L.N. Marg.
Malviya Nagar, Jaipur-302017

Dear Sir,

Sub-Compliance under Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, details of Voting Results of the 44th Annual General Meeting held on 23rd September, 2017

The 44th Annual General Meeting (AGM) of the company was held on 23rd September, 2017 at 10 Government Place (East) 1st Floor, Kolkata-700069 at 10.30 A.M.

In accordance with regulations 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rule, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 the Company had provided E-voting facility to facilitate all shareholders of the Company to cast their votes electronically on all business proposed in the Notice of AGM. The E-voting period commenced on Wednesday, 20th September, 2017 at 10.00 A.M. and concluded on Friday, 22nd September, 2017 at 5.00 P.M. The Company further provided facilities for physical voting through Ballot Paper at the venue of AGM for the shareholders who did not cast their vote through remote e-voting on the resolutions as per Notice of AGM.

Based on the report dated 23rd September, 2017 submitted by Mr Mohan Ram Goenka Practicing Company Secretary, who was appointed by the Company as Scrutinizer for e-voting and physical ballot the Chairman of the AGM declared that all the resolutions contained in item Nos. 1 to 5 of the Notice of AGM were approved with the requisite majority by the Equity Shareholder of the Company.

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

Thanking you,
Yours faithfully,
FOR TERA TEA COMPANY LTD

RAJENDRA KANODIA
DIRECTOR & CFO

TERAI TEA CO LTD - AGM Attended and Voting Summary

Format for Voting Result

Date of the AGM	September 23, 2017
Total Number of Shareholders on record date	1494
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	5
Public	111
Total	116
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
Total	

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

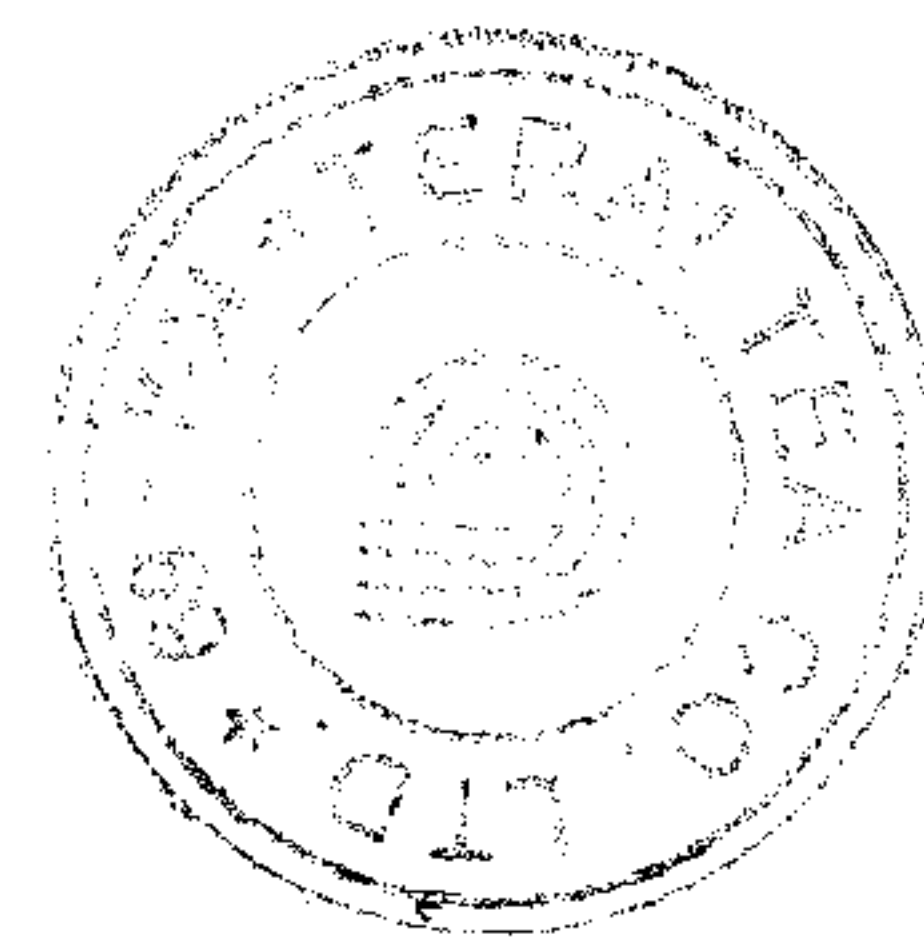
1.		Adoption of the Financial Statement for the year ended 31st March 2017						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	5103100	4633100	90.78990	4633100	0	100.00000	
	Poll		470000	9.21010	470000	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		5103100	100.00000	5103100	0	100.00000	
Public - Institutional holders	E-Voting	0	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	1776200	1229449	69.21790	1229449	0	100.00000	
	Poll		10381	0.58440	10381	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1239830	69.80240	1239830	0	100.00000	
Total		6879300	6342930	92.20313	6342930	0	100.00000	0.00000



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2.		Re-Appointment of Mr. Rajendra Kanodia who Retires by Rotation as Director of the Company						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	5103100	4633100	90.78990	4633100	0	100.00000	
	Poll		470000	9.21010	470000	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		5103100	100.00000	5103100	0	100.00000	
Public - Institutional holders	E-Voting	0	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	1776200	1229449	69.21790	1229449	0	100.00000	
	Poll		10381	0.58440	10381	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1239830	69.80240	1239830	0	100.00000	
Total		6879300	6342930	92.20313	6342930	0	100.00000	0.00000

3.		Appointment Statutory Auditor and Fixing their Remuneration						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	5103100	4633100	90.78990	4633100	0	100.00000	
	Poll		470000	9.21010	470000	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		5103100	100.00000	5103100	0	100.00000	
Public - Institutional holders	E-Voting	0	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	1776200	1229449	69.21790	1229449	0	100.00000	
	Poll		10381	0.58440	10381	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1239830	69.80240	1239830	0	100.00000	
Total		6879300	6342930	92.20313	6342930	0	100.00000	0.00000



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4.		Approval of The Remuneration of the Cost Auditor for Financial Year 2017-18.						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	5103100	4633100	90.78990	4633100	0	100.00000	
	Poll		470000	9.21010	470000	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		5103100	100.00000	5103100	0	100.00000	
Public - Institutional holders	E-Voting	0	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	1776200	1229449	69.21790	1229449	0	100.00000	
	Poll		10383	0.58460	10383	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1239832	69.80250	1239832	0	100.00000	
Total		6879300	6342932	92.20316	6342932	0	100.00000	0.00000

5.		Making investment / Loans, Giving Guarantees and Providing Securities in Connection with any Loans / Facilities Availed by Other Companies						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	5103100	4633100	90.78990	4633100	0	100.00000	
	Poll		470000	9.21010	470000	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		5103100	100.00000	5103100	0	100.00000	
Public - Institutional holders	E-Voting	0	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	1776200	1229449	69.21790	1229449	0	100.00000	
	Poll		10383	0.58460	10283	100	99.03690	0.96310
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		1239832	69.80250	1239732	100	99.99190	0.00810
Total		6879300	6342932	92.20316	6342832	100	99.99842	0.00158



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SCRUTINIZER'S REPORT

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

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

To,

The Chairman of the 44th Annual General Meeting (AGM) of the Members of Terai Tea Company Limited (CIN: L51226WB1973PLC029009), held on Saturday, the 23rd day of September, 2017 at 10:30 A.M., at 10 Government Place (East) 1st Floor, Kolkata-700069.

Dear Sir,

1. I, Mohan Ram Goenka, a Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of M R & Associates, was duly appointed as a Scrutinizer by the Board of Directors of Terai Tea Company Limited (the Company) for the purpose of Scrutinizing the process of voting through Remote e-voting and voting at the venue of Annual General Meeting through ballot paper / polling paper under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
2. The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper / polling paper for the resolutions proposed in the Notice of 44th Annual General Meeting of the Members of the Company dated August 18, 2017. My responsibility as a Scrutinizer for the process of voting through Remote e-voting and voting at the venue of Annual General Meeting through ballot paper / polling paper is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the 44th AGM of the Company, based on the report provided by Central Depository Services Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.
3. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting facility was kept open from Wednesday, September 20th, 2017 (10:00 a.m.) till Friday, July 22nd September, 2017 (5.00 p.m.) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform provided by Central Depository Services Limited (CDSL).

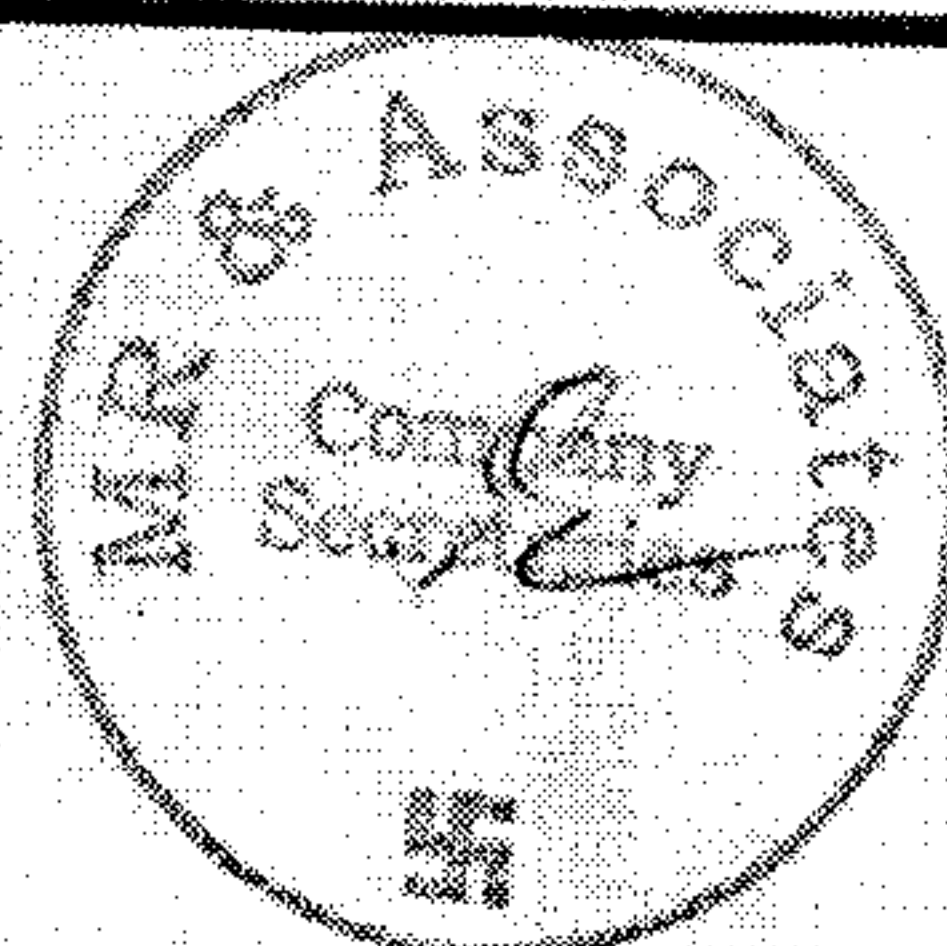
Our Office :

46, B. B. Ganguly Street, 4th Floor

R. No.: 6, Kolkata 700012,

E Mail: goenkamohan@hotmail.com

goenkamohan@gmail.com



Mobile No.9831074332
Phone No : 2237 9517

4. The Members holding equity shares as on the "cut-off date" i.e. September 16, 2017 were entitled to vote on the resolutions proposed in the Notice calling the 44th Annual General Meeting.
5. At the end of the remote e-voting period on Friday, 22nd September, 2017 (5:00 P.M.), the voting portal of the service provider was blocked forthwith.
6. After transacting the business at the meeting, the Chairman ordered for voting at the AGM venue through ballot paper / polling paper for those Members who could not cast their vote through remote e-voting with the assistance of the Scrutinizer.
7. Immediately after the conclusion of voting at the venue of the AGM on the 23rd day of September, 2017, the votes cast at the venue were counted, thereafter the votes cast through remote e-voting were unblocked in the presence of Ms. Smita Mondal and Ms. Sneha Khaitan who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended. They have signed below in confirmation of the votes being unblocked in their presence.

Smita Mondal

Sneha Khaitan

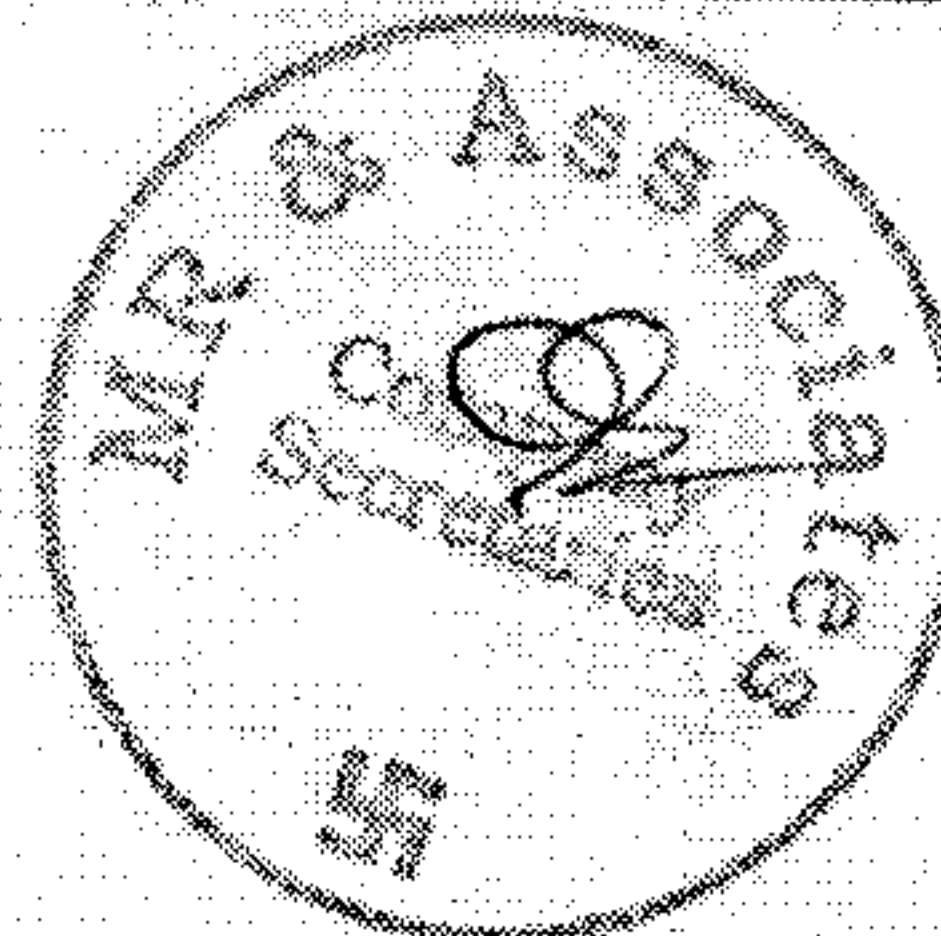
8. Thereafter, the details containing inter alia, list of the Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the report generated from the e-voting website of Central Depository Services Limited (CDSL) i.e. <https://www.evoting.nsdl.com/> and based on such reports, the brief analysis of the results of the voting through Remote e-voting and voting at the Annual General Meeting venue through ballot paper / polling paper are as under:

Item No. 1 - Ordinary Resolution :

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	15	5862549	34	480381	49	6342930	100.00
Dissent	0	0	0	0	0	0	0.00
Total	15	5862549	34	480381	49	6342930	100.00
Abstain / Invalid	0	0	3	245391	--	--	--

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E Mail: goenkamohan@hotmail.com
goenkamohan@gmail.com



Mobile No.9831074332
Phone No : 2237 9517

Item No. 2 - Ordinary Resolution :

Appointment of Mr. Rajendra Kanodia (DIN 00175574), as Director, who retires by rotation and being eligible offers himself for re-appointment.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	15	5862549	34	480381	49	6342930	100.00
Dissent	0	0	0	0	0	0	0.00
Total	15	5862549	34	480381	49	6342930	100.00
Abstain / Invalid	0	0	3	245391	--	--	--

Item No. 3 Ordinary Resolution:

Appointment of M/s. Saha & Majumdar, Chartered Accountants (Firm Registration No.303087E) as the Statutory Auditors of the Company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	15	5862549	34	480381	49	6342930	100.00
Dissent	0	0	0	0	0	0	0.00
Total	15	5862549	34	480381	49	6342930	100.00
Abstain / Invalid	0	0	3	245391	--	--	--

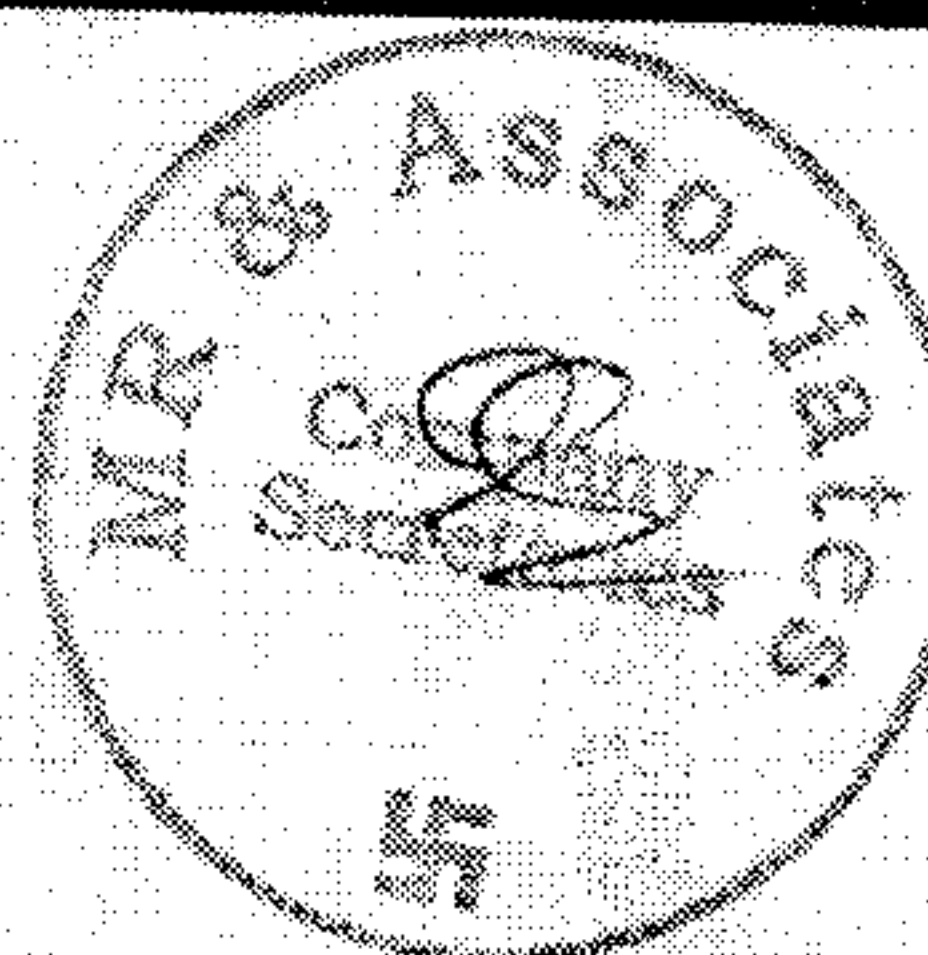
Item No. 4 - Ordinary Resolution :

Approval of the Remuneration of the Cost Auditor of the Company for the year 2017-18

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	15	5862549	35	480383	50	6342932	100.00
Dissent	0	0	0	0	0	0	0.00
Total	15	5862549	35	480383	50	6342932	100.00
Abstain / Invalid	0	0	3	245391	--	--	--

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Item No. 5 - Special Resolution :


Approval of making Investment/Loans, giving guarantees and providing Securities in connection with any Loans/ facilities availed by other companies

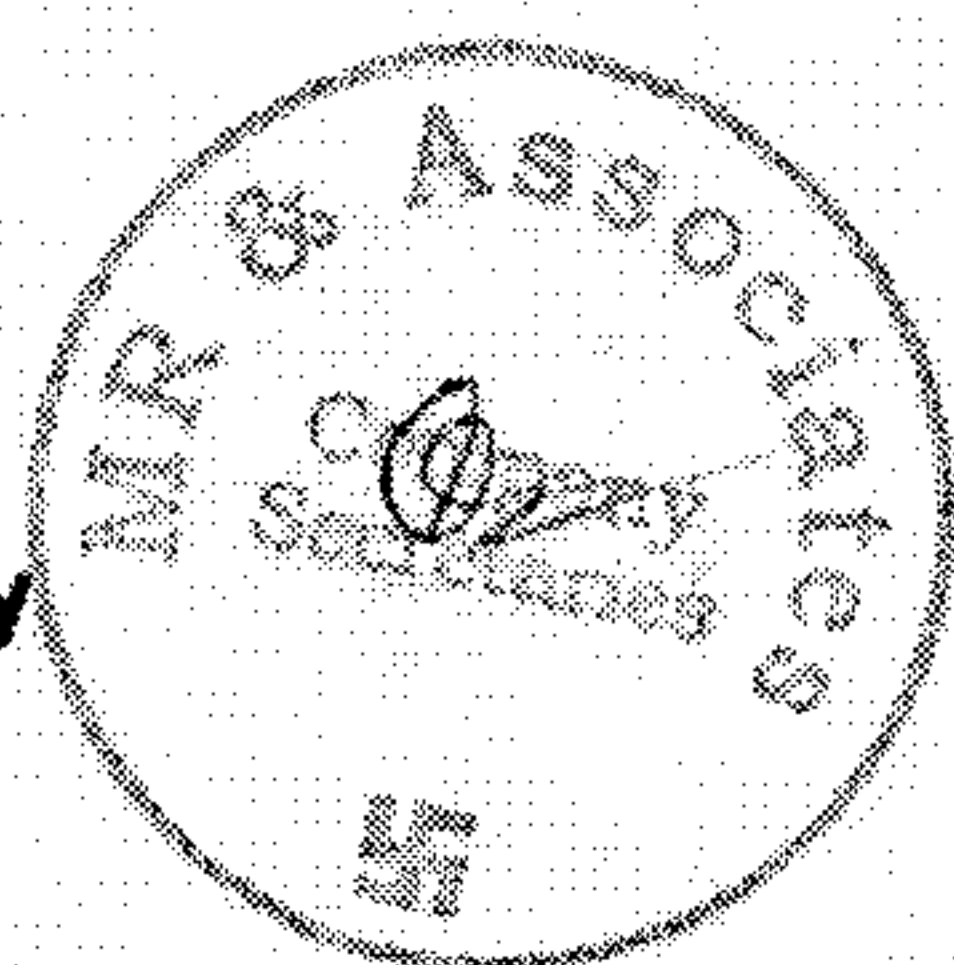
Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		Polling / Ballot Paper		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	15	5862549	34	480283	49	6342832	99.99
Dissent	0	0	1	100	1	100	0.01
Total	15	5862549	35	480383	50	6342932	100.00
Abstain / Invalid	0	0	3	245391	--	--	--

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

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

Thanking You,

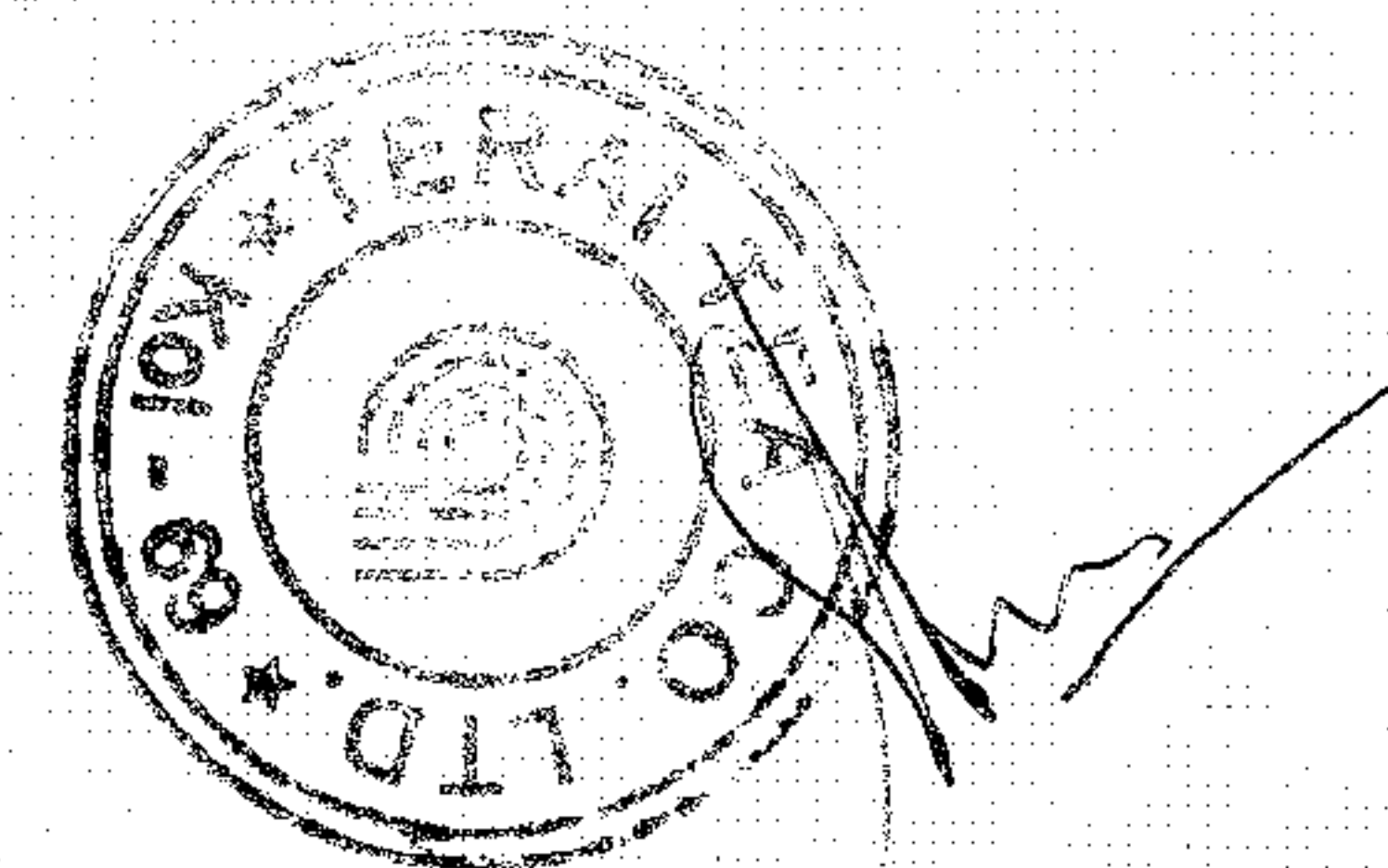

Mohan Ram Goenka
Practising Company Secretary
C.P. No: 2551



Date : 23.09.2017

Place : Kolkata

Countersigned by:



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