

TERAI TEA COMPANY LIMITED

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

Telephone : 91-33-4021-4444, Fax : 91-33-2248-9182,

E-mail : teraitea@gmail.com

CIN NO. : 150103WB1973PLC0829009

Website : - www.teraignroup.com



To,
The Manager,
Department of Corporate Services,
Bombay Stock Exchange Limited,
25th Floor, P.J. Towers,
Dalal Street,
Mumbai - 400 001

Date: 27 September, 2014

Sub.: 41st AGM-Compliance of Clause 35A of the Listing Agreement

Dear Sir/Madam,

Pursuant to Clause 31(d) of the Listing Agreement, we hereby submit the following as the outcome of the Annual General Meeting.

The Shareholders of the Company at its Annual General Meeting held on **Saturday, 27th September, 2014** at its registered office of the Company at 10, Government Place (East), Kolkata - 700 069 at 10.30 A.M have approved the following:

By Ordinary Resolution:

1. Adoption of Audited Financial statement of the company for the financial year ended as on 31st march, 2014.
2. Confirmed the Re-appointment of Mr. Rajendra Kanodia, who retires by rotation, at this Annual General Meeting.
3. Confirmed the Re-appointment of M/s P. K. Shah & Co., Chartered Accountants, as Statutory Auditor of the Company.
4. Appointment of Dr. Jayantakumar Natwarlal Raja as an Independent Director for a term of five years.
5. Appointment of Mr. Milan Krisna Sarkar as an Independent Director for a term of five years.
6. Appointment of Mr. Hemant Kumar Agarwal as an Independent director for a term of five years.
7. Confirmed the Re-appointment of Cost Auditor of the Company for the year
8. Confirmed Re-appointment of Managing Director for a term of three years.

CORPORATE OFFICE : 'AGARWALA HOUSE', SEVOKE ROAD, SECOND MILESTONE, SILIGURI-734 001, WEST BENGAL, INDIA
TEL : (91) (353) 2543 866/857/858, FAX : (91) (353) 2542656, E-mail : slg_teraitea@sancharnet.in

A TERA TEA GROUP ENTERPRISE

TERAI TEA COMPANY LIMITED

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By Special Resolution

1. Approval under section 180(1)(c) of the Companies Act, 2013 for borrowing not exceeding Rs 100 crores outstanding at any time over and above the aggregate of the paid up share Capital and free reserves of the Company.
2. Approval under section 180(1)(a) of the Companies Act, 2013, to mortgage, hypothecate or in any other way create in favor of the lenders all any of the movable and/or immovable properties of the Company
3. Amendment of Articles of Association.

We kindly request you to take the same on record and inform all those concerned.

Thanking You,
Yours faithfully
For Terai Tea Company Limited

Roshan Dave
(Company Secretary)

Scrutinizer's Report

[Pursuant to rule Section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 41st Annual General Meeting of the members of, **TERAI TEA COMPANY LIMITED.** (the Company) to be held on 27th September, 2014 at the Registered Office of the Company at 10 Government Place (East), 1st Floor, Kolkata – 700069.

Dear Sir,

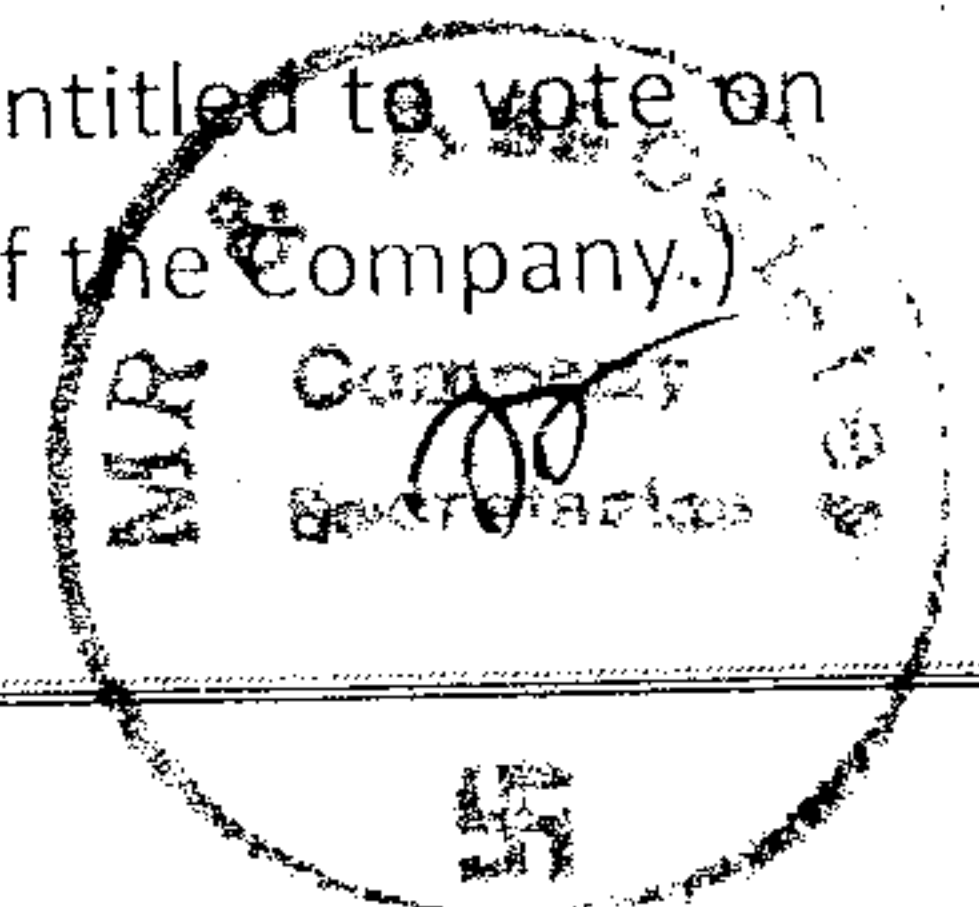
I, Mohan Ram Goenka, Company Secretary in Practice and Partner at M R & Associates, have been Appointed by the Board of Directors of **TERAI TEA COMPANY LIMITED.** (the Company) as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the Resolution contained in the notice to the 41st Annual General Meeting (AGM) of the members of the Company, to be held on 27th September, 2014 at its Registered Office - 10 Government Place (East), 1st Floor, Kolkata – 700069.

1. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolution contained in the notice of 41st Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities, engaged by the Company.
2. Further to the above, I submit my Report as under:
 - (I) The e-voting period remained open from 18th September, 2014 (10:00 A.M.) (IST) to 20th September, 2014 (6:00 P.M.) (IST)
 - (II) The member of the Company as on "cut off" date i.e. 22.08.2014 were entitled to vote on the resolutions. (Item No. 1 to 11 as set out in the notice of 41st AGM of the Company.)

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



(III) The votes cast were unblocked on 22.09.2014 after completion of e-voting process in the presence of two witnesses Ms. Sneha Khaitan and Ms. Smita Mondal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Sneha Khaitan

Ms. Sneha Khaitan

Smita Mondal

Ms.Smita Mondal

(iv) Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" and "against" each of the resolution that were put to vote, were generated from the e-voting website of CDSL i.e. www.evotingindia.com and based on such report generated, the results of the e-voting is as under:

Item No. 1 :-

Ordinary Resolution ; To consider and adopt the Audited financial statement of the Company for the financial year ended as on 31st March 2014, the reports of the Board of Directors and Auditors thereon

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
14	6595402	100.00 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
1	1	0.00 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL



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Item No. 2:-

Ordinary Resolution; To appoint a Director in place of Mr. Rajendra Kanodia (DIN: 00175574), who retires by rotation and being eligible, seeks re-appointment

(i) Voted in favour of the Resolution:

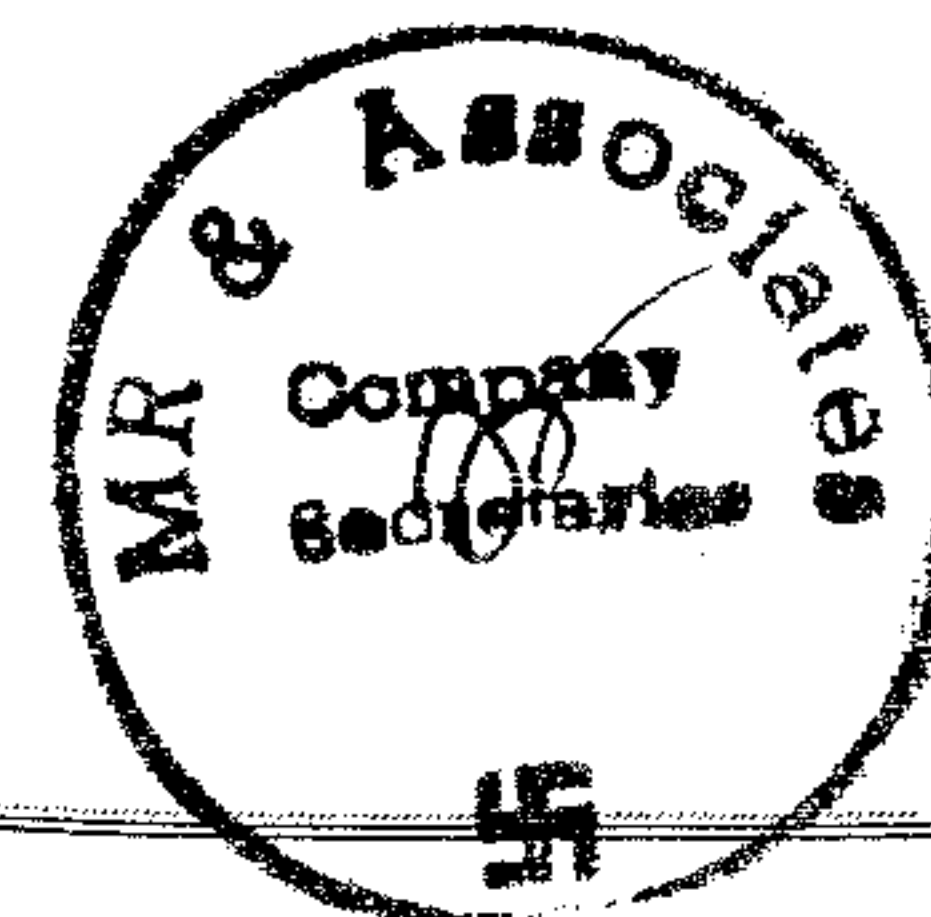
Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
14	6595402	100.00 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
1	1	0.00 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
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Item No. 3 :-

Ordinary Resolution; To reappoint M/S. P.K.Shah & Co., Chartered Accountants, Siliguri (Registration no. 308150E), Kolkata, as the Auditors of the Company

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
14	6595402	100.00 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
1	1	0.00 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
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Item No. 4 :-

Ordinary Resolution; To appoint Dr. Jayantakumar Natwarlal Raja (DIN: 06884343) as an Independent Director

(i) Voted in favour of the Resolution:

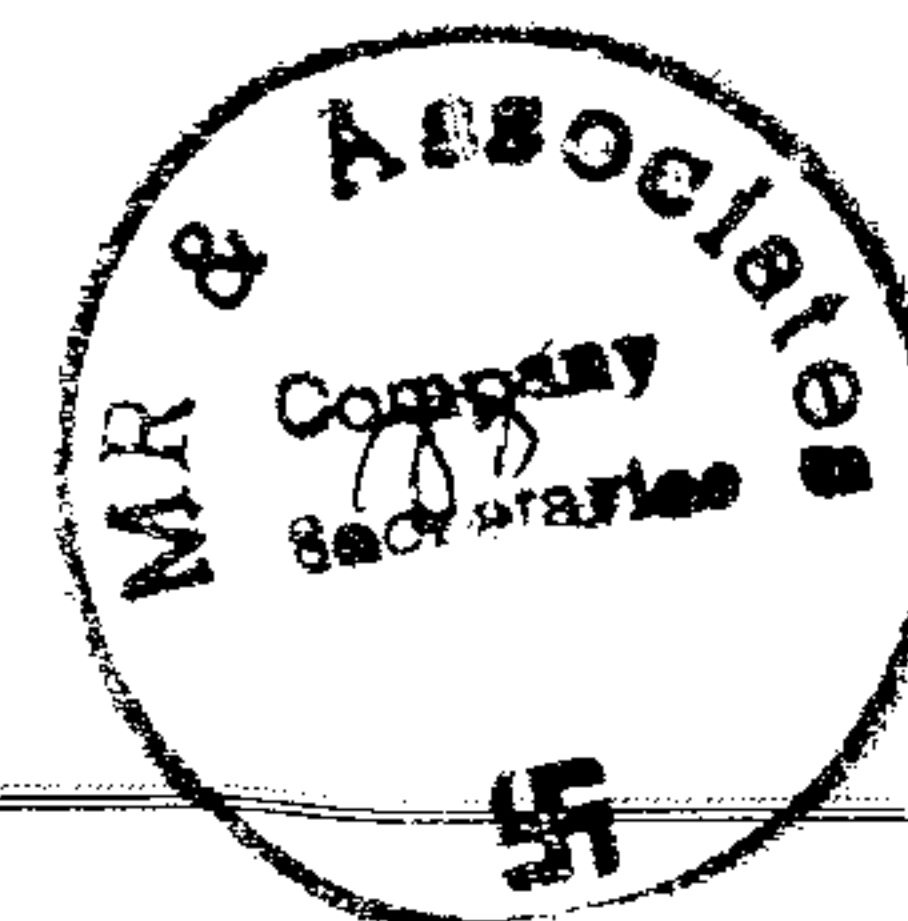
Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
14	6595402	100.00 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
1	1	0.00 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL



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Item No. 5 :-

Ordinary Resolution; To appoint Mr. Milan Krisna Sarkar (DIN: 05272885) as an Independent Director.

(i) Voted in favour of the Resolution:

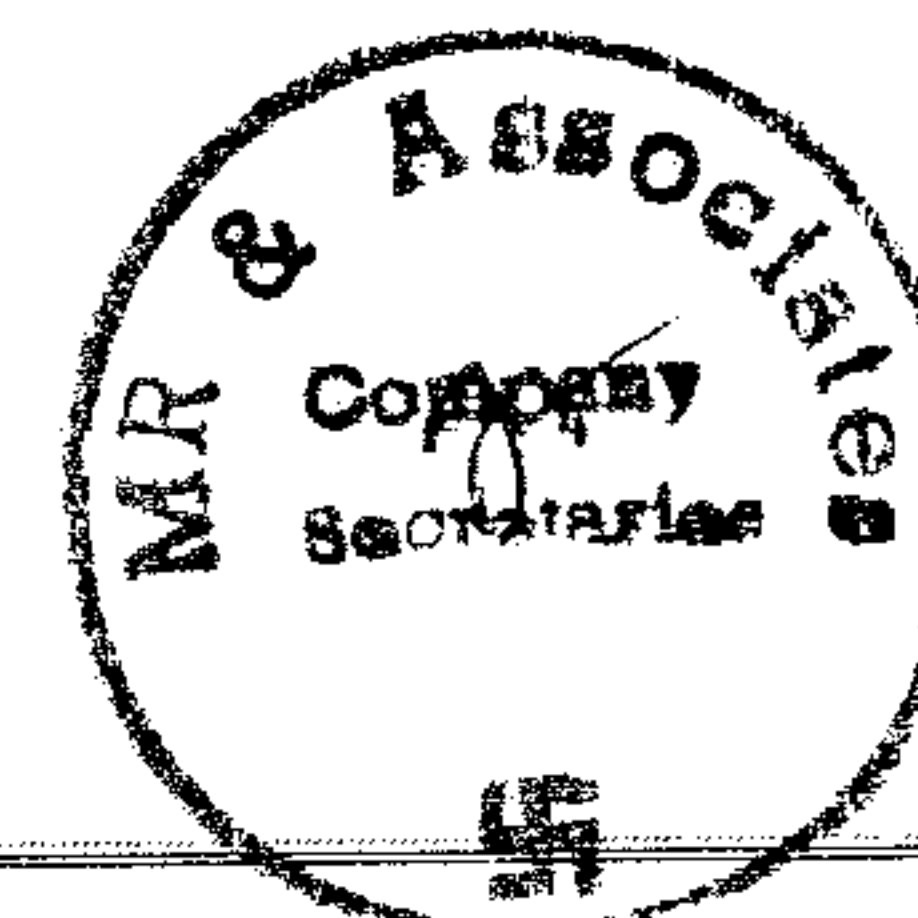
Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
14	6595402	100.00 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
1	1	0.00 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL



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Item No. 6 :-

Ordinary Resolution; To appoint Mr. Hemant Kumar Agarwal (DIN: 02308200) as an Independent Director

(i) Voted in favour of the Resolution:

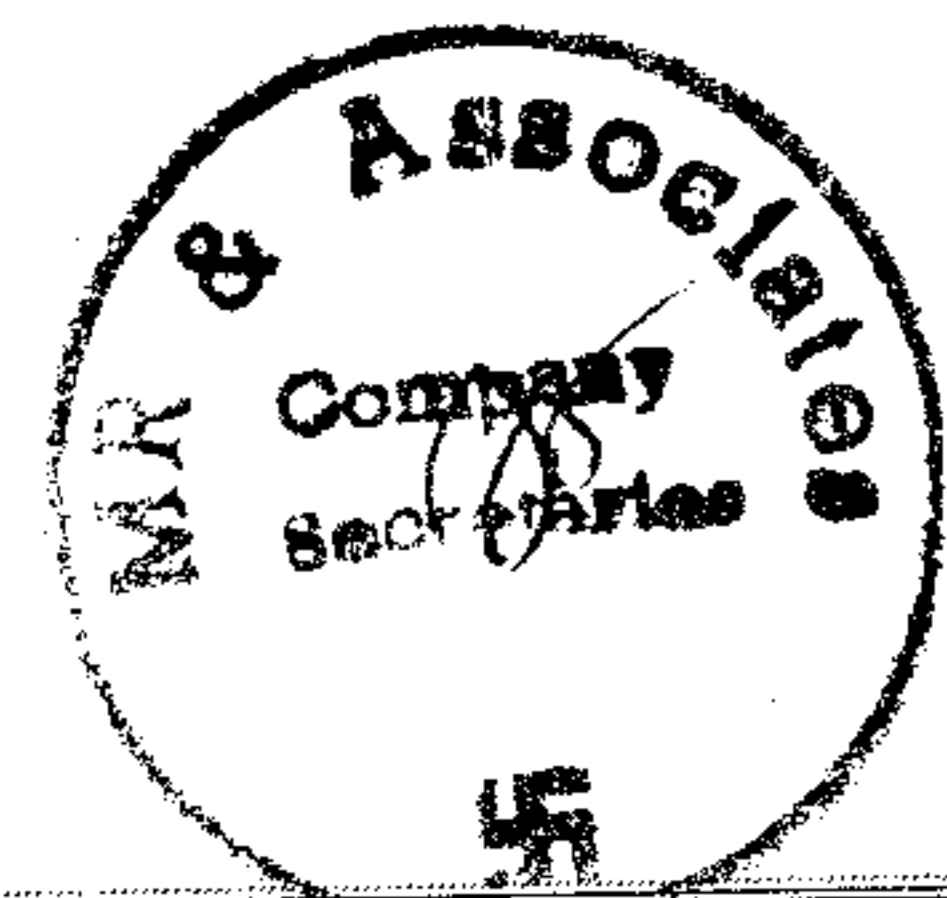
Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
14	6595402	100.00 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
1	1	0.00 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL



Item No. 7 :-

Ordinary Resolution; To re-appoint the Cost Auditors of the Company for the year ended 2014-15 and fix their remuneration

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
14	6595402	100.00 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
1	1	0.00 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL



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Item No. 8 :-

Ordinary Resolution; To re-appointment Dr. Ajit Kumar Agarwala (DIN. 00265775) as the Managing Director of the Company for a period of three years with effect from April 1, 2014

(i) Voted in favour of the Resolution:

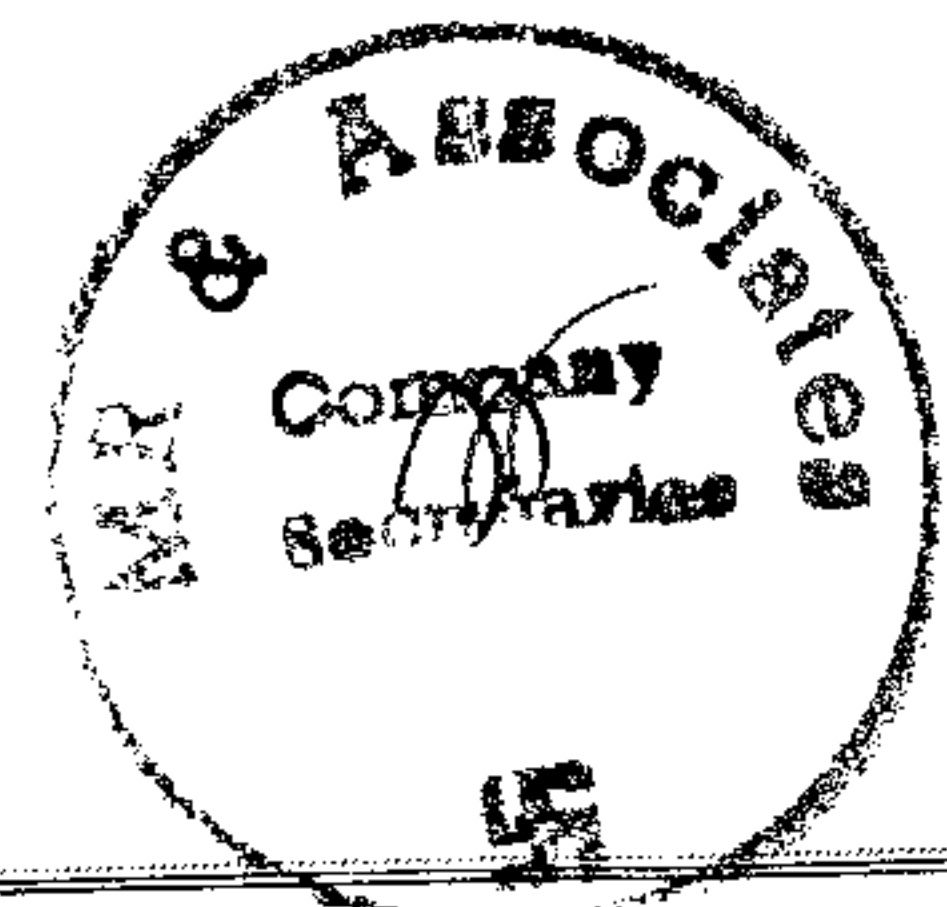
Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
14	6595402	100.00 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
1	1	0.00 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL



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Item No. 9 :-

Special Resolution; To approve the borrowing limits of the Company not exceeding Rs. 100 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
14	6595402	100.00 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
1	1	0.00 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL



Item No. 10 :-

Special Resolution; Authority to Board to create charge / mortgage etc. on Company's properties under Section 180(1)(a) of the Companies Act, 2013

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
14	6595402	100.00 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
1	1	0.00 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL



Item No. 11 :-

Special Resolution; To substitute the Article No. 100 of the existing Articles of Association of the Company with the new Article.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
14	6595402	100.00 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
1	1	0.00 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL

Thanking You,

Yours Faithfully,



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



Place: Kolkata

Date: 22nd September, 2014

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