



# TERAI TEA COMPANY LIMITED

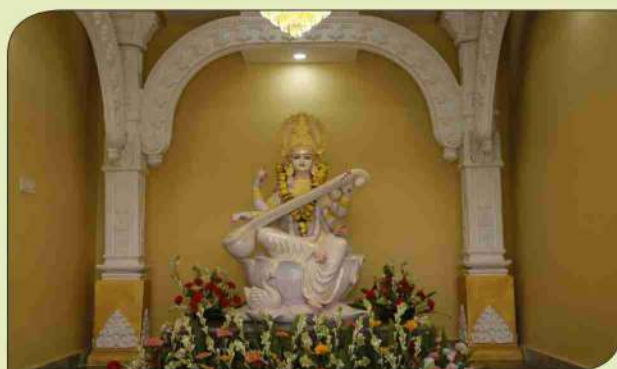
SINCE 1973

**49<sup>th</sup>** Annual Report  
2021-22





## *Corporate Social Responsibilities.*



**Amit Agarwala Foundation**, a Public Charitable Trust managed by “**Terai Group**” has added another feather to its cap by establishing a “**Learning Cum Resource Centre**” within the premises of Surya Sen Mahavidyalaya at Siliguri, which was inaugurated on 15th May 2022, being the birth anniversary of Sri Amit Agarwala, and which was inaugurated by Ministers of State, Government of West Bengal, in presence of Mayor of Siliguri Municipal Corporation. “**Amit Agarwala Learning Cum Resource Centre**” has a constructed area of about 25000 sq. ft. which houses class rooms, library, common room and other educational facilities.



# Corporate Information

## **BOARD OF DIRECTORS**

**Mr. Ajit Kumar Agarwala**  
*Managing Director*  
DIN No. : 00265775

**Mrs. Shashikala Agarwala**  
*Non-Independent Director*  
DIN No. : 00260171

**Mr. Milan Krisna Sarkar**  
*Independent Director*  
DIN No. : 05272885

**Dr. Jayanta Kumar Natwarlal Raja**  
*Independent Director*  
DIN No. : 06884343

**Mr. Rajendra Kanodia**  
*Non-Independent Director & CFO*  
DIN No. : 00175574

**Mr. Hemant Kumar Agarwal**  
*Independent Director*  
DIN No. : 02308200

## **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. Hemant Kumar Agarwal** (Chairman)  
**Dr. Jayanta Kumar Natwarlal Raja**  
**Mr. Milan Krisna Sarkar**

### **b) NOMINATION & REMUNERATION COMMITTEE**

**Mr. Milan Krisna Sarkar** (Chairman)  
**Dr. Jayanta Kumar Natwarlal Raja**  
**Mr. Hemant Kumar Agarwal**

### **c) STAKEHOLDERS RELATIONSHIP COMMITTEE**

**Dr. Jayanta Kumar Natwarlal Raja** (Chairman)  
**Mr. Milan Krisna Sarkar**  
**Mr. Hemant Kumar Agarwal**

## **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  
Fax : (033) 2248-9182  
E-mail : teraitea@gmail.com  
Website : www.teraignroup.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 :**

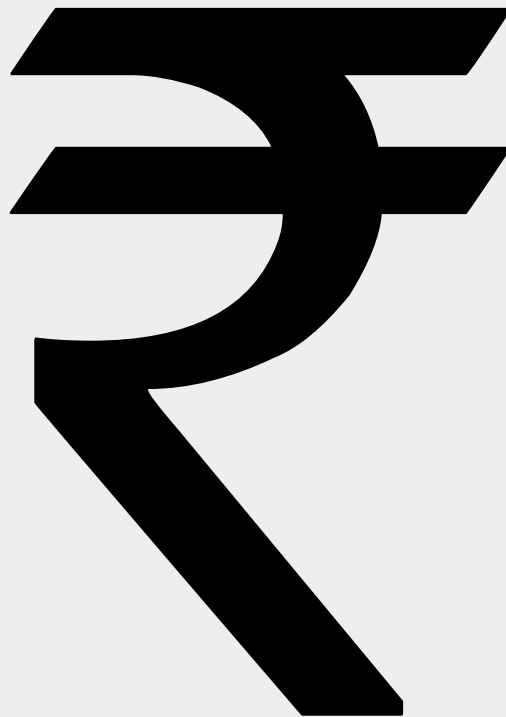
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## **GST :**

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## FINANCIAL INFORMATION



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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.teragroup.com  
CIN : L51226WB1973PLC029009 • GSTIN : 19AABCT0258P1ZW

## Notice

**NOTICE** is hereby given that the 49th Annual General Meeting of the members of “**TERAI TEA COMPANY LIMITED**” will be held on **Saturday, the 24th September, 2022 at 10.30 A.M.** at its **Registered Office - 10 Government Place (East), 1st Floor, Kolkata - 700069** 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, 2022 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, 2022 together with report of the Auditors thereon.

#### 2) To appoint a Director in place of **Smt. Shashikala Agarwala (DIN:00260171)**, who retires by rotation and being eligible, offers herself for re-appointment.

#### 3) To re-appoint **M/s. Saha & Majumder**, Chartered Accountants as Statutory Auditors of the Company for a second term of five consecutive years and in this regard to consider and, if thought fit, to pass with or without modifications, the following resolutions as an **Ordinary Resolutions**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 read with The Companies [Audit and Auditors] Rules, 2014 and other applicable provisions [including any modification or re-enactment thereof] if any, of the Companies Act, 2013, **M/s. Saha & Majumder, Chartered Accountants**, Siliguri, having Registration No.: 303087E, be and are hereby re-appointed as the Statutory Auditors of the Company to hold the office for the second term of five years beginning from the conclusion of the ensuing 49th Annual General Meeting till the conclusion of the 54th Annual General Meeting of the Company on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company, upon the recommendations of the Audit Committee”.

### SPECIAL BUSINESS :

#### 4) Approval of Remuneration to the Cost Auditor of the Company for the Financial Year 2022-23.

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 2022-23 as may be applicable to the Company to **M/s. Debabroto 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 12th August, 2022.

#### 5) Re-appointment of **Ajit Kumar Agarwala (DIN : 00265775)** as a Managing Director of the Company

To consider and, if thought fit, to pass with the or without modifications, the following resolutions as an **Special Resolutions** :

**RESOLVED THAT**, in accordance with the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, and the Rules made there under of Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), subject to approval of the member of the Company be and is hereby accorded to the re- appointment of **Mr. Ajit Kumar Agarwala (DIN: 00265775)** as the Managing Director of the Company for a period of three years from 12th August 2022 to 11th August 2025 and will be liable to retire by rotation and concurrent termination of the earlier appointment for residual tenure due to expire on 12th August 2022,

# Notice (Contd.)

upon terms and conditions including remunerations as set out in the draft agreement to be entered into by the Company with Mr. Ajit Kumar Agarwala before the meeting duly initiated by the chairman for the purpose of identification and which draft is hereby specifically approved.

- 6) Approval for giving of loans, guarantee or providing security in connection with loan availed by any person under **Section 185** of the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modification(s), the following as a **Special Resolution** :

**“RESOLVED THAT** pursuant to the provisions of section 185 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the consent of the Company be and is hereby accorded to the Board to advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by any entity/ person in whom any of the director of the Company is interested for an amount not exceeding in aggregate Rs.50 crores ( Rupees Fifty Crores), in their absolute discretion as may deem beneficial and in the interest of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized on behalf of the Company to negotiate, approve, decide, finalise, vary or modify the terms and conditions of the aforesaid loans/ guarantees/ securities and to take all necessary steps, to execute all such deeds, documents, instruments and other writings etc., and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit for implementing and giving effect to this resolution.”

**Registered Office :**

“Ezra Mansion”

10, Government Place (East)

1st Floor, Kolkata – 700 069

Dated, 12th August, 2022

By 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) A Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- 3) The Equity Share transfer Registers of the Company will remain closed from September 19th, 2022 to September 24th, 2022 (both days inclusive) for the purpose of Annual General Meeting.
- 4) In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020 and January 15, 2021 Notice of the AGM along with the Annual Report 2021-22 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 2021-22 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](http://www.bseindia.com). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Gate of Venue of the AGM.
- 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 INE390D1011.
- 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 of 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) Members are requested to update their e-mail address to [teraitea@gmail.com](mailto:teraitea@gmail.com) or [mdpl@cal.vsnl.net](mailto:mdpl@cal.vsnl.net) into do so to support the "Green Initiative" in the Corporate Governance.
- 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 send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- 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 49th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting alongwith 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](http://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) 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.
- 17) 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 21st September, 2022 (9:00 am) and ends on 23rd September, 2022 (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 Saturday, 17th September, 2022** 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.

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- (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 de-mat account holders by way of single login credential through their de-mat account(s) / websites of Depositories / Depository Participant(s) (DPs) in order to increase the efficiency of the voting process. Individual de-mat 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 de-mat 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 De-mat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in De-mat mode with <b>CDSL</b>	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 <b><a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a></b> or visit <b><a href="http://www.cdslindia.com">www.cdslindia.com</a></b> 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 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.
	3) If the user is not registered for Easi/ Easiest, option to register is available at <b><a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration / Easi Registration</a></b>
	4) Alternatively, the user can directly access e-Voting page by providing De-mat Account Number and PAN No. from a e-Voting link available on <b><a href="http://www.cdslindia.com">www.cdslindia.com</a></b> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the De-mat 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in de-mat mode with <b>NSDL</b>	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: <b><a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></b> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
	2) If the user is not registered for IDeAS e-Services, option to register is available at <b><a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></b> . Select "Register Online for IDeAS" Portal or click at <b><a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></b>
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <b><a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></b> 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 de-mat 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 de-mat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your de-mat 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.



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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 above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in De-mat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <b>helpdesk.evoting@cdslindia.com</b> or contact at 022- 23058738 and 22-23058542/43.
Individual Shareholders holding securities in De-mat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <b>evoting@nsdl.co.in</b> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in De-mat 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 de-mat 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 De-mat.
<b>PAN</b>	<ol style="list-style-type: none"> <li>(i) Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both de-mat shareholders as well as physical shareholders)</li> <li>(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.</li> </ol>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<ol style="list-style-type: none"> <li>(iii) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your de-mat account or in the company records in order to login.</li> <li>(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.</li> </ol>

- (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 de-mat 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 de-mat 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.
- (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 de-mat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forget 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 should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
  - 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

# Notice (Contd.)

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 De-mat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual De-mat 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 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 Futrex, 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.

## 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. NitinKunder (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, (M) 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., 17th September, 2022. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
19. Shri Mohan Ram Goenka, Practicing Company Secretary, (FCS-4515) of MR Associates, Company Secretaries, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two(2) witness not in the employment and

make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

20. The results shall be declared on or after the AGM, but not later than three days from the conclusion of the date of the AGM. The results declared alongwith 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.

## 21. 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 Agent store 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

**M/s. Saha & Majumder**, Chartered Accountants, (Firm Registration No. : 303087E) were appointed as Statutory Auditors of the Company by the Members at the Annual General Meeting ("AGM") held on 23rd September, 2017 to hold office from the conclusion of the AGM held in the year 2017 till the conclusion of the AGM of the Company to be held in the year 2022. Accordingly, their present term gets completed on conclusion of this AGM. They are eligible for re-appointment for a second term of five years in terms of the provisions of Section 139 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014.

**M/s. Saha & Majumder**, is an old and established chartered accountancy firm and is one of the leading professional services firms in India. M/s. Saha & Majumder possesses a huge client base in the manufacturing, commercial, financial and public sectors in the country and carries a good professional track record. The Audit Committee having considered various parameters like audit experience; the audit team; market standing of the firm; clientele served; technical knowledge etc. have recommended the re- appointment of M/s. Saha & Majumder, Chartered Accountants to the Board of Directors of the Company, which the Board has accepted and recommended for the approval of the Members. The remuneration payable to the statutory auditor for the remaining period of the proposed re-appointment will be subsequently determined by the Board as per the recommendations of the Audit Committee. The fees for services in the nature of limited review, statutory certifications and other professional work will be in addition to the audit fee as above and will be decided by the Board/Audit Committee in consultation with the Auditors.

Accordingly, the Board recommends passing of the Ordinary Resolution as set out in item no. 3 of the Notice for the approval by the members of the Company.

None of the Directors, Key Managerial Personnel or their relatives thereof are, in any way, concerned or interested financially or otherwise in the resolution set out at Item No. 3 of the Notice in the said resolution.