

TEESTA VALLEY TEA CO. LIMITED
5 & 7, Netaji Subhas Road, Kolkata – 700 001
Tel : 033 2248 3585/0313, 22482762 (Fax)
e-mail : accounts@teestavalley.com
website : www.teestavalley.net
CIN : L15491WB1876PLC000347

NOTICE

Notice is hereby given that the 141th Annual General Meeting of the Members of Teesta Valley Tea Co. Ltd. will be held at “McLeod House”, 3, Netaji Subhas Road, Kolkata: 700 001 on Thursday, the 21st September, 2017 at 11.00 A. M to transact the following business :-

Ordinary Business

1. To consider and adopt the Statement of Profit & Loss for the year ended 31st. March, 2017, the Balance Sheet as at that date and the Director’s Report and Auditors’ Report thereon.
2. To appoint a Director in place of Mr. Mudit Bajoria (holding DIN 00015402) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s G. Basu & Co. Chartered Accountants, Kolkata (Firm Registration No. 301174E) as approved by the Members at the 138th Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of 143rd Annual General Meeting, and that the Board of Directors be and are hereby authorized to fix their remuneration as recommended by the audit committee.
4. To appoint Branch Auditors and to fix their remuneration.

SPECIAL BUSINESS

5. 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 Sections 196 and 197 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the approval of the Company be and is hereby accorded to the re-appointment of Mr. Bharat Bajoria, as the Managing Director of the Company for a period of five years effective from 1st. April, 2017, on the terms and conditions of re-appointment and remuneration as contained in the Letter of Re-appointment, a copy whereof initialed by the Chairman for the purpose of identification is placed before the Meeting”.

6. To consider and if thought fit to pass, with or without modifications, the following resolution as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the Shareholders of the Company be and is hereby accorded to the Board of Directors for:-

- i) giving any loan to any person or other body corporate including renewal of existing loans,
- ii) giving any guarantee or providing security in connection with a loan to any other body corporate or persons including renewal of existing guarantee Bond and Security and/or
- iii) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate.

(Including loans or guarantee already given or securities already provided or securities already acquired) upto an amount, the aggregate outstanding of which should not exceed, at any given time, Rs.25.00 Crore (Rupees Twenty Five Crore) which shall be over and above the limits as specified in section 186(2) of the Companies Act, 2013.

Registered Office:

5 & 7, Netaji Subhas Road,
Kolkata: 700 001

Dated: 1st August, 2017

By Order of the Board
Teesta Valley Tea Co. Ltd.

Mudit Bajoria

Director
DIN : 00015402

NOTES:

- a) A Member entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote thereat instead of himself. A Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office situated at 5 & 7, Netaji Subhas Road, Kolkata : 700 001 not less than forty-eight hours before the Meeting.

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the 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 a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- b) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the item of Special Business is annexed hereto
- c) The Register of Members and Share Transfer Books of the Company will remain closed from 18th. September, 2017 to 21st September, 2017 (both days inclusive).
- d) A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his queries to the Company at least seven days prior to the Meeting so that the required information can be made available at the Meeting.
- e) Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- f) In case of joint holders, attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the meeting.
- g) **Instruction on e-voting :** In compliance with section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Rule 2014 and amended and Clause 35B of the Listing Agreement, the company has provided a facility to the members to exercise their votes electronically (remote e-voting) through electronic voting service facility arranged by CDSL. The facility for voting, through

ballot paper, will also be made available at the AGM and the members attending the AGM who not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

- h) The voting rights of the members shall be in proportion to their shares in the paid up equity share capital of the company as on the cutoff date of 14th September, 2017 i.e. the cut off date, are entitled to vote on the Resolutions set forth in this notice.
- i) The members may cast their votes on electronic voting system from a place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Monday 18th September 2017 and will end at 5.00 p.m. on Wednesday 20th September 2017. In addition, the facility for physical voting shall also be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting or through Ballot form, shall be eligible to vote at the AGM. The company has appointed Mr. Babu Lal Patni (FCS-2304) Practising Company Secretary, to act as the Scrutinizer, to scrutinise the entire e-voting process in a fair and transparent manner. The members desiring to vote through remote e-voting are requested to refer to the detailed procedure given as under :
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on the Shareholders.
 - 3) Now, select the “Teesta Valley Tea Co Limited”, from the drop down menu and click on “SUBMIT”.
 - 4) Now enter your user ID :
 - a) For CDSL – 16 digits beneficiary ID.
 - b) For NSDL – 8 Character DP ID followed by 8 Digits Clint ID.
 - c) Members holding shares in physical form should enter folio number registered with the company.
 - 5) Next enter the image verification as displayed and click on login.
 - 6) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, than your existing password is to be used.
 - 7) If you are first time user follow the steps given below :

	For Members holding shares in Demat form and physical form
PAN	Enter your 10 digits alpha –numeric *PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> - Members who have not updated their PAN with the Company/Depository participant are requested to use the first two letters of their name and the 8 digit of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Tarun Dutta with the sequence number 1 then enter TA00000001 in the PAN field.
Dividend	Enter the Dividend Bank details or Date of Birth (in dd/mm/yyyy

Bank details or Date of Birth (DOB)	format) as recorded in your demat account or in the company records in order to login. - If both the details are not recorded with the depository or company please enter the member id/foilo number in the Dividend Bank Details filed as mentioned in instruction (3).
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- 8) After entering these details appropriately, click on “SUBMIT” tab.
- 9) Members holding shares in physical form will then directly reach the company selection screen. However, members 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 filed. 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.
- 10) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- 11) Click on the EVSN for the relevant {Teesta Valley Tea Company Limited} on which you choose to vote.
- 12) 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.
- 13) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- 14) 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.
- 15) Once your “CONFIRM” your vote on the Resolution, you will not be allowed to modify your vote.
- 16) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- 17) If a demat account holder has forgotten the login password the enter the user ID and the image verification code and click on Forgot Password and enter the details as promoted by the system.
- 18) Note for Non-Individual Shareholders and Custodians :
 - a) Non-individual Shareholders (i.e. other than Individuals, HUF,NRI etc.) and Custodian are required to log on to www.evotingindia.com and registered themselves as Corporates.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) 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.
 - d) 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.
 - e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in the favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

19) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQ) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

- i. The notice of annual general meeting will be sent to the members, whose names appear in the register of members/depositories as at closing hours of business on 18th August, 2017.
- j. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 14th September, 2017. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
- k. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of annual General Meeting and holding shares as of the cut-off date, i.e., 14th **September**, 2017, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” option available on helpdesk.evoting@cdslindia.com.
- l. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, voting through Ballot Form, as well as voting at the Annual General Meeting through polling paper.
- m. Mr. Babu Lal Patni, Practicing Company Secretary (Membership No. FCS 2304), has been appointed as the Scrutinizer to scrutinize the remote e-voting process (including the Ballot Form received from the Members who do not have access to the remote e-voting process) in a fair and transparent manner.
- n. At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those members who are present but have not cast their vote electronically using the remote e-voting facility or Ballot Form.
- o. The Scrutinizer shall immediately after the conclusion of voting at the Annual General Meeting, first count the votes at the Annual General Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- p. The Chairman or a person authorized by him in writing shall declare the result of voting forthwith.

- q. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.teestavalley.net and on the website of CDSL helpdesk.evoting@cdslindia.com immediately after the result declared by the Chairman or any other person authorized by the Chairman and the same shall be communicated to The Calcutta Stock Exchange Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

The term of re-appointment of Mr. Bharat Bajoria as the Managing Director of the Company, subject to the approval of the members at a general meeting for a period of Five years with effect from 1st. April, 2017 on the following principal terms and conditions.

Period:	Five years with effect from 1 st . April, 2017
Remuneration:	Salary Rs. 70,000 per month with such revision as the Board may approve from time to time in the salary grade of Rs.10,000
Perquisites:	Gas, electricity,, water etc. and telephone at residence will be borne by the Company in accordance with the Rules of the Company, Cost of personal long distance calls, however, will be borne by him. Car: Company car with driver under the Company's Scheme applicable for senior executive staff of the Company.
Car :	Company car with driver under the Company's Scheme applicable for senior executive staff of the Company.
Medical:	Reimbursement of self and family at actual, including cost of medical insurance.
Club Fees:	Reimbursement of Club Subscription/Fees as per applicable Rules of the Company.
Others:	Personal Accident Insurance and other perquisites, which are applicable to senior executive staff of the Company, shall also apply to him.
Retrial Benefits:	Contributions to the Provident Fund, Superannuation/Pension Fund and/or Annuity Fund in accordance with the Rules and Regulations governing the said funds. Gratuity will be payable in accordance with the Rules of the Company and such Gratuity shall not exceed half a month's salary for each completed year of service.
Minimum Remuneration:	In the event of loss or inadequacy of profits in any year during the tenure of his office, he shall be paid remuneration as above as minimum remuneration subject to compliance with the legal provisions as may be applicable.
Nature of Duties:	He shall have substantial power of management subject to the superintendence, control and direction of the Board.
Other Conditions:	<ol style="list-style-type: none"> 1. He shall not entitled to any sitting fees for attending meetings of the Board or Committees thereof. 2. Each party has the right of terminating the re-appointment by giving three months' notice on either side.

The aforesaid terms and conditions have been set out in the Company's letter dated 1st. April, 2017, addressed to Mr. Bharat Bajoria.

Pursuant to the provisions of Sections 196 and 197 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013, the re-appointment of Mr. Bharat Bajoria as the managing Director and the terms as to remuneration require the approval of the Members in General Meeting. The above terms as to remuneration have been approved by the Remuneration Committee of the Board at its Meeting held on 1st April, 2017.

None of the Directors and KMP other than Sri Bharat Bajoria and Smt Abha Bajoria are interested in the Resolution.

ITEM NO. 6

Pursuant to Section 186(2) of the Companies Act, 2013 (Act) and Rule 11 and 13 of the Companies (Meetings of Board and its Powers) Rules 2014, the Board of Directors is authorized to give loan, guarantee or provide security in connection with a loan to any person or other body corporate, or acquire by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate, up to an amount, the aggregate of which should not exceed 60% of the paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account of the company, whichever is higher. In case the company exceeds the above mentioned limits then, prior approval of shareholder by way of a Special resolution is required to be obtained.

However, the Company may be required to provide financial assistance/ support by way of giving of loans / guarantees, providing of securities, making of investment in securities in order to expand its business activities and also for optimum utilization of funds. Accordingly, Board of Directors of the Company may be authorized to give loans, guarantees or provide securities or make investments as mentioned above, up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs.25.00 Crore (Rupees Twenty Five Crore only) which shall be over and above the said limits as specified in Section 186(2) of the Act.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

Registered Office :

5 & 7, Netaji Subhas Road,
Kolkata : 700 001

Dated, the 1st August, 2017

By Order of the Board
Teesta Valley Tea Co. Ltd.

Mudit Bajoria

Director
DIN : 00015402