

**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](mailto:accounts@teestavalley.com)**  
**website : [www.teestavalley.net](http://www.teestavalley.net)**  
**CIN : L15491WB1876PLC000347**

**NOTICE**

Notice is hereby given that the 146<sup>th</sup> Annual General Meeting of the Members of Teesta Valley Tea Co. Ltd. will be held at “McLeod House”, 3, Netaji Subhas Road, 2<sup>nd</sup> Floor, Kolkata: 700 001 on Friday, the 30<sup>th</sup> September, 2022 at 03.00 P. M to transact the following business :-

**Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statement, consisting of Balance Sheet as at 31<sup>st</sup> March, 2022 and the Statement of Profit & Loss Account and Cash Flow Statement for the year ended 31<sup>st</sup> March, 2022 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bharat Bajoria (DIN 00109241) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Branch Auditors and to fix their remuneration.

**SPECIAL BUSINESS:**

4. **Increase in Authorised Share Capital from Rs.22500000/- to Rs. 30000000/-**

To Consider and if thought, to pass the following resolution as an ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to Section 13 and 61 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any of the Companies Act, 2013, the authorised share capital of the Company be increased from **Rs.22500000/- (Rupees Two Crore Twenty Five Lakh ) to Rs. 30000000/- ( Three Crore )** only by creation of further 75000-6% Redeemable Non-Cumulative Preference Shares of Rs. 100/- each.

**“RESOLVED FURTHER THAT** existing clause 5 in the Memorandum of Association of the Company be substituted by following new sub-clause 5.

The Authorised Share Capital of the Company is Rs. **30000000/- (Three Crore )** only divided into 500000/- (Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and 250000/- (Two Lakh Fifty Thousand) 6% Redeemable Non- Cumulative Preference Shares of Rs. 100/(Rupees One Hundred) each with a power to increase reduce consolidate sub-divide or alter in accordance with the provisions of the Companies Act, 2013 or any alteration or re-enactment thereof”.

5. **Alteration of Article of Association of the Company**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to section 14 and other applicable provisions, if any, of the Companies Act, 2013 existing Article 4 of the Articles of Association of the company be altered and substituted by following new Article 4 :

**4.** The Authorised Share Capital of the Company is as stated in the Memorandum of Association of the Company”.

6. Issue of 100000- 6% Redeemable Non- Cumulative Preference Shares of Rs. 100 each.

To Consider and if thought fit, to pass, the following Resolution as a SPECIAL RESOLUTION:

**“RESOLVED THAT** pursuant to section 42 and 55 of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, consent of the Company be and is hereby accorded to the Board of Directors to issue 100000- 6% Redeemable Non-Cumulative Preference Shares of Rs. 100 each aggregating to Rupees 10000000/- (Rupees One Crore only) on private placement basis to one or more persons as identified by the Board, whether or not they are related parties in one or more tranches within a period of one year from the date of passing of the Resolution on the terms and conditions as may be decided by the Board of Directors of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors or any committee thereof be and is hereby authorized to take all such steps and do all such acts and things which are necessary to give effects to the Resolution”.

Registered Office  
5 & 7, Netaji Subhas Road  
Kolkata: 700 001  
Dated: 30<sup>th</sup> August, 2022

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

Mudit Bajoria  
Director  
(DIN : 00015402)

## TEESTA VALLEY TEA CO. LIMITED

Information on Directors seeking Appointment / Re-appointment Pursuant to the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

### Item No.2 of the Notice

Sl. No.	Particulars	Mr. Bharat Bajoria
1	Director Identification No. (DIN)	00109241
2	Date of Birth	12.03.1953
3	Date of First Appointment	01.06.1990
4	Qualification	B. SC.
5	No. of Shares held	21560 Shares
6	Nature of Expertise	Vast Experience in Tea Industries more than 4 decades.
7	Relationship Between Directors Inter –Se	Husband of Mrs Abha Bajoria – Other Director of the Co.
8	Other Directorship	The Bormah Jan Tea Co. (1936) Ltd. Banarhat Investment Co. Pvt. Ltd. Birdie Trading Private Limited Dhunseri Tea & Industries Ltd. Teesta Valley Exports Limited McLeod & Co. Ltd. Speedways International Pvt. Ltd. Trishul Co. Private Limited The Budge Budge Investment Co. Pvt. Ltd. Kawalzi Estate Co. Ltd. – Malawi, Africa Macandi Tea & Coffee Estates Ltd.- Malawi, Africa Mohanbari Investment Co. Pvt. Ltd.

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## TEESTA VALLEY TEA CO. LIMITED

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

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#### 1. Resolution No. 4 and 5

To enable the Board of directors to issue further preference shares to augment working capital requirements as stated in Resolution No. 6 it is necessary to increase authorised share capital accordingly. Therefore, is the Resolution. The Boards recommends the Resolution in the interest of the Company. The Directors may be deemed to be interested in the Resolution to the extent further shares are issued to the Companies in which directors are interested.

Consequential amendment has been made in Article 4 of Articles of Association of the Company.

#### 2. Resolution No. 6

At the Meeting held on 30<sup>th</sup> August, 2022 the Board of Directors has approved issue of 100000- 6% Redeemable Non- Cumulative Preference Shares of Rs. 100 each aggregating to Rs. One Crore is one or more tranches to augment the working capital requirements of the Company on Private Placement basis.

The required disclosure pursuant to the Companies (Prospectus and Allotment of Securities) Rules, 2014 is given hereunder:

- |        |   |   |   |
|--------|---|---|---|
| (i)    | Particulars to offer  | : | Issue of 100000- 6% Redeemable Non-Cumulative Preference Shares of Rs. 100 each aggregating Rs. 1 Crore (Rupees One Crore only)   |
| (ii)   | Date of Passing Board Resolution                                      | : |   |
| (iii)  | Kinds of Securities   | : | 100000- 6% Redeemable Non-Cumulative Preference Shares of Rs. 100 each  |
| (iv)   | Price at which securities is being offered                            | : | Rs. 100 per share   |
| (v)    | Basis or justification for the price at which the offer is being made | : | Preference Shares are being made at face value and will be redeemed at face value.  |
| (vi)   | Name and address of the valuer who performed valuation                | : | As Preference Shares will be issued and redeemed at par, no valuation is considered necessary.  |
| (vii)  | Amount which the Company intends to raise by way of such securities   | : | Rs. 1 Crore (Rupees One Crore only).  |
| (viii) | Material terms of raising such securities                             | : | (a) These Preference Shares are being issued to augment the working capital requirement of the Company<br>(b) These Preference Shares will carry a notional Non-cumulative dividend of 6% |

- (c) These Preference Shares are Redeemable Shares and will be redeemed at par on the expiry of 20 years from the date of allotment. However, the company will have right to redeem the shares at any time after expiry of five years from the date of allotment but before expiry of 20 years
- (d) The Company proposes to issue these shares in one or more tranches within a period of 1 year from the date of passing the Resolution.
- (c) These Preference Shares will be subscribed by the companies in which Directors are interested

The Board recommends the resolution in the interest of the Company. The Directors may be deemed to be interested in the Resolution to the extent there shares are subscribed by the Companies in which directors are interested.

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

Registered Office  
5 & 7, Netaji Subhas Road  
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Dated: 30<sup>th</sup> August, 2022

Mudit Bajoria  
Director  
(DIN : 00015402)

## TEESTA VALLEY TEA CO. LIMITED

### 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 Register of Members and Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September, 2022 to 30<sup>th</sup> September, 2022 (both days inclusive).
- c) 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.
- d) 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.
- e) 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.
- f) The instructions for members for voting electronically are as under:-**

(i) The voting period begins on **27/09/2022** (09:00 A.M.) and ends on **29/09/2022** (05:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 23/09/2022**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) 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, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **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	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting &amp; voting during the meeting. 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 abovementioned website.

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

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30



(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• 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></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"><li>• 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 as mentioned in instruction (v).</li></ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant **TEESTA VALLEY TEA COMPANY LIMITED** on which you choose to vote.

- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporate” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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 Scrutinizer and to the Company at the email address viz; [eilevoting2014@gmail.com](mailto:eilevoting2014@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.
- (xvii) Mr. Babu Lal Patni, Practicing Company Secretary (Membership No.FCS 2304), has been appointed as the Scrutinizer to Scrutinize the remote e-voting process in a fair and transparent manner.
- (xviii) 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.

- (xix) 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.
- (xx) The Chairman or a person authorized by him in writing shall declare the result of voting forthwith.
- (xxi) The results declared along with Scrutinizer's Report shall be communicated to BSE Ltd, Where the shares of the company are listed.
- (xxii) Please Contact Company's registrar Maheshwari Datamatics Pvt. Ltd. Telephone No 033-22482248, Email Id: [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) for any further clarifications.
- (xxiii) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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Dated: 30<sup>th</sup> August, 2022

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