

Teesta Valley Tea Company Limited

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

Tel: (033) - 40402121 Fax:

Email: accounts@teestavalley.com Website: www.teestavalley.net

CIN:- L15491WB1876PLC000347

POSTAL BALLOT FORM

1. Name(s) & Registered Address of the sole / first named shareholder:
2. Name(s) of the Joint-Holder(s) if any:
3. i) Registered Folio No:
ii) * DP ID No. & Client ID No:
[*Applicable to Shareholders holding shares in dematerialised form]
4. No of Equity Share(s) held
5. I/We hereby exercise my/our vote(s) in respect of the Resolution as detailed in the Notice dated 19th February, 2018 convening Meeting of Equity Shareholders of Teesta Valley Tea Company Limited, as directed by the Hon'ble National Company Law Tribunal, Kolkata Bench, on Wednesday, 28th March, 2018 at 1:00 P.M. at 3, Netaji Subhas Road, Kolkata 700 001 by sending my/our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Resolution	No. of Shares	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
Approval of the Scheme of Amalgamation of The Bormah Jan Tea Company (1936) Limited with Teesta Valley Tea Company Limited.			

Place :

Date :

Signature of the Shareholder

or

Authorized Representative

ELECTRONIC VOTING PARTICULARS

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

Notes: (i) If you opt to cast your vote by remote e-voting or by poll at the venue of the meeting, there is no need to fill up and sign this form.

(iii) Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS FOR VOTING

1. In terms of an order dated 2nd February, 2018, of the Hon'ble National Company Law Tribunal, Kolkata Bench ("**Tribunal**"), made in Company Application No.562 of 2017, Equity Shareholders of the Company (hereinafter referred to as "**Members**" or "**Shareholders**") shall have the facility and option of voting on the aforesaid Resolution for approval of the Scheme by casting their votes in person or by proxy at the venue of the meeting to be held in terms of the said order on 28th March, 2018 for considering the said Resolution or by postal ballot/ electronic voting ("**remote e-voting**") during the respective periods as stated below:-

	Manner of voting	Commencement of voting	End of Voting
A.	Postal Ballot	9:00 a.m. 26th February, 2018	5:00 p.m. 27th March, 2018
B.	Remote e-voting	9:00 a.m. 26th February, 2018	5:00 p.m. 27th March, 2018
C.	Poll at venue of meeting	28th March, 2018 (upon poll being announced by Chairperson)	28th March, 2018 (till poll is open)

2. The Members may opt to exercise their votes only in one mode, i.e, by (a) postal ballot, (b) remote e-voting or (c) by poll at the venue of the meeting. In case they cast their vote by both Physical Ballot and remote e-voting, then voting done through remote e-voting shall prevail and voting done by Physical Ballot will be treated as invalid. Further, Members casting their votes by Postal Ballot and/or remote e-voting, as aforesaid, shall not be entitled to vote again by poll at the venue of the meeting, whether in person or by proxy. If they do so, the votes so cast by them at the venue of the meeting shall be treated as invalid.
3. It is however clarified that Shareholders casting their votes by postal ballot / remote e-voting, as aforesaid, shall nevertheless be entitled to attend and participate in the meeting along with the other Shareholders but shall not be entitled to vote again at the meeting, as stated above. At the venue of the meeting the votes shall be taken only physically by polling papers. Facility for postal ballot or remote e-voting shall not be available at the venue of the meeting.
4. The voting rights of the Equity Shareholders shall be in proportion to their Equity Shareholding in the Company as on the close of business on 19th February, 2018, being the cut-off date fixed by the Hon'ble Tribunal.
5. Voting by Postal Ballot or remote e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
6. The results of the voting shall be announced by the Chairperson on or before 31st March, 2018 upon receipt of the Scrutinizer's report and same shall be displayed on the website of the Company (www.teestavalley.com) and website of Central Securities Services (India) Limited ("**CDSL**"), being the agency engaged by the Transferee Company to provide remote e-voting facility to its members.

7. INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

- a) A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent or abstain in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- b) The Self-addressed envelope bears the name of the Scrutinizer appointed by the Hon'ble Tribunal and the address to which the same needs to be dispatched.
- c) The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
- d) Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on 27th March, 2018. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
- e) In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- f) Shareholders are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- g) There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
- h) A Member who has not received the postal ballot form, can download the same from the Company's website (www.teestavalley.com). In case a Member is desirous of obtaining a printed duplicate postal ballot form, he or she may send request by letter to the registered office of the Company or send e-mail from their registered email id to accounts@teestavalley.com. The Company shall forward the same along with postage prepaid self-addressed envelope to the Member. Such postal ballot form duly completed should reach the Scrutinizer not later than the last date for voting mentioned above.
- i) The votes should be cast either in favour of or against by putting the tick (v) mark in the column provided for assent or dissent or abstain. Postal Ballot Form bearing (v) in both the columns will render the Form invalid.
- j) Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.

8. INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MODE

The instructions for Members for remote e-voting are as under:

(a) In case of Shareholders' receiving e-mail from CDSL

- 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) 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 Bank details or 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">- 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).

- 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 {Teesta Valley Tea Co Limited}.
- 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 :
 - f) 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.
 - g) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - h) 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.
 - i) 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.
 - j) 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.

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.

19) In case of Shareholders’ receiving Notice along with Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (1) to Sl. No. (19) in (a) above, to cast vote.

20) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evotingindia.com.

- 21) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID+Client ID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (EVEN No+Folio No).

- 22) Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evotingindia.com.

- 23) The Portal for remote e-voting will remain open for voting from: Thursday, 26th February, 2018 at 09:00 a.m. to Friday, 27th March, 2018 at 05:00 p.m. (both days inclusive). The remote e-voting portal shall be disabled by NSDL thereafter.

9. The Members may contact (a) Mr. Rakesh Dalvi, Central Depository Services (India) Limited, Marathon Futurex, A Wing, 25th Floor, NM Joshi Marg, Lower Parel, Mumbai-400013, email: rakeshd@cdslindia.com, Phone: +91 22 2305 8542 to address any grievances with respect to remote e-voting and (b) Mr Bishnu Charan Dalai, Chief Financial Officer of the Transferee Company, 3, Netaji Subhas Road, Kolkata 700 001, email: accounts@teestavalley.com; Phone: +91 33 2248 3585 to address any grievances with respect to voting by Postal Ballot Form.