

Teesta Valley Tea Company Limited

CIN: L1549WB1876PLC000347
Registered Office: 5 & 7, Netaji Subhas Road, Kolkata: 700 001
Telephones: 033-2248-3585/6738/8704/6458
Fax No. : 033-2248-2762

PROXY FORM
FORM No. MGT-11

{Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014}

Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No./Client Id	
DP. Id:	

I/We, being the Member(s) of shares of the above named Company, hereby appoint

(1) Name:

Address:

E-mail Id:

Signature: , or failing him

(2) Name:

Address:

E-mail Id:

Signature: , or failing him

(3) Name:

Address:

E-mail Id:

Signature: , or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 146th Annual General Meeting of the Company, to be held on Friday, 30th September 2022 at 03.00 p.m. at 3, Netaji Subhas Road, 2nd Floor, Kolkata: 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description	Optional (✓)	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statement, consisting of Balance Sheet as at 31 st March, 2022 and the Statement of Profit & Loss Account and Cash Flow Statement for the year ended 31 st 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.		

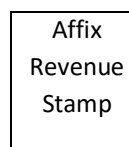
Resolution Number	Description	Optional (✓)	
		For	Against
4	<p>Increase in Authorised Share Capital from Rs.22500000/- to Rs. 30000000/-</p> <p>To Consider and if thought, to pass the following resolution as an ORDINARY RESOLUTION:</p> <p>“RESOLVED THAT pursuant to Section 13 and 61 of the Companies 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.</p> <p>“RESOLVED FURTHER THAT existing clause 5 in the Memorandum of Association of the Company be substituted by following new sub-clause 5.</p> <p>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”.</p>		
5	<p><u>Alteration of Article of Association of the Company</u></p> <p>To consider and, if thought fit, to pass the following resolution as a Special Resolution:</p> <p>“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 :</p> <p>4. The Authorised Share Capital of the Company is as stated in the Memorandum of Association of the Company”.</p>		

Resolution Number	Description	Optional (✓)	
		For	Against
6	<p><u>Issue of 100000- 6% Redeemable Non- Cumulative Preference Shares of Rs. 100 each.</u></p> <p>To Consider and if thought fit, to pass, the following Resolution as a SPECIAL RESOLUTION:</p> <p>“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.</p> <p>“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”.</p>		

Signed this _____ day of _____ 2022

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 5 & 7, Netaji Subhas Road, Kolkata – 700 001, not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statement and notes, please refer to the Notice of the 146th Annual General Meeting.