

Notice of Annual General Meeting

To The Shareholders

NOTICE is hereby given that the 38th Annual General Meeting of the members of Terai Tea Company Limited will be held on Friday, the 30th September, 2011 at 10.30 A.M. at its Registered Office i.e 10 Government Place (East), 1st Floor, Kolkata – 700069 to transact the following business:

AS ORDINARY BUSINESS:

- 1) To consider and adopt the Balance Sheet as at 31st March, 2011 and the Profit and Loss Account of the Company for the year ended on that date and Reports of Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Sri Sitaram Sharma, who retires by rotation but being eligible offers himself for re-election
- 3) To appoint a Director in place of Sri Rajesh Singhania, who retires by rotation but being eligible offers himself for re-election

- 4) To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** M/S. P. K. Shah & Co., Chartered Accountants, Siliguri (Registration no. 308150E) be and are hereby appointed as Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.”

By order of the Board
For Terai Tea Company Limited

Registered Office :

10, Government Place (East)
Kolkata-700 069
Dated : 16th August, 2011

Roshan Dave
Company Secretary
& Compliance Officer

NOTES :

- 1) **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting.**
- 2) The Equity Share transfer Registers of the Company will remain closed from September 23rd, 2011 to September 30th, 2011 (both days inclusive) for the purpose of Annual General Meeting.
- 3) Members desiring any information as regard accounts are requested to intimate the company

at least ten days before the meeting to enable the management to keep the information required readily available at the meeting.

- 4) 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 Electric Form and the security bears Code ISIN INE 390D1011.
- 5) 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 to the DP's, where the account is maintained, if held in demat form.
- 6) As per provisions of the Companies Act, 1956 facility for making nominations is available

for members in respect of the shares held by them. Nomination Forms can be obtained from the Company's Registrar and Transfer Agent.

- 7) Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange the particulars of the directors seeking appointment/reappointment at the meeting are annexed separately.
- 8) The Securities and Exchange Board of India (SEBI) vide Circular Ref. No. MRD/DoP/Cir-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transaction. Thereafter, vide Circular No. MRD/DoP/Cir-05/2007 dated May 20, 2009 it was clarified that for securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTAs for registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:

- a) Deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholder(s).
- b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
- c) Transposition of shares – when there is a change in the order names in which physical shares are held jointly in the names of two or more shareholders.
- 9) Members are requested to quote folio numbers in all their correspondence.

By order of the Board
For Terai Tea Company Limited

Registered Office :

10, Government Place (East)
Kolkata-700 069
Dated : 16 th August, 2011

Roshan Dave
Company Secretary &
Compliance Officer

**DETAILS OF DIRECTORS RETIRING BY ROTATION SEEKING RE-APPOINTMENT IN THE 38TH ANNUAL GENERAL MEETING
(Pursuant to Clause 49 of the Listing Agreement)**

NAME OF THE DIRECTOR	Sri Rajesh Singhania	Sri Sitaram Sharma
Date of Birth	December 11, 1971	April 11, 1944
Expertise in specific functional areas	Financial Management & Taxation matters	Tea Marketing and Administration matters.
Qualifications	B.Com(H), FCA, FCS, AICWA	B.A.
Details of shares held in the Company	800	NIL
Chairman /Member of the Committees of the Companies on which he is a Director *	NIL	NIL
List of Companies in which outside Directorships held	Sayedabad Tea Co. Ltd. Terai Overseas Ltd. Terai Infrastructures Ltd The Kharibari Tea Co.Ltd Terai Ispat & Trading Ltd. Kanchaanview Resorts Pvt. Ltd. Abhijit Tea Co. Pvt. Ltd. Shilpam Dealcom Pvt. Ltd. Terai Dooars Tea Co. Pvt. Ltd. Amit Ores Pvt. Ltd. Terai Resorts & Country Club Pvt. Ltd	East Indian Produce Ltd . The Kharibari Tea Co.Ltd. Sayedabad Tea Co. Ltd. Terai Distilleries Ltd. Terai Infrastructures Ltd. Terai Ispat & Trading Ltd. Jaldacca Tea Plantations Pvt. Ltd. Terai Financial Services Pvt. Ltd Shilpam Dealcom Pvt. Ltd. Bagdogra Tea Co. Pvt. Ltd. Abhijit Tea Co. Pvt. Ltd. Terai Dooars Tea Co. Pvt. Ltd.

*The Committees include Audit Committee and the Shareholders'/Investors' Grievance Committee.