TEESTA AGRO INDUSTRIES LIMITED

RAJGANJ, JALPAIGURI, WEST BENGAL, PIN -735134.
Ph. No. 254203, Fax No.: 254256, E-mail: teestaagro86@gmail.com
CIN - L24119WB1986PLC041245

NOTICE

Notice is hereby given that the 39th Annual General Meeting of the Members of TEESTA AGRO INDUSTRIES LIMITED will be held at Rajganj, Jalpaiguri, West Bengal, PIN- 735134, on Wednesday, the 27th day of August, 2025 at 11 A.M. to transact the following business: -

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of Company for the financial year ended March 31, 2025 together with the Reports of the Auditors and Directors thereonand in this regard, pass the following resolutions as an Ordinary Resolution:**

   "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted"

2. **To appoint a director in place of Mr. Inderdeep Singh(DIN:00879115) who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution.**

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Inderdeep Singh (DIN:00879115), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. **To appoint a director in place of Ms. Joginder Kaur (DIN-00550860) who retires by rotation and being eligible, offers herself for re-appointment as a Director and in this regard, pass the following resolution as an Ordinary Resolution.**

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Joginder Kaur (DIN- 00550860), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

4. **To Appointment the Statutory Auditors of the Company, and to fix their remuneration**

   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 Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Board, M/s. AGARWAL R G & ASSOCIATES, Chartered Accountants, (FRN: 329080E) be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a period of 5 (five) consecutive years commencing from the conclusion of this 39th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company to be held in the financial year 2029-30, at such remuneration as may be determined by the Board in consultation with the auditors in addition to reimbursement of all out of-pocket expenses to be incurred by them in connection with the audit."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix the remuneration payable to the Statutory Auditors and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS:

5. **To Resignation and Appointment of Statutory Auditors in casual vacancy**

To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. AGARWAL R G & ASSOCIATES, Chartered Accountants, (FRN.- 329080E), be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy for the FY 2025-26 caused due to merger of Firm of M/s. Mantry & Associates , Partner of Ms. Manjari Mantry, Chartered Accountants (Existing Auditor), to hold the office of Auditors from the date of the approval by share holders in 39th Annual General Meeting until the conclusion of the ensuing 39th Annual General Meeting of the Company on such remuneration as may be decided by the company."

RESOLVED FURTHER THAT Board of Directors of the Company, be and is hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file e-forms with Registrar of Companies."

6. **To Re-appoint and increase in Remuneration of Mr. Hardev Singh (DIN- 00550781) as Managing Director of The Company for a term of five years**

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

"RESOLVED THAT pursuant to the provisions of section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and based on the recommendation of Nomination & Remuneration Committee and subject to the approval of shareholders at the forthcoming Annual General Meeting, consent of the Board be and is hereby accorded for the increase in salary of Mr. Hardev Singh, Managing Director of the Company from Rs. 700,000 per month to Rs.10,00,000 per month with effect from 1st September, 2025 for his remaining term of appointment, i.e. upto 08.08.2029, other terms and conditions will remain same."

"RESOLVED FURTHER THAT pursuant to Section 196 (3) (a) and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of the shareholders at General Meeting consent of the Board of Directors be and is hereby accorded to Mr. Hardev Singh (DIN: 00550781) who has attained the age of Eighty Two years for holding and continue to hold office of the Managing Director for his present term of appointment."

"RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorised to take all such steps and to do all such acts as they may deem fit in the matter."

7. **To Re-appoint and increase the remuneration of Mr. Paramdeep Singh (DIN- 00550824) as Whole Time Director of The Company for a term of five years**

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

"RESOLVED THAT pursuant to the provisions of section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 the Nomination and Remuneration Committee be and hereby recommend to the Board for the increase in salary of Mr. Paramdeep Singh, Wholetime Director of the Company from Rs. 1,00,000/- per month to Rs.4,00,000 /- per month with effect from 1st September, 2025 for his remaining term of appointment, i.e. upto 08.08.2029, other terms and conditions will remain same."

8. **To increase Remuneration of Mr. Inderdeep Singh (DIN- 00879115) , Wholetime Director of the company**

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

"RESOLVED THAT pursuant to the provisions of section 196, 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 the Nomination and Remuneration Committee be and hereby recommend to the Board for the increase in salary of Mr. Inderdeep Singh (DIN- 00879115), Wholetime Director of the Company from Rs. 2,00,000/- per month to Rs.4,00,000/- per month with effect from 1st September, 2025 for his remaining term of appointment, i.e. upto 01.08.2026, other terms and conditions will remain same."

9. **Re-appointment of Mrs. Baishakhi Maity(DIN: 07208089) as Independent Director.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule IV of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) as amended from time to time and the Articles of Association of the Company and on recommendations of Nomination and Remuneration Committee and Board of Directors of the Company, Mrs. Baishakhi Maity (DIN: 07208089) who holds the office as Independent Director up to 31st May, 2024 and being eligible, offers herself for re-appointment and who has submitted a declaration confirming the criteria of independence in accordance with the Act and the Listing Regulations and who is eligible for reappointment for a second term under the provisions of the Companies Act, 2013 and Rules made thereunder and Listing Regulations be and is hereby re-appointed as Independent Director of the Company to hold office for a further period of 5 years with effect from 31st May, 2024 to 31st May, 2029."

10. Ratification of Remuneration Payable to The Cost Auditor M/s. D. Sabyasachi & Co. of the Company for the Financial Year ending March 31, 2025

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**.

"**RESOLVED** that, pursuant to section 148(3) of the Companies, Act, 2013 and Rule 6(2) of the Companies (Cost Records and Audit Rules) 2014, M/s. D. Sabyasachi & Co., Cost Accountants(Registration No. 000369) be and are hereby appointed as the Cost Auditors of the company to conduct audit of cost Records made and maintained by the company pertaining to " Single Super Phosphate Fertilizer, Sulphuric Acid and Mixture Fertilizer for the financial Year commencing on 1st April,2025 and ending on 31st March, 2026 at a remuneration of Rs.52,000 (Rupees Fifty two thousand only) plus Service Tax and reimbursement of out of pocket expenses."

11. To Consider and recommend appointment of M/s. Rantu Das& Associates, Company Secretaries as Secretarial Auditor of the Company.

To consider, and if thought fit, to pass the following Resolution as an Ordinary **Resolution:**

"REOLVED THAT pursuant to the provisions of Section 204 of the Companies Act 2013 ("Act") and other applicable provisions, if any, read with rule 9 of the Companies (Appointment and Remuneration of Managerial personnel) Rules 2014 as amended till date, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and basis the recommendation of the Board of Directors of the Company, approval of Shareholders be and is hereby accorded to appoint CS Rantu Kumar Das (C.P. No. 9671/ M. No. FCS 8437) Partner of M/s Rantu Das& Associates, Company Secretaries, having a Peer Review Certificate No. 2929/2023 issued by the Peer Review Board of ICSI, as Secretarial Auditor of the Company to conduct Secretarial Audit for a term of Five consecutive years from the Financial Year 2025-26 till the Financial Year 2029-30, at a remuneration as mutually agreed upon by the Board of Directors and the Auditors."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Tesla Agro Industries Ltd. Kol-26

By Order of the Board
For Teesta Agro Industries Limited

Place: Rajganj, Jalpaiguri
West Bengal - 735134
Dated: 29.07.2025

Hardev Singh
(Managing Director)
DIN: 00550781

NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFITY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%) 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 PROXY FOR ANY OTHER PERSON OF MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

3. Pursuant to Section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from **Wednesday, 20th day of August**, 2025 to **Wednesday 27th day of August, 2025** (both days inclusive) for the purpose of forthcoming Annual General Meeting to be held on 27.08.2025.

4. Members are requested to inform, of any change in their address, to the Share Transfer Agent of the Company immediately.

5. Members, who are holding shares in identical order of names in more than one account, are requested to intimate to the Company, the ledger folio of such accounts together with the Share Certificate(s) to enable the Company to consolidate all holdings into one account. The Share Certificates will be returned to the members after making the necessary endorsements in due course.

6. Members/Proxies should bring the attendance slip sent herewith, duly filled in, for attending the meeting and also their copies of the Annual Report.

7. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the listed Companies may send the notice of annual general meeting and the annual report, including, Financial Statement, Board Report etc, by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email Ids with their respective depository participants or with the share transfer agent of the company.

8. To receive shareholders' communications through electronic means, including annual reports and notice, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their - email address with Maheshwari Datamatics Pvt. Ltd. on mdpldc@yahoo.com

9. Documents referred to in the Notice and the statement under section 102 of the Companies Act, 2013, shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, up to the date of the meeting.

10. Shareholders are also requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory demat mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate (if already complied with, please ignore this).

    Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated 18th May 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the Company and RTA.

11. The Securities and Exchange Board of India ("SEBI") vide its Circular dated 16th March, 2023 has mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by physical holders of securities in prescribed forms.

12. Electronic copy of the Annual Report for 2024-25 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2024-25 is being sent in the permitted mode.

    In terms of SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 owing to the difficulties involved in dispatching of physical/hard copies of full annual report to shareholders are being sent in electronic mode to members those email address is registered with the Company or the Depository Participant (s). The members who have not updated their email address are requested to do so immediately since the requirement of sending physical copies of annual report are dispensed with.

13. Members may also note that the Notice of the 39thAnnual General Meeting and the Annual Report for 2024-25 will also be available on the Company's website www.teestaagro.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Mazabari, Jalpaiguri, West Bengal for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: www.teestaagro.in.

14. **Voting through electronic means**

In terms of the provisions of section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the listing agreement, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on **20th day of August**, 2025 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Central Depository Services (India) Limited (CDSL).The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 39th Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. The company has appointed CS Rantu Kumar Das (FCS-8437), Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The instructions to members for voting electronically are as under: -

The instructions for members for voting electronically are as under: -

(i) The voting period begins on **24.08.2025** (10:00 A.M.) and ends on **26.08.2025** (5:00 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 20.08.2025**, 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.

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**	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 arehttps://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat

	Account. After successful authentication, user will be able to see the e-Voting option where the e voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	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: https://eservices.nsdl.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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.
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

Login type	Helpdesk details
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 helpdesk.evoting@cdslindia.comor 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 evoting@nsdl.co.in 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.

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 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:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
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. • 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).

	Account. After successful authentication, user will be able to see the e-Voting option where the e voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	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: https://eservices.nsdl.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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.
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.

(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 AGRO INDUSTRIES 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 and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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 , 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. **Rantu Kumar Das,** Practicing Company Secretary(Membership No.FCS8437), 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.comfor 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

15. Information required to be furnished under the Listing Agreement. The Names and Address of the Stock Exchanges where Company's share is listed.

1. Bombay Stock Exchange Ltd. (Stock code :524204)
   Phiroze Jeejeebhoy Towers,
   Dalal Street,
   Mumbai – 400 001

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The Listing Fees for the year 2024-2025 has been paid in time to BSE Ltd.

Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 5

M/s. Mantry & Associates (Old Auditor), Chartered Accountants (FRN: 315048E), the existing Auditors of the Company has resigned from the office of Statutory Auditor of the Company on 16.06.2025, resulting into a casual vacancy in the office of Auditors for the FY 2025-26. In terms of the provision of Section 139(8) of the Companies Act, casual vacancy arising due to resignation of Auditor can be filled by the Board of Directors within 30 Days subject to approval of Shareholders at a general meeting convened within three months of the recommendation of the Board.

Therefore, the Board of Directors of the Company in its meeting dated 23.07.2025 proposed the appointment of M/s. AGARWAL R G & ASSOCIATES (New Auditor), Chartered Accountants (FRN: 329080E), as Statutory Auditors to fill the casual vacancy caused by resignation of M/s. Mantry & Associates (Old Auditor), Chartered Accountants.

AGARWAL R G & ASSOCIATES (New Auditor), Chartered Accountants (FRN: 329080E), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that their appointment if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The Board hereby lays the matter in the General Meeting of the Company for consideration of members and the same is to be passed as Ordinary Resolution.

None of the directors of the Company is concerned or interested in the proposed resolution

Item No. 6

Reappointment of Mr. Hardev Singh (DIN- 00550781) as Managing Director. The tenure of Mr. Hardev Singh (DIN- 00550781) as the Managing Director of the Company is due to expire on 09.08.2024. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 04.07.2024 approved the reappointment of Mr. Hardev Singh (DIN- 00550781) as Managing Director for a further period of 5 years, with effect from 09.08.2024, subject to the approval of the shareholders and such other approvals as may be necessary.

Mr. Hardev Singh (DIN- 00550781) has been associated with the Company since 1989 and has significantly contributed to its growth and success. Considering his leadership, experience, and continued contribution, the Board considers the reappointment to be in the best interest of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved the revision in the remuneration of Mr. Hardev Singh (DIN- 00550781), Managing

Director of the Company, for the remaining tenure of his appointment, subject to the approval of the shareholders and such other approvals as may be required.

The revised remuneration, including salary, perquisites, benefits, and commission, will be within the limits prescribed under Sections 196, 197, and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the passing of the resolution as a Special Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives, except Mr. Hardev Singh (DIN- 00550781), to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution.

Item No-7

Reappointment of Mr. Paramdeep Singh (DIN- 00550824) as Wholetime Director. The tenure of Mr. Paramdeep Singh (DIN- 00550824) as the Wholetime Director of the Company is due to expire on 09.08.2024. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 04.07.2024 approved the reappointment of Mr. Paramdeep Singh (DIN- 00550824) as Wholetime Director for a further period of 5 years, with effect from 09.08.2024 subject to the approval of the shareholders and such other approvals as may be necessary.

Mr. Paramdeep Singh (DIN- 00550824) has been associated with the Company since 2002 and has significantly contributed to its growth and success. Considering his leadership, experience, and continued contribution, the Board considers the reappointment to be in the best interest of the Company.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved the revision in the remuneration of Mr. Paramdeep Singh (DIN- 00550824), Whole time Director of the Company, for the remaining tenure of their appointment, subject to the approval of the shareholders and such other approvals as may be required.

The revised remuneration, including salary, perquisites, benefits, and commission, will be within the limits prescribed under Sections 196, 197, and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the passing of the resolution as a Special Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives, except Mr. Paramdeep Singh (DIN- 00550824), to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution.

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Item No- 8

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has approved the revision in the remuneration of Mr. Inderdeep Singh (DIN- 00879115), Wholetime Director of the Company, for the remaining tenure of their appointment, subject to the approval of the shareholders and such other approvals as may be required.

The revision in remuneration is proposed in recognition of the contributions made by Mr. Inderdeep Singh (DIN- 00879115) towards the growth and performance of the Company, and to bring their remuneration in line with industry standards and peer companies.

The revised remuneration, including salary, perquisites, benefits, and commission, will be within the limits prescribed under Sections 196, 197, and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the passing of the resolution as a Special Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives, except Mr. Inderdeep Singh (DIN- 00879115), to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution.

Item No-9

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, has proposed the re-appointment of Mrs. Baishakhi Maity (DIN: 07208089), as an Independent Director of the Company, for a second term of 5 years with effect from 31.05.2024 to 31.05.2029 subject to the approval of the shareholders by way of a special resolution.

Mrs. Baishakhi Maity (DIN: 07208089) was appointed as an Independent Director of the Company for the first term commencing from 31.05.2019 and her current term expires on 31.05.2024. The performance evaluation of Mrs. Baishakhi Maity (DIN: 07208089) was carried out in accordance with the policy adopted by the Board and she continues to fulfill the criteria of independence as specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Mrs. Baishakhi Maity (DIN: 07208089) has provided her consent to continue as an Independent Director and has submitted the declaration confirming that she is not disqualified under Section 164 of the Act and meets the criteria of independence.

In the opinion of the Board, Mrs. Baishakhi Maity (DIN: 07208089) is a person of integrity, possesses relevant expertise and experience, and her association would be beneficial to the Company. She is independent of the management and satisfies the conditions specified in the Act and the SEBI Listing Regulations for reappointment as an Independent Director.

The Board recommends the passing of the special resolution as set out in the accompanying Notice for the approval of the members.

None of the Directors, Key Managerial Personnel or their relatives, exceptMrs. BaishakhiMaity (DIN: 07208089), to whom the resolution relates, is concerned or interested, financially or otherwise, in the resolution.

Item No- 10

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of M/s. D. Sabyasachi & Co. Cost Auditors to conduct the Audit of the cost records of the Company for the financial year 2025-26.

In accordance with the provisions of Section 148 of the Act read with the relevant provisions of Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 52,000/- plus taxes as applicable and out of pocket expenses, was recommended by the Board and Audit Committee as payable to the Cost Auditors. The shareholders of the company are requested to approve the said remunerations, if so, thought fit.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Special Business under Item No. 8 of the Notice, for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2026.

The Board recommends the resolution for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company, and their relatives are in any way, concerned or interested, financial or otherwise of the aforesaid resolution except to the extent of their shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financially or otherwise).

Item No- 11

The Board of Directors of the Company at its meeting held on 30th May, 2025, recommended appointment of CS Rantu Kumar Das (C.P. No. 9671 / M. No. F8437) partner of M/s Rantu Das & Associates, Company Secretaries, having a Peer Review Certificate No. 2929/2023 issued by the Peer Review Board of ICSI, as Secretarial Auditor of the Company to conduct Secretarial Audit for a term of five consecutive years from the Financial Year 2025-26 till the Financial Year 2029-30, at a remuneration as mutually agreed upon by the Board of Directors and the Auditors.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 9 of the Notice.

The Board of Directors have recommended the Ordinary Resolution forming part of Item No.9 of the accompanying Notice to the shareholders for approval.

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Annexure -1

Details of Directors seeking appointment/re-appointment at the 39th Annual General Meeting [According to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards - 2 on General Meetings issued by the ICSI]:

Particulars	Mr. Inderdeep Singh	Ms. Joginder Kaur
DIN:	00879115	00550860
Date of Birth	08.11.1977	15.03.1954
Date of first appointment on the Board	05.02.1998	09.03.1990
Expertise in specific functional areas	Commerce	Commerce
Qualification	Graduate	Graduate
Designation	Whole-time Director	Executive Director
Directorship held in other public companies (excluding Foreign Companies and Section 8 Companies)	-	-
Memberships/Chairmanships of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil	Nil
No of shares held in the Company	150602	587600
Relationship between Managing Directors inter-se	Son	Wife

By Order of the Board
For Teesta Agro Industries Limited

Place: Rajganj, Jalpaiguri
West Bengal - 735134
Dated: 29.07.2025

Hardev Singh
(Managing Director)
DIN: 00550781