



TEESTA AGRO INDUSTRIES LIMITED

**BOARD OF DIRECTORS**

Managing Director  
Sri Hardev Singh

**Directors**

Smt. Joginder Kaur  
Sri Paramdeep Singh  
Sri Inderdeep Singh  
Sri U. C. Sahoo  
Sri A. K. Tripathy  
Sri Sudesh Kumar  
Sri Subash Chandra Samantaray  
Smt. Ananya Dey

**Secretary**

Sri J. Tiwari

**Auditors**

Mantry & Associates

**Bankers**

State Bank of India  
Allahabad Bank

**Corporate Office**

5A, Valmikee Street,  
Kolkata - 700 026

**Registered Office & Works**

Rajganj, Jalpaiguri, West Bengal, Pin : 735134

**Share Registrar**

Maheshwari Datamatics Pvt. Ltd.  
6, Mangoe Lane( Surendra Mohan Ghosh Sarani),  
2nd Floor, Kolkata - 700 001



**TEESTA AGRO INDUSTRIES LIMITED**

**NOTICE**

Notice is hereby given that the 30th Annual General Meeting of the Members of TEESTA AGRO INDUSTRIES LIMITED will be held at Rajganj, Jalpaiguri, West Bengal, PIN- 735134, on Thursday, the 29th September, 2016 at 10 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, 2016 together with the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mrs. Joginder Kaur (holding DIN-00550860) who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint a Director in place of Mr. Umesh Chandra Sahoo (holding DIN-00550108) who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Mr. Saketh Kumar Agarwal proprietor of M/s Saketh Agarwal & Associates, Chartered Accountants, vide Membership No.-308283 with Firm Registration No.-329093E office at Opposite Heat Travel & Tours, Vidhyasagar Road, Khalpara, Siliguri- 734005 as Statutory Auditors of the company for the F.Y.-2016-17 in place of M/s. Mantry & Associates, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

**SPECIAL BUSINESS:**

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

RESOLVED that Mrs. Ananya Dey (holding DIN -01297763), who was appointed as Additional Director by the Board of Directors of the Company with effect from 1st. day of July, 2016 under Section 161(1) of the Act and the Companies (Appointment and Qualification of Director) Rules, 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act., signifying his intention to propose the candidature of Mrs. Ananya Dey for the office of Director be and is hereby appointed as a Director of the company."

**TEESTA AGRO INDUSTRIES LIMITED**



RESOLVED further that pursuant to the provisions of Section 149, 150 and 152 read with Schedule -IV and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), Mrs. Ananya Dey, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment as an independent Director of the company to hold office for five consecutive years up to the fifth AGM of the Company to be held in the year 2021, not liable to retire by rotation.

By Order of the Board  
For Teesta Agro Industries Limited

Place: 25, Bardhaman Road  
Siliguri : 734005  
Date : 29th. August, 2016

J. Tiwari  
(Company Secretary)



## TEESTA AGRO INDUSTRIES LIMITED

### 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 FIFTY (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 Monday, 26th day of September, 2016 to Thursday 29th day of September, 2016 (both days inclusive) for the purpose of forthcoming Annual General Meeting to be held on 29.09.2016.
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 [mdpl@cal.vsnl.net.in](mailto:mdpl@cal.vsnl.net.in)



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, upto the date of the meeting.
10. Electronic copy of the Annual Report for 2015-16 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 2015-16 is being sent in the permitted mode.
11. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website [www.teestaagro.in](http://www.teestaagro.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Mazabari, Rajganj 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](mailto:www.teestaagro.in).
12. 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) Rules, 2015 (hereinafter called "the Rules" for the purpose of this section of the Notice) and clause 35B of 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 22nd September, 2016 (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 30th 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, 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 shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2016 (9 a.m.) and ends on 28th September, 2016 (5 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 22nd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



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- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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 voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>"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 digits of the sequence number in the PAN field.</p> <p>"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 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>"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 (iv).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.



- (x) 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 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant TEESTA AGRO INDUSTRIES LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non - Individual Shareholders and Custodians



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- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- 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.

(xxi) 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).

### **B. General instruction:**

- i. The E-voting period commences from 9.00 a.m. on 26th. September, 2016 and ends at 5.00 p.m. on 28th September, 2016.

During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of 22nd September, 2016, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- ii. The Company has appointed CS Rantu Das & Associates, Practising Company Secretary, having office address at 73B, S. P. Mukherjee Road, Kolkata - 700026, as the Scrutiniser to the e-voting process, in a fair and transparent manner, whose e-mail address is : [scrutiniser@teestaagro.in](mailto:scrutiniser@teestaagro.in)
- iii. The Scrutiniser shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- iv. In the event of a poll, please note that the members who have exercised their right to vote by electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast through e-voting shall be counted for the purpose of passing of resolution(s).





- v. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 30th Annual General Meeting of the Company scheduled to be held on 29th September, 2016. At the said Annual General Meeting, the Chairman shall declare the results of voting on the resolutions set out in the Notice. The results declared along with the Scrutiniser's Report shall be placed on the Company's website [www.teestaagro.in](http://www.teestaagro.in) and on the website of CDSL - [www.evotingindia.com](http://www.evotingindia.com), within two days of the passing of the resolutions at the 30th Annual General Meeting of the Company and shall also be communicated to the Stock Exchange.

**Statement pursuant to Section 102 of the Companies Act, 2013.**

**Item No. 4**

The Board of Directors appointed Mrs. Ananya Dey as Additional Director of the Company w.e.f. 01.07.2016 pursuant to Section 161(1) of the Companies Act.,2013 ("the Act.").

Mrs. Ananya Dey as a Graduate and has a more than ten years experience in various industries.

As an Additional Director Mrs. Ananya Dey will hold office only up to the date of forthcoming Annual General Meeting. In terms of Section 149 and any other applicable provisions of the Companies Act.2013 , Mrs. Ananya Dey eligible and offering herself for appointment is proposed to be appointed as an Independent Director for five consecutive years up to the fifth consecutive Annual General Meeting of the Company to be held on the year 2021 , not liable to retire by rotation. A notice has been received from a Member proposed Mrs. Ananya Dey as a candidate for the office of Director of the Company.

In the opinion of the Board Mrs. Ananya Dey fulfills the conditions specified in the Companies Act., 2013 and rules made there under for her appointment as an Independent Director of the Company. Copy of the draft of appointment of Mrs. Ananya Dey as an Independent Director setting out the terms and conditions would be applicable for inspection without any fee by the Members at the Registered Office of the company during normal business hours on any working day.

The Board considers that her continued association would be immense benefit to the company.

Save and except Mrs. Ananya Dey, none of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way concerned or interested, financial or otherwise in the aforesaid Special Resolution except to the extent of their shareholdings in the Company.

By Order of the Board  
For Teesta Agro Industries Limited  
**J. Tiwari**  
Company Secretary

Place : 25 Bardhaman Road  
Siliguri - 734005  
Date : 29th. August, 2016

**BOARD REPORT**

Dear Members,

Your Directors have pleasure in presenting the 30th Annual report on the affairs of the Company together with the Audited Statement of Accounts for the year ended on 31st March, 2016.

**Financial Summary or performance of the company:**

<b>PARTICULARS</b>	<b>2016</b>	<b>2015</b>
Revenue from Operations	678493951/-	744601915/-
Other Income	20473851/-	33698330/-
Total Income	698967802/-	778300245/-
Total Expenses	685094885/-	742943307/-
Profit/Loss before Taxation	13872917/-	35356938/-
Less : Provision for Taxation		
Current Tax	(4864045)/-	(8614177)/-
Deferred Tax	142691/-	314811/-
Profit/(Loss) carried forward	164786334/-	155634770 /-
Earnings per Share (F.V. Rs. 10/- each)		
Basic	1.63	4.82
Diluted	1.64	4.86

**Operations:**

The Company has reported income for the current year ₹ 698967802/- as compared to ₹ 778300245/- in the previous year. The Net Profit for the year under review amounted to ₹ 13872917/- in the current year as compared to ₹ 16051360/- in the previous year.

**Dividend:**

In order to plough back the profit, your Directors do not recommend any dividend for the year under review.

**Share Capital:**

There has not been any change in the Paid Up Capital of your company during the year under review. The Paid Up Capital stands at ₹ 557 lac.

**Listing Agreement:**

The Listing Agreement entered into by the Company with the BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Company has paid listing fee for Financial Year 2016-17.