

TEESTA VALLEY TEA CO. LIMITED
3, Netaji Subhas Road, Kolkata – 700 001
Tel : 033 2248 3585/0313, 22482762 (Fax)
e-mail : accounts@teestavalley.com
website : www.teestavalley.net
CIN : L15491WB1876PLC000347

NOTICE

Notice is hereby given that the 150th Annual General Meeting of the Members of Teesta Valley Tea Co Ltd. will be held at “McLeod House”, 3, Netaji Subhas Road, 2nd Floor, Kolkata: 700 001 on Tuesday, the 29th September, 2026 at 3.30 P. M. to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement, consisting of Balance Sheet as at 31st March, 2026 and the Statement of Profit & Loss Account and Cash Flow Statement for the year ended 31st March, 2026 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.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, the following Resolution as a SPECIAL RESOLUTION:

Re-appointment of Mr. Dhruv Bajoria (DIN: 07935582) as Independent Director for second term of 5 (five) years w.e.f. 07.07.2026.

“RESOLVED THAT pursuant to the provisions of section 149, 150 and 152 read with schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Dhruv Bajoria (DIN: 07935582) be and is hereby appointed as Independent Director for second term for a consecutive period of 5(five) years w.e.f. 07.07.2026 i.e. from 07.07.2026 to 06.07.2031 who shall not be liable to retire by rotation”.

5. To consider and, if thought fit, to pass, the following Resolution as a SPECIAL RESOLUTION:

Re-appointment of Mr. Ram Kishan Nowal (DIN: 00310028) as Independent Director for second term of 5 (five) years w.e.f. 07.07.2026.

“RESOLVED THAT pursuant to the provisions of section 149, 150 and 152 read with schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Mr. Ram Kishan Nowal (DIN: 00310028) be and is hereby appointed as Independent Director for second term for a consecutive period of 5(five) years w.e.f. 07.07.2026 i.e. from 07.07.2026 to 06.07.2031 who shall not be liable to retire by rotation”.

6. To consider and if thought fit, to pass with or without modification(s) the follow Resolution as an ORDINARY RESOLUTION :

“**RESOLVED** that Mrs. Laxmi Matholia (DIN: 09145857), be and is hereby appointed as a Director of the Company liable to retire by rotation.”

Registered Office
3, Netaji Subhas Road
Kolkata: 700 001
Dated: 1st Sept., 2026

By Order of the Board
Teesta Valley Tea Co. Ltd.

Ram Kishan Nowal
Director
(DIN : 00310028)

TEESTA VALLEY TEA CO. LIMITED

Information on Directors seeking Appointment / Re-appointment Pursuant to the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No.2 of the Notice

Sl. No.	Particulars	Mr. Bharat Bajoria
1	Director Identification No. (DIN)	00109241
2	Date of Birth	12/03/1953
3	Date of First Appointment	02/02/1998
4	Qualification	B.Sc. from Calcutta University
5	No. of Shares held	17615
6	Nature of Expertise	Business & Industrial Expertise of above 5 decades.
7	Relationship Between Directors Inter –Se	None
8	Other Directorship	Banarhat Investment Co. Pvt. Ltd. Birdie Trading Pvt. Ltd. The Bormah Jan Tea Company (1936) Ltd. Teesta Valley Exports Ltd. Speedways International Pvt. Ltd. McLeod & Co. Ltd. Trishul Co. Pvt. Ltd. The Budge Budge Investment Co. Pvt. Ltd. Mohanbari Investment Co. Pvt. Ltd. Dhunseri Ventures Ltd.

Item No.4 of the Notice

Sl. No.	Particulars	Mr. Dhruv Bajoria
1	Director Identification No. (DIN)	07935582
2	Date of Birth	21/11/1994
3	Date of First Appointment	07/07/2021
4	Qualification	Graduate
5	No. of Shares held	NIL
6	Nature of Expertise	10 years of Industrial & Administration Experience
7	Relationship Between Directors Inter –Se	None
8	Other Directorship	Baghmari Tea Co. Ltd. The Bormah Jan Tea Company (1936) Ltd. Huldibari Industries & Plantation Co. Ltd. Terai Tea Co. Ltd. Classique Trade Holdings Ltd. Langlai Tea And Industries Ltd. Saman Tea Pvt. Ltd. Sabrang Steel Pvt. Ltd. Imprint Marketing Pvt. Ltd.

Item No.5 of the Notice

Sl. No.	Particulars	Mr. Ram Kishan Nowal
1	Director Identification No. (DIN)	00310028
2	Date of Birth	17/11/1954
3	Date of First Appointment	14/11/2019
4	Qualification	B.Com.
5	No. of Shares held	NIL
6	Nature of Expertise	45 years in Accounts & Taxation
7	Relationship Between Directors Inter –Se	None
8	Other Directorship	Zen Industrial Services Ltd. The Tingamira Tea Seed Co. Ltd. Sentinel Financial Services Ltd. Orlando Holdings Ltd. The Budge Budge Investment Co. Pvt. Ltd. Pawansut Trusteeship Pvt. Ltd. Bodhi Tree Trusteeship Pvt. Ltd. McLeod & Co. Ltd.

Item No.6 of the Notice

Sl. No.	Particulars	Mrs. Laxmi Matholia
1	Director Identification No. (DIN)	09145857
2	Date of Birth	20/04/1974
3	Date of First Appointment	01.09.2026
4	Qualification	B.Com.
5	No. of Shares held	NIL
6	Nature of Expertise	Administration Experience over 5 years.
7	Relationship Between Directors Inter –Se	None
8	Other Directorship	Zen Industrial Services Ltd.

Registered Office
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Dated: 1st Sept., 2026

By Order of the Board
Teesta Valley Tea Co. Ltd.

Ram Kishan Nowal
Director
(DIN : 00310028)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4 & 5**

Mr. Dhruv Bajoria & Mr. Ram Kishan Nowal were appointed as Independent Director at the Board Meeting held on 15.06.2026, subject to the approval of the shareholders at the General Meeting for the second term of a consecutive period of 5 years w.e.f. 07.07.2026 on completion of 1st term of appointment of 5 years. Nomination and Remuneration Committee has approved their appointment as Independent Directors.

In the opinion of the Board each of Mr. Dhruv Bajoria and Mr. Ram Kishan Nowal fulfill the conditions specified in the Act and meets the criteria of independence specified in Sec.149(6) of the Act. and Rules made thereunder for appointment as Independent Directors. The Board consider that the continued association of the aforesaid persons would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly the Board recommend the resolution set out at Item No.4 & 5 of the convening Notice for approval by the Share-holders of the Company.

Mr. Dhruv Bajoria and Mr. Ram Kishan Nowal and their relatives may be considered to be interested in the respective Resolution in so far as they relate to them individually. No other Director and/or Key Managerial Personnel of the Company or their relatives in concerned or interested, financially or otherwise, in respect of the said resolutions.

ITEM NO. 6

At the Board Meeting held on 01.09.2026 Mrs. Laxmi Matholia (09145857) was appointed as an Additional Director of the Company. She holds the office till the date of ensuing Annual General Meeting. Considering her vast experience the Board of Directors is of the opinion that her appointment will be beneficial to the interest of the Company. The Board has recommend her appointment as a Director of the Company.

Except Mrs. Laxmi Matholia and her relatives and none of the Directors and/or Key Managerial Personnel are interested in the resolution.

Registered Office
3, Netaji Subhas Road
Kolkata: 700 001
Dated: 1st Sept., 2026

By Order of the Board
Teesta Valley Tea Co. Ltd.

Ram Kishan Nowal
Director
(DIN : 00310028)

TEESTA VALLEY TEA CO. LIMITED

NOTES:

- a) A Member entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote thereat instead of himself. A Proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office situated at 3, Netaji Subhas Road, Kolkata : 700 001 not less than forty-eight hours before the Meeting.

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.

- b) The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2026 to 29th September, 2026 (both days inclusive).
- c) A Member desirous of getting any information on the accounts or operations of the Company is requested to forward his queries to the Company at least seven days prior to the Meeting so that the required information can be made available at the Meeting.
- d) Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- e) In case of joint holders, attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the meeting.

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

(i) The voting period begins on **26/09/2026** (09:00 A.M.) and ends on **28/09/2026** (05:00 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 22/09/2026**, 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.

(iv) 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 are https://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 evoting 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.com or 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).

- (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 VALLEY TEA COMPANY 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 “Corporate” 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; accounts@teestavalley.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

- (xvii) Mr. Babu Lal Patni, Practicing Company Secretary (Membership No. FCS 2304), 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 The Calcutta Stock Exchange 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: contact@mdplcorporate.com for 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.

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3, Netaji Subhas Road
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Dated: 1st Sept., 2026

By Order of the Board
Teesta Valley Tea Co. Ltd.

Ram Kishan Nowal
Director
(DIN : 00310028)