

IFB AGRO INDUSTRIES LIMITED

CIN: L01409WB1982PLC034590

Regd. Office:

Plot No-IND 5, Sector-1, East Kolkata Township, Kolkata-700107 | Phone: 033-3984-9675

Email: complianceifbagro@ifbglobal.com | Website: www.ifbagro.in



Notice to the Members

Notice is hereby given that the 43rd Annual General Meeting (“AGM”) of the members of IFB Agro Industries Limited will be held on 30th day of July, 2025, Wednesday, at 12.30 P.M. (IST) at Raajkutir, Rangmanch, 89C, Maulana Abul Kalam Azad Sarani, Phool Bagan, Kankurgachi, Kolkata, West Bengal - 700 054, to transact the following business: -

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors (“the Board”) and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2025 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Arup Kumar Banerjee (DIN: 00336225), who retires by rotation and, being eligible, offers himself for re-appointment as a Director.

SPECIAL BUSINESS

3. **Re-appointment of Mr. Arup Kumar Banerjee (DIN: 00336225) as Executive Vice Chairman**

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

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and the relevant provisions of the Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment, modification, variation or reenactment thereof and based on the recommendation of Nomination and Remuneration Committee, consent of the members be and is hereby accorded to re-appoint Mr. Arup Kumar Banerjee (DIN: 00336225), liable to retire by rotation as a Whole-time Director designated as Executive Vice Chairman of the Company for a period of two years w.e.f. 30th July, 2025 and to continue beyond the age of 70 years, on the terms and conditions including remuneration as set out in explanatory statement attached hereto and forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and Schedule V to the Companies Act, 2013 in case of no profits / inadequate profits during any financial year / period in between.”

“**RESOLVED FURTHER THAT** notwithstanding anything contained in Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendments / re-enactment thereof or any revised/ new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the remuneration as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Mr. Arup Kumar Banerjee, (DIN: 00336225) as Executive Vice Chairman of the Company even if it exceeds the various stipulated limits the Companies Act, 2013 or the rules related thereto during any financial year / period in between.”

“**RESOLVED FURTHER THAT** the Board (the term “Board” includes Board of Directors of Company) and the Nomination and Remuneration Committee be and is hereby authorized to vary and / or modify the terms and conditions in remuneration, payable to the appointee in such manner as may be agreed upon between the Board/Committee and the appointee.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, and things and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director/Company Secretary of the Company to give effect to the aforesaid resolution.”

4. Appointment of M/s. LABH & LABH Associates, Company Secretaries as Secretarial Auditor of the Company

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

“RESOLVED THAT pursuant to the provision of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 and Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, [including any statutory modification(s) or reenactment(s) thereof] upon, the recommendation of the Audit Committee and Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for appointment of M/s. LABH & LABH Associates, Company Secretaries (Firm Registration No. : P2025WB105500) as the Secretarial Auditor of the Company for a period of 5 consecutive Financial Years i.e. 2025-2026 to 2029-2030 at such remuneration to be fixed by the Board of Directors of the Company from time to time.”

By the Order of the Board

Registered Office:

Plot No. IND-5, Sector - 1
East Kolkata Township, Kolkata - 700 107
CIN: L01409WB1982PLC034590
Email: complianceifbagro@ifbglobal.com
Website: www.ifbagro.in
Date: 30th May, 2025

Kuntal Roy
Company Secretary
(ICSI Membership No:- ACS 36912)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) 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 OF THE COMPANY. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that 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. The holder of proxy shall prove his/her identity at the time of attending the meeting.

2. When a member appoints a proxy and both the member and proxy attend the Meeting, the attendance of the proxy stands automatically revoked.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days advance notice in writing is given to the Company. Members/Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the meeting. Proxies are requested to bring their identity proof at the meeting for the purpose of identification.
4. Relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment and proposed to be reappointed at this AGM are also annexed to this Notice.
5. The landmark and route map to the AGM venue and attendance slip cum proxy form are attached and forms part of this Notice. Attendance slip shall also be available for the members at the venue of the meeting.
6. In pursuance of Section 113 Institutional / Corporate Shareholders (i.e., other than HUF.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization/Power of Attorney etc., authorizing its representative to attend the AGM physically and to vote through remote e-voting or e-Voting at the AGM venue. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to aklabhcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than HUF) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login on www.evoting.nsdl.com. Please note that in case of Non-Individual Shareholders (except HUF), furnishing of the Board Resolution/Authority Letter/ Power of Attorney, in any mode as mentioned hereinabove is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.

7. SEBI, has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialize their holdings. Pursuant to Companies Act, 2013 & SEBI circulars, members holding shares in physical form are advised to file nomination in the prescribed form SH-13 or Form ISR-3 (Declaration to opt-out). The securities holders/ claimants are required to apply for dematerialisation of securities on the basis of the 'letter of confirmation(s)' within a period of 120 days from the date of its issuance. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th July, 2025 to 30th July, 2025 (both days inclusive).
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, KYC details etc., to their DPs in case the shares are held by them in electronic form and to the Registrar of the Company (RTA)/Company in case the shares are held by them in physical form.
9. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
10. The Registrar and Share Transfer Agent (RTA)/Company has sent individual letters to all the members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular. Relevant ISR Forms are also uploaded in the website of the Company i.e. www.ifbagro.in/RTA i.e. www.cbmsl.com. Attention of the members are sought to submit the said ISR Forms.
11. Shareholders are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel and employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements. Accordingly, it is hereby advised to the shareholders to inform the Company about any such agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges on it becoming aware of it within the prescribed timelines.
[Explanation: For the purpose of this clause, the term 'directly or indirectly' includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]
12. Members may also note that SEBI vide its Circular has mandated the listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of Duplicate Securities certificate, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, members are requested to make service requests by submitting a duly signed and filled ISR-4, the format for which is available on the Company's website at www.ifbagro.in / RTA's website i.e. www.cbmsl.com. Members can also contact RTA in this regard..
13. In case of Joint holders, there will be one vote for every Client ID / registered folio number irrespective of the number of joint holders. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
14. Non-Resident Indian Members are requested to inform the Registrar any change in the Residential Status consequent to return to India for permanent settlement, and update particulars of the Bank account maintained in India with complete name, Branch, account type, account number and address of the Bank.
15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 24th July, 2025 through email to complianceifbagro@ifbglobal.com. The same will be replied by the Company suitably.
16. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-2025, proxy form and attendance slip are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-2025 alongwith the proxy form and the attendance slip will also be available on the Company's website <http://www.ifbagro.in>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and

www.nseindia.com respectively and on the website of NSDL www.evoting.nsdl.com. Interested members may download the Notice and Annual Report from the website of the Company and Exchanges as stated above. A letter will be sent by the Company providing the web-link, where the complete details of the Annual Report including the notice of the AGM is available to the shareholders who have not registered their email address with the Company/RTA. The physical copy of the Notice alongwith the Annual Report shall be made available to the members who may request for the same in writing to the Company.

17. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 & SEBI Listing Regulations, relating to item numbers as mentioned in 3-4 the Special Businesses to be transacted at this Annual General Meeting ('AGM'), is annexed. The physical attendance of the members in the Annual General Meeting will be counted for the purpose of determining quorum under Section 103 of the Companies Act, 2013.
18. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, shall be made available for inspection by the members at the Annual General Meeting.
19. Instructions for e-voting is as follows:

A. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2014, as substituted by Companies (Management and Administration) Amendment Rules 2015 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, SS-2 and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e- Voting services provided by NSDL, on all the resolutions set forth in this Notice.
- ii. **The remote e-voting will commence on Sunday, 27th July, 2025 at 9:00 AM (IST) and will end on Tuesday, 29th July, 2025 at 5:00 PM (IST).** During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd July, 2025, may cast their vote by remote e-voting/voting through electronic means at the venue of the Annual General Meeting ('AGM'). Members attending the AGM who would have not already cast their vote by remote e-voting shall also be able to cast their vote through electronic means at the venue of the AGM. The facility of casting vote by a member using remote e-voting system as well as e-voting at the venue of the AGM will be provided by NSDL. For this purpose the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the Authorized Agency. Once the vote on a resolution is caste by the member, the member shall not be allowed to change subsequently.

The members who have caste their vote by remote e-voting prior to the Annual General Meeting may also attend AGM but shall not be entitled to caste their vote again.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. If the member forgets the password, the member can reset his password by using "Forget User Details/password or "Physical User Reset Password" option available on www.evoting.nsdl.com or call at 022-4886-7000. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps of remote e-voting as mentioned below under.

- iii. **The process and manner for remote e-voting are as under:**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below: -





Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

- Pursuant to 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 e-mail ID with their DPs in order to access e-Voting facility.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>A. OTP Based Login</p> <p>For OTP based login you can click on : https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period & voting through electronic means during the meeting.</p> <p>B. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 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” appearing on the left hand side under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 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. Please follow steps given in points 1-5 of Pt. A. <p>C. e-Voting website of NSDL</p> <ol style="list-style-type: none"> Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section.

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <p>D. e-Voting through NSDLApp</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, can login through their 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 www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of ESP i.e. NSDL portal. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration / Easi Registration. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) logging through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility. Once logged-in, 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL 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 Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022-4886 7000
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 1800 21 09911.

B. Login method for e-Voting for Shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com>, either on computer or on laptop.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details will be as per details given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****)
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****)
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***)

5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

- c. How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in this notice.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, click on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN 134264” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional / Corporate shareholders (i.e. other than HUF.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Power of Attorney / Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to aklabhcs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (other than HUF.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by

clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e- Voting**" tab in their login. Please note that in case of Non-Individual Shareholders (except HUF), furnishing of the Board Resolution/Authority Letter/ Power of Attorney, in any mode as mentioned hereinabove is mandatory and in lack of it, the vote would be considered invalid by the Scrutinizer.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on 022-4886-7000 or send a request at evoting@nsdl.com.
4. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at complianceifbagro@ifbglobal.com latest by 24th July, 2025 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Each Speaker is requested to express his / her views within 1 – 2 minutes of the allotted time. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak.

Process for registration of email id for obtaining Annual Report and user id/password for e-voting

1. Physical Holding : In case shares are held in physical mode may please send a request to the Registrar and Transfer Agent of the Company at rta@cbmsl.com providing 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) for registering email address and by submitting duly filled and signed ISR-1.
2. Demat Holding : In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to rta@cbmsl.com
3. Alternatively member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

Other Instructions

1. Mr. A.K. Labh, Practicing Company Secretary (Membership No. FCS 4848) Proprietor of M/s. A.K. Labh & Co., Company Secretaries has been appointed by the Board of Directors as the Scrutinizer for providing facility to the members of the Company, to scrutinize the voting and remote e-voting process in a fair and transparent manner.
2. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut off date shall be entitled to avail the facility of remote e-voting as well as e-voting at the venue of the Annual General Meeting.
3. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held , allow voting with the assistance of Scrutinizer, electronic voting at the venue of the AGM for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
4. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and prepare, not later than 2 working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the report to the Chairman or a person authorised by him in writing, who shall countersign the same.

5. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.ifbagro.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the declaration of the results by the Chairman or person authorized by him in writing. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
6. Subject to receipt of requisite number of votes, the resolutions proposed in the notice shall be deemed to be passed on the date of the meeting itself, i.e. 30th July, 2025.

By the Order of the Board

Registered Office:

Plot No. IND-5, Sector - 1
East Kolkata Township, Kolkata - 700 107
CIN: L01409WB1982PLC034590
Email: complianceifbagro@ifbglobal.com
Website: www.ifbagro.in
Date: 30th May, 2025

Kuntal Roy
Company Secretary
(ICSI Membership No:- ACS 36912)

Statement Pursuant to Section 102(1) of the Companies Act, 2013

As required under Section 102(1) of the Companies Act, 2013('The Act') & SEBI Listing Regulations, 2015 the following explanatory statements set out all material facts relating to the business mentioned under items nos. 3 to 4 of the accompanying Notice dated 30th May, 2025.

ITEM NO 3

Mr. Arup Kumar Banerjee ((DIN: 00336225), an Honours Graduate in Commerce and Diploma in Business Management from IIM Calcutta is having experience of more than 51 years in the industry. Before joining the Company in the year 1995 he worked with IFB Industries Limited in various positions. He has made several significant contributions to the Company's growth and implemented investment plans and business strategies. His contributions have been invaluable towards the growth of the Company. Mr. Arup Kumar Banerjee, aged 73 years, was appointed as Executive Vice Chairman of the Company by the Shareholders of the Company at the Annual General Meeting of the Company held on 31st July, 2023 for a period of 2 (two) years w.e.f. 30 July, 2023.

Section 196(3) of the Companies Act, 2013, inter alia provides that no Company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole Time Director or Manager, unless it is approved by the Members by passing a Special Resolution, Part -I of schedule V of the Act contains such relaxation.

The existing tenure of Mr. Arup Kumar Banerjee as Executive Vice Chairman would come to an end w.e.f. 29th July, 2025. The Board of Directors at its meeting dated 29th May, 2025, based on the recommendation of the Nomination & Remuneration Committee, approved the re-appointment of Mr. Arup Kumar Banerjee for a further period of 2 (Two) years as a Whole time Director designated as Executive Vice Chairman, liable to retire by rotation, subject to approval of the shareholders of the Company in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013. Mr. Banerjee has provided all the necessary declarations as required under the Companies Act 2013, SEBI Listing Regulations, 2015 and Provisions of Insider Trading Regulations to give effect to this re-appointment.

The terms and conditions of the re-appointment of Arup Kumar Banerjee are mentioned herein below:

1. Period: Two years effective from 30th July, 2025.
2. Remuneration:
 - a) Consolidated Salary of Rs. 1.80 Cr. (Rupees One crore Eighty Lakhs only) per annum.
 - b) Apart from the above he will be entitled for:-
 - i. Medical and other insurance as per the Rules of the Company.
 - ii. Provision of one car for use on Company's Business. However, use of car for private purpose will be billed by the Company to Mr. Arup Kumar Banerjee.

Apart from the aforesaid remuneration, he will be entitled to re-imbursement of all expenses incurred in connection with the business of the Company.

The appointee shall not be entitled to any sitting fees for Board / Committee meetings.

The terms and conditions of the said re-appointment and / or agreement are subject to provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time and may be altered and varied from time to time by the Board/ Committee as it may in its discretion deem fit within the maximum amount of remuneration payable in accordance with the applicable rules and regulations.

Further, the remuneration as would be paid to Mr. Arup Kumar Banerjee during his tenure would be the minimum remuneration payable to him even if the said remuneration exceeds the stipulated managerial limits in terms of the provisions of Sections 196 and 197 of the Companies Act, 2013 read with Schedule V to the said Act and the excess payment of managerial remuneration, if any, during any financial year / period in between will stand waived subject to fulfilment and compliance of other conditions as mentioned under the various provisions of the Act or rules related thereto.

The required disclosures are given in the Report on Corporate Governance annexed to the Directors' Report.

In the opinion of the Board, Mr. Banerjee is not debarred from accessing the capital markets and/or restrained from holding position of directors in any listed company.

Additional information in respect of Mr. Banerjee pursuant to Secretarial Standards and SEBI Listing, Regulations, 2015 is mentioned in the annexure to the notice of the AGM.

The detail of other Directorship and memberships in other companies/committees of Mr. Arup Kumar Banerjee is provided in the "Annexure" to the Notice.

The above may be treated as an abstract of the terms of contract between the Company and Mr. Arup Kumar Banerjee.

Mr. Arup Kumar Banerjee, shall perform such duties and exercise such powers as are entrusted to him by the Board.

None of the other Directors, Key Managerial Personnel of the Company and/or their relatives, except Mr. Arup Kumar Banerjee in any way, are concerned or interested, financially or otherwise in the resolution set out in item No. 3 of the Notice.

The Board considers that his association would be of immense benefit to the company and recommends the resolution under Item No. 3 for approval of the members as Special Resolution.

ITEM NO. 4

Pursuant to the provisions of Section 204 of the Companies Act, 2013 (the Act) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex with its Board's Report a Secretarial Audit Report in Form MR-3, issued by a Practicing Company Secretary. Further, Securities Exchange Board of India (SEBI) vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated December 12, 2024 has mandated appointment or re-appointment of an audit firm registered with the Institute of Company Secretaries of India as Secretarial Auditor for not more than two (2) terms of five (5) consecutive years with the approval of its shareholders in its Annual General Meeting w.e.f. April 1, 2025. However, any association of the individual or the firm as the Secretarial Auditor of the listed entity before March 31, 2025 shall not be considered for the purpose of calculating the tenure under 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In compliance with the aforesaid provisions, the Board of Directors of the Company, on the recommendation of the Audit Committee, and subject to approval of shareholders vide its meeting held on 29th May, 2025 has appointed "LABH & LABH Associates", *Company Secretaries* (FRN : P2025WB105500) as Secretarial Auditor of the Company for a period of five consecutive financial years, i.e., from 2024-2025 to 2029-2030 in terms of Regulation 24A of the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 ("SEBI Circular") read with provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s LABH & LABH Associates has given their consent to act as secretarial auditors of the company and confirmed that their aforesaid appointment would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, M/s LABH & LABH Associates has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. M/s LABH & LABH Associates has confirmed that the firm is not disqualified & is eligible to be appointed as Secretarial Auditors.

The proposed remuneration to be paid to M/s LABH & LABH Associates for secretarial audit services for the financial year ending March 31, 2026, is 3.5 lakhs (Rupees three lakhs and fifty thousand only) plus applicable taxes and out-of-pocket expenses. Besides the secretarial audit services, the Company may also obtain certifications from M/s LABH & LABH Associates under various statutory regulations and certifications required by statutory authorities, audit related services and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with M/s LABH & LABH Associates.

Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services and Company's previous experience based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution set out in Item no. 4 of the Notice.

The Board recommends the ordinary resolution set forth in item no. 4 for the approval of members.

By the Order of the Board

Registered Office:

Plot No. IND-5, Sector - 1
East Kolkata Township, Kolkata - 700 107
CIN: L01409WB1982PLC034590
Email: complianceifbagro@ifbglobal.com
Website: www.ifbagro.in
Date: 30th May, 2025

Kuntal Roy
Company Secretary
(ICSI Membership No:- ACS 36912)

Details of the Director seeking re-appointment in Annual General Meeting (in pursuance of Clause 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standards-2 issued by the Institute of the Company Secretaries of India:-

Name of Director	Mr. Arup Kumar Banerjee
DIN	00336625
Date of birth / Age	23.08.1952 / 73 years
Nationality	Indian
Designation and Category of Director	Executive Vice Chairman - Executive Director
Date of First appointment in the Board	28.07.2001
Qualification	B.COM (Hons.), Diploma in Business Management from IIM Calcutta
Brief Profile	Mr. Arup Kumar Banerjee (73 years) is a B.COM (Hons.), Diploma in Business Management from IIM Calcutta. His core competency areas include Business Management, Administration, Planning, Strategic Decision Making, Marketing etc. Mr. Banerjee has more than 51 years of experience in the industry.
Experience in functional areas	His core competency areas include Business Management, Administration, Planning, Strategic Decision Making, Marketing etc.
Terms and conditions of re-appointment	The other terms and conditions of appointment are set out in the Explanatory Statement for Item No. 3
Remuneration details (including Sitting Fees & Commission)	Set out in the Explanatory Statement for Item No. 3
Relationship with other Directors	Not related to any Director
Shareholding in the Company including shareholding as a beneficial owner	NIL
List of directorships held in other companies (excluding foreign companies)	IFB Appliances Limited - Non-Executive Director
Committee membership/chairmanship held in other companies	NIL
Listed entities from which the Person has resigned in the last three years.	NIL
Skills and Capabilities required for the role and the manner in which the proposed person meets the requirements.	NA

Note:-For other details such as number of meetings of the Board attended during FY 2024-25, remuneration last drawn, please refer the Corporate Governance Report which forms part of this Annual Report.

IFB AGRO INDUSTRIES LIMITED

CIN: L01409WB1982PLC034590

Regd. Office:

Plot No-IND 5, Sector-1, East Kolkata Township, Kolkata-700107
Ph:-033-39849675 | Email: complianceifbagro@ifbglobal.com | Website: www.ifbagro.in

ATTENDANCE SLIP43rd Annual General Meeting of the Company on 30th July, 2025

1.	Name of the Member(s) :	
2.	Registered Address :	
3.	E-mail ID :	
4.	Registered Folio/ :	
	DP ID & Client ID No :	
5.	No. of Equity Share(s) held :	

I/We hereby record my/our presence at the 43rd Annual General Meeting of the Company held on Wednesday, the 30th July, 2025 at 12.30 P.M. at Raajkutir, Rangmanch, 89C, Maulana Abul Kalam Azad Sarani, Phool Bagan, Kankurgachi, Kolkata, West Bengal - 700 054.

Member's/ Proxy's name in Block Letters

Member's/ Proxy's Signature

Note: Please complete the Name, Address and Folio/ DP ID & Client ID No., sign this Attendance Slip and hand it over at the Attendance Verification Counter at the entrance of the Meeting Hall.

ELECTRONIC VOTING PARTICULARS		
EVEN (E - Voting Event Number)	User ID	Password

Note: Please read carefully the instructions printed under the Note No. 19 to the Notice of 43rd Annual General Meeting dated 30th July, 2025. The e-Voting period starts from 9:00 A.M. on 27th July, 2025 and ends at 5:00 P.M. on 29th July, 2025. At the end of the e-Voting period, the portal where the votes are cast shall forthwith be blocked by NSDL.

..... Please cut here and bring the above attendance slip to the Meeting Hall

IFB AGRO INDUSTRIES LIMITED

CIN: L01409WB1982PLC034590

Regd. Office:

Plot No-IND 5, Sector-1, East Kolkata Township, Kolkata-700107
Ph:-033-39849675 | Email: complianceifbagro@ifbglobal.com | Website: www.ifbagro.in

Proxy Form**Form No. MGT-11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

43rd Annual General Meeting of the Company on 30th July, 2025

- Name of the Member(s) :
- Registered Address :
- E-mail ID :
- Registered Folio/ :
DP ID & Client ID No :
- No. of Equity Share(s) held :

I/We, being the member(s) of _____ shares of above named company, hereby appoint

- Name :
Address:
E-mail Id: Signature:, or failing him/her
- Name :
Address:
E-mail Id: Signature:, or failing him/her
- Name :
Address:
E-mail Id: Signature:, or failing him/her



as my/our proxy to attend and vote through electronic means for me/us and on my/our behalf at the 43rd Annual General Meeting of the Company, to be held on Wednesday, the 30th day of July, 2025 at 12:30 P.M. at the Raajkutir, Rangmanch, 89C, Maulana Abul Kalam Azad Sarani, Phool Bagan, Kankurgachi, Kolkata, West Bengal - 700 054 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Description
Ordinary Business	
1.	To receive, consider and adopt <ol style="list-style-type: none"> Audited Standalone Financial Statements of the Company relating to year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon. Audited Consolidated Financial Statements of the Company relating to year ended March 31, 2025.
2.	To reappoint Mr. Arup Kumar Banerjee (DIN: 00336225) as Director who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)
Special Business	
3.	To approve the re-appointment of Mr. Arup Kumar Banerjee (DIN: 00336225) as Executive Vice Chairman for a further period of 2 years w.e.f 30 th July, 2025. (Special Resolution).
4.	To appoint M/s. LABH & LABH Associates Company Secretaries as the Secretarial Auditor for a period of 5 consecutive financial years i.e. 2025-2026 to 2029-2030. (Ordinary Resolution)

Signed this day of, 2025 Folio / DP ID / Client ID

Signature of Shareholder(s) Signature of Proxy holder(s)

Signed this day of, 2025

Affix
Revenue
Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- For the Resolutions and Notes, please refer to the Notice of the Annual General Meeting dated 30th May, 2025. Please complete all details including details of member(s) in above box before submission.
- A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total Paid up Share Capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the Paid up Share Capital of the Company, then such proxy shall not act as a proxy for any other person or Member.

AGM VENUE ROUTE MAP

