

**27 TH  
ANNUAL REPORT  
AND ACCOUNTS, 2013**



**TEESTA AGRO INDUSTRIES LIMITED**



TEESTA AGRO INDUSTRIES LIMITED

**BOARD OF DIRECTORS**

Managing Director  
Sri Hardev Singh

**Directors**

Smt. Joginder Kaur  
Sri Paramdeep Singh  
Sri R. C. Wadhwa  
Sri Inderdeep Singh  
Sri U. C. Sahoo  
Sri Thakur Singh  
Sri Prem Singh  
Sri A. K. Tripathy

**Secretary**

Sri J. Tiwari

**Auditors**

Mantry & Associates

**Bankers**

State Bank of India  
Aliahabad Bank

**Corporate Office**

63/1/2, Sarat Bose Road, Kolkata - 700 025

**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 Twenty Seventh Annual General Meeting of Teesta Agro Industries Limited will be held at the Registered Office of the company at Mazabari, Rajganj, Jaipaguri, West Bengal on Monday, 30th September 2013 at 10 A.M. to transact the following business

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet of the company as at 31st March, 2013, The Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon
2. To appoint a Director in place of Mr. Paramdeep Singh who retires by rotation and being eligible, offers himself for re appointment
3. To appoint a Director in place of Mr. R. C.Wadhwa who retires by rotation and being eligible, offers himself for re appointment .
4. To appoint a Director in place of Mr. Prem Singh who retires by rotation and being eligible, offers himself for re appointment .
5. To appoint Auditors and to fix their remuneration

### **SPECIAL BUSINESS**

#### **Item No. 6**

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

"Resolved that in accordance with the Provisions of Section 198, 269,309 and all other applicable provisions of the Companies Act, 1956 including Schedule XIII to the said Act, the company hereby approves the reappointment of Mr. A.K.Tripathy as Whole Time Director for a period of three years w.e.f. November 1st, 2013 on the terms and conditions as laid down in the Explanatory Statement and further that the remuneration payable to him will be the minimum remuneration payable even case of loss or inadequacy of profit in any financial year during his tenure. "

By Order of the Board  
For Teesta Agro Industries Limited

Place: 25, Bardhaman Road  
Siliguri : 734005  
Date : 29.08.2013

J. Tiwari  
(Company Secretary)

**TEESTA AGRO INDUSTRIES LIMITED****NOTES :**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. The proxies in order to be effective must be received at the Registered Office of the company not less than 48 hours before the meeting.
2. The Register of Members and Share Transfer Books of the company will remain closed from 23rd September, 2013 to 30th September, 2013 both days inclusive.
3. Members are requested to notify immediately any change in their address to the Company's Registered Office or to the Company's Registrar M/s. Maheshwari Datamatics Pvt. Ltd.
4. The details as per Listing Agreement with concerned Stock exchange(s) regarding Directors retiring by rotation and being eligible for reappointment are as under :-

| <b>NAME</b>         | <b>Date of Birth</b> | <b>Age</b> | <b>Qualification</b> | <b>Experience</b>   | <b>Other Directorship and Membership of any Committee</b> |
|---------------------|----------------------|------------|----------------------|---|---|
| Paramdeep Singh     | 22.10.1979           | 33         | Graduate             | Eleven years experience in manufacturing industry                     | Director in HSB Agro Industries Ltd.                      |
| R.C. Wadhwa         | 01.03.1944           | 68         | Engineer             | Twenty four years experience in Agricultural & Manufacturing industry | NIL   |
| Prem Singh          | 01.01.1947           | 66         | Graduate             | Twenty five years experience in Manufacturing Industry                | NIL   |
| Anil Kumar Tripathy | 01.07.1964           | 49         | Chartered Accountant | Twenty years experience in Manufacturing Industry                     | NIL   |

5. Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act 1956 annexed herewith and forms part of the Notice.
6. A copy of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except holidays, between 11.00 A.M. and 1.00 P.M. up to the date of AGM

Siliguri Office  
 25, Bardhaman Road  
 Siliguri - 734005  
 Date : The 29th August , 2013

By the Order of the Board  
 For Teesta Agro Industries Ltd.  
**J. Tiwari**  
 (Company Secretary)



**TEESTA AGRO INDUSTRIES LIMITED**

***Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.***

**Item No 6**

Mr. Anil Kumar Tripathy has been reappointed as Whole Time Director of the company for a period of three years w.e.f. 01.11.2013 in the Board Meeting held on 29.08.2013. The Remuneration committee also recommended for his reappointment in its meeting held on 26.08.2013. The brief terms of his reappointment are as under :

- a) Period of Appointment : 3 Years w.e.f. 01.11.2013
- b) Remuneration : Rs. 107,500 per month
- c) Duties : Anil Kumar Tripathy shall carry out such duties as may be entrusted to him by the Board of Directors subject to its supervision and control.
- d) This appointment may be terminated by either side giving the other side three months notice in writing. The above remuneration will be the minimum remuneration payable to Mr. A.K. Tripathy, even in case of loss or inadequacy of profit, in any year, during his tenure in office. The above may be treated as extract Under Section 302 of the Companies Act, 1956 The Board recommends his reappointment for approval of the Members.

Save and Except Mr. Anil Kumar Tripathy, Mr. Hardev Singh, Smt. Joginder Kaur, and Mr. Inderdeep Singh, no Director of the company is concerned and interested in the Special Resolution being Item No.6 in the Notice convening the Annual General Meeting of the Members of the company.

Siliguri Office  
25, Bardhaman Road  
Siliguri - 734005  
Date : The 29th August, 2013

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



## **DIRECTORS' REPORT**

To The Members of Teesta Agro Industries Limited

Your Directors take pleasure in presenting the Twenty - Seventh Annual Report of the Company together with Audited Statement of Accounts for the year ended 31st March, 2013

### **1. FINANCIAL RESULTS**

|  | Current Year<br>₹ Lacs | Previous Year<br>₹ Lacs |
|--|------------------------|-------------------------|
| Total Turnover & other Receipts  | 11649                  | 13184                   |
| Operating Profit before Interest, Depreciation and other non cash expenses | 312                    | 319                     |
| Less : Interest on Loan  | 85                     | 38                      |
| Cash Profit  | 227                    | 281                     |
| Less : Depreciation and other non cash expenses                            | 92                     | 130                     |
| Profit for the year  | 135                    | 151                     |
| Provision for Taxation   | (36)                   | (47)                    |
| Profit after Tax   | 99                     | 104                     |
| Add: Profit brought forward from Previous year                             | 1086                   | 989                     |
| Profit available for appropriation   | 1185                   | 1093                    |
| Proposed Dividend  | -                      | 6                       |
| Tax on Proposed Dividend   | -                      | 1                       |
| Transfer to General Reserve  | -                      | -                       |
| Profit carried forward to next year  | 1185                   | 1086                    |

### **2. DIVIDEND**

Your Directors have not recommended dividend for the year ended 31st March 2013 in order to plough back profit to meet the capital expenditure for Greenfield SSP Fertilizer Manufacturing Project at Chittorgarh in Rajasthan.

### **3. OPERATION**

The turnover and other receipts of your company has been ₹11649 lacs as against ₹13184 lacs in the previous year . Profit after taxation stood at ₹99 lacs as against ₹104 lacs in the previous year. .

### **4. FUTURE PROSPECT**

Subsidised Maximum Retail Price of SSP fertilizer is low in comparison to other high grade substitute fertilizers. Due to its low price, this fertilizer has the farmers' acceptability within your company's marketing zone. Apart from this your company's Green Field SSP & GSSP Plant now being set up at Chittorgarh in the State of Rajasthan will be operational around the month of December, 2013. Banks have sanctioned Term Loans and disbursal of the same is awaited. Commercial production will be started two months thereafter. This will also add to the total profit earning of the Company.



## **TEESTA AGRO INDUSTRIES LIMITED**

### **5. CAPITAL**

The paid up capital of your company is increased to ₹ 557 due to allotment of 530,000 number of Equity shares, on preferential basis.

### **6. DIRECTORS**

Mr. Paramdeep Singh, Mr. R.C. Wadhwa & Mr. Prem Singh retires by rotation in the forthcoming Annual General Meeting and, all being eligible, have offered themselves for re appointment .

### **7. DIRECTORS' RESPONSIBILITY STATEMENT**

As per newly inserted Section 217(2AA) of the Companies Act, 1956 your Directors state :-

1. That in the preparation of Annual Accounts, the applicable Accounting Standards had been followed and no material departure have made from the same.
2. That the Directors had selected such accounting policies and applied them consistently and made judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company for the period.
3. That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. That the Directors had prepared the annual accounts on a going concern basis.

### **8. EMPLOYEES**

No employee has been in receipt of salary of ₹ 60.00 lacs or more per annum or ₹ 5.00 lacs or more per month during any part of the year under review and hence the necessary details as per the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not required to be furnished.

### **9. CONSERVATION OF ENERGY**

The necessary details under the captioned heading have been given as per Annexure A.

### **10. AUDITORS**

M/s. Mantry & Associates, Chartered Accountants, Siliguri are the retiring auditors and, being eligible, have offered themselves for reappointment.

### **11. AUDITORS' REPORT**

The Auditors' Report read with relevant Notes on Accounts are self explanatory and does not call for further clarification.



**12. CORPORATE GOVERNANCE REPORT**

The Corporate Governance Report including certificate of the auditors thereon is annexed and marked as Annexure B which forms part of the report

**13. MANAGEMENT DISCUSSION & ANALYSIS**

A statement of management discussion and analysis is annexed and marked as Annexure C which forms part of the report.

**14. APPRECIATION**

Your Directors wish to record their appreciation of the valuable co operation and support received from the customers, Banks, Central Government and various State Government. Your Directors are also grateful to shareholders and employees for the continued support to the company.

Siliguri Office :

For and on behalf of the Board of Directors

25, Bardhaman Road

Siliguri - 734005

Date: The 29th August, 2013

**( Hardev Singh )**  
Managing Director



# **TEESTA AGRO INDUSTRIES LIMITED**

## **ANNEXURE - A**

Information under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of Board of Directors Rules), 1988 and forming part of Directors 'Report

### **Conservation of Energy**

- |  |  |
|--|--|
| a) Energy Conservation measures taken          | } New motors, equipments light fittings added/<br>replaced during this year are energy efficient<br>Our waste heat steam turbine generates 0.5<br>MW eco-friendly power for our captive need<br>Per Tonne Power consumption remained<br>for Sulphuric Acid Plant due to low production in<br>few months. |
| b) Additional Investments/proposals, if any    |  |
| c) Impact of the measures at (a) and (b) above |  |

### **FORM A**

Disclosure of particulars with respect to Conservation of Energy

| A. Power & Fuel Consumption                                      |            | 2012-13     |          | 2011-12        |          |
|--|------------|-------------|----------|----------------|----------|
|  |            | FERTILISER  | S.ACID   | FERTILISER     | S.ACID   |
| <b>1. Electricity</b>  |            |             |          |                |          |
| (a) Purchased Units  | 000 KWH    | 1405.965    | 1116.725 | 1342.637       | 1007.263 |
| Total Amount   | ₹ Lakhs    | 120.54      | 95.75    | 87.63          | 65.75    |
| Rate/Unit  | ₹          | 8.57        | 8.57     | 6.53           | 6.53     |
| (b) Own Generation Units   | '000 KWH   | 14.370      | 8.372    | 14.272         | 12.048   |
| Unit per litre of Diesel Oil                                     | KWH        | 4.7         | 4.7      | 4.7            | 4.7      |
| Cost per Unit .  | ₹          | 10.03       | 10.03    | 9.18           | 9.18     |
| <b>2. Coal</b>   |            |             |          |                |          |
|  | '000 Kgs.  | 1003.750    | NA       | 604.350        | NA       |
|  | ₹ lakhs    | 69.26       | NA       | 40.28          | NA       |
| <b>3.(a) HSD</b>   |            |             |          |                |          |
|  | '000 Ltrs. | 57.774      | -        | 31.475         | -        |
| (b) Total Amount   | ₹ lakhs    | 27.47       | -        | 13.58          | -        |
| <b>4.(a) Furnace Oil</b>   |            |             |          |                |          |
|  | '000 Ltrs. | -           | -        | -              | -        |
| (b) Total Amount   | ₹ lakhs    | -           | -        | -              | -        |
| <b>5. Other internal generation<br/>(Power from waste steam)</b> |            |             |          |                |          |
| Own Generation Units   | '000 KWH   | 837.927     | 713.903  | 609.790        | 666.690  |
| Cost per Unit  | ₹          | 0.70        | 0.70     | 0.70           | 0.70     |
| <b>B. Consumption per unit of production</b>                     |            |             |          |                |          |
|  |            | Electricity |          | F.Oil/LDO/HSD  |          |
|  |            | (KWH/Tonne) |          | (Litres/Tonne) |          |
|  |            | 2012-13     | 2011-12  | 2012-13        | 2011-12  |
| 1. Fertiliser  |            | 17.83       | 15.22    | 0.36           | 0.27     |
| 2. S.Acid  |            | 49.60       | 49.27    | 0.33           | 0.08     |

**FORM B****Disclosure of particulars with respect of technology absorption Research & Development (R&D)**

- |   |     |
|---|-----|
| 1. Specific areas in which R&D carried by the Company   | Nil |
| 2. Benefits derived as a result of the above R & D  | NA  |
| 3. Future Plan of action  | Nil |
| 4. Expenditure on R & D   |     |
| (a) Capital   | Nil |
| (b) Recurring   | Nil |
| (c) Total   | Nil |
| (d) Total R&D expenditure as a percentage of total turnover,<br>Technology Absorption, Adaption and Innovation. | Nil |
| 1. Efforts in brief, made towards technology absorption,<br>adaption and innovation :                           | NA  |
| 2. Benefits derived as a result of the above effects :  | NA  |

**Foreign Exchange Earnings and Outgo :**

|                                  |          | 2012-13 | 2011-12 |
|----------------------------------|----------|---------|---------|
| i) Earnings                      |          | Nil     | Nil     |
| ii) Outgo                        |          |         |         |
| CIF value of imports             | ₹ / Lakh | 4584.60 | 2660.53 |
| Travelling, Periodicals & Others | ₹ / Lakh | 1.60    | -       |