

**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 :-

NAME	Date of Birth	Age	Qualification	Experience	Other Directorship and Membership of any Committee
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 ₹ Lacs	Previous Year ₹ 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/
replaced during this year are energy efficient
Our waste heat steam turbine generates 0.5
MW eco-friendly power for our captive need
Per Tonne Power consumption remained
for Sulphuric Acid Plant due to low production in
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
1. Electricity					
(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
2. Coal					
	'000 Kgs.	1003.750	NA	604.350	NA
	₹ lakhs	69.26	NA	40.28	NA
3.(a) HSD					
	'000 Ltrs.	57.774	-	31.475	-
(b) Total Amount	₹ lakhs	27.47	-	13.58	-
4.(a) Furnace Oil					
	'000 Ltrs.	-	-	-	-
(b) Total Amount	₹ lakhs	-	-	-	-
5. Other internal generation (Power from waste steam)					
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. Consumption per unit of production					
		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,
Technology Absorption, Adaption and Innovation. | Nil |
| 1. Efforts in brief, made towards technology absorption,
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	-