

NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting of Teesta Agro Industries Limited will be held at the Registered Office of the company at Mazabari, Rajganj, Jalpaiguri, West Bengal on Monday, 29th September 2014 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, 2014, 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. Hardev Singh who retires by rotation and being eligible, offers himself for re appointment .
3. To appoint a Director in place of Mr. U.C. Sahoo who retires by rotation and being eligible, offers himself for re appointment .
4. To appoint Auditors and to fix their remuneration

**By Order of the Board
For Teesta Agro Industries Limited**

**Place: 25, Burdhaman Road
Siliguri : 734005
Date: 04.09.2014**

**Mr. J. Tiwari
(Company Secretary)**

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 / herself and the proxy need not be a Member. A person can act as proxy on behalf of Members upto and not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company. Further a Member holding more than (10%) 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 proxy for any other person or Member. The instrument appointing proxy must be deposited at the Registered Office of the company not less than forty eight (48) hours before the time of holding the meeting.
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, Member would be entitled to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three (3) days written notice is given to the company.
3. Additional information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/ re appointment at the AGM is furnished and forms part of the notice. There are no inter se relationships between the Board Members. The Directors have furnished requisite consents / declarations for appointment /re appointment.
4. The Register of Members and Share Transfer Books of the company will remain closed from 22nd September,2014 to 29th September,2014 both days inclusive.
5. 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.
6. 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
Hardev Singh	01.10.1943	70	Graduate	Forty years experience in manufacturing industry	Director in HSB Agro Industries Ltd.
U.C. Sahoo	06.12.1956	57	MSC & MBA	Twenty four years experience in Agricultural & Manufacturing industry	Director in HSB Agro Industries Ltd.

7. Copies of the Annual Report 2014 are being sent by electronic mode only to all Members whose e mail addresses are registered with the company / Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e mail address, physical copies of the Annual Report 2014 are being sent by the permitted mode.
8. The Notice of the 28th AGM along with the Attendance slip and Proxy Form is being sent by electronic mode to all the Member whose e mail addresses are registered with the Company/ Depository Participant(s) purposes unless a Member has requested for a hard copy of the same. For Members who have not registered their e mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
9. Members may also note that the Notice of the 28th AGM and the Annual Report 2014 will be available on the Company's website www.teestaagro.in. The physical copies of the aforesaid documents will also be available at the Registered Office of the company on all working days, except Saturdays, during business hours up to the date of the meeting. Members who require communication in physical form in addition to e communication, may write to Company Secretary.
10. Voting through electronic means (e voting) :
- A. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the company is pleased to provide e voting facility through Central Depository Services (India) Ltd. For all shareholders of the company to enable them to cast their votes electronically on the items mentioned in this notice of the 28th AGM of the company. The Company has appointed Rantu Kumar Das, Practicing Company Secretary as the Scrutinizer for conducting the e voting process in a fair and transparent manner. E voting is optional. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company, as on the cut off date of August 29, 2014.

Instructions for e – Voting are as under :

In case of members receiving e-mail:

Log on to the e-voting website www.evotingindia.com during the voting period.

- i) Click on "Shareholders" tab.
- ii) Now, select the " COMPANY NAME" from the drop down menu and click on "SUBMIT"
- iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc. <p>Example: (1) Mr. V. N. Swami and Folio Number is S00245, the PAN will be VN00S00245 (2) M/s. 4Square Company Ltd. and Folio Number is C0052 the PAN will be 4S000C0052</p>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut off date (Record Date) of 14th August, 2014

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xi) 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.

- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Note for Institutional Shareholders
- xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- xix) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- xx) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- xxi) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- xxii) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - (B) The voting period begins on 21.09.2014 (9:00 a.m.) and ends on 23.09.2014 (6:00 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 of 29.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- B. The e voting period commences on September 21st, 2014 (9.00AM) and ends on September 23rd, 2014 (6.00 PM). During this period shareholders of the company holding shares either in physical form or in dematerialised form, as on the cut off date of August 29th, 2014, may cast their vote electronically. The e voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

	For Members holding shares in Demat Form and Physical Form
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DIRECTORS' REPORT

To The Members of Teesta Agro Industries Limited

Your Directors take pleasure in presenting the Twenty – Eighth Annual Report of the Company together with Audited Statement of Accounts for the year ended 31st March, 2014

1. FINANCIAL RESULTS

	Current Year Rs. Lacs	Previous Year Rs. Lacs
Total Turnover & other Receipts	7744	11649
Operating Profit before Interest, Depreciation and other non cash expenses	319	312
Less : Interest on Loan	53	85
Cash Profit	266	227
Less : Depreciation and other non cash expenses	140	92
Profit for the year	126	135
Provision for Taxation	(39)	(36)
Profit after Tax	87	99
Add: Profit brought forward from Previous year	1185	1086
Profit available for appropriation	1272	1185
Profit carried forward to next year	1272	1185

2. DIVIDEND

Your Directors have not recommended dividend for the year ended 31st March'2014.

3. OPERATION

The turnover and other receipts of your company has been Rs.7744 lacs as against Rs. 11649 lacs in the previous year . Profit after taxation stood at Rs.87 lacs as against Rs. 99 lacs in the previous year.

4. FUTURE PROSPECT

The Central Government has shown concern towards balance application of fertilizer dose, which presently skewed in favour of Nitrogen Fertilizer. If this happens in near future, then the phosphate fertilizer industry will go through a boom phase. Subsidised Maximum Retail Price of SSP fertilizer is low in comparison to other high grade substitutes. Due to its low price, this fertilizer has the farmers' acceptability within our marketing zone. So there is hope for the growth of our present business.

5. DIRECTORS

- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e voting user manual for shareholders available at the download section of <http://www.evotingindia.co.in> .
- D. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- E. The results on resolutions shall be declared on or after the AGM of the company and shall be deemed to be passed on the date of the AGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.teestaagro.in and on the website of CDSL within two days of passing of the resolutions at the 28th AGM of the company on September 29th, 2014 and communicated to the Bombay Stock Exchange Limited and National Stock Exchange Limited.

Siliguri Office
25, Bardhaman Road
Siliguri – 734005

Date : The 4th September, 2014

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

Mr. Hardev Singh & Mr. Umesh Chandra Sahoo retires by rotation in the forthcoming Annual General Meeting and, all being eligible, have offered themselves for re appointment .

6. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that :

1. In the preparation of the annual accounts for the year ended March 31, 2014, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956, have been followed and there are no material departures of the same.
2. The Directors have 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 as at 31st March, 2014 and of the profit of the Company for the year ended on that date.
3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. That the Directors have prepared the annual accounts of the company on a going concern basis.

7. EMPLOYEES

Information as prescribed Under Section 217(2A) of the Companies Act, 1956 (The Act) read with the Companies (Particulars of Employees) Rules, 1975, amended from time to time forms part of this report As per the provisions of Section 219 (i) (b) (iv) of the Act, the Report and Accounts are being sent to the Shareholders of the company excluding the statement of particulars of employees under section 217 (2A) of the Act. Any shareholder interested in obtaining a copy of the statement or inspection may write to the Registered Office of the company.

8. CONSERVATION OF ENERGY

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

9. AUDITORS

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

10. AUDITORS' REPORT

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

11. 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

12. MANAGEMENT DISCUSSION & ANALYSIS

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

13. 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 :
25, Burdwan Road
Siliguri – 734005
Date: The 4th September, 2014

For and on behalf of the Board of Directors

(Hardev Singh)
Managing Director