

**26 TH
ANNUAL REPORT
AND ACCOUNTS, 2012**



TEESTA AGRO INDUSTRIES LIMITED

TEESTA AGRO INDUSTRIES LIMITED



BOARD OF DIRECTORS

Chairman-Cum-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
Allahabad 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 Sixth 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 Friday, 31st August 2012 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, 2012, 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. Thakur Singh who retires by rotation and being eligible, offers himself for re appointment .
3. To appoint a Director in place of Mr. Prem Singh who retires by rotation and being eligible, offers himself for re appointment .
4. To appoint a Director in place of Mrs. Joginder Kaur who retires by rotation and being eligible, offers herself 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. Hardev Singh as Managing Director for a period of three years w.e.f. August 9th, 2012 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. "

Item No. 7

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. Paramdeep Singh as Director for a period of three years w.e.f. August 9th, 2012 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: 06.09.2012

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 28th August, 2012 to 31st August, 2012 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 :-

<i>NAME</i>	<i>Date of Birth</i>	<i>Age</i>	<i>Qualification</i>	<i>Experience</i>	<i>Other Directorship and Membership of any Committee</i>
Thakur Singh	24.08.1954	58	Graduate	Seventeen years experience in manufacturing industry	NIL
Prem Singh	01.01.1947	65	Graduate	Twenty four years experience in manufacturing industry	NIL
Joginder Kaur	15.03.1954	58	Graduate	Twenty four years experience in Manufacturing Industry	Director in HSB Agro Industries Ltd.
Hardev Singh	01.10.1944	67	Graduate	Forty years experience in Manufacturing Industry	Director in HSB Agro Industries Ltd.
Paramdeep Singh	22.10.1979	32	Graduate	Ten years experience in Manufacturing Industry	Director in HSB Agro Industries Ltd.

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 2nd August , 2012

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. Hardev Singh has been reappointed as Managing Director of the company for a period of three years w.e.f. 09.08.2012 in the Board Meeting held on 30.06.2012. The Remuneration committee also recommended for his reappointment in its meeting held on 28.06.2012. The brief terms of his reappointment are as under :

- a) Period of Appointment : 3 Years w.e.f. 09.08.2012
- b) Remuneration : Rs. 650,000 per month
- c) Duties : Mr. Hardev Singh shall carry out such duties as may be entrusted to him by the Board of Directors subject to its supervision and control.

This appointment may be terminated by either side giving the other side three months notice in writing. 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. Hardev Singh, Smt. Joginder Kaur, Mr. Paramdeep Singh 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.

Item No 7

Mr. Paramdeep Singh has been reappointed as Whole Time Director of the company for a period of three years w.e.f. 09.08.2012 in the Board Meeting held on 30.06.2012. The Remuneration committee also recommended for his reappointment in its meeting held on 28.06.2012. The brief terms of his reappointment are as under :

- a) Period of Appointment : 3 Years w.e.f. 09.08.2012
- b) Remuneration : Rs. 50,000 per month
- c) Duties : Paramdeep Singh shall carry out such duties as may be entrusted to him by the Board of Directors subject to its supervision and control.

This appointment may be terminated by either side giving the other side three months notice in writing. 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. Paramdeep Singh, 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.7 in the Notice convening the Annual General Meeting of the Members of the company.

Siliguri Office
25, Bardhaman Road
Siliguri - 734005
Date : The 2nd August, 2012

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 - Sixth Annual Report of the Company together with Audited Statement of Accounts for the year ended 31st March, 2012

1. FINANCIAL RESULTS

	Current Year ₹ Lacs	Previous Year ₹ Lacs
Total Turnover & other Receipts	13,184	8981
Operating Profit before Interest, Depreciation and other non cash expenses	319	303
Less : Interest on Loan	38	47
Cash Profit	281	256
Less : Depreciation and other non cash expenses	130	122
Profit for the year	151	134
Provision for Taxation	(47)	(40)
Profit after Tax	104	94
Add: Profit brought forward from Previous year	989	957
Profit available for appropriation	1093	1051
Proposed Dividend	6	45
Tax on Proposed Dividend	1	7
Transfer to General Reserve	-	10
Profit carried forward to next year	1086	989

2. DIVIDEND

Your Directors have not recommended dividend for the year ended 31st March 2012 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 ₹ 13,184 lacs as against ₹ 8981 Lacs in the previous year . Profit after taxation stood at ₹ 104 lacs as against ₹ 94 lacs in the previous year.

4. FUTURE PROSPECT

Subsidised Maximum Retail Price of SSP fertilizer is very low in comparison to other substitute fertilizers. Hence due to low price, demand for SSP fertilizer is growing day by day. To encash the growth potential of this sector, your Directors have decided to set up a green field SSP fertilizer manufacturing unit near Chittorgarh in the state of Rajasthan. This will be the companies second SSP unit. We have chosen Chittorgarh because this place is very near to the raw material location and your company can produce SSP fertilizer at a lower cost there at. Commercial production of SSP fertilizer from the second unit is expected within March, 2013



TEESTA AGRO INDUSTRIES LIMITED

5. CAPITAL

The paid up capital of your company is increased from ₹ 504.00 lac to ₹ 557.00 lac due to allotment of 530,000 number of Equity shares, on preferential basis, during the year under review.

6. DIRECTORS

Mr. Thakur Singh, Mr. Prem Singh & Mrs. Joginder Kaur 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 Rs. 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 2nd August, 2012

(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
- b) Additional Investments/proposals, if any } Our waste heat steam turbine generates 0.5 MW eco-friendly power for our captive ne
- c) Impact of the measures at (a) and (b)above } Per Tonne Power consumption remained for Sulphuric Acid Plant due to low production in few months.

FORM A

Disclosure of particulars with respect to Conservation of Energy

A. Power & Fuel Consumption	2011-12		2010-11	
	FERTILISER	S.ACID	FERTILISER	S.ACID
1. Electricity				
(a) Purchased Units 000 KWH	1342.637	1007.263	1252.688	1068.045
Total Amount ₹ Lakhs	87.63	65.75	85.54	72.93
Rate/Unit ₹	6.53	6.53	6.83	6.83
(b) Own Generation Units '000 KWH	14.272	12.048	15.272	11.777
Unit per litre of Diesel Oil KWH	4.7	4.7	3.27	3.27
Cost per Unit . ₹	9.18	9.18	12.05	12.05
2. Coal '000 Kgs.	604.350	NA	199.400	NA
₹ lakhs	40.28	NA	10.43	NA
3.(a) HSD '000 Ltrs.	31.475	-	24.363	8.400
(b) Total Amount ₹ lakhs	13.58	-	9.61	3.32
4.(a) Furnace Oil '000 Ltrs.	-	-	-	-
(b) Total Amount ₹ lakhs	-	-	-	-
5. Other internal generation (Power from waste steam)				
Own Generation Units '000 KWH	609.790	666.690	753.177	743.972
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)	
	2011-12	2010-11	2011-12	2010-11
	1. Fertiliser	15.22	16.92	0.27
2. S.Acid	49.27	42.49	0.08	0.21

**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 :

	2011-12	2010-11
i) Earnings	Nil	Nil
ii) Outgo		
CIF value of imports ₹ /Lakh	2660.53	4386.42
Travelling, Periodicals & Others	-	-



TEESTA AGRO INDUSTRIES LIMITED

ANNEXURE - B

CORPORATE GOVERNANCE REPORT

Company's Philosophy on the code of Governance

Corporate Governance primarily involves transparency, full disclosure, independent monitoring the state of affairs and being fair to all the shareholders. The corporate governance code introduced by the Securities and Exchange Board of India, has been incorporated in Clause 49 in the Listing Agreement of the Stock Exchanges and in the Companies (Amendment) Act, 2000.

The objective of your company is not only to meet the statutory requirements of the code but to go well beyond it by instituting such systems and procedures as are in accordance with the latest global trend of making management completely transparent and institutionally sound.

Your company has always believed in the concept of good corporate governance involving transparency, empowerment, accountability and integrity with a view to enhancing shareholder value. The company has professionals on its Board of Directors who are actively involved in the deliberations of the Board on all important policy matters.

Board of Directors

Composition :

The company has a combination of Executive and non Executive Directors. The Company has an Executive Chairman and more than 50% of the total number of Directors are Independent Directors. Further, more than 50% of the Directors comprise of non executive Directors.

None of the Directors on the board is a member of more than ten committees and Chairman of more than five committees as per Clause 49(iv)(B), across all the companies in which he is a Director. All the Directors have made requisite disclosures regarding committee positions occupied by them in other companies.

The Company's Board at present has nine Directors comprising of one Managing Director, two Executive Directors and six non Executive Directors.

The Board met nine times on the following dates during the Financial Year 2011 - 2012 and the gap between the two meetings did not exceed four months.

- a) April 30th, 2011
- b) July 30th, 2011
- c) September 6th, 2011
- d) October 1st, 2011
- e) October 31st, 2011
- f) December 19th, 2011
- g) January 31st, 2012
- h) February 27th, 2012
- i) March 29th, 2012

TEESTA AGRO INDUSTRIES LIMITED



The names and categories of the Directors on the Board, their attendance at Board meetings held during the year and at the last Annual General Meeting as also the number of directorships and committee positions as held by them in other Public Limited Companies as on March 31st, 2012 are given below :-

Name	Category	No. of Board Meetings attended during 2011-12	Whether attended AGM held on 30.09.11	No. of Director ship in other Public Ltd. Companies	No. of committee positions held in other Public Ltd. Companies		No. of Equity Share held in the Company
					Chairman	Member	
H. Singh	Promoter & Non Independent Executive	9	Yes	1	-	-	15,85,440
J. Kaur	Independent Non Executive	9	Yes	1	-	-	587,600
I. Singh	Non Independent & Non Executive	9	Yes	1	-	-	1,49,000
P. Singh	Non Independent Executive	9	Yes	1	-	-	1,55,100
U. C. Sahoo	Executive	9	Yes	1	-	-	-
R. C. Wadhwa	Independent Non Executive	-	No	-	-	-	-
Thakur Singh	Independent Non Executive	-	No	-	-	-	-
Anil Kr. Tripathy	Independent Non Executive	9	Yes	-	-	-	-
Prem Singh	Independent Non Executive	-	No	-	-	-	-



TEESTA AGRO INDUSTRIES LIMITED

CODE OF CONDUCT

The company has framed a code of conduct for the members of the Board of Directors and Senior Management personnel of the company. Requisite declaration by CEO regarding compliance by the Board Members and senior Management staff with the said code of conduct has been furnished and this forms part of the report.

AUDIT COMMITTEE

The Audit Committee of the Board of Directors of the company was constituted in the Board Meeting held on 24.01.2003, the power vested in the Audit Committee is as per Clause 49(ii)(C) of the Listing Agreement. The terms of references of the Audit Committee as stipulated by the Board are in accordance with all the terms listed in Clause 49(ii)(D) of the Listing Agreement as follows:

1. To review reports of the Internal Audit Department and recommend to the Board to decide about the scope of its work including examination of major items of expenditure.
2. To meet statutory and internal auditors periodically and discuss their findings, suggestions, and other related matters.
- 3 To review the auditors report on the financial statement and to seek clarification thereon, if required from the auditors.
4. To review the weaknesses in internal control, if any reported by the internal and statutory auditors and report to the Board, the recommendations relating thereto.
5. To act as a link between the statutory and internal auditors and the Board of Directors.
6. To recommend a change of the auditors if in the opinion of the committee the auditors have failed to discharge their duties adequately.
7. And generally, all items listed in Clause 49(ii)(D) of the Listing Agreement. The company has complied with the requirements of Clause 49(i)(A) as regards the composition of the audit committee.

The Audit Committee of Teesta Agro Industries Ltd. as on 31.03.2007 comprised of the following three Directors of the company :-

Thakur Singh	- Chairman	- Independent, Non Executive Director
R.C.Wadhwa	- Member	- Independent, Non Executive Director
Paramdeep Singh	- Member	- Non Independent, Executive Director

Mr. Thakur Singh has wide exposure in accounts and finance, Mr. J. Tiwari, being Company Secretary of the company, acts as the Secretary of the committee.

The Audit Committee met four times during the year under review on dtd. 25.04.2011, 25.07.2011, 24.10.2011 and 24.01.2012.



SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE

Terms of Reference

The company has an, independent Shareholders Grievance Committee which was constituted on 24.01.2003 to look into redressal of investors complaints and requests like delay in transfer of Equity Shares , non receipt of dividend, annual report etc.

The Committee comprises of :-

- i) Mr. Paramdeep Singh - Chairman
- ii) Mr. Hardev Singh - Member
- iii) Mr. U.C.Sahoo - Member

Mr. J. Tiwari, Company Secretary acts as Secretary to the committee.

The Shareholders/ Investors Grievance Committee met four times during the year under review on dtd. 25.04.2011, 25.07.2011, 24.10.2011 and 24.01.2012.

REMUNERATION COMMITTEE

The Remuneration Committee of the Board of Directors of the company comprised of the following three independent Directors as on 31.03.2008 :

- a) Mr. Prem Singh
- b) Mr. Thakur Singh
- c) Mr. R.C.Wadhwa

The Remuneration Committee met one time during 2011 - 12 on 12.03.2012.

REMUNERATION OF DIRECTORS

The Directors have waived sitting fees payable to them. As regards remuneration of Mr. Hardev Singh Managing Director , Mr. U.C.Sahoo and Mr. Paramdeep Singh, Whole Time Director is concerned. Mr. Hardev Singh was paid total remuneration of ₹ 60,00,000 in respect of the year ended 31st March, 2012.

The company has paid to Mr. U.C.Sahoo, a total salary of ₹ 20,13,462 for the year 2011 - 12 . Further, the company's contribution to Provident Fund on his account is to the extent of ₹ 216,000 for the year under review. He has not been paid any other allowances or perquisites . Therefore , the total remuneration package of Mr. U.C.Sahoo is ₹ 22,29,462 in respect of the year 2011 - 2012.

The company has paid to Mr. Paramdeep Singh, a total salary of ₹ 650,000 for the year 2011 - 12 . Further, the company's contribution to Provident Fund on his account is to the extent of ₹ 72,000 for the year under review. He has not been paid any other allowances or perquisites . Therefore , the total remuneration package of Mr. Paramdeep Singh is ₹ 722,000 in respect of the year 2011 - 2012.

The company has paid to Mr. Anil Kumar Tripathy, a total salary of ₹ 11,46,785 for the year 2011 - 12 . Further, the company's contribution to Provident Fund on his account is to the extent of ₹ 120,600 for the year under review. He has not been paid any other allowances or perquisites . Therefore , the total remuneration package of Mr. Anil Kr. Tripathy is ₹ 12,67,385 in respect of the year 2011 - 2012.



DETAIL ON GENERAL MEETINGS

Location, Date and time of General Meetings held during the last three years :

Year	Location	AGM / EGM	Date	Day	Time	No. of Special Resolution
2008-09	Teesta Agro Ind. Ltd. Mazabari, Rajganj Dist. Jalpaiguri	AGM	30.09.09	Wednesday	10.00 am.	Nil
2009 - 10	Same, as above	AGM & EGM	29.09.10 25.09.09	Wednesday Wednesday	10.00 am. 10.00 am.	one
2010 - 11	Same, as above	AGM & EGM	30.09.11 25.04.11	Wednesday Monday	10.00 am. 10.00 am.	Two

No postal ballot were used for voting at these meetings. Further, there is no item on the agenda of the ensuing Annual General Meeting that needs approval of shareholders by postal ballot .

DISCLOSURES

RELATED PARTY TRANSACTIONS

i) Related party transactions are defined as transactions of the company of a material nature with its promoters. Directors of the management , their subsidiary or relatives etc. that may have potential conflict with the interests of the company at large.

Among the related party transactions are contracts or arrangement made by the company from time to time with the companies in which Directors are interested . All these contracts or arrangements are entered in a register of contracts under Section 301 of the Companies Act, 1956 and the register is placed before every Board Meeting .

All transactions covered under the related party transactions are regularly ratified and / or approved by the Board.

There has been no transactions of the company with its promoters , their subsidiary or the management that may have potential conflict with the interest of the company at large.

Transaction with the related parties are disclosed in Note No. 17 of schedule 15 to the accounts in the Annual Report.

ii) All accounting Standards mandatorily required have been followed in preparation of financial statements and no deviation has been made in following the same.

iii) Risk assessment and its minimization procedure have been laid down by the company and the same have been informed to Board Members. These procedures are periodically reviewed to ensure that executive management controls risk through means of a property defined framework.



- iv) Management discussion and analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the Listing Agreement with Stock exchanges.
- v) No penalties or strictures have been imposed on the company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

CEO CERTIFICATION

Certification from the Managing Director, covering the financial aspects, as required under revised corporate governance report under Clause 49 of the Listing Agreement, has been furnished to the company.

GENERAL SHAREHOLDER INFORMATION

Means of Communication

The quarterly results are published in the leading English daily (The Asian Age) and Bengali news paper (Dainik Lipi)

Management discussion and analysis is a part of the Annual Report.

Compliance Officer :

Mr. J. Tiwari

Company Secretary

Teesta Agro industries Limited

63/1/2 Sarat Bose Road,

Kolkata - 700 025

ANNUAL GENERAL MEETING

Date & Time	:	August 31st, 2012 at 10.00 am.
Venue	:	Teesta Agro Industries Ltd Mazabari, Rajganj Dist. Jalpaiguri, West Bengal
Financial Calendar	:	April to March, every year
Date of Book Closure	:	28.08.2012 to 31.08.2012
Dividend Payment Date	:	NA



TEESTA AGRO INDUSTRIES LIMITED

Distribution of Shareholding as on 31st March, 2012

Range	Shareholders		Shares	
	No. of Shares	Number	% total shareholder	Number
1 to 500	14055	96.3529	1817799	32.4028
501 to 1000	318	2.1800	271290	4.8358
1001 to 2000	131	0.8981	215361	3.8389
2001 to 3000	31	0.2125	80200	1.4296
3001 to 4000	6	0.0411	23300	0.4153
4001 to 5000	12	0.0823	56700	1.0107
5001 to 10000	13	0.0891	96000	1.7112
10001 and above	21	0.1440	3049350	54.3556
	14587	100.0000	5610000	100.0000

Listing on Stock Exchanges :

The company's securities are listed on the following Stock Exchanges in India :

The Stock Exchange, Mumbai
Phiroze Jeejeebhoy Towers (28th Floor)
Dalal Street Mumbai - 400 001

De mat ISIN for Equity Shares :

ISIN INE 757D01011

Share Registrar and Transfer Agents

Maheshwari Datamatics Pvt. Ltd.
6, Mangoe Lane, 2nd Floor
Kolkata - 700 001

Telephone : 2243 - 5029 / 5809
Fax : 2248 - 4787
E Mail : mdpl@cal.vsnl.net.in
Business Hours : 10.00 am. to 5.30 pm.

Share Transfer System

Share Transfer in physical form can be lodged with Maheshwari Datamatics Pvt. Ltd. at the above mentioned address. The transfers are normally processed within 10 - 12 days from the date of receipt if the documents are complete in all respects. The company also offers transfer cum de mat facility for the convenience of the investors.



Dematerialisation of Shares and Liquidity

The company has since been allotted ISIN by NSDL & CDSL, the ISIN is INE 757D01011.

Compliance of non Mandatory Requirements

1. Chairman of the Board

During the year under review, no expenses were incurred in connection with the office of the chairman.

2. Shareholders Rights

Half yearly results including summary of the significant events are presently not being sent to the shareholders of the company.

3. Training of Board Members

There was no Directors Training Programme during the year under review .

4. Mechanism for evaluating Non Executive Board Members

There is no mechanism for evaluating Non Executive Board Members at present.

5. Whistle Blower Policy

There is no whistle blower policy of the company at present.

Declaration by CEO pursuant to Clause 49(C) of the Listing Agreement with Stock Exchange(s)

To
The Members of
Teesta Agro industries Ltd.

Incompliance with the requirements of Clause 49(D) of the listing agreement with the Stock Exchange relating to Corporate Governance, to confirm that, on the basis of confirmations/ declarations received, all the Directors and Senior Management Personnel of the company have complied with the code of conduct framed by the company.

Place : Siliguri
Date : The 2nd, August, 2012

For Teesta Agro Industries Ltd.

Hardev Singh
(Managing Director)

Address of Regd. Office and
Location of Plant

: Mazabari, Rajganj
Dist. Jalpaiguri, West Bengal



TEESTA AGRO INDUSTRIES LIMITED

**Auditors' Certificate on Compliance of Corporate Governance
Under Clause 49 of the Listing Agreement**

To
The Members of
Teesta Agro Industries Limited

We have examined the compliance of the conditions of Corporate Governance by Teesta Agro Industries Limited for the year ended on March 31, 2012 as stipulated in Clause 49 of the listing Agreement of the said Company with the Stock Exchanges in India, with the relevant records and documents maintained by the Company furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

THE COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE IS THE RESPONSIBILITY OF THE MANAGEMENT. OUR EXAMINATION WAS LIMITED TO A REVIEW OF PROCEDURES AND IMPLEMENTATION THEREOF, ADOPTED BY THE COMPANY FOR ENSURING THE COMPLIANCE OF THE CONDITIONS OF CORPORATE GOVERNANCE. IT IS NEITHER AN AUDIT NOR AN EXPRESSION OF OPINION ON THE FINANCIAL STATEMENTS OF THE COMPANY.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

On the basis of our review and according to the information and explanations given to us, we state that in respect of investor grievances received during the year ended March 31, 2012, no investor grievances are pending against the company for a period exceeding one month as per the records maintained by the company which are presented to the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Siliguri,
August 2, 2012

R. B. Mantry
Partner
For and on behalf of
MANTRY & ASSOCIATES
Chartered Accountants

**ANNEXURE - C****MANAGEMENT DISCUSSION & ANALYSIS****Overview**

Teesta Agro Industries Limited is a leading manufacturer of Sulphuric Acid NPK Fertiliser and Single Super Phosphate fertiliser. Its plant is located at Mazabari, Rajganj, Dist. Jalpaiguri, West Bengal. It has six sales offices all situated in the Eastern and North Eastern regions of India. The installed capacity of SSP is 165,000 MT, GSSP 66000 MT, Sulphuric Acid is 66,000 MT and that of NPK is 33,000 MT per annum.

Operation

The turnover and other receipts of your company has been Rs.13,184 lacs as against Rs. 8981 lacs in the previous year . Profit after taxation stood at Rs.104 lacs as against Rs. 94 lacs in the previous year.

OPPORTUNITIES & THREATS

After Government of India (GOI) introduced Nutrient Based Subsidy (NBS) Policy, performances of SSP manufacturers gradually improved. But abruptly GOI withdrew the secondary freight of Rs.200/- per MT on SSP with effect from 01.09.2011. Due to this the Profit margin of your company somewhat suffered. Your company is representing to GOI through Fertiliser Association of India to re-introduce the same and treat SSP at par with DAP, MOP & other Complex Fertilisers. As per the guidelines of NBS for SSP, the company will fix its own MRP instead of the State governments. So there is every scope that the company will perform as per expected parameters.

GOI has developed a package called Mobile based Fertiliser Monitoring System (mFMS) and is now testing the same. This system is developed keeping the announcement in Parliament to introduce direct fertiliser subsidy to farmers. As per this scheme, farmers will pay full price of fertilizer at the time of purchase and will get subsidy through their bank account. Firstly, this will hamper the volume of sale as the farmer has no sufficient fund to pay for the full price. Secondly, most of the farmers are not educated, live in villages. Some villages have no power connection, no banking facility and they will not understand the criticalities of this subsidy system. If there is no proper data entry by the retailer favouring the farmers code number, he may not get subsidy at all which will create chaos and will hamper the sale of fertilizer. Lastly, farmer will move to bank several times to check the subsidy status till credited to his account, which will hamper his effective working hours also.

FUTURE PROSPECTS

Subsidised Maximum Retail Price of SSP fertilizer is very low in comparison to other substitute fertilizers. Hence due to low price, demand for SSP fertilizer is growing day by day. To encash the growth potential of this sector, your directors have decided to set up a green field SSP fertilizer manufacturing unit near Chittorgarh in the state of Rajasthan. This will be the companies second SSP unit. We have chosen Chittorgarh because this place is very near to the raw material location and your company can produce SSP fertilizer at a lower cost there at. Commercial production of SSP fertilizer from the second unit is expected within March, 2013.



TEESTA AGRO INDUSTRIES LIMITED

Human Resource Development

The company provides ample congenial working atmosphere, so that employees/ workers can put their best efforts towards their respective responsibilities. The company provides scope for career growth also. Training programmes are also conducted to update their knowledge.

Adequacy of Internal control

The company has a proper, independent and adequate system of internal control to ensure that all assets are safeguarded and protected against loss from unauthorised use or disposition and that transactions are authorised, recorded and reported correctly. The internal control system are supplemented by an extensive programme of internal audit, review by management of documented policies, guidelines and procedures.

The internal control system of the company are designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

Cautionary Statement

Statements in the Management Discussion and Analysis describing the company's objectives, projections, estimates and explanations may be forward looking statements within the meaning of applicable laws and regulations actual results might differ substantially or materially from those expressed or implied. Important development that could affect the company's operations include a downtrend in the automobile industry global or domestic or both significant changes in political and economic environment in India or key markets abroad, tax laws, litigation, labour relations, exchange rate fluctuations, interest and other costs.



AUDITORS' REPORT

To the Members of
Teesta Agro Industries Limited

We have audited the Balance Sheet of Teesta Agro Industries Limited as at 31st March, 2012, signed by us under reference to this report and the relative Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date. These Financial Statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these Financial Statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free of material misstatement. An audit includes, examining, on a test basis, evidence supporting the amounts and disclosures in the Financial Statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section 4A of Section 227 of the Companies Act, 1956 and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we enclose in the Annexure, a statement on the matters specified in Paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

1. We have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purpose of our audit.
2. In our opinion, proper books of accounts as required by the law have been kept by the company, so far as appears from our examination of those books.
3. The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
4. In our opinion, the Balance Sheet and Statement of Profit and Loss and the Cash Flow Statement dealt with by this report comply with the mandatory Accounting Standards issued by the Institute of Chartered Accountants of India, referred to in sub section (3C) of Section 211 of the Companies Act, 1956.



TEESTA AGRO INDUSTRIES LIMITED

5. Based on the representations made by the Directors of the Company and the information and explanations given to us, none of the Directors of the Company is, prima-facie, as at 31st March, 2012, disqualified from being appointed as Director of a Company in terms of section 274(1)(g) of the Companies Act, 1956.

In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with the Notes, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
- In the case of Statement of Profit and Loss, of the profit of the company for the year ended on that date; and
- In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Siliguri,
August 2, 2012

R. B. Mantry
Partner
For and on behalf of
MANTRY & ASSOCIATES
Chartered Accountants

**ANNEXURE TO THE AUDITORS' REPORT REFERRED TO IN OUR REPORT OF EVEN DATE**

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situations of its fixed assets.
- (b) All the fixed assets of the Company have been physically verified during the year by the Management and no material discrepancy between the book records and the physical inventory have been noticed.
- (c) Fixed assets disposed off during the year, in our opinion do not constitute a substantial part of the fixed assets of the Company and such disposal has not affected going concern status of the company.
2. (a) The stocks of finished goods, stores, spare parts, and raw materials (other than items in transit and lying with third parties) of the company have been physically verified by the management at the year-end.
- (b) In our opinion, the procedures of physical verification of aforesaid stocks followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- (c) The company has maintained proper records of inventories. In our opinion, the valuation of stock of finished goods, stores, spare parts and raw materials has been fair and proper in accordance with the normally accepted accounting principles and is on the same basis as in the preceding year. The discrepancies between the physical stocks and book stocks were not material, and hence taken as per book records.
3. (a) In our opinion, the rate of interest and other terms and conditions of loan, secured or unsecured taken by the Company during the year from companies, firms and other parties listed in the register maintained under Section 301 of the Companies Act, 1956 are prima-facie not prejudicial to the interest of the Company.
- (b) The Company has granted interest free unsecured loan of ₹ 30.04 lakhs to Nepun Cement and Power Limited & ₹ 45.00 lakh to Paramdeep Singh, Director of the company listed in the Register maintained under Section 301 of the Companies Act, 1956.
- (c) Interest free small advances in the nature of loans given to certain employees are generally being repaid as stipulated.
4. In our opinion, the Company's internal control procedures for purchase of raw materials including components, plant and machinery, equipment and other similar assets and sale of goods are generally commensurate with the size and nature of its business and such procedures of the Company relating to purchase of stores are being strengthened to make it commensurate with its size and nature of business of the Company.



TEESTA AGRO INDUSTRIES LIMITED

5. In our opinion, the transaction of purchase of goods and materials made in pursuance of contracts or agreements entered in the Register maintained under Section 301 of the Companies Act, 1956, and aggregating during the year to ₹ 5,00,000 or more in respect of each party were made at prices which were reasonable having regard to prevalent market prices for such materials or the prices at which transactions for similar goods or materials were made with other parties.
6. The Company has not accepted any deposits from the public during the year.
7. In our opinion, the Company has an internal audit system (a firm of Chartered Accountants having been appointed for the purpose). The internal audit is commensurate with the size and nature of its business.
8. As explained to us and on the basis of the records produced, we are of the opinion that prima facie, the cost records prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 have been maintained. However, we are not required to and have not carried out any detailed examination of such records.
9. (a) The Company has been regular in depositing Provident Fund dues with the concerned authorities during the year considering the grace period allowed by the Provident Fund Department. As explained to us, the E.S.I. Act is not applicable to the Company. As on 31st March, 2012, there were no amounts outstanding in respect of undisputed Income Tax, Wealth Tax, Sales Tax, Value Added Tax, Customs Duty, Service Tax and Excise Duty which were due for more than six months from the date they became payable.

(b) Disputed value added tax, income tax, excise duty and customs duty have been disclosed in the note, under the head "contingent liabilities not provided for" in the accounts.
10. The company has no accumulated losses and has not incurred cash losses during the current financial year and in the immediately preceding financial year.
11. During the year, the company has not defaulted in repayment of its dues to financial institutions and banks.
12. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the provisions of any special statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund/Societies are not applicable to the company.
14. In our opinion the company is not dealing or trading in shares, securities, debentures or other investments and therefore, the requirement of paragraph 4(xiv) of the Order is not applicable to the company.



15. The company has not given any guarantee for the loans taken by others from banks or financial institutions.
16. The company has not taken any term loan during the year.
17. On the basis of our examination of the cash flow statement and overall examination of balance sheet, we report that the funds raised on short-term basis have not been used for long-term investments and vice versa.
18. The company has made preferential allotment of shares to parties covered in the register maintained under section 301 of the Companies Act, 1956 during the year as per SEBI guidelines.
19. The company has not issued debentures during the financial year.
20. The company has not raised any money by public issue.
21. During the course of our examination of the books and records of the company carried out in accordance with auditing standards generally accepted in India, we have neither come across any instance of fraud by the company noticed or reported during the year nor have we been informed of such case by management.

Siliguri,
August 2, 2012

R. B. Mantry
Partner
For and on behalf of
MANTRY & ASSOCIATES
Chartered Accountants



TEESTA AGRO INDUSTRIES LIMITED

Balance Sheet as at 31st March, 2012

₹ in Lakh

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	3	557	504
(b) Reserves and Surplus	4	3,295	2,952
(2) Non-Current Liabilities			
(a) Long-term borrowings	5	1	1
(b) Deferred tax liabilities (Net)		163	173
(c) Long term provisions	6	18	17
(3) Current Liabilities			
(a) Short-term borrowings	7	1,937	1,917
(b) Trade payables		4,617	4,884
(c) Other current liabilities	8	15	113
(d) Short-term provisions	6	8	73
Total		10,611	10,634
II.Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9	2,090	1,857
(ii) Capital work-in-progress		22	98
(b) Non-current investments	10	58	58
(c) Long term loans and advances	11	1,559	916
(d) Other non-current assets	12	9	8
(2) Current assets			
(a) Inventories	13	2,499	4,310
(b) Trade receivables	14	3,129	1,608
(c) Cash and cash equivalents	15	781	1,445
(d) Short-term loans and advances	11	455	332
(e) Other current assets	16	9	2
Total		10,611	10,634

Significant accounting policies 1

Other explanatory notes & information 2

The Notes referred to above are an integral part of the financial statements.

For and on behalf of
MANTRY & ASSOCIATES
Chartered Accountants

R. B. Mantry
Partner
Membership No.052131

Siliguri, August 2nd, 2012

For and on behalf of the Board of Directors
of Teesta Agro Industries Limited

Hardev Singh
Managing Director

Paramdeep Singh
Director

J. Tiwari
Company Secretary



TEESTA AGRO INDUSTRIES LIMITED

Profit and Loss statement for the year ended 31st March, 2012

₹ in Lakh

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. Revenue from operations	17	13,078	8,875
Less: Excise Duty		1	13
		13,077	8,862
II. Other Income	18	107	119
III. Total Revenue (I +II)		13,184	8,981
IV. Expenses:			
Cost of raw materials consumed	19	10,275	7,536
Changes in inventories of finished goods, work-in-progress	20	1,132	(195)
Employee benefits expense	21	461	455
Financial costs	22	38	47
Depreciation and amortization expense		130	122
Other expenses	23	992	878
Total Expenses		13,028	8,843
V. Profit before exceptional & extraordinary items and tax	(III-IV)	156	138
VI. Exceptional Items		5	4
VII. Profit before tax	(V - VI)	151	134
VIII. Tax expense:			
(1) Current tax		(57)	(50)
(2) Deferred tax		10	10
IX. Profit(Loss) from the period from continuing operations		104	94
X. Basic & Diluted Earning per equity share:			
(1) Before Exceptional items		2.14	2.15
(2) After Exceptional items		2.04	2.06
Significant accounting policies		1	
Other explanatory notes & information		2	
The Notes referred to above are an integral part of the financial statements.			
For and on behalf of MANTRY & ASSOCIATES Chartered Accountants		For and on behalf of the Board of Directors of Teesta Agro Industries Limited	
R. B. Mantry Partner		Hardev Singh Managing Director	
Membership No.052131 Siliguri, August 2nd, 2012		Paramdeep Singh Director	
		J. Tiwari Company Secretary	



Notes to Financial Statements for the year ended 31st March, 2012

1. SIGNIFICANT ACCOUNTING POLICIES

- 1.1 During the year ended 31st March, 2012, the revised Schedule-VI notified under the Companies Act, 1956, has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule-VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.
- 1.2 Fixed Assets are valued at cost less depreciation. Depreciation has been calculated on straight line method at applicable rates prescribed in Schedule XIV of the Companies Act, 1956.
- 1.3 Investments are valued at cost.
 - (a) Inventories of stores & spares and packing materials are valued at FIFO basis.
 - (b) Major raw materials are valued at cost on FIFO basis; Raw materials for NPK are valued at average cost price.
 - (c) Finished goods are valued at lower of cost and net realisable value.
- 1.4 Cost includes cost of purchase, duties, taxes and all other costs incurred in bringing the inventories to their present location.
- 1.5 Sales exclusive of Excise Duty, VAT (₹ 241) and net of dealers' margin are recognised as revenue on dispatches.
- 1.6 Rebate/Subsidy receivable from Government on sale of Single Super Phosphate Fertilizer is also recognised on accrual basis.
- 1.7 Transactions in foreign currencies are reflected at rates at which transactions are settled; assets and liabilities valued at contract/yearend rate and resultant loss or gain is accounted for in the statement of profit and loss.
- 1.8 Long term investments are stated at cost and provision for diminution is made, if such diminution is other than temporary in nature. The diminution in value of investment made in units of SBI Mid Cap Fund (Growth Option) amounting to ₹ 9 is considered temporary in nature and hence no provision is required.

2. Other Explanatory notes and Information

- 2.1 Sundry Debtors and advances (considered good) include certain overdue debts/ old advances aggregating to ₹12 (Previous Year ₹12) for which necessary steps are being taken for realisation and as such no provision there against is considered necessary in these accounts.



- 2.2 Balances of certain Sundry Debtors, Sundry Creditors, Loans and Advances and Other Liabilities are in process of confirmation/reconciliation. The management is of the opinion that adjustment if any arising out of such reconciliation would not be material.
- 2.3 Sales tax remission was granted to the company by State Government initially for a period of 9 years which ended on 30.03.2010. The management is of the opinion that as per the law the company is entitled for remission for 13 years i.e. up to 30.03.2014 and necessary legal steps are being taken in this regard. VAT remission for the year amounting to ₹ 241 credited directly to Capital Reserve A/c and VAT liability under dispute since 31.03.2010 aggregating ₹374 is shown under the head Contingent Liability.
- 2.4 Excise duty on sulphuric acid principally used for captive consumption of SSP (Finished Goods) has not been considered for valuation of stock of sulphuric acid under AS-2 consistently over the years. However, excise duty on fertilizers which is chargeable since 1st March, 2011 has been considered for valuation of fertilizer inventory as on 31.03.2012.
- 2.5 In the opinion of the Board the Current Assets, Loans and advances appearing in the company's balance sheet as at the year end would have value on realization in the normal course of business at least equal to the respective amounts at which they are stated in the balance sheet.
- 2.6 Under the Micro, Small and Medium Enterprises Development Act, 2006, certain disclosures are required to be made relating to micro, small and medium enterprises but the information is not available.
- 2.7 (a) Estimated amount of Capital Commitments net of advances as at 31.03.2012, and not provided for is ₹Nil (Previous year ₹Nil).

(b) Contingent Liabilities		
(Not provided for) in respect of :-	2011-12	2010-11
- Letter of Credit	305	900
- Bank Guarantees	55	83
-Sales Tax matters under dispute	374	133
-Income tax matters under appeals	108	108



TEESTA AGRO INDUSTRIES LIMITED

2.8 Consumption of raw materials includes foreign exchange gain of ₹ 39 (Previous year loss of ₹ 4).

2.9 Retirement Benefits

Defined Benefits Plan

The company has subscribed to group gratuity policy with the Life Insurance Corporation of India to cover its liability towards employees' gratuity. Gratuity liability has been actuarially calculated and the same has been provided for as on the date of Balance Sheet. Summary of Gratuity Plan is given below:-

a. Assumptions	31.03.2012	31.03.2011
Discount Rate	8%	8%
Rate of increase in compensation levels	5%	5%
Rate of Return on Plan Assets	8%	8%
Expected Average remaining working Lives of employees (years)	16.55	17.06
b. Reconciliation of Opening & Closing	31.03.2012	31.03.2011
Balances of the present value of defined benefit obligation		
Present Value of Obligation as at the Beginning of the year	55	48
Interest Cost	5	4
Current Service Cost	4	4
Benefits paid	(3)	(1)
Actuarial (gain)/loss on obligations	5	
Present Value of Obligation as at the End of the year	66	56
c. Reconciliation of Opening & Closing	31.03.2012	31.03.2011
Balances of fair value of plan assets		
Plan assets at the beginning of the year	41	5
Expected return on plan assets	4	2
Actual Company contributions	25	36
Benefits paid	(3)	(2)
Actuarial gain/(loss) on plan assets	-	-
Plan assets at the end of the year	67	41
d. Net asset/liability recognized in the balance sheet	31.03.2012	31.03.2011
Current Liability (Amount due within one year)	1	NA
Non Current Liability (Amount due over one year)	65	NA
Present Value of Obligation as at the End of the year	66	55
Fair Value of Plan assets as at the end of the year	67	41
Funded Status	1	(14)
Net Asset/(Liability) Recognized in Balance Sheet	1	(14)



e. Components of employer expenses for the year 31.03.2012		31.03.2011
Current Service Cost	4	4
Past Service Cost	-	-
Interest Cost	5	4
Expected Return on Plan Assets	(4)	(2)
Net actuarial (gain)/ loss recognized in the year	4	1
Expenses Recognized in the statement of Profit & Loss Account	9	7

The company extends the benefit of leave encashment to its employees while in service. Leave encashment benefits are accounted for on the basis of actual valuation as at year end.

Defined Contribution Plan

Contribution to Defined Contribution Plan i.e. contribution to Provident Fund amounting to ₹18 (Previous year ₹ 17) has been recognized as expenses in the year and charged to revenue account. These contributions are made to the fund administered and managed by Regional Provident Fund Commissioner, Jalpaiguri.

2.10 Segment Information

The business segments have been identified on the basis of the products manufactured by the Company i.e. Fertilisers & Sulphuric Acid. Mainly Sulphuric Acid is captively used for production of SSP. The company is managed organisationally as one unified entity, hence there are no separate geographical segments.

	Year Ended March 31, 2012	Year Ended March 31, 2011
Segment Revenue		
Fertiliser	13039	8852
Sulphuric Acid	1516	1749
Total Segment Revenue	14555	10601
Less : Inter-Segment Revenue	1477	1726
Net Sales/Income from Operations	13078	8875
Segment Profit/(Loss) before tax and interest		
Fertiliser	105	67
Sulphuric Acid	(12)	16
Total	93	83
Add:		
(i) Unallocated Revenue & Expenditure (Net)	23	-2
(ii) Net Interest Expense(-)/ Income (+)	35	53
Net Profit/(Loss) from Ordinary Activities	151	134
Capital Employed (Segment Assets - Segment Liabilities)		
Fertiliser	5421	4701
Sulphuric Acid	531	901
Total	5952	5602
4. Capital Expenditure	348	314
5. Depreciation for the period	114	122



TEESTA AGRO INDUSTRIES LIMITED

2.11 Deferred Tax Accounting:-

As per the Accounting Standard 22 on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, deferred tax credit for the year 2010 has been recognised in the Profit and Loss Statement for the year. Details of Deferred Tax Assets/(Liabilities) as on 31.03.2012 are as follows:-

Items under Section 43B of IT Act	₹	6
- Depreciation	₹	(169)
- Net Deferred Tax Assets/(Liabilities)	₹	(163)

2.12 Management has evaluated value in use of its fixed assets as required by Accounting Standard 28. On evaluation, management is of the opinion that there is no impairment of the Company's assets as on 31st March, 2012 and hence no provision is required.

2.13 Related Party Disclosures:

Sl. No.	Party	Relationship
1.	Mr. Hardev Singh, Chairman & MD	Key management personnel
2.	Mr. U. C. Sahoo, Executive Director	-Do-
3.	Mrs. Joginder Kaur, Director	-Do-
4.	Mr. Inderdeep Singh, Director	-Do-
5.	Mr. Paramdeep Singh, Director	-Do-
6.	Mr. A. K. Tripathy, Director (Finance)	-Do-

Transaction with the related parties:

Name of the Key Management Personnel	Nature of Transaction during the year	Year end balance	Amount
Mr. Hardev Singh	Remuneration	Nil	60
Mr. U. C. Sahoo	Remuneration and PF contribution	Nil	22
Mr. Paramdeep Singh	- do -	Nil	7
Mr. A. K. Tripathy	- do -	Nil	13

Related parties are identified by the management. The remuneration of Mr. U. C. Sahoo, Mr. Paramdeep Singh & Mr. A. K. Tripathy as stated above is excluding gratuity funded through LIC for which contributions are not separately identified.

2.14 Earnings Per Share:

Year ended on 31st March	2012	2011
Profit after tax but before non-recurring items	109	98
Profit after tax available for equity shareholders	104	94
Weighted average number of equity shares	5084305	4561580
Basic & diluted earnings per share before non-recurring items (Face value of share ₹ 10/- each)	2.14	2.15
Basic & diluted earnings per share after non-recurring items (Face value of share ₹ 10/- each)	2.04	2.06

2.15 Auditors Fees and Expenses include remuneration to:

Year ended on 31st March	2012	2011
(a) Statutory Auditors:-		
(i) As Auditors	1	1
(ii) Tax Audit & Certification Fee	1	1
(b) Internal Auditors:-		
As Auditors	1	1

**2.16 Income/Expenditure in Foreign Currency**

Year ended on 31st March	2012	2011
Income in Foreign Currency	-	-
Expenditure in Foreign Currency		
(a) Raw materials (CIF basis)	2584	439
(b) Catalysts Purchased	35	-

2.17 Breakup of Imported/ Indigenous material

Year ended on 31st March	2012	2011
a) Value of imported raw materials, packing materials, spare parts and components consumed	4195	4599
b) Value of indigenous raw materials, packing materials, spare parts and components consumed	6446	3211
c) Percentage of above to total consumption		
i) Imported raw materials, packing materials, spare parts and components consumed	39%	59%
ii) Indigenous raw materials, packing materials, spare parts and components consumed	61%	41%



TEESTA AGRO INDUSTRIES LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

₹ in Lakh

3. Share Capital

	Par Value	31.3.2012	31.3.2011
3.1 Authorised			
80,00,000 Equity Shares	₹ 10 each	800	800
20,00,000, 8% Cumulative Preference Shares	₹ 10 each	200	200
		1,000	1,000
Issued, Subscribed & Paid up			
56,10,000 Equity Shares	₹ 10 each	561	508
Less; Allotment money in arrear		4	4
		557	504

3.2 Terms, Rights, Preferences & Restrictions attached to Shares

The company has only one class of equity shares having a par value of ₹ 10 per share. Each share holder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the Annual general Meeting. In the event of liquidation of the Company, the equity share holders are eligible to receive remaining assets of the Company, after distribution of all Preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

3.3 Reconciliation of Shares outstanding at the beginning and at the end of the reporting period

Equity Shares	31st March, 2012		31st March, 2011	
	Number	in Lakh	Number	in Lakh
At the beginning of the period	50,80,000	508	45,50,000	455
Issued and allotted during the period	5,30,000	53	5,30,000	53
Outstanding at the end of the period should be	56,10,000	561	50,80,000	508
Allotment money in arrear	-	4	-	4
Outstanding at the end of the period actually is	56,10,000	557	50,80,000	504

3.4 Details of shareholders holding more than 5% shares in the company

Equity shares of ₹10 each fully paid up	31st March, 2012		31st March, 2011	
	Number	the class	Number	the class
Hardev Singh	1585440	28.2610	1455440	28.6504
Joginder Kaur	587600	10.4742	537600	10.5827

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.



TEESTA AGRO INDUSTRIES LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

₹ in Lakh

4. Reserves and Surplus	31.3.2012		31.3.2011	
a) Capital Reserve				
Balance as per last financial statements	1,799		1,666	
Add: Output VAT Remission	241		133	
Closing balance	<u>2,040</u>		<u>1,799</u>	
b) Capital Redemption Reserve				
Balance as per last financial statements	111		111	
c) Share Premium Account				
Balance as per last financial statements	43		-	
Add: Premium on issue of Equity shares	5		43	
Closing balance	<u>48</u>		<u>43</u>	
d) General Reserve	31.3.2012		31.3.2011	
Balance as per last financial statements	10		-	
Add: amount transferred from surplus balance in the statement of profit and-loss	-		10	
Closing balance	<u>10</u>		<u>10</u>	
e) Profit & Loss Account				
Balance as per last financial statements	989		957	
Profit for the year	104		94	
Less: Appropriations				
Proposed dividend	-		45	
Dividend distribution tax	-		7	
Dividend/Dividend Tax of earlier Year	7		-	
Transfer to general reserve	-		10	
Closing balance	<u>1,086</u>		<u>989</u>	
Total	<u>3,295</u>		<u>2,952</u>	
5. Long Term Borrowings	Non-current portion		Current maturities	
	31.3.2012	31.3.2011	31.3.2012	31.3.2011
Unsecured				
From Directors	1	1	-	-
From Others	-	-	-	57
	<u>1</u>	<u>1</u>	<u>-</u>	<u>57</u>
Note: Current maturities is a part of other Current liabilities.				
6. Provisions	Long term		Short term	
	31.3.2012	31.3.2011	31.3.2012	31.3.2011
Provision for employee benefits				
Leave Encashment	18	17	8	7
Gratuity	-	-	-	14
	<u>18</u>	<u>17</u>	<u>8</u>	<u>21</u>



TEESTA AGRO INDUSTRIES LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

₹ in Lakh

Other Provisions	31.3.2012	31.3.2011	31.3.2012	31.3.2011
Proposed Dividend	-	-	-	45
Tax on Proposed Dividend	-	-	-	7
Total provisions	18	17	8	73

7. Short Term Borrowings

	31.3.2012	31.3.2011
Secured Loan From Bank	1,937	1,917
Others	-	-
Closing balance	1,937	1,917

Secured loans are for working capital from consortium of Banks, and are secured by joint hypothecation charge on inventory, current book debts and other current assets besides first equitable/hypothecation charge over immovable/ movable fixed assets of the company at Rajganj, Dhupguri, Haldia and personal guarantees of two of the directors of the company.

8. Other Current Liabilities

Advances from Customers	15	56
Others	-	57
Closing balance	15	113

9. TANGIBLE ASSETS

Description	GROSS BLOCK			DEPRECIATION					NET BLOCK	
	Original Cost as on 31.03.2011	Additions During the year	Sale/Adj. During the year	Original Cost as on 31.03.2012	Depreciation upto 31.03.2011	For the year	Sale/Adj. During the year	Depreciation upto 31.03.2012	As At 31st March,2012	As At 31st March,2011
Land (Freehold)	343	90	-	433	-	-	-	-	433	343
Buildings	1,556	276	-	1,832	453	46	-	499	1,333	1,103
Plant & Machinery	1,530	-	-	1,530	1,256	64	-	1,320	210	274
Electrical Installation	143	-	-	143	143	-	-	143	-	-
Furniture & Fixture	62	3	-	65	30	4	-	34	31	32
Office Equipment	27	1	-	28	26	2	-	28	0	2
Vehicles	157	-	23	134	53	14	16	51	83	104
Total	3,818	370	23	4,165	1,961	130	16	2,075	2,090	1,857
Previous Year	3,503	324	9	3,818	1,839	122	-	1,961	1,857	

(37)

TEESTA AGRO INDUSTRIES LIMITED





TEESTA AGRO INDUSTRIES LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

₹ in Lakh

10. Investments	Non-current Investments		Current Investments	
	31.3.2012	31.3.2011	31.3.2012	31.3.2011
69,418 Equity Shares of Allahabad Bank of ₹ 10/- each fully paid up (Market value 12,929, Previous year 16,105)	38	38	-	-
50,568.90 Units of SBI Mid Cap Fund (Market value 1,103, Previous year 1,106)	20	20	-	-
	58	58	-	-
11. Loans and Advances	Long Term		Short term	
	31.3.2012	31.3.2011	31.3.2012	31.3.2011
Other advances	1,325	708	396	274
Advance paid to Gratuity Fund	-	-	1	-
TDS	52	50	-	-
Income tax paid under protest	61	61	-	-
Sales tax paid under protest	-	-	58	58
Unutilised VAT credit	121	97	-	-
	1,559	916	455	332
12. Other non-current Assets			31.3.2012	31.3.2011
Deposit with Government Authorities			1	1
Other Deposits			8	7
			9	8
13. Inventories				
Raw materials			2,067	2,876
Raw materials in Transit			99	16
Finished goods			185	1,317
Consumable Stores			148	101
			2,499	4,310
14. Trade receivables				
Unsecured, Considered good				
Outstanding for a period exceeding 6 months from the date they become due for payment.			693	511
Others			2,436	1,097
			3,129	1,608
15. Cash and cash equivalents				
Balances with Banks			772	1,439
Cash on hand			9	6
			781	1,445
<i>Balances with banks' includes FD with bank held as margin money ₹ 611, Previous year ₹ 1302</i>				
16. Other Current Assets				
Interest accrued on NSC and FD			9	2

TEESTA AGRO INDUSTRIES LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET

₹ in Lakh

	31.3.2012		31.3.2011	
	₹ in Lakh	₹ in Lakh	₹ in Lakh	₹ in Lakh
17.Revenue from operations				
Sales	6,638	-	3,798	-
Govt. Rebate	6,440	13,078	5,077	8,875
18.Other Income				
Interest recd. from Bank	74	-	100	-
Dividend Recd.	4	-	4	-
Short Term Capital Gain	7	-	-	-
Leave & License Fee	11	-	-	-
Sundry receipt (net)	11	107	15	119
19.Cost of materials consumed				
Opening Stock	2,891	-	1,634	-
Purchase	8,500	-	7,051	-
Freight Inward	1,050	-	1,742	-
	12,441	-	10,427	-
Less: Cosing Stock	2,166	10,275	2,891	7,536
20.Change in Inventories				
Finished Goods				
Opening Stock	1,317	-	1,122	-
Less: Cosing Stock	185	1,132	1,317	(195)
21.Employee benefit expense				
Salaries, Wages and Bonus	393	-	376	-
Contribution to Provident fund and Gratuity Fund	27	-	52	-
Welfare Expenses	41	461	28	455
22.Finance Cost				
Interest to Banks	26	-	44	-
Others	12	38	3	47
23.Other expenses				
Packing materials & Stores consumed	366		274	
Insurance	9		9	
Rent	6		6	
Rates & Taxes	6		6	
Power & Fuel	198		178	
<i>Repairs and Maintenance :</i>				
Building	7		10	
Plant and Maintenance	164		120	
Other	3		3	
Marketing/publicity	55		58	
Carriage Outward	44		91	
Service Tax Paid	10		8	
Payment to Auditors	3		3	
Bank Charges	57		32	
Travelling Expenses	24		37	
Miscellaneous Expenses	40	992	43	378



TEESTA AGRO INDUSTRIES LIMITED

24. During the year ended 31st March, 2012 the revised schedule VI notified under the Companies Act, 1956 has become applicable to the Company for preparation and presentation of its financial statement. The adoption of revised schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year's figures in accordance with the requirements applicable in the current year. In view of this reclassification certain figures of current year are not strictly comparable with those of the previous year.

As per our report of even date

For and on behalf of
MANTRY & ASSOCIATES
Chartered Accountants

R. B. Mantry
Partner
Membership No.052131
Siliguri, August 2nd, 2012

For and on behalf of the Board of Directors of
Teesta Agro Industries Limited

Hardev Singh
Managing Director

Paramdeep Singh
Director

J. Tiwari
Company Secretarymz

Siliguri, August 2nd, 2012



TEESTA AGRO INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2012

₹ in Lakh

	For the year ended 31.3.2012	For the year ended 31.3.2011
A. Cash Flow from Operating Activities :		
Net profit/(loss) before tax and Extraordinary Items	151	134
Adjusted for :		
Depreciation	130	122
Interest Received (Net)	(36)	(53)
Dividend Income	(4)	(4)
Short Term Capital Gain	(7)	0
Leave & License Fee Receipt	(11)	0
Loss/(Profit) on Sale of Assets	5	4
	77	69
Operating Profit before changes in Working Capital:	228	203
Adjustments for :		
Trade and other receivables	(2295)	171
Inventories	1811	(1456)
Trade Payable	(429)	175
	(913)	(1110)
Cash Generated from Operations	(685)	(907)
Interest Paid	(38)	(47)
Direct Taxes Paid	(57)	(51)
Net Cash from operating activities	(780)	(1005)
B. Cash Flow from Investing Activities		
Addition to Fixed Assets/Capital WIP	(294)	(111)
Sale Proceeds of Fixed Assets	2	5
Interest Received	74	48
Short Term Capital Gain	7	0
Leave & License Fee Receipt	11	0
Dividend Received	4	4
Net Cash used in Investing Activities	(196)	(54)
Carried Forward	(976)	(1059)



TEESTA AGRO INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

(₹ in Lakh)

	For the year ended 31.3.2012	For the year ended 31.3.2011
Brought Forward	(976)	(1059)
C. Cash Flow from Financing Activities :		
Proceeds from Share Issue	58	95
Increase/(Decrease) in CC & Vehicle Loan	20	230
Dividend Paid	(6)	(45)
Tax on Dividend	(1)	(7)
Remission of VAT	241	133
Net cash used in Financing Activities	312	406
Net increase in Cash and Cash Equivalent (A+B+C)	(664)	(653)
Cash and Cash Equivalent (Opening Balance)	1445	2098
Cash and Cash Equivalent (Closing Balance)	781 (664)	1445 (653)

For and on behalf of Board of Directors
of Teesta Agro Industries Limited

Siliguri,
August 2, 2012

Hardev Singh
Managing Director

Paramdeep Singh
Director

J. Tiwari
Company Secretary

Auditors' Certificate

The above Cash Flow Statement has been compiled from and is based on the audited accounts of Teesta Agro Industries Limited for the year ended 31st March, 2012 reported by us on 2nd August, 2012. According to the information and explanations given the aforesaid Cash Flow Statement has been prepared pursuant to clause 32 of the Listing Agreement with Stock Exchanges and the reallocation required for the purpose are as made by the Company.

For and on behalf of
MANTRY & ASSOCIATES
Chartered Accountants

Siliguri,
Date: August 2, 2012

R. B. Mantry
Partner
Membership No.052131



TEESTA AGRO INDUSTRIES LIMITED

TEESTA AGRO INDUSTRIES LIMITED

Registered Office : Mazabari, Rajganj, Jalpaiguri
West Bengal

PROXY FORM

I/We..... of
 being a -Member/Members of
 TEESTAAGRO INDUSTRIES LIMITED hereby appoint Shri.....
of.....
or failing him
 of..... as my / our proxy to attend
 and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on
 Friday, 31st August, 2012 and / or at any adjournment thereof.
 As witness my / our hands(s) this..... day of2012
 Signed by the Said

Membership A/c / No.

Affix Re. 1/- Rev. Stamp



ATTENDANCE SLIP

I hereby record my presence at the Annual General Meeting of the Company on Friday, 31st August, 2012

Full Name of the Shareholder

(Block Capitals)

Membership A/c. No.Signature.....

Full name of Proxy

(Block Capitals)

.....
Signature.....

Notes: a) The Form should be signed across the stamp as specimen signature registered with the Company.

b) The proxy duly completed must be deposited at the registered office of the Company at Mazabari, Rajgang, Jalpaiguri, West Bengal not less than 48 hours before the fixed holding the aforesaid meeting

If Undelivered, Please Return To :

TEESTA AGRO INDUSTRIES LIMITED

Rajganj, Jalpaiguri, West Bengal, Pin : 735134