



TEESTA AGRO INDUSTRIES LIMITED

**BOARD OF DIRECTORS**

Managing Director  
Sri Hardev Singh

**Directors**

Smt. Joginder Kaur  
Sri Paramdeep Singh  
Sri Inderdeep Singh  
Sri U. C. Sahoo  
Sri A. K. Tripathy  
Sri Sudesh Kumar  
Sri Subash Chandra Samantaray  
Smt. Ananya Dey

**Secretary**

Sri J. Tiwari

**Auditors**

Mantry & Associates

**Bankers**

State Bank of India  
Allahabad Bank

**Corporate Office**

5A, Valmikee Street,  
Kolkata - 700 026

**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 30th Annual General Meeting of the Members of TEESTA AGRO INDUSTRIES LIMITED will be held at Rajganj, Jalpaiguri, West Bengal, PIN- 735134, on Thursday, the 29th September, 2016 at 10 A.M. to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of Company for the financial year ended March 31, 2016 together with the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mrs. Joginder Kaur (holding DIN-00550860) who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint a Director in place of Mr. Umesh Chandra Sahoo (holding DIN-00550108) who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Mr. Saketh Kumar Agarwal proprietor of M/s Saketh Agarwal & Associates, Chartered Accountants, vide Membership No.-308283 with Firm Registration No.-329093E office at Opposite Heat Travel & Tours, Vidhyasagar Road, Khalpara, Siliguri- 734005 as Statutory Auditors of the company for the F.Y.-2016-17 in place of M/s. Mantry & Associates, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

**SPECIAL BUSINESS:**

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

RESOLVED that Mrs. Ananya Dey (holding DIN -01297763), who was appointed as Additional Director by the Board of Directors of the Company with effect from 1st. day of July, 2016 under Section 161(1) of the Act and the Companies (Appointment and Qualification of Director) Rules, 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act., signifying his intention to propose the candidature of Mrs. Ananya Dey for the office of Director be and is hereby appointed as a Director of the company."

**TEESTA AGRO INDUSTRIES LIMITED**



RESOLVED further that pursuant to the provisions of Section 149, 150 and 152 read with Schedule -IV and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Director) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), Mrs. Ananya Dey, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment as an independent Director of the company to hold office for five consecutive years up to the fifth AGM of the Company to be held in the year 2021, not liable to retire by rotation.

By Order of the Board  
For Teesta Agro Industries Limited

Place: 25, Bardhaman Road  
Siliguri : 734005  
Date : 29th. August, 2016

J. Tiwari  
(Company Secretary)



## TEESTA AGRO INDUSTRIES LIMITED

### NOTES:

1. Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. 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 TEN PERCENT (10%) 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 OF MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
3. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, 26th day of September, 2016 to Thursday 29th day of September, 2016 (both days inclusive) for the purpose of forthcoming Annual General Meeting to be held on 29.09.2016.
4. Members are requested to inform, of any change in their address, to the Share Transfer Agent of the Company immediately.
5. Members, who are holding shares in identical order of names in more than one account, are requested to intimate to the Company, the ledger folio of such accounts together with the Share Certificate(s) to enable the Company to consolidate all holdings into one account. The Share Certificates will be returned to the members after making the necessary endorsements in due course.
6. Members/Proxies should bring the attendance slip sent herewith, duly filled in, for attending the meeting and also their copies of the Annual Report.
7. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the listed Companies may send the notice of Annual General Meeting and the Annual Report, including, Financial Statement, Board Report etc, by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the company.
8. To receive Shareholders' communications through electronic means, including Annual Reports and Notice, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their - email address with Maheshwari Datamatics Pvt. Ltd. on [mdpl@cal.vsnl.net.in](mailto:mdpl@cal.vsnl.net.in)



9. Documents referred to in the Notice and the statement under section 102 of the Companies Act, 2013, shall be open for inspection by the members at the Registered Office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, upto the date of the meeting.
10. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.
11. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website [www.teestaagro.in](http://www.teestaagro.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Mazabari, Rajganj Jalpaiguri, West Bengal for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : [www.teestaagro.in](mailto:www.teestaagro.in).
12. Voting through electronic means  
In terms of the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2015 (hereinafter called "the Rules" for the purpose of this section of the Notice) and clause 35B of the listing agreement, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 22nd September, 2016 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Central Depository Services (India) Limited. (CDSL). The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 30th Annual General Meeting. The members attending the meeting, who have not already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. The company has appointed CS Rantu Kumar Das, Practicing Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The instructions to members for voting electronically are as under:-

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2016 (9 a.m.) and ends on 28th September, 2016 (5 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 (record date) of 22nd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



## TEESTA AGRO INDUSTRIES LIMITED

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  "Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.  "In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  "If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.



- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant TEESTA AGRO INDUSTRIES LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non - Individual Shareholders and Custodians



## TEESTA AGRO INDUSTRIES LIMITED

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### **B. General instruction:**

- i. The E-voting period commences from 9.00 a.m. on 26th. September, 2016 and ends at 5.00 p.m. on 28th September, 2016.

During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date of 22nd September, 2016, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- ii. The Company has appointed CS Rantu Das & Associates, Practising Company Secretary, having office address at 73B, S. P. Mukherjee Road, Kolkata - 700026, as the Scrutiniser to the e-voting process, in a fair and transparent manner, whose e-mail address is : [scrutiniser@teestaagro.in](mailto:scrutiniser@teestaagro.in)
- iii. The Scrutiniser shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- iv. In the event of a poll, please note that the members who have exercised their right to vote by electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast through e-voting shall be counted for the purpose of passing of resolution(s).





- v. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 30th Annual General Meeting of the Company scheduled to be held on 29th September, 2016. At the said Annual General Meeting, the Chairman shall declare the results of voting on the resolutions set out in the Notice. The results declared along with the Scrutiniser's Report shall be placed on the Company's website [www.teestaagro.in](http://www.teestaagro.in) and on the website of CDSL - [www.evotingindia.com](http://www.evotingindia.com), within two days of the passing of the resolutions at the 30th Annual General Meeting of the Company and shall also be communicated to the Stock Exchange.

**Statement pursuant to Section 102 of the Companies Act, 2013.**

**Item No. 4**

The Board of Directors appointed Mrs. Ananya Dey as Additional Director of the Company w.e.f. 01.07.2016 pursuant to Section 161(1) of the Companies Act.,2013 ("the Act.").

Mrs. Ananya Dey as a Graduate and has a more than ten years experience in various industries.

As an Additional Director Mrs. Ananya Dey will hold office only up to the date of forthcoming Annual General Meeting. In terms of Section 149 and any other applicable provisions of the Companies Act.2013 , Mrs. Ananya Dey eligible and offering herself for appointment is proposed to be appointed as an Independent Director for five consecutive years up to the fifth consecutive Annual General Meeting of the Company to be held on the year 2021 , not liable to retire by rotation. A notice has been received from a Member proposed Mrs. Ananya Dey as a candidate for the office of Director of the Company.

In the opinion of the Board Mrs. Ananya Dey fulfills the conditions specified in the Companies Act., 2013 and rules made there under for her appointment as an Independent Director of the Company. Copy of the draft of appointment of Mrs. Ananya Dey as an Independent Director setting out the terms and conditions would be applicable for inspection without any fee by the Members at the Registered Office of the company during normal business hours on any working day.

The Board considers that her continued association would be immense benefit to the company.

Save and except Mrs. Ananya Dey, none of the Directors and Key Managerial Personnel of the Company, and their relatives are, in any way concerned or interested, financial or otherwise in the aforesaid Special Resolution except to the extent of their shareholdings in the Company.

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

Place : 25 Bardhaman Road  
Siliguri - 734005  
Date : 29th. August, 2016

**BOARD REPORT**

Dear Members,

Your Directors have pleasure in presenting the 30th Annual report on the affairs of the Company together with the Audited Statement of Accounts for the year ended on 31st March, 2016.

**Financial Summary or performance of the company:**

<b>PARTICULARS</b>	<b>2016</b>	<b>2015</b>
Revenue from Operations	678493951/-	744601915/-
Other Income	20473851/-	33698330/-
Total Income	698967802/-	778300245/-
Total Expenses	685094885/-	742943307/-
Profit/Loss before Taxation	13872917/-	35356938/-
Less : Provision for Taxation		
Current Tax	(4864045)/-	(8614177)/-
Deferred Tax	142691/-	314811/-
Profit/(Loss) carried forward	164786334/-	155634770 /-
Earnings per Share (F.V. Rs. 10/- each)		
Basic	1.63	4.82
Diluted	1.64	4.86

**Operations:**

The Company has reported income for the current year ₹ 698967802/- as compared to ₹ 778300245/- in the previous year. The Net Profit for the year under review amounted to ₹ 13872917/- in the current year as compared to ₹ 16051360/- in the previous year.

**Dividend:**

In order to plough back the profit, your Directors do not recommend any dividend for the year under review.

**Share Capital:**

There has not been any change in the Paid Up Capital of your company during the year under review. The Paid Up Capital stands at ₹ 557 lac.

**Listing Agreement:**

The Listing Agreement entered into by the Company with the BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Your Company has paid listing fee for Financial Year 2016-17.

**Fixed Deposit:**

Your Company did not invite or accept any deposits from public and/ or shareholders during the year under review. As of 31st March, 2016, there were no fixed deposits pending with the company.

**Research and Development:**

Your Company recognizes that Research & Development plays a critical role in supporting current operations as well as future growth. Your Company has focused its attention towards improving quality of fertilizers to boost soil nutrients.

**Insurance:**

The Company's plants & machineries, factories, properties, stocks and movables are adequately insured against various risks.

**Directors & Key Managerial Personnel :**

In accordance with the provisions of the Companies Act.,2013, Mrs. Joginder Kaur, Director (holding DIN-00550860) of the Company, retires by rotation at the conclusions of the forthcoming Annual General Meeting and being eligible, has offered herself for re-appointment.

In accordance with the provisions of the Companies Act.,2013, Mr. Umesh Chandra Sahoo, Director ( holding DIN-00550108) of the Company, retires by rotation at the conclusions of the forthcoming Annual General Meeting and being eligible, has offered himself for re-appointment.

The Board appointed Mrs. Ananya Dey (DIN-01297763) as Additional Director with effect from 1st day of July, 2016. She will vacate office of Director at forthcoming Annual General Meeting. However the Company has received notice from a Member signifying her intention to propose Mrs. Ananya Dey's name for Director at the forthcoming Annual General Meeting.

The Company has received declarations from the Independent Director(s) of the Company confirming that they meet the criteria of independence as prescribed both under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Company has devised a policy for performance evaluation of Independent Directors and the Board, which includes criteria for performance evolution of the non-executive Directors.

Suitable resolutions for appointment/reappointment of Directors as referred above, will be placed for approval of Members in the forthcoming Annual General Meeting. The brief resume and other information of the concerned Director, in terms of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with Stock Exchange, have been detailed in the notice convening the forthcoming Annual General Meeting.



**Board Meeting:**

During the year 2015-16, the Board of Directors met SEVEN times viz. on 30.04.2015, 31.07.2015, 25.08.2015, 02.09.2015, 31.10.2015, 31.01.2016 and 28.03.2016.

**Director's Responsibility Statement:**

Pursuant to the requirement under section 134(3) (c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

(i) in the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(ii) the directors had selected such accounting policies and applied them consistently and made judgments 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 March 31, 2016 and of the profit and loss of the company for that period;

(iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(iv) the Directors had prepared the annual accounts on a going concern basis; and

(vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Statutory Auditor:**

Mr. Saketh Kumar Agarwal proprietor of M/s Saketh Agarwal & Associates, Chartered Accountant, vide Membership No.-308283 with Firm Registration No.-329093E office at Opposite Heat Travel & Tours, Vidhyasagar Road, Khalpara, Siliguri- 734005 as Statutory Auditors for the F.Y. 2016-17 of the company in place of M/s. MANTRY & ASSOCIATES, Chartered Accountants. The Company has received a certificate from the statutory auditors to the effect that their appointment, if made, would be within the limits prescribed. The Statutory Auditors have also confirmed that they hold a valid certificate issued by the "Peer Review Board" of The Institute of Chartered Accountants of India.

The Report of the Auditors is self explanatory in itself, although the Auditors of the Company has Qualified such report and the basis of such qualification has been disclosed in the Auditors Report itself. Please refer to the report of the Auditors for such qualifications.



**Auditors Report:**

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

**Internal Auditors:**

The Board of Directors of your Company has re-appointed M/s. L.B. Prasad & Co., Chartered Accountants Siliguri ( Firm Registration No. 322661E ) as Internal Auditors pursuant to the provision of Section 138 of the Companies Act, 2013 for the Financial Year 2015-16.

**Cost Auditors:**

Pursuant to Section 148 of the Companies Act, 2013 and subject to notification of rules thereunder, the Board of Directors on the recommendation of the Board Meeting has appointed M/s. D. Sabyasachi & Co. ( Membership No. 00369), Cost Accountants Kolkata as the Cost Auditors of the Company for the Financial Year 2015-16. M/s. D. Sabyasachi & Co. have confirmed that their appointment is within the limits and they are free from any disqualifications as provided in section 141 of the Act.

**Secretarial Audit:**

The Board has appointed M/s. Rantu Das & Associates ( Membership No. 8437 ) Practising Company Secretary, to conduct Secretarial Audit for the Financial Year 2015-16. The Report of the Secretarial Auditors is enclosed as Annexure-1 to this report. The report is self explanatory and do not call for any further comments.

**Board Evaluation:**

The performance evaluation of the Board, its Committees and individual directors was conducted and the same was based on questionnaire and feedback from all the Directors on the Board as a whole.

Directors, who were designated, held separate discussions with each of the Directors of the Company and obtained their feedback on overall Board effectiveness as well as each of the other Directors.

Based on questionnaire and feedback, the performance of every Director was evaluated in the meeting of the Nomination and Remuneration Committee (NRC). The meeting of NRC also reviewed performance of the Chief Executive Officer and Managing Director on goals (quantitative and qualitative) set at the beginning of the year in April'2015. Mrs. Ananya Dey, Additional Director, being appointed on 1st day July'2016 was excluded from the process of evaluation.



A separate meeting of the Independent Directors ("Annual ID meeting") was convened, which reviewed the performance of the Board (as a whole), the Non-Independent Directors and the Chairman. Post the Annual ID meeting the collective feedback of each of the Independent Directors was discussed by the Chairman of the NRC with the Board's Chairman covering performance of the board as a whole performance of the Non-Independent Directors and performance of the Board Chairman.

Some of the key criteria for performance evaluation are as follows:

**Performance evaluation of Directors-**

- \*Attendance at Board or Committee meetings.
- \*Contribution at Board or Committee meetings.
- \*Guidance/support to management outside Board / committee meetings.

**Performance evaluation of Board and Committee:**

- \*Degree of fulfillment of key responsibilities.
- \*Board structure and composition.
- \*Establishment and delineation of responsibilities to committees.
- \*Effectiveness of Board process, information and functioning.
- \*Board culture and dynamics.
- \*Quality of relationship between Board and management.
- \*Efficacy of communication with external stakeholders.

**Contracts and Arrangements with Related parties:**

All transactions entered with related parties for the year under review were on arm's length and in the ordinary course of business and as such provisions of Section 188 of the Act are not attracted. Thus disclosure in Form AOC-2 is not required. Further, there are no material related party transactions during the year under review with the promoters, Directors or Key managerial personnel.

**Risk Management:**

The Company manages monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Company's management systems, organizational, structures, processes, standards, code of conduct and behaviors together form the Risk Management System (RMS) that manages associated risks.

The Company has introduced several improvements to Integrated Enterprise Risk Management, Internal Controls Management and Assurance Frameworks and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities.

**Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:**

During the year under review there has been no such significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**Obligation under Sexual harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013:**

Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

**The followings is a summary of sexual harassment complaints received and disposed off during the year 2015-16.**

No of complaints received: Nil  
No of complaints disposed off: Nil

**Particulars of Employee:**

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Therefore no details have been provided or required under Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**Extracts of the Annual Return in Form-MGT-9:**

Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014. Extract of Annual Return is Annexed as Annexure-II.

**Vigil Mechanism :**

Pursuant to the requirement of the Act, the Company has established vigil mechanism which also incorporates a whistle blower policy in terms of the Listing Agreement. Protected disclosures can be made by a whistle blower through an e-mail or phone or letter to the Chairman of Audit Committee.

**Internal Financial Controls:**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

**Human Resources and Industrial Relations:**

The industrial relations of the company with the personnel has continued to be cordial and amicable. Your Directors acknowledge and appreciate the efforts and dedication of employees to the company. Your Directors wish to place on record the co-operation received from the staffs and workers at all levels and at all units.

**Particular of Conservation of energy, technology absorption, foreign exchange earnings and outgo:**

Your company has directed its efforts to reduce energy costs by focusing on energy savings through the best optimization of operations on day to day basis. The company has used fuels in appropriate mix to attain maximum savings.

As required under Companies (Accounts) Rules 2014, the particulars of energy conservation, Technology, Absorption and Foreign Exchange Earnings and outgo is given in the prescribed format as an Annexure to the Report and marked as Annexure-III.

**Corporate Social Responsibility:**

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

**Statutory Information:**

As no Employee of the Company was in receipt of Gross remuneration of 60,00,000/- or more per annum or 5,00,000/- or more per month during the year, provisions of Section 197 of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 are not applicable.

**Particulars of loans, guarantees or investments under section 186:**

During the year under review, the Company has not advanced any loans/ given guarantees/ made.

**Acknowledgments:**

Your Directors take this opportunity to place on record their appreciation and sincere gratitude to the Government of India, Government of West Bengal, and the Bankers to the Company for their valuable support and look forward to their continued co-operation in the years to come.

Your Directors acknowledge the support and co-operation received from the employees and all those who have helped in the day to day management.

For and on behalf of the Board of Directors

**Paramdeep Singh**  
( Director )

**Hardev Singh**  
( Managing Director )

Siliguri Office :  
25 Bardhaman Road  
Siliguri - 734005  
Date : 29th. August, 2016





**TEESTA AGRO INDUSTRIES LIMITED**

**ANNEXURE - I**

**Form No. MR -3**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED ON THE 31ST DAY OF MARCH' 2016

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,  
Teesta Agro Industries Limited,  
Mazabari, Rajganj, Jalpaiguri-735134  
West Bengal

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **TEESTA AGRO INDUSTRIES LIMITED** (hereinafter referred to as the 'Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Company's Management is responsible for preparation and maintenance of Secretarial records and for devising proper system to ensure compliance with the provisions of applicable laws and regulations.

Our responsibility is to express an opinion on the Secretarial records, standards and procedure followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the company's management is adequate and appropriate for us to provide a basis for our opinion.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agent and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on the 31st Day of March' 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on the **31st Day of March' 2016** according to the provisions of:



## TEESTA AGRO INDUSTRIES LIMITED

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye - laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
  - (a) The securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Acquisition of Shares and Takeovers) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India ( Employee Stock Option Scheme and Employee stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents ) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2009;
  - (h) The Securities and Exchange Board of India (Buyback of Securities ) Regulations, 1998; and
  - (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.(LODR)
6. The Air (Prevention and Control of Pollution) Act, 1981 and Rules made there under;
7. The Motor Vehicles Act, 1988 and Rules made there under;
8. The Explosive Act, 1884 and Rules made there under;
9. Taxation Laws and Rules made there under; namely:
  - a) Income Tax;
  - b) Service Tax;
  - c) Professional Tax;
  - d) Tax Deducted at Sources;
10. The Payment of Bonus Act, 1965;
11. The Payment of Gratuity Act, 1972;
12. The Employees Provident Fund & Miscellaneous Act, 1952;

### **WE HAVE ALSO EXAMINED COMPLIANCE WITH APPLICABLE CLAUSES OF THE FOLLOWING:**

- i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meeting.
- ii) The Listing Agreement entered into by the Company with the BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:



## TEESTA AGRO INDUSTRIES LIMITED

- i) *The Company has repaid the loans obtained from Financial Institution / Bank, but the charges for the same have not yet been satisfied with ROC.*
- ii) *The composition of board in respect of appointment of Independent Director has not maintained according to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(4) of the Companies Act.,2013.*
- iii) *Register of Charges has not properly maintained under the Companies Act.,2013.*
- iv) *The Composition of Shareholders Grievance Committee and Nomination and Remuneration Committee has not properly maintained.*

### **WE FURTHER REPORT THAT AS FAR AS WE ARE ABLE TO ASCERTAIN:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non -Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

It is stated that the compliance of all the applicable provisions of the Companies Act, 2013 and other laws is the responsibility of the management. We have relied on the representation made by the company and its officers for systems and mechanism set-up by the Company for compliances under applicable laws. Our examination on a test-check basis, was limited to procedure followed by the company for ensuring the compliance with the said provisions. We 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 its affairs. We further state that this is neither an audit nor an expression of opinion on the financial activities/statements of the company.

Moreover we have not covered any matter related to any other laws, other than those mentioned in the report which may be applicable to the Company, except, the aforementioned corporate and other laws of the Union of India.

For, Rantu Das & Associates  
Company Secretaries

(Rantu Kumar Das)  
Proprietor

C.P. No.-9671

Membership No.-F/8437

Place: Kolkata  
Date: 29/08/2016



**TEESTA AGRO INDUSTRIES LIMITED**

***This Report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.***

**Annexure-A'**

To,  
The Members,  
Teesta Agro Industries Limited,  
Mazabari, Rajganj, Jalpaiguri-735134  
West Bengal

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial Records based on our Audits.
2. We have followed the audit practices and processes as we were appropriate to obtain reasonable assurance about the fairness of the contents of the secretarial records. The verification was done on test basis to ensure that the facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness of Financial Records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions and other applicable laws, rules, regulations, standards, is the responsibility of the Management. Our examination was limited to the verification of procedure on test basis to the extent applicable to the Company.
6. The Secretarial Audit Report is neither an assurance to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, Rantu Das & Associates  
Company Secretaries

(Rantu Kumar Das)  
Proprietor

C.P. No.-9671

Membership No.-F/8437

Place: Kolkata  
Date: 29/08/2016

**Form No. MGT-9**

Extract of Annual Return

As on the financial year ended on 31st March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	L24119WB1986PLC041245
ii)	Registration Date	08/09/1986
iii)	Name of the Company	TEESTA AGRO INDUSTRIES LTD
iv)	Address of Registered Office	MAZABARI RAJGANJ JALPAIGURI WB 735134 INDIA
v)	Category / Sub-category of the Company	Public Company Limited by Shares
vi)	Whether listed Company (Yes/No)	Yes (The Stock Exchange Mumbai)
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Maheshwari Datamatics Pvt. Ltd. 6, Mangoe Lane, Kolkata-700001
viii)	PAN	AABCT1252D

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Products /Services	% to total turnover of the Company
1.	Single Super Phosphate, NPK Mixture Fertilizer, Sulphuric Acid.	310310.00	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -**

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/Subsidiary /Associates of the Company	% of Share held	Applicable Section
1.	N.A	N.A	N.A	N.A	N.A



**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

i. Category-wise Share Holding.

Category of Share holders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Changes
	Demat of Total	Physical	Total	Total % of Total Shares	Demat	Physical	Total	% of Total Shares	

**A. Promoters**

Indian

a. Individual/ HUF	2477140	28450	2505590	44.6629	2477140	28450	2505590	44.6629	0
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	-	-	-	-	-	-	-	-	-
e. Bank/ FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
Sub-Total - A-(1)	2477140	28450	2505590	44.6629	2477140	28450	2505590	44.6629	0

**2. Foreign**

a. NRI -Individuals	-	-	-	-	-	-	-	-	-
b. Other Individuals	-	-	-	-	-	-	-	-	-
c. Body Corporate	-	-	-	-	-	-	-	-	-
d. Bank/ FI	-	-	-	-	-	-	-	-	-
e. Any Others	-	-	-	-	-	-	-	-	-
Sub Total - A (2)	-	-	-	-	-	-	-	-	-
Total Share Holding of Promoters (1+2)	2477140	28450	2505590	44.6629	2477140	28450	2505590	44.6629	0

**B. Public Shareholding**

1. Institution	-	-	-	-	-	-	-	-	-
a. Mutual Funds	210000	-	210000	3.7433	210000	-	210000	3.7433	0
b. Bank/ FI	400	-	400	0.0071	400	-	400	0.0071	0
c. Cent. Govt.	-	-	-	-	-	-	-	-	-
d. State Govt.	-	-	-	-	-	-	-	-	-

**TEESTA AGRO INDUSTRIES LIMITED**



e.Venture Capital	-	-	-	-	-	-	-	-	-
f. Insurance Co.	-	-	-	-	-	-	-	-	-
g.FIIIs	-	-	-	-	-	-	-	-	-
h.Foreign Portfolio Corporate	-	-	-	-	-	-	-	-	-
i. Foreign Venture Capital Fund	-	-	-	-	-	-	-	-	-
j. Others	-	-	-	-	-	-	-	-	-
<b>Sub-Total-B(1)</b>	<b>210400</b>	<b>-</b>	<b>210400</b>	<b>3.7504</b>	<b>210400</b>	<b>-</b>	<b>210400</b>	<b>3.7504</b>	<b>0</b>

**2.NonInstitution**

a. Body Corp.	39954	27350	67295	1.1996	39954	27350	67295	1.1996	0
b. Individual									
i. Individual shareholders holding nominal share capital up to of ₹1Lakh	333507	2102650	2436157	43.4253	333507	2102650	2436157	43.4253	0
ii. Individual shareholders holding nominal share capital in excess of ₹1Lakh	345110	13000	358110	6.3834	345110	13000	358110	6.3834	0
Qualified Foreign Investor		12000	12000	0.2139	-	12000	12000	0.2139	0
c. Others	-	-	-	-	-	-	-	-	-
(i) NRI	20448	-	20448	0.3645	20448	-	20448	0.3645	0
(ii) NRI (Non-Rep)	-	-	-	-	-	-	-	-	-
(iii) Foreign National	-	-	-	-	-	-	-	-	-
(iv) OCB	-	-	-	-	-	-	-	-	-
(v) Trust	-	-	-	-	-	-	-	-	-
(vi) In Transit	-	-	-	-	-	-	-	-	-
<b>Sub-Total-B (2)</b>	<b>739010</b>	<b>2143000</b>	<b>2894010</b>	<b>51.5866</b>	<b>739010</b>	<b>2143000</b>	<b>2894010</b>	<b>51.5866</b>	<b>0</b>
<b>Net Total (1+2)</b>	<b>3426150</b>	<b>2171850</b>	<b>5610000</b>	<b>100</b>	<b>3426150</b>	<b>2171850</b>	<b>5610000</b>	<b>100</b>	<b>0</b>

**c. Shares held by Custodian for GDRs & ADRs**

Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
Public	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>3426150</b>	<b>2171850</b>	<b>5610000</b>	<b>100</b>	<b>3426150</b>	<b>2171850</b>	<b>5610000</b>	<b>100</b>	<b>0</b>

**V. INDEBTEDNES**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

PARTICULARS	SECURED LOANS EXCLUDING DEPOSITS	UNSECURED LOANS	DEPOSITS	TOTAL INDEBTEDNES
Indebtedness at the beginning of the financial year 01.04.2015				
1) Principal Amount	119796994/-	55300/-	---	119852294/-
2) Interest due but not paid	---	---	---	---
3) Interest accrued but not due	---	580859/-	---	580859/-
<b>Total of (1+2+3)</b>	119796994/-	636159/-	---	120433153/-
Change in Indebtedness during the financial year				
+ Addition	---	599799/-	---	
- Reduction	(43003661)/-	---	---	
Net change	(43003661)/-	599799/-	---	42403862/-
Indebtedness at the end of the financial year-31.03.2016				
1) Principal Amount	76793333/-	55300/-	---	76848633/-
2) Interest due but not paid	---	---	---	
3) Interest accrued but not due	---	1180658/-	---	1180658/-
<b>Total of (1+2+3)</b>	76793333/-	1235958/-	---	78029291/-





**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Remuneration to Managing Director, Whole-Time Directors and/or Manager :

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager ( in lacs)				Total Amount (₹ In Lacs)
		HARDEV SINGH	UMESH CHANDRA SAHOO	PARAMDEEP SINGH	ANIL KUMAR TRIPATHY	
1.	Gross Salary	78.00	29.00	7.00	18.00	132.00
	(a) Salary as per provisions contained in section 17 (1) of the Income Tax Act	---	---	---	---	---
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	---	---	---	---	---
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	---	---	---	---	---
2.	Stock Option	---	---	---	---	---
3.	Sweat Equity	---	---	---	---	---
4.	Commission - As % of Profit - Others, specify	---	---	---	---	---
5.	Others, please specify Provident Fund & other Funds	---	---	---	---	---
6.	Performance Bonus	---	---	---	---	---
	Total (A)	78.00	29.00	7.00	18.00	132.00
	Ceiling as per the Act	---	---	---	---	---

**VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES (Under the Companies Act): NIL**

**ANNEXURE - III**

Information under Section 134 of the Companies Act, 2013 read with the Rule 8(3) of the Companies (Accounts) Rules, 2014:

**Conservatio of Energy**

- |  |  |
|--|--|
| a) The steps taken or impact on conservation of energy                     | } New motors, equipments light fittings added/replaced during this year are energy efficient.  |
| b) The steps taken by the company for utilizing alternate source of energy | } Our steam turbine is capable to generate 0.5 MW eco-friendly power from waste steam of our Sulphuric Acid Plant, which will reduce our power purchase from Grid. |
| c) The capital investment on energy conservation equipment                 | } The company will invest around ₹ 10 lakh during 2015-16 and 2016-17 to refurbish the waste heat turbine system to generate power from waste steam.               |

**Technology Absorption**

- |  |    |
|--|----|
| a) The efforts made towards technology absorption  | NA |
| b) The benefits derived like product improvement, cost reduction, product development or import substitution   | NA |
| c) Incase of imported technology (imported during the last three years reckoned from the beginning of the financial year) -<br>(i) the details of technology imported;<br>(ii) the year of import;<br>(iii) whether the technology been fully absorbed;<br>(iv) if not fully absorbed, areas where absorption has not taken place, and the reason there of | NA |
| d) The expenditure incurred on Research and Development  | NA |

<b>Foreign Exchange Earnings and Outgo :</b>		2015-16	2014-15
i) <b>Earnings</b>		Nil	Nil
ii) <b>Outgo</b>			
	CIF value of imports	₹ /Lakhs 2602.75	2765.55
	Travelling, Periodicals & Others	₹ /Lakhs 1.00	1.00



**TEESTA AGRO INDUSTRIES LIMITED**

## **INDEPENDENT AUDITORS' REPORT**

To the Members of  
Teesta Agro Industries Limited

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Teesta Agro Industries Limited ("the Company") which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2016;
- (ii) In the case of the Statement of Profit and Loss, of the profit of the company for the year ended on that date; and
- (iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of section 143(11) of the Act, 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 give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143 (3) of the Act, we report that:
- a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
  - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



**TEESTA AGRO INDUSTRIES LIMITED**

- e. On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 2.3 to the financial statements;
  - ii. In our opinion and as per the information and explanations provided to us, the Company had not entered in to any long-term contracts including derivative contracts, requiring provision under applicable laws or accounting standards, for material foreseeable losses, and;
  - iii. There has been no delay in transferring the amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For MANTRY & ASSOCIATES  
Chartered Accountants  
(Firm Registration No. 315048E )

**CA. Manjari Mantry**  
Partner  
(M. No. 307960)

Place : Siliguri,  
Date : August 29, 2016



**TEESTA AGRO INDUSTRIES LIMITED**

**ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT**

**REFERRED TO IN OUR REPORT OF EVEN DATE**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of 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) Most of 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) Title deeds of immovable properties are held in the name of the company.  
  
(d) 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 noticed on physical verification of the inventory as compared to book records have been properly dealt with in the books of account.
3. (a) The Company has granted interest free unsecured loan in earlier years of ₹ 30.84 lakhs to Nepun Cement and Power Limited & ₹ 45.00 lakh to Paramdeep Singh, Director of the company listed in the Register maintained under Section 189 of the Act.  
  
(b) 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 189 of the Act are prima-facie not prejudicial to the interest of the Company.  
  
(c) Interest free small advances in the nature of loans given to certain employees are generally being repaid as stipulated.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act in respect of loans, investments, guarantees, and security.



5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. We have broadly reviewed the books of account maintained by the Company pursuant Section 148 of the Act, and are of the opinion that prima facie, the cost records prescribed have been maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
7. (a) The Company has been regular in depositing Provident Fund, Excise, Custom, Income Tax, Service Tax, Cess & Other material statutory dues applicable with appropriate authorities during the year. PF is deposited 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, 2016.
- (b) 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.

Details of dues of Income-tax which has not been deposited as on 31st March, 2016 on account of any dispute is given below:

Nature of Dues	Forum where Dispute is pending	Period to which the amount relates	Amount involved ₹ In Lakhs
Income Tax	CIT (Appeals), Kolkata	AY 1994 - 95	82.50

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act;



12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of the Act and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For MANTRY & ASSOCIATES  
Chartered Accountants  
(Firm Registration No. 315048E )

**CA. Manjari Mantry**  
Partner  
(M. No. 307960)

Place: Siliguri,  
Date: August 29, 2016





## TEESTA AGRO INDUSTRIES LIMITED

### **ANNEXURE - B TO THE INDEPENDENT AUDITORS' REPORT**

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Teesta Agro Industries Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal financial control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For MANTRY & ASSOCIATES  
Chartered Accountants  
(Firm Registration No. 315048E)

**CA. Manjari Mantry**  
Partner  
(M. No. 307960)

Place: Siliguri,  
Date: August 29, 2016

**TEESTA AGRO INDUSTRIES LIMITED**



**Balance Sheet as at 31st March, 2016**

₹ in Lakh

Particulars	Note No	As at 31st March, 2016	As at 31st March, 2015
<b>I. EQUITY AND LIABILITIES</b>			
(1) Shareholder's Funds			
(a) Share Capital	3	557	557
(b) Reserves and Surplus	4	4,354	4,263
(2) Non-Current Liabilities			
(a) Long-term borrowings	5	3	2
(b) Deferred tax liabilities (Net)		155	157
(c) Long term provisions	6	21	16
(3) Current Liabilities			
(a) Short-term borrowings	7	766	1,197
(b) Trade payables		6,470	5,767
(c) Other current liabilities	8	22	546
(d) Short-term provisions	6	8	8
<b>Total</b>		12,356	12,513
<b>II. Assets</b>			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9	3,178	3,262
(ii) Capital work-in-progress		2,011	2,504
(b) Non-current investments	10	58	58
(c) Long term loans and advances	11	324	401
(d) Other non-current assets	12	46	17
(2) Current assets			
(a) Inventories	13	2,515	2,065
(b) Trade receivables	14	2,274	2,430
(c) Cash and cash equivalents	15	1,088	916
(d) Short-term loans and advances	11	849	854
(e) Other current assets	16	12	6
<b>Total</b>		12,356	12,513

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

**CA. Manjari Mantry**  
 Partner  
 Membership No.307960

Siliguri, August 29, 2016

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****Statement of Profit and Loss for the year ended 31st March, 2016**

₹ in Lakh

Particulars	Note No	For the year ended 31st March, 2016	For the year ended 31st March, 2015
I. Revenue from operations	17	6,785	7,446
Less: Excise Duty		(0)	(2)
		6,785	7,448
II. Other Income	18	205	144
III. <b>Total Revenue</b> (I + II)		6,990	7,592
IV. Expenses:			
Cost of raw materials consumed	19	5,369	5,637
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	(45)	253
Employee benefits expense	21	483	494
Financial costs	22	41	28
Depreciation and amortization expense		93	122
Other expenses	23	911	896
<b>Total Expenses</b>		6,852	7,430
V. Profit before exceptional & extraordinary items and tax		139	162
VI. Exceptional Items	24	-	193
VII. Profit before tax		139	355
VIII. Tax expense:			
(1) Current tax		(49)	(86)
(2) Deferred tax		1	3
IX. Profit(Loss) from the period from continuing operations		91	272
X. Basic & Diluted Earning per equity share:			
(1) Before Exceptional items		1.64	1.41
(2) After Exceptional items		1.64	4.88

Significant accounting policies

1

Other explanatory notes &amp; 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

**Hardev Singh**  
Managing Director

**CA. Manjari Mantry**  
Partner  
Membership No.307960  
Siliguri, August 29, 2016

**Paramdeep Singh**  
Director  
**J. Tiwari**  
Company Secretary

**1. Significant Accounting Policies**

- 1.1 The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India ("Indian GAAP") to comply with the Accounting Standards, prescribed under section 133 of the Companies Act, 2013 ('the CA 2013') as applicable. These financial statements have been prepared on accrual basis under the historical cost convention. Where it is not possible to determine the quantum of accrual with reasonable certainty e.g. insurance and other claims etc. these continue to be accounted for on settlement basis. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in previous year.
- 1.2 The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialized.
- 1.3 Fixed Assets are valued at cost less accumulated depreciation. Cost comprises the purchase price including duties and other non refundable taxes or levies directly attributable cost of bringing the assets to its working condition and indirect cost specifically attributable to construction of a project or to the acquisition of a fixed asset. Depreciation has been calculated on straight line method based on the estimated useful life of the assets as per schedule II of Companies Act, 2013.
- 1.4 An asset is treated as impaired when the carrying cost of the same exceeds its recoverable amount. An impairment is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of the recoverable amount.
- 1.5 Inventories 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.
- 1.6 Cost includes cost of purchase, duties, taxes and all other costs incurred in bringing the inventories to their present location.
- 1.7 a) Sales exclusive of Excise Duty, VAT and net of dealers' margin are recognised as revenue on dispatches.



## TEESTA AGRO INDUSTRIES LIMITED

- b) Dividend income on investments is accounted for when the right to receive the payment is established.
  - c) Interest income is accounted on time proportion basis taking into account the amount outstanding and applicable interest rate.
- 1.8 Subsidy receivable from Government on sale of S.S.P. & G.S.S.P. Fertilizer is also recognised on accrual basis. Where the grant or subsidy relates to an asset, it's value is deducted in arriving at the carrying amount of the related asset.
- 1.9 Transactions in foreign currencies are recorded at the rates of exchange prevailing on the dates when the relevant transactions take place; assets and liabilities valued at contract/yearend rate and resultant loss or gain is accounted for in the profit and loss account.
- 1.10 Long term investments are stated at cost and provision for diminution is made, if such diminution is other than temporary in nature. Considering the year end rates, no diminution is there in the value of long term investments.
- 1.11 Borrowing cost relating to (i) funds borrowed for acquisition/construction of qualifying assets are capitalized up to the date the assets are put to use, and (ii) funds borrowed for other purposes are charged to Profit and Loss Account.
- 1.12 Tax liability is estimated considering the provisions of the Income Tax Act, 1961. Deferred tax is recognized on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. On prudent basis, Deferred tax asset is recognized and carried forward only when there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.
- 1.13 Contributions to Provident fund and Superannuation Fund, which are defined contribution schemes are made to a government administered Provident Fund and to recognized trust respectively and are charged to the Profit and Loss account as incurred. The company has no further obligations beyond its contributions to these funds. Provision for gratuity, under a LIC administered fund, and leave encashment, which are in the nature of defined benefit plans, are provided based on actuarial valuation based on projected unit credit method, as at the balance sheet date.
- 1.14 Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is possible that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in notes. Contingent assets are neither recognized nor disclosed in the financial statements.



## 2. Other Explanatory notes and Information

- 2.1 Sundry Debtors and advances (considered good) include certain overdue debts/ old advances aggregating to ₹ 8 (Previous Year ₹ 8) 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 13 (Thirteen) years and subsequently reduced to 9 (Nine) 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 (thirteen) years i.e. up to 30.03.2014 and necessary legal steps are being taken in this regard. VAT from the year 2014-15 is paid by the Company since there is no remission coverage from this year. VAT liability under dispute from 31.03.2010 to 30.03.2014 aggregating ₹ 177 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 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 31.03.2016.
- 2.5 In the opinion of the Board the Current Assets, Loans and advances appearing in the company's balance sheet as at the yearend 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 31.03.2016, and not provided for is ₹ 15 (Previous year ₹ 10).

(b) Contingent Liabilities	2015-16	2014-15
(Not provided for) in respect of :-		
- Letter of Credit	482	Nil
- Bank Guarantees	81	58
- Sales Tax matters under dispute	177	177
- Income tax matters under appeals	83	83



## TEESTA AGRO INDUSTRIES LIMITED

2.8 Consumption of raw materials includes foreign exchange gain of ₹ nil (Previous year gain of ₹ nil).

### 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:-

<b>a. Assumptions</b>	31.03.2016	31.03.2015
Discount Rate	8.00%	8.00%
Rate of increase in compensation levels	5%	5%
Rate of Return on Plan Assets	8.00%	9.00%
Expected Average remaining working Lives of employees (years)	14.30	15.05
<b>b. Reconciliation of Opening &amp; Closing</b>		
Balances of the present value of defined benefit obligation	31.03.2016	31.03.2015
Present Value of Obligation as at the Beginning of the year	88	80
Interest Cost	8	8
Current Service Cost	5	5
Benefits paid	(6)	(23)
Actuarial (gain)/loss on obligations	5	18
Present Value of Obligation as at the End of the year	100	88
<b>c. Reconciliation of Opening &amp; Closing</b>		
Balances of fair value of plan assets	31.03.2016	31.03.2015
Plan assets at the beginning of the year	105	110
Expected return on plan assets	8	10
Actual Company contributions	1	9
Benefits paid	(6)	(23)
Actuarial gain/(loss) on plan assets	-	(1)
Plan assets at the end of the year	108	105
<b>d. Net asset/liability recognized in the balance sheet</b>		
	31.03.2016	31.03.2015
Current Liability (Amount due within one year)	4	17
Non Current Liability (Amount due over one year)	96	70



**TEESTA AGRO INDUSTRIES LIMITED**



	₹	₹
Present Value of Obligation as at the End of the year	100	87
Fair Value of Plan assets as at the end of the year	108	105
Funded Status	8	18
Net Asset/(Liability) Recognized in Balance Sheet	8	18
<b>e. Components of employer expenses for the year</b>	<b>31.03.2016</b>	<b>31.03.2015</b>
Current Service Cost	5	5
Past Service Cost	--	--
Interest Cost	8	8
Expected Return on Plan Assets	(8)	(10)
Net actuarial (gain)/ loss recognized in the year	5	18
Expenses Recognized in the statement of Profit & Loss Account	10	21

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 ₹23 (Previous year ₹22) 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.

**TEESTA AGRO INDUSTRIES LIMITED**

	₹	₹
	Year Ended March 31, 2016	Year Ended March 31, 2015
Segment Revenue		
Fertiliser	6784	7446
Sulphuric Acid	1099	1089
Total Segment Revenue	7883	8538
Less : Inter-Segment Revenue	1099	1089
Net Sales/Income from Operations	6784	7446
Segment Profit/(Loss) before tax and interest		
Fertiliser	38	95
Sulphuric Acid	(26)	(31)
Total	12	64
Add:		
(i) Unallocated Revenue & Expenditure (Net)	11	212
(ii) Net Interest Expense(-) / Income (+)	116	78
Net Profit/(Loss) from Ordinary Activities	139	354
Capital Employed (Segment Assets - Segment Liabilities)		
Fertiliser	4325	5008
Sulphuric Acid	1509	1166
Total	5839	6174
Capital Expenditure	(484)	41
Depreciation for the period (Net)	93	122

**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 ₹ 1 has been recognised in the Profit and Loss Account for the year. Details of Deferred Tax Assets/(Liabilities) as on 31.03.2016 are as follows: -

Items under Section 43B of IT Act	₹ 7
- Depreciation	₹ (162)
- Net Deferred Tax Assets/(Liabilities)	₹ (155)

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, 2016 and hence no provision is required



## 2.13 Related Party Disclosures

Sl.No.	Party	Relationship
1.	Mr. Hardev Singh, Managing Director	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-
7.	Cama Infra Limited	Associated Company

## Transaction with the related parties:

Name of the party	Nature of Transaction during the year	Yearend balance	Amount
Mr. Hardev Singh	Remuneration	Nil	78
Mr. U. C. Sahoo	Remuneration and PF contribution	Nil	26
Mr. Paramdeep Singh	- do -	Nil	7
Mr. A. K. Tripathy	- do -	Nil	18
Cama Infra Limited	Rent from property	2	24

Related parties are identified by the management. The remuneration of Mr. Paramdeep Singh as stated above is excluding gratuity funded through LIC for which contribution is not separately identified.

**TEESTA AGRO INDUSTRIES LIMITED****2.14 Earnings Per Share:**

Year ended on 31st March	2016	2015
Profit after tax but before non-recurring items	91	79
Profit after tax available for equity shareholders	91	79
Weighted average number of equity shares	5565070	5565070
Basic & diluted earnings per share before non-recurring items (Face value of share Rs.10/- each)	1.64	1.41
Basic & diluted earnings per share after non-recurring items (Face value of share Rs.10/- each)	1.64	4.88

**2.15 Auditors Fees and Expenses include remuneration to:**

Year ended on 31st March	2016	2015
(a) Statutory Auditors:-		
(i) As Auditors	2	1
(ii) Certification Fee & Conveyance Exp.	1	2
(b) Internal Auditors:-		
As Auditors	1	1

**2.16 Income/Expenditure in Foreign Currency**

Year ended on 31st March	2016	2015
Income in Foreign Currency	-	-
Expenditure in Foreign Currency		
(a) Raw materials (CIF basis)	2603	2766
(b) Dealers Conference	-	1

**2.17 Breakup of Imported/ Indigenous material**

Year ended on 31st March	2016	2015
a) Value of imported raw materials, packing materials, spare parts and components consumed	3443	3401
b) Value of indigenous raw materials, packing materials, spare parts and components consumed	2134	2500
c) Percentage of above to total consumption		
i) Imported raw materials, packing materials, spare parts and components consumed	62%	58%
ii) Indigenous raw materials, packing materials, spare parts and components consumed	38%	42%

2.18 Exceptional items during the current year was nil (Previous Year ₹ 193) on account of Profit on sale of Fixed assets.

**TEESTA AGRO INDUSTRIES LIMITED**



**SCHEDULES FORMING PART OF THE BALANCE SHEET**

₹ in Lakh

<b>3. Share Capital</b>		31.3.2016		31.3.2015	
<b>3.1 Authorised</b>		Par Value			
80,00,000 Equity Shares	₹ 10 each	800		800	
Preference Shares	₹ 10 each	200		200	
		1,000		1,000	
<b>Issued, Subscribed &amp; Paid up</b>					
56,10,000 Equity Shares	₹ 10 each	561		561	
Less: Allotment money in arrear		4		4	
		557		557	
<b>3.2 Terms, Rights, Preferences &amp; Restrictions attached to Shares</b>					
<p>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.</p>					
<b>3.3 Reconciliation of Shares outstanding at the beginning and at the end of the reporting period</b>					
<b>Equity Shares ₹ 10/- each</b>		31st March, 2016 Number ₹ in Lakh		31st March, 2015 Number ₹ in Lakh	
At the beginning of the period		56,10,000	561	56,10,000	561
Issued and allotted during the period		-	-	-	-
Outstanding at the end of the period should be		56,10,000	561	56,10,000	561
Allotment money in arrear		44,930	4	44,930	4
Outstanding at the end of the period actually is		55,65,070	557	55,65,070	557
<b>3.4 Details of shareholders holding more than 5% shares in the company</b>					
		31st March, 2016		31st March, 2015	
<b>Equity shares of ₹ 10 each fully paid up</b>		Number %of Holding		Number %of Holding	
Hardev Singh		1613890	28.7681	1613890	28.7681
Joginder Kaur		587600	10.4742	587600	10.4742
<p>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.</p>					

**TEESTA AGRO INDUSTRIES LIMITED****SCHEDULES FORMING PART OF THE BALANCE SHEET**

₹ in Lakh

<b>4. Reserves and Surplus</b>	31.3.2016	31.3.2015		
<b>a) Capital Reserve</b>				
Balance as per last financial statements	2,536	2,536		
Add: Output VAT Remission	-	-		
Closing balance	2536	2,536		
<b>b) Capital Redemption Reserve</b>				
Balance as per last financial statements	111	111		
<b>c) Share Premium Account</b>				
Balance as per last financial statements	48	48		
Add: Premium on issue of Equity shares	-	-		
Closing balance	48	48		
<b>d) General Reseve</b>				
Balance as per last financial statements	10	10		
Add: Amount transferred from surplus balance in the statement of profit and loss	-	-		
Closing balance	10	10		
<b>e) Profit &amp; Loss Account</b>				
Balance as per last financial statements	1,558	1,286		
Profit for the year	91	272		
Less: Appropriations				
Proposed dividend	-	-		
Dividend distribution tax	-	-		
Dividend/Dividend Tax of earlier Year	-	-		
Transfer to general reserve				
Closing balance	1649	1558		
Total	4354	4263		
<b>5. Long Term Borrowings</b>	<b>Non-current portion</b>	<b>Current maturities</b>		
	31.3.2016	31.3.2015	31.3.2016	31.3.2015
Unsecured				
From Directors	1	1	-	-
From Others	2	1	16	15
	3	2	16	15
<b>Note:</b> Current maturities is a part of Current liabilities.				
<b>6. Provisions</b>	<b>Long term</b>		<b>Short term</b>	
	31.3.2016	31.3.2015	31.3.2016	31.3.2015
<b>Provision for employee benefits</b>				
Leave Encashment	21	16	8	8
Gratuity	-	-	-	-
	21	16	8	8



## SCHEDULES FORMING PART OF THE BALANCE SHEET

₹ in Lakh

<b>Other Provisions</b>	31.3.2016	31.3.2015	31.3.2016	31.3.2015
Proposed Dividend	-	-	-	-
Tax on Proposed Dividend	-	-	-	-
<b>Total provisions</b>	<b>21</b>	<b>16</b>	<b>8</b>	<b>8</b>

<b>7. Short Term Borrowings</b>	<b>31.3.2016</b>	<b>31.3.2015</b>
Secured Loan From Bank	750	1,182
Others	-	-
Closing balance	<b>750</b>	<b>1,182</b>

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 and personal guarantees of two of the directors of the company.

<b>8. Other Current Liabilities</b>		
Advances from Customers	22	546
Others	-	-
Closing balance	<b>22</b>	<b>546</b>


**TEESTA AGRO INDUSTRIES LIMITED**

₹ in Lakh

**9. TANGIBLE ASSETS**

Description	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	Original Cost as on 31.03.2015	Additions During the year	Sale/Adj. During the year	Original Cost as on 31.03.2016	Depreciation upto 31.03.2015	For the year	Sale/Adj. During the year	Depreciation upto 31.03.2016	As At 31st March,2016	As At 31st March,2015
<b>A. SILIGURI, W.B.</b>										
Land (Freehold)	303	-	-	303	-	-	-	-	303	303
Buildings	1,784	-	-	1,784	627	45	-	671	1,113	1,157
Plant & Machinery	1,453	-	-	1,453	1,425	4	-	1,430	24	28
Electrical Installation	143	-	-	143	143	-	-	143	-	-
Furniture & Fixture	71	0	-	71	48	4	-	51	19	23
Office Equipment	29	3	-	32	28	0	-	28	3	1
Vehicles	129	7	-	137	62	14	-	77	60	67
<b>B. MOHALI, PUNJAB</b>										
Land (Freehold)	1,378	-	-	1,378	-	-	-	-	1,378	1,378
Buildings	178	-	-	178	6	3	-	9	168	172
Plant & Machinery	71	-	-	71	12	6	-	18	53	59
Electrical Installation	92	-	-	92	31	13	-	44	48	61
Furniture & Fixture	13	-	-	13	3	2	-	5	8	10
Office Equipments	12	-	-	12	8	3	-	11	2	3
<b>Total</b>	<b>5,657</b>	<b>10</b>	<b>-</b>	<b>5,667</b>	<b>2,394</b>	<b>93</b>	<b>-</b>	<b>2,488</b>	<b>3,178</b>	<b>3,262</b>
<b>Previous Year</b>	<b>5,769</b>	<b>18</b>	<b>130</b>	<b>5,657</b>	<b>2,273</b>	<b>122</b>	<b>-</b>	<b>2,395</b>	<b>3,262</b>	



**TEESTA AGRO INDUSTRIES LIMITED**



**SCHEDULES FORMING PART OF THE BALANCE SHEET**

₹ in Lakh

<b>10. Investments</b>	Non-current Investments		Current Investments	
	31.3.2016	31.3.2015	31.3.2016	31.3.2015
69,418 Equity Shares of Allahabad Bank of ₹ 10/- each fully paid up (Market value 38, Previous year 68)	38	38	-	-
50,568.90 Units of SBI Mid Cap Fund (Market value 35, Previous year 29)	20	20	-	-
	58	58	-	-
<b>11. Loans and Advances</b>	Long Term		Short term	
	31.3.2016	31.3.2015	31.3.2016	31.3.2015
Other advances	27	104	286	290
Advance paid to Gratuity Fund	-	-	8	18
TDS & Advance Income Tax	75	75	22	13
Income tax paid under protest	61	61	-	-
Sales tax paid under protest	-	-	533	533
Unutilised VAT credit	161	161	-	-
	324	401	849	854
<b>12. Other non- current Assets</b>	31.3.2016		31.3.2015	
Deposit with Government Authorities		35		6
Other Deposits		11		11
		46		17
<b>13. Inventories</b>				
Raw materials			1,237	873
Raw materials in Transit			519	431
Finished goods			673	628
Consumable Stores			86	133
			2,515	2,065
<b>14. Trade receivables</b>				
Unsecured , Considered good				
Outstanding for a period exceeding 6 months from the date they become due for payment.			484	686
Others			1,790	1,744
			2,274	2,430
<b>15. Cash and cash equivalents</b>				
Balances with Banks			1,081	908
Cash on hand			7	8
			1,088	916
Balances with banks include FD with bank held as margin money ₹ 113, Previous year ₹ 35				
<b>16. Other Current Assets</b>				
Interest accrued on NSC and FD			12	6

**TEESTA AGRO INDUSTRIES LIMITED****SCHEDULES FORMING PART OF THE BALANCE SHEET**

₹ in Lakh

	<b>31.3.2016</b>		<b>31.3.2015</b>	
	₹ in Lakh	₹ in Lakh	₹ in Lakh	₹ in Lakh
<b>17. Revenue from operations</b>				
Sales	4,740		5,337	
Govt. Subsidy	<u>2,045</u>	6,785	<u>2,109</u>	7,446
<b>18. Other Income</b>				
Interest recd. from Bank	157		105	
Dividend Recd.	1		0	
Short Term Capital Gain	0		1	
Rent, Leave & License Fee	32		31	
Sundry receipt (net)	15		7	
Prior Period Items	<u>0</u>	205	<u>0</u>	144
Prior period Items represents reversal of Excise Duty provision on Finished Goods				
<b>19. Cost of materials consumed</b>				
Opening Stock	1,304		948	
Purchase	4,703		5,008	
Freight Inward	<u>1,119</u>		<u>985</u>	
	<u>7,125</u>		<u>6,941</u>	
Less: Closing Stock	<u>1,756</u>	5,369	<u>1,304</u>	5,637
<b>20. Change in Inventories</b>				
Finished Goods				
Opening Stock	628		883	
Less: Closing Stock	<u>673</u>		<u>628</u>	
Add/(Less): Valuation in excise duty on Stock of finished Goods	<u>-45</u>	-45	<u>255</u>	253
<b>21. Employee benefit expense</b>				
Salaries, Wages and Bonus	435		433	
Contribution to Provident fund and Gratuity Fund	33		44	
Welfare Expenses	<u>14</u>	483	<u>17</u>	494
<b>22. Finance Cost</b>				
Interest to Banks	39		26	
Others	<u>2</u>	41	<u>2</u>	28



**SCHEDULES FORMING PART OF THE BALANCE SHEET**

	31.3.2016		31.3.2015	
	₹ in Lakh	₹ in Lakh	₹ in Lakh	₹ in Lakh
<b>23. Other expenses</b>				
Packing materials & Stores consumed	208		264	
Insurance	18		19	
Rent	4		3	
Rates & Taxes	11		5	
Power & Fuel	259		297	
Repairs and Maintenance :				
Building	21		8	
Plant and Maintenance	101		96	
Other	3		2	
Marketing/publicity	73		32	
Carriage Outward	45		40	
Service Tax Paid	38		22	
Payment to Auditors	4		4	
Bank Charges	56		37	
Travelling Expenses	31		28	
Miscellaneous Expenses	38	911	39	896
<b>24.Exceptional Items</b>				
Profit on sale of Fixed Assets	0	0	193	193

As per our report of even date

For and on behalf of  
**MANTRY & ASSOCIATES**  
*Chartered Accountants*

**CA. Manjari Mantry**  
Partner  
Membership No.307960

Siliguri, August 29, 2016

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

Siliguri, August 29, 2016

**TEESTA AGRO INDUSTRIES LIMITED****CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

₹ in Lakh

	For the year ended 31.3.2016	For the year ended 31.3.2015
<b>A. Cash Flow from Operating Activities :</b>		
Net profit/(loss) before tax and Extraordinary Items	139	355
Adjusted for :		
Depreciation	93	122
Interest Received (Net)	(116)	(78)
Dividend Income	(1)	0
Short Term Capital Gain	0	0
Rent, Leave & License Fee Receipt	(32)	(31)
Loss/(Profit) on Sale of Assets	<u>0</u>	<u>(193)</u>
	(56)	(180)
Operating Profit before changes in Working Capital:	83	175
Adjustments for :		
Trade and other receivables	203	43
Inventories	(450)	(120)
Trade Payable	<u>183</u>	<u>(659)</u>
	(65)	(736)
Cash Generated from Operations	18	(561)
Interest Paid	(41)	(27)
Direct Taxes Paid	<u>(49)</u>	<u>(87)</u>
	(89)	(114)
Net Cash from operating activities	(71)	(675)
<b>B. Cash Flow from Investing Activities</b>		
Addition to Fixed Assets/Capital WIP	483	(89)
Sale Proceeds of Fixed Assets	-	323
Interest Received	157	105
Short Term Capital Gain	0	0
Rent, Leave & License Fee Receipt	32	31
Dividend Received	<u>1</u>	<u>0</u>
Net Cash used in Investing Activities	673	370
<b>Carried Forward</b>	602	(305)

**TEESTA AGRO INDUSTRIES LIMITED**



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

₹ in Lakh

	For the year ended <b>31.3.2016</b>	For the year ended <b>31.3.2015</b>
<b>Brought Forward</b>	602	(305)
<b>C. Cash Flow from Financing Activities :</b>		
Proceeds from Share Issue	0	0
Increase/(Decrease) in CC & Vehicle Loan	(430)	669
Dividend Paid	0	0
Tax on Dividend	0	0
Remission of VAT	<u>0</u>	<u>-</u>
Net cash used in Financing Activities	(430)	669
Net increase in Cash and Cash Equivalent (A+B+C)	172	364
Cash and Cash Equivalent (Opening Balance)	916	552
Cash and Cash Equivalent (Closing Balance)	1088	916

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

Siliguri,  
August 29, 2016

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, 2016 reported by us on August 29, 2016. 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  
Firm Registration No. 315048E

Siliguri,  
Date: August 29, 2016

**CA. Manjari Mantry**  
Partner  
Membership No.307960



**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  
 Thursday, 29th September, 2016 and / or at any adjourment thereof.  
 As witness my / our hands(s) this..... day of .....2016  
 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 Thursday, 29th September, 2016

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 Mazabarl, Rajgang, Jalpaiguri, West Bengal not less than 48 hours before the fixed holding the aforesaid meeting

**30 TH  
ANNUAL REPORT  
AND ACCOUNTS, 2015**



**TEESTA AGRO INDUSTRIES LIMITED**

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