

**25TH
ANNUAL REPORT
AND ACCOUNTS, 2011**



TEESTA AGRO INDUSTRIES LIMITED



BOARD OF DIRECTORS
Chairman-Cum-Managing Director
Sri Hardev Singh

Directors

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

Secretary

Sri J. Tiwari

Auditors

Mantry & Associates

Bankers

State Bank of India
Allahabad Bank

Corporate Office

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

Registered Office & Works

Rajganj, Jalpaiguri, West Bengal, Pin : 735134

Share Registrar

Maheshwari Datamatics Pvt. Ltd.
6, Mangoe Lane(Surendra Mohan Ghosh Sarani),
2nd Floor, Kolkata - 700 001



TEESTA AGRO INDUSTRIES LIMITED

NOTICE

Notice is hereby given that the Twentyfifth Annual General Meeting of Teesta Agro Industries Limited will be held at the Registered Office of the company at Mazabari, Rajganj, Jalpaiguri, West Bengal on Wednesday, 30th September 2011 at 10 A.M. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the company as at 31st March, 2011 and the Profit and Loss Account for the year ended on that date and the Report of the Directors and Auditors thereon .
2. To declare dividend on Equity Shares of the company for the year ended 31st March, 2011.
3. To appoint a Director in place of Mr. Prem Singh who retires by rotation and being eligible, offers himself for re appointment .
4. To appoint a Director in place of Mr. U.C.Sahoo who retires by rotation and being eligible, offers himself for re appointment .
5. To appoint a Director in place of Mr. Inderdeep Singh who retires by rotation and being eligible, offers himself for re appointment .
6. To appoint Auditors and to fix their remuneration

SPECIAL BUSINESS

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

“Resolved that Mr. A. K. Tripathy be and is hereby appointed as a Director of the company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

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

“ Resolved that in accordance with the Provisions of Section 198, 269, 309 and all other applicable provisions of the Companies Act, 1956 including Schedule XIII to the said Act, the company hereby approves his appointment and remuneration of Mr. A.K.Tripathy as Whole Time Director for a period of three years w.e.f. November 1st, 2010 on the terms and conditions as laid down in the Explanatory Statement and further that the remuneration payable to him will be the minimum remuneration payable even in case of loss or inadequacy of profit in any financial year during his tenure.”

By Order of the Board
For Teesta Agro Industries Limited

Place: 25, Bardhaman Road
Siliguri : 734005
Date: 06.09.2011

J. Tiwari
(Company Secretary)

**NOTES :**

1. Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act 1956 is annexed herewith and forms part of the Notice.
2. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. The proxies in order to be effective must be received at the Registered Office of the company not less than forty eight hours before the meeting.
3. The Register of Members and Share Transfer Books of the company will remain closed from 26th September,2011 to 30th September,2011 both days inclusive.
4. *Members are requested to notify immediately any change in their address to the Company's Registered Office or to the Company's Registrar M/s. Maheshwari Datamatics Pvt. Ltd.*
5. The details as per Listing Agreement with concerned Stock exchange(s) regarding Directors retiring by rotation and being eligible for reappointment are as under :-

NAME	Date of Birth	Age	Qualification	Experience	Other Directorship and Membership of any Committee
Prem Singh	01.01.1947	63	Graduate	Twenty two years experience in manufacturing industry	NIL
U.C.Sahoo	06.12.1956	54	MSC & MBA	Twenty two years experience in manufacturing industry	NIL
Inderdeep Singh	08.11.1977	33	MBA	Fourteen years experience in Manufacturing Industry	NIL

6. Copies of all the documents referred to in the accompanying explanatory statement are open to inspection at the Registered Office of the Company on all working days except holidays, between 11.00 A.M. and 1.00 P.M. and also during Annual General Meeting .

Siliguri Office
 25, Bardhaman Road
 Siliguri - 734005
 Date : The 6th September , 2011

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



TEESTA AGRO INDUSTRIES LIMITED

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

Item No. 7

Mr. A.K.Tripathy was appointed as Additional Director of the company in the Board Meeting held on 30.10.2010. As per Section 260 of the Companies Act, 1956, he will hold office of Additional Director till the conclusion of this Annual General Meeting. However, the Company has received notice, in writing, from a Member of the company, under Section 257 of the Companies Act, 1956 expressing his intention to propose the name of Mr. A.K.Tripathy for the office of the Director of the company. Mr. A.K.Tripathy has expressed his willingness to act as a Director, if elected, and has filled his consent in this regard with the company under Section 264(1) of the Companies Act, 1956.

The Board of Directors recommends the resolution for approval of the Members of the company. Save and except Mr. A.K.Tripathy, no Director of the company is concerned or interested in the resolution being Item No. 7 in the Notice.

Item No. 8

Mr. A.K.Tripathy was appointed as Additional and Whole Time Director of the company in the Board Meeting held on 30.10.2010. As per Section 260 of the Companies Act, 1956, read with Schedule XIII to the said Act, his appointment is to be approved by the Members of the company.

The brief terms of appointment of Mr. A. K. Tripathy as Whole Time Director are as under:-

- i) The appointment is with effect from 01.11.2010 for a period of three years.
- ii) Salary @ Rs.75,000 p.m.
- iii) Company's Contribution to Provident Fund and Gratuity Fund will be as per the rules of the company.
- iv) Entitlement of leave will be as per the rules of the company.

The above will be the minimum remuneration payable to Mr. A.K.Tripathy even in case of loss or inadequacy of profit in any financial year during his tenure.

The above may be treated as abstract of Mr. A.K.Tripathy's terms of appointment as Whole Time Director as per Section 302 of the Companies Act, 1956.

The Board of Directors recommends the resolution for approval of the Members of the company.

Save and except Mr. A.K.Tripathy, no Director of the company is concerned or interested in the resolution being Item No. 8 in the notice.

Siliguri Office
25, Bardhaman Road
Siliguri - 734005
Date : The 6th September , 2011

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



DIRECTORS' REPORT

To The Members of Teesta Agro Industries Limited

Your Directors take pleasure in presenting the Twentyfifth Annual Report of the Company together with Audited Statement of Accounts for the year ended 31st March, 2011

01. FINANCIAL RESULTS

	Current Year Rs. Lacs.	Previous Year Rs. lacs.
Total turnover & other receipts	8993.75	6063.55
Operating Profit before interest, depreciation and other non cash expenses	302.72	280.67
Less : Interest on Loan	47.33	54.65
Cash Profit	255.39	226.02
Less: Depreciation and other noncash expenses	121.53	118.31
Profit for the year	133.86	107.71
Provision for taxation	(40.24)	(53.36)
Profit after tax	93.62	54.35
Add: Profit brought forward from Previous Year	957.62	903.27
Profit available for appropriation	1051.24	957.62
Proposed Dividend	44.56	—
Tax on Proposed Dividend	7.40	—
Transfer to General reserve	10.00	—
Profit carried forward to next year	989.28	957.62

2. DIVIDEND

Your Directors have recommended payment of dividend @ 10% on the Equity Share Capital of the company in respect of the year ended 31st March, 2011

3. OPERATION

The turnover and other receipts of your company has been Rs. 8993.75 lacs as against Rs. 6063.55 lacs in the previous year . Profit after taxation stood at Rs. 93.62 lacs as against Rs. 54.35 lacs in the previous year.

4. FUTURE PROSPECT

Subsidised Maximum Retail Price of SSP fertilizer is very low in comparison with other substitute fertilizers. Hence due to low price, demand for SSP fertilizer is growing day by day. To encash the growth potential of this sector, we have decided to set up a green field SSP fertilizer manufacturing unit near Chittorgarh in the State of Rajasthan. This will be our second SSP Unit. We have chosen Chittorgarh because this place is very nearer to the raw material location and we can produce SSP



fertilizer at a lower cost there at. Commercial production of SSP fertilizer from our second unit is expected within October, 2012.

5. DIRECTORS

Mr. Prem Singh, Mr. U.C.Sahoo and Mr. Inderdeep Singh retires by rotation in the forthcoming Annual General Meeting and, all being eligible, have offered themselves for re appointment.

Mr. A.K.Tripathy, was appointed Additional Director in the Board Meeting held on 30.10.2010. He would hold office of Additional Director up to the conclusion of this Annual General Meeting, as per Section 260 of the Companies Act 1956. However, the company has received notice in writing, from a shareholder, under section 257 of the Companies Act, 1956 to the effect that he would propose the name of Mr. A.K.Tripathy for position of Director in the forthcoming Annual General Meeting of the Members of the Company. The resolution, under Item No.6 of the Notice, convening the Annual General Meeting, is intended for the purpose.

The Board of Directors recommends the resolution for approval of the Members.

Save and except Mr. A.K.Tripathy, no Director of the company is concerned or interested in the resolution, being Item No.6 of the Notice convening this Annual General Meeting of the Members of the company.

6. DIRECTORS' RESPONSIBILITY STATEMENT

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

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

7. EMPLOYEES

No employee has been in receipt of salary of Rs. 24 lacs or more per annum or Rs. 2 lacs or more per month during any part of the year under review and hence the necessary details as per the provisions of Section 217(A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 are not required to be furnished.

8. CONSERVATION OF ENERGY

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

9. AUDITORS

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

10. AUDITORS' REPORT

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

11. CORPORATE GOVERNANCE REPORT

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

12. MANAGEMENT DISCUSSION & ANALYSIS

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

13. APPRECIATION

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

Siliguri Office :
25, Bardhaman Road
Siliguri – 734005

Date: The 6th September, 2011

For and on behalf of the Board of Directors

(Hardev Singh)
Managing Director



ANNEXURE - A

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

Conservation of Energy

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

FORM A

Disclosure of particulars with respect to Conservation of Energy

A. Power & Fuel Consumption		2010-11		2009-10	
		FERTILISER	S.ACID	FERTILISER	S.ACID
1. Electricity					
(a) Purchased Units	'000 KWH	1252.688	1068.045	1673.184	1168.237
Total Amount	Rs.Lakhs	85.54	72.93	85.69	59.83
Rate/Unit	Rs.	6.83	6.83	5.12	5.12
(b) Own Generation Units	'000 KWH	15.272	11.777	15.402	9.944
Unit per litre of Diesel Oil	KWH	3.27	3.27	4.46	4.46
Cost per Unit	Rs.	12.05	12.05	7.82	7.82
2. Coal					
	'000 Kgs.	199.400	NA	478.895	NA
	Rs.lakhs	10.43	NA	25.80	NA
3.(a) HSD					
(b) Total Amount	'000 Ltrs.	24.363	8.400	22.457	8.800
	Rs.lakhs	9.61	3.32	7.83	3.07
4.(a) Furnace Oil					
(b) Total Amount	'000 Ltrs.	-	-	-	-
	Rs.lakhs	-	-	-	-
5. Other internal generation (Power from waste steam)					
Own Generation Units	'000 KWH	753.177	743.972	480.114	565.719
Cost per Unit	Rs.	0.70	0.70	0.75	0.75
B. Consumption per unit of production					
		Electricity (KWH/Tonne)		F.Oil/LDO/HSD (Litres/Tonne)	
		2010-11	2009-10	2010-11	2009-10
1.	Fertiliser	16.92	15.58	0.21	0.27
2.	S.Acid	42.49	31.51	0.21	0.36



FORM B

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

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

Foreign Exchange Earnings and Outgo :

		2010-11	2009-10
i)	Earnings	Nil	Nil
ii)	Outgo		
	CIF value of imports	Rs./Lakhs 4386.42	4067.77
	Travelling, Periodicals & Others	Rs./Lakhs --	--



ANNEXURE – B

CORPORATE GOVERNANCE REPORT

Company's Philosophy on the code of Governance

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

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

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

Board of Directors

Composition :

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

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

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

The Board met nine times on the following dates during the Financial Year 2010 – 2011 and the gap between the two meetings did not exceed four months.

- a) April 30th, 2010
- b) June 4th, 2010
- c) July 31st, 2010
- d) August 30th, 2010
- e) September 2nd, 2010
- f) October 30th, 2010
- g) January 31st, 2011
- h) February 21st, 2011
- i) March 26th, 2011



The names and categories of the Directors on the Board, their attendance at Board meetings held during the year and at the last Annual General Meeting as also the number of directorships and committee positions as held by them in other Public Limited Companies as on March 31st, 2011 are given below :-

Name	Category	No. of Board Meetings attended during 2010-11	Whether attended AGM held on 29.09.10	No. of Directorship in other Public Ltd. Companies	No. of committee positions held in other Public Ltd. Companies		No. of Equity Share held in the Company
					Chairman	Member	
H. Singh	Promoter & Non Independent Executive	9	Yes	1	-	-	14,55,440
J. Kaur	Independent Non Executive	9	Yes	1	-	-	5,37,600
I. Singh	Non Independent & Non Executive	9	Yes	1	-	-	49,000
P. Singh	Non Independent Executive	9	Yes	1	-	-	55,100
U. C. Sahoo	Executive	9	Yes	-	-	-	-
R. Wadhwa	Independent Non Executive	-	No	-	-	-	-
Thakur Singh	Independent Non Executive	-	No	-	-	-	-
Anil Tripathy	Independent Non Executive	3	No	-	-	-	-
Prem Singh	Independent Non Executive	-	No	-	-	-	-



CODE OF CONDUCT

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

AUDIT COMMITTEE

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

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

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

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

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

The Audit Committee met four times during the year under review on dtd. 24.04.2010, 24.07.2010, 23.10.2010 and 24.01.2011.



SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE

Terms of Reference

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

The Committee comprises of :-

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

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

The Shareholders/ Investors Grievance Committee met four times during the year under review on dtd. 24.04.2010, 24.07.2010, 23.10.2010 and 24.01.2011.

REMUNERATION COMMITTEE

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

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

REMUNERATION OF DIRECTORS

The Directors have waived sitting fees payable to them. As regards remuneration of Mr. Hardev Singh Chairman cum Managing Director , Mr. U.C.Sahoo and Mr. Paramdeep Singh, Whole Time Director is concerned. Mr. Hardev Singh was paid total remuneration of Rs. 60,00,000 in respect of the year ended 31st March, 2011.

The company has paid to Mr. U.C.Sahoo, a total salary of Rs. 21,00,885 for the year 2010 – 11 . Further, the company's contribution to Provident Fund on his account is to the extent of Rs. 216,000 for the year under review. He has not been paid any other allowances or perquisites . Therefore , the total remuneration package of Mr. U.C.Sahoo is Rs. 23,16,885 in respect of the year 2010 – 2011.

The company has paid to Mr. Paramdeep Singh, a total salary of Rs. 650,000 lac for the year 2010 – 11 . Further, the company's contribution to Provident Fund on his account is to the extent of Rs.72,000 for the year under review. He has not been paid any other allowances or perquisites . Therefore , the total remuneration package of Mr. Paramdeep Singh is Rs. 722,000 in respect of the year 2010 – 2011.

The company has paid to Mr. Anil Kr. Tripathy, a total salary of Rs. 431,673 lac for five months of the year 2010 – 11 . Further, the company's contribution to Provident Fund on his account is to the extent of Rs.45,000 for the year under review. He has not been paid any other allowances or perquisites . Therefore , the total remuneration package of Mr. Anil Kr. Tripathy is Rs. 476,673 in respect of the year 2010 – 2011.

**DETAIL ON GENERAL MEETINGS**

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

Year	Location	AGM / EGM	Date	Day	Time	No. of Special Resolution
2007 - 08	Teesta Agro Ind. Ltd. Mazabari, Rajganj Dist. Jalpaiguri	AGM	27.09.08	Saturday	10.00 am.	one
2008 - 09	Same, as above	AGM	30.09.09	Wednesday	10.00 am.	Nil
2009 - 10	Same, as above	AGM	29.09.10	Wednesday	10.00 am.	one

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

DISCLOSURES**RELATED PARTY TRANSACTIONS**

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

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

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

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

Transaction with the related parties are disclosed in Note No. 19 of schedule 15 to the accounts in the Annual Report.

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

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



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

CEO CERTIFICATION

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

GENERAL SHAREHOLDER INFORMATION

Means of Communication

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

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

Compliance Officer :

Mr. J. Tiwari

Company Secretary

Teesta Agro industries Limited

63/1/2 Sarat Bose Road

Kolkata – 700 025

ANNUAL GENERAL MEETING

- Date & Time : Septemberer 30th, 2011 at 10.00 am.
- Venue : Teesta Agro Industries Ltd
Mazabari, Rajganj
Dist. Jalpaiguri, West Bengal
- Financial Calendar : April to March, every year
- Date of Book Closure : 26.09.2011 to 30.09.2011
- Dividend Payment Date : 17.10.2011



TEESTA AGRO INDUSTRIES LIMITED

Distribution of Shareholding as on 31st March, 2011

Range No. of Shares	Shareholders		Shares	
	Number	% total shareholders	Numbers	% to total capital
1 to 500	14185	96.3982	1829699	36.0177
501 to 1000	320	2.1747	272090	5.3561
1001 to 2000	126	0.8563	207161	4.0780
2001 to 3000	32	0.2175	82400	1.6220
3001 to 4000	7	0.0476	27300	0.5374
4001 to 5000	14	0.0951	66100	1.3012
5001 to 10000	12	0.0815	84500	1.6634
10001 and above	19	0.1291	2510750	49.4242
	14715	100.0000	5080000	100.0000

Listing on Stock Exchanges :

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

The Stock Exchange, Mumbai

Phiroze Jeejeebhoy Towers

Dalal Street Mumbai – 400 001

The Central Depository Services (India) Ltd.

Phiroze Jeejeebhoy Towers (28th Floor)

Dalal street, Mumbai – 400 001

National Securities Depository Limited

Trade World, Kamala Mills Compound

Senapati Bapat Marg, Lower Parel Mumbai – 400 013

De mat ISIN in CDSL & NSDL for Equity Shares :

ISIN : INE 757D01011

Share Registrar and Transfer Agents

Maheshwari Datamatics Pvt. Ltd.

6, Mangoe Lane, 2nd Floor

Kolkata – 700 001

Telephone : 2243 – 5029 / 5809

Fax : 2248 – 4787

E Mail : mdpl@cal.vsnl.net.in

Business Hours : 10.00 am. to 5.30 pm.

Share Transfer System

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



Dematerialisation of Shares and Liquidity

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

Compliance of non Mandatory Requirements

1. Chairman of the Board

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

2. Shareholders Rights

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

3. Training of Board Members

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

4. Mechanism for evaluating Non Executive Board Members

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

5. Whistle Blower Policy

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

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

To
The Members of
Teesta Agro industries Ltd.

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

Place : Siliguri
Date : The 6th, September,2011

For Teesta Agro Industries Ltd.

Hardev Singh
(Chairman cum Managing Director)

Address of Regd. Office and
Location of Plant

: Mazabari, Rajganj
Dist. Jalpaiguri, west Bengal



TEESTA AGRO INDUSTRIES LIMITED

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

To
The Members of
Teesta Agro Industries Limited

We have examined the compliance of the conditions of Corporate Governance by Teesta Agro Industries Limited for the year ended on March 31, 2011 as stipulated in Clause 49 of the listing Agreement of the said Company with the Stock Exchanges in India, with the relevant records and documents maintained by the Company furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

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

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

On the basis of our review and according to the information and explanations given to us, we state that in respect of investor grievances received during the year ended March 31, 2011, no investor grievances are pending against the company for a period exceeding one month as per the records maintained by the company which are presented to the Shareholders/Investors Grievance Committee.

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

Siliguri,
September 6, 2011

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



ANNEXURE - C

MANAGEMENT DISCUSSION & ANALYSIS

Overview

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

Operation

The turnover and other receipts of your company has been Rs. 8993.75 lacs as against Rs. 6063.55 lacs in the previous year . Profit after taxation stood at Rs. 93.62 lacs as against Rs. 54.35 lacs in the previous year.

Opportunities & Threats

In order to promote SSP Fertilizer Government of India has implemented Nutrient based subsidy policy which treats SSP fertilizer at par with DAP and Complex fertilizers. Apart from this on 10th May, 2011 Government of India has amended Fertilizer Control Order with regard to SSP specification from water soluble 16% P₂O₅ to Citrate soluble 16% P₂O₅ i.e. equivalent to water soluble 14.50% P₂O₅. This allows SSP companies to add fillers up to 10% with their finished product, which will very much improve the bottomline of SSP manufacturers.

There is a discussion in Government of India level that direct subsidy will be given to farmers. Farmers will pay full price of fertilizer first and then will get subsidy on their bank account. This may hamper the volume of fertilizer sale.

Future Prospects

Subsidised Maximum Retail Price of SSP fertilizer is very low in comparison with other substitute fertilizers. Hence due to low price, demand for SSP fertilizer is growing day by day. To encash the growth potential of this sector, we have decided to set up a green field SSP fertilizer manufacturing unit near Chittorgarh in the State of Rajasthan. This will be our second SSP Unit. We have chosen Chittorgarh because this place is very nearer to the raw material location and we can produce SSP fertilizer at a lower cost there at. Commercial production of SSP fertilizer from our second unit is expected within October, 2012.

Human Resource Development

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



TEESTA AGRO INDUSTRIES LIMITED

Adequacy of Internal control

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

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

Cautionary Statement

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



AUDITORS' REPORT

To the Members of
Teesta Agro Industries Limited

We have audited the Balance Sheet of Teesta Agro Industries Limited as at 31st March, 2011, signed by us under reference to this report and the relative Profit and Loss Account and the Cash Flow Statement for the year ended on that date. These Financial Statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these Financial Statements based on our audit.

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

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

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

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



TEESTA AGRO INDUSTRIES LIMITED

5. Based on the representations made by the Directors of the Company and the information and explanations given to us, none of the Directors of the Company is, prima-facie, as at 31st March, 2011, disqualified from being appointed as Director of a Company in terms of section 274(1)(g) of the Companies Act, 1956.

In our opinion and to the best of our information and according to the explanations given to us, the said accounts, read together with Accounting Policies & Practices and other Notes of the schedule 15, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- In the case of balance Sheet, of the state of affairs of the Company as at 31st March, 2011;
- In the case of Profit and Loss Account, of the profit of the company for the year ended on that date; and
- In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Siliguri,
September 6, 2011

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

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

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situations of its fixed assets.

(b) All the fixed assets of the Company have been physically verified during the year by the Management and no material discrepancy between the book records and the physical inventory have been noticed.

(c) No substantial part of fixed assets of the Company has been disposed off during the year (except land at Tufanganj).
2. (a) The stocks of finished goods, stores, spare parts, and raw materials (other than items in transit and lying with third parties) of the company have been physically verified by the management at the year-end.

(b) In our opinion, the procedures of physical verification of aforesaid stocks followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.

(c) The company has maintained proper records of inventories. In our opinion, the valuation of stock of finished goods, stores, spare parts and raw materials has been fair and proper in accordance with the normally accepted accounting principles and is on the same basis as in the preceding year. The discrepancies between the physical stocks and book stocks were not material, and hence taken as per book records.
3. (a) In our opinion, the rate of interest and other terms and conditions of loan, secured or unsecured taken by the Company during the year from companies, firms and other parties listed in the register maintained under Section 301 of the Companies Act, 1956 are prima-facie not prejudicial to the interest of the Company.

(b) The Company has granted *interest free unsecured loan of Rs.29.93 lakhs to Nepun Cement and Power Limited & Rs.30.00 lakh to Paramdeep Singh, Director of the company* listed in the Register maintained under Section 301 of the Companies Act, 1956.

(c) Interest free small advances in the nature of loans given to certain employees are generally being repaid as stipulated.
4. In our opinion, the Company's internal control procedures for purchase of raw materials including components, plant and machinery, equipment and other similar assets and sale of goods are generally commensurate with the size and nature of its business and such procedures of the Company relating to purchase of stores are being strengthened to make it commensurate with its size and nature of business of the Company.



5. In our opinion, the transaction of purchase of goods and materials made in pursuance of contracts or agreements entered in the Register maintained under Section 301 of the Companies Act, 1956, and aggregating during the year to Rs.5,00,000 or more in respect of each party were made at prices which were reasonable having regard to prevalent market prices for such materials or the prices at which transactions for similar goods or materials were made with other parties.
6. The Company has not accepted any deposits from the public during the year.
7. In our opinion, the Company has an internal audit system (a firm of Chartered Accountants having been appointed for the purpose). The internal audit as conducted in a phased manner, is commensurate with the size and nature of its business.
8. As explained to us and on the basis of the records produced, we are of the opinion that prima facie, the cost records prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 have been maintained. However, we are not required to and have not carried out any detailed examination of such records.
9. (a) The Company has been regular in depositing Provident Fund dues with the concerned authorities during the year considering the grace period allowed by the Provident Fund Department. As explained to us, the E.S.I. Act is not applicable to the Company. As on 31st March, 2011, there were no amounts outstanding in respect of undisputed Income Tax, Wealth Tax, Sales Tax, Customs Duty, Service Tax and Excise Duty which were due for more than six months from the date they became payable.

(b) Disputed sales tax, income tax, excise duty and customs duty have been disclosed in the note 9(b) of schedule 15, under the head "contingent liabilities not provided for" in the accounts.
10. The company has no accumulated losses and has not incurred cash losses during the current financial year and in the immediately preceding financial year.
11. During the year, the company has not defaulted in repayment of its dues to financial institutions and banks.
12. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the provisions of any special statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund/Societies are not applicable to the company.
14. In our opinion the company is not dealing or trading in shares, securities, debentures or other investments and therefore, the requirement of paragraph 4(xiv) of the Order is not applicable to the company.



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

Siliguri,
September 6, 2011

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



TEESTA AGRO INDUSTRIES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2011

(Rs. in '000)

	Schedule	As at 31st March, 2011	As at 31st March, 2010
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	1	50,350	45,050
Reserves and Surplus	2	295,189	273,482
Loan Funds	3		
Secured Loans	3A	191,772	168,818
Unsecured Loans	3B	5,723	2,033
		197,495	170,851
Deferred Tax Liabilities (Note 17 on Schedule 15)		17,220	18,263
		560,254	507,646
APPLICATION OF FUNDS			
Fixed Assets	4		
Gross Block		381,768	350,339
Less: Depreciation		196,079	183,926
Net Block		185,689	166,413
Capital Work-in-Progress		9,783	31,034
Investments	5	5,777	5,777
Current Assets, Loans and Advances			
Inventories	6	430,935	285,297
Sundry Debtors	7	160,836	222,553
Cash and Bank Balances	8	144,522	209,770
Other Current Assets	9	1,004	8,295
Loans and Advances	10	124,733	67,711
		862,030	793,626
Less : Current Liabilities and Provisions	11		
Liabilities	11A	494,009	485,368
Provisions	11B	9,016	3,836
		503,025	489,204
Net Current Assets		359,005	304,422
		560,254	507,646
Notes on Accounts	15		

The Schedules referred to above form part of the Balance Sheet.

This is the Balance Sheet referred to in our report of even date.

R. B. Mantry
Partner
For and on behalf of
MANTRY & ASSOCIATES
Chartered Accountants
Siliguri, September 6, 2011

Hardev Singh Paramdeep Singh J. Tiwari
Managing Director Director Company Secretary



PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

(Rs.in '000)

	Schedule	For the year ended 31st March,2011	For the year ended 31st March,2010
A. Income			
Sales		379,838	417,047
Govt. Rebate		507,687	178,579
Other Income	12	11,850	10,729
Closing Stock of Finished Goods		131,650	112,222
		1,031,025	718,577
B. Expenditure			
Op. Stock of Finished Goods		112,222	36,532
Raw Materials Consumed	13	753,548	547,879
Packing Materials & Stores Consumed		27,435	20,421
Expenses	14	107,548	85,678
Depreciation		12,153	11,831
Interest		4,733	5,465
		1,017,639	707,806
Profit/(Loss) before Taxation		13,386	10,771
Provision for taxation :			
- Current Tax		(5067)	(4092)
- Deferred Tax		1043	(1215)
- Fringe Benefit Tax for earlier year		0	(29)
Profit/(Loss) after Taxation		9,362	5,435
Profit/(Loss) brought forward from previous year		95,762	90,327
Profit available for appropriation		105,124	95,762
Propose Dividend		4,456	-
Tax on Proposed Dividend		740	-
Transfer to General Reserve		1,000	-
Profit/(Loss) carried forward to Balance Sheet		98,928	95,762
Earning per Equity Share (Note 16 on Schedule 15)			
- Basic (Rs.)		2.05	1.21
- Diluted (Rs.)		2.05	1.21
Notes on Accounts	15		
<p>The Schedules referred to above form part of the Profit and Loss Account.</p>			
Siliguri September 6, 2011	Hardev Singh Managing Director	Paramdeep Singh Director	J. Tiwari Company Secretary



SCHEDULES FORMING PART OF THE BALANCE SHEET

(Rs. In '000)

	As at 31st March, 2011	As at 31st March, 2010
1. SHARE CAPITAL		
Authorised :		
80,00,000 Equity Shares of Rs.10/- each	80,000	80,000
20,00,000 8% Cumulative Preference Shares of Rs.10/- each	20,000	20,000
	<u>100,000</u>	<u>100,000</u>
Issued, Subscribed and paid up :		
50,80,000 Equity Shares of Rs.10/- each	50,800	45,500
Less : Allotment Money in Arrear	(450)	(450)
	<u>50,350</u>	<u>45,050</u>
2. RESERVES AND SURPLUS		
Capital Reserves	179,871	166,570
Capital Redemption Reserve	11,150	11,150
Share Premium Account	4,240	-
General Reserve	1,000	-
Profit and Loss Account	98,928	95,762
	<u>295,189</u>	<u>273,482</u>
3. LOAN FUNDS		
A. Secured Loans		
Cash Credit with Banks (Secured, by hypothecation of the Company's entire stocks, book debts and second charge on Fixed Assets) (Cash Credit Limit 200,000)	191,740	167,571
Vehicle Loan from Banks (Secured, by hypothecation of Vehicles financed)	32	1,247
	<u>191,772</u>	<u>168,818</u>
B. Unsecured Loans		
From Directors	55	55
From Others	5,668	1,978
	<u>5,723</u>	<u>2,033</u>

SCHEDULES FORMING PART OF THE BALANCE SHEET

(Rs. in '000)

4. FIXED ASSETS

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Original Cost as on 31.03.2010	Additions During the year	Sale/Adj. During the year	Original Cost as on 31.03.2011	Depreciation upto 31.03.2010	For the year	Sale/Adj. During the year	Depreciation upto 31.03.2011	As At 31st March,2011	As At 31st March,2010
Land (Freehold)	18,659	16,557	902	34,314	-	-	-	-	34,314	18,659
Buildings	144,756	10,853	-	155,609	41,216	4,117	-	45,333	110,276	103,540
Plant & Machinery	152,518	453	-	152,971	119,396	6,204	-	125,600	27,371	33,122
Electrical Installation	14,281	-	-	14,281	14,281	-	-	14,281	-	-
Furniture & Fixture	5,472	689	-	6,161	2,629	375	-	3,004	3,157	2,843
Office Equipment	2,572	163	-	2,735	2,460	119	-	2,579	156	112
Vehicles	12,081	3,616	-	15,697	3,944	1,338	-	5,282	10,415	8,137
Total	350,339	32,331	902	381,768	183,926	12,153	-	196,079	185,689	166,413
Previous Year	345,778	4,560	-	350,338	172,094	11,831	-	183,925	166,413	

TEESTA AGRO INDUSTRIES LIMITED



**SCHEDULES FORMING PART OF THE BALANCE SHEET**

(Rs. In '000)

	As at 31st March, 2011	As at 31st March, 2010
5. INVESTMENTS		
- Long term investments at cost		
<u>Shares in Companies (Quoted)</u>		
69,418 equity shares of Allahabad Bank of Rs.10/- each fully paid up (Aggregate cost of quoted investments 3777, Market value of quoted investments 16,105, Previous Year 10,494)	3777	3,777
<u>Units in Mutual Funds (Quoted)</u>		
50568.9 units of SBI Mid Cap Fund (Growth Option) (Aggregate cost of quoted investments 2000, Market value of quoted investments 1,106, Previous Year 556)	2000	2,000
	<u>5777</u>	<u>5,777</u>
6. INVENTORIES		
- At cost		
Consumable Stores	10,149	9,630
Raw Materials	287,567	54,981
Raw Materials in Transit	1,569	108,464
- At lower of cost and net realisable value		
Finished Goods	131,650	112,222
	<u>430,935</u>	<u>285,297</u>
7. SUNDRY DEBTORS		
(Unsecured, considered good except as indicated below)		
Debts outstanding for a period exceeding six months (Includes Subsidy/Rebate receivable from Government 1,515, Previous year 7,464)	51,105	49,362
Other Debts (Includes Subsidy/Rebate receivable from Government 41,877, Previous year 105,829)	109,731	173,191
	<u>160,836</u>	<u>222,553</u>
8. CASH AND BANK BALANCES		
Cash in Hand	584	471
Cheques in Hand	-	1,250
Balance with Scheduled Banks on :		
Current Accounts	13,788	196,611
Fixed Deposit Accounts (Pledged with Banks - being Margin against Bank guarantees, Letter of Credits, etc.)	130,150	11,438
	<u>144,522</u>	<u>209,770</u>


SCHEDULES FORMING PART OF THE BALANCE SHEET

(Rs. In '000)

	As at 31st March, 2011	As at 31st March, 2010
9. OTHER CURRENT ASSETS		
(Unsecured, considered good)		
Interest accrued on National Saving Certificates and Fixed Deposit etc. with Banks	229	5,385
Deposit with Government Authorities	50	1,477
Other Deposit	725	1,433
	<u>1,004</u>	<u>8,295</u>
10. LOANS AND ADVANCES		
(Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received		
Other Advances	98,139	44,221
Tax Deducted at Source	4,996	3,827
Income Tax paid under protest	6,131	6,131
Sales Tax paid under protest	5,800	5,800
Unutilised VAT Credit	9,667	7,732
	<u>124,733</u>	<u>67,711</u>
11. CURRENT LIABILITIES AND PROVISIONS		
A. Current Liabilities		
Sundry Creditors	488,422	467,166
Advances from Customers	5,587	18,202
	<u>494,009</u>	<u>485,368</u>
B. Provisions		
Leave Encashment	2,377	2,336
Gratuity	1,443	1,500
Proposed Dividend	4,456	-
Tax on Proposed Dividend	740	-
	<u>9,016</u>	<u>3,836</u>



SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT

(Rs. In '000)

	For the year ended 31.3.2011	For the year ended 31.3.2010
12. OTHER INCOME		
Interest Received from Bank	9,999	9,186
Dividend Received	382	174
Sundry Receipt (Net)	1,469	1,369
	<u>11,850</u>	<u>10,729</u>
13. RAW MATERIALS CONSUMED		
Opening Stock	163,445	116,459
Purchase	705,071	497,340
Freight Inward	174,168	97,525
	<u>1,042,684</u>	<u>711,324</u>
Less: Closing Stock	289,136	163,445
	<u>753,548</u>	<u>547,879</u>
14. EXPENSES		
Salaries, Wages and Bonus	37,574	33,119
Contribution to Provident Fund & Gratuity Fund	5,196	3,173
Welfare Expenses	2,759	1,668
Insurance	936	1,164
Rent	572	197
Rates and Taxes	565	342
Power and Fuel	17,771	13,573
Repairs and Maintenance:		
Building	994	1,749
Plant and Machinery	12,018	11,881
Other	340	246
	<u>13,352</u>	<u>13,876</u>
Advertisement	220	184
Carriage Outward	9,136	2,040
Service Tax Paid	751	468
Excise Duty	1,253	-
Miscellaneous Expenses	17,103	15,874
Loss on sale of Land	360	-
	<u>107,548</u>	<u>85,678</u>



15. NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2011

(All figures in Rs.'000)

1. SIGNIFICANT ACCOUNTING POLICIES
 - 1.1 Fixed Assets are valued at cost less depreciation.
 - 1.2 Depreciation has been calculated on straight line method at applicable rates prescribed in Schedule XIV of the Companies Act, 1956.
 - 1.3 Investments are valued at cost.
 - 1.4 (a) Inventories of stores & spares and packing materials are valued at FIFO basis.
(b) Raw materials are valued at cost on FIFO basis.
(c) Finished goods are valued at lower of cost and net realisable value.
Cost includes cost of purchase, duties, taxes and all other costs incurred in bringing the inventories to their present location.
 - 1.5 Sales exclusive of Excise Duty, VAT (Rs.13302) and net of dealers' margin are recognised as revenue on dispatches.
 - 1.6 Rebate receivable from Government on sale of Single Super Phosphate Fertilizer is also recognised on accrual basis.
 - 1.7 Transactions in foreign currencies are reflected at rates at which transactions are settled; assets and liabilities valued at contract/yearend rate and resultant loss or gain is accounted for in the profit and loss account.
 - 1.8 No borrowing costs have been capitalized during the year.
 - 1.9 Long term investments are stated at cost and provision for diminution is made, if such diminution is other than temporary in nature. The diminution in value of investment made in units of SBI Mid Cap Fund (Growth Option) amounting to Rs.894 is considered temporary in nature and hence no provision is required.
2. Sundry Debtors and advances (considered good) include certain overdue debts/ old advances aggregating to Rs.1208 (Previous Year Rs.1485) for which necessary steps are being taken for realisation and as such no provision there against is considered necessary in these accounts.
3. 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.
4. Sales tax remission was granted to the company by State Government initially for a period of 9 years which ended on 30.03.2010. The management is of the opinion that as per the law the company is entitled for remission for 13 years and necessary legal steps are being taken in this regard. Therefore, the VAT liability under dispute for the year 2010-11 Rs.13301 is shown under the head Contingent Liability.
5. Excise duty on sulphuric acid principally used for captive consumption of SSP (Finished Goods) has not been considered for valuation of stock of sulphuric acid under AS-2 consistently over the years. However, excise duty on fertilizers which is chargeable since 1st March, 2011 and is considered for valuation of fertilizer inventory as on 31.03.2011
6. In the opinion of the Board the Current Assets, Loans and advances appearing in the company's balance sheet as at the year end would have value on realization in the normal course of business at least equal to the respective amounts at which they are stated in the balance sheet.
7. Other income includes Rs.99 (Previous Year Rs.57), which represent net effect of some very old outstanding balances written off/back (net).



8. Under the Micro, Small and Medium Enterprises Development Act, 2006, certain disclosures are required to be made relating to micro, small and medium enterprises. The company is in the process of compiling relevant information from its suppliers about their coverage under the said Act, since the relevant information is not readily available, no disclosure has been made in these accounts.

9. (a) Estimated amount of Capital Commitments net of advances as at 31.03.2011, and not provided for is Rs. Nil (Previous year Rs. Nil).

(b) Contingent Liabilities (Not provided for) in respect of :-	2010-11	2009-10
- Letter of Credit	89978	83487
- Bank Guarantees	8332	4832
- Sales Tax matters under dispute	13301	—
- Income tax matters under appeals	10766	15980

10. Consumption of raw materials includes foreign exchange loss of Rs.400 (Previous year gain of Rs.6018).

11. Miscellaneous Expenses includes:-	2010-11	2009-10
(a) Amount Paid/Payable to Auditors:		
(1) Audit Fees	125	125
(2) In other Capacities:		
- Fees for Tax Audits	25	25
- Certification Jobs	50	50

12. Information pursuant to the provisions of paragraphs 3, 4C and 4D of Part II of Schedule VI to the Companies Act, 1956.

a) The Company manufactures Single Super Phosphate (S.S.P.), Granulated Single Super Phosphate (G.S.S.P.), Mixture Fertilisers (N:P:K) and Sulphuric Acid (S.A.) and the relevant particulars thereof are as under :-

(i) Installed Capacity (Annual) (as certified by the Management on triple shift basis)	M.T.	M.T.
S.S.P.	1,65,000.000	1,65,000.000
G.S.S.P.	66,000.000	66,000.000
N : P : K	33,000.000	33,000.000
Sulphuric Acid	66,000.000	66,000.000
 (ii) Actual Production		
S.S.P.	1,14,084.235	99,581.048
N : P : K	7,389.750	7,834.600
Sulphuric Acid	39,673.686	37,072.251



TEESTA AGRO INDUSTRIES LIMITED

	<u>M.T.</u>	<u>Rs.('000)</u>	<u>M.T.</u>	<u>Rs.('000)</u>
(iii) Opening Stock of Finished Products:-				
S.S.P.	18656.305	106138	1785.407	19364
N:P:K	315.250	1665	648.250	3270
Sulphuric Acid	2058.004	4275	1980.260	13897
(iv) Closing Stock of Finished Products:-				
S.S.P.	17839.340	122581	18656.305	106138
N:P:K	94.150	637	315.250	1665
Sulphuric Acid	1981.677	8432	2058.004	4275
(v) Sales:-				
S.S.P.	114901.200	332239	82710.150	354798
N : P : K	7610.850	45281	8167.550	54901
Sulphuric Acid	375.850	2318	2614.670	7348
b) Raw materials consumed including purchase through canalised agencies:-				
Rock Phosphate	62162.159	558017	54013.794	446203
Sulphuric Acid	39374.163	—	34379.837	—
Sulphur	13166.873	146071	12197.992	57541
Dolomite	4080.311	5139	3236.316	3936
China Clay	2814.080	3710	3965.057	4877
Urea	1465.275	8108	2780.625	13971
DAP	2515.274	25293	1352.461	12947
MOP	1298.848	6025	1528.408	8244
SOA	151.361	1172	—	—
Misc.	—	13	—	160
c) C.I.F. value of imported raw materials without considering materials purchased through canalised agencies:-				
Rock Phosphate	47600.000	369289	65600.000	375210
Sulphur	7700.000	69349	4900.000	31567
d) Value of Packing materials, stores, spares and accessories (all indigenous):-				
Consumed		27435		20421
13. Earning in Foreign Exchange		Nil		Nil
Expenditure in Foreign Currency				
- Raw Material		438642		406777

14. 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:-

**TEESTA AGRO INDUSTRIES LIMITED**

	31.03.2011	31.03.2010
Discount Rate	8%	8%
Rate of increase in compensation levels	5%	5%
Rate of Return on Plan Assets	8%	8%
Expected Average remaining working Lives of employees (years)	17.06	17.63

	31.03.2011	31.03.2010
Present Value of Obligation as at the Beginning of the year	4825199	NA
Interest Cost	413089	193008
Current Service Cost	417655	396694
Benefits paid	(174096)	(215974)
Actuarial (gain)/loss on obligations	20187	4451471
Present Value of Obligation as at the End of the year	5502034	4825199

	31.03.2011	31.03.2010
Present Value of Obligation as at the End of the year	5502034	4825199
Fair Value of Plan assets as at the end of the year	4058780	537501
Funded Status	(1443254)	(4287698)
Net Asset/(Liability) Recognized in Balance Sheet	(1443254)	(4287698)

	31.03.2011	31.03.2010
Current Service Cost	417655	396694
Past Service Cost	--	--
Interest Cost	413089	193008
Expected Return on Plan Assets	(183851)	(49520)
Net actuarial (gain)/ loss recognized in the year	77182	4448012
Expenses Recognized in the statement of Profit & Loss Account	724075	4988194

- 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 Rs.1684 (Previous year Rs.1536) 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.

15. 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.

(Rs. in 000)

	Year Ended March 31, 2011	Year Ended March 31, 2010
1. Segment Revenue		
(A) Fertiliser	885207	588453
(B) Sulphuric Acid	174871	92875
Total Segment Revenue	1060078	681328
Less : Inter-Segment Revenue	172553	85702
Net Sales/Income from Operations	887525	595626
2. Segment Profit/(Loss) before tax and interest		
(A) Fertiliser	6714	8785
(B) Sulphuric Acid	1560	- 1452
Total	8274	7333
Add:		
(i) Unallocated Revenue & Expenditure (Net)	-154	1074
Less :		
(i) Net Interest Expense (+)/ Income (-)	- 5266	- 3721
Net Profit/(Loss) from Ordinary Activities	13386	12128
3. Capital Employed		
(Segment Assets Segment Liabilities)		
(A) Fertiliser	470117	340528
(B) Sulphuric Acid	90137	168009
Total	560254	508537
4. Capital Expenditure	31429	4560
5. Depreciation for the period	12153	11831

16. For the purpose of calculation of Earning Per Share in accordance with Accounting Standard 20 issued by ICAI, profit after tax Rs.9362 and 45,61,580 equity shares (based on weighted average) of Rs.10/- each fully paid up have been considered.



17. 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 Rs.1043 has been recognised in the Profit and Loss Account for the year. Details of Deferred Tax Assets/(Liabilities) as on 31.03.2011 are as follows:

a. - Items under Section 43B of IT Act	Rs. 493
b. - Depreciation	<u>Rs. (17711)</u>
c. Net Deferred Tax Assets/(Liabilities)	<u>Rs. (17218)</u>

18. 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, 2011 and hence no provision is required.

19. Related Party Disclosures:

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

Transaction with the related parties:

Name of the Key Management Personnel	Nature of Transaction during the year	Year end balance (Rs. in 000)	Amount (Rs. in 000)
1) Mr. Hardev Singh	Remuneration	Nil	6000
2) Mr. U. C. Sahoo	Remuneration and PF contribution	Nil	2317
3) Mr. Paramdeep Singh	- do	Nil	722
4) Mr. A. K. Tripathy	- do -	Nil	477

Related parties are identified by the management.

20. Figures in the Balance Sheet and Profit and Loss Account have been rounded off to the nearest thousands.

21. Previous year's figures have been regrouped/rearranged wherever necessary.

Signature to Schedules 1 to 15

Siliguri,
September 6, 2011

Hardev Singh
Managing Director

Paramdeep Singh
Director

J. Tiwari
Company Secretary



BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE
(PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956)

I. Registration Details:

Registration No.	:	41245 of 1986	State Code	:	21
Balance Sheet Date	:	31.03.2011	(Amount in Rs. Thousands)		

II. Capital raised during the year:

Public Issue	:	9540	Rights Issue	:	Nil
Bonus Issue	:	Nil	Private placement	:	Nil

III. Position of Mobilisation and Deployment of Funds:

Total Liabilities	:	560254	Total Assets	:	560254
Source of Funds	:				
Paid-up Capital	:	50350	Reserves & Surplus	:	295189
Secured Loans	:	191772	Unsecured Loans	:	5723
Deferred Tax Liabilities	:	17220			
Application of Funds	:				
Net Fixed Assets	:	195472	Investments	:	5777
Net Current Assets	:	359005	Misc. Expenditure	:	Nil
Accumulated Losses	:	Nil			

IV. Performance of Company:

Turnover	:	887525	Total Expenditure	:	874139
Profit/(Loss) before tax	:	13386	Profit/(Loss) after tax:	:	9362
Earning per Share in Rs.	:	2.05	Dividend rate	:	10%

V. Generic Names of Three Principal Products/ Services of Company:

Item Code No. (ITC Code)	:	2807.0010
Product Description	:	Sulphuric Acid
Item Code No. (ITC Code)	:	3103.1000
Product Description	:	Single Super Phosphate
Item Code No. (ITC Code)	:	3105.2000
Product Description	:	Mixed Fertiliser

Siliguri,
September 6, 2011

Hardev Singh
Managing Director

Paramdeep Singh
Director

J. Tiwari
Company Secretary



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2011

(Rs.in '000)

	For the year ended 31.3.2011	For the year ended 31.3.2010
A. Cash Flow from Operating Activities :		
Net profit/(loss) before tax and Extraordinary Items	13386	10771
Adjustments for :		
Depreciation	12153	11831
Interest Received (Net)	(5266)	(3721)
Dividend Income	(382)	(174)
Loss/(Profit) on Sale of Assets	360	0
	6865	7936
Operating Profit before working Capital Changes :	20251	18707
Adjustments for :		
Trade and other receivables	17142	(7184)
Inventories	(145638)	(126527)
Trade Payable	13821	(83955)
	(114675)	(217666)
Cash Generated from Operations	(94424)	(198959)
Interest Paid	(4733)	(5465)
Direct Taxes Paid	(5067)	(4091)
Fringe Benefit Tax	0	(29)
Net Cash from operating activities	(104224)	(208544)
B. Cash Flow from Investing Activities		
Addition to Fixed Assets/Capital WIP	(11080)	(35596)
Sale Proceeds of Fixed Assets	542	0
Interest Received	4843	13150
Dividend Received	382	174
Net Cash used in Investing Activities	(5313)	(22272)
Carried Forward	(109537)	(230816)



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2011

(Rs.in '000)

	For the year ended 31.3.2011	For the year ended 31.3.2010
Brought Forward	(109537)	(230816)
C. Cash Flow from Financing Activities :		
Proceeds from Borrowings	3690	(11535)
Proceeds from Share Issue	9,540	-
Increase/(Decrease) in CC & Vehicle Loan	22954	166289
Dividend Paid	(4456)	-
Tax on Dividend	(740)	-
Remission of VAT	13301	-
Net cash used in Financing Activities	44289	154754
Net increase in Cash and Cash Equivalent (A+B+C)	(65248)	(76062)
Cash and Cash Equivalent (Opening Balance)	209770	285832
Cash and Cash Equivalent (Closing Balance)	144522	209770

For and on behalf of Board of Directors

Siliguri,
September 6, 2011

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, 2011 reported by us on 6th September, 2011. 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.

Siliguri,
September 6, 2011

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



TEESTA AGRO INDUSTRIES LIMITED

TEESTA AGRO INDUSTRIES LIMITED

Registered Office : Mazabari, Rajganj, Jalpaiguri
West Bengal

PROXY FORM

I/We..... of
..... being a -Member/Members of
TEESTA AGRO INDUSTRIES LIMITED hereby appoint Shri.....
..... of.....
.....or failing him
of..... as my / our proxy to attend
and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on
Friday, 30th September, 2011 and / or at any adjourment thereof.

As witness my / our hands(s) this..... day of2011

Signed by the Said

Membership A/c/No.

Affix
Re. 1/-
Rev.
Stamp

.....
ATTENDANCE SLIP

I hereby record my presence at the Annual General Meeting of the Company on Friday, 30th
September, 2011 Full Name of the Shareholder
(Block Capitals)

Membership A/c. No.Signature

Full name of Proxy
(Block Capitals)

.....
Signature.....

- Notes : a) The Form should be signed across the stamp as specimen signature
registered with the Company.
b) The proxy duly completed must be deposited at the registered office
of the Company at Mazabari, Rajganj, Jalpaiguri, West Bengal not
less than 48 hours before the fixed holding the aforesaid meeting.

BOOK POST

If undelivered, please return to :

TEESTA AGRO INDUSTRIES LTD.

Rajganj, Jalpaiguri, West Bengal. Pin : 735134