



CIN : L24132MH1988PLCO49387

TEL : +91-40-27898206 / 27892071
FAX : +91-40-27816171
E-MAIL : infohyd@balajiamines.com
unit2mktg@balajiamines.com
WEBSITE : www.balajiamines.com

AMINES LTD.

Admn. Off :

3rd FLOOR, K.P.R. HOUSE, S.P. ROAD,
SECUNDERABAD - 500 003. (INDIA)

FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

Regd. Office : "Balaji Towers", No. 9/1A/1, Hotgi Road, Aasara Chowk, Solapur - 413 003.

■ Fax : (0217) 2451521, Phones : (0217) 2451523, 2451524, E-mail : info@balajiamines.com

Unit II Works : Beside APSEB Sub Station II, IDA, Bollaram - 502 325, Jinnaram Mandal, Medak Dist. Telangana.

■ Phones : 08458-329660, Telefax : 08458-279240, E-mail : works2@balajiamines.com



AMINES LIMITED

27th Annual Report
2014-15





Award for – the 5 star Hotel Balaji Sarovar Premiere for

The A.C.C.E, Solapur – UltraTech Awards for Outstanding Concrete Structures -2014 under Commercial Category
The Award is received by Mr. N. Rajeshwar Reddy, the Joint Managing Director at an event organized by the Association Of Consulting Civil Engineers, Solapur & M/s UltraTech Cement Limited.



Award for – the 5 star Hotel Balaji Sarovar Premiere for 'Best Technology Driven Washrooms'

The Award is received by Mr. Berzin Master, the General Manager of the Balaji Sarovar Premiere at an event organized by the national level magazine 'Washrooms and Beyonds',



Hotel Balaji Sarovar Premiere has been honored with the prestigious Certificate of Excellence 2015

The Company owned 5 star Hotel Balaji Sarovar Premiere has been honored with the prestigious Certificate of Excellence 2015 award by TripAdvisor The TripAdvisor's prestigious Certificate of Excellence award recognizes the best establishments that consistently earn and achieve outstanding and great TripAdvisor reviews from travelers.

Board of Directors

Mr. A. Prathap Reddy	Chairman & Managing Director
Mr. N. Rajeshwar Reddy	Joint Managing Director
Mr. D. Ram Reddy	Joint Managing Director
Mr. G. Hemanth Reddy	Whole Time Director
Mr. A. Srinivas Reddy	Whole Time Director
Mr. T. Naveena Chandra	Independent Director
Mr. M. Amarender Reddy	Independent Director
Mr. C.S.N. Murthy	Independent Director
Mr. Kashinath R. Dhole	Independent Director
Mrs. Vimala B. Madon	Independent Director
Mr. S. V. Pattabhiraman*	Independent Director

(* upto 14/11/2014)

Mrs. Arati V. Bandi	Company Secretary
---------------------	-------------------

Audit Committee

Mr. T. Naveena Chandra	Chairman
Mr. M. Amarender Reddy	Member
Mr. C.S.N. Murthy	Member

Share Holder's / Investor Redressal Committee

Mr. M. Amarender Reddy	Chairman
Mr. A. Prathap Reddy	Member
Mr. G. Hemanth Reddy	Member

Research & Development Committee

Mr. A. Prathap Reddy	Chairman
Mr. N. Rajeshwar Reddy	Member
Mr. A. Srinivas Reddy	Member

Nomination and Remuneration Committee

Mr. M. Amarender Reddy	Chairman
Mr. T. Naveena Chandra	Member
Mrs. Vimala B. Madon	Member

Corporate Social Responsibility Committee

Mr. Kashinath R. Dhole	Chairman
Mr. N. Rajeshwar Reddy	Member
Mr. D. Ram Reddy	Member

Registered Office

Balaji Towers, No. 9/1A/1,
Aasara Chowk, Hotgi Road,
Solapur, Maharashtra - 413224

Administrative Office

3rd Floor, KPR House,
Sardar Patel Road,
Secunderabad - 500003, Telangana.

Statutory Auditors

M/s. V. Sridhar & Co.
Chartered Accountants
No. 12-2-823/A/78, Geeta Apartments,
Santoshnagar Colony, Mehdiapatnam,
HYDERABAD - 500 028.

Secretarial Auditor

M/s. P. S. Rao & Associates
Flat No. 10, 4th Floor,
6-3-347/22/2, Ishwarya Nilayam,
Opp: Sai Baba Temple
Dwarakapuri Colony, Panjagutta,
HYDERABAD- 500 082.

Cost Accountant

N. V. S. Kapardhi
1-9-1113/17/B, Dayanand Nagar
Vidhyanagar, HYDERABAD - 500 044.

Internal Auditors

Aherkar & Co.
Battin Complex,
35, Ganesh Peth, SOLAPUR-413 005.

Bankers

State Bank of Hyderabad
State Bank of India
HDFC Bank Ltd
Bank of Baroda

Share Transfer Agents

Venture Capital and Corporate
Investments Pvt. Limited
(CATEGORY-I REGISTRARS)
12-10-167, Bharatnagar,
Hyderabad-500018.
Ph : 040-23818475/476; Fax: 040-23868024;
email: info@vccilindia.com

Factories

Unit 1

Tamalwadi Village,
Tuljapur Taluka,
Osmanabad - District - 413623.
Maharashtra.

Unit 2

Plot No. 4 & 5,
Beside Sub-Station 2,
IDA Bollaram, Medak District,
Telangana - 502 325.

Unit 3

Plot No. E-7 & 8, MIDC, Chincholi,
Solapur - 413255. Maharashtra.

Hotel Division

Balaji Sarovar Premiere

Survey No.9/1A/1, Aasara Chowk,
Hotgi Road, Solapur - 413 224.
Maharashtra.



CONTENTS

Chairman & Managing Director Message	03
Notice	04
Director's Report	11
Annexure to Director's Report	16
Report on Corporate Governance	43
CEO/ CFO Certification	63
Auditor's Certification on Corporate Governance	64
Auditor's Report on Financial Statements	65
Balance Sheet	69
Statement of Profit & Loss	70
Cash Flow Statement	71
Notes forming part of Financial Statements	72
Auditor's Report on Consolidated Financial Statements	88
Consolidated Balance Sheet	89
Consolidated Statement of Profit & Loss	90
Consolidated Cash Flow Statement	91
Notes forming part of the Consolidated Financial Statements	92
Form For ECS Mandate	102
Proxy Form	104
Attendance Slip	106

CHAIRMAN & MANAGING DIRECTOR'S MESSAGE

Dear Shareholders,

Warm Greetings to you all, your Company has delivered steady performance in a rather challenging year.

The new Government assumed office during the beginning of last financial year to fulfill the dreams of Indians.

The new Government's vision embedded in various initiatives deeply resonate with your Company's vision too in making India self sufficient with 'Make in India' programme.

Your Company continues its relentless efforts in developing world class facilities to manufacture speciality and fine chemicals and in this pursuit, during the year your Company has successfully re-commissioned its DMF plant by strengthening the Carbon Monoxide plant by achieving best in class in terms of purity and low cost of consumption in India.

Your Company's sustainable performance in terms of forward and backward integration has paid rich dividends in better capacity utilization and value addition.

During the year under review most of the commodity prices were low due to global oil and gas prices. This has resulted in flat sales growth though the volumes are promising.

Your Company has embarked on a mission to increase exports and in this pursuit have been active and garnered good export orders for most of the products

With all the above, I am confident that your company will continue its growth path in the coming years. I take this opportunity to thank all our stakeholders, customers, Banks, Government of India, Government of Maharashtra, suppliers, partners and employees for their continued support and look forward to the same in the future.

With Best Wishes,

A. Prathap Reddy

Chairman & Managing Director

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of Balaji Amines Limited will be held on Wednesday, the 23rd September, 2015 at 11.30 A.M. at Hotel Balaji Sarovar Premiere, Survey No. 9/1A/1, Aasara Chowk, Hotgi Road, Solapur, Maharashtra – 413224 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year 2014-15 together with the Report of the Board of Directors and Auditors thereon; and the audited consolidated Financial Statements of the Company for the year 2014-15.
2. To declare dividend of 60% i.e., ₹ 1.20/-per Equity Share of ₹ 2/- each to the shareholders for the financial Year 2014-15.
3. To appoint a director in place of Sri. A. Srinivas Reddy Director, who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint M/s. V. Sridhar & Co., Chartered Accountants, Hyderabad as statutory Auditors of the company and fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, and the rules made there under, M/s. V. Sridhar & Co., Chartered Accountants, Hyderabad, (ICAI Firm Registration No 006206S), who were appointed as the Statutory Auditors of the Company till the conclusion of this AGM be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 28th Annual General Meeting of the Company (subject to approval of their appointment by the members at ensuing AGM), and Sri. A. Prathap Reddy, the Chairman & Managing Director is hereby authorized to fix the remuneration and intimate the Audit Committee and such remuneration may be paid on progressive billing including the service tax, as may be mutually agreed”.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-Ratification of Remuneration to Cost Auditors for the Financial Year ending March 31, 2016

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable for the year 2015-16 to M/s. Kapardhi & Associates, Cost Accountants, (Registration No. 100231), Hyderabad, appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March, 2016, amounting to ₹ 60000/- (Rupees Sixty Thousand only) excluding taxes as may be applicable, in addition to reimbursement of all out of pocket expenses, be and is hereby ratified.”

**By order of the Board of Directors
For Balaji Amines Limited**

Place: Secunderabad
Date: 30th July, 2015

**Sd/-
Arati V. Bandi
Company Secretary & Compliance officer**

NOTES FOR MEMBERS:

- i. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- ii. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself. such a proxy/ proxies need not be a member of the company.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

- iii. The register of members and share transfer books of the company will remain closed from 17-09-2015 to 23-09-2015 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for 2014-15. The dividend if declared will be paid to the Members, whose names appear in the register of members as on 23-09-2015.
 - iv. A dividend of ₹ 1.20/- per share (60% on the face value of equity share) has been recommended by the Board of Directors for the year ended 31st March 2015 and subject to the approval of the shareholders at the ensuing Annual General Meeting, is proposed to be paid on and from 29th September 2015.
 - v. (i) Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Transfer Agents of the company namely M/s. Venture Capital and Corporate Investments Private Limited having its Office at 12-10-167, Bharat Nagar, Hyderabad – 500018 quoting their folio Numbers.
 - (ii) In order to avoid fraudulent encashment of dividend warrants, Members holding shares in physical forms are requested to send to the Registrar and Transfer Agents of the company, on or before 17-09-2015 a Bank Mandate (providing details of name and address of banker, branch, PIN code and particulars of bank accounts) or changes thereon, if not provided earlier, under the signature of the sole / first holders along with the folio numbers. This information will be printed on the dividend warrants. You may avail of the Electronic Clearing Service (ECS) mandate facilities provided by the company.
 - vi. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank account details. ECS mandates, nominations, power of attorney, change of address/ name etc. to their depository participant only and not to the company or its Registrar and Transfer Agent. The said nominations will be automatically reflected in the Company's records.
 - vii. Pursuant to Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund set up by the Government of India.
- Members who haven't yet encashed their dividend warrants from the financial year 2007-08 onwards are requested to make their claims to the Company without any further delay.
- viii. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
 - ix. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to

submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

- x. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
- xi. Ministry of Corporate Affairs has undertaken a "Green Initiative in Corporate Governance" and allowed companies to send documents such as Notice of the Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report, etc., to the shareholders in electronic form instead of the paper form. Members are requested to send/ update their email address with their Depository or Registrar and Transfer Agents of the Company.
- xii. Electronic copy of the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form 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 Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- xiii. Pursuant to the requirements on the Corporate Governance under the listing agreement entered into with stock exchanges, the information about the Directors proposed to be appointed /re- appointed is given in the annexure to the notice.
- xiv. Members desirous of getting any information about the accounts and / or operations of the company are requested to write to the company at least seven days before the date of the meeting to enable the company to keep the information ready at the meeting.
- xv. All the documents referred to in the Notice and explanatory statement will be available to the members at the Registered Office of the company between 10.30 A.M to 12.30 P.M on all working days from the date hereof up to the date of the Meeting.
- xvi. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.balajiamines.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Solapur 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: cs@balajiamines.com
- xvii. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the 27th Annual General Meeting (AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- III. The members who have cast their vote by remote e-voting prior to the 27th Annual General Meeting (AGM) may also attend the 27th Annual General Meeting (AGM) but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 20th September 2015 (9:00 am) and ends on 22nd September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- a) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
- Open email and open PDF file viz; "BALAJI AMINES LIMITED e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - Click on Shareholder – Login
 - Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - Select "EVEN" of BALAJI AMINES LIMITED.
 - Now you are ready for e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed
 - Once you have voted on the resolution, you will not be allowed to modify your vote
 - Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to suryacorporatelawyer@gmail.com or cs@balajiamines.com with a copy marked to evoting@nsdl.co.in
- b) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com. Or call on the toll free no. 1800-222-990
- VII. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).