

34th Annual Report 2016-2017



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BAMBINO AGRO INDUSTRIES LIMITED



















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BOARD OF DIRECTORS

Mr. M. Kishan Rao : Chairman and Managing Director (w.e.f. 06.07.2017)

Late Shri M Raghuveer : Chairman and Managing Director(ceased w.e.f 25.06.2017)

Mr. M. Subramanyam : Wholetime Director(upto 31.10.2016)
Mr. P. Easwara Das : Non-Executive Director(upto 15.09.2016)
Mr. Madam Kartekeya : Additional Director (upto 09.09.2017)
Ms. Myadam Shirisha : Director (w.e.f 12th August 2017)

Mr. Sanjay Baral : Director-Sales & Marketing(w.e.f 11.11.2016)

Mr. S. Nageswara Rao : Independent Director
Dr. S. Venkataraman : Independent Director
Dr. Lalitha Ramakrishna Gowda : Independent Director

Chief Financial Officer

Mr. V. Nagarajan

Company Secretary & Legal

Ms. Ritu Tiwary

REGISTERED OFFICE

4E, Surya Towers, S. P. Road, Secunderabad-500003

CIN No: L15440TG1983PLC004363 Ph: 040 44363322; Fax No: 040 27816615

Email: cs@bambinoagro.com Website: www.bambinoagro.com

ADMINISTRATIVE OFFICE

'F' Block, 2nd Floor, Surya Towers, 104, S. P. Road, Secunderabad-500003

MANUFACTURING FACILITIES AT:

 Begumpur Khatola Village, Gurgaon, Haryana.

DEPOSITORY REGISTRARS

M/s. Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032

AUDITORS

M/s. PRV Associates Chartered Accountants Hyderabad

BANKERS

Hero FinCorp Ltd, New Delhi

THIRTY FOURTH ANNUAL GENERAL MEETING

Day : Friday

Date : 29th December, 2017

Time : 09.30 A.M.

Venue : K.L.N. Prasad Auditorium at The Federation

of Telangana & Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Federation House, 11-6-841, Red Hills,

FAPCCI Marg, Hyderabad-500 004.

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NOTICE

Notice is hereby given that the Thirty fourth Annual General Meeting of Bambino Agro Industries Limited will be held on Friday, the 29th December 2017 at 9.30 A.M. at K.L.N. Prasad Auditorium at **The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI)**, Federation House, 11-6-841, Red Hills, FAPCCI Marg, Hyderabad 500004, Telengana to transact the following business:

Ordinary Business

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2017 and reports of Directors and Auditors thereon.
- 2. To declare dividend on the equity shares for the financial year 2016-17.
- 3. To appoint a Director in place of Mr. Sanjay Baral (DIN No.07643433) who retires by rotation and being eligible, offers himself for re-appointment
- 4. To appoint M/s. Kumar & Giri, Chartered Accountants (Firm Registration No. 001584S)as the Statutory Auditors of the Company for a period of five years from the conclusion of 39th AGM subject to ratification by members at every AGM and on such remuneration as may be decided by the Board of Directors.

Special Business:-

5. Appointment of Mr. M Kishan Rao (DIN No.02425967) as a Director of the Company

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

"RESOLVED THAT pursuant to sections 152,161 and other applicable provisions, if any of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory amendment(s), modification(s), or re-enactment (s) thereof for the time being in force), Articles of Association of the Company, Mr M Kishan Rao (Din No:02425967), who was appointed as Additional Director of the Company by the Board in its meeting held on 27 February 2017 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Director of the Company, whose period of office shall not be liable to determine by retirement of directors by rotation.

6. Appointment of Mr. M Kishan Rao (DIN No.02425967) as Chairman and Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 196,196(3)(a),197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s), or re-enactment (s) thereof for the time being in force) ,Articles of Association of the Company, consent of the members be and is hereby accorded to appoint Shri M Kishan Rao (DIN No: 02425967) as Chairman and Managing Director of the Company w.e.f. 6th July 2017 for a period of 5 years without any remuneration whose office shall not be liable to retire by rotation.

7. Appointment of Mr. Sanjay Baral (DIN No.07643433) as Director- Sales & Marketing of the Company on a remuneration of Rs500,000per month

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

"RESOLVED THAT pursuant to provisions of Section 152, and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactment, clarifications thereof, for the time being in force) read with Companies (Appointment & Qualification of Directors) Rules, 2014, Articles of Association of the Company and SEBI (LODR) Regulations, 2015., Mr. Sanjay Baral (DIN No.07643433) who

Bambino Agro Industries Limited

was appointed as an Additional Director of the Company by the Board of Directors on 11th November 2016 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 160 in writing from a member along with a deposit of requisite amount proposing candidature of office of Director be and is hereby appointed as Director- Sales & Marketing of the Company w.e.f 11 November 2016 whose office shall be liable to retire by rotation.

"FURTHER RESOLVED THAT pursuant to Sections 196,197, and other applicable provisions, if any, of the Companies Act 2013(including any statutory modifications or re-enactment, clarifications thereof, for the time being in force) read with Schedule V and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and subject to such approvals as may be necessary, Mr Sanjay Baral be paid a remuneration of Rs.500,000pm as Director- Sales & Marketing w.e.f 11th November 2016 for 3 years in absence of adequate profits or no profits in any year, the same shall be paid as minimum remuneration".

8. Appointment of Ms. Myadam Shirisha (Din No. 07906214) as a Non Executive Director

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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors)Rules 2014 (including any statutory modifications or re-enactment thereof, for time being in force), read with Articles of Association as amended from time to time, Ms Myadam Shirisha, appointed as Additional Director of the Company, be and is hereby appointed as a Director of the Company w.e.f 12th August 2017 without any remuneration, liable to retire by rotation.

Registered Office:

4E, Surya Towers, S. P. Road, Secunderabad-500003

CIN No: L15440TG1983PLC004363

Ph: 040 44363322; Fax No: 040 27816615

Email: cs@bambinoagro.com Date : 28th November 2017 By Order of the Board of Directors For Bambino Agro Industries Limited

> Ritu Tiwary Company Secretary & Legal M. No ACS19056

NOTES:

- 1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING 50 AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER A MEMBER HOLDING 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AND PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE LODGED AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 2. The Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business to be transacted at the Meeting is annexed hereto.
- 3. The Register of Members and share transfer books will remain closed from 23rd December 2017 to 29th December 2017 (both days inclusive).
- 4. Dividend if declared will be paid to those members whose names appear on the Register of Members as on 22nd December 2017.
- 5. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts, so as to enable the Company to dispatch dividend warrants to their correct address. Members holding shares in physical form are requested to notify/send any change in their address and bank account details to the Company / Registrar & Share Transfer Agents, M/s. Karvy Computershare Private Limited (Karvy).
- 6. Members are requested to intimate the Company or Registrar, the details or clarifications, if any, required in relation to this Annual Report, atleast 7(Seven) days before the Meeting to enable the Management to keep the information ready at the Meeting.
- 7. As a measure of economy, Members/proxies are requested to bring their copies of Annual Reports to the Meeting and the attendance slip duly filled in for attending the Meeting. Copies of Annual Reports will not be provided at the Meeting.
- 8. The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued Circulars stating that service of notice/all documents including Annual Reports can be sent by e-mail to their Members. To support the 'Green Initiative' in the Corporate Governance and to contribute towards greener environment, we are sending all official documents to the email address provided by you with your depositories. We request you to register / update your e-mail addresses with Karvy, if shares are in physical mode or with your DP, if the holding is in electronic mode.
- 9. As per Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sanjay Baral, Director retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. Mr.Sanjay Baral aged 44 years, is a qualified PGDBM from Delhi, having more than 2 decades of experience in the field of Sales and Marketing. He has been associated in past with some of the world class companies viz., Nestle India, Lotte India, Bunge India, Emami etc. His potential can be tapped to improve the performance of the Company.
- 10. Unclaimed equity shares held in suspense account are maintained with Karvy Stock Broking Limited, Banjara Hills, Hyderabad 500 034 vide client ID: 19317618; DPID: IN300394.

Particulars	Number of of Shareholders	Number of Equity shares
Aggregate number of shareholders and outstanding shares In the suspense account as on 1st April 2016	6	576
Shareholders who approached the company for transfer of Shares from suspense account during the year	-	
Shareholders to whom shares were transferred from suspense account during the year	-	
Aggregate number of shareholders and outstanding shares In the suspense account lying as on 31st March 2017	6	576

11. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing facility to the members to exercise their right to vote at the 34 Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by M/s. Karvy Computer Share Private Limited. The facility for voting through ballot paper will also be made available at the AGM and Members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at AGM through ballot papers. Members who have already cast their vote by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their votes again.

The instructions for remote e-voting are as under:

- A. In case a Member receiving an email of the AGM Notice from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]:
 - i) Launch internet browser by typing the URL: https://evoting.karvy.com.
 - ii) Enter the login credentials (i.e., User ID and password which will be send seperately) Event No. followed by Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii) After entering these details appropriately, Click on "LOGIN".
 - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v) You need to login again with the new credentials.
 - vi) On successful login, the system will prompt you to select the "EVENT" i.e., Bambino Agro Industries Limited.
 - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
 - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID:chandrakanth@cgorak.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."



- xiii) In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 22nd December 2017, may write to the Karvy on the email Id: evoting@karvy.com or to Mrs. C. Shobha Anand, Contact No. 040-67162222, at [Unit: Bambino Agro Industries Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.
- B. In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
 - i) User ID and initial password these will be sent seperately.
 - ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- C. The remote e-voting period commences on Tuesday, the 26th December, 2017 at 10:00 A.M. and ends on Thursday, the 28th December, 2017, at 5.00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Friday, 22nd December 2017, may cast their vote by electronic means in the manner and process set out hereinabove. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.
- D. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section of https://evoting.karvy.com. (Karvy's website).
- E. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being Friday, 22nd December 2017
- F. The Company has appointed Mr Chandrakanth Gorak, Practicing Company Secretary, as a Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company.
- H. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.bambinoagro.com) and Service Provider's website (https://evoting.karvy.com) and the communication will be sent to the BSE Limited.

By Order of the Board of Directors
For Bambino Agro Industries Limited

Registered Office:

4E, Surya Towers, S.P Road, Secunderabad-500003

CIN No: L15440TG1983PLC004363

Ph: 040 44363322; Fax No: 040 27816615

Email: cs@bambinoagro.com Date : 28th November 2017 Ritu Tiwary Company Secretary & Legal M. No. ACS19056

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.5 & 6

The Board of Directors in its meeting held on 6th July 2017, on recommendation of the Nomination and Remuneration Committee, redesignated Shri M Kishan Rao (DIN No: 02425967) as Chairman and Managing Director of the Company. Shri Kishan Rao was appointed on the Board as Additional Director on 27 February 2017.

Board strongly felt that with the absence of Late Shri M Raghuveer, there was a need for appointment of a person who would once again fuel the entrepreneurial passion and lead the company to further Late Shri Raghuveer's Vision and growth which he aspired to achieve. Board felt need for continuity of leadership under Mr Kishan Rao with the organization undergoing stress and facing challenges on many fronts. Mr. Rao has been aggressive in whatever he did. As a part of orderly succession planning and having gone through that planning, his appointment was recommended.

It can be reiterated that it was the dynamism of Shri Kishan Rao who was the first to introduce the 300kg per hour pasta plant in 1982 in India. Under his leadership Bambino became one of the leading manufacturer of pasta products and has seen huge expansion during his tenure. It was his efforts that Bambino has been synonymous to vermicelli and sphere of pasta products.

He was successful in bringing the vermicelli and other pasta products as a daily source of diet to millions of Indians. Under his able guidance and leadership, the Company has been able to achieve excellent turnover, gained popularity in domestic and International market for its nutritional products.

Mr.M. Kishan Rao aged 81 years is an acknowledged leader in pasta Industry, blessed with good health and is in a position to attend his day to day affairs and management of the Company. He has been efficient in discharging his duties and brings years of valuable experience on the Board. If his appointment is approved by the members, his excellent managerial skills will further contribute to the growth of the Company. The Company needs his services inevitably, it is herewith proposed to appoint him as Chairman and Managing Director of Company for a period of 5 years w.e.f. 6th July 2017 without any remuneration, as he is a fit and proper person with required skills and apt knowledge and his appointment is justified.

All the Board members unanimously requested Shri Kishan Rao to occupy this coveted and important position as he was considered to be a fit and apt candidate with all the required expertise, Skill set and aptitude.

Shri Kishan Rao while being reminiscent of the modesty and dedication with which Late Shri Raghuveer would conduct the business was emotional of his business journey with his Son. He stated that Food industry has an exciting future and we are just focused on trying to do the best we can as a team together for the company and the stakeholders.

Shri Kishan Rao is a Director on Board of Bambino Pasta Food Industries Pvt Ltd(Formerly known as MLR Industries Pvt Ltd) Seshsayi Foods Pvt Ltd, Ghanta Foods Pvt Ltd, Bambino Milk Products Pvt Ltd, Revathi Tobacco Company Pvt Ltd, Bambino Finance Pvt Ltd, KRS Finance Pvt Ltd, , Hyderabad Nursing Home Pvt Ltd, Sugandha Holdings Pvt Ltd and Nature Valley Neutraceutical Industries Pvt Ltd. (Formerly known as Kesava Agro Industries Pvt Ltd).

The terms set out in the resolution and explanatory statement may be treated as an abstract of terms of appointment pursuant to section 190 of the Companies Act, 2013. Notice under section 160 of the company Act, 2013 along with requisite fee as been duly received by the Company from a member proposing his candidature.

None of the Directors or Key Managerial Personnel and their relatives, except Ms Myadam Shirisha and Mr. M. Kishan Rao and their relatives are concerned or interested in this resolution financially or otherwise.

Members are requested to approve the same by way of Ordinary/Special resolution in terms of Section 196(3) (a) of the Companies Act 2013. Members are further requested to ratify the office held by Mr Kishan Rao as Additional Director upto the date of this 34th AGM due to postponement in conducting the AGM duly approved by the ROC, Telangana.



Item No.7

Mr.Sanjay Baral aged 44 years is a qualified PGDBM from Delhi, having more than 2 decades of experience in the field of Sales and Marketing. He has been associated in past with some of the world class companies viz, Nestle India, Lotte India, Bunge India, Emami etc. His last assignment prior to Bambino was as National Sales Manager for Rupa & Co Ltd. He has been spearheading the Sales of the Company in the capacity of National Sales Manager of the Company over past few years, his last drawn salary was ₹ 3,83,510 p.m & has attended 3 Board meetings in last Financial Year.

The Board of Directors in their meeting held on 11th November 2016 appointed him as Additional Director and on recommendation of the Nomination and Remuneration Committee designated him as Director- Sales & Marketing on a remuneration of Rs500,000per month, subject to the consent of members.

He is not a Director on Board of any other Company and has no shareholding in the company.

The terms set out in the resolution and explanatory statement may be treated as an abstract of terms of appointment pursuant to section 190 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Sanjay Baral are concerned or interested in this resolution financially or otherwise.

Members are requested to approve the same by way of ordinary resolution. Members are further requested to ratify the office held by Mr Sanjay Baral as Additional Director upto the date of this 34th AGM due to postponement in conducting the AGM duly approved by the ROC, Telangana.

Item No.8

Myadam Shirisha, 19 years is the daughter of late Shri M Raghuveer former Chairman and Managing Director. Ms. Shirisha is currently pursing Bachelors of Business Administration from Amity College, Hyderabad. After completing her undergraduate Studies, Shirisha completed her semester course of Post Graduate Year from the Marianapolis Preparatory School, USA. Later she persued her internship with the Company for last few months. During this tenure, she worked with Bambino Team wherein she learnt the practical aspects about the Company operations and management. She has been meeting employees - to get exposure and detailed understanding of business at grass-root level.

The Board of Directors in their meeting held on 12 August 2017 appointed Ms. Shirisha as an Additional Director on recommendation of the Nomination and Remuneration Committee. She is not a Director on Board of any other Company and has no shareholding in the company. Notice under section 160 of the Companies Act, 2013 along with requisite fee as been duly received by the Company from a member proposing her candidature.

None of the Directors or Key Managerial Personnel and their relatives, except Ms. Shirisha, and Mr. M. Kishan Rao and their relatives are concerned or interested in this resolution financially or otherwise.

Members are requested to approve the same by way of Ordinary resolution. Members are further requested to ratify the office held by Ms Myadam Shirisha as Additional Director upto the date of this 34th AGM due to postponement in conducting the AGM duly approved by the ROC, Telangana.

The terms set out in the resolution and explanatory statement may be treated as an abstract of terms of appointment pursuant to section 190 of the Companies Act, 2013.

Registered Office:

4E, Surya Towers, S.P Road, Secunderabad-500003 CIN No: L15440TG1983PLC004363

Ph: 040 44363322; Fax No: 040 27816615

Email: cs@bambinoagro.com Date: 28th November 2017 By Order of the Board of Directors For Bambino Agro Industries Limited

> Ritu Tiwary Company Secretary & Legal M. No. ACS19056