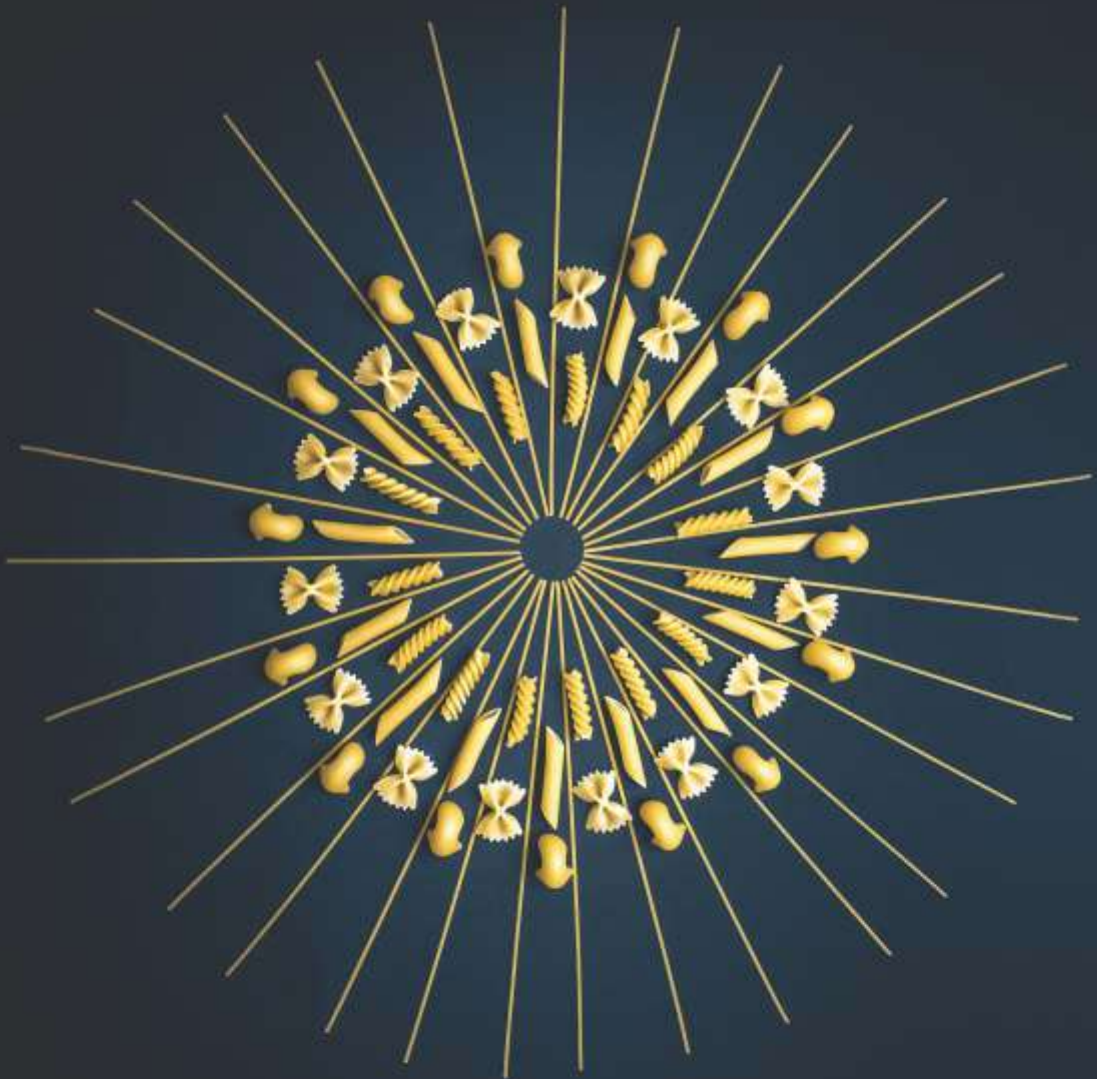


38th Annual Report

2020 - 2021



Where Heritage Meets Health

BAMBINO AGRO INDUSTRIES LIMITED



Fondly remembering...

Late Shri Myadam Raghuveer

08-03-1960 - 25-06-2017



(Co-Founder & Managing Director)

BAMBINO AGRO INDUSTRIES LIMITED



Sir we miss you

Fondly remembering...

Late Shri Myadam Kishan Rao

10-02-1936 - 12-01-2021



(Founder, Chairperson & Managing Director)

BAMBINO AGRO INDUSTRIES LIMITED

*Better Health...
Better Life...*



Available on : shop.bambinoagro.com

BOARD OF DIRECTORS

- | | | |
|----------------------------------|---|---|
| 1. Late Shri Myadam Kishan Rao | : | Chairman & Managing Director (ceased w.e.f. 12.01.2021) |
| 2. Late Shri Myadam Raghuvver | : | Chairman & Managing Director (ceased w.e.f. 25.06.2017) |
| 3. Mrs. Myadam Sugandha Bai | : | Additional Director (13.02.2021 to 29.06.2021) |
| 4. Ms. Shirisha Myadam | : | Chairman & Managing Director (w.e.f. 14.08.2021) |
| 5. Mr. Prabhnoor Singh Grewal | : | Director - Sales & Marketing (w.e.f. 29.06.2021) |
| 6. Mr. S.S.N. Murthy | : | Director - Finance |
| 7. Dr. Lalitha Ramakrishna Gowda | : | Independent Director |
| 8. Dr. S. Venkataraman | : | Independent Director |
| 9. Mr. Vyasabhattu Ramchander | : | Independent Director |

Chief Financial Officer

Mr. V. Nagarajan

Company Secretary & Legal

Mrs. Ritu Tiwary

REGISTERED OFFICE

4E, Surya Towers, S. P. Road,
Secunderabad-500003
CIN No: L15440TG1983PLC004363
Ph: 040-44363322
Email: cs@bambinoagro.com
Website: www.bambinoagro.com

ADMINISTRATIVE OFFICE

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

MANUFACTURING FACILITIES AT :

Begumpur Khatola Village,
Gurgaon, Haryana.

Gohana, Sonapat, Haryana

REGISTRARS & SHARE TRANSFER AGENT

M/s. KFin Technologies Private Limited
Kavy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad - 500 032, Telangana

AUDITORS

M/s. Kumar & Giri
Chartered Accountants
Hyderabad, Telangana

M/s. C. Gorak & Co.
Secretarial Auditor
Secunderabad, Telangana

BANKERS

HDFC Bank Ltd.
Indian Overseas Bank
Axis Bank

THIRTY EIGHTH ANNUAL GENERAL MEETING

Day : Wednesday
Date : 29th December 2021
Time : 9.45 A.M.

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NOTICE

Notice is hereby given that the 38th Annual General Meeting (AGM) of the Members of Bambino Agro Industries Limited (the Company) will be held on Wednesday, the December 29, 2021 at 9.45 A.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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 31st March, 2021 and reports of Directors and Auditors thereon.
2. To declare dividend on the equity shares for the financial year 2020-2021.
3. To appoint a Director in place of Mr. S S N Murthy (DIN No. 08189713) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:-

4. **Appointment of Ms. Shirisha Myadam (DIN No: 07906214) as Chairman and Managing 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 Sections 196, & 203 read with Schedule V 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, consent of the members be and is hereby accorded to appoint Ms. Shirisha Myadam (DIN No: 07906214) as Managing Director of the Company w.e.f. 17th January 2021 for a period of five years and whose office shall not be liable to retire by rotation.

FURTHER RESOLVED THAT pursuant to the provisions of Section 197 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), and other applicable regulations of SEBI (LODR) Regulations, 2015, if any, Articles of Association of the Company and subject to such approvals as may be necessary, Ms. Shirisha Myadam, Managing Director (DIN No: 07906214) be paid a remuneration of ₹ 7,00,000/- per month w.e.f 17th January 2021 for three years in absence of adequate profits or no profits in any year and the same shall be paid as minimum remuneration.

RESOLVED FURTHER THAT Ms. Shirisha Myadam (DIN No: 07906214) be re-designated as Chairman and Managing Director of the Company w.e.f 14th August 2021.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution."

5. **Re-Appointment of Mr. S S N Murthy (DIN No:08189713) as Director-Finance**

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 196, & 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules 2014, Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, consent of the members be and is hereby accorded to reappoint Mr. S S N Murthy as Director-Finance w.e.f. 12th August 2021 upto 6th August 2022 and whose office shall be liable to retire by rotation.

RESOLVED THAT pursuant to the provisions of Section 197 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), and other applicable regulations of SEBI (LODR) Regulations, 2015, if any, Articles of Association of the Company and subject to such approvals as may be necessary, Mr. S S N Murthy, Director-Finance (DIN No:08189713) be paid a remuneration of ₹ 700,000/- per month w.e.f. 12th August 2021 as Director- Finance in absence of profits or no profits in any year and the same shall be paid as minimum remuneration.

RESOLVED FURTHER THAT Mr. S S N Murthy, Director-Finance (DIN No:08189713) be & is hereby reappointed as a Director liable to retirement by rotation who shall continue to hold his office of Director-Finance and the reappointment as such shall not be deemed to constitute a break in his office of Director-Finance.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution."

6. **Appointment of Mr. Prabhnor Singh Grewal (DIN No:09217422) as a 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 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. Prabhnor Singh Grewal (DIN No:09217422) who was appointed as an Additional Director of the Company by the Board in its meeting held on 29th June 2021 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company, whose office shall be liable to retire by rotation."

7. **Appointment of Mr. Prabhnor Singh Grewal (DIN No:09217422) as Director-Sales & Marketing**

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 196 & 203 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 & Remuneration of Managerial Personnel) Rules, 2014, Articles of Association of the Company, approval of members, be and is hereby accorded to appoint Mr. Prabhnor Singh Grewal as Director-Sales & Marketing for a period of three years effective from 29th June 2021 and whose office is subject to liable to retirement by rotation.

RESOLVED THAT pursuant to the provisions of Section 197 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), and other applicable regulations of SEBI (LODR) Regulations, 2015, if any, Articles of Association of the Company and subject to such approvals as may be necessary, Mr. Prabhnor Singh Grewal, Director-Sales & Marketing (DIN No: 09217422) be paid a remuneration of ₹ 700,000/- per month w.e.f. 29th June 2021 as Director- Sales & Marketing in absence of profits or no profits in any year and the same shall be paid as minimum remuneration.



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RESOLVED FURTHER THAT Mr. Prabhnoor Singh Grewal be and is hereby appointed as a Director liable to retirement by rotation who shall continue to hold his office of Director - Sales & Marketing and the reappointment as such, shall not be deemed to constitute a break in his office.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary to give effect to this resolution."

Registered Office:

4E, Surya Towers, S.P. Road,
Secunderabad - 500 003,
Telangana
CIN No. L15440TG1983PLC004363
Ph: 040-44363322
Email: cs@bambinoagro.com
Date: 13th November 2021

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

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

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its Circular dated 13 January 2021 and 5 May 2020 read with Circulars dated 8 April 2020, 13 April 2020 (collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 has permitted holding of the Annual General Meeting ("AGM") through Video Conference/ Other Audio Visual Means, without the physical presence of the Members at a common venue. Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 38th AGM of the company being conducted through Video Conferencing (VC) herein after called as "e-AGM".

e-AGM: Company has appointed KFin Technologies Private Limited (KFinTech), Registrars and Transfer Agents, to provide Video Conferencing facility for the Annual General Meeting.
2. Pursuant to the provisions of the circulars on the VC/OVAM(e-AGM):
 - a. Members can attend the meeting through login credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
 - b. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
3. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the AGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The attendance of the Members (members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is provided in the Notice.
6. In terms of the provisions of Section 152(6) of the Companies Act, 2013 and rules made there under, Mr. S.S.N. Murthy (DIN: 08189713), Director-Finance liable to retire by rotation at the Meeting and offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.

The above proposed retirement by rotation shall not alter any terms and conditions with regard to remuneration, tenure of appointment and such other terms and conditions relating to his appointment as an Executive Director of the company.
7. Pursuant to Regulations 36(3) of SEBI Listing Obligation and Disclosure Requirements) Regulations, 2015, Section 160 of the Companies Act, 2013 and Secretarial Standards on General Meetings (SS-2), details in respect of Directors seeking appointment/reappointment of Directorship at 38th AGM of the Company to be held on Wednesday, December 29, 2021 are provided in Annexure of this Notice.
8. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI Listing Regulations, SS-2 (Secretarial Standard on General Meeting) issued by the Institute of Company Secretaries of India (ICSI) and the provisions of the MCA Circulars and SEBI Circular, and any amendments thereto, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast their vote through Remote e-Voting. For this purpose, the Company has engaged the services of its Registrar and Share Transfer Agent (RTA) viz. KFin Technologies Private Limited (CIN: U72400TG2017PTC117649), ("KFinTech") Selenium



Annual Report 2020-21

Building, Tower B, Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad 500032, Telangana, India and have made necessary arrangements with RTA to facilitate E-voting. In terms of the MCA & SEBI Circulars, voting can be done only by Remote E-voting/ E-voting. The Members are advised to use the E-voting procedure, as provided in the Notice.

9. (a) The Company has notified closure of Register of Members and Share Transfer Books from 23rd December 2021 to 29th December 2021 (both days inclusive) for determining the names of member(s) eligible for dividend on Equity Shares, if declared at the Meeting:
(b) The dividend on equity shares, if approved at the Meeting, shall be credited to the respective bank account of the members of the company on Tuesday, January 11, 2022. The dispatch of dividend warrants may take some time due to the COVID-19 pandemic.
10. M/s. Kumar & Giri, Chartered Accountants (FRN 0015845) was appointed as Statutory Auditors of the Company at the 34th Annual General Meeting held on 29th December 2017 to hold office till the conclusion of the 39th Annual General Meeting of the Company to be held in the year 2022. Pursuant to notification no: G.S.R. 432 (E) issued by the Ministry of 14. Corporate Affairs Govt. of India on May 7, 2018 amending the provision of section 139 of the Companies Act, 2013 and the Rules framed there under, the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting (AGM) has been omitted/ deleted and hence the Board is not proposing to the members for ratification of appointment of Statutory Auditors at this AGM.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

11. As per MCA Circulars and SEBI Circular the notice of the AGM along with the Annual Report 2020-2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-2021 will also be available on the Company's website www.bambinoagro.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of KFin Technologies Private Limited at <https://evoting.kfintech.com/>
12. For receiving all communication (including 38th Annual Report for FY 2020-2021) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered/updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited at einward.ris@kfintech.com with details of the Folio No. and self attested copy of PAN card.
 - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participants.

13. PROCEDURE FOR JOINING THE AGM THROUGH VC/OAVM:

1. The Company will provide VC / OAVM facility to its Members for participating at the AGM.
 - a) Members will be able to attend the AGM through VC / OAVM or view the live webcast at <https://emeetings.kfintech.com> by using their e-voting login credentials.
Members are requested to follow the procedure given below:
 - i. Launch internet browser (chrome/firefox/safari/explorer) by typing the URL: <https://emeetings.kfintech.com>
 - ii. Enter the login credentials (i.e., User ID and password)
 - iii. After logging in, click on "Video Conference" option