



Bhagiradha Chemicals & Industries Limited





BOARD OF DIRECTORS

D. Ranga Raju	Chairman
K.S. Raju	Director
Sudhakar Kudva	Director
D. Sadasivudu	Director
S. Chandra Sekhar	Managing Director
S. Lalitha Sree	Director (w.e.f. 11-08-2014)
B. Murali	CFO
B.N. Suvarchala	Company Secretary

22nd Annual General Meeting

Day	: Saturday
Date	: 8 th August, 2015
Time	: 11.00 AM
Venue	: Hotel Green Park Greenlands, Ameerpet Hyderabad 500 016

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BANKERS

State Bank of India
AXIS Bank Limited
Bank of India

AUDITORS

R. Kankaria & Uttam Singhi
Chartered Accountants
Hyderabad - 500 082

COST AUDITORS

Sagar & Associates
Cost Accountants
Hyderabad - 500 001

SECRETARIAL AUDITOR

Mr. Naresh Tiwari
Practicing Company Secretary
Hyderabad - 500 027

REGISTERED OFFICE

8-2-269/S/3/A, Plot No. 3
Sagar Society, Road No. 2
Banjara Hills, Hyderabad - 500 034
Tel. (040) 23608083
Fax (040) 23540444
Email: info@bhagirad.com

FACTORY

Cheruvukommupalem Village
Yerajarla Road, Ongole Mandal
Prakasam District, Andhra Pradesh

REGISTRAR & SHARE TRANSFER AGENT

XL Softech Systems Limited
Plot No. 3, Sagar Society,
Road No. 2, Banjara Hills,
Hyderabad - 500 034
Tel. (040) 23545913
Fax (040) 23553214
Email: xlfield@gmail.com



NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of the Shareholders of Bhagiradha Chemicals & Industries Limited will be held on **Saturday the 8th day of August, 2015 at 11.00 am at Hotel Green Park, Greenlands, Ameerpet, Hyderabad -500016** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2015 including Audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon of the company.
2. To Declare a dividend of ₹ 1.00/- per equity share on 50,53,700 Equity shares of ₹ 10/- each for the financial year 2014-15.
3. To appoint Director in place of Shri. Sadasivudu Dodda (DIN:00017637), who retires by rotation and being eligible, offers himself for re-appointment.
4. Reappointment of Auditors and fix their remuneration :

To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of sections 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the appointment of M/s. R. Kankaria & Uttam Singhi, Chartered Accountants (Firm Regn No:000442S) has been approved in the 21st Annual General Meeting until the 24th Annual General Meeting, is hereby ratified in this Annual General Meeting till the conclusion of next Annual General Meeting, remuneration to be fixed by the Board of Directors based on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

5. Regularization of Additional Director

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

"RESOLVED THAT pursuant to Section 160 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder and Articles of Association Mrs. Lalitha Sree Singavarapu (DIN:06957985) who was appointed as additional Director of the company and who holds office up to the ensuing Annual General Meeting and in respect of whom a notice has been received from a member signifying her intention to propose as a candidate for the office of the Director be and is hereby elected and appointed as Director of the company liable to retire by rotation."

6. Ratification of Cost Auditors Remuneration.

To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015 and in this regard 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 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules 2014 the remuneration of the Cost Auditor, M/s. Sagar & Associates, Cost Accountants, for the financial year ending 31st March 2016 be and is hereby determined as recommended by the Audit committee and approved by the Board of Directors."

7. Reappointment of Managing Director

To consider and if thought fit, to pass with or without modification, the following resolution as a special resolution:

"RESOLVED THAT pursuant to provisions of Sections 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ("The Act") read with Schedule V to the Act and the Companies (Appointment and Remunerations of Managerial Personnel) Rules, 2014 including any statutory modifications or enactments thereof from time to time, consent of the Shareholders be and is hereby accorded to the reappointment of Mr. Chandra Sekhar Singavarapu (DIN: 00159543), as Managing Director for a period of 5 years w.e.f., 01.06.2015, at a remuneration set out in the agreement placed before the meeting and initialed by the Chairman for the purpose of identification."

"FURTHER RESOLVED THAT the Board be and is hereby authorized to alter and vary the terms and conditions of the said agreement in such a manner as may be agreed by the Board and Mr. Chandra Sekhar Singavarapu, but so as not to exceed the limits specified in Schedule V of the Companies Act, 2013, or any amendment thereto or enactments thereof with effect from such date as may be decided by it."

8. To alter Articles of Association of the Company in conformity with the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**.

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 ("The Act") read with rules framed there under, as may be amended from time to time, consent of the members of the Company be and hereby accorded to amend the Articles of Association of the Company by replacing/retaining the existing Articles of Association and substituting with the new articles as per Table F of the Companies Act, 2013."

"FURTHER RESOLVED THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things and to sign all such documents, papers and writings as may be necessary to give effect to the resolution."

By Order of the Board

Place : Hyderabad
Date : 15.05.2015

B.N. Suvarchala
Company Secretary



Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself. A Proxy need not be a member of the Company. Instrument of proxies in order to be effective must be received by the Company not less than 48 hours before the time for holding the meeting.
3. The Register of Members and Transfer Books of the Company will be closed from **1st August, 2015 to 8th August, 2015 (both days inclusive)**.
4. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the amount of dividend remaining unclaimed for a period of seven years is to be transferred to Investor Education and Protection Fund. Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below:

Financial year	Date of declaration of dividend	Amount outstanding as on 31-03-2015 (₹)	Due date for transfer to IEP Fund
2007-08	31-07-2008	125,462.50	29-08-2015
2008-09	14-11-2008	84,690.00	12-11-2015
2008-09	31-07-2009	102,990.00	29-07-2016
2013-14	11-08-2014	91,886.00	09-08-2021

Members who have not encashed the dividend warrants so far in respect of the aforesaid periods are requested to send their claims, if any, to the company well in advance of the above due dates. Once the amounts in the unpaid dividend is transferred to the IEPF, no claim shall lie against IEPF or the company in respect thereof and the Members will lose their right to claim such dividend.

Pursuant to section 124 of the Companies Act, 2013, the Company has transferred ₹ 1,15,317.50 which was lying unclaimed for a period of seven years to Investor Education and Protection Fund account established under section 125 of the Companies Act, 2013.

5. Members are requested to utilize the Electronic Clearing System (ECS) for receiving dividend and may accordingly advise their Depository Participants in case the shares are held in electronic form and the Registrar & Share Transfer Agent in case of shares in physical form.
6. Non-resident Indian Shareholders are requested to inform the Registrars, M/s. XL Softech Systems Limited immediately:
 - The change in the residential status on return to India for permanent settlement.
 - The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
7. Corporate members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend.



8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company / Registrar.
9. In terms of Circular No.17/2011, dated 21.04.2011 and Circular No.18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, under Green initiative in the Corporate Governance all the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail is xlfield@gmail.com mentioning the Company's name i.e., Bhagiradha Chemicals & Industries Ltd (BCIL), so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.
- in respect of electronic shareholding - through their respective Depository Participants.
 - in respect of physical shareholding - by sending a request to the Company's Share Transfer Agent at xlfield@gmail.com, mentioning therein the Company's name i.e., Bhagiradha Chemicals & Industries Ltd (BCIL), their folio number and e-mail address.

The Annual Report 2014-15 as circulated to the members of the Company is also available on the website of the Company www.bhagirad.com

10. Voting for transaction of Business:

The business as set out in the Notice may be transacted and that:

- (A) The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement.
- (B) The Facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote may exercise their vote through ballot paper.
- (C) The Members who have cast their vote by remote e-voting shall not be entitled cast their vote again.

The procedure and instructions for members for voting electronically are as under.

The voting period begins at **9.00 A.M. on 5th August, 2015 and ends at 5 P.M. on 7th August, 2015**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **10th July, 2015**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- i) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- ii) Click on "Shareholders" to cast your votes.
- iii) User ID:

For Members holding shares in Demat Form:-

- a) For CDSL:- 16 digits beneficiary ID
- b) For NSDL:- 8 Character DPID followed by 8 Digits Client ID



Bhagiradha Chemicals & Industries Limited

For Members holding shares in Physical Form:-

- a) Folio Number registered with the Company
- iv) Enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat form and physical form:	
PAN	<ul style="list-style-type: none">• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat\shareholders as well as physical shareholders)• Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said Demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then directly reach the Company Selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e; other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**

The Company has appointed Mr. Naresh Tiwari, Practicing Company Secretary, who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three working days from the date of conclusion of the shareholders meeting, submit his report after consolidation of e-voting and the votes in the shareholders meeting, cast in favour of or against, if any, to the Chairman of the Company. Results will be uploaded on the Company's website as well as intimated to the Stock Exchange (BSE).

By order of the Board
For **Bhagiradha Chemicals & Industries Limited**

Place : Hyderabad
Date : 15.05.2015

B.N. Suvarchala
Company Secretary



EXPLANATORY STATEMENT

ITEM NO: 5

The Board of Directors with a view to appoint Woman Director as per provisions of Companies Act, 2013 and Listing Agreement has appointed Mrs. Lalitha Sree Singavarapu (DIN No: 06957985) as Additional Director of the company w.e.f.11.08.2014. Pursuant to provisions of Section 161 of the companies Act, 2013 she holds office upto ensuing Annual General Meeting.

The Company has received a notice under section 160 of the Companies Act, 2013 from a member proposing her appointment as Director of the Company.

Your Directors recommend the resolution as set out in item no 5 of the notice for your approval as an ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company except Mr. Chandra Sekhar Singavarapu, Managing Director who is related to Mrs. Lalitha Sree Singavarapu, is interested in the resolution.

ITEM NO: 6

The Board of Directors, on recommendation of the Audit Committee, at their meeting held on May 15th 2015, has approved the appointment and remuneration of the M/s. Sagar & Associates, Cost Accountants in practice, as Cost Auditors of the company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016 on a remuneration of ₹ 75000/- (Rupees Seventy five thousand only).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

None of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as a disclosure under clause 49 of the listing agreement with the Stock Exchange.

ITEM NO 7:

Mr. Chandra Sekhar Singavarapu (DIN:00159543) was initially appointed as a Managing Director in the Annual General Meeting held on 8th August, 2012 for period of Three Years with effect from 1st June, 2012 and the said period expired on 31st May, 2015. Considering the qualifications and experience in managing affairs of the Company, the Nomination and Remuneration Committee has recommended the reappointment of Mr. Chandra Sekhar Singavarapu as Managing Director for a period of Five years with effect from 1st June, 2015 subject to the approval of the shareholders in the ensuing Annual General Meeting. He will be paid remuneration and perquisites as recommended by the Nomination and Remuneration Committee as detailed below, within the limits prescribed under Sections 196, 197, 198 and Schedule V and other applicable provisions of the Companies Act, 2013 subject to overall ceiling fixed under Schedule V part 2 section I of the Companies Act, 2013 amended from time to time.



1.	Salary	₹ 3,00,000/- per month
2.	Perquisites	
	i)	Contribution to provident fund as per the provisions of the Provident Fund and Miscellaneous Provisions Act, 1952.
	ii)	Gratuity as per the rules of the company.
	iii)	Reimbursement of actual medical expenses (including Insurance premium for medical and hospitalization policy).
	iv)	Insurance Premium, car and telephone facility
3.	Commission is 1% of net profit	

The Resolution is recommended for your approval.

None of the Directors and Key Managerial Personnel of the Company except Mrs. Lalitha Sree Singavarapu, Director who is related to Mr. Chandra Sekhar Singavarapu, is interested in the resolution.

ITEM NO 8:

With the introduction of Companies Act, 2013 which has been notified and became effective, all listed public limited companies, limited by shares need to adopt Table 'F' in place of Table 'A' of erstwhile Companies Act, 1956.

To comply with the above provisions, it is proposed to adopt Table 'F' as the Articles of Association of the Company. The shareholders approval is required to adopt Table 'F' and authorize the Board of Directors to give effect to this and amend the Articles of Association of the Company accordingly.

Your Directors recommended the resolution for approval.

None of the Directors and Key Managerial Personnel of the Company is interested in the resolution.