



Better Health.. Better Life..



BAMBINO AGRO INDUSTRIES LIMITED

TASTE OF ITALY

Premium Pasta



Premium Pasta Penne



Premium Pasta Spirali



Premium Pasta Farfalle

Healthy Soup



Tomato Soup



Mushroom Soup



Mix Vegetable Soup



Sweet Corn Veg Soup



Hot 'n' Sour Veg Soup



BOARD OF DIRECTORS

Mr.M.Kishan Rao	: Chairman and Managing Director
Mr.M.Raghuveer	: Wholetime Director & Chief Financial Officer
Mr.M.Subramanyam	: Wholetime Director
Mr.P.Easwara Das	: Non-Executive Director (w.e.f. 12.09.2014)
Mr.Mansoor Yar Khan	: Director (Resigned w.e.f. 13.11.2014)
Mr.S.Nageswara Rao	: Independent Director
Dr.S.Venkataraman	: Independent Director
Dr.Lalitha Ramakrishna Gowda	: Additional Director (w.e.f. 13.11.2014)

Company Secretary & Legal

Ms.Ritu Tiwary (w.e.f. 18.10.2014)

REGISTERED OFFICE

'E' Block, 4th Floor
Surya Towers,
104, S.P. Road, Secunderabad-500003.
CIN No:L15440TG1983PLC004363
Ph:040 44363322;Fax no:040 27816615
Email:cs@bambinoagro.com

ADMINISTRATIVE OFFICE

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

MANUFACTURING FACILITIES AT :

- 1) Bibinagar, Bhongir Mandal,
Nalgonda District, Andhra Pradesh.
- 2) Begumpur Khatola Village,
Gurgaon, Haryana.
- 3) Sejwani Village, Depalpur,
Indore, Madhya Pradesh.

DEPOSITORY REGISTRARS

M/s.Karvy Computer Share Private Limited
Plot No.17-24, Vithal Rao Nagar,
Madhapur, Hyderabad-500081.

AUDITORS

M/s. PRV Associates
Chartered Accountants
Hyderabad.

BANKERS

State Bank of India
Commercial Branch, Bank Street,
Koti, Hyderabad.

Indian Overseas Bank,
Adarshnagar Branch, Hyderabad.

IDBI Bank
Chapel Road, Hyderabad.

NO GIFTS
Will be Distributed at the AGM

THIRTY FIRST ANNUAL GENERAL MEETING

Day	: Friday
Date	: 26th December 2014
Time	: 10.15 A.M.
Venue	: K.L.N. Prasad Auditorium at The Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI), Federation House, 11-6-841, Red Hills, FAPCCI Marg, Hyderabad-500 004.

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NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of Bambino Agro Industries Limited will be held on Friday, 26th December, 2014 at 10.15 A.M at K.L.N. Prasad Auditorium at **The Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI)**, Federation House, 11-6-841, Red Hills, FAPCCI Marg, Hyderabad 500004, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 30th September, 2014 and Profit and Loss Account for the year ended as on that date along with the schedules and notes appended thereto and reports of the Directors and Auditors thereon.
2. To declare dividend on the equity shares for the financial year 2013-14.
3. To appoint a Director in place of Mr. P. Easwara Das (DIN No.02340662) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s.PRV Associates, Chartered Accountants (FRN: 006447S), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 34th Annual General Meeting (subject to ratification of their appointment at every AGM) and authorize the Board to fix their remuneration.

Special Business

5. 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 the Rules made thereunder consent of members be and is hereby accorded for continuation of Mr. P Easwara Das(DIN No.02340662) as Non Executive Director of the Company, w.e.f 12th September 2014, whose office is liable to retire by rotation."

6. 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, 197, 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 Schedule V (as amended from time to time) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder, consent of the members be and is hereby accorded to reappoint Mr. M Subramanyam(DIN NO:00095888), as Whole Time Director of the Company w.e.f 1st October 2014 for a period of 5 years without any remuneration and whose office is not subject to retirement by rotation."

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

"Resolved that pursuant to section 149, 152, read with the Articles of Association of the Company and Schedule IV and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re enactment thereof from time to time) and clause 49 of the listing agreement with the Stock Exchange, Dr. Lalitha Ramakrishna Gowda(DIN NO: 06974406)who was appointed as Additional Director of the Company by the Board of Directors on 13 November 2014 pursuant to provisions of section 161(1) of the Companies Act 2013 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 her candidature for the office of Director be and is hereby appointed as Non Executive

Independent Director of the Company to hold office for a term of 5(five) consecutive years effective from the conclusion of this Annual General Meeting till the conclusion of the 36th Annual General Meeting to be held in 2019, not liable to retire 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 pursuant to section 149, 152, and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re enactment thereof from time to time) read with Schedule IV to the Act and clause 49 of the listing agreement with the Stock Exchange, Mr S Nageswara Rao (DIN No: 03278701), a Non Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5(five) consecutive years effective from the conclusion of this Annual General Meeting till the conclusion of the 36th Annual General Meeting to be held in 2019, not liable to retire by rotation."

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

"Resolved that pursuant to section 149, 152, and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re enactment thereof from time to time) read with Schedule IV to the Act and clause 49 of the listing agreement with the Stock Exchange, Dr S Venkataraman (DIN No: 03623630), a Non Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5(five) consecutive years effective from the conclusion of this Annual General Meeting till the conclusion of the 36th Annual General Meeting to be held in 2019, not liable to retire by rotation."

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

"Resolved that pursuant to provisions of section 5 read with section 14 and Section 197(5) of the Companies Act 2013 and Rules made thereunder (including any statutory modifications or re-enactments thereof from time to time) consent of the members be and is hereby accorded to substitute the existing article no.89 of articles of association relating to Directors fees etc as under:-

"Each Director including a Managing Director or Wholetime Director shall be entitled to receive out of the funds of the Company for his services in attending meetings of the Board or Committee thereof, as sitting fee, a sum as may be fixed by the Board from time to time. In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company or in connection with the business of the Company.

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Ph:040 44363322;Fax no:040 27816615
Email:cs@bambinoagro.com
Date : 13th November, 2014

**By Order of the Board of Directors
of 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. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE LODGED NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

PLEASE NOTE THAT NO GIFTS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING

2. The Explanatory Statements, 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 22nd December 2014 to 26th December 2014 (both days inclusive).
4. Pursuant to the provisions of Section 205A of the Companies Act 1956 (the Act), dividend for the financial year ended 30th September 2012 and onwards, which remains unpaid or unclaimed for a period of seven (7) years from the date of its transfer to the unpaid dividend account of the Company would be transferred to Investor Education and Protection Fund (IEPF) on the dates given in the table below:

Financial Year	Date of declaration of Dividend	Last date for claiming unpaid dividend	Due date of transfer to IEPF
2011-12	28/12/2012	3/2/2019	3/3/2019
2012-13	27/12/2013	2/2/2020	2/3/2020

Members who have not so far encashed the dividend warrant(s), with regard to the dividends for the financial years 2011-12 and 2012-13 are requested to seek issue of Demand Draft by writing to the Company's Registrar and Share Transfer Agent (Karvy) or the Company. The details of unclaimed dividend for the financial year 2011-12 and 2012-13 can be accessed from the Company's website.

5. Dividend if declared will be paid to those members whose name appears on the Register of Members as on 26th December 2014.
6. 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).
7. 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.
8. 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.
9. 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.

10. As per Section 152 and other applicable provisions of the Companies Act, 2013, Mr. P. Easwara Das, Director, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment .
11. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorship inter-se as stipulated under clause 49 of the listing agreement with the stock Exchange are provided in the statment given pursuant to Section 102(1) of the Companies Act, 2013.
12. 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, the Company is providing facility to the members to exercise their right to vote at the 31st 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 instructions for e-voting are as under:

- i. Use the following URL for e-voting: Karvy website: <http://evoting.karvy.com>
- ii. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut off date i.e. 21 November 2014 (End of Day) may cast their vote electronically.
- iii. Enter the login credentials i.e. User ID and password mentioned in the slip attached with the Annual Report. Please follow the instructions given in the e-voting portal.
- iv. After entering the details appropriately, click on LOGIN.
- v. You will reach the 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. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials.
- vii. On successful login, the system will prompt you to select the EVENT, i.e. Bambino Agro Industries Limited.
- viii. On the voting page, enter the number of shares as on the cut off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/ AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN in case you wish to abstain from voting.
- ix. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
- x. Cast your vote by selecting an appropriate option and click on SUBMIT. 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, shareholders can login any number of times till they have voted on the resolution.
- xi. Once the vote on the resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.
- xii. The Portal will be open for voting from 9 A.M. on 18 December 2014 to 6 P.M. on 20 December 2014.



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- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Smt. Shobha Anand at Tel No. 040-44655000.
 - xiv. The Company has appointed Mr Chandrakant Gorak, Practicing Company Secretary, as the Scrutinizer who will collate the electronic voting process in a fair and transparent manner.
 - xv. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forwarded to the Chairman of the Company.
 - xvi. The results may be declared on the AGM of the Company. The results alongwith the Scrutinizer's Report shall be placed on the Company's website www.bambinofood.com
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

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Ph:040 44363322;Fax no:040 27816615
Email:cs@bambinoagro.com
Date : 13th November, 2014

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

Ritu Tiwary
Company Secretary & Legal
(M. No ACS19056)

ANNEXURE TO NOTICE DATED 13th NOVEMBER 2014

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

Item No.5

Mr P Easwara Das, (DIN No.02340662) aged 63 years was appointed as Executive Director (Marketing) of the Company for a period of three years with effect from 12th September 2011 in the 28th Annual General Meeting of the Company held on 29th December 2011. On completion of tenure, Mr Das expressed his inability to continue as Executive Director of the Company owing to personal reasons, however he has offered his services to serve on the Board as a Non executive Director of the Company w.e.f 12th September 2014, whose office is liable to retire by rotation.

The Board of Directors of the Company in its meeting held on 13th November 2014, based on the recommendation of Nomination and Remuneration Committee, considered appointment of Mr P Easwara Das w.e.f 12th September 2014, whose office shall be liable to retire by rotation. Board recommends members approval for the same.

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 P Easwara Das are concerned or interested in the resolution.

Item No.6

Mr M Subramanyam(DIN NO:00095888), aged 46 years was appointed as a Whole Time Director of the Company for a period of 5 years w.e.f 1st October 2009 in the Annual General Meeting held on 23rd December 2009, without remuneration. Mr Subramanyam is credited for spear heading the Marketing functions, strategy and organizational excellence since his appointment. He is also responsible for identifying new growth opportunities and extending current service offerings to new markets.

The Board of Directors of the Company in its meeting held on 13th November 2014 on the recommendation of Nomination and Remuneration Committee has recommended reappointment of Mr M Subramanyam(DIN NO:00095888), as a Whole Time Director of the Company for a period of 5 years w.e.f 1st October 2014, without any remuneration. Office of Mr M Subramanyam, Whole Time Director is not liable to retire by rotation.

Members are requested to approve the resolution as an ordinary resolution.

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 M Subramanyam, Mr M Kishan Rao and Mr M Raghuveer, are concerned or interested in the resolution.

Item No.7 to 9

As per section 149 of the Companies Act, 2013 ("the Act"), the Company should have at least one third of the total number of Directors as Independent Directors on the Board of the Company. An Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company and no Independent Director shall hold office for more than two consecutive terms. The provisions relating to retirement by rotation shall not be applicable to the Independent Directors.

As per the applicable provisions of the Companies Act, 1956 and in accordance with Articles of Association, whole-time Directors of the Company were not liable to retire by rotation. As per the Companies Act, 2013, all Directors except Independent Directors are liable to retire by rotation.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement.

The Board of Directors of the Company in its Board Meeting held on 13th November 2014 appointed Dr. Lalitha Ramakrishna Gowda(DIN No.06974406) as an Additional Director pursuant to provisions of section 161(1) of the Companies Act 2013 and Articles of Association of the Company w.e.f 13th November 2014 and would hold office upto the date of ensuing Annual General Meeting.



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Mr S Nageswara Rao, Dr. S Venkatraman and Dr. Lalitha Ramakrishna Gowda are Independent Directors of the Company in terms of clause 49 of the Listing Agreement. Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 13 November 2014 has proposed the appointment of Mr S Nageswara Rao, Dr. S Venkatraman and Dr. Lalitha Ramakrishna Gowda as Independent Directors, who shall hold office on the Board of the Company for a period as stated in the respective Resolutions.

The Company has received Notices in writing from a Member along with the deposit of the requisite amount under section 160 of the Act proposing the candidature of Dr. Lalitha Ramakrishna Gowda for the office of Independent Directors of the Company.

Further, the above Independent Directors are not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent in writing to act as Directors of the Company.

All the above mentioned Directors are persons of integrity and possess appropriate skills, experience, knowledge and qualifications in their respective fields which are beneficial to the interest of the Company.

In the opinion of the Board, the above mentioned Independent Directors fulfill the conditions for appointment as Independent Directors as specified in the Act and the Rules framed thereunder. These Directors are independent of the management.

Keeping in view the vast experience and knowledge which these Directors possess, the Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

The above Independent Directors are interested in the Resolutions as set out at Item Nos. 7 to 9 of the Notice to the extent of their respective appointments and shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in these Resolutions except to the extent of their shareholding interest, if any, in the Company.

As per the provisions of Section 149(1) of the Companies Act, 2013 and the amended Listing Agreement, the Company should have atleast one women director. Keeping in view the above legal requirements, the Board of Directors have proposed that Dr. Lalitha Ramakrishna Gowda be appointed as an Independent Director of the Company and recommended to the Members for their approval.

None of the Directors other than Independent Directors are concerned or interested, in these Resolutions.

The Board commends the Ordinary Resolutions as set out at item no.7 to 9 for approval of the Members.

Item No.10

In order to bring consistency to the Article 89 of the Articles of Association of the Company as per the provisions of section 197 of the Companies Act 2013, the proposed amendment is recommended for your approval which will be implemented w.e.f 1st October 2014.

All the Directors and their relatives are concerned or interested in the resolution to the extent of sitting fees received by them as may be fixed by the Board.

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Date : 13th November, 2014

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

Ritu Tiwary
Company Secretary & Legal
(M. No ACS19056)