

BELL AGROMACHINA LIMITED

**24th ANNUAL REPORT
2012-13**

24th ANNUAL REPORT 2012-13

DIRECTORS : Mr. S.G Bellad *Executive Director*
Mr. V.G. Hiremath *Independent Director*
Mrs. Meena Umachagi *Independent Director*
Mr. Ashvin Thumar *Independent Director*
Mr. Saurabh Rathod *Independent Director*

AUDITORS : M/S. H.N. ADINAVAR & CO.
Chartered Accountant

BANKERS : Allahabad Bank
Borivali Branch
Mumbai.

REGISTERED OFFICE : Jodalli Village, Kalghatagi,
Dharwad - 580 114, Karnataka

**REGISTRAR AND SHARE
TRANSFER AGENT** : System Support Services
Gala No 209, Shivai Ind. Estate,
89, Andheri Kurla Road, Sakinaka,
Andheri (E), Mumbai- 400 072.

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the members of **BELL AGRO MACHINA LTD** will be held on **Wednesday, 11th September, 2013 at 3.30 p.m** at its Registered Office of the Company, situated at Jodalli Village, Kalghatagi, Dharwad - 580 114, Karnataka to transact the following business.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March, 2013 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2013 and Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. S G Bellad - Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- 3) To consider and if though fit to pass the following Resolution with or without modification if any, as a Ordinary Resolution:

“RESOLVED THAT Pursuant to provisions of Section 260 and all other applicable provisions of the Companies Act, 1956 (including all such statutory modifications and amendments made thereof) Mr. Ashvin Thumar, who was appointed as an Additional Director be and is hereby appointed as a Director of the Company and in respect of whom notice under section 257 of the Companies Act, 1956 have been received from a Director eligible to retire by rotation.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

- 4) To consider and if though fit to pass the following Resolution with or without modification if any, as a Ordinary Resolution:

“RESOLVED THAT Pursuant to provisions of Section 260 and all other applicable provisions of the Companies Act, 1956 (including all such statutory modifications and amendments made thereof) Mr. Saurabh Rathod, who was appointed as an Additional Director be and is hereby appointed as a Director of the Company and in respect of whom notice under section 257 of the Companies Act, 1956 have been received from a Director eligible to retire by rotation.”

“RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

- 5) “To consider and if thought fit, to pass with or without modification, the following resolution as ordinary Resolution”;

Appointment of M/s. Gupta Saharia & Co., Chartered Accountants as Statutory Auditor:

“RESOLVED THAT pursuant to provision of Section 224 and other applicable provisions, if any, of the Companies Act, 1956 and further subject to such approval as may be necessary, consent and approval of the Company be and is hereby accorded for the appointment of M/s. Gupta Saharia & Co, Chartered Accountants, as Statutory Auditor of the Company, to fill the casual vacancy arising on account of the resignation received from the existing Auditor M/s H. N. Adinavar & Co., Chartered accountants, until the conclusion of the next Annual General Meeting of the Company on such remuneration as maybe fixed in this behalf by the Board of Directors of the Company in consultation with the Auditor and Audit Committee thereof.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173 (2) OF THE COMPANIES ACT, 1956 IN RESPECT TO THE SPECIAL BUSINESS

Item No. 3

Mr. Ashvin Thumar, was appointed as an Additional Director. Pursuant to provisions of Section 260 of the Companies Act, 1956 a Director appointed holds the office only up to the date of the annual general meeting.

A Company has received a notice in writing from the member of the Company in terms of section 257 of the Companies Act, 1956 proposing the candidature of Mr. Ashvin Thumar to act as a Director.”

The Board recommends his appointment as a Director. None of the Directors of the Company except Mr. Ashvin Thumar, is interested or concerned in passing of this resolution.

Item No. 4

Mr. Saurabh Rathod, was appointed as an Additional Director. Pursuant to provisions of Section 260 of the Companies Act, 1956 a Director appointed holds office only up to the date up to the date of the annual general meeting.

A Company has received a notice in writing from the member of the Company in terms of section 257 of the Companies Act, 1956 proposing the candidature of Mr. Saurabh Rathod to act as a Director.”

The Board recommends his appointment as a Director. None of the Directors of the Company except Mr. Saurabh Rathod, is interested or concerned in passing of this resolution.

Item No. 5

M/s H .N. Adinavar & Co., Chartered Accountants were appointed as an Auditor of the Company at the last Annual General Meeting held on 29th September, 2012 to hold the office till the conclusion of the forthcoming Annual General Meeting. The Company has received a letter stating their resignation as Auditor of the Company, therefore creating casual vacancy in the office of the Auditor.

In terms of Proviso of Section 224 (6) (A) of the Companies Act, 1956 the casual vacancy caused by the resignation of Auditors, shall only filled by the company in general Meeting. Therefore ordinary resolution to be passed to appoint M/S Gupta Saharia & Co, Chartered Accountants, as Statutory Auditor of the Company, to fill the casual vacancy caused by the aforesaid resignation and to hold the office till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company in constitution with the Audit Committee thereof.

A certificate has been received from M/S Gupta Saharia & Co, Chartered Accountants, to effect that they are qualified for appointment as Auditors of the Company and the proposed appointment if made by the Company will be within the limits specified u/s 224 (1B), of the Companies Act, 1956.

A copy of the resignation tender by the Auditors and eligibility letters as referred elsewhere are available at registered office of the Company for inspection to the members till the date of meeting during the business hours.

None of the Directors are in any way concerned or interested in the said resolution.

The Board recommends the resolution set forth in the item No.5 for the approval of the members.

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote on a poll instead of himself and such proxy need not be a member of the company. Proxies in order to be effective must be received by the company not later 48 hours before the meeting.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from from Wednesday, 04th September, 2013 to Wednesday, 11th September, 2013. (both days inclusive).
3. Members are requested to notify immediately any change in their addresses to the Company's Registered Office Jodalli Village, Kalghatagi, Dharwad - 580 114, Karnataka
4. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
5. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place : Hubli

Date : 3rd August, 2013

Sd/-
Mr. S.G.Bellad
Director

Sd/-
Mrs. Meena Umachagi
Director

DIRECTORS' REPORT

The Directors have pleasure in presenting their 24th Annual Report on the business and operations of the Company for the year ended 31st March, 2013.

WORKING RESULTS

(Amount in Rs.)

Particulars	2012-2013	2011-2012
Total Income	1,491,000	2,051,790
Depreciation	80,654	47,013
Profit before tax	(1315925)	277,620
Provision for tax –F& T	-	-
Profit (Loss) after tax	(1,317,878)	277,620.00
Prior period adjustments	-	-
Balance forward brought forward	(33,462,343)	(33,739,963)
Balance carried to balance Sheet	(34,780,222)	(33,462,343)

1. FINANCIAL RESULTS & OPERATIONS:

Accounting year 2012-2013 is the 24th year of operation. During the year under review, no manufacturing activities were carried out. However, a small amount of trading activities were carried out during the year. In view of this, the company has continued to incur losses. The management is putting every effort to come out of the red. The Company is in the process of restructuring the capital of the Company as well as the possibility of merging with some healthy and profitable units.

2. DIVIDEND:

During the year under review, owing to the accumulated losses, the Directors do not recommend any dividend.

3. FIXED DEPOSITS:

During the year under review, the Company has not invited or accepted any Fixed Deposits from the public.

4. DIRECTORS :

Mr. S G Bellad Director of the Company who retires by rotation being eligible offers themselves for re-appointment as directors of the Company. Mr. Ashvin Thumar and Mr. Saurabh Rathod were appointed as Additional Directors of the Company and pursuant to the provisions of the Companies Act, 1956 they are appointed as directors of the Company and eligible to retire by rotation.

5. AUDITORS:

The existing Auditors H. N. Adinavar & Co. , Chartered accountants retires at the ensuing Annual General Meeting and have signified their unwillingness to be appointed as Auditors in the current year. It is proposed by the Board to appoint of M/S Gupta Saharia & Co,

Chartered Accountants, as Statutory Auditors of the Company in place of the retiring Auditors. Members are requested to appoint M/s. Gupta Saharia & Co, Chartered Accountants as Statutory Auditors of the Company.

6. AUDITOR'S REPORT:

There are no adverse observations made by the Auditors in their Report.

7. AUDIT COMMITTEE:

Audit Committee is consisting of Mr. Vijay Hiremath - Chairman, Mr. Ashvin Thumar and Mrs. Meena Umachagi as Members of the Audit Committee.

8. SHAREHOLDERS AND INVESTOR GRIEVANCE COMMITTEE:

Shareholders and investor Grievance Committee is consisting of Mrs. Meena Umachagi - Chairman, Mr. Ashwin Thumar and Mr. S G Bellad as members of the committee.

9. COMPLIANCE CERTIFICATE:

The Company has obtained Compliance Certificate pursuant to provisions of Section 383A of the Companies Act, 1956 from a Practicing Company Secretary and is annexed hereto and forming part of this report.

10. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act, 1956, The Directors confirm that:

- a) In the presentation of the Annual Accounts, the applicable Accounting Standards except revised AS 15 applicable for Accounting Treatment for Gratuity, Leave Encashment and other Retirement Benefits have been followed and that no material departures except to the extent disclosed have been made from the same;
- b) The Directors had selected such Accounting policies and applied them consistently and judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) The Directors had prepared the Annual Accounts on a going concern basis.

11. STATEMENTS OF PARTICULARS UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988:

Information in accordance with the provisions of Section 217(1)(e) of the Act read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is not applicable in case of your Company.

12. STOCK EXCHANGES:

The Company's shares are listed on the following Stock Exchanges:

- a) BSE Limited.
- b) Bangalore Stock Exchange Limited.

The suspension of Trading in Equity Shares of the Company has been revoked by BSE Limited on July 18, 2013 as result the Equity Shares of the Company are listed on BSE Limited and the listing fees in respect thereof has already been paid.

13. PARTICULARS OF EMPLOYEES:

The Company has no employee in the category specified under Section 217(2A) of the Companies Act, 1956.

14. FOREIGN EXCHANGE:

During the year under review, there were no foreign exchanges Earnings or outgo.

15. CORPORATE GOVERNANCE:

The Corporate Governance Report forms an integral part of this Report and is set out as separately in this Report. The Certificate of the Auditors of the Company certifying compliance with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges is annexed with the Report on Corporate Governance.

16. HUMAN RESOURCES:

Progressive policies to encourage excellence both in individual and team spirit are in place.

17. ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation for the assistance and co-operation received from the Company's Bankers, Government Agencies, Financial Institutions, Customers, Investors and Business constituents and look forward to maintain the same in future.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place : Hubli

Date : 3rd August, 2013

Sd/-
Mr. S.G.Bellad
Director

Sd/-
Mrs. Meena Umachagi
Director

ANNEXURE 'A' TO DIRECTORS' REPORT

RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

A. Research & Development

1. Future plan of action

The Company is taking necessary steps for the revival of operations.

B. Technology absorption:

1. Efforts in brief made towards technology absorption, adoption and innovation.

No new technology was introduced during the Year ended 2012 -13.

2. Benefits derived as a result of the above efforts.

None

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year): Nil

C. Foreign Exchange Earnings and Outgo

Nil

1. Earning- FOB value of Exports

Nil

2. Outgo- CIF Value of Imports

Nil

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place : Hubli

Date : 3rd August, 2013

Sd/-
Mr. S.G.Bellad
Director

Sd/-
Mrs. Meena Umachagi
Director

COMPLIANCE CERTIFICATE

To, CIN: U85110KA1989PLC009925

The Members

Bell Agromachina Ltd.

Jodalli Village, Kalghatagi,

Dharwad - 580 114, Karnataka.

Auth. Cap. Rs. 3,50,00,000/-

Paid up Cap: Rs. 3,50,00,000/-

We have examined the registers, records, books and papers of Bell Agromachina Limited having its Registered Office situated at Jodalli Village, Tq Kalghatagi, Jodalli- 580114 (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company, for the financial year ended on 31st March, 2013 (Financial Year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Acts and rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time limit prescribed under the Act and rules made there under except as qualified in Annexure B.
3. The Company, being a Public Limited Company, comments under Section 3(1)(iii) of the Companies Act, 1956, applicable to private company are not required.
4. The Board of Directors duly met 5 (five) times respectively on 18/04/2012, 20/07/2012, 13/08/2012, 18/10/2012 and 14/02/2013 in respect of these meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The company has closed its Register of Members during the financial year under review however the notice of book closure is not published in the news paper as required under section 154 of the Act.
6. The Annual General Meeting for the Financial Year ended 31st March, 2012 was held on 29th September, 2012 giving due notice to the members of the company and the resolutions passed there at were duly recorded in Minutes Book maintained for the purpose.
7. No Extra ordinary meeting(s) were held during the financial year.
8. As per the information available and documents provided by the Company, it has not given loans to persons referred to in the Section 295 of the Act.
9. The company has not entered into any contract under the provisions of section 297 of the Act are applicable.