

**26<sup>th</sup> ANNUAL GENERAL MEETING**

Date : 30-09-2014  
Time : 10-00 a.m.  
Venue : Prasanth Kuteer, Road No. 10,  
Banjara Hills, Hyderabad.

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## **BHASKAR AGROCHEMICALS LIMITED**

**BOARD OF DIRECTORS : Sri P.Pattabhi Rama Rao      Managing Director**

Sri P.Praveen Kumar      Director

Dr. Aluri Naga Uma Maheswara Prasad      Director

Smt. P.Rajyalaxmi      Director

**REGISTERED OFFICE :** 25, Lal Bahadur Stadium  
Hyderabad - 500 001.  
Andhra Pradesh

**ADMINISTRATIVE OFFICE/** : 29, Lal Bahadur Stadium,  
**SHARES DEPARTMENT** Hyderabad - 500 001.  
Andhra Pradesh

**FACTORY :** 94/1, Toophranpet,  
Choutuppal Mandal,  
Nalgonda Dist - 508 252,  
Telangana

**AUDITORS :** **M/s R.Kankaria & Uttam Singhi**  
Chartered Accountants  
6-3-1090/C-4, Rajbhavan Road,  
Hyderabad - 500 082,  
Telangana

## **NOTICE OF THE TWENTY SIXTH ANNUAL GENERAL MEETING**

Notice is hereby given that the Twenty Sixth Annual General Meeting of the members of BHASKAR AGROCHEMICALS LIMITED will be held on Tuesday 30th September, 2014 at 10.00 A.M. at Prasant Kuteer, Banjara Hills, Road No.10, Hyderabad to transact the following business.

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Statement of Profit and Loss Account for the year ended 31st March 2014 and the Balance Sheet as at that date together with the reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Ms. P. Rajyalakshmi, (Din: 00353832) who retires by rotation and, being eligible, offers herself for re-appointment.

3. Appointment of Auditor

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 139 and other applicable provisions, if any, of the Companies Act., 2013 and the Rules framed thereunder, as amended from time to time, M/s R. Kankaria & Uttam Singhi, Chartered Accountants, (Firm Regi.No. 000442S), be and is hereby reappointed as auditors of the company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Ninth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), a such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors”.

### **SPECIAL BUSINESS**

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

“RESOLVED THAT in partial modification of resolution passed in the Annual General Meeting of the Company held on 29/09/2012 and in accordance with the provisions of section 196, 197 and other applicable provisions, if any of the Companies Act, 2013 read with schedule V prescribed under the Companies Act, 2013 and all other applicable provisions if any, of the companies Act., 1956 consent of the members be and hereby accorded to revise the terms and conditions of the appointment of Shri Pattabhi Rama Rao, Managing Director (Din : 00353641) of the Company with effect from 23-07-2014 for the remaining term of his office as mentioned below.

Salar Rs. 1,00,000 per month



## **BHASKAR AGROCHEMICALS LIMITED**

Bonus / performance Incentive / commission based on performance criteria laid down by the Board

Benefits / Perquisites / allowances as will be determined by the Board from time to time.

“FURTHER RESOLVED THAT the duties of Managing Director shall be including but not limited to overall supervision of the functioning of the company, handling day to day affairs of the Company, appointment and termination of services of employees, regularly reporting to the Board on the activities of the Company and to perform all other duties that the Board may delegate to the Managing Director from time to time”.

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

“RESOLVED THAT in partial modification of resolution passed in the Annual General Meeting of the Company held on 29/09/2012 and in accordance with the provisions of section 196, 197 and other applicable provisions, if any of the Companies Act, 2013 read with schedule V prescribed under the Companies Act, 2013 and all other applicable provisions if any, of the companies Act., 1956 consent of the members be and hereby accorded to revise the terms and conditions of the appointment of Shri Praveen Kumar, Whole time Director (Din : 00353720) of the Company with effect from 23/07/2014 for the remaining term of his office as mentioned below:

Salary Rs. 1,00,000 per month

Bonus / performance Incentive / commission based on performance criteria laid down by the Board

Benefits / Perquisites / allowances as will be determined by the Board from time to time.

Place: Hyderabad

Date : 23/07/2014

Regd Office: 25, L B Stadium,  
Hyderabad - 500 001

CIN: L24219TG1988PLC008331

FOR AND ON BEHALF OF THE BOARD

**P. PATTABHI RAMA RAO**

MANAGING DIRECTOR

DIN : 00353641

### **NOTES**

1. A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxy in order to be effective must be received by the Company not less than 48 hours before the meeting.
2. An Explanatory Statement under section 102 of the Companies Act, 2013 is annexed hereto.
3. All documents referred to in the accompanying notice and explanatory statements are open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 11.00 A.M. to 1.00 P.M.

**Explanatory Statement in pursuant to the provisions of section 102 of the  
Companies Act, 2013 in respect to the special business**

**Item No. 4**

The Board of Directors of the Company at its meeting held on 23/07/2014 decided that the terms and conditions of appointment of the Managing Director be modified as stated in the resolution. The revision is subject to the approval of the company in General Meeting, is placed before the shareholders for their approval.

Shri Pattabhi Rama Rao is a Graduate with 41 years of experience in Business Management of Agro Chemicals and he is one of the Promoter Director of the company and he is in Board from the inception of the company.

Your Director commend the resolutions for your approval as Ordinary Resolution.

Shri Pattabhi Rama Rao is interested in the resolution to the extent of his appointment as Managing Director.

Mr. Praveen Kumar and Smt. P.Rajya Lakshmi, Directors of the company are interested in the proposed resolution being relatives of the appointee.

**Item No. 5.**

The Board of Directors of the Company at its meeting held on 23/07/2014 decided that the terms and conditions of appointment of the Whole time Director be modified as stated in the resolution. The revision is subject to the approval of the company in General Meeting, is placed before the shareholders for their approval.

Mr. P Praveen Kumar is a B.Tech (chemical) MBA (Finance & Operations Management) with 11years of experience in Agro Based Industry Business Management and inducted in the Board during November, 2005.

Your Directors commend the resolutions for your approval as Ordinary Resolution.

Mr. P Praveen Kumar is interested in the resolution to the extent of his appointment as Whole-time Director.

Mr. Pattabhi Rama Rao and Smt. P. Rajya Lakshmi, Directors of the company are interested in the proposed resolution being relatives of the appointee.

Place: Hyderabad  
Date: 23/07/2014  
Regd Office: 25, L B Stadium,  
Hyderabad - 500 001  
CIN: L24219TG1988PLC008331

**For and on behalf of the Board  
For BHASKAR AGROCHEMICALS LIMITED**

**P.PRAVEEN KUMAR**  
DIRECTOR  
DIN : 00353720

**P.PATTABHI RAMA RAO**  
MANAGING DIRECTOR  
DIN : 00353641



## **BHASKAR AGROCHEMICALS LIMITED**

### **Brief Particulars of the Directors :**

Sri P.Pattabhi Rama Rao Managing Director ( DIN No. 00353641 )	Graduate with 41 years of Experience in Business Management of Agro Chemicals and he is one of the promoter Director of the Company and he is in the Board from the inception of the company.
Dr. Naga Uma Maheswara Prasad Aluri Director ( DIN No. 02970817 )	Dr. Naga Uma Maheswara Prasad Aluri is Doctor by profession. The company will receive valuable suggestions from time to time by him in the growth of the Company.
Smt.P.Rajya Lakshmi Director ( DIN No. 00353832 )	P. Rajya Lakshmi is Graduate by qualification . She is House Wife and Wife of the Managing Director.
Sri P.Praveen Kumar Director ( DIN No. 00353720 )	B.Tech (Chemical) MBA (Finance & Operations Management) with 11 years of experience in Agro Based Industry Business Management and inducted in the Board during November, 2005.

FOR AND ON BEHALF OF THE BOARD

Place : Hyderabad

Date : 23.07.2014

**Regd Office:**

25, L B Stadium,  
Hyderabad - 500 001

CIN: L24219TG1988PLC008331

**P. PATTABHI RAMA RAO**

MANAGING DIRECTOR

DIN NO. 00353641

## **DIRECTORS' REPORT :**

### **The Members,**

Your Directors have pleasure in presenting the Twenty Sixth Annual Report together with audited accounts for the year ended 31st March, 2014.

### **FINANCIAL RESULTS:**

The financial results for the Company for the period ended 31st March, 2014 are as follows:

	(Rs.Lakhs )	
	<b>31st March,2014</b>	31st March,2013
Profit / (Loss) for the year	<b>137.63</b>	90.74
Less : Provision for tax Last Yr	<b>( 0.22)</b>	(0.0)
Profit after tax	<b>137.41</b>	90.74
Surplus / (Deficit) brought forward		
From Previous year	<b>(1213.12)</b>	(1303.86)
Balance carried to balance sheet	<b>(1075.71)</b>	(1213.12)

### **DIRECTORS :**

Ms. P Rajyalakshmi, Director retires by rotation and being eligible, offers herself for re-appointment.

### **AUDITORS :**

M/s. R.Kankaria & Uttam Singhi, Chartered Accountants, [ Firm Registration No: 000442S] Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

The Company has received letter to the effect that their re-appointment,if made, would be within the prescribed limits under Section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

### **FIXED DEPOSITS**

The Company has not raised any fixed deposits as on 31.03.2014



## **BHASKAR AGROCHEMICALS LIMITED**

### **PARTICULARS RELATING TO EMPLOYEES:**

As none of the employees has received remuneration in excess of the prescribed limits, the statement required under section 217(2)(a) of the Companies Act 1956 read with Companies (particulars of Employees) Rules 1975 is not given.

### **INDUSTRIAL RELATIONS:**

The industrial relations continue to be cordial during the year.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, EXPORTS & FOREIGN EXCHANGE EARNINGS AND OUTGO AND PARTICULARS OF EMPLOYEES :**

Your Company is not engaged in power intensive and the average power consumption has been well within the norms. The requisites information in term of Companies Disclosures of particulars in report of Board of Directors Rules 1988 are set out in a separate statement attached hereto and forms part of report.

### **CORPORATE GOVERNANCE:**

During the year under review, Your Company could not comply with the mandatory clause of the listing agreement due to industrial Sickness and lack of Staff strength.

### **LISTING :**

The Shares of your Company are listed in Hyderabad, Chennai and Mumbai Stock Exchanges. The Company has not paid the Annual Listing Fees to the aforesaid Stock Exchanges.

### **REPLIES TO AUDITORS QUALIFIED OPINION :**

Depreciation has not been provided on building and plant & machinery, As the Company has not used the Building and Plant & Machinery of Unit II, the depreciation has not been provided.

Refer Point with regard to Basis for qualified Opinion of the Independent Auditors 'Report:

**DIRECTORS RESPONSIBILITY**

In terms of section 217(2AA) of the Companies Act, 1956 the directors would like to state that:

- i. The financial statement is in full conformity with the requirements of the Companies Act, 1956, and applicable accounting standards have been followed along with proper explanation relating to material departure.
- ii. The directors have selected such accounting policies and applied them consistently and made judgment and estimates that were 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 the year under review.
- iii. That the directors have taken proper and sufficient care for the maintenance of adequate records in accordance with provision of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. That the directors have prepared the annual accounts on a going concern basis.

**ACKNOWLEDGEMENT**

The Board of Directors thanks the Financial Institutions, Banks, Central and State Government Authorities and the entire stake Holders for their continued Co operation and support of the companies.

**For and on behalf of the Board  
for BHASKAR AGROCHEMICALS LIMITED**

Place : Hyderabad  
Date : 23.07.2014

**P.PRAVEEN KUMAR**  
DIRECTOR  
( Din No. 00353720 )

**P.PATTABHI RAMA RAO**  
MANAGING DIRECTOR  
( Din No. 00353641 )