



**BLUE BLENDS
PETROCHEMICALS
LIMITED**

**25th
Annual Report
2013-2014**



Blue Blends Petrochemicals Limited

BOARD OF DIRECTORS

: Shri Suraj Dugar
(Non-Executive Director)

Shri Ramprakash Sharma
(Non-Executive Director)

Shri Janardan Joshi
(Independent Director)

Shri Pujaram Purohit
(Independent Director)

AUDITORS

: P.C.Surana & Co.
(Chartered Accountants)

BANKERS

: Indian Overseas Bank

REGISTERED OFFICE

: D-113, Haria Park, Village – Dungra,
Vapi – 396 191 (Gujarat)

SECRETARIAL OFFICE

: JBF House, 2nd Floor,
Old Post Office Lane, Kalbadevi Road,
Mumbai - 400 002
Tel No. 022- 2208 8736 / 2208 5951
Fax No. 022- 2208 0470
CIN No. : L23209GJ1989PLC013053
Email Id : bbpetrochemicalsltd@gmail.com
Website : www.blueblendspetrochemicals.com

ANNUAL GENERAL MEETING

On Wednesday, the 30th July, 2014
At 10.00 a.m. at D-113, Haria Park,
Village - Dungra, Vapi - 396 191 (Gujarat).

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Blue Blends Petrochemicals Limited

NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of **BLUE BLENDS PETROCHEMICALS LIMITED** will be held on Wednesday, the 30th day of July, 2014 at 10.00 a.m. at D-113, Haria Park, Village – Dungra, Vapi – 396 191 (Gujarat) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and Profit & Loss Account and Cash Flow Statement of the Company for the year ended on that date together with reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ramprakash Sharma, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint auditors M/s P. C. Surana & Co. Chartered Accountants, Mumbai to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS:

4. TO GIVE LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES.

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

“RESOLVED THAT pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 read

with Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended, from time to time and Articles of Association of the Company, approval of the shareholders of the Company be and is hereby given to the board of Directors for:-

- i) giving any loan to any person or other body corporate,
- ii) giving any guarantee or providing any security in connection with a loan to any other body corporate or person and / or
- iii) acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate

upto an amount, the aggregate outstanding of which should not exceed, at any given time Rs. 50,000,000/- (Rupees Five Crores only) which shall be over and above the limits as specified in Section 186(2) of the Companies Act, 2013.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Suraj Dugar, Director of the Company be and is hereby authorised to negotiate and decide from time to time, terms and conditions, execute necessary documents, papers, agreements etc. for the investment to be made, loans and guarantees to be given and securities to be provided to any person and/ or any body corporate, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, settle any question, difficulty or doubt that may arise in this regard and to delegate all or any of these powers to any committee of directors or director or officer of the Company or any other person.



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5. TO INCREASE THE BORROWING POWERS OF THE BOARD OF DIRECTORS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, consent of the company be and is hereby accorded to the Board of Directors of the company to borrow from time to time, for the purpose of the company's business, such sum or sums of monies, as they in their absolute discretion think fit, notwithstanding whether monies so borrowed together with the monies already borrowed by the company and remaining outstanding shall be in excess of the aggregate of the paid up share capital and free reserves but not exceeding Rs. 100,000,000/- (Rupees Ten Crores only) over and above the paid up share capital and free reserves for the time being of the company."

6. TO CREATE CHARGE/MORTGAGE ETC. ON COMPANY'S MOVABLE OR IMMOVABLE PROPERTIES IN TERMS OF SECTION 180(1)(a) OF THE COMPANIES ACT, 2013.

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

"RESOLVED THAT pursuant to section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, consent of the company be and is hereby accorded to the Board of Directors of the company, for mortgaging and charging in such form and manner and on such terms and at such times as the board of directors may deem fit, the movable and/or immovable assets and properties of the company, wherever situate, present

and future, whether presently belonging to the company or not, in favor of any person including, but not limited to, financial/investment institutions, banks, insurance companies, mutual fund(s) corporate body(ies), trustees to secure the loans, borrowing, debenture, hire purchase and/or working capital facilities and other credit facilities up to a sum not exceeding Rs. 100,000,000/- (Rupees Ten Crores only)

"RESOLVED FURTHER THAT", the Board of Directors or such committee or person(s) as may be authorized by the board be and is hereby authorized to finalize the form, extent and manner of the documents and deeds, as may be applicable for creating the appropriate mortgages and or charges on such of the immovable and/or movable properties of the company on such terms and conditions at such times/tranches as may be decided by the Board of Directors in consultation with the lenders and for reserving the aforesaid rights and for performing all such acts and things as may be necessary for giving effect to this resolution."

By order of the Board of Directors
For Blue Blends Petrochemicals Limited

Place : Mumbai
Date : 29th April, 2014

Suraj Dugar
Director

Registered Office:
D-113, Haria Park,
Village – Dungra,
Vapi – 396 191 (Gujarat).
Email Id : bbpetrochemicalsltd@gmail.com



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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 23rd day of July, 2014 to Wednesday, 30th day, July, 2014 (both days inclusive) for the purpose of Annual General Meeting.
3. Members are requested to notify the change of address, if any, to the company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 4

Pursuant to Section 186(2) and all other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors are authorized to give loan, guarantee or provide security in connection with a loan to any person or other body corporate, or acquire by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate, up to an amount, the aggregate of which should not exceed 60% of the paid up capital, Free Reserves and Securities premium Account or 100% of Free Reserves and Securities premium Account of the company, whichever is higher. In case the company exceeds the above mentioned limits then, prior approval of shareholders by way of Special resolution is required to be obtained.

The Company is undertaking various business activities making strategic investments, from time to time, in associates companies other bodies corporate and would, therefore, be required to provide financial assistance/ support by way of giving of loans/guarantees, providing of securities, making of investments in securities in order to expand its business activity and also for optimum utilization of funds. Accordingly, Board of Directors of the company may be authorized to give loans, guarantees, or provide securities to make investments as mentioned above, up to an amount, the aggregate outstanding of which should not exceed, at any given time Rs. 50,000,000/- (Rupees Five Crores only) which shall be over and above the said limits as specified in section 186(2) of the Act.

Except Directors and Key Managerial Personnel or their relatives who may be concerned or interested, financial or



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otherwise, by way of directorship/shareholding or in any other manner in one or more companies/bodies corporate/ individuals as described in the said resolution, no other director or Key Managerial Personnel or their relatives is concerned or interested in the said resolution.

ITEM NO: 5 & 6

Upon notification of Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of members of the Company by way of Special resolution, borrow moneys apart from temporary loans obtained from the Company's bankers in the ordinary course of business in excess of the aggregate of the paid-up share capital and its free reserve and create securities for such borrowings by creation of mortgage and/ or charge on movable and immovable assets of the Company.

Further the Ministry of Corporate Affairs had vide its Circular dated March 25, 2014 clarified that the resolution(s) passed by the Companies under Section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to borrowings (subject to the limits prescribed/approved by the members) and/or creation of security on assets of the Company will be regarded as sufficient compliance of the requirements of Section 180 of the Companies Act, 2013 for a period of one year from the date of notification of Section 180 of the Companies Act, 2013.

Nonetheless, taking into account the business operations and future growth plans of the Company and to cater to the working capital needs, a fresh resolution is proposed to borrow monies, from time to time, for the purpose of the Company's business, notwithstanding that the monies to be borrowed by the Company together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course

of business) and remaining outstanding at any point of time will exceed the Company's paid up share capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which monies may be so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 100,000,000/- (Rupees Ten Crores only) and to create security for the borrowings by way of suitable mortgage, hypothecation or charge on all or any of the movable and/or immovable properties of the Company.

Accordingly, the Board of Directors of your Company recommends the passing of resolutions as set out at item no. 5 & 6 as the Special Resolutions.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

**By order of the Board of Directors
For Blue Blends Petrochemicals Limited**

Place : Mumbai

Date : 29th April, 2014

Suraj Dugar

Director

Registered Office:

D-113, Haria Park,

Village – Dungra,

Vapi – 396 191(Gujarat).

Email Id : bbpetrochemicalsltd@gmail.com



DIRECTORS' REPORT

To,
The Members,

The Directors present herewith 25th Annual Report together with the Audited Accounts of the Company for the year ended on 31st March 2014.

FINANCIAL RESULTS:

(Amount in Rupees)

Particulars	Year Ended 31 st March, 2014	Year Ended 31 st March, 2013
Gross Income	87,367,265	100,938,192
Total Expenditure	86,842,166	90,450,963
Profit for the year before Taxes	525,099	10,487,229
Less : Provision for taxation	-	-
Profit for the year after Tax	525,099	10,487,229
Add : Profit/(Loss) brought forward from previous year	769,808	(9,717,421)
Balance Carried forward to Balance Sheet	1,294,907	769,808

DIVIDEND

Your Directors do not recommend any dividend on Equity Shares for the year under review.

OPERATIONS

The Company has been dealing in dyes & Chemicals. This year, your Company recorded turnover of Rs.873.67 Lacs against Rs.1009.38 Lacs in the previous year. Your Company made a net profit of Rs. 5.25 Lacs against profit of Rs. 104.87 lacs in previous year. Your Company continued to be debt free. Your Directors are considering the various proposals to improve the working of the company.

FIXED DEPOSITS

Your Company has neither invited nor accepted any deposit within the meaning of Non Banking Financial Companies (Reserve Bank Directions) or Section 58A of the Companies Act, 1956 and Rules made there under.

PERSONNEL

The Company has not paid any remuneration attracting the provisions of the Companies (Particulars of employees) Rules 1975 read with the section 217 (2A) of the Companies Act, 1956. Hence no information is required to be appended to this report in this regard.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956, with respect to Director's Responsibility Statement, it is hereby confirmed that:

- in the preparation of the accounts, for the financial year ended 31st March, 2014 the applicable accounting standards have been followed;
- the Directors have selected such accounting policies and applied them consistently and made 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 31st March, 2014 and of the Profit of the company for the year ended that date;
- the Directors have taken proper and sufficient care for the maintenance of adequate 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
- the Directors have prepared the accounts for the financial year ended 31st March, 2014 on a 'going concern' basis.

DIRECTORS

Mr.Ramprakash Sharma retires by rotation and being eligible, offers himself for re-appointment at the ensuing Annual General Meeting.

LISTING FEES

The listing fees to Vadodara Stock Exchange, Calcutta Stock Exchange, Madras Stock Exchange, Ahmedabad Stock Exchange have not been paid for last several years. The company is reviewing the listing status on these Stock Exchanges and payment of outstanding fees.



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CORPORATE GOVERNANCE

In terms of clause 49 of the Listing Agreement with the Stock Exchanges, a report on the Corporate Governance is appended as annexure to this report.

AUDITORS & AUDITORS REPORT

M/s P.C.Surana & Co., Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The Company has received a letter from M/s. P.C.Surana & Co., to the effect that their appointment, if made, would be within the limits prescribed under section 224 (1B) of the Companies Act, 1956 and that they are not disqualified from such appointment within the meaning of section 226 of the Companies Act, 1956

PARTICULARS UNDER SECTION 217(1) (e) OF THE COMPANIES ACT, 1956

As required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988, the relevant information is given below:-

CONSERVATION OF ENERGY :-

As there was no manufacturing activities during the year under review and in the previous year, the details regarding Conservation of Energy, Power & Fuel consumption and Technology Absorption are not given and applicable.

FOREIGN EXCHANGE EARNINGS AND OUTGO:- NIL

SECRETARIAL COMPLIANCE CERTIFICATE

Secretarial Compliance Certificate as required under section 383A (i) of the Companies Act, 1956 issued by Mr. Abhishek Singh, Practicing Company Secretary, is annexed herewith.

ACKNOWLEDGMENT

Your Directors acknowledge with gratitude the co-operation and assistance given by the Financial Institutions, Bankers, customers and Employees of the Company during the under review.

For and on behalf of the board

Suraj Dugar
Director

Ramprakash Sharma
Director

Place : Mumbai

Date : 29th April, 2014



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Report on Corporate Governance

(Annexure to Directors Report)

1. Corporate Governance:

The Company's philosophy on Corporate governance is to attain high level of transparency and accountability in the functioning of the Company and in its relationship with employees, shareholders, creditors, lenders and ensuring high degree of regulatory compliance.

The Company also believes that its systems and procedures will enhance corporate performance and maximize shareholder value in the long term.

2. Board of Directors:

A) The provisions for appointment of directors, their powers and meetings are contained in the Articles of Association of the Company. The Board of Directors of the Company has an optimum combination of Executive and Independent Directors with not less than fifty percent of the Board comprising of Independent Directors. At least half of the Board comprises of Independent Directors. During the previous financial year four Board Meetings were held on 2nd May, 2013, 6th August, 2013, 11th November, 2013, 10th February, 2014. The composition of Board of Directors, Board Meetings and Annual General Meeting attended by Directors and other details are given hereunder.

Name of the Director	Category	Date of Appointment	No. of other Directorship held	No. of Meetings attended during F.Yr. 1 st April, 2013 to 31 st March, 2014	Attendance at the last A.G.M.	No. of Membership/ Chairmanship in Committees across all the Companies
Mr. R.P.Sharma (RPS)	Non-Executive Director	11.10.2004	1	4	Yes	Chairmanship - Nil Membership - 2
Mr. Suraj Dugar (SD)	Non-Executive Director	29.10.2005	3	3	Yes	Chairmanship - Nil Membership - 2
Mr. Janardan Joshi(JJ)	Independent Director	29.10.2005	3	4	Yes	Chairmanship - 4 Membership - 5
Mr. Pujaram Purohit (PP)	Independent Director	29.06.2009	2	4	Yes	Chairmanship - Nil Membership - 3

B) Details of sitting fees, remuneration etc. paid to Directors: Nil

C) Other Provisions as to Board and Committee:

The Board Meetings were held on 2nd May, 2013, 6th August, 2013, 11th November, 2013, 10th February, 2014 with a maximum time gap of four months between any two meetings. None of the Directors of the Company is a member of more than ten Committees or acts as a Chairman of more than five Committees across all Companies in which he is a Director. For the purpose of considering the limits of the committees on which a Director can serve, only the two committees, viz. Audit Committee, and Shareholders Grievance Committee are considered. Every Director has informed the Company about committee positions he occupies in other Companies.

D) Code of Conduct:

The Board of Directors has laid down a code of conduct for all Board Members and Senior Management of the Company. All the Board Members and Senior Management personnel have affirmed compliance with the code of conduct for the current year.

3. Audit Committee:

A) Brief description of terms of reference: To review the financial reporting process and financial statements, the accounting policies and practices and to examine accountancy, taxation and disclosure aspect of significant transactions and other items as per clause 49II (D) of the Listing Agreement.

The Audit Committee comprises of three Directors with majority of them being Independent Directors. The Chairman of the Audit Committee is an Independent Director having financial and accounting knowledge. The Chairman of the Audit Committee was present at the previous Annual General Meeting to answer shareholders' queries.

B) The Composition of the Audit Committee as on 31st March, 2014 was as under:

- Mr. Janardan Joshi (JJ) - Chairman
- Mr. R P Sharma (RPS) - Member
- Mr. Pujaram Purohit (PP) - Member



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Meetings and attendance during the year from April, 2013 to March, 2014:

Date of Meeting	Attendance Record		
	JJ	RPS	PP
02.05.2013	Yes	Yes	Yes
06.08.2013	Yes	Yes	Yes
11.11.2013	Yes	Yes	Yes
10.02.2014	Yes	Yes	Yes

4. Disclosures by Management:

- All details of financial and commercial transactions where Directors may have an interest are provided to the Board and interested Directors neither participate in the discussion, nor do they vote on such matters. There are no transactions of material nature with the promoters, directors or their relatives etc. that may have potential conflict with the interests of the Company during the year ended 31st March, 2014.
- As required by Accounting Standard AS-18, details of related party transactions are given in Schedule containing notes forming part of Balance Sheet and Profit & Loss Account.
- The Board is kept informed about the potential risk and the minimization procedures thereto. The procedures are periodically reviewed to ensure the measures taken are within the defined framework.

5. Shareholders

- Details of the Director's seeking appointment/reappointment at the forthcoming Annual General Meeting (In pursuance of Clause 49 of the Listing Agreements]

Name of Director	Mr. Ramprakash Sharma
Date of Birth	01.07.1962
Date of Appointment	11.10.2004
Expertise on specific functional areas	Commercial and Accounting
Qualifications	Matriculate
List of Other Public Limited Companies in which Directorship held.	Nil

Chairman/Member of the Committees of the Board of other Companies in which he is a Director.

Nil

- A Committee under the Chairmanship of a Independent Director is constituted to look into the redressal of shareholders' complaints. The details about Composition, Names of Members and Chairperson of Shareholders Grievance Committee is as under:

- Mr. Janardan Joshi – Independent Director & Chairman
- Mr. R.P.Sharma – Non- Executive Director and Member

Name and designation of Compliance Officer	:	Mr. Janardan Joshi
Number of shareholders complaints received so far	:	There is no pending grievance of shareholders. The Company had received 4 letters from shareholders, which were attended to the satisfaction of shareholder.
Number not solved to the satisfaction of shareholders	:	Nil
Number of pending share transfers	:	Nil

6. Compliance Certificate:

Compliance Certificate for Corporate Governance from auditors' of the Company is annexed herewith.

7. General Body Meetings:

Location and time, where last three AGM's held:

Location	Date	Time
Plot No. 806/807, G.I.D.C., Vapi, Gujarat.	19.09.2011	10.00 a.m.
D-113, Haria Park, Village - Dungra., Vapi - 396191 (Gujarat).	31.07.2012	10.00 a.m.
D-113, Haria Park, Village - Dungra, Vapi - 396191 (Gujarat).	23.09.2013	10.00 a.m.