


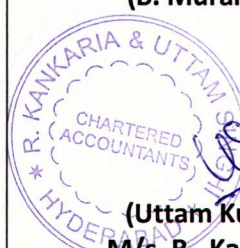



**Bhagiradha Chemicals & Industries Limited.**

Plot No.3,
Sagar Society,
Road No.2, Banjara Hills,
Hyderabad-500 034, Telangana, INDIA.
Tel : +91-40-23556910/23608083
Fax : +91-40-23540444
E-mail : info@bhagirad.com

FORM-A**(Pursuant to clause 31(a) of the Listing Agreement)**

S.No	Particulars	Details
1	Name of the Company	Bhagiradha Chemicals & Industries Limited
2	Annual Financial Statements for the year ended	31 st March, 2015
3	Type of Audit Observation	Un-qualified
4	Frequency of Observation	Not Applicable
5	To be signed by:	
	*CEO/ Managing Director	 (S. Chandra Sekhar) 
	*CFO	 (B. Murali)
	*Auditor of the Company	 (Uttam Kumar Singhi-Partner) M/s. R. Kankaria & Uttam Singhi Chartered Accountants
	*Audit Committee Chairman	 (Sudhakar Kudva)



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



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.



DIRECTORS' REPORT

To
The Shareholders

Your Directors have pleasure in presenting the Twenty Second Annual Report of your Company together with the audited statement of accounts for the year ended 31st March 2015.

Financial Results

(₹ in lakhs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Net Sales and other income	22,070	17,501
Operating profit (PBDIT)	1,166	1,129
Less : Depreciation	291	481
Less : Interest	571	432
Profit before tax	304	216
Less : Provision for tax (incl. deferred tax)	52	20
Profit after tax	252	196
Balance brought forward from previous year	3,427	3,340
Profit available for appropriation	3,679	3,536
Less: Depreciation (net of deff tax) on life assets nil	43	-
Appropriations:		
Proposed dividend	51	51
Dividend tax	10	8
Transfer to general reserve	50	50
Balance carried forward to next year	3,525	3,427

OPERATIONS

The Board of Directors are pleased to inform that the company has achieved a turnover of ₹ 220 Crores. The net revenue from operations for the current year was ₹ 21963 lakhs (₹ 17435 lakhs). The profit before tax for the year is ₹ 304 lakhs as against profit of ₹ 216 lakhs during the preceding previous year.

DIVIDEND

Your Directors are pleased to recommend a dividend of ₹ 1/- (i.e., 10%) per equity share (last year ₹ 1/- per equity share) for the financial year ended March 31, 2015, amounting to ₹ 60,82,514/- (including dividend tax of ₹ 10,28,814/-) subject to the approval of members at the ensuing Annual General Meeting of the Company.

During the year dividend amounting to ₹ 1,15,317.50 that had not been claimed by the shareholders for the year ended 31st March, 2007 was transferred to the credit of Investor Education and Protection Fund as required under section 124 read with section 125 of the Companies Act, 2013.



DEMATERIALISATION OF SHARES:

90.78% of the company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2015 and balance 9.22% is in physical form.

The Company's Registrars are M/s. XL Softech Systems Ltd., having their registered office at Plot No. 3 Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034.

MEETINGS OF BOARD

The Board of Directors duly met 4 times during the financial year from 1st April, 2014 to 31st March, 2015. The dates on which the meetings were held are as follows:

28th May 2014, 11th August, 2014, 14th November, 2014 and 05th February, 2015.

DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and listing agreement, Company has to appoint Women Director. Mrs. Lalitha Sree Singavarapu (DIN:06957985) has been appointed by the Board w.e.f August 08, 2014.

In accordance with the provisions of the Companies Act, 2013 Mr. Chandra Sekhar Singavarapu (DIN:00159543) reappointing as a Managing Director w.e.f June 01, 2015 for a period of five years with the remuneration as decided by the Board based on the recommendation of Nomination & Remuneration Committee.

In accordance with the provisions of the Companies Act, 2013, Mr. D. Sadasivudu (DIN:00017637) retires from office by rotation, and being eligible, offer himself for re-appointment at the ensuing Annual General Meeting of the Company.

KMPS OTHER THAN DIRECTORS

In accordance with the provisions of the Companies Act, 2013, and listing agreement Mr. Murali Bellary has been appointed as a chief Financial Officer by the Board w.e.f., November 11, 2014.

Based on the recommendation of the Nomination and Remuneration Committee meeting held on November 14, 2014, the Board of Directors have appointed Mr. A.Arvind Kumar as the Chief Operating Officer of the Company w.e.f. December 01, 2014.

The company Secretary Mrs. Naga Jayanthi J R (M.No:F7148) offered her resignation to the Board; the Board accepted the same w.e.f., March 11, 2015. The Board has appointed new Company Secretary Ms. B. Naga Suvarchala (M.No: A32684) w.e.f., March 19, 2015.

DECLARATION BY INDEPENDENT DIRECTORS

The company has received necessary declaration from each Independent Director(s) of the company under section 149(7) of the companies Act, 2013. The Independent Directors of the company met with the criteria of their independence laid down in section 149(6).

COMPOSITION OF AUDIT COMMITTEE

The committee comprises of Shri D. Ranga Raju, Shri Sudhakar Kudva and Shri Chandra Sekhar Singavarapu. The Chairman of the Committee is Shri Sudhakar Kudva who is a non-executive independent Director. The company secretary is the secretary to the committee. During the year under review, four (4) meetings of the audit committee were held.



VIGIL MECHANISM:

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for Directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.bhagirad.com/reports/vigil_mechanism/vigil_mechanism_policy_link.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, your Directors confirm as under:

- I. In the preparation of the annual accounts, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013 have been followed and there are no material departures from the same.
- II. 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 your Company at the end of the financial year ended 31st March 2015 and the profit of the Company for the year under review.
- III. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- IV. The Directors have prepared the annual accounts on a 'going concern' basis.
- V. The Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively.
- VI. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDITORS

At the AGM held on 11.08.2014 the members approved the appointment of M/s. R. Kankaria & Uttam Singhi, Chartered Accountants (FRN No:000442S) as Statutory auditors from 21st AGM until 24th AGM subject to ratification by the members every year. As recommended by the audit committee the board has proposed the reappointment of M/s. R. Kankaria & Uttam Singhi, Chartered Accountants (FRN No:000442S) as Statutory auditors till the conclusion of next AGM. The appointment is accordingly proposed in notice of current AGM vide item Number 4 for ratification of members.

The Statutory Auditors have confirmed that their appointment, if made, shall be in accordance with the conditions as prescribed in the Rule 4 of the Companies (Audit and Auditors) Rules, 2014, and that they are not disqualified for appointment within the meaning of Section 139 and 141 of the Companies Act, 2013. The Board proposes their re-appointment.

The Statutory Audit Report does not contain any qualification, reservation or adverse remark.

COST AUDITORS:

M/s. Sagar & Associates, Cost Accountants were appointed as Cost Auditors for auditing the cost accounts of your Company for the year ended 31st March, 2015 by the Board of Directors. The Cost Audit Report for the year 2013-14 has been filed under XBRL mode within the due date.

The Cost Audit Report does not contain any qualification, reservation or adverse remark.



CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:

The particulars as required to be disclosed pursuant to Section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014, are given to the extent applicable in the Annexure forming part of this Report is enclosed as **Annexure -1**.

MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement is presented in a separate section forming part of the Annual Report is enclosed as **Annexure-2**.

SECRETARIAL AUDIT:

According to the provision of section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Secretarial Audit Report submitted by Mr. Naresh Tiwari, Company Secretary in Practice is annexed to this report is enclosed as **Annexure-3**.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

During the year pursuant to the provisions of section 135 read with Schedule VII of the Companies Act, 2013 the company does not fall under the criteria of CSR Policy. Hence the company has not contributed towards CSR Activity.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not granted any loans, investments, Guarantees and securities.

RISK MANAGEMENT:

The Risk Management frame work of your company which ensures regular review by management to proactively identify the emerging risks, to do risk evaluation and risk prioritization along with development of risk mitigation plans and action taken. The framework requires that the Audit Committee be periodically informed about risk minimization procedures adopted by your Company. These processes are also periodically reviewed by management. The various risks, including the risks associated with the economy, regulation, competition, foreign exchange, interest rate etc., are documented, monitored and managed efficiently.

RELATED PARTY TRANSACTIONS:

The Company has taken approval from the members for entering into transactions with M/s. Nagarjuna Agrichem Limited, a related party of the company up to ₹ 30,00,00,000/-.

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have a potential conflict with the interests of the Company. The Company does not have any subsidiary. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval. The particulars of contracts entered during the year as per AOC-2 is enclosed as **Annexure-4**.



The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules there under and the Listing Agreement. This Policy was considered and approved by the Board.

EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 is a part of this Annual Report is enclosed as Annexure-5.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

During the year under review the company does not have any subsidiaries and joint ventures. The company have one associate company the details are given in MGT-9 is enclosed as Annexure-5.

PERFORMANCE EVALUATION OF NON-EXECUTIVE AND INDEPENDENT DIRECTORS:

The Board evaluates the performance of Non-executive and Independent Directors every year. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

PARTICULARS OF EMPLOYEES:

During the year NONE of the employees have received remuneration more than the limits specified under the Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

REMUNERATION RATIO OF THE DIRECTORS/KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:

The information required pursuant to Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the company and Directors is furnished here under:

S. No.	Name	Designation	Remuneration paid F.Y 2014-15 ₹ lakhs	Remuneration paid F.Y 2013-14 ₹ lakhs	Increase in Remuneration from previous Year ₹ lakhs	Ratio/Times per Median of employee Remuneration
1.	S. Chandra Sekhar	MD	38.59	38.59	-	15
2.	B. Murali	CFO (KMP)	30.90	29.05	1.85	12
3.	A. Arvind Kumar	COO (KMP)	8.57	-	-	3
4.	J.R. Naga Jayanthi	CS (KMP)	5.94	4.63	1.31	2



INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation were observed.

LISTING WITH STOCK EXCHANGE:

The Board of Directors confirms that, the annual listing fees have been paid for the year 2015-2016 to BSE where the Company's Shares are listed.

CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Your Company has taken adequate steps to adhere to all the stipulations laid down in Clause 49 of the Listing Agreement. A report on Corporate Governance is included as a part of this Annual Report.

Certificate from the Statutory Auditors of the company confirming the compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report is enclosed as Annexure-6.

FIXED DEPOSITS:

Your Company has not accepted any fixed deposits and, as such, no amount of principal or interest was outstanding, as on the date of the Balance Sheet.

HUMAN RESOURCES:

The human resources philosophy and strategy of your Company is to attract and retain the best talent, encourage innovation, and create an engaging and motivating workplace environment. This strategy has strong alignment with your Company's vision to successfully build and sustain your Company's standing as one of India's most admired and valuable corporations despite unrelenting competitive pressures. Your Company continues its focus on building & developing the leadership pipeline, upgradation of workforce skills, and being an employer of choice.

THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

In pursuant to the provisions of section 22 of the Prevention, Prohibition & Redressal Act, 2013, company has established a Internal Committee for women employees to report genuine harassment problems at work place.

Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
Sexual harassment	Nil	Nil

SAFETY, HEALTH AND ENVIRONMENT:

Your company has always laid great emphasis on Environment, Health, Safety (EHS) and Pollution Control. Company conducts internal and third party audits on regular basis to ensure safe practices are adopted and implemented. Company conducts thorough study to identify potential process hazards for every new process implemented and appropriate measures are taken to mitigate these hazards. Training is imparted to all employees for safe handling of chemicals.



Bhagiradha Chemicals & Industries Limited

Company continuously monitors the air and water environment as per the Central Pollution Control board (CPCB) and Andhra Pradesh Pollution Control Board (APPCB) guidelines. Company has implemented zero liquid discharge since its inception; all the waste water generated is recovered and recycled within the system. Ambient air quality, stack emission levels, treated water quality etc. are monitored on regular basis by laboratories approved by Ministry of Environment and Forestry (MOEF) and such reports are submitted to the local office of APPCB. Hazardous waste generated is disposed as per Hazardous Waste Management and Handling rules, 1989.

RESEARCH & DEVELOPMENT:

R&D continues to do good job in Research. Over the years, it has adapted to changing and difficult times, and has been contributing with the current needs of the Company by maximum utilization of its existing resources. It has endeavored to generate revenues by way of development new products and various developments in processes. To generate revenues through licensing of intellectual property, it has displayed different process technologies.

ACKNOWLEDGEMENT:

Your Directors place on record their sincere appreciation to the Central Government, the State Government, all its investors, stakeholders, bankers, technology providers, equipment suppliers, value added service partners and all the business associates for the co-operation and support extended to the Company. Your Directors also wish to place on record their deep appreciation to the employees for their hard work, dedication and commitment.

For and on behalf of the Board

Place : Hyderabad
Date : 15.05.2015

D. Ranga Raju
Chairman



ANNEXURE TO THE DIRECTORS' REPORT

ANNEXURE- 1

Information required under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988.

A) Conservation of Energy

The products manufactured by the company are material intensive. However, consistent efforts are being made for identifying the potential for energy saving.

The requisite information with regard to conservation of energy as required under section 134 of the Companies Act, 2013 and the Rules made therein in Form A are given hereunder:

FORM - A		
Particulars	For the year ended	
	31.03.2015	31.03.2014
I. ENERGY CONSERVATION POWER & FUEL CONSUMPTION		
1. Electricity		
(i) purchased units (kwh)	15,832,660	13,619,615
Total amount (₹)		
(including demand charges)	99,983,933	91,090,668
Unit Rate (₹)	6.32	6.69
(ii) Own generation (on diesel)		
a) Diesel consumption (Ltrs)	43,800	157,820
No of units	131,400	473,460
Units/Litre of Diesel	3.00	3.00
Total amount (₹)	2,734,508	8,806,467
unit cost (₹)	20.81	18.60
b) steam Turbine Generation		
No of units	Nil	Nil
Units/ton of Steam	Nil	Nil
Cost/Unit (₹)	Nil	Nil
2. 'C' Grade coal used in Boiler		
Quantity (MT)	15,450	16,000
Total Cost (₹)	88,173,927	91,274,335
Average Rate/MT	5,707	5,705
3. Furnace oil		
Quantity (Ltrs)	136,010	170,400
Total cost (₹)	5,670,912	7,693,936
Average Rate/Ltr (₹)	41.69	45.15
4. Others/Internal Generation		
Quantity (MT)	Nil	Nil
Total cost (₹)	Nil	Nil
Average Rate/MT (₹)	Nil	Nil
II. CONSUMPTION PER UNIT OF PRODUCTION		
Electricity purchased & own Generation (units)	4,750	4,380
Furnace Oil (Ltrs)	40.47	53.00
Coal Quality 'C' Grade (MT)	4.60	4.97



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FORM - B (See Rule - 2)

Form for disclosure of particulars with respect to technology absorption

B) Research and Development

The Company lays great emphasis on R&D and intellectual property development which forms the core of the business development strategy. All the process technologies implemented by the company have been developed in-house in the DSIR recognized R&D. The R&D has developed and mastered a library of reactions over a period of time which forms the crux for future developments. The swiftness in development and implementation of new technologies has brought and will continue to bring good business for the company.

1) Specific areas in which R&D is carried out by the company

Optimization of existing process technologies

- Development of process technologies for generic pesticides and intermediates
- Scale up and optimization of process technologies

2) Benefits derived as a result of the above efforts:

During FY2014- 2015 the company has

- Optimized process of Azoxystrobin manufacture to be more competitive.
- Developed and commercialized process technology for a pesticide intermediate.
- Laboratory development of process technology for a pesticide intermediate for a Dow Agro Sciences, USA which will be commercialized in FY2016.
- Filed 3 PCT applications and one Indian patent during FY2014-2015.

3) Future plan of action

- The company would continue to focus on development of new process technologies and optimization of existing processes.

4) Expenditure on R&D for the year 2014-2015 ₹ in Lakhs

- Capital	8.30
- Recurring	157.20
- Total	165.50
- R&D expenditure as a percentage of total turnover	0.75

C) Technology, absorption, adaptation and innovation

1) Efforts, in brief, made towards technology absorption, adaptation and innovation

All process technologies are developed in-house at the R&D. The R&D is equipped with instruments and equipments to generate products from gram scale to kilo scale. After completely studying the process in pilot plant, standard operating procedures are developed for implementation in the plant.

2) Benefit derived as a result of above efforts

- Improvement in the quality of products
- Reduction in cost of manufacture
- Commercialization of new product

3) In case of imported technology (imported during last 5 years), give details of technology imported, year of import, whether technology fully absorbed.

- No technology has been imported by the company

Foreign exchange earnings and outgo:

	₹ In Lakhs
Earnings	13039.32
Outgo	8624.72



ANNEXURE - 2

MANAGEMENT DISCUSSION AND ANALYSIS

a) Industry structure and developments

According to reports of Global Agrochemical Market was estimated at USD 203 billion in 2013 and was expected to grow at CGAR of 3.6% to USD 242 billion by 2018. The Crop Protection Chemical Market was estimated at USD 50 billion in 2013 and expected to grow at CGAR of 5.5% to USD 70 billion by 2019.

The company manufactures technical grade agrochemical active constituents used as insecticides, fungicides and weedicides which belong to the Crop Protection Chemical segment of the Agrochemical market. China continues to dominate the international markets in supply of voluminous products being advantageously placed with the domestic availability of intermediates.

b) Opportunities and threats

With the Chinese government emphasis on environment protection and closure/relocation of chemical industries, the manufacturing cost of Chinese chemical industries is expected to increase. Many multinational companies are looking at India as an alternate manufacturing destination. This is expected to open up lot of opportunities for Indian chemical manufacturing companies. BCIL with strong manufacturing capabilities is comfortably positioned to capture these opportunities.

Many agrochemical active ingredients are coming out of application patent in next five years. However, high cost of data generation and enforcement of process patent in regulated markets is a major barrier for registration and sale of products by generic companies. With strong R&D specifically focusing on intellectual property development, the patent infringement is negated to a great extent. The company is also working in partnership with generic multi-national companies for data generation and registration of product into regulated markets.

c) Financial performance vis-a-vis operational performance

The sale revenue of the company increased by 25% from ₹ 174 crores to ₹ 220 crores. However reduction in contract manufacturing revenues and low margin in export sales due to intense competition resulted in lower profitability. The company is focusing on increasing the value addition on products by backward integration and offering bulk formulations.

d) Outlook

The domestic market is under considerable stress on account of unseasonal rainfall, high inventories and poor recoveries from market. This is expected to significantly impact the margins. Export market and contract manufacturing are expected to be growth drivers for the company. The company is also actively pursuing new contract manufacturing opportunities.

e) Risks and concerns

The global climatic changes are impacting the agrochemical business to a large extent with the effect unevenly distributed across the world. This has emerged as one of the



biggest risk for companies with region-specific market. Multinational companies with global presence and wide market access are better equipped to manage the risk. BCIL is planning to mitigate the risk by working with multinational companies on contract manufacturing and corporate sale strategy.

f) Internal control system and their adequacy

The company has proper and adequate systems of internal controls which ensure that all the assets are safeguarded and that all transactions are authorized recorded and reported correctly. The company maintains adequate and effective control system and suitable monitoring procedures with regard to the purchase of raw materials, stores, plant & machinery, equipment and other assets as well as sale of goods. The finance and commercial functions have been structured to provide adequate support and controls for the business of the company.

g) Industrial relations and human resource development

The company has cordial and harmonious industrial relations. Opportunities for individual growth, creativity and dedicated participation is organizational development are being provided.

The employee strength as on 31.03.2015 was 336.

Cautionary statement

Statements in this report on Management Discussion and Analysis describing the company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectation of future events. Actual results could however differ from those expressed or implied. Many important factors including global and domestic demand-supply conditions, prices, raw materials costs and availability, change in government regulations, tax laws and other statutes, force majeure may affect the actual result which could be different from what the director's envisage in terms of future performance and outlook.



ANNEXURE- 3

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members,
Bhagiradha Chemicals and Industries Limited

I, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BHAGIRADHA CHEMICALS AND INDUSTRIES LIMITED** (herein after called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the company during the audit period);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;



Bhagiradha Chemicals & Industries Limited

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
(Not notified, hence not applicable during the audit period).
- (ii) The Listing Agreement entered into by the Company with Bombay Stock Exchange.

During the period under review, the company has complied with the provisions of the act, rules, regulations, guidelines, standards etc; mentioned above.

I further report that, having regard to the compliance system prevailing in the company, and on the examination of the relevant documents and records in pursuance thereof, on test check basis, the company has complied with the following laws applicable specifically to the company

(i) Factories Act

I further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the board meeting and committee meetings, are carried out unanimously as recorded, in the minutes of the meetings of the board of Directors or committee of the board as case may be.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has not transacted / entered into any business, having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

CS. NARESH TIWARI

Place: Hyderabad
Date: 15.05.2015

ACS No. 26932
C P No.: 12889



ANNEXURE- 4

FORM NO. AOC-2

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and
Rule 8(2) of the Companies (Accounts) Rules, 2014**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis:

Particulars	Details
Name (s) of the related party & nature of relationship	Nil
Nature of contracts/arrangements/transaction	Nil
Duration of the contracts/arrangements/transaction	Nil
Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
Justification for entering into such contracts or arrangements or transactions	Nil
Date of approval by the Board	Nil
Amount paid as advances, if any	Nil
Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

2. Details of contracts or arrangements or transactions at Arm's length basis.

Particulars	Details
Name (s) of the related party	Nagarjuna Agrichem Limited
Nature of Relation ship	Associate company
Nature of contracts/arrangements/transaction	Purchase and sale of goods
Duration of the contracts/arrangements /transaction	90 days
Salient terms of the contracts or arrangements or transaction	Mutual concern by the parties
Justification for entering into such contracts or arrangements or transactions	Regular Business Transactions
Date of approval by the Board	14th November, 2014
Amount incurred during the year (₹)	128,788,143
Date on which the special resolution was passed in Postal Ballot as required under first proviso to section 110	12th January, 2015



Bhagiradha Chemicals & Industries Limited

ANNEXURE- 5

Form No. MGT-9 EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i CIN : L24219AP1993PLC015963
- ii Registration Date : 07.07.1993
- iii Name of the Company : BHAGIRADHA CHEMICALS & INDUSTRIES LIMITED
- iv Category/Sub-category of the Company : Company having Share Capital
- v Address of the Registered office & contact details : 8-2-269/S/3/A, Plot No. 3, Sagar Society, Road No. 2, Banjara Hills Hyderabad - 500 034, Telangana
Ph: 040-23608083.
Fax: 040-23540444
- vi Whether listed company : Yes (Listed in BSE)
- vii Name , Address & contact details of the Registrar & Transfer Agent, if any. : XI Softech Systems Limited
3, Sagar Society, Road No.2, Banjara Hills, Hyderabad - 500 034
Phone No: 040 - 2354 5913
Email:xlfield@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sl.No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1.	Agri Inputs	3808	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Nagarjuna Agrichem Ltd	L24219TG1986PLC016607	Associate	-	2(6)



IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1,182,049	0	1,182,049	23.39	1,178,474	0	1,178,474	23.32	3,575 0.07
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	0	0	0	0	0	0	0	0	0
d) Bank/Fl	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	1,182,049	0	1,182,049	23.39	1,178,474	0	1,178,474	23.32	3,575 0.07
(2) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/Fl	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	1,182,049	0	1,182,049	23.39	1,178,474	0	1,178,474	23.32	3,575 0.07
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/Fl	0	0	0	0	0	0	0	0	0
c) Central govt	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0

(Contd.)



IV. SHAREHOLDING PATTERN (Contd.)

Category of Shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares
e) Venture Capital Fund	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	0	0	0	0	0	0	0
(2) Non Institutions								
a) Bodies corporate (India)	2,005,199	407,500	2,412,699	47.74	2,033,049	405,000	2,438,549	48.25
Bodies corporate (overseas)	0	0	0	0	0	0	0	0
b) Individuals								
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	912,664	61,031	973,675	19.27	838,673	60,331	899,004	17.79
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	400,844	0	400,844	7.93	507,327	0	507,327	10.04
c) Any Other (specify) NRIs	83,565	0	83,565	1.65	27,393	0	27,393	0.54
d) Bodies clearing members	848	0	848	0.02	2953	0	2953	0.06
SUB TOTAL (B)(2):	3,403,120	468,531	3,871,651	76.61	3,875,226	465,831	3,409,395	76.68
Total Public Shareholding (B)=(B)(1)+(B)(2)	3,403,120	468,531	3,871,651	76.61	3,875,226	465,831	3,409,395	76.68
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4,585,161	468,531	5,053,700	100	4,587,869	465,831	5,053,700	100



(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	K baby	10,000	0.20	0	10,000	0.20	0	0.00
2	Inapuri Radha Krishna Rao	600	0.01	0	600	0.01	0	0.00
3	Sridhar Tatineni	6,100	0.12	0	6,100	0.12	0	0.00
4	Mulpuri Katayani	100	0.00	0	0	0	0	0.00
5	Bhavani Shankar Kasukurthy	6,500	0.13	0	6,500	0.13	0	0.00
6	Tatineni Vallika Devi	4,200	0.08	0	4,200	0.08	0	0.00
7	A Bharathi Devi	4,400	0.09	0	4,400	0.09	0	0.00
8	K Samrajyam	2,500	0.05	0	2,500	0.05	0	0.00
9	Bhavani Shankar Kasukurthi	500	0.01	0	500	0.01	0	0.00
10	T Kalyan Chakravarthi	10,000	0.20	0	10,000	0.20	0	0.00
11	Potini Vijayalakshmi	3,100	0.06	0	3,100	0.06	0	0.00
12	Singavarapu Chandrasekhar	23,200	0.46	0	23,200	0.46	0	0.00
13	Dodda Sadasivudu	79,200	1.57	0	63,600	1.26	0	0.31
14	Dodda Sumathi	26,800	0.53	0	0	0.00	0	0.53
15	Dodda Vijay Kumar	7,600	0.15	0	0	0.00	0	0.15
16	Singavarapu Lalitha Sree	10,000	0.20	0	60,000	1.19	0	0.99
17	Singavarapu Ratna Kumari	7,34,100	14.53	0	7,34,100	14.53	0	0.00
18	Eadara Jayalaxmi	2,00,213	3.96	0	200,213	3.96	0	0.00
19	Uppaluri Sai Prasanna	1351	0.03	0	1,351	0.03	0	0.00
20	Kudaravalli Rama Krishna	5,000	0.10	0	5,000	0.10	0	0.00
21	Kudaravalli Sri Lakshmi	4,500	0.09	0	4,500	0.09	0	0.00
22	Kanakamedala Leela	1,610	0.03	0	1,610	0.03	0	0.00
23	Chalasani Niranjana	3,000	0.06	0	3,000	0.06	0	0.00
24	Katragadda Chinnammai	4,000	0.08	0	4,000	0.08	0	0.00
25	Kadiyala Venkateswara Rao	2,500	0.05	0	2,500	0.05	0	0.00
26	Velagapudi Murali Krishna	3,575	0.07	0	0	0.00	0	0.07
27	Tatineni Ammaji	8,600	0.17	0	8,600	0.17	0	0.00
28	Venkata Narasimha Rao Tatineni	13,800	0.27	0	13,800	0.27	0	0.00



(iii) Change in Promoters' Shareholding

Sl. No.	Shareholders Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mulpuri Katyayani	100	0	0	0
2.	Dodda Sumathi	26,800	0.53	0	0
3.	Dodda Vijay Kumar	7,600	0.15	0	0
4.	Dodda Sadasivudu	79,200	1.57	63,600	1.26
5.	Singavarapu Lalithasree	10,000	0.20	60,000	1.19
6.	Velagapudi Murali Krishna	3,575	0.07	0	0

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Royal Touch Multitrade Private Limited	396,600	7.85	396,600	7.85
2.	Nagarjuna Impex Private Limited	290,600	5.75	290,600	5.75
3.	V V S S Estates Private Limited	239,500	4.74	239,500	4.74
4.	Chinnar Securities Private Limited	230,100	4.55	230,100	4.55
5.	Sunny Progress Multitrade Private Limited	219,700	4.35	219,700	4.35
6.	Corporate Securities And Holdings Private Limited	208,348	4.12	-	-
7.	Liza Multitrade Private Limited	-	-	208,348	4.12
8.	S S V V Agro Farms Private Limited	201,500	3.99	201,500	3.99
9.	V V S S Agro Farms Private Limited	200,500	3.97	200,500	3.97
10.	Nagarjuna Corporation Limited	166,591	3.30	166,591	3.30



(v) Shareholding of Directors:		Shareholding at the		Cumulative Shareholding	
Sl. No.	Name of the Shareholder	beginning	of the year	during	the year
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	S. Chandra Sekhar	23,200	0.46	23,200	0.46
2.	S. Lalitha Sree	10,000	0.20	60,000	1.19
3.	D. Sadasivudu	79,200	1.57	63,600	1.26

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Rs.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year.				
i) Principal Amount	100,000,000	0	0	100,000,000
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	100,000,000	0	0	100,000,000
Change in Indebtedness during the financial year				
Addition	83,409,122	0	0	83,409,122
Reduction	10,000,000	0	0	10,000,000
Net Change	73,409,122	0	0	73,409,122
Indebtedness at the end of the financial year				
i) Principal Amount	173,409,122	0	0	173,409,122
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	966,475	0	0	966,475
Total (i+ii+iii)	174,375,597	0	0	174,375,597



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Rs.

Sl. No.	Particulars of Remuneration	Name of MD	Total Amount
		S. Chandra Sekhar	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,600,000	3,600,000
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	259,200	259,200
	(c) Profit in lieu of salary u/s 17(3) of Income Tax Act, 1961	0	0
2.	Stock option	0	0
3.	Sweat Equity	0	0
4.	Commission		
	- as % of profits	0	0
	- others	0	0
5.	Others	0	0
	Total	3,859,200	3,859,200
	Ceiling as per the Act	Rs.4,200,000/- (Section 196 & 197 read with schedule V)	

B. REMUNERATION TO OTHER DIRECTORS:

Rs.

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		D. Ranga Raju	Sudhakar kudva	
1.	Independent Directors			
	- Fee for attending board / committee meetings	110,000	110,000	220,000
	- Commission	-	-	-
	- Others	22,000	22,000	44,000
	Total (1)	132,000	132,000	264,000

Rs.

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount
		K.S Raju	D. Sadasivudu	S. Lalithasree	
2.	Other Non-Executive Directors				
	- Fee for attending board / committee meetings	10,000	60,000	20,000	90,000
	- Commission	-	-	-	-
	- Others	2,000	12,000	4,000	18,000
	Total (2)	12,000	72,000	24,000	108,000
	Total (B) = (1)+(2)				372,000



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Rs.

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				Total Amount
		B.Murali	A. Arvind Kumar	*J.R. Naga Jayanthi	**B.N. Suvarchala	
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,760,000	800,000	534,000	13,839	4,107,839
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	330,313	57,600	60,039	996	448,948
	(c) Profit in lieu of salary u/s 17(3) of Income Tax Act, 1961	-	-	-	-	-
2.	Stock option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission					
	- as % of profits	-	-	-	-	-
	- others -	-	-	-	-	-
5.	Others -	-	-	-	-	-
	Total A	3,090,313	857,600	594,039	14,835	4,556,787

*up to 11.03.2015

** From 19.03.2015

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. COMPANY	<div style="position: relative; height: 400px;"> <div style="position: absolute; top: 50%; left: 50%; transform: translate(-50%, -50%); border: 1px solid black; padding: 10px;">Nil</div> </div>				
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					



CORPORATE GOVERNANCE

1. Company's philosophy on code of governance

The company has established a code of governance based on transparency and accountability with an absolute commitment to the welfare of employees; creating a fulfilling business atmosphere; establishing a faithful and transparent relationship with suppliers and customers; and meeting the aspirations of the stakeholders with sustained growth.

In accordance with the Corporate Governance Voluntary Guidelines, 2009 issued by the Ministry of Corporate Affairs, Government of India, it is hereby confirmed that proper systems are in place to ensure compliance of all laws applicable to the Company.

2. Board of Directors:

(i) Composition:

The Board of Directors of the Company has an optimum combination of Executive, Non-Executive and Independent Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. The Board of the Company comprises Six Directors that includes one Women Director.

The names of the Directors and the details of other chairmanship / Directorship / committee membership of each Director as on 31st March 2015 is given below:

Name of Director	Category	Number of Directorships in other companies		Number of Committee Memberships in other companies	
		Chairman	Member	Chairman	Member
D. Ranga Raju	Non-Executive & Independent	None	2	1	2
Sudhakar Kudva	Non-Executive & Independent	None	2	None	2
K.S. Raju	Non-Executive & Non Independent	2	3	4	4
D. Sadasivudu	Non-Executive Promoter	None	None	None	None
S. Chandra Sekhar	Executive Promoter	None	None	None	None
S. Lalitha Sree	Non Executive & Non Independent Woman Director	None	None	None	None

Notes:

- Other Directorships exclude Foreign Companies, Private Limited Companies and Alternate Directorships.
- Only membership in Audit Committee and Stakeholders' Relationship Committee has been reckoned for other committee memberships.



(ii) Meetings, agenda proceedings etc., of the Board Meeting:

The Board generally meets 4 times during the year. The Directors are also given option of attending the Board Meeting through video conferencing, none of the board meeting was held through video conferencing. During the year ended 31st March, 2015, the Board of Directors had 4 meetings. These were held on 28th May, 2014, 11th, August, 2014, 14th November, 2014 and 5th February, 2015. The last Annual General Meeting (AGM) was held on 11th August 2014.

The attendance record of the Directors at the Board Meetings during the year ended 31st March, 2015 and at the last AGM as under

Sr. No.	Name of the Director	Category	No of Board Meetings attended	Attendance at last AGM
1.	D. Ranga Raju	Chairman, Non-Executive, Independent	4 of 4	Yes
2.	Sudhakar Kudva	Non-Executive, Independent	4 of 4	Yes
3.	K.S. Raju	Non-Executive, Non-Independent	1 of 4	No
4.	D. Sadasivudu	Non-Executive, Non-Independent	4 of 4	Yes
5.	S. Chandra Sekhar	Managing Director	4 of 4	Yes
6.	S. Lalitha Sree (w.e.f 11.08.2014)	Non-Executive, Non-Independent	2 of 2	N.A

Agenda:

All the Meetings are conducted as per well designed and structured agenda, All the agenda items are backed by necessary supporting information and documents (Except for critical price sensitive information, which is circulated in the Meeting) to enable the Board to take informed decisions, Agenda also includes minutes of the Meetings of the Board Committees. Additional Agenda items in the form of "Other Business" are included with the permission of the Chairman. Agenda papers are generally circulated seven days prior to the Board Meeting, for any other business exchanges the resolutions are passed by circulation and later placed in the ensued Board Meeting for ratification.

Invitees and proceedings:

Apart from the Board members the company secretary and the CFO are invited to attend all Board Meetings. Other senior Management Executives are called as and when necessary to provide additional inputs for the items being discussed by the Board. The CFO makes presentation on quarterly and annual operating and financial performance and on capex budget. The Chairman of various Board Committees brief the Board on all the important matters discussed and decided at their respective Committee Meetings, which are generally held prior to the Board Meeting.

Code of conduct:

The Board has approved a code of conduct for the board members and the senior management personnel of the company. The code of conduct is posted on the website of



the company. All Directors and senior management personnel have affirmed compliance with the code of conduct and submitted declarations in this behalf for the year ended March 31st, 2015. A declaration signed by the Managing Director to this effect is enclosed.

Independent Directors:

The Company has complied with the definition of Independence as per Clause 49 of the Listing Agreement and according to the Provisions of section 149(6) Companies Act, 2013. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

Training of Independent Directors:

Whenever new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture through appropriate orientation session and they are also introduced to our organization structure, our business, constitution, board procedures, our major risks and management strategy.

The appointment letters of Independent Directors has been placed on the Company's website at www.bhagirad.com under investors/ corporate governance / Code for IDs link.

Performance Evaluation of non-executive and Independent Directors

The Board evaluates the performance of Non-executive and Independent Directors every year. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

Separate Meeting of the Independent Directors:

The Independent Directors held a Meeting on 28th March, 2015, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. The following issues were discussed in detail:

- a. Reviewed the performance of non-independent Directors and the Board as a whole;
- b. Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- c. Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board, that is necessary for the Board, to effectively and reasonably perform their duties.

4. Audit Committee

a) Composition, Names of Members and Chairman

The Board has reconstituted its Audit Committee in accordance with section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The composition of the Audit Committee is given below.

Name	Category	Position
Shri Sudhakar Kudva	Independent & Non executive	Chairman
Shri D. Ranga Raju	Independent & Non Executive	Member
Shri S.Chandra Sekhar	Managing Director & Promoter	Member



Shri Sudhakar Kudva is a member of Institute of Chartered Accountants of India and has over 40 years experience in Accounting, Treasury Management, Financial and General Management and is the Chairman of the Audit Committee. The other members of the Audit Committee are professionals having experience in business administration and corporate management.

b) Terms of Reference

The Audit Committee reviews the audit reports submitted by the Internal Auditors, Cost auditors and Statutory Auditors, financial results, effectiveness of internal audit processes and the Company's risk management strategy. It reviews the Company's established systems and the Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement.

c) Meeting and Attendance during the year

During the year under review, 4 meetings of the audit committee were held on the followings dates: 28th May 2014; 11th August 2014; 14th November 2014 and 5th February 2015. The attendance of each of the members of the Committee is given below:

Date of Meeting	D. Ranga Raju	Sudhakar Kudva	S. Chandra Sekhar
28.05.2014	Yes	Yes	Yes
11.08.2014	Yes	Yes	Yes
14.11.2014	Yes	Yes	Yes
05.02.2015	Yes	Yes	Yes
Total number of meetings attended	4	4	4

The Chief Financial Officer and the Statutory Auditors also attended the meetings. The Company Secretary acts as the Secretary of the Audit Committee. The mandatory information required under Clause 49 (II) (E) of the Listing Agreement is placed before the Audit Committee for its review.

5. Nomination & Remuneration Committee

(i) Composition and attendance during the year:

The committee comprises of Shri D. Ranga Raju, Shri Sudhakar Kudva and Shri K.S. Raju are the members of the remuneration committee. The Chairman of the Committee is Shri D. Ranga Raju who is a non-executive independent director. The company secretary is the secretary to the committee.

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
Mr. D. Ranga Raju	Chairman	1	1
Mr. Sudhakar Kudva	Member	1	1
Mr. K.S. Raju	Member	1	No

(ii) Terms of reference:

This Committee shall identify the persons, who are qualified to become Directors of the Company/who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry



Bhagiradha Chemicals & Industries Limited

out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

(iii) No. of Meetings held during the year:

During the year the Committee had one meeting i.e., on 05th, February 2015.

(iv) Directors Remuneration and Sitting fee:

The non executive Directors are not paid any remuneration except sitting fees for attending the Board/Committee meetings.

The details of the remuneration paid/payable to the Directors for the year 2014-2015 are given below:

(₹ in lakhs)

Sl.No.	Name of the Director	Salary	Perquisites	Sitting Fees	Total
1.	D. Ranga Raju	-	-	0.60	0.60
2.	Sudhakar Kudva	-	-	1.10	1.10
3.	K.S. Raju	-	-	0.10	0.10
4.	D. Sadasivudu	-	-	1.10	1.10
5.	S. Chandra Sekhar	36.00	2.59	-	38.59
6.	S. Lalitha Sree	-	-	0.20	0.20
	TOTAL	36.00	2.59	3.10	41.69

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

i) Composition and attendance during the year:

Shri D. Ranga Raju, non-executive Independent director was the Chairman of the committee. Shri Sudhakar Kudva and Shri D. Sadasivudu are the other members of the committee.

Name of the Director	Position	No. of Meetings held	No. of Meetings Attended
Shri D. Ranga Raju	Chairman	2	2
Shri Sudhakar Kudva	Member	2	2
Shri D. Sadasivudu	Member	2	2

ii) Terms of reference :

The Committee focuses primarily on monitoring expeditious redressal of investors / stakeholders grievances and also function in an efficient manner that all issues / concerns stakeholders are addressed resolved promptly.

iii) No. of Meetings held during the year:

During the year the two Stakeholders Relationship Committee Meetings were held i.e., on 14th November, 2014 and 05th, February 2015.

iv) Name and Designation of Compliance Officer:

Ms. B.N. Suvarchala, Company Secretary and Compliance Officer.



Shareholder's Services Complaints received and redressed during the year 2014-2015

S.No.	Nature of Complaints	Number of Complaints Received	Number of Complaints Answered
1	Regarding annual report	03	03
2	Revalidation of dividend warrant	Nil	Nil
3	Issue of duplicate share certificate	Nil	Nil
4	Issue of duplicate dividend warrant	Nil	Nil
5	Procedure for transmission	02	02
6	General queries	Nil	Nil
7	Non receipt of dividend	Nil	Nil
8	Correction in share certificate	Nil	Nil
9	Change of address	Nil	Nil
10	Unclaimed dividend	01	01
11	Correction in dividend cheque	Nil	Nil
	TOTAL	06	06

7. General Body Meetings:

i) Location and time for the last three AGMs:

Year	Date	Venue	Time	Special Resolution
2011-2012	08.08.2012	Hotel Green Park, Ameerpet, Hyderabad	2.30 P.M	Appointment of Shri S. Chandra Sekhar Managing Director
2012-2013	08.08.2013	Hotel Green Park, Ameerpet, Hyderabad	10.30 A.M	Nil
2013-2014	11.08.2014	Hotel Mary Gold, Ameerpet, Hyderabad	11.00 A.M	Nil

ii) There were no Extraordinary General Meetings in the last three years

iii) Two postal ballots were held during the year:

Postal Ballot Notice dated 11.08.2014

The company successfully completed the process of obtaining approval of its members on the following resolutions through postal ballots during the financial year.

Item No 1:

Authorization to Board to borrow in excess of the paid-up share capital and free reserves up to ₹ 1,000,000,000/- (Rupees Hundred Crores only) pursuant to Section 180(1)(c) and 180(2) of the Companies Act, 2013.

Item No 2:

Authority to Board of Directors for creation of charges/mortgages in respect of borrowings pursuant to Section 180(1)(a) of the Companies Act, 2013.



Voting Pattern and Procedure for Postal Ballot:

- The Company, had appointed Mr. Naresh Tiwari as the Scrutinizer for conducting the postal ballot voting process.
- The Company had completed the dispatch of the Postal Ballot Notice dated 11th August, 2014 together with the Explanatory Statement on 28th August, 2014, along with forms and postage prepaid business reply envelopes to all the shareholders whose name(s) appeared on the Register of Members/list of beneficiaries as on 22nd August, 2014.
- The voting under e-voting was kept open from 9.00 a.m. on 3rd September 2014 and end at 6.00 p.m. on 4th October 2014.
- Particulars of postal ballot forms received from the Members using the electronic platform of CDSL were entered in a register separately maintained for the purpose.
- The postal ballot forms were kept under his safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- Envelopes containing postal ballot forms received after close of business hours on 6th October, 2014 had not been considered for his scrutiny.
- On 8th October, 2014 at the registered office of the company Chairman announced the following results of the postal ballot as per the Scrutinizer's Report.

Authorization to Board to borrowing limit up to ₹ 100 crores	Particulars	Total No. of Votes	Votes Assenting the Resolution	% of Votes Cast	Votes Dissenting the Resolution	% of Votes Cast	Votes invalid	% of Votes Cast
	Votes cast through physical postal ballots	1,112,500	1,109,526	99.73	950	0.09	2,024	0.18
	Votes cast through Electronic mode	1,334	1,334	100	0	0	0	0
	Total	1,113,834	1,110,860	99.87	950	0.09	2,024	0.18
Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings	Particulars	Total No. of Votes	Votes Assenting the Resolution	% of Votes Cast	Votes Dissenting the Resolution	% of Votes Cast	Votes invalid	% of Votes Cast
	Votes cast through physical postal ballots	1,111,900	1,108,926	99.68	950	0.09	2,024	0.18
	Votes cast through Electronic mode	1,334	1,334	100	0	0	0	0
	Total	1,113,234	1,110,260	99.84	950	0.09	2,024	0.18

Results:

ITEM NO 1:

As the number of votes casted in favor is 1,110,860 i.e., 99.87%, of the Resolutions is more than three times the number of votes cast against 950 i.e. 0.09%.



ITEM NO 2:

As the number of votes casted in favor is 1,110,260 i.e., 99.84%, of the Resolutions is more than three times the number of votes cast against 950 i.e. 0.09%.

Postal Ballot Notice dated 14.11.2014

The company successfully completed the process of obtaining approval of its members on the following resolution through postal ballot during the financial year.

ITEM NO 1: Transactions with M/s. Nagarjuna Agrichem Limited, a Related Party of the company under section 188 (1) (a) and (d) of the Companies Act, 2013

Voting Pattern and Procedure for Postal Ballot:

- i. The Company had appointed Mr. Naresh Tiwari as the Scrutinizer for conducting the postal ballot voting process.
- ii. The Company had completed the dispatch of the Postal Ballot Notice dated 14th November, 2014 together with the Explanatory Statement along with forms and postage prepaid business reply envelopes to all the shareholders whose name(s) appeared on the Register of Members/ list of beneficiaries as on 3rd December, 2014.
- iii. The voting under the e-voting was kept open from 9.00 a.m. on 6th December 2014 and ends at 6.00 p.m. on 6th January 2015.
- iv. Particulars of postal ballot forms received from the Members using the electronic platform of CDSL were entered in a register separately maintained for the purpose.
- v. The postal ballot forms were kept under his safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- vi. Envelopes containing postal ballot forms received after close of business hours on 8th January, 2015 had not been considered for his scrutiny.
- vii. On 12th January, 2015, at 6.00 P.M at the registered office of the company Chairman announced the following results of the postal ballot as per the Scrutinizer's Report.

To enter into Transactions with Related Parties under section	Particulars	Total No. of Votes	Votes Assenting the Resolution	% of Votes Cast	Votes Dissenting the Resolution	% of Votes Cast	Votes invalid	% of Votes Cast
188 (1) (a) and (d) of the Companies Act with M/s. Nagarjuna Agrichem Limited for an amount not exceeding ₹30,00,00,000/-	Votes cast through physical postal ballots	1,069,134	1,067,681	99.86	900	0.08	553	0.05
	Votes cast through Electronic mode	146,209	145,596	99.58	613	0.42	0	0
	Total	1,215,343	1,213,277	99.72	1,513	0.25	553	0.03

Results:

ITEM NO 1:

As the number of votes casted in favor is 1,213,277 i.e., 99.72%, of the Resolution is more than three times the number of votes cast against 1,513 i.e. 0.25%.



8. Disclosures

i) Related Party transaction during the year:

₹ In lakhs

S. No.	Particulars of the party	Relationship	Nature of Transactions	Amount	
				2014-15	2013-14
A	Nagarjuna Agrichem Limited	Three of the Directors are interested	Raw Material Purchase	163.34	Nil
			Sale of Finished goods	1124.53	976.76

There have been no materially significant related party transactions that may have potential conflict with the interest of the company.

ii) Cases of Non-Compliances:

There has been no instance of non-compliance or penalty, strictures imposed on the company by the stock exchange, SEBI or any other statutory authority on any matter relating to the capital markets.

9. Means of Communication

(i) Quarterly Results:

As per Clause 41 of the Listing Agreement of BSE Limited, quarterly financial results are published within the time frame prescribed in this regard. The names of the newspapers wherein results, notices and other communication are normally published are:

English - Business Standard/Financial Express/Financial Chronicle

Telugu - Andhra Bhoomi/Andhra Jyothi/Andhra Prabha/Praja Shakti/Surya

(ii) Any website where displayed: www.bhagirad.com

10. SEBI Complaints Redressal System (SCORES):

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

11. General Shareholder information

i) Twenty Second Annual General Meeting

Date : 8th August 2015
Day : SATURDAY
Time : 11.00 AM
Venue : Hotel Green Park, Ameerpet, Hyderabad

ii) Financial Year : April to March



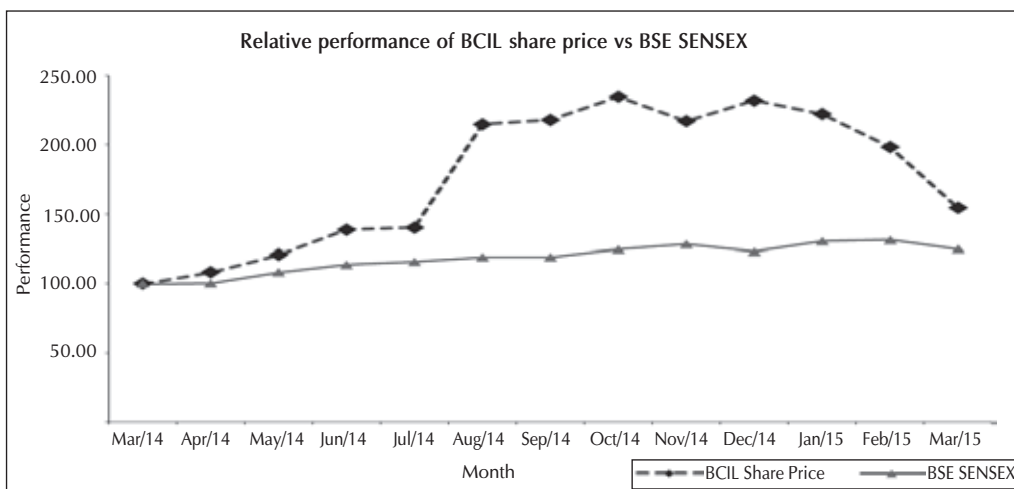
- iii) Date of book closure : **1st August, 2015 to 8th August, 2015** (both days inclusive).
- iv) Listing on Stock Exchange : **Bombay Stock Exchange**
- v) Stock Code : **BSE - 531719**
- vii) Demat ISIN Number : **INE 414D01019**
- The Company has paid the listing fees for the period from 1st April 2015 to 31st March 2016

12. Market price data

1. The monthly high and low price quotations of the company's shares at the Bombay Stock Exchange Limited is given below:

Month	High (₹)	Low (₹)
April 2014	35.95	30.30
May 2014	48.00	30.80
June 2014	42.50	37.00
July 2014	46.85	38.60
August 2014	72.40	42.25
September 2014	79.00	56.55
October 2014	71.90	55.00
November 2014	77.00	62.65
December 2014	74.15	53.60
January 2015	84.00	63.50
February 2015	72.00	59.00
March 2015	60.00	43.09

2. Performance of the share price of the company in comparison to BSE SENSEX for the period 1st April'2014 to 31st March' 2015 is given below:





Bhagiradha Chemicals & Industries Limited

Month	BCIL close Share Price at BSE	BSE close Sensex	Relative index for comparison purpose	
			BCIL Share Price at BSE	BSE Sensex
April 2014	32.50	22,417.80	108.15	100.14
May 2014	36.25	24,217.34	120.63	108.18
June 2014	41.60	25,413.78	138.44	113.52
July 2014	42.05	25,894.97	139.93	115.67
August 2014	64.55	26,638.11	214.81	118.99
September 2014	65.50	26,630.51	217.97	118.96
October 2014	70.55	27,865.83	234.78	124.48
November 2014	65.25	28,693.99	217.14	128.18
December 2014	69.70	27,499.42	231.95	122.84
January 2015	66.80	29,182.95	222.30	130.36
February 2015	66.80	29,361.50	198.34	131.16
March 2015	59.60	27,957.49	154.24	124.89

Source: www.bseindia.com

13) Unclaimed Dividend Amounts:

Pursuant to the provisions of Section 123 of the Companies Act, 2013, the dividend for the following years, which remain unclaimed for seven years, will be transferred to Investor Education and Protection Fund (IEPF) established by the Central Government pursuant to Section 125 of the Companies Act, 2013.

Members who have not so far encashed the dividend warrant(s) are requested to seek revalidation of dividend warrants in writing to the Company's Registrar and Transfer Agents, M/s. XL Softech Systems Limited, immediately. Members are requested to note that no claims shall lie against the Company in respect of any amounts which were unclaimed and unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claims.

Members are also advised to update their correspondence address in their demat accounts in case of their holdings are in electronic form or inform their latest correspondence address to the Registrars in case of holdings in physical form.

Information in respect of such unclaimed dividends due for transfer to the Investor Education and Protection Fund (IEPF) is as follows.

Financial Year	Date of Declaration for Dividend	Amount outstanding as on 31.03.2015 (₹)	Due for transfer to IEPF on
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	102,990.50	29-07-2016
2013-14	11-08-2014	91,886.00	09-08-2021

**14) Registrars & Transfer Agents: XL Softech Systems Limited**

8-2-269/S/3/A, Plot No. 3,
Sagar Society, Road No. 2,
Banjara Hills, Hyderabad - 500 034
Phone: 91-40-23545913/5 Fax : 91-40-23553214
E-mail : xlfield@gmail.com'

15) Share Transfer System

The Company's Shares are traded on BSE Limited compulsorily in the dematerialized form. 90.78% of the total equity shares of the company are in dematerialized form with NSDL and CDSL as on 31st March, 2015. Transfer of these shares is done through the depositories with no involvement of the company. However, all requests received for transfer of shares for off market transaction in physical form furnishing with a copy of PAN card of the transferee(s) in compliance with the SEBI circular in that behalf, are processed by the Registrar and Transfer Agents. The Share Transfers are registered and returned within period of 15 days from the date of lodgment, if documents are complete in all respect.

All matters pertaining to share transfer in physical form are handled by the Registrars and Share Transfer Agents M/s. XL Softech Systems Limited, Hyderabad, who is registrar to the company. The share transfer requests received are processed by them and a transfer register is sent to the company for approval once in a fortnight. There were no share transfers pending as on March 31st, 2015.

Distribution of shareholding as on March 31st, 2015

S.I. No.	Shareholding	Number of Shareholders	% of Shareholders	Number of Shares held	Percentage of Shares held
1	upto 500	1941	81.06	2706180	5.35
2.	501 - 1000	195	8.15	1569830	3.11
3.	1001 - 2000	105	4.39	1568890	3.10
4.	2001 - 3000	44	1.84	1155280	2.29
5.	3001 - 4000	23	0.96	810080	1.60
6.	4001 - 5000	26	1.09	1208660	2.39
7.	5001 - 10000	23	0.96	1818750	3.60
8.	Above 10000	37	1.55	39699330	78.56
	Total	2394	100.00	50537000	100.00
	Mode of Holding				
1.	Physical Mode	76	3.17	465831	9.22
2.	Demat Mode	2318	96.83	4587869	90.78
	Total	2394	100.00	5053700	100.00



Bhagiradha Chemicals & Industries Limited

16. Shareholding Pattern as on March 31st, 2015

Mode of Holding	As on 31st March, 2015			As on 31st March, 2014		
	No. of holders	No. of Shares	% to Equity	No. of holders	No. of Shares	% to Equity
Promoters & Person acting in concert	26	1178474	23.32	29	1182049	23.39
Foreign instructional investors	Nil	Nil	Nil	Nil	Nil	Nil
Body corporate	81	2438549	48.25	84	2412699	47.74
Indian public	2248	1406331	27.83	2340	1374539	27.20
Non-resident Indian	33	27393	0.54	39	83565	1.65
Clearing Members	6	2953	0.06	5	848	0.02

*49100 shares have been forfeited, hence not included in the total shareholding.

Outstanding GDRs/ADRs/warrants or any convertible instruments, conversion date and likely impact on equity

We have no GDRs/ADRs or any commercial instrument.

17. Dematerialization of shares and liquidity

The company's shares are compulsorily traded in dematerialised form and are available for trading on both the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Dematerialization of shares is done through XL Softech Systems Limited, Hyderabad and on an average the dematerialization process is completed within a period of 15 days from receipt of a valid demat request along with all documents.

18. CIN Number

The Corporate Identity Number (CIN) of the company, as allotted by Ministry of Corporate Affairs is L24219AP1993PLC015963.

19. Plant location : Cheruvukommupalem (Village)
Ongole (Mandal)
Prakasam (District)
Andhra Pradesh.

20. Address for correspondence : Bhagiradha Chemicals & Industries Limited
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

21. Investor Grievance E-mail: : cs@bhagirad.com



22. code of conduct:

Declaration

A code of conduct for the Directors and senior management personnel has already been approved by the board of Directors of the company. As stipulated under the provisions of sub-clause (ii) e of clause 49 of the listing agreement with stock exchange, all the Directors and the designated personnel in the senior management of the company have affirmed compliance with the said code for the financial year ended march 31, 2015.

Place : Hyderabad

Date : 15.05.2015

S. CHANDRA SEKHAR

Managing director

23. Risk management:

The company has been addressing various risks impacting the company and the policy of the company on risk management, is provided elsewhere in this annual report in management discussion and analysis.

24. Prevention of Insider Trading:

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992, the company has instituted a code of conduct for prohibition of insider trading in the company's shares.

25. CFO Certification:

As required by Clause 49 of the Listing Agreement, the CFO Certification is provided in the Annual Report.

26. Green Initiative in the Corporate Governance:

As part of the green initiative process, the company has taken an initiative of sending documents like notice calling Annual General meeting, Corporate Governance Report, Directors Report, audited Financial Statements, Auditors Report, Dividend intimations etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the company and for the bounced-mail cases. Shareholders are requested to register their email id with Registrar and Share Transfer Agent / concerned depository to enable the company to send the documents in electronic form or inform the company, in writing, in case they wish to receive the above documents in paper mode.

For and on behalf of the Board

Place: Hyderabad

Date: 15.05.2015

D. Ranga Raju

Chairman



THE MANAGING DIRECTOR AND CFO CERTIFICATION

We, Chandra Sekhar Singavarapu, Managing Director and Mr.B.Murali, Chief Financial Officer of Bhagiradha Chemicals & Industries Limited, to the best of our knowledge and belief, certify that:

- a) We have reviewed the financial statements and the cash flow statement for the year under review and certify that:
 - i) these statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading.
 - ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) No transactions entered into by the company during the year are fraudulent, illegal or violative of the company's code of conduct.
- c) We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness and disclosed to the auditors and audit committee, the deficiencies in the design and operation of such internal controls and the steps taken to rectify these deficiencies.
- d) We have indicated to the auditors and the audit committee that :
 - i. there are no significant changes in internal control over financial reporting during the year.
 - ii. there are no significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements.
 - iii. there are no frauds of which we are aware, that involves management or other employees who have a significant role in the company's internal controls system.

S. Chandra Sekhar
Managing Director

B. Murali
Chief Financial Officer

Place: Hyderabad
Date: 15.05.2015



AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of
BHAGIRADHA CHEMICALS & INDUSTRIES LTD.

We have examined the compliance of the conditions of Corporate Governance by Bhagiradha Chemicals & Industries Limited (the Company) for the year ended 31st March, 2015 as stipulated in Clause 49 of Listing Agreement of the said Company with Stock Exchange in India.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

for **R. Kankaria & Uttam Singhi**
Chartered Accountants
Firm Registration No. 000442S

Place : Hyderabad
Date : 15.05.2015

Uttam Kumar Singhi
Partner
M.No. 027481/ICAI



INDEPENDENT AUDITORS' REPORT

To the Members of

BHAGIRADHA CHEMICALS & INDUSTRIES LTD.

Report on the Financial Statement

We have audited the accompanying financial statements of **Bhagiradha Chemicals & Industries Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified Under Section 133 of Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has a place an adequate financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31-03-2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal & Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement, dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164 of the Companies Act, 2013; and
 - f) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rule, 2014, in our opinion and to the best of our information & according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

for **R. Kankaria & Uttam Singhi**
Chartered Accountants
Firm Registration No. 000442S

Uttam Kumar Singhi
Partner
Membership No. : 027481/ICAI

Place : Hyderabad
Date : 15-05-2015



ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 1 under the head "Report on other legal & regulatory requirements" of our report of even date.

- i) a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. All the Fixed assets have been physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- ii) a. The inventory has been physically verified during the year by the management in our opinion, the frequency of verification is reasonable.
- b. The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c. The company is maintaining proper records of its inventory. No material discrepancies have been noticed on physical verification of stocks as compared to book records.
- iii) The company has not granted any loans secured or unsecured, to companies, firms or other parties who are covered in the register maintained under section 189 of Companies Act, 2013, accordingly Clause (iii,a) and (iii,b) of Paragraph 3 of the Order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of Audit, no major weaknesses has been noticed in these internal controls.
- v) According to the information and explanations given to us, the Company has not accepted any deposits from the public.
- vi) We have broadly reviewed the accounts and records maintained by the Company pursuant to the section 148(1) of the Companies Act, 2013 and are of the opinion that the prima facie the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete, as the examination of the records are to be made by a Cost Auditor.
- vii) (a) According to the information & explanations given to us, none of the undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and any other Statutory Dues were outstanding as at last day of the financial year concerned for a period of more than six months.
- (b) According to the information & explanations given to us, there is no dues in respect of disputed amount to be deposited in respect of State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and any other Statutory Dues as on 31st March, 2015.



- (c) According to the information and explanations given to us the amounts which are required to be transferred to the investor education & protection fund in accordance with the provisions of Section 205C(2) of the Companies Act, 1956 (1 of 1956) and rules made there under has been transferred to such fund within time.
- viii) The Company has no accumulated losses at the end of the financial year and it has not incurred any cash losses in the current year or in the immediately preceding financial year.
- ix) According to the information and explanations given to us, the company has not defaulted in repayment of dues to the financial institutions, bank or debenture holders.
- x) In our opinion, and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks, financial institutions or debenture holders.
- xi) To the best of our knowledge and belief and according to the information and explanations given to us, in our opinion, the term loans obtained during the year were, prima facie, applied by the Company for the purpose for which they were obtained, other than temporary deployment pending application.
- xii) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

for **R. Kankaria & Uttam Singhi**
Chartered Accountants
Firm Registration No. 000442S

Place : Hyderabad
Date : 15-05-2015

Uttam Kumar Singhi
Partner
Membership No. : 027481/ICAI



Bhagiradha Chemicals & Industries Limited

BALANCE SHEET AS AT 31ST MARCH, 2015

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PARTICULARS	Note	AS AT 31.03.2015	AS AT 31.03.2014
EQUITY AND LIABILITIES			
1. Shareholders' funds			
(a) Share capital	1	50,782,500	50,782,500
(b) Reserves and surplus	2	442,832,676	428,026,061
		493,615,176	478,808,561
2. Non-current liabilities			
(a) Long-term borrowings	3	199,309,973	127,681,037
(b) Deferred tax liabilities (Net)	4	33,493,852	30,334,014
		232,803,825	158,015,051
3. Current liabilities			
(a) Short-term borrowings	5	496,709,820	384,442,014
(b) Trade payables	6	645,168,055	341,110,562
(c) Other current liabilities	7	79,365,115	48,913,157
(d) Short-term provisions	8	6,903,469	5,971,720
		1,228,146,459	780,437,453
Total		1,954,565,460	1,417,261,065
ASSETS			
1. Non-current assets			
(a) Fixed assets	9		
(i) Tangible assets		521,208,431	475,445,538
(ii) Intangible assets		-	205,008
(iii) Capital work-in-progress		161,392,853	92,825,315
		682,601,284	568,475,861
(b) Long-term loans and advances	10	37,282,631	35,922,716
		719,883,915	604,398,577
2. Current assets			
(a) Inventories	11	631,080,587	323,025,579
(b) Trade receivables	12	490,921,028	339,292,018
(c) Cash and cash equivalents	13	6,908,490	12,115,913
(d) Short-term loans and advances	14	104,976,086	137,337,329
(e) Other current assets	15	795,354	1,091,649
		1,234,681,545	812,862,488
Total		1,954,565,460	1,417,261,065
Significant Accounting Policies, Notes on Financial Statements	1-23		

As per our attached report of even date

For and on behalf of the Board

For **R. Kankaria & Uttam Singhi**

Chartered Accountants

Firm Regn No.000442S

Uttam Kumar Singhi

Partner

Membership No.027481

D. Ranga Raju

Chairman

DIN: 00066546

S. Chandra Sekhar

Managing Director

DIN: 00159543

Place : Hyderabad

Date : 15-05-2015

B. Murali

Chief Financial Officer

B.N. Suvarchala

Company Secretary

Statement of Profit and Loss for the Year Ended 31st March, 2015 ₹

PARTICULARS	Note	FOR THE YEAR ENDED	
		31.03.2015	31.03.2014
CONTINUING OPERATIONS			
Revenue from operations (gross)	16	2,415,854,180	1,875,647,658
Less: Taxes & Duties		219,543,901	132,100,355
Revenue from operations (net)		2,196,310,279	1,743,547,303
Other income	17	10,698,510	6,540,569
Total Revenue		2,207,008,789	1,750,087,872
EXPENSES			
Cost of Raw Materials Consumed	18	1,752,740,072	1,242,419,827
Changes in inventories of finished goods, Stock-in-progress and Stock-in-Trade	19	-100,282,829	-28,934,596
Employee benefits expense	20	98,247,796	85,464,845
Finance costs	21	57,091,983	43,149,531
Depreciation and amortization expense	9	29,111,719	48,103,229
Other expenses	22	339,653,477	338,234,821
Total expenses		2,176,562,218	1,728,437,657
Profit before extraordinary items and tax		30,446,571	21,650,215
Profit before tax		30,446,571	21,650,215
Tax expense:			
Current tax		2,909,729	1,149,795
Earlier Years		-	-2,745,919
MAT Credit Entitlement		-2,909,729	-1,149,795
Deferred Tax Liability (Net)		5,235,541	4,781,410
		5,235,541	2,035,491
Profit/(Loss) (after tax) for the year		25,211,030	19,614,724
Earnings per equity share			
Basic & Diluted		5	4
Significant Accounting Policies, Notes on Financial Statements	1-23		

As per our attached report of even date

For and on behalf of the Board

For **R. Kankaria & Uttam Singhi**

Chartered Accountants

Firm Regn No.0004425

Uttam Kumar Singhi

Partner

Membership No.027481

D. Ranga Raju

Chairman

DIN: 00066546

S. Chandra Sekhar

Managing Director

DIN: 00159543

Place : Hyderabad

Date : 15-05-2015

B. Murali

Chief Financial Officer

B.N. Suvarchala

Company Secretary



Cash Flow Statement for the Year Ended 31st March 2015

₹

PARTICULARS	FOR THE YEAR ENDED	
	31.03.2015	31.03.2014
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	30,446,571	21,650,215
Adjustments for:		
Depreciation	29,111,719	48,103,229
Interest Expenses	57,091,983	43,149,531
Interest Income	(1,888,387)	(2,213,188)
Profit/loss on Sale of Fixed Assets	(100,000)	266,660
Operating Profit Before Working Capital Changes	114,661,886	110,956,447
Adjustments for:		
Sundry Debtors	(151,629,010)	15,539,674
Inventories	(308,055,008)	(54,438,039)
Loans and Advances	33,811,871	(46,778,140)
Trade Payables & Provisions	328,067,034	9,650,899
	(97,805,113)	(76,025,606)
Cash Generated From Operations	16,856,773	34,930,841
Income Tax	(3,007,704)	(49,15,903)
Income Tax refund	99,186	2,745,919
Net Cash Flow From Operating Activities	13,948,255	32,760,857
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(81,067,208)	(176,700,285)
Capital Work in Progress	(68,567,538)	31,182,138
Interest Received	2,184,682	1,465,702
Sale of Fixed Assets	100,000	501,800
Net Cash Used in Investing Activities	(147,350,064)	(143,550,645)

(Contd...)



Cash Flow Statement (Contd.)

₹

PARTICULARS	FOR THE YEAR ENDED	
	31.03.2015	31.03.2014
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from bank borrowings for working capital/Bill discounting	112,267,806	40,393,984
Proceeds from sales tax loan	3,723,947	(1,542,086)
Term Loan	83,409,155	100,000,000
Interest paid	(56,125,541)	(43,149,531)
Term Loan repaid	(10,000,000)	-
Dividend paid (transferred to IEPF)	(5,080,981)	(81,625)
Net Cash Used in Financing Activities	128,194,386	95,620,742
Net increase in cash and cash equivalents	(5,207,423)	(15,169,046)
Cash and cash equivalents at the beginning of the period*	12,115,913	27,284,959
Cash and cash equivalents at the end of the period*	6,908,490	12,115,913

* Cash and cash equivalents includes margin money and unpaid dividend account balances

As per our attached report of even date

For **R. Kankaria & Uttam Singhi**

Chartered Accountants

Firm Regn No.000442S

Uttam Kumar Singhi

Partner

Membership No.027481

Place : Hyderabad

Date : 15-05-2015

For and on behalf of the Board

D. Ranga Raju

Chairman

DIN: 00066546

B. Murali

Chief Financial Officer

S. Chandra Sekhar

Managing Director

DIN: 00159543

B.N. Suvarchala

Company Secretary



Bhagiradha Chemicals & Industries Limited

Notes on Financial Statements for the Year ended 31st March, 2015

NOTES : 1 SHARE CAPITAL

SL. No.	PARTICULARS	For the year ended 31.03.2015	For the year ended 31.03.2014
a.	AUTHORIZED CAPITAL 60,00,000 Equity Shares of ₹ 10/- each with Voting Rights	<u>60,000,000</u>	<u>60,000,000</u>
b.	ISSUED, SUBSCRIBED 51,02,800 Equity Shares of ₹ 10/- each with Voting Rights	<u>51,028,000</u>	<u>51,028,000</u>
c.	PAID UP 50,53,700 Equity Shares of ₹ 10/- each with Voting Rights Add : Forfeited Shares (amount originally paid up)	<u>50,537,000</u> <u>245,500</u>	<u>50,537,000</u> <u>245,500</u>
	Total	<u>50,782,500</u>	<u>50,782,500</u>

1.1 Details of shares held by each shareholders holding more than 5% shares

Sl. No.	Class of Shares / Name of shareholders	AS AT 31.03.2015		AS AT 31.03.2014	
		Number of shares held	% of holding in that class of shares	number of shares held	% of holding in that class of shares
	Equity Shares with voting rights				
1	S Ratna Kumari	734,100	14.53	734,100	14.53
2	Royal Touch Multitrade Pvt Ltd	396,600	7.85	396,600	7.85
3	Nagarjuna Impex Limited	290,600	5.75	290,600	5.75

1.2 Details of Forfeited Shares

a. Class of Shares	AS AT 31.03.2015		AS AT 31.03.2014	
	Number of Shares	Amount originally paid up ₹	Number of Shares	Amount originally paid up ₹
Equity Shares with Voting Rights	49,100	245,500	49,100	245,500



NOTES : 2 RESERVES & SURPLUS

₹

SL. No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
2.1	General Reserve		
	Opening Balance	85,273,859	85,273,859
	Transfer from Profit & Loss A/c	5,000,000	-
	Closing Balance	90,273,859	85,273,859
2.2	Surplus-Profit & Loss Account		
	Opening Balance	342,752,202	334,050,054
	Add: Profit for the year	25,211,030	19,614,724
	Add : Deferred Tax Asset (on Depreciation)	2,075,703	-
		370,038,935	353,664,778
	Less: Appropriations		
	Proposed Equity Dividend (Amount per share ₹ 1/-)	5,053,700	5,053,700
	Depreciation	6,397,604	-
	Corporate Dividend Tax	1,028,814	858,876
	Transfer to General Reserve	5,000,000	5,000,000
	Closing Balance	352,558,817	342,752,202
	Total	442,832,676	428,026,061

NOTES : 3 LONG TERM BORROWINGS

₹

SL. No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
A.	Term Loan		
	Secured		
	Bank of India - Term Loan	158,409,155	90,000,000
B.	Deferred Payment Liabilities		
	Unsecured		
	Sales Tax Deferment	40,900,818	37,681,037
	Total	199,309,973	127,681,037

3.1 The Term Loan is secured by Exclusive charge on fixed assets created out of term loan and second charge on the fixed assets of the Company (both present and future) by way of hypothecation of movable fixed assets and equitable mortgage of immovable fixed assets of the company and personal guarantee of Mr.S.Chandra Sekhar, Managing Director of the company, Smt.S.Lalitha Sree, Director and Smt.S.Ratna Kumari)

3.2 Terms of repayment of Term Loans :

Bank	Rate of Interest %	Balance as on 31.03.2015	No.of Installments	Commencing from
Bank of India	Base Rate + 4.00%	90,000,000	20 Quarterly	June, 2014
Bank of India	Base Rate + 2.80%	83,409,155	20 Quarterly	December, 2015



3.3 Deferred payment Liabilities :

Government of Andhra Pradesh vide letter No.20/2/6/1369/ID dated 08-10-1996 and letter No.30/1/2002/0300/0300/FD dated 10-04-2002 had sanctioned sales tax deferment for an amount of ₹ 9,18,54,000/- and ₹ 5,14,50,510/- respectively for a period of 14 years to the company in respect of chlorpyrifos plant. The sanction of ₹ 9,18,54,000/- under letter No.20/2/6/1369/ID dated 08-10-1996 has expired its utilization on 28th February, 2010. The company has commenced the repayment and has paid ₹ 86,25,980/- utilised till 2000-01. Sales tax amounting to ₹ 68,24,451/- for the year ended 31-03-2015 (Previous Year ₹ 6,71,959/-) deferred during the year.

NOTES : 4 DEFERRED TAX LIABILITIES (NET)

₹

SL. No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
	Deferred Tax Liability (Net)	30,334,014	25,552,604
	Add: Current Year	3,159,838	4,781,410
		<u>33,493,852</u>	<u>30,334,014</u>
	Total	<u>33,493,852</u>	<u>30,334,014</u>

NOTES : 5 SHORT TERM BORROWINGS

₹

SL. No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
	Loan Repayable on Demand - Secured.		
	- From Bank		
	State Bank of India - Cash Credit A/c	160,903,050	160,010,528
	Axis Bank Limited - Cash Credit A/c	103,620,264	59,179,546
	State Bank of India - Buyers Credit	-	12,590,145
	Loan Repayable on Demand - Un Secured		
	State Bank of India - Bill Discounting	145,069,232	22,481,886
	Axis Bank Limited - Bill Discounting	-	130,179,909
	Deutsche Bank - Bill Discounting	<u>87,117,274</u>	<u>-</u>
	Total	<u>496,709,820</u>	<u>384,442,014</u>

5.1 The working capital facilities are secured by hypothecation of the current assets of the company and further secured by a first charge on the fixed assets of the company (excluding fixed assets created out of term loan sanctioned by Bank of India), second charge on fixed assets created out of term loan sanctioned by Bank of India and are personally guaranteed by Mr.S.Chandra Sekhar, Managing Director, Smt.S.Lalitha, Director and Smt.S.Ratna Kumari.

NOTES : 6 TRADE PAYABLES

₹

SL. No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
	Trade Payables - Raw Materials	591,361,717	307,383,394
	Trade Payables - Consumables, Stores & Spares	6,213,048	3,166,368
	Trade Payables - Others	<u>47,593,290</u>	<u>30,560,800</u>
	Total	<u>645,168,055</u>	<u>341,110,562</u>



- 6.1 Sundry creditors as at 31st March 2015 includes an amount of ₹ 47.83 lakhs (Previous year ₹ 14.46 lakhs) outstanding (but not over due) to micro and small enterprises. The above disclosure is based on the information available with the company regarding the status of suppliers as defined under the Micro, Small and Medium Enterprises Development Act 2006.
- 6.2 Balances in Sundry Creditors are subject to confirmation and reconciliation if any, however in the opinion of the management there would not be any material impact on the financial statements.

NOTES : 7 OTHER CURRENT LIABILITIES

₹

SL. No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
	Current Maturities of Long Term Debt		
	Bank of India - Term Loan	15,000,000	10,000,000
	Interest accrued & Due on Term Loan	966,442	-
	Deferred Sales Tax Liability	3,604,670	3,100,504
	Unpaid dividends	418,888	446,169
	Other Liabilities - Statutory Payments	2,383,190	1,740,060
	Other Liabilities - Capital Goods	32,491,925	33,626,424
	Advance against sale of Land	24,500,000	-
	Total	79,365,115	48,913,157

- 7.1 Balances are subject to confirmation and reconciliation if any, however in the opinion of the management there would not be any material impact on the financial statements.
- 7.2 Government of Andhra Pradesh vide letter No.20/2/6/1369/ID dated 08-10-1996 and letter No.30/1/2002/0300/0300/FD dated 10-04-2002 had sanctioned sales tax deferment for an amount of ₹ 9,18,54,000/- and ₹ 5,14,50,510/- respectively for a period of 14 years to the company in respect of chlorpyrifos plant. The sanction of ₹ 9,18,54,000/- under letter No.20/2/6/1369/ID dated 08-10-1996 has expired its utilization on 28th February, 2010. The company has commenced the repayment and has to pay ₹ 36,04,670/- (previous year ₹ 31,00,504/-) during the year 2015-16.
- 7.3 Balance in Unpaid Dividends is not due to be credited to investor education & protection fund.

NOTES : 8 SHORT TERM PROVISIONS

₹

SL. No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
	Provision - Others		
	Provision for Income tax	760,901	-
	Provision for proposed Dividend	5,053,700	5,053,700
	Provision for Corporate Dividend Tax	1,028,814	858,876
	Provision for expenses	60,054	59,144
	Total	6,903,469	5,971,720



NOTES 9 FIXED ASSETS											(in ₹)	
SL. NO.	DESCRIPTION	GROSS BLOCK			DEPRECIATION / AMORTISATION			NET BLOCK				
		AS AT 31.3.2014	ADDITIONS	DEDUCTIONS/ DELETIONS	As At 31.3.2014	DEDUCTIONS/ DELETIONS	PERIOD ENDED 31.3.2015	Up to 31.3.2015	AS AT 31.3.2015	AS AT 31.3.2014		
A.	TANGIBLE ASSETS											
1	Land & Site Development	21,373,211	-	-	-	-	-	-	21,373,211	21,373,211		
2	Factory Buildings	121,737,251	18,895,709	-	26,599,901	-	3,553,696	30,153,597	110,479,363	95,137,350		
3	Plant & Equipments	555,888,028	57,307,122	-	240,412,516	-	18,142,487	258,555,003	354,640,147	315,475,512		
4	Electrical Installations	65,764,829	4,173,373	-	28,146,304	-	10,869,549	39,015,853	30,922,349	37,618,525		
5	Furniture & Fixtures	2,352,273	60,580	-	1,630,631	-	573,105	2,203,736	209,117	721,642		
6	Office Equipment	3,115,235	25,700	-	2,152,218	-	405,773	2,557,991	582,944	963,017		
7	Computers	1,541,798	604,724	-	338,384	-	949,713	1,288,097	858,425	1,203,414		
8	Vehicles	7,537,462	-	778,910	4,584,595	778,910	809,991	4,615,676	2,142,876	2,952,867		
SUB TOTAL		779,310,087	81,067,208	778,910	303,864,549	778,910	35,304,315	338,389,954	521,208,431	475,445,538		
B.	INTANGIBLE ASSETS											
1	Software	36,265	-	-	15,221	-	21,044	36,265	-	21,044		
2	Technical Knowhow	4,070,000	-	-	3,886,036	-	183,964	4,070,000	-	183,964		
SUB TOTAL		4,106,265	-	-	3,901,257	-	205,008	4,106,265	-	205,008		
PREVIOUS YEAR		539,814,400	75,389,129	3,320,440	229,772,378	2,530,867	36,819,628	264,061,139	347,821,950	310,042,023		
C.	Capital Work in Progress											
-	Civil	21850414	10,016,411	18,895,709	-	-	-	-	12,971,116	21,850,414		
-	Plant & Equipments	70,974,901	135,476,019	61,480,495	-	-	-	-	144,970,425	70,974,901		
-	Pre Operative Exps	-	3,451,312	-	-	-	-	-	3,451,312	-		
SUB TOTAL		92,825,315	148,943,742	80,376,204	161,392,853	-	-	-	161,392,853	92,825,315		
GRAND TOTAL		876,241,667	230,010,950	81,155,114	307,765,806	778,910	35,509,323	342,496,219	682,601,284	568,475,861		

Note: Depreciation of ₹ 63,97,604/- & Deferred tax on depreciation of ₹ 20,75,703/- has been adjusted to the opening balance of the retained earnings as at 01st April 2014 towards carrying amount of assets, where the remaining useful life of assets are nil.



NOTES : 10 LONG TERM LOANS & ADVANCES

₹

SL. No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
	Unsecured, Considered Good		
	Capital Advances	278,869	2,408,383
	Advance for Land	3,341,250	3,341,250
	MAT Credit Entitlement	25,011,819	22,102,090
	Security Deposits	8,650,693	8,070,993
	Total	37,282,631	35,922,716

10.1 Balances are subject to confirmation and reconciliation if any, however in the opinion of the management there would not be any material impact on the financial statements

NOTES : 11 INVENTORIES

₹

SL. No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
	Raw Materials	274,857,606	107,145,743
	Raw Materials in ware house	39,672,269	2,353,051
	Stock-in-Process	88,711,691	87,059,025
	Finished Goods	215,117,913	116,487,750
	Packing Materials	826,454	1,412,981
	Coal & Fuel	5,516,492	3,836,081
	Stores & Spares	6,378,162	4,730,948
	Total	631,080,587	323,025,579

11.1 Mode of Valuation of Inventories - Cost or net realisable value whichever is lower

NOTES : 12 TRADE RECEIVABLES

₹

SL. No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
	Un Secured and Considered Good :		
	Due for a period more than six months	26,645,509	-
	Other Receivables	464,275,519	339,292,018
	Total	490,921,028	339,292,018

12.1 Balances in Receivables are subject to confirmation and reconciliation if any, however in the opinion of the management there would not be any material impact on the financial statements.



Bhagiradha Chemicals & Industries Limited

NOTES : 13 CASH & CASH EQUIVALENT

₹

SL. No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
	Cash-on-Hand (Cash is certified by the management)	241,142	80,313
	Balances with banks in current account	2,033,560	1,051,206
	in EEFC account	164,904	104,196
	Margin money - Bank deposits	4,050,000	10,434,033
	Earmarked accounts - unclaimed dividend	418,884	446,165
	Total	6,908,490	12,115,913

NOTES : 14 SHORT TERM LOANS & ADVANCES

₹

SL. No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
	Unsecured considered Good		
	Balances with Government Authorities		
	Cenvat Credit Receivable	30,720,757	33,455,147
	VAT Credit Receivable	3,806,246	33,042,401
	Export Incentive Receivable	11,266,269	4,907,095
	Excise Duty Rebate Receivable	38,833,469	49,930,525
	Advance to Suppliers	13,635,417	6,950,265
	Prepaid Expenses	726,603	3,051,358
	Income Tax paid	923,076	1,022,262
	Other Advances	5,064,249	4,978,276
	Total	104,976,086	137,337,329

14.1 Balances are subject to confirmation and reconciliation if any, however in the opinion of the management there would not be any material impact on the financial statements

NOTES : 15 OTHER CURRENT ASSETS

₹

SL. No.	PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
	Accrued Interest	795,354	1,091,649
	Total	795,354	1,091,649



NOTES : 16 SALES REVENUE

₹

Sl. No.	Particulars	For The Period Ended 31.03.2015	For The Period Ended 31.03.2014
	SALES REVENUE		
	Domestic Sales	1,025,421,926	309,444,032
	Export Sales	1,372,445,258	1,552,758,279
		<u>2,397,867,184</u>	<u>1,862,202,311</u>
	OTHER OPERATING REVENUES		
	- Export Incentives	17,986,996	13,445,347
		<u>2,415,854,180</u>	<u>1,875,647,658</u>
	Less: Excise Duty	202,910,016	120652414
	Sales Tax	16,633,885	11447941
		<u>219,543,901</u>	<u>132,100,355</u>
	Total	<u>2,196,310,279</u>	<u>1,743,547,303</u>

NOTES : 17 OTHER INCOME

₹

Sl. No.	Particulars	For The Period Ended 31.03.2015	For The Period Ended 31.03.2014
	Interest Income	1,888,387	2,213,188
	Foreign Exchange Gain	8,294,163	1,729,365
	Misc Income	415,960	521,041
	Profit on Sale of Fixed Assets	100,000	-
	Balances Written Off	-	2,076,975
	Total	<u>10,698,510</u>	<u>6,540,569</u>

NOTES : 18 COST OF MATERIAL CONSUMED

₹

Sl. No.	Particulars	For The Period Ended 31.03.2015	For The Period Ended 31.03.2014
	RAW MATERIALS CONSUMED		
	Opening Stock	107,145,744	77,956,699
	Add: Purchases	1,936,426,703	1,253,748,006
		<u>2,043,572,447</u>	<u>1,331,704,705</u>
	Less: Closing Stock	314,529,875	107,145,743
		<u>1,729,042,572</u>	<u>1,224,558,962</u>
	PACKING MATERIAL CONSUMED		
	Opening Stock	1,412,981	1,323,470
	Add: Purchases	23,110,973	17,950,376
		<u>24,523,954</u>	<u>19,273,846</u>
	Less: Closing Stock	826,454	1,412,981
		<u>23,697,500</u>	<u>17,860,865</u>
	Total	<u>1,752,740,072</u>	<u>1,242,419,827</u>



Bhagiradha Chemicals & Industries Limited

NOTES : 19 CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK IN PROCESS ₹

Sl. No.	Particulars	For The Period Ended 31.03.2015	For The Period Ended 31.03.2014
	Opening Stock		
	Stock-in- process	87,059,025	64,314,679
	Finished goods	116,487,750	110,297,500
		203,546,775	174,612,179
	Closing Stock		
	Stock-in- process	88,711,691	87,059,025
	Finished goods	215,117,913	116,487,750
		303,829,604	203,546,775
	Variance in Stocks	-100,282,829	-28,934,596

NOTES : 20 EMPLOYEES BENEFIT EXPENSES ₹

Sl. No.	Particulars	For The Period Ended 31.03.2015	For The Period Ended 31.03.2014
	Salaries,Wages & Bonus	78,245,369	65,924,435
	Directors Remuneration	3,600,000	3,600,000
	Contribution to PF,ESI & Gratuity	9,523,290	9,905,210
	Staff Welfare Expenses	6,879,137	6,035,200
	Total	98,247,796	85,464,845

NOTES : 21 FINANCE COSTS ₹

Sl. No.	Particulars	For The Period Ended 31.03.2015	For The Period Ended 31.03.2014
	Interest on Working Capital	38,742,196	31,644,099
	Interest on Term Loan	13,668,936	6,940,527
	Interest to Others	390,229	723,049
	Bank Charges	4,290,622	3,841,856
	Total	57,091,983	43,149,531



NOTES : 22 OTHER EXPENSES

₹

Sl. No.	Particulars	For The Period Ended 31.03.2015	For The Period Ended 31.03.2014
	MANUFACTURING EXPENSES		
	Power & Fuel	196,563,280	198,865,405
	Stores, Spares & Consumables	21,958,490	22,411,325
	Repairs & Maintenance		
	- Buildings	2,498,041	2,995,419
	- Plant and Machinery	7,146,358	6,825,870
	- Others	2,074,523	1,682,150
	Insurance	2,010,702	1,957,581
	Effluent Treatment Charges	36,064,337	42,987,034
	Other Manufacturing Expenses	7,958,360	10,748,889
	Total	276,274,091	288,473,673
	ADMINISTRATION, SELLING AND OTHER EXPENSES		
	R & D Expenses	15,720,149	9,700,804
	Rent	1,432,700	1,422,000
	Rates & Taxes	1,534,887	480,528
	Travelling & Conveyance	1,207,980	1,318,508
	Statutory Auditors Remuneration	885,000	718,500
	Cost Auditors Remuneration	75,000	76,500
	Vehicle Maintenance	3,814,553	3,260,697
	Postage & Telegrams	335,632	147,565
	Printing & Stationery	630,212	491,725
	Other Expenses	4,695,006	5,032,188
	Telephone Charges	809,642	687,682
	Legal & professional Charges	4,671,903	4,798,973
	Selling & Other Expenses	27,566,722	21,625,478
		63,379,386	49,761,148
	Total	339,653,477	338,234,821



NOTE: 23

DISCLOSURE OF ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FORMING PART OF FINANCIAL STATEMENTS

Notes annexed to and forming part of the Balance Sheet as at March 31, 2015 and the Statement of Profit & Loss for the year ended on that date:

I. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Accounting

The company follows the mercantile system of accounting and recognizes income and expenditure on accrual basis unless otherwise stated. The financial statements are prepared under the historical cost convention and comply with applicable Accounting Standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013.

b) Revenue Recognition

- i) Revenues from the sale of goods are recognized upon passage of title to the customers which generally coincides with their delivery.
- ii) Export incentives are recognized when the right to receive credit as per the terms of incentives is established in respect of the exports made.

c) Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

d) Fixed Assets

Fixed Assets are stated at cost of acquisition including any attributable cost for bringing the asset to its working condition for its intended use less MODVAT/CENVAT Credit availed and accumulated depreciation.

e) Impairment of Assets

Management periodically assesses using external and internal sources whether there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceeds the recoverable amount. The impairment loss which is the excess of carrying amount over the higher of the assets net selling price or present value of future cash flows expected to arise from the continuing use of the assets and its eventual disposal is charged to the Profit & Loss Account in the respective years.

f) Depreciation

Depreciation on fixed assets has been provided on straight line method on the basis of useful life's as prescribed in Schedule II to the Companies Act 2013 on pro rata basis.

In respect of Intangible assets depreciation is calculated for Technical knowhow @ 5.28% and Computer Software @ 33.33%.

g) Inventories

Inventories are valued at lower of cost and net realizable value. Cost is computed on weighted average method. Cost includes purchase cost net of CENVAT credit availed and attributable expenses.



Finished goods is valued at cost or net realizable value whichever is lower. Goods in transit are valued at cost which represents the cost incurred upto the stage at which the goods are in transit.

h) Foreign Currency Transactions

Foreign currency transactions are accounted at the exchange rates prevailing on the date of the transaction.

Gains and losses resulting from realizations on account of exports and imports in foreign currency remaining unrealized/unpaid/unsettled at the year-end are recognized in the Profit & Loss Account.

Difference between the forward exchange contract rate and the exchange rate as at the reporting date, date of settlement/cancellation and renewal are recognized as income/expense and are accounted for in the Profit & Loss Account.

i) Employee Benefits

i) Short term employee benefits

Employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and are recognized in the period in which the employee renders the related service.

ii) Post employment benefits (defined benefit plans)

The employee gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined at each Balance Sheet date based on an actuarial valuation carried out by an independent actuary using the projected unit credit method. Actuarial gains and losses and past service costs are recognized immediately in the Profit and Loss Account.

iii) Post employment benefits (defined contribution plans)

Contributions to the provident fund which is a defined contribution scheme, are recognized as an expense in the profit and loss account in the period in which the contribution is due.

The estimates of future salary increases, considered in actuarial valuations take account of inflation, seniority, promotion and other relevant factors such as supply and demand factor in the employment market.

Investment details of the plan assets

In the absence of detailed information regarding plan assets which are funded with life Insurance corporation of India, the composition of each major category of plan assets, the percentage or amount of each category to the fair value of plan assets is not disclosed.

iv) Long term employee benefits

Long term employee benefits comprise of compensated absences. These are measured based on an actuarial valuation carried out by an independent actuary using the projected unit method at each Balance Sheet date unless they are insignificant. Actuarial gains and losses and past service costs are recognized immediately in the Profit and Loss account.



Bhagiradha Chemicals & Industries Limited

As per Standing orders approved by Joint Commissioner of Labour, Guntur employee is entitled Paid leaves for 15 days for a year and unutilized balance is restricted to 120 days. The value of such leave balance eligible for carry forward, is determined by actuarial valuation and charged to revenue in the period determined. The scheme is fully funded by way of subscription to the "Leave Encashment Scheme" of Life Insurance Corporation of India.

j) Research and Development

Research and Development costs (other than cost of fixed assets acquired) are charged as an expense in the year in which they are incurred and are reflected under the appropriate head of account.

k) Borrowing Costs

Borrowing costs attributable to acquisition and construction of qualifying assets are capitalized as a part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Interest on funds utilized is recognized as revenue expense in the year in which they are incurred. All other borrowing costs are charged to the revenue account based on their use.

l) Taxation

Income tax expense comprises of current tax and deferred tax. Deferred tax is accounted for the timing differences between the book and tax profits for the year using the current tax rates.

A provision is made for the current tax based on tax liability computed in accordance with relevant tax rates and tax laws.

m) Provisions

Provisions are recognized when there is a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation in respect of which the reliable estimate can be made. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

n) Earnings per Share (EPS)

The earnings considered in ascertaining the EPS comprises of the net profit after tax. The number of shares used in computing EPS is total number of fully paid shares comprised in the paid up share capital of the company.

II. NOTES ON ACCOUNTS

1. Contingent Liabilities

		₹ in lakhs	
Particulars	As at 31.03.2015	As at 31.03.2014	
a. Estimated amount of Contracts remaining to be executed on Capital account and not provided for, net of advances	2.44	50.08	
b. Contingent Liabilities not provided for:			
- Letters of Credit	337.91	1,669.07	
- Bank Guarantees	12.00	23.00	



2. In the opinion of the Management and to the best of their knowledge and belief the value of the realization of Current Assets, loans and advances in the ordinary course of business would not be less than the amount of which they are stated in the Balance Sheet. The provision for depreciation and for all the known liabilities is adequate and not in excess of what is required.
3. Depreciation has been provided as per Schedule II of the Companies Act, 2013 which has been made effective from 01.04.2014. Accordingly, carrying amount of assets as on 31.03.2014 have been depreciated over the remaining useful life of the assets as prescribed in Schedule II. Consequently depreciation for the year ended 31.03.2015 is lower by ₹ 2,74,27,115/-. Wherever the useful life of Fixed Assets is Nil, the balance amount of the assets after retaining the residual value, as at April 1, 2014 has been adjusted to the opening balance of Profit & Loss Account amounting to ₹ 63,37,604/-

3. Segment Reporting

There are no separate reportable segments as per Accounting Standard 17, as the entire operations of the company relate to one segment, viz. Agro Chemicals.

4. Related Party Transactions

Disclosure in respect of related parties as defined in Accounting Standard 18 with whom transactions have taken place during the year are given below:

a) List of Related Parties:

- (i) Key Management Personnel
Sri S. Chandra Sekhar, Managing Director
- (ii) Related Party:
Nagarjuna Agrichem Limited

b) Transactions with related parties:

	₹	
Particulars	2014-15	2013-14
i) Sale of Finished goods : Nagarjuna Agrichem Limited	112,453,735	97,676,936
ii) Purchase of Raw Materials : Nagarjuna Agrichem Limited	16,334,408	-
iii) Managerial remuneration Managing Director	3,859,200	38,59,200



5. Employee Benifits

a. Defined Benifit Plans

The Following table sets forth the status of the Gratuity plan and Leave Encashment of the company and the amounts recognised in the balance sheet and statement of profit & loss.

Actuarial valuation of Gratuity & Leave Encashment

₹

Particulars	Gratuity		Leave Encashment	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Projected Benefit Obligation at the beginning of the year	14,053,733	10,091,057	4,627,739	3,979,327
Current Service Cost	1,683,564	1,293,885	773,414	-
Interest cost	1,124,299	807,285	370,219	318,346
Actuarial Gain/Loss	-181,372	1,918,621	150,354	474,657
Less.Benefits Paid	267,692	57,115	292,659	144,591
Past Service Cost	-	-	-	-
Projected Benefit Obligation at the end of the year	16,412,532	14,053,733	5,629,067	4,627,739
Fair Value of Plan Assets at the beginning of the year	12,476,398	8,833,712	9,791,185	9,142,773
Expected return on plan assets	1,369,784	991,780	870,183	793,003
Actuarial Gain/loss	-	-	-	-
Employer Contributions	3,028,011	2,708,021	-	-
Less. Benefits Paid	267,692	57,115	292,659	144,591
Fair Value of Plan Assets at the end of the year	16,606,501	12,476,398	10,368,709	9,791,185
Amounts Recognised in the Balance Sheet				
Projected benefit obligation at the end of the year	16,412,532	14,053,733	5,629,067	4,627,739
Fair value of plan assets at end of the year	16,606,501	12,476,398	10,368,709	9,791,185
Asset/Liability recognised in the Balance Sheet	193,969	-1,577,335	4,739,642	5,163,446
Cost of retirement and other benefits for the year				
Current Service Cost	1,683,564	1,293,885	773,414	-
Interest cost	1,124,299	807,285	370,219	318,346
Expected return on plan assets	1,369,784	991,780	870,183	793,003
Net actuarial (Gain/loss recognised in the year)	-181,372	-1,918,621	150,354	-474,657
past service cost	-	-	-	-
Net Cost recognised in the Statement of Profit and loss	1,256,707	3,028,011	423,804	-
Actrual Assumptions				
Discount Rate (%)	8%	8%	8%	8%

The estimatets of future salary increases, considered in acturial valuations take account of inflation, seniority,promotion and other relevant factors such as supply and demand factor in the employment market.

Investment details of the plan assets

In the absence of detailed information regarding plan assets which are funded with life Insurance corporation of India, the composition of each major category of plan assets, the percentage or amount of each category to the fair value of plan assets is not disclosed.



6. Earnings Per Share

Earning per share is calculated by dividing the profit attributable to the equity share holders by the weighted average number of equity shares outstanding during the year. The basic and diluted EPS per equity share is given hereunder: ₹

Particulars	2014-15	2013-14
Profit/Loss After Tax	25,211,030	19,614,724
Weighted average no. of shares	5,053,700	5,053,700
Basic and diluted earning per share of ₹ 10/- each	4.99	3.88

7. The company has provided deferred tax liability/(income) of ₹ (5,235,541/-) for the current year (Previous year net deferred tax liability ₹ (4,781,410/-) as per the Accounting Standard 22 Break up of deferred tax liabilities and reconciliation of current year deferred tax charge / income are given below: ₹

Particulars	As at 31.03.2014	Current Year 2014-2015	Adjusted to Opening P&L balance	As at 31.03.2015
Deferred tax assets / (liabilities) arising on account of timing difference				
Depreciation (36,119,601)		(10,103,240)	2,075,703	(44,147,138)
R & D Equipment (2,734,807)		(276,747)	-	(3,011,554)
Unabsorbed Depreciation 8,520,394		5,144,446	-	13,664,840
Total	(30,334,014)	(5,235,541)	2,075,703	(33,493,852)

8. A) Particulars of remuneration to Statutory Auditors

₹

Particulars	2014-2015	2013-2014
Audit Fees	600,000	550,000
Tax Audit	50,000	50,000
Fees for certification & other matters	60,000	93,500
Out of pocket expenses	25,000	25,000
Total	735,000	718,500

8. B) Particulars of remuneration to Cost Auditors

₹

Particulars		
Audit Fees	75,000	75,000
Out of pocket expenses	1,500	1,500
Total	76,500	76,500



9. Particulars of Expenditure on Research & Development

₹

Particulars	2014-2015	2013-2014
Capital	829,614	968,000
Recurring	15,720,149	9,700,804
Total	16,549,763	10,668,804
R & D Expenditure as % of Turnover	0.76	0.62

10. a) The Company uses Forward Exchange Contracts to hedge its risks associated with foreign currency fluctuations relating to certain firm commitments and forecasted transactions. The Company does not enter into any such instruments for trading or speculative purpose.

₹

Particulars	31.03.2015	31.03.2014
Forward Exchange Contracts :		
No.of Contracts	8	Nil
Type	Sell	-
US \$ Equivalent	1,149,386	-
INR Equivalent	73,381,287	-

(b) The year end foreign currency exposures that have not been hedged are given below:

	Year ended 31.03.2015			Year Ended 31.03.2014		
	Currency	FC Amount	Rupee Equivalent	Currency	FC Amount	Rupee Equivalent
Purchase of Goods	USD	5,957,896	372,368,475	USD	2,902,742	174,335,772
Sale of Goods	USD	3,879,898	240,948,963	USD	5,239,865	314,701,064

11. Value of Raw Materials Consumed

Particulars	2014-2015		2013-2014	
	Value ₹	% to total consumption	Value ₹	% to total consumption
Imported	984,506,930	56.94	573,578,713	39.45
Indigenous	744,535,642	43.06	650,980,248	60.55
Total	1,729,042,572	100.00	1,224,558,962	100.00

12. Value of imports on CIF Basis

Particulars	2014-2015	2013-2014
Raw Materials	1,005,165,347	629,011,433
Plant & Machinery	2,760,240	-
Total	1,007,925,587	629,011,433



13. Expenditure in Foreign Currency

Particulars	2014-2015	2013-2014
Sales Commission	-	222,696
Interest	173,392	121,237
Professional Charges	-	116,064
Travelling Expenses	49,433	41,345
R&D Imports	1,268,893	331,795

14. Earnings in Foreign Currency

Particulars	2014-2015	2013-2014
FOB value of exports	1,273,948,100	1,463,777,318
Total	1,273,948,100	1,463,777,318

15. Figures of the previous year have been regrouped/rearranged wherever considered necessary to confirm to the current year presentation or classification.

As per our attached report of even date

For **R. Kankaria & Uttam Singhi**

Chartered Accountants

Firm Regn No.000442S

Uttam Kumar Singhi

Partner

Membership No.027481

Place : Hyderabad

Date : 15-05-2015

For and on behalf of the Board

D. Ranga Raju

Chairman

DIN: 00066546

B. Murali

Chief Financial Officer

S. Chandra Sekhar

Managing Director

DIN: 00159543

B.N. Suvarchala

Company Secretary

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**BHAGIRADHA CHEMICALS & INDUSTRIES LIMITED**

(CIN: L24219AP1993PLC015963)

Registered Office: "8-2-269/S/3/A, Plot no:3, Sagar Society,

Road No:2, Bnajara Hills, Hyderabad - 500034

Email:info@bhagirad.com, website:www.bhagirad.com

Form No. MGT-11**PROXY FORM**[Pursuant to section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Regd. Folio No. :	*DP ID :
No. of Shares held :	*Client ID :

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. _____ of _____ E-mail ID: _____

2. _____ of _____ E-mail ID: _____

and whose signatures are appended below as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the Twenty second Annual General Meeting of the Company, to be held on Saturday, the 8th day of August, 2015 at 11.00 a.m. at Hotel Green park, Green lands, Ameerpet, Hyderabad - 500 016 and at any adjournment thereof:

Sl.No.	Resolution(s)	Vote	
		For	Against
	Ordinary Business		
1	Adoption of Audited financial statements for the year ended 31.03.2015		
2	To declare dividend on equity shares		
3.	Re-appointment of Mr. D. Sadasivudu as a Director		
4.	Ratification of Re-Appointment of M/s. R Kankaria & Uttam Singhi, as Statutory Auditors of the Company.		
	Special Business		
	Ordinary Resolutions :		
5.	Regularization of Mrs.Lalitha Sree Singavarapu as a Director		
6.	Ratification of Remuneration to M/s. Sagar & Associates as Cost Auditors		
	Special Resolutions:		
7	Re-appointment of Mr. Chandra Sekhar Singavarapu as Managing Director for a period of five years		
8	To alter Articles of Association of the Company in conformity with the Companies Act, 2013		

Signed this 15th day of May, 2015

Signature of shareholder _____

Signature of Proxy holder(s) _____

Affix
₹1/-
Revenue
Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

* Applicable for investors holding shares in Electronic form.

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BHAGIRADHA CHEMICALS & INDUSTRIES LIMITED

(CIN: L24219AP1993PLC015963)

Registered Office: "8-2-269/S/3/A, Plot no:3, Sagar Society,

Road No:2, Bnajara Hills, Hyderabad - 500034

Email:info@bhagirad.com, website:www.bhagirad.com

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Full name of the member attending _____

Member's Folio No/ Client ID : _____ No. Of shares held: _____

Name of Proxy _____

(To be filled in, if the Proxy attends instead of the member)

I hereby record my presence at the 22nd Annual General Meeting of the Bhagiradha Chemicals & Industries Limited, at Hotel Green Park, Green Lands, Ameerpet, Hyderabad - 500 016 on Saturday, the 8th day of August, 2015 at 11.00 a.m.

.....
Member's / Proxy's Signature

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

This form of proxy confers authority to demand or join in demanding a poll.

- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

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BHAGIRADHA CHEMICALS & INDUSTRIES LIMITED

(CIN: L24219AP1993PLC015963)

Registered Office: 8-2-269/S/3/A, Plot No. 3, Sagar Society,
Road No. 2, Banjara Hills, Hyderabad - 500034
Email: info@bhagirad.com, website: www.bhagirad.com

22ND ANNUAL GENERAL MEETING Voting Through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised clause 35B of the Listing Agreement, the Company is providing e-voting facility to the Members of the Company, the facility to vote at the 22nd Annual General Meeting to be held on Saturday, the 8th August 2015. Members of the Company can transact all the items of the business through electronic voting system, provided by Central Depository Services Limited, as contained in the Notice of the Meeting.

The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

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).

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 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)	Now 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
	For Members holding shares in Physical Form:-
	a) Folio Number registered with the Company
iv)	Next 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	<ul style="list-style-type: none"> 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	<ul style="list-style-type: none"> 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).



Bhagiradha Chemicals & Industries Limited

- vii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- viii) 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.
- ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- x) 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.
- xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xiii) 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.
- xiv) 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.
- xx) 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**

Yours Sincerely,
For Bhagiradha Chemicals & Industries Ltd

Place : Hyderabad
Date : 15.05.2015

B.N.Suvarchala
Company Secretary



E-Voting Page

Resolution No. as per Notice	Particulars	No. of Shares Held	Assent	Dissent
	Ordinary Business			
1.	Adoption of Audited financial statements for the year ended 31.03.2015.			
2.	To declare dividend on equity shares.			
3.	Re-appointment of Shri D. Sadasivudu as a Director.			
4.	Ratification of Re-Appointment of M/s. R Kankaria & Uttam Singhi, as Statutory Auditors of the Company.			
	Special Business			
	Ordinary Resolutions:			
5.	Regularization of Mrs. Lalitha Sree Singavarapu as a Director.			
6.	Ratification of Remuneration to M/s. Sagar & Associates as Cost Auditors.			
	Special Resolutions :			
7.	Re-appointment of Mr. Chandra Sekhar Singavarapu as a Managing Director for a period of five years.			
8.	To alter Articles of Association of the Company in conformity with the Companies Act, 2013.			

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