



# 34<sup>th</sup> Annual Report 2016-2017



*with real vegetables\**

**CARROT • SPINACH • TOMATO**



***Tasty Macaroni  
with Asli Vegetables***



**BAMBINO AGRO INDUSTRIES LIMITED**



[www.bambinoagro.com](http://www.bambinoagro.com)



*Better Health...  
Better Life...*



*Just*  
**30**  
*Mins!*

*Easy to Prepare*



## **BOARD OF DIRECTORS**

Mr. M. Kishan Rao	: Chairman and Managing Director (w.e.f. 06.07.2017)
Late Shri M Raghuveer	: Chairman and Managing Director(ceased w.e.f 25.06.2017)
Mr. M. Subramanyam	: Wholetime Director(upto 31.10.2016)
Mr. P. Easwara Das	: Non-Executive Director(upto 15.09.2016)
Mr. Madam Kartekeya	: Additional Director (upto 09.09.2017)
Ms. Myadam Shirisha	: Director (w.e.f 12th August 2017)
Mr. Sanjay Baral	: Director-Sales & Marketing(w.e.f 11.11.2016)
Mr. S. Nageswara Rao	: Independent Director
Dr. S. Venkataraman	: Independent Director
Dr. Lalitha Ramakrishna Gowda	: Independent Director

### **Chief Financial Officer**

Mr. V. Nagarajan

### **Company Secretary & Legal**

Ms. Ritu Tiwary

### **REGISTERED OFFICE**

4E, Surya Towers, S. P. Road,  
Secunderabad-500003  
CIN No: L15440TG1983PLC004363  
Ph: 040 44363322; Fax No: 040 27816615  
Email: cs@bambinoagro.com  
Website: www.bambinoagro.com

### **ADMINISTRATIVE OFFICE**

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

### **MANUFACTURING FACILITIES AT :**

- 1) Begumpur Khatola Village,  
Gurgaon, Haryana.

### **DEPOSITORY REGISTRARS**

M/s. Karvy Computershare Private Limited  
Karvy Selenium Tower B, Plot 31-32,  
Gachibowli, Financial District,  
Nanakramguda,  
Hyderabad - 500 032

### **AUDITORS**

M/s. PRV Associates  
Chartered Accountants  
Hyderabad

### **BANKERS**

Hero FinCorp Ltd, New Delhi

## **THIRTY FOURTH ANNUAL GENERAL MEETING**

Day	: Friday
Date	: 29th December, 2017
Time	: 09.30 A.M.
Venue	: K.L.N. Prasad Auditorium at The Federation of Telangana & Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Federation House, 11-6-841, Red Hills, FAPCCI Marg, Hyderabad-500 004.

## **CONTENTS**

## **Page No.**

Notice of Annual General Meeting .....	2
Directors' Report.....	9
Annexures.....	16
Management Discussion & Analysis.....	32
Report on Corporate Governance.....	34
Auditors' Certificate on Corporate Governance.....	46
Independent Auditors' Report.....	47
Balance Sheet.....	53
Statement of Profit & Loss.....	54
Cash Flow Statement.....	55
Notes to the Accounts.....	56



### NOTICE

Notice is hereby given that the Thirty fourth Annual General Meeting of Bambino Agro Industries Limited will be held on Friday, the 29th December 2017 at 9.30 A.M. at K.L.N. Prasad Auditorium at **The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI)**, Federation House, 11-6-841, Red Hills, FAPCCI Marg, Hyderabad 500004, Telengana to transact the following business:

#### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2017 and reports of Directors and Auditors thereon.
2. To declare dividend on the equity shares for the financial year 2016-17.
3. To appoint a Director in place of Mr. Sanjay Baral (DIN No.07643433) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Kumar & Giri, Chartered Accountants (Firm Registration No. 001584S) as the Statutory Auditors of the Company for a period of five years from the conclusion of this 34<sup>th</sup> AGM to the conclusion of 39<sup>th</sup> AGM subject to ratification by members at every AGM and on such remuneration as may be decided by the Board of Directors.

#### Special Business:-

##### 5. Appointment of Mr. M Kishan Rao (DIN No.02425967) as a Director of the Company

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

**"RESOLVED THAT** pursuant to sections 152, 161 and other applicable provisions, if any of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory amendment(s), modification(s), or re-enactment (s) thereof for the time being in force), Articles of Association of the Company, Mr M Kishan Rao (Din No:02425967), who was appointed as Additional Director of the Company by the Board in its meeting held on 27 February 2017 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Director of the Company, whose period of office shall not be liable to determine by retirement of directors by rotation.

##### 6. Appointment of Mr. M Kishan Rao (DIN No.02425967) as Chairman and Managing Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 196(3)(a), 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s), modification(s), or re-enactment (s) thereof for the time being in force), Articles of Association of the Company, consent of the members be and is hereby accorded to appoint Shri M Kishan Rao (DIN No: 02425967) as Chairman and Managing Director of the Company w.e.f. 6th July 2017 for a period of 5 years without any remuneration whose office shall not be liable to retire by rotation.

##### 7. Appointment of Mr. Sanjay Baral (DIN No.07643433) as Director- Sales & Marketing of the Company on a remuneration of Rs500,000 per month

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:-

**"RESOLVED THAT** pursuant to provisions of Section 152, and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modifications or re-enactment, clarifications thereof, for the time being in force) read with Companies (Appointment & Qualification of Directors) Rules, 2014, Articles of Association of the Company and SEBI (LODR) Regulations, 2015., Mr. Sanjay Baral (DIN No.07643433) who

was appointed as an Additional Director of the Company by the Board of Directors on 11th November 2016 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 160 in writing from a member along with a deposit of requisite amount proposing candidature of office of Director be and is hereby appointed as Director- Sales & Marketing of the Company w.e.f 11 November 2016 whose office shall be liable to retire by rotation.

**"FURTHER RESOLVED THAT** pursuant to Sections 196,197, and other applicable provisions, if any, of the Companies Act 2013(including any statutory modifications or re-enactment, clarifications thereof, for the time being in force) read with Schedule V and Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and subject to such approvals as may be necessary, Mr Sanjay Baral be paid a remuneration of Rs.500,000pm as Director- Sales & Marketing w.e.f 11th November 2016 for 3 years in absence of adequate profits or no profits in any year, the same shall be paid as minimum remuneration".

**8. Appointment of Ms. Myadam Shirisha (Din No. 07906214) as a Non Executive Director**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:-

**"Resolved that** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors)Rules 2014 (including any statutory modifications or re-enactment thereof, for time being in force), read with Articles of Association as amended from time to time, Ms Myadam Shirisha, appointed as Additional Director of the Company , be and is hereby appointed as a Director of the Company w.e.f 12<sup>th</sup> August 2017 without any remuneration, liable to retire by rotation.

**Registered Office:**

4E, Surya Towers, S. P. Road,  
Secunderabad-500003  
CIN No: L15440TG1983PLC004363  
Ph: 040 44363322; Fax No: 040 27816615  
Email: cs@bambinoagro.com  
Date : 28th November 2017

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

**Ritu Tiwary  
Company Secretary & Legal  
M. No ACS19056**

## NOTES:

1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING 50 AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER A MEMBER HOLDING 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AND PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE LODGED AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, in respect of Special Business to be transacted at the Meeting is annexed hereto.
3. The Register of Members and share transfer books will remain closed from 23rd December 2017 to 29th December 2017 (both days inclusive).
4. Dividend if declared will be paid to those members whose names appear on the Register of Members as on 22<sup>nd</sup> December 2017.
5. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts, so as to enable the Company to dispatch dividend warrants to their correct address. Members holding shares in physical form are requested to notify/send any change in their address and bank account details to the Company / Registrar & Share Transfer Agents, M/s. Karvy Computershare Private Limited (Karvy).
6. Members are requested to intimate the Company or Registrar, the details or clarifications, if any, required in relation to this Annual Report, atleast 7(Seven) days before the Meeting to enable the Management to keep the information ready at the Meeting.
7. As a measure of economy, Members/proxies are requested to bring their copies of Annual Reports to the Meeting and the attendance slip duly filled in for attending the Meeting. Copies of Annual Reports will not be provided at the Meeting.
8. The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued Circulars stating that service of notice/all documents including Annual Reports can be sent by e-mail to their Members. To support the 'Green Initiative' in the Corporate Governance and to contribute towards greener environment, we are sending all official documents to the email address provided by you with your depositories. We request you to register / update your e-mail addresses with Karvy, if shares are in physical mode or with your DP, if the holding is in electronic mode.
9. As per Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sanjay Baral, Director retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment. Mr.Sanjay Baral aged 44 years, is a qualified PGDBM from Delhi, having more than 2 decades of experience in the field of Sales and Marketing. He has been associated in past with some of the world class companies viz, Nestle India, Lotte India, Bunge India, Emami etc. His potential can be tapped to improve the performance of the Company.
10. Unclaimed equity shares held in suspense account are maintained with Karvy Stock Broking Limited, Banjara Hills, Hyderabad - 500 034 vide client ID: 19317618; DPID: IN300394.

Particulars	Number of Shareholders	Number of Equity shares
Aggregate number of shareholders and outstanding shares In the suspense account as on 1st April 2016	6	576
Shareholders who approached the company for transfer of Shares from suspense account during the year	-	
Shareholders to whom shares were transferred from suspense account during the year	-	
Aggregate number of shareholders and outstanding shares In the suspense account lying as on 31st March 2017	6	576

## 11. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing facility to the members to exercise their right to vote at the 34 Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by M/s. Karvy Computer Share Private Limited. The facility for voting through ballot paper will also be made available at the AGM and Members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at AGM through ballot papers. Members who have already cast their vote by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their votes again.

### The instructions for remote e-voting are as under:

- A. In case a Member receiving an email of the AGM Notice from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]:
  - i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii) Enter the login credentials (i.e., User ID and password which will be send seperately) Event No. followed by Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - iii) After entering these details appropriately, Click on "LOGIN".
  - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v) You need to login again with the new credentials.
  - vi) On successful login, the system will prompt you to select the "EVENT" i.e., Bambino Agro Industries Limited.
  - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned therein. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
  - ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - x) You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any numbers of times till they have voted on the Resolution(s).
  - xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: [chandrankanth@cgorak.com](mailto:chandrankanth@cgorak.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_ EVENT NO."



## Annual Report 2016-17

- xiii) In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 22nd December 2017, may write to the Karvy on the email Id: [evoting@karvy.com](mailto:evoting@karvy.com) or to Mrs. C. Shobha Anand, Contact No. 040-67162222, at [Unit: Bambino Agro Industries Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (A) above, to cast the vote.
- B. In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
- User ID and initial password - these will be sent separately.
  - Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
- C. The remote e-voting period commences on Tuesday, the 26<sup>th</sup> December, 2017 at 10:00 A.M. and ends on Thursday, the 28<sup>th</sup> December, 2017, at 5.00 P.M. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date being Friday, 22nd December 2017, may cast their vote by electronic means in the manner and process set out hereinabove. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have casted their vote electronically shall not vote by way of poll, if held at the Meeting.
- D. In case of any query pertaining to remote e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com>. (Karvy's website).
- E. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date being Friday, 22nd December 2017
- F. The Company has appointed Mr Chandrakanth Gorak, Practicing Company Secretary, as a Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- G. The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company.
- H. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.bambinoagro.com](http://www.bambinoagro.com)) and Service Provider's website (<https://evoting.karvy.com>) and the communication will be sent to the BSE Limited.

### Registered Office:

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Date : 28th November 2017

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

**Ritu Tiwary  
Company Secretary & Legal  
M. No. ACS19056**



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

**Item No.5 & 6**

The Board of Directors in its meeting held on 6th July 2017, on recommendation of the Nomination and Remuneration Committee, redesignated Shri M Kishan Rao (DIN No: 02425967) as Chairman and Managing Director of the Company. Shri Kishan Rao was appointed on the Board as Additional Director on 27 February 2017.

Board strongly felt that with the absence of Late Shri M Raghuveer, there was a need for appointment of a person who would once again fuel the entrepreneurial passion and lead the company to further Late Shri Raghuveer's Vision and growth which he aspired to achieve. Board felt need for continuity of leadership under Mr Kishan Rao with the organization undergoing stress and facing challenges on many fronts. Mr. Rao has been aggressive in whatever he did. As a part of orderly succession planning and having gone through that planning, his appointment was recommended.

It can be reiterated that it was the dynamism of Shri Kishan Rao who was the first to introduce the 300kg per hour pasta plant in 1982 in India. Under his leadership Bambino became one of the leading manufacturer of pasta products and has seen huge expansion during his tenure. It was his efforts that Bambino has been synonymous to vermicelli and sphere of pasta products.

He was successful in bringing the vermicelli and other pasta products as a daily source of diet to millions of Indians. Under his able guidance and leadership, the Company has been able to achieve excellent turnover, gained popularity in domestic and International market for its nutritional products.

Mr.M. Kishan Rao aged 81 years is an acknowledged leader in pasta Industry, blessed with good health and is in a position to attend his day to day affairs and management of the Company. He has been efficient in discharging his duties and brings years of valuable experience on the Board. If his appointment is approved by the members, his excellent managerial skills will further contribute to the growth of the Company. The Company needs his services inevitably, it is herewith proposed to appoint him as Chairman and Managing Director of Company for a period of 5 years w.e.f. 6th July 2017 without any remuneration, as he is a fit and proper person with required skills and apt knowledge and his appointment is justified.

All the Board members unanimously requested Shri Kishan Rao to occupy this coveted and important position as he was considered to be a fit and apt candidate with all the required expertise, Skill set and aptitude.

Shri Kishan Rao while being reminiscent of the modesty and dedication with which Late Shri Raghuveer would conduct the business was emotional of his business journey with his Son. He stated that Food industry has an exciting future and we are just focused on trying to do the best we can as a team together for the company and the stakeholders.

Shri Kishan Rao is a Director on Board of Bambino Pasta Food Industries Pvt Ltd (Formerly known as MLR Industries Pvt Ltd) Seshsayi Foods Pvt Ltd, Ghanta Foods Pvt Ltd, Bambino Milk Products Pvt Ltd, Revathi Tobacco Company Pvt Ltd, Bambino Finance Pvt Ltd, KRS Finance Pvt Ltd, , Hyderabad Nursing Home Pvt Ltd, Sugandha Holdings Pvt Ltd and Nature Valley Nutraceutical Industries Pvt Ltd. (Formerly known as Kesava Agro Industries Pvt Ltd).

The terms set out in the resolution and explanatory statement may be treated as an abstract of terms of appointment pursuant to section 190 of the Companies Act, 2013. Notice under section 160 of the company Act, 2013 along with requisite fee as been duly received by the Company from a member proposing his candidature.

None of the Directors or Key Managerial Personnel and their relatives, except Ms Myadam Shirisha and Mr. M. Kishan Rao and their relatives are concerned or interested in this resolution financially or otherwise.

Members are requested to approve the same by way of Ordinary/Special resolution in terms of Section 196(3) (a) of the Companies Act 2013. Members are further requested to ratify the office held by Mr Kishan Rao as Additional Director upto the date of this 34th AGM due to postponement in conducting the AGM duly approved by the ROC, Telangana.



### Item No.7

Mr.Sanjay Baral aged 44 years is a qualified PGDBM from Delhi, having more than 2 decades of experience in the field of Sales and Marketing. He has been associated in past with some of the world class companies viz., Nestle India, Lotte India, Bunge India, Emami etc. His last assignment prior to Bambino was as National Sales Manager for Rupa & Co Ltd. He has been spearheading the Sales of the Company in the capacity of National Sales Manager of the Company over past few years, his last drawn salary was ₹ 3,83,510 p.m & has attended 3 Board meetings in last Financial Year.

The Board of Directors in their meeting held on 11th November 2016 appointed him as Additional Director and on recommendation of the Nomination and Remuneration Committee designated him as Director- Sales & Marketing on a remuneration of Rs500,000per month, subject to the consent of members.

He is not a Director on Board of any other Company and has no shareholding in the company.

The terms set out in the resolution and explanatory statement may be treated as an abstract of terms of appointment pursuant to section 190 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Sanjay Baral are concerned or interested in this resolution financially or otherwise.

Members are requested to approve the same by way of ordinary resolution. Members are further requested to ratify the office held by Mr Sanjay Baral as Additional Director upto the date of this 34th AGM due to postponement in conducting the AGM duly approved by the ROC, Telangana.

### Item No.8

Myadam Shirisha, 19 years is the daughter of late Shri M Raghuv eer former Chairman and Managing Director. Ms. Shirisha is currently pursuing Bachelors of Business Administration from Amity College, Hyderabad. After completing her undergraduate Studies, Shirisha completed her semester course of Post Graduate Year from the Marianapolis Preparatory School, USA. Later she persued her internship with the Company for last few months. During this tenure, she worked with Bambino Team wherein she learnt the practical aspects about the Company operations and management. She has been meeting employees - to get exposure and detailed understanding of business at grass-root level.

The Board of Directors in their meeting held on 12 August 2017 appointed Ms. Shirisha as an Additional Director on recommendation of the Nomination and Remuneration Committee. She is not a Director on Board of any other Company and has no shareholding in the company. Notice under section 160 of the Companies Act, 2013 along with requisite fee as been duly received by the Company from a member proposing her candidature.

None of the Directors or Key Managerial Personnel and their relatives, except Ms. Shirisha, and Mr. M. Kishan Rao and their relatives are concerned or interested in this resolution financially or otherwise.

Members are requested to approve the same by way of Ordinary resolution. Members are further requested to ratify the office held by Ms Myadam Shirisha as Additional Director upto the date of this 34th AGM due to postponement in conducting the AGM duly approved by the ROC, Telangana.

The terms set out in the resolution and explanatory statement may be treated as an abstract of terms of appointment pursuant to section 190 of the Companies Act, 2013.

#### Registered Office:

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Ph: 040 44363322; Fax No: 040 27816615  
Email: cs@bambinoagro.com  
Date : 28th November 2017

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

**Ritu Tiwary  
Company Secretary & Legal  
M. No. ACS19056**

## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their 34th Annual Report on the business and operations of the Company and the accounts for the financial year ended 31 March 2017.

### 1. Financial summary or highlights/Performance of the Company :

(₹ in lacs)

Particulars	Year Ended 31.03.2017	Year ended 31.03.2016
Sales & other income	20792.07	26980.82
Profit/(loss) before depreciation, financial exps, tax & other adjustments	1653.21	2371.81
Less: financial expenses	873.05	1176.62
Profit/(loss) before depreciation,tax & other adjustments	780.16	1195.19
Less: depreciation	274.56	259.17
Profit before tax & other adjustments	505.60	936.02
Extraordinary items	-	-
Provision for tax:		
Current tax	(115.36)	(235.48)
Deferred tax	(51.46)	(58.77)
Net profit/loss after tax	338.78	641.77
Add: Profit brought forward	2323.99	1868.56
Opening balance of retained earnings	-	-
Profit available for appropriation	2662.77	2510.33
Less: dividend	128.14	128.14
Less: tax on proposed dividend	26.12	26.09
Less: tax on dividend	-	0.02
Transfer to general reserve	16.94	32.09
Surplus carried forward to balance sheet	2491.57	2323.99

### State of Company's affairs

During the period under review, your company has earned revenue from operations and other income of ₹ 20792.07 lacs with a net profit of ₹ 338.78 lacs. The financial year has got an arduous start, your company is currently going through a turnaround phase, with a strong focus on improving the bottom line by rigorous cost reduction & sales enhancement, leveraging & superior range of products. Focus will be on increasing the market share & driving volumes in domestic market and the company is fully aligned in with the Board.

### Research & Development

Bambino continues to focus on innovation of functional foods, i.e. food items with definitive health benefits by fortification with natural products containing quantified amounts of active substances, thus striving for "tasteful health". Our endeavor is to enhance the market demand and manufacture products based on it. New category extensions made in Vermicelli, Macaroni, Spaghetti and Pasta variants with inclusion of natural ingredients and dietary fiber components.



We continue to strive for overall value addition to existing or new products with health-promoting and disease-preventing ingredients

### **Dividend**

Your Directors are pleased to recommend a dividend of 16% for the period of 31st March 2017 and the said dividend, if approved, would absorb a sum of ₹ 128,14,154 plus dividend tax of ₹ 26,12,659. The Dividend, if approved, at the ensuing Annual General Meeting will be paid to all eligible equity shareholders of the Company whose names appear in the register of members as on the record date.

### **Reserves**

Your Company proposes to transfer ₹16,93,924 to General Reserve for the financial year ended 31st March 2017.

### **Share Capital**

The Paid-up Share Capital of the Company as on 31st March 2017 is ₹ 8,00,88,460.

### **Number of Meetings of the Board of Directors**

During the year ended 31 March 2017, Seven Board Meetings were held.

The dates on which the Board meetings were held are 15th April 2016, 26th May 2016, 4th June 2016, 4th August 2016, 11th November 2016, 13th February 2017, 28th March 2017. The maximum time gap between any two consecutive meeting was within the period prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

### **Directors Responsibility Statement as required under Section 134 of the Companies Act, 2013**

Pursuant to the requirement under Section 134 of the Companies Act, 2013, with respect to the Directors' Responsibility Statement, the Board of Directors of the Company hereby confirms:

- i) that in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31 March 2017 and of Profit and Loss Account of the Company for that period;
- iii) that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) that the Directors have prepared the Annual Accounts for the Financial Year ended 31 March 2017 on a going concern basis;
- v) that the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi) that 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.

### **Statement on compliances of applicable Secretarial Standards**

Pursuant to para 9 of the revised secretarial standards, the Board herewith confirms to comply with all the applicable secretarial standards of Board and General Meeting w.e.f 1<sup>st</sup> October 2017.

### **Statement on Declaration given by Independent Directors under Sub-Section (6) of Section 149**

The independent directors have submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section(6).



## **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee consists of the following Directors namely Mr. S. Nageswara Rao, Chairman, Dr. S. Venkataraman and Dr. Lalitha Ramakrishna Gowda as members.

### **Brief description of terms of reference:**

- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board for their appointment and removal;
- carry on the evaluation of every director's performance; formulation of the criteria for determining qualifications, positive attributes and independence of a director;
- recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of Independent Directors and the Board;
- devising a policy on Board diversity; and
- any other matter as the Board may decide from time to time.

### **Nomination and Remuneration policy**

The objectives of the Policy

1. To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
2. To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.
3. To carry out evaluation of the performance of Directors.
4. To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

### **Particulars of Contracts or Arrangements with Related Parties Referred to in Sub-Section (1) of Section 188**

The particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 is prepared in 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 and the same is enclosed as Annexure - 1 to this Report.

### **Extracts of Annual Return**

The Extracts of Annual Return is prepared in Form MGT-9 as per the provisions of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014 and the same is enclosed as Annexure -2 to this Report.

### **The conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to provisions of Section 134(3)(m) of the Companies Act, 2013 (Act) read with the Companies (Accounts) Rules, 2014**

Information with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Act read with Companies (Accounts) Rules, 2014 is prepared and the same is enclosed as Annexure - 3 to this Report.

### **Risk Management Policy**

The Company has laid down the procedure for risk assessment and its mitigation through an internal Risk Committee. Key risks and their mitigation arising out of reviews by the Committee are assessed and reported



to the Audit Committee on a periodic basis. The Risk Management Policy details the Company's objectives and principles of Risk Management along with an overview of the Risk Management process, procedures and related roles and responsibilities.

### **CORPORATE SOCIAL RESPONSIBILITY**

The brief outline of the corporate social responsibility (CSR) of the company are the initiatives undertaken by the Company on csr activities during the year are set out in Annexure -4 of this report in the format prescribed in the Companies (Corporate Social Responsibility policy) rules 2014, for other details regarding csr committee please refer Corporate governance report

Pursuant to the provisions of Section 135 of the Companies Act, 2013 and the Rules made thereunder, on the recommendation of the Committee, the Board has in place Corporate Social Responsibility ('CSR') policy and the same is available on the website of the Company "www.bambinoagro.com".

Company has spent the prescribed amount of ₹ 14.37 lacs on CSR activities in the areas of Eradicating hunger, Poverty and malnutrition and promoting healthcare. The details on CSR activities are provided in Annexure - 4 and forms part of this report.

### **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, the Board has carried out an annual performance evaluation of its own performance and the performance of the individual Directors as well as the evaluation of the working of its Committees. The manner in which the evaluation was carried out has been detailed in the Corporate Governance Report.

### **DIRECTORS**

Mr. Sanjay Baral (DIN No.07643433) , Director of the Company retires by rotation and being eligible, offers himself for re-appointment.

Details of Directors or Key Managerial Personnel who were appointed or have resigned during the year

Mr M Subramanyam and Mr Easwara Das, Directors have resigned from the Board on 31-10-2016 and 15-9-2016 respectively. Mr M Kishan Rao also resigned as Director w.e.f 14-9-2016. The Board of Directors of the Company had, on recommendation of Nomination and Remuneration Committee at its meeting held on 11th November 2016, 27th February 2017, 6th July 2017 & 12th August 2017, appointed Mr Madam Kartekeya as Additional Director, Mr Sanjay Baral as Director-Sales & Marketing on a remuneration of ₹.500,000 p.m Mr M Kishan Rao as Chairman and Managing Director for a period of 5 years without remuneration, & appointed Ms. Myadam Shirisha as Non- Executive Director subject to the approval of shareholders. Necessary resolutions seeking approval of members for appointment together with remuneration payable to them have been incorporated in the Notice of Annual General Meeting of Company along with brief details about them. Mr.Kartekeya has vacated his office w.e.f 9th September 2017.

Mr S Nageswara Rao, Dr. S Venkataraman and Dr. Lalitha Ramakrishna Gowda continue as Independent Directors on the Board of the Company. The terms and conditions of appointment of Independent Directors are as per Schedule IV of the Act. They have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act and there has been no change in their status as Independent Director during the year.

For Directors seeking appointment/re-appointment in the forth coming Annual General Meeting of the Company, the particulars as required to be disclosed in accordance with Reg. 36 of SEBI (LODR) Regulations, 2015 is provided in notice of Annual General Meeting.

### **Deposits**

The Company has not accepted any deposits from the public in terms of Section 73 of the Companies Act, 2013.

**AUDITORS****STATUTORY AUDITORS**

In terms of the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, an audit firm can hold office as statutory auditor for two terms of five consecutive years i.e. for a maximum period of ten years. Further, as per the provisions of the Act, Company is required to comply with these provisions within three years from the commencement of the Act.

As M/s PRV Associates have been in office for more than 10 years, in compliance with the provisions of the Act, the Company had to appoint a new auditor in their place for the FY 2017-18. In terms of the shareholder's resolution passed at the 31st Annual General Meeting of the Company held on 26th December, 2014, M/s PRV Associates shall hold office until the conclusion of the ensuing 34th AGM. The Board of Directors has at its Meeting held on 23 May 2017 recommended appointment of M/s. Kumar & Giri, Chartered Accountants, Firm Registration No. 0015845, as the new statutory auditors of the Company to hold office for one term of 5 years commencing from conclusion of the ensuing 34th Annual General Meeting upto the 39th Annual General Meeting of the Company.

The Company has received a certificate from the M/s. Kumar & Giri, Chartered Accountants, to the effect that their appointment, if made, shall be in compliance with the provisions of Section 139 and 141 of the Companies Act, 2013. Accordingly, the Board proposes appointment of M/s. Kumar & Giri, Chartered Accountants, to hold office from the conclusion of this AGM until the conclusion of the 39th AGM of your Company.

**SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr Chandrakanth Gorak, Practising Company Secretary (CP No. 11346) to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as 'Annexure 5'.

The Auditors Report and Secretarial Auditor Report do not contain any qualifications, reservations or adverse remarks.

**Audit Committee**

Audit Committee consists of the following Directors namely Mr. M. Kishan Rao, Chairman and Managing Director w.e.f 6th July 2017, Late Mr. M. Raghuveer upto 25th June 2017, Mr. S. Nageswara Rao, Dr. S. Venkataraman and Dr. Lalitha Ramakrishna Gowda. Except Mr. M. Kishan Rao, all the other members of Audit Committee are Independent Directors.

There is no such incidence where Board has not accepted the recommendation of the Audit Committee during the year under review.

**Corporate Governance**

A separate report on Corporate Governance and Management Discussion and Analysis is annexed as part of the Annual Report along with the Auditor's Certificate on its compliance.

**Policies**

The SEBI (LODR) Regulations, 2015 mandated the formulations of certain policies for all listed companies. All the corporate policies are available on the company's website: [www.bambinoagro.com](http://www.bambinoagro.com). The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.



### **Vigil Mechanism**

The Board of Directors have adopted Whistle Blower Policy. The Whistle Blower Policy aims for conducting the affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. All permanent employees of the Company are covered under the Whistle Blower Policy.

A mechanism has been established for employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct and Ethics. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the Chairperson of the audit committee in exceptional cases.

### **Statement of particulars of appointment and remuneration of managerial personnel**

The Statement of particulars of Appointment and Remuneration of Managerial personnel as per Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as Annexure - 6 to this Annual Report. There are no employees who are either employed for the whole/Part of the financial year are in receipt of remuneration exceeding ₹ 8.5 lacs per month or ₹ 102 lacs per annum as stipulated under Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

The information required pursuant to section 197(12) of the companies act read with rule 5 of the companies (appointment & remuneration of managerial personnel) rules, 2014 is annexed hereto as annexure-6a statement showing names & other particulars of the top ten employees. However as per the provisions of section 136(1) of the companies act, 2013 the annual report is being sent to all the members excluding the aforesaid statement. The statement is available for inspection at the registered office of the company during the working hours.

### **Internal Control Systems and their adequacy**

The Company has an adequate internal control system commensurate with the size and complexity of the organization. The Company has undertaken a comprehensive review of all internal control systems to take care of the needs of the expanding size of the Company and also upgraded the IT support systems. A system of internal audit to meet the statutory requirement as well as to ensure proper implementation of management and accounting controls is in place. The Audit Committee periodically reviews the adequacy of the internal audit functions.

### **Change in the nature of business**

There is no change in the nature of business of the Company.

### **The details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future**

No Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

### **Material changes and commitments**

There are no Material changes and commitments in the business operations of the Company from the Financial year ended 31 March 2017 to the date of signing of the Director's Report.

### **Policy on Sexual Harassment**

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year ended 31 March 2017, the Company has not received any Complaints pertaining to Sexual Harassment.



**CEO'S DECLARATION**

Pursuant to the provisions of SEBI (LODR) Regulations, 2015 a declaration by the Managing Director of the Company declaring that all the members of the Board and the Senior Personnel of the Company have affirmed compliance with the Code of Conduct of the Company is enclosed.

**Acknowledgement**

Your Directors wish to place their sincere appreciation for the support and co-operation that the Company has received from its Shareholders, Bankers, Customers, Suppliers, Stockists, Selling Agents, Central and State Governments, various Statutory Authorities and others associated with the Company.

Your Directors also wish to place on record their appreciation to employees at all levels for their commitment, hard work and dedicated support.

**For and on behalf of the Board of Directors  
of Bambino Agro Industries Limited**

**M. Kishan Rao**

Chairman and Managing Director  
DIN No. 02425967

Place: Secunderabad  
Date: 28th November 2017

## Annexure-1

### 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)

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 transactions under third proviso thereto.

1. There are no contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 which are not at arms length basis.
2. Contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 which are at arms length basis.

Sl. No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances if any:	Justification for entering into contracts
1.	Seshsayi Foods Pvt Ltd, Bambino Pasta Food Industries Pvt Ltd (formerly known as MLR Industries Pvt Ltd) and Ghanta Foods Pvt Ltd	Sale/ purchase/ supply of goods/ materials directly/ through agents	1-4-2015 to 31-03-2020	Contracts/ arrangement are on arms length in ordinary course of business and the quantum of total transaction as on 31 March 2017 was ₹ 67.09 cr	23rd May 2017	NIL	Company with its wide sales and distribution network is catering to the growing needs of the consumers and is providing required support to the related companies through visibility of their products in the market, thereby increasing the variety of food products under the flagship of the Company alongside increasing the profitability of the Company and stakeholders All arrangements with Bambino Pasta Food Industries Pvt Ltd (formerly known as MLR Industries Pvt Ltd) and Seshsayi Foods Pvt Ltd have been cancelled w.e.f 23rd Sept 2016.

(Contd.)

**Form No.AOC - 2 (Contd.)**

Sl. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ ransactions	Duration of the contracts/ rrangements/ transactions	Salient terms of thecontracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances if any:	Justification for entering into contracts
2.	Seshsayi Foods Pvt Ltd, Bambino Pasta Food Industries Pvt Ltd (formerly known as MLR Industries Pvt Ltd), Ghanta Foods Pvt Ltd, M. Kishan Rao-HUF, KRS Finance Pvt Ltd, Revathi Tobacco Company Pvt Ltd, Revathi Tobacco Company, Bambino Milk Products Pvt Ltd, Ambica Tobacco Company	Leasing of Property	1-4-2015 to 31-03-2020	Availing leasing of land and building in ordinary course and the quantum of total transaction as on 31 March 2017 was ₹ 0.22 cr	23rd May 2017	NIL	Company has entered into lease agreements with related parties to maintain regular flow of material and continuity of business operations. All arrangements with Bambino Pasta Food Industries Pvt Ltd (formerly known as MLR Industries Pvt Ltd) and Seshsayi Foods Pvt Ltd have been cancelled w.e.f 23rd Sept 2016.
3.	Marshall Transport Company, Madhava Roller Flour Mills,M K Rao Family Trust, Seshsayi Foods Pvt Ltd, Bambino Pasta Food Industries Pvt Ltd (formerly known as MLR Industries Pvt Ltd) and Ghanta Foods Pvt Ltd	Availing and rendering of services	1-4-2015 to 31-03-2020	Availing transportation services, supply of corrugated boxes including commission earned in ordinary course and the quantum of total transaction as on 31 March 2017 was ₹ 14.97 cr	23rd May 2017	NIL	To maintain uninterrupted supply of goods and services facilitating continuity of business operations. All arrangements with Bambino Pasta Food Industries Pvt Ltd (formerly known as MLR Industries Pvt Ltd) and Seshsayi Foods Pvt Ltd have been cancelled w.e.f 23rd Sept 2016.

For and on behalf of the Board of Directors  
of **Bambino Agro Industries Limited**

Place : Secunderabad  
Date : 28th November 2017.

**M. Kishan Rao**  
Chairman and Managing Director  
DIN No. 02425967



## Annual Report 2016-17

### Annexure-2 FORM MGT-9

Extract of the annual return as on financial year ended 31 March 2017

[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 No.   | L15440TG1983PLC004363   |
| (ii) Registration Date  | 31-12-1983  |
| (iii) Name of the Company   | Bambino Agro Industries Limited   |
| (iv) Category/Sub Category of the Company                                       | Public Company  |
| (v) Address of Registered office and Contact Details :                          | 4E, Surya Towers, S.P Road,<br>Secunderabad-500003<br>CIN No: L15440TG1983PLC004363<br>Ph: 040 44363322; Fax No: 040 27816615<br>Email: cs@bambinoagro.com  |
| (vi) Whether listed company   | Yes   |
| (vii) Name, Address and contact details of Registrar and Transfer Agent, if any | Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli<br>Financial District, Nanakramguda, Hyderabad - 500 032<br>Tel. No.: (040) 67162222, e-mail: evoting@karvy.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:-

Name and Description of main Products/Services	NIC Code of the Product/Service	% to total turnover of the Company
Vermicelli, Macaroni, Sphagetti etc	19021900	94.90
Wheat Flour, Atta and Maida	11010000	5.07
Semolina	11031101	0.03

#### III. Particulars of Holding, Subsidiary and Associate Companies:-

S.No.	Name and address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held	Applicable section
NOT APPLICABLE					



**IV. SHAREHOLDING PATTERN (Equity Share Capital Break up as percentage of Total Equity)**

<b>(i) Category - Wise Share Holding</b>										
<b>S. no</b>	<b>Category Of Share-holder</b>	<b>No. Of Shares Held At The Beginning Of The Year 31/03/2016</b>				<b>No. Of Shares Held At The End Of The Year 31/03/2017</b>				<b>% Change During The Year</b>
		<b>Demat</b>	<b>Physical</b>	<b>Total</b>	<b>% Of Total Shares</b>	<b>Demat</b>	<b>Physical</b>	<b>Total</b>	<b>% Of Total Shares</b>	
<b>(I)</b>	<b>(II)</b>	<b>(III)</b>	<b>(IV)</b>	<b>(V)</b>	<b>(VI)</b>	<b>(VII)</b>	<b>(VIII)</b>	<b>(IX)</b>	<b>(X)</b>	<b>(XI)</b>
<b>(A)</b>	<b>PROMOTER AND PROMOTER GROUP</b>									
<b>(1)</b>	<b>INDIAN</b>									
(a)	Individual /HUF	5667414	217376	5884790	73.48	5786258	217376	6003634	74.96	-1.48
(b)	Central Government/ State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	118844	0	118844	1.48	0	0	0	0.00	1.48
(d)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total A(1) :</b>	<b>5786258</b>	<b>217376</b>	<b>6003634</b>	<b>74.96</b>	<b>5786258</b>	<b>217376</b>	<b>6003634</b>	<b>74.96</b>	<b>0.00</b>
<b>(2)</b>	<b>FOREIGN</b>									
(a)	Individuals (NRIs/ Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total A(2) :</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
	<b>Total A=A(1)+A(2)</b>	<b>5786258</b>	<b>217376</b>	<b>6003634</b>	<b>74.96</b>	<b>5786258</b>	<b>217376</b>	<b>6003634</b>	<b>74.96</b>	<b>0.00</b>
<b>(B)</b>	<b>PUBLIC SHAREHOLDING</b>									
<b>(1)</b>	<b>INSTITUTIONS</b>									
(a)	Mutual Funds /UTI	0	5204	5204	0.06	0	5204	5204	0.06	0.00
(b)	Financial Institutions /Banks	100	0	100	0.00	100	0	100	0.00	0.00
(c)	Central Government / State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total B(1) :</b>	<b>100</b>	<b>5204</b>	<b>5304</b>	<b>0.07</b>	<b>100</b>	<b>5204</b>	<b>5304</b>	<b>0.07</b>	<b>0.00</b>

(Contd.)

## (i) Category - Wise Share Holding (Contd.)

S. no	Category Of Share-holder	No. Of Shares Held At The Beginning Of The Year 31/03/2016				No. Of Shares Held At The End Of The Year 31/03/2017				% Change During The Year
		Demat	Physical	Total	% Of Total Shares	Demat	Physical	Total	% Of Total Shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(2)	<b>NON-INSTITUTIONS</b>									
(a)	Bodies Corporate	162858	24277	187135	2.34	141734	23701	165435	2.07	0.27
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.2 lakh	711104	863277	1574381	19.66	758082	834082	1592164	19.88	-0.22
	(ii) Individuals holding nominal share capital in excess of Rs.2 lakh	95069	0	95069	1.19	173246	0	173246	2.16	-0.98
(c)	Others	-	-	-	-	-	-	-	-	-
	CLEARING MEMBERS	732	0	732	0.01	741	0	741	0.01	-0.00
	NON RESIDENT INDIANS	55658	86933	142591	1.78	29648	37966	67614	0.84	0.94
	NRI NON-REPATRI-ATION	0	0	0	0.00	708	0	708	0.01	-0.01
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	<b>Sub-Total B(2) :</b>	<b>1025421</b>	<b>974487</b>	<b>1999908</b>	<b>24.97</b>	<b>1104159</b>	<b>895749</b>	<b>1999908</b>	<b>24.97</b>	<b>0.00</b>
	<b>Total B=B(1)+B(2) :</b>	<b>1025521</b>	<b>979691</b>	<b>2005212</b>	<b>25.04</b>	<b>1104259</b>	<b>900953</b>	<b>2005212</b>	<b>25.04</b>	<b>0.00</b>
	<b>Total (A+B) :</b>	<b>6811779</b>	<b>1197067</b>	<b>8008846</b>	<b>100.00</b>	<b>6890517</b>	<b>1118329</b>	<b>8008846</b>	<b>100.00</b>	<b>0.00</b>
(C)	Shares held by custodians, against which Depository Receipts have been issued	-	-	-	-	-	-	-	-	-
(1)	Promoter and Pro-moter Group	-	-	-	-	-	-	-	-	-
(2)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	<b>GRAND TOTAL (A+B+C) :</b>	<b>6811779</b>	<b>1197067</b>	<b>8008846</b>	<b>100.00</b>	<b>6890517</b>	<b>1118329</b>	<b>8008846</b>	<b>100.00</b>	<b>-</b>

ii) Shareholding of Promoters

S. no	Shareholders name	Shareholding at the beginning of the Year			Shareholding at the end of 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	Myadam Raghuveer	2158076	26.95	-	5772858	72.08	-	45.13
2	Myadam Kishan Rao	1927240	24.06	-	-	-	-	-24.06
3	Myadam Kishan Rao -HUF	439076	5.48	-	-	-	-	-5.48
4	Myadam Subramanyam	837500	10.46	8.58	75000	0.94	0.94	-9.52
5	Sugandha Bai Myadam	305522	3.81	-	-	-	-	-3.81
6	KRS Finance Pvt Ltd	118844	1.48	-	-	-	-	-1.48
7	Anita Myadam	148758	1.86	-	148758	1.86	-	-
8	V Anuradha	11790	0.15	-	-	-	-	-0.15
9	V Rajeshwar	9900	0.12	-	-	-	-	-0.12
10	M Tulja Bhavani	8730	0.11	-	-	-	-	-0.11
11	K V Subramanyam	7380	0.09	-	-	-	-	-0.09
12	K Sridevi	6210	0.08	-	-	-	-	-0.08
13	Myadam Sandhya Rani	13630	0.17	-	-	-	-	-0.17
14	Madam Kartekeya	7018	0.09	-	7018	0.09	-	-
15	L Ananda Devi	3960	0.05	-	-	-	-	-0.05
	Total	6003634	74.96	8.58	6003634	74.96	0.94	0

iii) Change in Promoter's Shareholding

S. No.	Particulars	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
	At the beginning of the year	6003634	74.96	No changes during the year	-
	Data wise Increase/ Decrease in Promoters Share holding during the Year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/bonus/sweat/ equity etc.)	No changes during the year		No changes during the year	
	At the end of the year	No changes during the year	-	No changes during the year	

## iv) Shareholding pattern of top ten shareholders(other than Directors, Promoters and Holders of GDR and ADRs):

Sl. No	Name of the Share Holder	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	Madhu Aggarwal	70069	0.87	65019	0.81
2	Madhu Fincap Private Limited	36636	0.46	36636	0.46
3	Rahul Kailashchand Jain	0	0.00	34627	0.43
4	Vaddi Srinivasa Bose Babu	0	0.00	26100	0.33
5	Varsha Chugh	25000	0.31	25500	0.32
6	Goldview Financial Services Ltd	22305	0.28	0	0.00
7	Siraj Ali	0	0.00	22000	0.27
8	Indira Securities Private Limited	0	0.00	21000	0.26
9	Srinivas R Mitta	20000	0.25	0	0.00
10	Anubhav Mishra	18000	0.22	9301	0.12

Note: 1. The shares of the Company are traded on a daily basis on the stock exchange and hence date wise increase/decrease in shareholding is not provided.

2. The details of date wise increase/decrease will be provided at the request of shareholder.

## v).Shareholding of Directors and Key Managerial Personnel

Sl. No	Particulars	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
	<b>Directors</b>				
1	*Mr. M Kishan Rao	1927240	24.06	-	-
2	*Mr. M Raghuveer	2158076	26.95	5772858	72.08
3	*Mr. M. Subramanyam	837500	10.46	75000	0.94
4	*Mr.P. Easwara Das				
5	Mr. S. Nageswara	100	0.001	100	0.001
6	Dr. S. Venkataraman				
7	Dr. Lallitha Ramakrishna Gowda				
8	*Madam Kartekeya			7018	0.09
9	*Mr. Sanjay Baral				
10	*Ms Myadam Shirisha				
	Key Managerial Person				
11	V. Nagarajan				
12	Ritu Tiwary				

\* Shri M. Kishan Rao appointed as Director w.e.f 27 Feb. 2017

\* Mr. M. Raghuveer ceased w.e.f 25 June 2017

\* Mr. M Subramanyam resigned w.e.f 31 Oct 2016

\* Mr. P. Easwara Das resigned w.e.f 15 Sept 2016

\* Mr. Madam Kartekeya appointed as Additional Director w.e.f 11 Nov 2016 & Vacated w.e.f 09th Sept 2017

\* Mr. Sanjay Baral appointed as Director - Sales & Marketing w.e.f 11 Nov 2016.

\* Ms Myadam Shirisha appointed as Additional Director w.e.f 12 August 2017

**V. Indebtedness**

(in ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of financial year				
I) Principal Amount	666210387	77080782	0	743291169
II) Interest due but not paid	0	0	0	0
III) Interest accrued but not due	0	0	0	0
<b>Total (I+II+III)</b>	<b>666210387</b>	<b>77080782</b>	<b>0</b>	<b>743291169</b>
Change in indebtedness during the financial year				
Addition	450000000	1588787	-	451588787
Reduction	530288573	6911547	-	537200120
Net Change	(80288573)	(5322760)	-	(85611333)
Indebtedness at the end of financial year			-	
I) Principal Amount	<b>585921814</b>	<b>71758022</b>	-	<b>657679836</b>
II) Interest due but not paid			-	
III) Interest accrued but not due			-	
<b>Total (I+II+III)</b>	<b>585921814</b>	<b>71758022</b>	<b>0</b>	<b>657679836</b>

**VI. Remuneration of Directors and Key Managerial Personnel**

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

Mr.M.Kishan Rao, Chairman & Managing Director (Upto 14.09.2016)	₹ 114,833
Mr.M.Raghuvver, Chairman & Managing Director	₹ 80,24,084
Mr.M. Subramanyam, Whole Time Director (Upto 31.10.2016)	₹ 76,585
*Mr. Madam Kartekeya, Additional Director (Upto 09.09.2017)	₹ 23,333,34
Mr.Sanjay Baral Director (Sales & Marketing)	₹ 23,333,34
*The remuneration is recoverable due to vacation of office	

**B. Remuneration to other Directors**

Particulars of Remuneration	Name of Directors				Total
	P. Easwara Das	S. Venkataraman	S. Nageswara Rao	Lalitha Ramakrishna Gowda	
<b>Independent Directors</b>					
Fee for attending board committee meeting	-	133999	133999	155333	423331
Commission Others, Please specify					
<b>Total (1)</b>	<b>-</b>	<b>133999</b>	<b>133999</b>	<b>155333</b>	<b>423331</b>
<b>Other Non Executive Directors</b>					
Fee for attending board committee meeting	76585	-	-	-	76585
Commission	-	-	-	-	-
Others, Please specify	-	-	-	-	-
<b>Total (2)</b>	<b>76585</b>	<b>-</b>	<b>-</b>	<b>-</b>	
<b>Total (B)=1+2</b>	<b>76585</b>	<b>133999</b>	<b>133999</b>	<b>155333</b>	<b>499916</b>
Total Managerial Remuneration					
Overall ceiling as per the act					

## C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax act, 1961	-	23,66,063	23,69,480	47,35,543
(b)	Value of perquisites U/s17(2) Income tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of Income tax Act, 1961	-	-	-	-
2.	Stock Options	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total</b>	-	23,66,063	23,69,480	47,35,543

## 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)
<b>A. Company</b>	NOT APPLICABLE				
Penalty					
Punishment					
Compounding					
<b>B. Directors</b>					
Penalty					
Punishment					
Compounding					
C.Other officers in Default					
Penalty					
Punishment					
Compounding					



**Annexure-3**

**Conservation of energy, Technology absorption, foreign exchange earnings and outgo pursuant to section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014:**

**A. Conservation of energy**

- i) Conventional lighting has been replaced with LED lighting and solar power panels have been installed thereby to minimize the unit cost. Company continues to buy power from alternate source.
- ii) The measures initiated have resulted in reduction of Hot Water generation cost and also energy cost significantly, Conversion of diesel boiler to firewood pellet boiler.
- iii) **Impact of measures at (i) and (ii) above for reduction of energy consumption and consequent impact on the cost of production of goods.**

**B. Technology absorption**

**1. Specific areas in which R&D carried out by the Company**

- a) Development of Immunity enhancing food and/or nutraceuticals
- b) Development of Digestion promoting food and/or nutraceuticals
- c) Exploration of Ayurveda and other Indian system of medicine for incorporation of healthy herbs into food products
- d) Improvement of taste in Ayurvedic herbs for their incorporation into food products
- e) Development of Oats and other cereal grain based pasta and Vermicelli products to Cater high dietary fibre needs
- f) Development of Nutraceutical/Health supplement products to address different nutritional and health compromising shortcomings of the modern lifestyle

**2. Benefits derived as a result of the R&D**

- a) Meeting the requirements of FSSAI regulations for product approval
- b) Faster development of new products, improving quality
- c) Improving the composition and nutritive values of new and existing products
- d) Edge over the competitors, Increased volume of exports to Nepal and Bangladesh
- e) Value Addition to existing and new products by incorporating health promoting and disease preventing ingredients
- f) Expansion of product categories, i.e Ready to cook food categories

**3. In case of imported technology (imported during the last three years reckoned from the beginning of financial year) - NOT APPLICABLE**

- (a) Details of technology imported
- (b) Year of import
- (c) Whether the technology has been fully absorbed
- (d) If not fully absorbed, areas where absorption has not taken place, and reasons thereto

**4. Expenditure on R&D : ₹ 36,295**

**5. Foreign Exchange Earnings and Outgo**

- |                             |               |
|-----------------------------|---------------|
| (a) Foreign Exchange earned | ₹ 706.70 lacs |
| (b) Foreign Exchange used   | ₹ 55.98 lacs  |

For and on behalf of the Board of Directors  
of **Bambino Agro Industries Limited**

**M. Kishan Rao**

Chairman and Managing Director  
DIN No. 02425967

Place : Secunderabad

Date : 28th November 2017.



## Annexure - 4

### Annual Report on Corporate Social Responsibility (CSR) activities

- A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.**

To actively contribute to the social and economic development of the communities in which we operate and in the process, build a better, sustainable way of life for the weaker sections of society, and to contribute effectively towards inclusive growth and raise the country's human development index.

Our projects mainly focus on healthcare, sustainable livelihood, infrastructure development and social reform, epitomising a holistic approach to inclusive growth.

The Board of Directors have adopted a CSR Policy in line with the section 135 of the Companies Act, 2013.

The Company's CSR policy can be accessed on [www.bambinoagro.com](http://www.bambinoagro.com)

- Composition of the CSR Committee:**

S. No.	Name	Designation and Category
1	Mr. S. Nageswara Rao	Chairman-Independent Director
2	Dr. S. Venkataraman	Member-Independent Director
3	Dr. Lalitha Ramakrishna Gowda	Member-Independent Director

- Average net profit of the Company for last three financial years:**

Average net profit: ₹ 718.39 lacs

- Prescribed CSR Expenditure (two percent of the amount as in item 3 above):**

The Company is required to spend: ₹ 14.37 lacs towards CSR.

- Details of CSR spent during the financial year:**

a) Total amount spent for the financial year: ₹ 14.37 lacs

b) Manner in which the amount spent during the financial year is detailed below:

Sector	Projects/ Activities	Locations Districts (State)	Amount Outlay (budget) Project or Programs wise ₹ lacs	Amount Spent on the Project or Programs ₹ lacs	Cumulative expenditure upto reporting period	Amount spent: Direct or through implementing agency*
Eradication of Poverty, and healthcare	Distribution of food at school and public place	Hyderabad, Telangana, Gurgaon, Haryana	–	14.37	14.37	Bambino Agro Industries Ltd

- The CSR Committee confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and policy of the company.**

**Mr. M. Raghuveer**  
Chairman - Board of Directors  
23 May 2017

**Mr. S. Nageswara Rao**  
Chairman - CSR Committee  
23 May 2017

Annexure - 5

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2017

[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,

**BAMBINO AGRO INDUSTRIES LIMITED**

CIN: L15440TG1983PLC004363

104, 4TH Floor, E block Surya Towers,

SP Road, Secunderabad TG 500003 IN

We have conducted the Secretarial Audit of the compliance with applicable statutory provisions and the adherence to good corporate practices by M/s. Bambino Agro Industries Limited (hereinafter called the "Company"). Secretarial Audit was conducted in accordance with the Guidance Note issued by the Institute of Company Secretaries of India (a statutory body constituted under the Company Secretaries Act, 1980) and in a manner that provided us a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 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.

We 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, 2017 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings to the extent applicable to the Company - Not Applicable to the extent of Overseas Director Investment and External Commercial Borrowing;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not Applicable as there was no reportable events;
  - e) 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 - Not Applicable ;
  - f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable as there was no reportable events;
  - g) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective 28th October, 2014) - Not Applicable as there was no reportable events;



## Annual Report 2016-17

- h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable as there was no reportable events;
  - i) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not Applicable as there was no reportable events;
6. Other laws specifically applicable to the Company namely :
- a) Food Safety and Standards Act, 2006 and the rules made thereunder;
  - b) Legal Metrology Act, 2009 and the rules made thereunder;

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

- (i) Secretarial Standards with respect to Board Meetings (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) and made applicable w.e.f. 1st July, 2015.
- (ii) The Listing Agreement entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 made applicable w.e.f. 1st December, 2015.

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

### We 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 change in the Composition of the Board of Director 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' view. If any, are captured and recorded as part of the minutes.

We further report that the compliance by the Company of applicable General laws like labour laws, competition law, and environmental laws and financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate (s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the Company has adequate systems and processes commensurate with the size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines; and

- as informed, the Company has responded to notices for demand, claims, penalties, etc., levied by various statutory/regulatory authorities and initiated actions for corrective measures, wherever found necessary.
- No significant legal/arbitral proceeding are pending against the Company. Show Cause and demand notice received from Authorities are being suitably dealt with.

We report further that, during the audit period, there were no specific events / actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc., referred to above.

**for C GORAK & CO.**  
Company Secretaries

**Chandranth Gorak**  
(Proprietor)

Place : Secunderabad  
Date : 12th August 2017.

M. No. 26783; C.P. No. 11346

## Annexure to the Secretarial Audit Report

To  
The Members,  
**BAMBINO AGRO INDUSTRIES LIMITED**  
**CIN: L15440TG1983PLC004363**  
104, 4TH Floor, E block Surya Towers,  
SP Road, Secunderabad TG 500003 IN

Our Secretarial Audit Report of even date is to be read along with this letter.

### Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliance.
3. We believe that audit evidence and information obtained from the company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representations about the compliance of laws, rules and regulations and happening of events, etc.,

### Disclaimer

5. The Secretarial Audit Report is neither on assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

for **C GORAK & CO.**  
Company Secretaries

**Chandrakanth Gorak**  
(Proprietor)  
M.No.26783; C.P.No. 11346

Place : Secunderabad  
Date : 12th August 2017.

## Annexure - 6

### Statement of particulars as per rule 5 of Companies (Appointment and Remuneration of Managerial personnel Rules, 2014.

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year :

S.No.	Name of the Director	Ratio of the remuneration to the median Remuneration of the employee
1.	*Mr. M. Kishan Rao, Chairman & Managing Director	-
2.	*Mr. M. Raghuvver, Managing Director	36.36
3.	*Mr. M. Subramanyam, Whole Time Director	-
4.	*Mr. P. Easwara Das, Non Executive Director	-
5.	Dr. S. Venkataraman, Independent Director	-
6.	Mr. S. Nageswara Rao, Independent Director	-
7.	Dr. Lalitha Ramakrishna Gowda, Independent Director	-
8.	*Mr. Madam Kartekeya, Executive Director	-
9.	*Ms. Myadam Shirisha, Additional Director	-
10.	*Mr. Sanjay Baral, Director - Sales & Marketing	25.97

- (ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year:

S.No.	Name of the Director/KMP	Percentage increase in remuneration
1.	Mr. M. Kishan Rao, Chairman & Director	-
2.	Mr. M. Raghuvver, Managing Director	-
3.	Mr. M. Subramanyam, Whole Time Director	-
4.	Mr. P. Easwara Das, Non Executive Director	-
5.	Dr. S. Venkataraman, Independent Director	-
6.	Mr. S. Nageswara Rao, Independent Director	-
7.	Dr. Lalitha Ramakrishna Gowda, Independent Director	-
8.	Mr. Madam Kartekeya, Executive Director	-
9.	Ms. Myadam Shirisha, Additional Director	-
10.	Mr. Sanjay Baral, Director - Sales & Marketing	-
10.	Mr. V. Nagarajan, Chief Financial Officer	8.10
11.	Ms. Ritu Tiwary, Company Secretary	9.20



- (iii) The percentage increase in the median remuneration of employees in the financial year: 16.36%
- (iv) The number of permanent employees on the rolls of Company: 242
- (v) The remuneration paid to Key Managerial Personnel is as per the Remuneration policy of the Company.
- (vi) Average percentile increased already made in salary of the employees other than Managerial Personnel in last financial year & its comparison with percentile increase in the managerial Remuneration. Average increase in remuneration for employees 16%, & Average increase in Key Managerial personnel Remuneration is 137.46 %, The high variation in percentage is due to including Remuneration of late Shri M Raghuvver who did not receive any remuneration in financial year 2015-2016 except sitting fees.

For and on behalf of the Board of Directors  
of **Bambino Agro Industries Limited**

**M. Kishan Rao**

Chairman and Managing Director  
DIN No. 02425967

Place : Secunderabad

Date : 28th November 2017.

- \* Shri M. Kishan Rao appointed as Director w.e.f 27 Feb. 2017
- \* Mr. M. Raghuvver ceased w.e.f 25 June 2017
- \* Mr. M Subramanayam resigned w.e.f 31 Oct 2016
- \* Mr. P. Easwara Das resigned w.e.f 15 Sept 2016
- \* Mr. Madam Kartekeya appointed as Additional Director w.e.f 11 Nov 2016 & Vacated w.e.f 09th Sept 2017
- \* Mr. Sanjay Baral appointed as Director - Sales & Marketing w.e.f 11 Nov 2016.
- \* Ms Myadam Shirisha appointed as Additional Director w.e.f 12 August 2017



## MANAGEMENT DISCUSSION & ANALYSIS

### Operational and Financial Performance during the year:

The performance in respect of production, sales & financial parameters for the period 2016-17 in comparison to last year is as follows;

(₹ in lacs)

S.No.	Particulars	Year Ended 31 March 2017	Year Ended 31 March 2016
1.	Production-MT	54240	71805
2.	Sales - MT	34204	47736
3.	Sales Turnover	20786.30	26969.57
4.	Profit Before interest, depreciation, tax & other	1653.21	2371.81
5.	Net Profit/(Loss) after tax & other adjustments	338.78	641.77

### Industry structure and development

Your Company operates in the packaged food segment mainly comprising of all pasta related food products and ready-to-cook food namely, instant pasta, instant soups, and ready to eat snack segment. With the rapidly changing lifestyles over the last couple of decades, ready-to-cook and instant food brands have become almost indispensable in the urban kitchens, as such easy-to-cook foods are great time-savers besides being easy on the palate, and also because they are greatly relished by children.

Distinctly marking your Company's presence in the market for over more than three decades, we continue to focus on innovation of functional foods, i.e. food items with definitive health benefits by fortification with natural products containing quantified amounts of active substances, thus striving for "tasteful health". Our endeavor is to focus on the market demand and manufacture products based on it. The objective of our R & D is to obtain new knowledge, design innovative methods to develop new products, improve quality, composition and nutritive values of new and existing products. The aim is overall value addition to existing or new products by incorporation of health-promoting and disease-preventing ingredients derived from our traditional herbal medicinal repository, without compromising on the taste and flavor of these products. Having the manufacturing unit located at Gurgaon, Haryana the products are sold under the Brand name "Bambino" acquiring enviable reputation in domestic and overseas markets. The Company has a wide distribution network for selling the products.

### Opportunities and threats

The food market itself has seen some interesting structural changes in the past few years with the emergence of a diversified palate of choices across functional and indulgent products. Additionally, with greater affluence and exposure, consumers are increasingly migrating from unbranded commodities, to branded and packaged solutions that are hygienic and convenient. Leveraging the Company's brand image, the company has biggest opportunity in increasing in depth and width of the market by offering varied health and nutritional products supported by aggressive marketing initiatives. Huge domestic consumption market and large production base of raw material gives an affirmation of phenomenal growth in near future

However, there being no entry barrier in the food processing sector, new players can foray into this segment thereby intensifying the competition leading to price wars and thereby affecting the realizations. The food processing industry, apart from its cyclical nature, is also subject to the vagaries of monsoon as it is dependent on the agro based raw material namely "wheat". Any change in the availability and price of this raw material can have a direct impact on the profitability of the company. There is also threat of spurious / counterfeit products flooding the market, which can have negative impact on sales volumes of the genuine and reputed players in the market.

### Future Outlook

According to India Instant Noodles, Pasta & Soup Market Overview, the total market for instant noodles, pasta and soup is growing with more than 20% CAGR from last five years and is expected to reach US\$ 70.8 million

(INR 42.84 billion) by 2019. This growth will be fuelled by increasing popularity of Italian cuisine not only in metros and tier 1 cities but also in tier 2 and tier 3 cities. Also increasing popularity of ready to eat instant pasta is going to help the market grow by attracting more users to this segment. The ready-to-cook pasta market in India is at the kind of stage that the instant noodles market was years ago.

We being pioneer in the vermicelli & pasta industry, are optimistic at future to reposition ourselves as a food healthcare organization. With this objective, the company has strengthened its R & D by identifying lifestyle diseases and developing traditional food of India, which also has health benefits. In order to establish that the product has got proper certification, it is being tested in reputed institutions & hospitals by clinical trials, to ensure what we claim will be in the final product.

This will definitely enhances the value of the brand to enter a unique area of lifestyle diseases and giving them suitable solutions, without having side effects. This will also broaden the company's spectrum of distribution to new channels like chemists, hospitals and other wellness stores. It will be a great service to the society and creating a strong foundation for future. This will not only help the company to grow further but also bestow good profits. This will transform Bambino into a trans-national company with functional foods.

### **Discussion on Financial Performance with respect to Operational Performance**

Your company's key thrusts for the current year would be to deliver profitable growth through introduction of premium pasta products, functional foods in the health and wellness platform, effective cost reduction management, aggressively scale up the FMCG initiatives including brand building and maintain leadership position. Our aim is to design innovative methods to develop new products, improve quality and nutritive value of new and existing products. The company also seeks to enhance supply chain and sales distribution capabilities. Strong management and technical capabilities, good financial flexibility, experience of the group of more than 3 decades in manufacturing and marketing the pasta products all these initiatives are expected to provide Sustainable growth by establishing the company as the leading FMCG player in the pasta segment.

### **Risks & concerns**

The major risks faced by our company is intense competition from both organized and unorganized sector, rising prices of raw materials and price wars resorted by competitors, infringement of the brand from unscrupulous manufacturers which may affect the profitability.

### **Internal Control Systems and their adequacy**

The Company has an adequate internal control system commensurate with the size and complexity of the organization. The Company has undertaken a comprehensive review of all internal control systems to take care of the needs of the expanding size of the Company and also upgraded the IT support systems. A system of internal audit to meet the statutory requirement as well as to ensure proper implementation of management and accounting controls is in place. The Audit Committee periodically reviews the adequacy of the internal audit functions.

### **Human relations/Industrial relations**

The company continues to provide extensive training to its sales team to improve its product knowledge and selling skills. The employees are motivated by creating employee friendly working environment and attractive compensation management. The relation with workers and employees remained cordial during the year under review. The company employed 242 employees during the year.

### **Cautionary Statement**

Statement in this "Management Discussion & Analysis" may be considered to be "forward looking statements" within the meaning of applicable security laws or regulations. Actual results differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include Indian demand supply conditions, raw material availability and prices, agricultural yield, Government regulations besides other factors such as litigations and court cases.

## CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance pursuant to Reg 27 of SEBI (LODR) Regulations, 2015 read with Schedule - V.

In Bambino Agro Industries Ltd, we believe that high standards of Corporate Governance are critical to ensure business success.

The philosophy of the company is to enhance the long-term economic value of the company and its shareholders at large by adopting better corporate practices in fair and transparent manner. The company places emphasis on integrity of internal control systems and accountability and total compliance with all statutory and/or regulatory requirements. Your Company is committed to implement sound corporate governance practices with a view to bring about transparency in its operations and maximize shareholder value.

### Composition and category of Directors as on 31 March 2017

Sl. No.	Name of the Director	Category
1.	*Mr. M. Kishan Rao	Promoter - Chairman & Managing Director
2.	*Mr. M. Raghuveer	Promoter - Managing Director
3.	*Mr. M. Subramanyam	Promoter - Whole Time Director
4.	*Mr. P. Easwara Das	Non Executive Director - Non Independent Director
5.	Mr. S. Nageswara Rao	Non-Executive Director & Independent Director
6.	Dr. S. Venkataraman	Non-Executive Director & Independent Director
7.	Dr. Lalitha Ramakrishna Gowda	Non-Executive Director & Independent Director
8.	*Mr. Madam Kartekeya	Promoter - Director
9.	*Mr. Sanjay Baral	Director - Sales & Marketing
10.	*Ms Myadam Shirisha	Promoter - Director

\* Mr. M Kishan Rao has been appointed as Director w.e.f 27th Feb 2017

\* Mr. M Raghuveer has ceased from the Board as Managing Director w.e.f 25th June 2017

\* Mr. M. Subramanayam has resigned from the Board as Whole Time Director w.e.f 31 Oct 2016

\* Mr. P. Easwara Das has resigned from Board as Non Executive Director w.e.f 15 Sept 2016

\* Mr. Madam Kartekeya appointed as Additional Director on 11th Nov 2016 , Vacated on 9th Sept 2017

\* Mr. Sanjay Baral has been appointed as Director - Sales & Marketing w.e.f 11 Nov 2016

\* Ms Myadam Shirisha appointed as Additional Director w.e.f 12 August 2017

During the period from 1st April 2016 to 31st March 2017, the Board of Directors met Seven times i.e. 15.04.2016, 26.05.2016, 04.06.2016, 04.08.2016, 11.11.2016, 13.02.2017 & 28.03.2017 All material information is circulated to the directors before the meeting or placed at the meeting including information required to be made available to the Board as per SEBI (LODR) Regulations, 2015.

Attendance record of Directors of Board Meetings and details of number of companies in which Directors hold memberships and directorships are as given below:

Name of Director	No. of Board Meetings Attended	Attendance in last AGM held on 16th July 2016	Directorships in other Public Companies	No. of Memberships in other Committees (Excluding Bambino Agro)	No. of Chairmanships in other Committees (Excluding Bambino Agro)
Mr. M. Kishan Rao	7	Y	-	-	-
Mr. M. Raghuveer	7	Y	-	-	-
Mr M. Subramanyam	3	Y	-	-	-
Mr. P. Easwara Das	2	Y	-	-	-
Dr. S. Venkataraman	4	Y	-	-	-
Dr. Lalitha Ramakrishna Gowda	5	Y	-	-	-
Mr. S. Nageswara Rao	6	N	-	-	-
Mr. Madam Kartekeya	3	Y	1	-	-
Mr. Sanjay Baral	3	Y	-	-	-
*Ms Myadam Shirisha	-	-	-	-	-

\* Ms Myadam Shirisha appointed as Director w.e.f 12 August 2017

**Disclosure of relationship between Directors inter - se**

Mr. M. Kishan Rao, Chairman and Managing Director is Grand father of Ms Myadam Shirisha, Director. All other directors are independent to each other.

<b>Shares held by Non-Executive Directors</b>	<b>No. of Equity Shares (face value of ` 10 each)</b>
<b>Name of the Director</b>	
Mr. S. Nageswara Rao	100
Dr. S. Venkataramam	Nil
*Mr. P. Easwara Das	Nil
Dr. Lalitha Ramakrishna Gowda	Nil

\* Mr. P. Easwara Das has resigned from Board as Non Executive Director w.e.f 15 Sept 2016

**Committees of the Board**

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has four committees i.e Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

**Audit Committee**

The Audit Committee acts as a via media between the management, the statutory auditors and the Board of Directors. Mr. S. Nageswara Rao as Chairman heads the Committee with Dr. Venkataraman and Dr. :Lalitha Ramakrishna Gowda, as members. The internal auditors and statutory auditors are invitees to the meetings. The Company Secretary acts as Secretary to the committee.

The brief description of terms of reference inter alia includes:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions
  - g. Qualifications in the draft audit report

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
21. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
22. Review and monitor the auditor's independence and performance and effectiveness of audit process;
23. Examination of the financial statement and the auditors' report thereon;
24. Approval or any subsequent modification of transactions of the company with related parties;
25. Scrutiny of inter-corporate loans and investments;
26. Valuation of undertakings or assets of the company, wherever it is necessary;
27. Evaluation of internal financial controls and risk management systems;
28. Monitoring the end use of funds raised through public offers and related matters;
29. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission



to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company; and

30. The Audit Committee shall have authority to investigate into any matter in relation to the items specified (as mentioned at S.No. 21 to 28 above) or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company.
  31. The auditors of a company and the key managerial personnel shall have a right to be heard in the Meetings
- During the year under review, 5 Audit Committee meetings were held between 1st April 2016 to 31st March 2017, i.e. 26.05.2016, 04.06.2016, 04.08.2016 and 11.11.2016, 13.02.2017.

The attendance of the members was as under:

<b>Name of the Member</b>	<b>No of Meetings attended</b>
Mr. M. Kishan Rao	3
Mr. S. Nageswara Rao	4
Dr. Lalitha Ramakrishna Gowda	4
Dr. S. Venkataraman	3
Mr. M. Raghuveer	1

#### **Nomination and remuneration committee:**

The Nomination & Remuneration Committee was constituted by the Board with 3 Non Executive Directors out of which 2 are Independent Directors. The terms of reference of the committee shall inter alia include the following:-

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
5. any other matter as may be decided by the Board from time to time.

The Board has remuneration committee comprising of Mr. S. Nageswara Rao, Dr. S. Venkataraman and Mr. P. Easwara Das (upto 15.09.2016), Dr. Lalitha Ramakrishna Gowda.

The Committee met twice during the year i.e. on 11.11.2016, 24.02.2017 with full attendance.

Directors are paid sitting fee at the rate of ₹ 15000/- for attending each Board/Committee meetings.

#### **Remuneration Policy**

The remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

#### **Mechanism for Evaluation of Board**

Evaluation of all Board members are done on an annual basis. The evaluation is done by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

## A) Criteria for evaluation of Board of Directors as a whole

- i. Identifying, Defining and Extent of realising the corporate objectives
- ii. Regular monitoring of plans and Corporate results against projections.
- iii. Direct, monitor and evaluate Key managerial personnel, Senior officials.
- iv. Review of company's ethical conduct.
- v. The flow of information to board members and between board members;
- vi. Identify, monitor and mitigate significant corporate risks

## B) Criteria for evaluation of the Individual Directors

- i. Leadership and stewardship abilities.
- ii. Ability to contribute by introducing best practices to address top management issues;
- iii. Assess policies, structures and procedures.
- iv. Review of strategic and operational plans and objectives.
- v. Statutory compliance & Corporate governance;
- vi. Attendance and contribution at Board/Committee meetings;

## STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee consists of

Name of the Member	Position	No of Meetings held	No of Meetings attended
Dr. S Venkataraman	Chairman	28	26
Mr M Kishan Rao	Member	28	11
Mr S Nageswara Rao	Member	28	28
Mr. M Raghuvver	Member	28	13

The committee met 28 times during the Financial year on 6April 2016, 27April 2016, 4 August 2016, 11 August 2016, 1 June 2016, 8 June 2016, 15 June 2016, 22 June 2016, 29 June 2016, 13 July 2016, 17 August 2016, 28September 2016, 14 October 2016, 2 November 2016, 16 November 2016, 23 November 2016, 30 November 2016, 14 December 2016, 21 December 2016, 4 January 2017, 25 January 2017, 1 February 2017, 8 February 2017, 15 February 2017, 1 March 2017, 15 March 2017, 31 March 2017. The committee approved transfer of 68483 Eq. Shares and resolved 46 Investor Grievances.

Ms Ritu Tiwary, the Company Secretary was the Compliance Officer during the year under review. She performed the functions of monitoring the complaints received vis-à-vis share transfer and other related processes and reported them to the Board. She also carried out her responsibility as liaison officer with the investors and regulatory authorities, such as SEBI, Stock Exchanges, Registrar of Companies, R.B.I. in respect of implementing laws, rules and regulations, and directives of such authorities concerning investor service and complaints.

## Corporate Social Responsibility Committee

The Company has set up a CSR Committee to inter alia

- (a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- (b) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
- (c) Monitor the Corporate Social Responsibility Policy of the company from time to time.
- (d) Prepare a transparent monitoring mechanism for ensuring implementation of the CSR Projects or Programs or Activities undertaken by the Company.

The Composition of the Committee is as follows:-

<b>Name of the Member</b>	<b>Position</b>
Mr S Nageswara Rao	Chairman
Dr. Lalitha Ramakrishna Gowda	Member
Mr M Kishan Rao (w.e.f 6th July 2017)	Member
Mr. M Raghuveer (Upto 25th June 2016)	Member

### **Whistleblower Policy**

The Company has adopted the Whistleblower policy during the year. Employees are not denied access to approach the management on any issue concerning unethical behavior, act or suspected fraud or violation of Company's Code of Conduct Policy.

### **INDEPENDENT DIRECTORS' MEETING**

During the year under review, the Independent Directors met on 28 March 2017, inter alia to discuss:

- review the performance of non-independent directors and the Board as a whole;
- review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- assess 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.

The Composition of the Committee is as follows:-

<b>Name of the Member</b>	<b>Position</b>
Mr. S. Nageswara Rao	Chairman
Dr. S. Venkataraman	Member
Dr. Lalitha Ramakrishna Gowda	Member

### **Disclosures**

The Company follows the accounting standards and guidelines laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

### **Materially Significant Related party transactions**

During the year, the Company has not entered into any transactions of material nature with the Directors, their relatives or management which is in conflict with the interest of the Company.

All the related party transactions are strictly done on arm's length basis according to the Related Party Transaction Policy adopted by the company which can be accessed on the website: [www.bambinoagro.com](http://www.bambinoagro.com). The Company presents a statement of all related party transactions before the Audit Committee on a quarterly basis, specifying the nature and value of the transaction.

Disclosure on materially significant related party transactions are made under Notes forming part of the accounts in accordance with provisions of Accounting Standard 18.

Such transactions are provided to the Board, and the interested Directors neither participate in the discussion, nor do they vote on such matters, wherever approval of the Board is sought.

There is no pecuniary relationship or transactions of non-executive directors' vis-à-vis the Company that has potential conflict with the interests of the company at large.

There has been no non-compliance by the Company of the regulations imposed by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets during the last 3 years.

## Investor Requests/Complaints for the period 1st April 2016 to 31 March 2017.

S.No.	Particulars	Opening	Receipt	Resolved	Pending
1	Complaints from SEBI	0	0	0	0
2	Complaints from Stock Exchanges	0	0	0	0
3	Non receipt of dividend warrants	0	25	25	0
4	Non receipt of Annual Reports	0	1	1	0
5	Non receipt of dup/transmission/ deletion of share certificates	0	1	1	0
6	Non receipt of securities	0	17	17	0
7	Non receipt of securities after transfer	0	2	2	0
	<b>TOTAL</b>	<b>0</b>	<b>46</b>	<b>46</b>	<b>0</b>

The company received requests for transfer of 68483 equity shares and demat of 78468 equity shares during the same period and these have been processed.

## General Body Meetings

### a) Details of last three AGMs

The information about the last three general body meetings is given below :

Financial Year	AGM	Venue	Time & Date of AGM
2013-14	31st AGM	KLN Prasad Auditorium, FAPCII, Federation House, 11-6-841, Red Hills, FAPCCI Marg, Hyderabad-500004	10.15 AM on 26th December 2014
2014-15	32nd AGM	KLN Prasad Auditorium, FAPCII, Federation House, 11-6-841, Red Hills, FAPCCI Marg, Hyderabad-500004	10.15 AM on 30th September 2015
2015-16	33rd AGM	KLN Prasad Auditorium, FTAPCII, Federation House, 11-6-841, Red Hills, FAPCCI Marg, Hyderabad-500004	10.45 AM on 16th. July 2016

### b) Special resolutions passed during previous three Annual General Meetings.

- 31st Annual General Meeting 26th December 2014:- Special resolution passed for altering the article 89 of Articles of Association relating to Directors fees.
- 32nd Annual General Meeting 30th September 2015 :- Special resolution passed for re-appointment of Mr. M. Kishan Rao, Chairman & Managing Director and approval of related party transactions.
- 33rd Annual General Meeting 16th July 2016:- Special resolution passed for payment of remuneration to Mr. M. Raghuveer and approval of related party transactions

c) Whether any special resolution passed last year through postal ballot:-

Two special resolutions were passed by postal ballot vide notice dated 23 May 2017 pursuant to section 180(1)(a) of the Companies Act, 2013. The postal ballot process was conducted by Mr. Chandrakanth Gorak, Practising Company Secretary who was appointed as Scrutinizer. These resolutions were for sale of fixed assets at Indore, Madhya Pradesh and Bibinagar, Telangana to others/related parties not less than the book value of Rs.16.65cr.

Following are the details of results of postal ballot declared on 26th June 2017:-

Particulars	No of shares
<b>Item No 1</b>	
Number of ballots received	283392
Votes in favour	216275
Votes against	67084
<b>Item No 2</b>	
Number of ballots received	283359
Votes in favour	211313
Votes against	72046

d) **Code of Conduct**

In compliance with Regulation 26(3) of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted the code of conduct and ethics, which is applicable to the members of the Board & Executive Officers of the Company. The code is available on the website of the company. All members of Board and Officers have conformed compliance to the code as on March 31, 2017. A declaration to this effect, signed by CEO, MD and CFO forms a part of CEO and CFO declaration.

**Means of Communication**

Financial results of the Company (Quarterly, half-yearly and Annual) have been approved by the Board and intimated to the Stock Exchanges and are published in all editions of Business Standard and Praja Shakti.

**Auditors Certificate on Corporate Governance**

As required by Schedule-V of the SEBI (LODR) Regulations, 2015, the Auditors Certificate on Corporate Governance is provided in this Annual Report.

**CEO & CFO Certification**

As required by SEBI (LODR) Regulations, 2015, the Managing Director & Chief financial officer of the Company have given a certificate to the Board.

**Prevention of Insider Trading**

The Company has adopted an Insider Trading policy to regulate, monitor and report trading by insider under SEBI (Prohibition of Insider Trading) Regulations, 2015. This policy also includes practices and procedure for fair disclosures of unpublished price sensitive information, initial and continual disclosures. The policy is available on website of the company ([www.bambinoagro.com](http://www.bambinoagro.com))



### General Shareholders' Information:

- A. Day and Date** : 29th December 2017  
Time : 9.30 A.M.  
Venue : K.L.N. Prasad Auditorium at The Federation of Telangana & Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Federation House, 11-6-841, Red Hills, FAPCCI Marg, Hyderabad 500004, Telangana.

**B. Financial Year** : 1st April to 31st March

**C. Book Closure Dates** : 23rd December 2017 to 29th December 2017

**D. Financial Calendar for the Accounting year 2017-18**

Financials for the quarter ending:

- 30 June 2017 : Within 45 days from the end of quarter  
30 September 2017 : Within 45 days from the end of quarter  
31 December 2017 : Within 45 days from the end of quarter  
31 March 2018 : Within 60 days from the end of quarter

**E. Dividend payment date** : Wednesday, 24th January 2018 subject to shareholders approval

**F. Listing of Shares :**

The equity shares of the company are listed on the following stock exchange:

**The Bombay Stock Exchange Ltd.**

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai - 400 001

Listing fee including for the year 2017-18 has been paid to the above Stock Exchange.

**G. Stock Code**

- |                                      |              |
|--------------------------------------|--------------|
| (a) Trading Symbol                   | BAL          |
| (b) Demat ISIN number in NSDL & CDSL | INE921D01013 |
| (c) Scrip ID                         | 519295       |

**H. Electronic Connectivity**

National Securities Depository Limited  
Trade World, Kamala Mills Compound  
Senapati Bapat Marg, Lower Parel  
Mumbai- 400 013

Central Depository Services (India) Limited  
Phiroze Jeejeebhoy Towers, 28th Floor  
Dalal Street, Mumbai-400 023



**I. Market Price Data:**

The high and low prices of shares traded during each month of the last accounting year 2016-17 as downloaded from BSE website are as under.

Month & Year	BSE (in ₹)	
	High Price	Low Price
Apr-16	120.00	102.60
May-16	121.00	105.10
Jun-16	150.00	111.10
Jul-16	167.00	124.45
Aug-16	141.40	116.00
Sep-16	147.40	118.05
Oct-16	169.50	125.05
Nov-16	204.20	161.00
Dec-16	239.20	182.00
Jan-17	310.95	243.00
Feb-17	310.00	219.95
Mar-17	255.80	221.90

**J. Distribution Schedule As On 31 March 2017**

Sno	Category	No. of Cases	% of Cases	Amount	% of Amount
1	1-5000	10635	95.78	9190890.00	11.48
2	5001- 10000	249	2.24	1965820.00	2.45
3	10001- 20000	113	1.02	1702000.00	2.13
4	20001- 30000	24	0.22	613030.00	0.77
5	30001- 40000	28	0.25	1002070.00	1.25
6	40001- 50000	13	0.12	602510.00	0.75
7	50001- 100000	18	0.16	1296140.00	1.62
8	100001& Above	24	0.22	63716000.00	79.56
	<b>Total:</b>	<b>11104</b>	<b>100.00</b>	<b>80088460.00</b>	<b>100.00</b>

**k. Shareholding Pattern As On 31 March 2017**

Sno	Description	No. of Cases	Total Shares	% Equity
1	Banks	1	100	0.00
2	Clearing members	9	741	0.01
3	Directors and their relatives	4	155776	1.95
4	H u f	62	15988	0.20
5	Indian mutual funds	2	5204	0.06
6	Bodies corporates	116	165435	2.07
7	Non resident indians	51	67614	0.84
8	Non resident indian non repatriable	7	708	0.01
9	Promoters	4	5847858	73.02
10	Resident individuals	10848	1749422	21.84
	<b>Total:</b>	<b>11104</b>	<b>8008846</b>	<b>100.00</b>



### **L Registrar & Share Transfer Agents :**

The company has appointed Karvy Computershare Private Limited as the Registrar and Transfer Agents for both physical and electronic shares. The ISIN No. of the Company's shares is INE 921D01013. The address of the Registrar and Transfer Agent is as follows:

#### **Karvy Computershare Private Limited**

Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032, Tel.No.: 040-6716 2222, e-mail: evoting@karvy.com

Shareholders are requested to address all correspondence such as for transfer, transmission, Electronic Clearing Service, Demat related queries etc., to the Registrar and Transfer Agent.

### **M. Reconciliation of Share Capital Audit:**

The Securities and Exchange Board of India (SEBI) vide its circular No.D & CC/FITTC/CIR-16/2002 dated 31st December, 2002 has been made it mandatory that a secretarial audit by a practising Company Secretary be carried out to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital.

In keeping with the requirements of the SEBI and the Stock Exchanges, a secretarial audit by a Practising Company Secretary is being carried out to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The said audit confirms that the total issued/paid up capital tallies with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

#### **Dematerialisation of shares**

6890517 equity shares representing 86.04% of the total paid up equity capital were held in dematerialized form with the National Securities Depository Limited and Central Depository Services (India) Ltd. as on 31 March 2017.

Shareholders holding shares in physical form are requested to convert their physical holdings to demat/ electronic form through any of the registered Depository Participants (DPs) to avoid the hassles involved in dealing in physical shares such as possibility of loss, mutilation, etc and also to ensure safe and speedy transaction in respect of the shares held and payment of dividend thereof.

### **N. Address for Investor Correspondence**

Ms Ritu Tiwary  
Company Secretary & Legal  
Bambino Agro Industries Limited  
CIN:L15440TG1983PLC004363  
Tel No: 040 44363322,  
Fax: 040 2781 6615  
4E, Surya Towers, 104,  
S.P. Road, Secunderabad - 500 003  
Email ID: cs@bambinoagro.com

### **O. Plants Location :**

- a) Begumpur Khatola Village, Gurgaon, Haryana

**P. Details of compliance with mandatory requirements and adoption of Discretionary Requirements**

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has adopted a regime of financial statements with unmodified audit opinion.

**Declaration**

As required under schedule V (D) of the SEBI (LODR) Rules 2015, it is hereby affirmed that all the Board Members & Senior management personnel have complied with the code of conduct of the Company it is also confirmed that code of conduct has already been posted on the Website of the Company.

Place : Secunderabad

Date : 28th November 2017

**M. Kishan Rao**

Chairman and Managing Director



## CERTIFICATE ON CORPORATE GOVERNANCE

To  
The Members  
Bambino Agro Industries Limited

We have examined the compliance of conditions of Corporate Governance by Bambino Agro Industries Limited for the period ended 31st March, 2017, as stipulated in SEBI (LODR) Regulations, 2015 of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to 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 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 and based on the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015.

We state that in respect of investor grievances received during the year ended 31st March 2017, no investor grievances are pending against the Company for a period exceeding one month as per records maintained by the Company which are presented to the Shareholders/investors grievance committee.

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

For **PRV ASSOCIATES**  
Chartered Accountants  
F.R. No : 006447S

**S. RAMNATH**  
PARTNER  
Membership No : 019201

Place : Hyderabad  
Date : 23-05-2017

**PRV ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

3-6-203, GROUND FLOOR, HIMAYATNAGAR  
HYDERABAD-500029, Telangana; Ph: 23227651, 23223289  
Email:prvassociates1993@gmail.com

## **INDEPENDENT AUDITORS' REPORT**

TO THE MEMBERS OF **BAMBINO AGRO INDUSTRIES LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Bambino Agro Industries Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the 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 the preparation 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 the Act, 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 there under.

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 the 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 in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the 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,

a) in case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2017;

- b) in the case of Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure – 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) (i) of the Companies Act, 2013, we had given in Annexure – 2, the report on Internal Financial Controls over Financial Reporting.
3. 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 accounts of the branch offices of the Company have been audited by us under Section 143 (8) of the Act and have been properly dealt with by us in preparing this report.
  - (d) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the accounts of the branches.
  - (e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (f) On the basis of the written representations received from the directors as on 31st March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. In our opinion and as per the information and explanations provided to us, The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management

**FOR PRV ASSOCIATES**  
Chartered Accountants  
Firm Reg. No. 006447S

**S RAMNATH**  
PARTNER  
Membership No. 019201

Place: Hyderabad  
Dated: 23-05-2017

## **Annexure-1 to the Independent Auditors Report**

**(Referred to in Paragraph 1 under section (Report on the Other Legal and Regulatory Requirements, of our report even date)**

- (i) (a) According to the information and explanations given to us, the Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) According to the information and explanations given to us, majority of the fixed assets have been physically verified by the management during the year. There is a phased program of verification which in our opinion is at reasonable intervals having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification;
- (c) All the title deeds of the immovable properties are held in the name of the Company.
- (ii) According to the information and explanations given to us, the inventories have been physically verified at reasonable intervals by the management and no material discrepancies were noticed on such verification.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to the companies, firms or other parties covered in the register maintained under section 189 of companies' act 2013. Accordingly, the sub-clause (a), (b) and (c) are not applicable to the company. Loans and advances to related parties are trade advances given in the ordinary course of carrying on the business of the company.
- (iv) According to the information and explanations given to us, the Company has not granted any loans nor has it made any investments or given any guarantee or security which are covered under the provisions of Section 185 and 186 of the Companies Act, 2013.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits in terms of the directives issued by Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- (vi) The Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.
- (vii) (a) According to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, service tax with the appropriate authorities. According to the information and explanations given to us, the arrears of outstanding statutory dues as at the last day of the financial year under audit for a period of more than six months from the date they became payable are Service Tax 29.88 Lacs and Tax Deducted at Source 5.23 Lacs.
- (b) According to the information and explanations given to us, there are no dues of sales taxes or service tax or duty of customs or duty of excise or value added tax which has not been deposited on account of dispute except Income tax of an amount Rs. 14.50 lakhs. The deputy commissioner of Income Tax – circle 1(2), Hyderabad had raised the aforesaid said demand against the company for the Assessment Year 2013-14. The company referred an appeal before Commissioner of Income Tax Appeals VI, Hyderabad. No provision has been made in the books for the aforesaid demand.
- (viii) According to the information and explanations given to us, the company has not defaulted in repayment of dues, to a financial institution or bank during the year however there are delays in few cases. There are no debenture holders.
- (ix) According to the information and explanations given to us, during the year under review, the Company has not raised any money by way of initial public offer, further public offer, or term loans and hence the reporting requirement on the purpose of application of the same is not warranted.





## Annual Report 2016-17

- (x) According to the information and explanations given to us and based upon the audit procedures performed by us, no fraud by the Company or on the Company committed by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us, the managerial remuneration paid to Directors during the year is in compliance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013.
- (xii) As the Company is not a Nidhi Company in terms of the provisions of the Companies Act, 2013 read with Nidhi Rules, 2014, the matters to be reported under clause (xii) are not applicable.
- (xiii) According to the information and explanations given to us, in respect of the transactions with the related parties, the Company has complied with the provisions of Section 177 and 188 of the Companies Act, 2013, wherever applicable. In our opinion, the details as required by the applicable accounting standards have been disclosed in the financial statements for the year under review.
- (xiv) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence, reporting requirement on compliance with Section 42 of the Companies Act, 2013 and purpose of application of the funds so raised is not applicable.
- (xv) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him and hence, reporting requirement on compliance with the provisions of Section 192 of the Companies Act, 2013 is not applicable.
- (xvi) According to the information and explanations given to us and in our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**FOR PRV ASSOCIATES**

Chartered Accountants  
Firm Reg. No. 0064475

**S. RAMNATH**

PARTNER

Membership No. 019201

Place : Hyderabad  
Date : 23-05-2017

## **Annexure-2 to the Independent Auditors Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act"):**

We have audited the internal financial controls over financial reporting of Bambino Agro Industries Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit.

We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures



of the company are being made only in accordance with authorizations of management and directors of the company; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR PRV ASSOCIATES**

Chartered Accountants  
Firm Reg. No. 0064475

**S RAMNATH**

PARTNER

Membership No. 019201

Place: Hyderabad

Dated: 23-05-2017

**BALANCE SHEET AS AT 31<sup>st</sup> March 2017**

Amount in ₹.

<b>PARTICULARS</b>	<b>Notes No.</b>	<b>As at 31st March 2017</b>		<b>As at 31st March 2016</b>	
<b>I EQUITY AND LIABILITIES</b>					
Shareholders' funds					
Share Capital	2	<b>80,088,460</b>		80,088,460	
Reserves and Surplus	3	<b>388,341,005</b>	<b>468,429,465</b>	<b>369,889,345</b>	449,977,805
<b>Non-Current Liabilities</b>					
Long-term borrowings	4	<b>345,699,282</b>		213,032,043	
Deferred tax liabilities (Net)	5	<b>36,024,477</b>		30,878,257	
Other Long term liabilities	6	<b>20,718,015</b>		30,364,601	
Long-term provisions	7	<b>7,925,746</b>	<b>410,367,520</b>	<b>4,544,972</b>	278,819,873
<b>Current Liabilities</b>					
Short-term borrowings	8	<b>212,154,723</b>		428,031,927	
Trade payables	9	<b>227,985,366</b>		201,041,173	
Other Current liabilities	10	<b>138,317,183</b>		139,937,074	
Short-term provisions	11	<b>52,887,651</b>	<b>631,344,923</b>	<b>70,941,793</b>	839,951,967
<b>TOTAL</b>			<b>1,510,141,908</b>		<b>1,568,749,645</b>
<b>II ASSETS</b>					
<b>Non-Current Assets</b>					
<b>Fixed assets</b>					
Tangible Assets	12	<b>473,045,746</b>		469,931,308	
Intangible Assets				-	
Capital Work-in-Progress	13	-		7,340,497	
Non-current investments	14	<b>19,549,000</b>		19,549,000	
Long term loans and advances	15	-		-	
Other non-current assets	16	-	<b>492,594,746</b>	-	496,820,805
<b>Current Assets</b>					
Current Investments					
Inventories	17	<b>870,562,581</b>		935,648,314	
Trade receivables	18	<b>36,257,010</b>		29,428,758	
Cash and cash equivalents	19	<b>25,348,673</b>		28,534,661	
Short-term loans and advances	20	<b>78,618,607</b>		76,521,961	
Other Current Assets	21	<b>6,760,291</b>	<b>1,017,547,162</b>	<b>1,795,146</b>	1,071,928,840
<b>TOTAL</b>			<b>1,510,141,908</b>		<b>1,568,749,645</b>

**As per Our report of even date  
for PRV Associates  
Chartered Accountants,  
F.R.No.0064475**

for and on behalf of the Board

**M.RAGHUVeer**  
Chairman and Managing Director  
(DIN NO.01455951)

**S.RAMNATH**  
Partner  
Membership No.019201  
Place : Secunderabad  
Date :23.05.2017

**V.NAGARAJAN**  
Chief Financial Officer

**RITU TIWARY**  
Company Secretary & Legal  
(M.No.ACS 19056)



## STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDING 31<sup>st</sup> MARCH 2017

(Amount in ₹.)

PARTICULARS	NOTES NO.	Year Ended 31st March 2017	Year Ended 31st March 2016
<b>REVENUE</b>			
Revenue from Operations	22	<b>2,078,630,404</b>	2,696,956,514
Other Income	23	<b>576,320</b>	1,125,566
<b>TOTAL REVENUE</b>		<b>2,079,206,724</b>	2,698,082,080
<b>EXPENSES</b>			
Cost of Materials consumed	25	<b>800,181,170</b>	1,053,258,315
Purchase of Stock-in-Trade		<b>435,213,757</b>	525,842,356
Changes in Inventories of Finished Goods, Work in Progress	24	<b>62,536,438</b>	-6,812,275
Other manufacturing expenses	26	<b>77,117,701</b>	125,323,423
Employee benefits expenses	27	<b>207,492,177</b>	268,581,521
Finance Costs	29	<b>87,304,783</b>	117,662,054
Depreciation and Amortisation expenses	12	<b>27,456,394</b>	25,916,870
Other expenses	28	<b>331,344,102</b>	494,707,361
<b>TOTAL EXPENSES</b>		<b>2,028,646,522</b>	2,604,479,625
<b>Profit before exceptional and extraordinary items and tax</b>		<b>50,560,202</b>	93,602,455
Exceptional Items		-	-
<b>Profit before extraordinary items and tax</b>		<b>50,560,202</b>	93,602,455
Extraordinary items		-	-
<b>Profit Before Tax</b>		<b>50,560,202</b>	93,602,455
<b>Tax Expense</b>			
- Current Tax		<b>11,535,510</b>	23,548,540
- Deferred Tax Charge/Credit		<b>5,146,220</b>	5,876,627
Sub Total - Tax Expense		<b>16,681,730</b>	29,425,167
<b>Profit for the period after tax</b>		<b>33,878,472</b>	64,177,288
Basic Earnings Per Share of Rs.10/-each (In Rupees)	XI	<b>4.23</b>	8.01
Diluted Earnings Per Share of Rs.10/-each (In Rupees)	XI	<b>4.23</b>	8.01
Notes to Accounts & Significant Accounting policies			
The Notes No 2 to 33 are integrated part of these Financial Statements			

**As per Our report of even date  
for PRV Associates  
Chartered Accountants,  
F.R.No.0064475**

for and on behalf of the Board

**M.RAGHUVeer**  
Chairman and Managing Director  
(DIN NO.01455951)

**S.RAMNATH**  
Partner  
Membership No.019201  
Place : Secunderabad  
Date :23.05.2017

**V.NAGARAJAN**  
Chief Financial Officer

**RITU TIWARY**  
Company Secretary & Legal  
(M.No.ACS 19056)

**CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET**

(Amount in ₹)

<b>PARTICULARS</b>	<b>Year Ended 31.03.2017</b>	<b>Year Ended 31.03.2016</b>
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax and after extra ordinary items	<b>50,560,202</b>	93,602,455
<b>ADJUSTMENTS FOR :</b>		
Add: Depreciation	<b>27,456,394</b>	25,916,870
Financial Expenses	<b>87,304,783</b>	117,662,054
Less: Net gain on Foreign currency transactions	<b>453,198</b>	996,688
Less Interest Income	<b>123,122</b>	128,878
Operating Profit before Working Capital Changes	<b>164,745,059</b>	236,055,813
(Increase) / Decrease in Inventories	<b>65,085,734</b>	(51,252,531)
(Increase) / Decrease in Trade Receivables	<b>(6,828,252)</b>	34,691,673
Increase / (Decrease) in Trade Payables	<b>26,944,194</b>	(21,391,619)
Increase / (Decrease) in Current Liabilities/Provisions	<b>(19,674,036)</b>	56,115,253
Increase / (Decrease) in Non Current Liabilities	<b>(6,265,812)</b>	(13,135,788)
(Increase) / Decrease in Short Term Loans & Advances	<b>(2,096,646)</b>	(154,349)
(Increase) / Decrease in Other Current Assets	<b>(4,965,145)</b>	133,983
(Increase) / Decrease in Other Non Current Assets	-	-
Cash generated from Operations	<b>216,945,096</b>	241,062,435
Direct Taxes Paid	<b>(11,535,510)</b>	(23,548,540)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>205,409,586</b>	217,513,896
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	<b>(23,230,345)</b>	(40,252,765)
Proceeds on sale of Fixed Assets	-	-
Net gain on Foreign currency transactions	<b>453,198</b>	996,688
Interest received	<b>123,122</b>	128,878
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(22,654,025)</b>	(39,127,199)
<b>C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds transferred to General Reserve	<b>1,693,924</b>	3,208,864
Proceeds from Long Term & Short Term Borrowings	<b>(83,209,964)</b>	(66,878,426)
Financial Expenses	<b>(87,304,783)</b>	(117,662,054)
Dividend paid	<b>(15,426,812)</b>	(15,425,354)
Dividend equalisation reserve	<b>(1,693,924)</b>	(3,208,864)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(185,941,558)</b>	(199,965,834)
Net increase in cash and cash equivalents (A+B+C)	<b>(3,185,988)</b>	(21,579,133)
Cash and Cash Equivalents -opening balance	<b>28,534,661</b>	50,113,794
Cash and Cash Equivalents -closing balance	<b>25,348,673</b>	28,534,661

**As per Our report of even date**  
**for PRV Associates**  
**Chartered Accountants,**  
**F.R.No.006447S**

for and on behalf of the Board

**M.RAGHUVeer**  
Chairman and Managing Director  
(DIN NO.01455951)

**S.RAMNATH**  
Partner  
Membership No.019201  
Place : Secunderabad  
Date :23.05.2017

**V.NAGARAJAN**  
Chief Financial Officer

**RITU TIWARY**  
Company Secretary & Legal  
(M.No.ACS 19056)

## Notes to the Accounts March 2017

Amount in ₹

Particulars	As at 31st March 17	As at 31st March 16
<b>2 SHARE CAPITAL</b>		
<b>Authorised</b>		
1,55,00,000 Equity Shares of Rs.10/- Each	<b>155,000,000</b>	155,000,000
2,50,00,000 Preference Shares of Rs.10/- Each	<b>250,000,000</b>	250,000,000
	<b>405,000,000</b>	405,000,000
<b>Issued Capital</b>	<b>62,520,670</b>	62,520,670
Less: Shares Derated (4,08,757 shares of Rs.10/- each) from Promoters	<b>4,087,570</b>	4,087,570
Add: Issue of 22,47,736 Equity Shares of Rs.10/- each	<b>22,477,360</b>	22,477,360
<b>Subscribed &amp; Paid up Capital</b>		
80,91,046 Equity Shares of Rs.10/- each	<b>80,910,460</b>	80,910,460
Less: 82,200 Equity Shares forfeited	<b>822,000</b>	822,000
	<b>80,088,460</b>	80,088,460
A reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period		
No of shares outstanding at the beginning of the period	<b>8,008,846</b>	8,008,846
Add: No of shares issued during the period	-	-
Less: No of shares brought back/forfeited during the period	-	-
No of shares outstanding at the end of the period	<b>8,008,846</b>	8,008,846

### Details of shares held by each shareholder holding more than 5%

Name of the Shareholder	No.of Shares % of Holding	No.of Shares % of Holding
M.Kishan Rao	-	1,927,240
% of Holding	-	24.06
M.Raghuveer	<b>5,772,858</b>	2,158,076
% of Holding	<b>72.08</b>	26.95
M.Kishan Rao(HUF)	-	439,076
% of Holding	-	5.48
M.Subramanyam	-	837,500
% of Holding	-	10.46



## Bambino Agro Industries Limited

Particulars		As at 31st March 17	As at 31st March 16
<b>3</b>	<b>RESERVES AND SURPLUS</b>		
	Capital Reserve on Amalgamation	50,420,900	50,420,900
	Capital Reserve on Shares Forfeiture	205,500	205,500
	Capital Redemption Reserve	-	-
	Securities Premium Reserve	42,760,500	42,760,500
	Central Subsidy	3,750,000	3,750,000
	A	97,136,900	97,136,900
	General Reserve	40,353,102	37,144,238
	Add : Transfer during the period	1,693,924	3,208,864
	B	42,047,026	40,353,102
	Surplus as per Profit & Loss Account(1)	232,399,343	186,856,273
	Add: Profit for the period	33,878,472	64,177,288
	Less: Dividend on Equity Shares	12,814,154	12,814,154
	- Tax on Distributed Profits on Equity Shares	2,612,659	2,608,660
	- Dividend & Tax on Equity shares (31.03.15)	-	2,540
	- Transfer to General Reserve	1,693,924	3,208,864
	C	249,157,079	232,399,343
	TOTAL	A+B+C	388,341,005

Particulars		As at 31st March 17	As at 31st March 16
	<b>NON-CURRENT LIABILITIES</b>		
<b>4</b>	<b>LONG-TERM BORROWINGS</b>		
<b>A.</b>	<b>Loans From Banks</b>		
	<b>Secured</b>		
	<b>- Term Loans</b>		
	Indian Overseas Bank Ltd	2,116,359	14,863,117
	First Charge on the Assets Procured from out of the Term Loans (3.05 Crores: Repayment in Fifteen Installments) (4.09 Crores: Repayment in Thirteen Installments)		
	State Bank of India	38,588,472	53,773,365
	exclusive First Charge on all the Fixed Assets created by this Term Loan (Repayment in Twelve Quarterly Installments)		
	IDBI Term Loan	-	45,339,782



## Annual Report 2016-17

Particulars	As at 31st March 17	As at 31st March 16
Exclusive charge on the Current Asset acquired out of Short Term Loan at Flour Mill Division at Gurgaon.		
APSFCL Working Capital Term Loans	-	8,149,997
Pari passu First Charge on the Fixed Assets of the Co. situated at Gurgaon to the extent of Rs.17.89 Crores		
<b>HERO FIN CORP.LTD</b>	<b>221,986,783</b>	-
1. Exclusive charge on the current assets (other than stock funded through warehousing funding) 2. Exclusive charge on fixed assets of the company(Land&Building, Plant & Machinery) situated at Begumpur Khatola, Gurgaon, Haryana. (25 Crores Repayment in Seventy Three Equal Installments)		
	<b>262,691,614</b>	122,126,261
<b>VEHICLE LOANS</b>		
HDFC Bank Ltd	<b>635,734</b>	971,207
Kotak Mahendra Prime Ltd	<b>10,613,912</b>	12,853,793
	<b>11,249,646</b>	13,825,000
<b>Total Loans from Banks</b>	<b>273,941,260</b>	135,951,261
<b>B Loans From Others</b>		
- Term Loans		
Unsecured		
- Directors	<b>71,758,022</b>	77,080,782
- Others	-	-
	<b>345,699,282</b>	213,032,043
<b>5 DEFERRED TAX LIABILITY</b>		
Opening Balance	<b>30,878,257</b>	25,001,630
Deferred Tax Liability/(Assets)	<b>5,146,220</b>	5,876,627
Net Deferred Tax Liability/(Assets)	<b>36,024,477</b>	30,878,257
<b>6 OTHER LONG-TERM LIABILITIES</b>		
Security Deposits received	<b>20,718,015</b>	30,364,601
	<b>20,718,015</b>	30,364,601
<b>7 LONG TERM PROVISIONS</b>		
Employee Benefits	<b>7,925,746</b>	4,544,972
	<b>7,925,746</b>	4,544,972

	Particulars	As at 31st March 17	As at 31st March 16
	<b>CURRENT LIABILITIES</b>		
<b>8</b>	<b>SHORT TERM BORROWINGS</b>		
	Secured		
	Working Capital-loans repayable on demand		
	State Bank of India - Cash Credit	8,440,717	252,145,233
	Pari Passu First Charge on the Current Assets and Pari Passu Second Charge on the Fixed Assets of the Co.		
	HERO FIN CORP.LTD	200,000,000	-
	1.Exclusive charge on the current assets (other than stock funded through warehousing funding) 2. Exclusive charge on fixed assets of the company(Land&Building ,Plant&Machinery)situated at Begumpur Khatola,Gurgaon,Haryana.		
	Indian Overseas Bank - Cash Credit	3,714,006	115,837,214
	Pari Passu First Charge on the Current Assets and Pari Passu Second Charge on the Fixed Assets of the Co.		
	IDBI Bank Ltd - Cash Credit	-	60,049,480
	Pari Passu First Charge on the Current Assets and Pari Passu Second Charge on the Fixed Assets of the Co.		
		<u>212,154,723</u>	<u>428,031,927</u>
<b>9</b>	<b>TRADE PAYABLES</b>		
	Trade payables	227,985,366	201,041,173
		<u>227,985,366</u>	<u>201,041,173</u>
<b>10</b>	<b>OTHER CURRENT LIABILITIES</b>		
	Current Maturities of Long-Term Debt	99,825,831	102,227,199
	Other payable-employees	7,718,393	3,304,089
	Trade Deposits & Advances		
	Sales Tax & Withholding taxes payable	26,593,274	30,978,112
	Unpaid/unclaimed Dividends	4,179,685	3,427,674
		<u>138,317,183</u>	<u>139,937,074</u>
<b>11</b>	<b>SHORT-TERM PROVISIONS</b>		
	Dividends on Equity Shares	12,814,154	12,814,154
	Dividend Distribution Tax	2,612,658	2,608,660
	Income Tax & Wealth Tax	11,791,566	23,522,152
	Others	25,669,273	31,996,827
		<u>52,887,651</u>	<u>70,941,793</u>

## 12. FIXED ASSETS

Description	Gross block			Depreciation				Net block	
	As at 31.03.16	Additions During The year	Deletions During The year	As at 31.03.17	Up to 31.03.16	During The Year	Deletions During The year	Up to 31.03.17	As at 31.03.16
<b>Tangible assets</b>									
Land	7570998	-	-	<b>7570998</b>	-	-	-	-	7570998
Buildings	139778970	1910162	-	<b>141689132</b>	60353378	4122617	-	<b>64475995</b>	79425592
Plant & machinery	472142499	24719896	-	<b>496862395</b>	120659427	17039412	-	<b>137698839</b>	351483072
Vehicles	31457178	67886	-	<b>31525064</b>	10110380	3925057	-	<b>14035437</b>	21346798
Furniture	3902271	2079808	-	<b>5982079</b>	2185712	156980	-	<b>2342692</b>	1716559
Office equipments	11104616	1194205	-	<b>12298821</b>	4959302	1097847	-	<b>6057149</b>	6145313
Computers	8316993	598885	-	<b>8915878</b>	6074017	1114481	-	<b>7188498</b>	2242976
	674273525	30570842	-	<b>704844367</b>	204342216	27456394	-	<b>231798610</b>	469931308
<b>13. Capital work-in Progress</b>	7340497		-				-		7340497
<b>Total</b>	681614022	30570842	-	<b>704844367</b>	204342216	27456394	-	<b>231798610</b>	477271805
Previous year figures	641361257	40252765	-	<b>681614022</b>	178425346	25916870	-	<b>204342216</b>	462935911

## Bambino Agro Industries Limited

Particulars			As at 31st March 17	As at 31st March 16
<b>14</b>	<b>NON-CURRENT INVESTMENTS</b>			
	Number	Face value	All unquoted unless	
		Per Unit	otherwise specified	
			Non Trading Investments	
	1954900	10/-	Spectrum Power Generation	19,549,000
			Limited ;0.05% 15 year Redeemable	
			Preference Shares fully paid up.	
	<b>NON-CURRENT ASSETS</b>			
<b>15</b>	<b>LONG-TERM LOANS AND ADVANCES</b>		-	-
<b>16</b>	<b>OTHER NON-CURRENT ASSETS</b>		-	-
	<b>CURRENT ASSETS</b>			
<b>17</b>	<b>INVENTORIES</b>			
	- Raw materials		171,240,198	192,556,397
	- Packing Materials		93,921,340	82,562,977
	- Stock in trade ( in respect of goods acquired for trading)		39,481,250	32,544,340
	- Finished Goods		532,477,656	595,014,094
			837,120,444	902,677,808
	- Stores ,spares,& fuels		33,442,137	32,970,506
			870,562,581	935,648,314
<b>18</b>	<b>TRADE RECEIVABLES</b>			
	<b>Secured</b>			
	- Over six months - Good		-	-
	- Other Debts - Good			
	<b>Unsecured</b>			
	- Over six months - Good		-	-
	-Doubtful			
	- Other Debts - Good		36,257,010	29,428,758
			36,257,010	29,428,758
<b>19</b>	<b>CASH AND CASH EQUIVALENTS</b>			
	- Cash in hand and as Imprest		895,166	1,250,908
	- On current Accounts		18,877,232	22,785,796
	- On Dividend Account		4,179,685	3,427,674
	- As Margin Money - Deposit with Banks		1,396,590	1,070,283
			25,348,673	28,534,661



## Annual Report 2016-17

Particulars	As at 31st March 17	As at 31st March 16
<b>20 SHORT TERM LOANS AND ADVANCES</b>		
- Loans and advances	<b>14,185,746</b>	14,208,805
- Deposits	<b>9,576,065</b>	9,354,060
- Deposits /Balances with Excise/ Sales Tax Authorities	<b>48,778,727</b>	41,471,053
- Advance payment of Income tax (including TDS)	<b>6,078,069</b>	11,488,043
	<b>78,618,607</b>	76,521,961
<b>21 OTHER CURRENT ASSETS</b>		
Prepaid expenses	<b>1,585,291</b>	1,795,146
Processing Charges - to the extent not written off	<b>5,175,000</b>	-
	<b>6,760,291</b>	1,795,146

## Notes to the Accounts

PARTICULARS	Year Ended 31st March 17	Year Ended 31st March 16
<b>22 REVENUE FROM OPERATIONS</b>		
Sales of products	<b>2,031,970,852</b>	2,647,693,884
Less: Excise Duty	<b>11,984,223</b>	12,711,583
	<b>2,019,986,629</b>	2,634,982,301
Sales of services	<b>50,992,587</b>	52,579,464
Other Operating Revenues	<b>7,651,188</b>	9,394,749
Net Sales	<b>2,078,630,404</b>	2,696,956,514
<b>23 OTHER INCOME</b>		
Interest received	<b>123,122</b>	128,878
Net gain on Foreign currency transactions	<b>453,198</b>	996,688
	<b>576,320</b>	1,125,566
<b>24 CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
Stock at close - Finished	<b>532,477,676</b>	595,014,114
Stock at commencement - Finished	<b>595,014,114</b>	588,201,839
Increase/(Decrease) in Stocks	<b>(62,536,438)</b>	6,812,275

## Bambino Agro Industries Limited

PARTICULARS		Year Ended 31st March 17	Year Ended 31st March 16
<b>25</b>	<b>COST OF MATERIAL CONSUMED</b>		
	Opening stock: Raw materials	192,556,397	166,540,002
	Purchases during the year	671,309,050	930,765,956
		863,865,447	1,097,305,958
	Closing stock	171,240,198	192,556,397
	<b>Raw Materials consumed</b>	692,625,249	904,749,561
	<b>Raw Materials consumed in detail</b>		
	- Rawa	80,211,325	329,001,311
	- Wheat	612,413,924	575,748,250
		692,625,249	904,749,561
	Opening stock: Packing Materials	82,562,977	73,681,471
	Purchases during the year	118,914,284	157,390,260
		201,477,261	231,071,731
	Closing stock	93,921,340	82,562,977
	<b>Packing Materials Consumed</b>	107,555,921	148,508,754
		800,181,170	1,053,258,315
<b>26</b>	<b>OTHER MANUFACTURING EXPENSES</b>		
	Repairs - Plant & Machinery	13,389,941	23,624,743
	- Buildings	603,352	2,839,012
	Power & Fuel	63,124,408	98,859,668
		77,117,701	125,323,423
<b>27</b>	<b>EMPLOYEE BENEFITS EXPENSES</b>		
	Salaries, Wages, Bonus, Gratuity & Allowances	189,881,712	244,921,808
	Contribution to Provident & Superannuation Fund	7,801,868	12,816,704
	Staff Welfare Expenses	9,808,597	10,843,009
		207,492,177	268,581,521



PARTICULARS		Year Ended 31st March 17	Year Ended 31st March 16
<b>28</b>	<b>OTHER EXPENSES</b>		
	Rent	7,468,276	13,985,705
	Lease Charges	333,000	594,000
	Rates & Taxes	1,677,488	2,102,612
	Insurance	4,190,614	3,941,085
	Advertisement, Publicity and Sales Promotion	35,911,058	67,421,302
	Travelling and Conveyance Expenses	30,915,751	52,439,629
	Office Maintenance	4,163,405	4,055,987
	Vehicle Running & Maintenance	1,751,799	2,644,020
	Electricity & Lighting	452,123	1,421,910
	Registration & Filing Fee	14,000	65,835
	Books & Periodicals	35,315	58,357
	Subscription & Membership	890,685	748,147
	General Expenses	2,166,688	2,909,733
	Printing and stationery	830,826	2,306,333
	Postage and Telephones	3,363,127	5,450,963
	Staff recruitment and training	89,105	447,889
	Auditors remuneration - As Auditors		
	- For Statutory Audit Fee	1,050,000	1,065,800
	- For Certification Fee	28,250	150,000
	- Service Tax	157,500	152,250
	Legal , Professional and Consultancy charges	5,254,123	10,328,863
	Freight and Forwarding (including Ocean freight)	181,808,997	248,247,433
	Directors` Sitting fees	708,418	705,371
	Discount and claims to customer and other selling expenses	22,230,897	32,769,246
	Commission on Sales	21,919,835	28,595,575
	Security services	3,896,527	3,315,415
	<b>A</b>	<b>331,307,807</b>	<b>485,923,460</b>
	Research and Development Expenses	<b>B</b>	<b>36,295</b>
	<b>Total</b>	<b>(A+B)</b>	<b>331,344,102</b>
<b>29</b>	<b>FINANCE COST</b>		
	Interest expense on Term Loans	16,595,524	29,645,219
	Interest expense on Overdrafts and borrowings	63,215,747	78,146,522
	Other borrowings	7,493,512	9,870,313
		<b>87,304,783</b>	<b>117,662,054</b>

## Notes forming part of the Financial Statements

### NOTE NO. 1

#### 1. CORPORATE INFORMATION

The Company is a public company domiciled in India and incorporated under the provisions of the Companies Act 1956. Its shares are listed on BSE. The Company is engaged in manufacturing and selling vermicelli, macaroni and other pasta products under the brand name "Bambino". The Company also sells the products of its related companies (common Directors) engaged in the manufacture of pasta and instant mixes, spices, namkeens, sweet-meat masalas etc.

#### 2. SIGNIFICANT ACCOUNTING POLICIES

- a) The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP) to comply with the accounting standards issued by the Institute of Chartered Accountants of India and referred to Sec 129 & 133 of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. The Company generally follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year unless otherwise stated.
- b) The company has regrouped/reclassified the previous year figures wherever necessary in accordance with the requirements applicable in the current year.
- c) Lease Rentals and other expenses in respect of leased assets are treated as revenue expenditure
- d) Sales include packing charges and net of Central Excise duty paid.
- e) Export sales are accounted on the basis of Bill of Lading.
- f) Export sales are recorded at the exchange rates prevailing as on the transaction date and adjusted for the exchange difference, if any, upon realization.
- g) Lease income on leased assets are recognized and included under the other operating revenues.

#### 3. FIXED ASSETS

- a) All fixed assets are stated at cost of acquisition or construction less accumulated depreciation.
- b) In the case of imported machinery purchased out of foreign currency loan, the changes in liability arising due to exchange rate at the time of repayment of loan installment and due to realignment of loan in Indian Rupee have been adjusted in the cost of machinery.

#### 4. DEPRECIATION

- a) Depreciation has been provided on straight line method based on life assigned to each asset in accordance with Schedule II of the Companies Act 2013.
- b) Depreciation on additions to fixed assets has been calculated on pro-rata basis from the date of addition.
- c) No depreciation has been provided on the fully depreciated assets.

#### 5. INVENTORIES

- a) Stores and Spares are valued at cost and are charged to revenue on the basis of issues.
- b) Raw material and packing materials are valued at cost.
- c) Finished goods are valued at Cost or Market price whichever is lower.
- d) Empties are valued at net realizable value.
- e) Obsolete/damaged and unserviceable stores & spares are Nil during the year (previous year Rs. Nil).

#### 6. DEFERRED REVENUE EXPENDITURE

- a) Expenditure incurred on advertisement and other expenses for promotion of new products and recruitment of key personnel is amortised over a period of five years, having due regard to the nature of expenses and the benefit that may be derived there from. Expenditure on routine product advertisement and personnel recruitment is expensed off to profit & loss account in the year in which it is incurred.

#### 7. RETIREMENT BENEFITS

- a) Provident fund contributions, a defined contribution scheme, are charged to the profit and loss account.



- b) Gratuity liability, a defined benefit scheme, is provided based on actuarial valuation and funded through the scheme administered by Life Insurance Corporation of India. The contribution paid/payable under the scheme is recognised during the period in which the employee render the services.

### **8. PRIOR PERIOD AND EXTRA-ORDINARY ITEMS**

Prior period and extra-ordinary items and changes in accounting policies having material impact on the financial affairs of the company are disclosed.

### **9. EVENTS OCCURRING AFTER THE BALANCE SHEET DATE**

Material events occurring after the date of Balance Sheet are taken into cognizance.

### **10. TAXES ON INCOME**

Current Tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred Tax is recognized, on timing differences, being the difference between taxable Income and accounting Income that originates in one period and are capable of reversal in one or more subsequent periods. Deferred Tax assets are recognized subject to the consideration of prudence. The tax rates and laws that have been enacted or substantively enacted as of the balance sheet date are applied.

### **11. PROVISIONS AND CONTINGENT LIABILITIES**

A provision is recognized if, as a result of a past event, the Company has a present legal obligation which can be reasonably estimated, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Contingent liabilities not provided in the books of accounts are disclosed in the notes to accounts note no IV.

### **12. FOREIGN CURRENCY TRANSACTIONS**

Foreign-currency-denominated monetary assets and liabilities are translated at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

Revenue, expense and cash-flow items denominated in foreign currencies are translated using the exchange rate in effect on the date of the transaction. Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled.

### **13. EARNINGS PER SHARE**

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

### **14. INVESTMENTS**

Investments are valued at cost.

### **15. CASH AND CASH EQUIVALENTS**

Cash and cash equivalents comprise cash and cash-on-deposit with banks and financial institutions. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

### **16. CASH FLOW STATEMENT**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

## NOTES TO ACCOUNTS

### I. Share Capital

For non-payment of call-moneys, 82,200 equity shares of Rs.10/- each were forfeited by the Board after due compliance of legal formalities and such shares have not been reissued so far.

### II. Secured Loans

- All the term loans are secured by exclusive first charge by way of hypothecation of all movable assets both present & future and mortgage of immovable properties acquired from out of the respective loans.
- Working Capital loans from Banks viz., State Bank of India, Commercial Branch, Hyderabad & Indian Overseas Bank, Adarshnagar Branch, Hyderabad, IDBI Bank, Chapel Road branch, Hyderabad are secured on pari passu basis by a first charge by way of hypothecation of all stocks of raw materials, packing materials, finished goods, stores & spares and book debts.
- Working Capital loans from State Bank of India, Indian Overseas Bank and IDBI Bank are further secured by a second charge on the movable and immovable assets at Bibinagar and on plant and machinery at Gurgaon. Working Capital loans from State Bank of India, Indian Overseas Bank and IDBI, are further secured by a second charge on the movable & immovable assets of the Company on pari passu basis.
- Sri M.Kishan Rao, Sri M.Raghuveer and Sri M.Subramanyam have guaranteed all the above loans in their personal capacities.
- Term loan and Working Capital Demand Loan from Hero FinCorp Ltd is hypothecated on exclusive charge on current assets (other than stocks funded through the warehousing funding) and fixed assets of the company (Land & Building and Plant & Machinery situated at Begampur Khatola, Gurgaon, Haryana) and personal guarantee of Mr.M. Raghuveer and Mr.M.Kishan Rao.

### III. Sundry Creditors

Based on the information available with the Company, there are no dues / Interest outstanding to Micro, Small and Medium Enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006, as at March 31, 2017. (Previous Year: Nil)

### IV. Contingent Liabilities and Commitments (to the extent not provided for)

#### a Claim against the company not acknowledged as debts:

₹

Particulars	2016-17	2015-16
NIL	-	-

#### b. Guarantees

Rs. in Lacs

Particulars	2016-17	2015-16
a) Bank guarantees	32.70	17.14

- The Deputy Commissioner of Income Tax -1(2), Hyderabad has raised a demand of Rs.14.50 Lacs against the company for the Assessment Year 2013-14. The company has preferred an appeal before Commissioner of Income Tax Appeals – Vi, Hyderabad. No provision has been made in the books for the aforesaid demand.

### V The Disclosures of Employee Benefits as required by Accounting Standard – 15 (Revised) "Employee Benefits", are given below:

#### i. Defined Contribution Plan

Contributions to defined contribution plan recognized as expenses for the year are as under:

₹. in Lacs

Particulars	2016-17	2015-16
Employer's Contribution to PF	71.24	121.09
Employer's Contribution to ESI	1.70	2.65



## ii. Gratuity Plan

Gratuity payment a defined benefit scheme administered by LIC of India, amount of Rs.34,06,274/- (Previous year Rs.45,44,972/-) is included in Employees Benefits expenses (Schedule 27) in the Profit & Loss account.

## VI. Taxes

Provision for Income tax Rs. 1,15,35,510/- Previous year Rs.2,35,48,540/-

## VII. Director's Sitting Fees

Other expenses includes Directors Sitting Fee of Rs.7,08,418 /- (Previous year Rs.7,05,371/-)

## VIII. Deferred Tax

- The Company has adopted Accounting Standard 22 "Accounting for Taxes on Income" issued by the ICAI, with effect from 1<sup>st</sup> April 2001. The accumulated deferred tax liability amounting to Rs.3,56,65,778/- on account of timing differences between book and tax profits as of 1<sup>st</sup> April 2001 has been adjusted against General Reserve and Subsequent year's deferred tax adjustments were carried out in the respective Profit and Loss Accounts.
- During the current year the tax effect of the timing differences resulted in deferred tax liability of Rs.51,46,220/- and the same has been shown in P&L Account.

## IX. Related Parties Disclosure

### i) Particulars of Related Parties

S.No.	Particulars of the Party	Nature of Relationship
1	Seshsayi Foods Private Limited	Common Directors
2	Ghanta Foods Private Limited	Common Directors
3	Bambino Pasta Food Industries Private Limited (formerly known as MLR industries Private Limited)	Common Directors
4	KRS Finance Private Limited	Common Directors
5	Marshal Transport Company	Partners are Common Directors
6	Madhava Roller Flour Mills	Partners are Common Directors
7	M.Kishan Rao (HUF)	Members are Common Directors
8	M K Rao Family Trust	Members are Common Directors

### ii) Key Management Personnel

S.No.	Particulars of the Party	Nature of Relationship
1	Sri M Kishan Rao	Additional Director
2	Sri M Raghuveer	Chairman & Managing Director
3	Sri Madam Kartekeya	Additional Director
4	Sri Sanjay Baral	Director - Sales & Marketing
5	Ms Ritu Tiwary	Company Secretary
6	Sri V. Nagarajan	Chief Financial Officer

iii) Transactions with Related Parties

₹. in Lacs

S. No	Particulars of the Party	Purchases	Sales	Services Rendered	Services Availed	Lease Rentals Received	Lease Rentals Paid
1	Seshsayi Foods Private Limited	1500.10	200.74	156.43		12.00	0.18
2	Ghanta Foods Private Limited	705.02	85.91	136.56	13.15	2.40	-
3	Bambino Pasta Food Industries Private Limited	2960.15	1359.10	148.51		2.50	3.15
4	KRS Finance Private Limited	-	-	-		-	1.89
5	Marshal Transport Company	-	-	-	1088.76	-	-
7	Madhava Roller Flour Mills	-	-	-	4.51	-	-

X. Applicability of Accounting Standard – 17

The Company is engaged in Food Products, which as per AS 17 is considered as the only reportable business segment. The geographical segmentation is not relevant as exports are insignificant.

XI. Earnings Per Share

₹. in Lacs

Particulars	2016-2017	2015-2016
Profit after taxation as per Profit & Loss	338.78	641.77
Weighted Average number of Equity Share outstanding	80,08,846	80,08,846
Basic and diluted earnings per share in Rs. (Face value – Rs. 10 per share)	4.23	8.01

XII. Managerial Remuneration:

₹. in Lacs

Sl. No.	Name	Designation	2016-2017	2015-2016
1	Sri M Raghuveer	Managing Director	80.50	-
2	Sri M Kartekeya	Whole Time Director	23.33	-
3	Sanjay Baral	Director	23.33	-

XIII Lease Rentals:

The operating revenue includes lease rentals from Seshsayi Foods Private Limited for Indore unit and Bambino Pasta Food Industries Private Limited for Bibinagar unit of the company.

XIV. Additional information pursuant to Note 5 of Part II of Schedule III of the Companies Act, 2013:

1) Foreign Exchange Transactions

₹. in Lacs

Sl.no	Particulars	2016-17	2015-16
a)	C.I.F value of Imports		
	- Capital equipment including Spare Components	27.77	50.50
b)	Expenditure in Foreign currency		
	- Travelling	28.21	29.83
c)	Earnings in Foreign Currency		
	- F.O.B Value of Exports	706.70	637.88



## Annual Report 2016-17

### 2) Details of Auditors' Remuneration (Excluding Service Tax)

₹. in Lacs

Sl.no	Particulars	2016-17 Rs	2015-16 Rs
1	Statutory Audit Fee	10.50	10.66
2	Certification & Other services	0.28	1.50

### 3) a) Value of Sales and Consumption:-

₹. in Lacs

Sl. no	Particulars	2016-17	2015-16
Sale of Manufacturing Products			
1	Pasta and Other Food Products	20319.71	26476.94
Services (Commission on CSA Sales)			
2	Pasta Products	441.50	466.20

### b) Consumption

Sl. no	Particulars	2016-17	2015-16
1	Wheat and Wheat Products	6926.25	9047.49
2	Packing Materials	1075.56	1485.09
3	Traded Goods	4352.14	5258.42
Total		12353.95	15791.00

### c) Break up of Consumption of Raw Materials:

	2016-17 ₹	2016-17 %	2015-16 ₹	2015-16 %
Indigenous	8001.81	100	10532.58	100
Imported	-	-	-	-
Total	8001.81	100	10532.58	100

4. Amount of Expenditure incurred on Corporate social responsibility is Rs.14,36,772/-

**XV. Dividend:** The Company has proposed a dividend of Rs 1.60 per share of face value of Rs.10/- each.

**XVI.** The Company during the financial year 2016-17 has obtained a loan Rs.45 crores from M/s. Hero Fin Corp Ltd., Delhi an upfront processing charges of Rs.51.75 Lacs was paid by the company. The company proposes to amortize the upfront charges over the period of loan commencing from the subsequent Financial Year, since the loan was received on 31/03/2017.



**XVII. Details of specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December 2016.**

	SBNs ₹.	Other Denomination Notes ₹.	Total ₹.
Closing Cash in Hand as on 08.11.2016	1,55,500	1,97,284	3,52,784
(+) Permitted receipts	-	7,14,000	7,14,000
(-) Permitted payments	-	8,40,832	8,40,832
(-) Amount deposited in Banks	1,55,500	-	1,55,500
Closing Cash in Hand as on 30.12.2016	-	70,452	70,452

XVIII. Previous year's figures have been re-grouped / re-arranged wherever necessary to confirm to current year's classification.

XIX. Figures have been rounded off to the nearest rupee.

**As per Our report of even date  
for PRV Associates  
Chartered Accountants,  
F.R.No.0064475**

for and on behalf of the Board

**M.RAGHUVeer**  
Chairman and Managing Director  
(DIN NO.01455951)

**S.RAMNATH**  
Partner  
Membership No.019201

**V.NAGARAJAN**  
Chief Financial Officer

**RITU TIWARY**  
Company Secretary & Legal  
(M.No.ACS 19056)

Place : Secunderabad  
Date :23.05.2017

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# ELECTRONIC CLEARING SERVICES (ECS) MANDATE FORM

To

**Bambino Agro Industries Limited**

4 E, Surya Tower,

104, S.P. Road,

Secunderabad – 500 003.

## For Shares held in Physical mode

Please complete this form and send it to

Karvy Computershare Pvt. Ltd.

Karvy Selenium Tower B, Plot 31-

32, Gachibowli, Financial District,

Nanakramguda, Hyderabad - 500 032

Phone : (040) 67162222

Email ID : einward.ris@karvy.com

## For Shares held in physical mode form

Master

Folio No.

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## For Shares held in Demat mode

Please inform your DP's directly

FOR OFFICE USE ONLY

ECS

Ref. No.

--

Name of First Holder											
Bank Name											
Branch Name & Address											
Branch Code	<table border="1"><tr><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td></tr></table> <p>(9 Digits Code Number appearing on the MICR Band of the cheque supplied by the Bank) In lieu of the bank certificate to be obtained as under, please attach a blank cancelled cheque or photocopy of a cheque or front page of your savings bank passbook issued by your bank for verification of the above particular</p>										

Account type (Please tick)	.....→	Savings	10		Current	11		Cash Credit	10	
A/c.No. (as appearing on the cheque book)	.....→									
Active date of this Mandate	.....→									

I, hereby, declare that the particular given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above, Bambino Agro Industries Limited and Karvy Computershare Pvt. Ltd., will not be held responsible. I have read the optional invitation letter and agree to discharge the responsibility expected of me as a participant under the scheme.

I further undertake to inform the Company any change in my Bank/Branch and Account number.

Dated :

(Signature of First holder)

Note : On Dematerialisation of existing physical share for which you have availed ECS facility, the above form needs to be re-submitted

Certified that the particulars furnished above are correct as per our records

Bank's Stamp

Date :

(Signature of the Official of the Bank)

### **PAYMENT OF DIVIDEND THROUGH ELECTRONIC CLEARING SERVICE (ECS)**

The Securities Exchange Board of India (SEBI) has advised the Companies to mandatorily use ECS facility wherever available for distributing dividends or other cash benefits, etc., to the investors. This facility provides instant credit of dividend amount to your Bank Account electronically at no extra cost. ECS also eliminates the delay in postal transit and fraudulent encashment of warrants. Only individual transactions upto 5,00,000/- would covered under the Scheme.

Under this facility the amount of dividend payable to you would be directly credited to your bank account. Your bank's branch will credit your account and indicate the credit entry as 'ECS' in your pass book/statement account. We would be issuing and advice to you directly after the transaction is effected.

In case you wish to have your dividends paid through ECS and are holding the Company's shares in electronic form you may kindly fill in the enclosed ECS mandate Form and submit it to your Depository Participant. However, in case you are holding the company shares in physical form and wish to have your future dividends paid through ECS you may kindly return the said ECS mandate form duly completed along with cancelled cheque leaf & self attested copy of pan card & address proof and signed by your at our Registered Office address mentioned elsewhere in this report

If your do not wish to opt for ECS facility, we strongly recommend that you provide the details of your Bank's Name, Bank's Branch, type of Account and Account and Account Number to your depository participant, in cases where shares are held in electronic form and to us in cases where shares are held in physical form for printing the same on the dividend warrants which will be dispatched to you. In the event of any change or correction in the details that might have been provided by you earlier, kindly send revised particulars to your depository participants or to us as the case may be at an early date.

We request you to kindly submit the ECS/Bank details latest by Friday, 22nd December 2017 to enable us to include the same for the payment of the current year's dividend.



## **BAMBINO AGRO INDUSTRIES LIMITED**

**CIN NO:L15540TG1983PLC004363**

Regd. Office : "E" Block, 104, 4th Floor Surya Towers, S.P. Road, Secunderabad – 500003,

Ph: 040 44363322; Fax No: 040 27816615, Telangana, India

Please fill this Attendance slip and hand it over at the entrance of the meeting hall. Please also bring your copy of Annual Report.

### **THIRTY FOURTH ANNUAL GENERAL MEETING- ATTENDANCE SLIP**

DP ID	
-------	--

Folio Number	
--------------	--

Client ID	
-----------	--

No. of Shares	
---------------	--

I hereby record my presence at the 34th Annual General Meeting of the Company held on 29th December 2017 at 9.30 A.M. at K.L.N. Prasad Auditorium at The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Federation House, 11-6-841, Red Hills, FAPCCI Marg, Hyderabad 500004.

Name of the Member/Proxy (in Block Letters)

Signature of Member/Proxy

Route Map of the Venue of AGM





## BAMBINO AGRO INDUSTRIES LIMITED

CIN NO:L15540TG1983PLC004363

Regd. Office : "E" Block, 104, 4th Floor Surya Towers, S.P. Road, Secunderabad – 500003,

Ph: 040 44363322; Fax No: 040 27816615, Telangana, India

### PROXY FORM

Name of the Member(s) :	
Registered address :	
Email ID :	
Folio No/DP ID-Cleint ID:	
I / We, being member(s) of Bambino Agro Industries Limited holding _____ Equity Shares of the above named company, hereby appoint	
1.	Name :
	Address :
	Email Id :
	Signature : or failing him
2.	Name :
	Address :
	Email Id :
	Signature : or failing him
3.	Name :
	Address :
	Email Id :
	Signature : or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company held on 29th December, 2017 at 9.30 A.M at K.L.N. Prasad Auditorium at The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Federation House, 11-6-841, Red Hills, FAPCCI Marg, Hyderabad 500004. and at any adjournment thereof in respect of such Resolutions as are indicated:





## Annual Report 2016-17

Resolution Number	Resolution	Votes (optional see note 2 please mention no of shares)		
		For	Against	Abstain
Ordinary Business				
1	Adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2017 and reports of Directors and Auditors thereon			
2	Declaration of dividend on equity shares for the financial year 2016-17.			
3	To appoint a Director in place of Mr. Sanjay Baral (DIN No.07643433) who retires by rotation and being eligible, offers himself for re-appointment.			
4	Appointment of M/s. Kumar & Giri, Chartered Accountants, as the Statutory Auditors of the company in place of retiring Auditors M/s PRV Associates			
Special Business				
5	Appointment of Mr. M Kishan Rao (DIN No.02425967) as a Director of the Company			
6	Appointment of Mr. M Kishan Rao (DIN No.02425967) as Chairman and Managing Director of the Company			
7	Appointment of Mr. Sanjay Baral (DIN No.07643433) as Director- Sales & Marketing of the Company on a remuneration of Rs500,000per month			
8.	Appointment of Ms. Myadam Shirisha (Din No. 07906214) as a Director			

Signed on this.....day of.....2017

Signature of Shareholder

Affix  
Revenue  
Stamp

Signature of Proxy holder(s)

### Notes:

1. This form in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified true copy of the board resolution authorising their representatives to attend and vote on their behalf at the meeting.
4. A proxy need not be a member of the Company.

## This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

## This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



*Better Health... Better Life...*



**Just Ubalo & Mazey Se Kha Lo!**





## **BAMBINO AGRO INDUSTRIES LIMITED**

4E, Surya Towers, 104, S.P. Road, Secunderabad-500 003 Telangana, India  
[www.bambinoagro.com](http://www.bambinoagro.com)