

29th ANNUAL GENERAL MEETING

Date : 28-09-2017
Time : 10-30 a.m.
Venue : Aditya Park, Aditya Trade Centre
Ameerpet, Hyderabad-500 038.

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CORPORATE INFORMATION

BOARD OF DIRECTORS :

Sri P.Patabhi Rama Rao	Managing Director	(DIN : 00353641)
Sri P.Praveen Kumar	Wholetime Director Cum CFO	(DIN : 00353720)
Dr. Aluri Naga Uma Maheswara Prasad	Director	(DIN : 02970817)
Smt. P.Rajyalaxmi	Director	(DIN : 00353832)
Sri. S.V.Satyanarayana Chowdary	Independent Director	(DIN : 07522128)
Sri. Ch. Sudhakar	Independent Director	(DIN : 07522130)

COMPANY SECRETARY : Mr. Parasharam Ramchandra Adav.

REGISTERED OFFICE : 6-3-347/9, 503, Riviera Apartment,
Dwarakapuri Colony, Panjagutta, Hyderabad – 500 082
Telangana. Ph : 040 - 66462082
E.mail : bhaskaragro@yahoo.com

CORPORATE IDENTITY NUMBER

: L24219TG1988PLC008331

AUDITORS

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

BANKERS

: **Axis Bank Limited**

REGISTRAR & SHARE TRANSFER AGENT (RTA) :

XI Softech Systems Ltd.
3, Sagar Society, Road No .2
Banjara Hills, Hyderabad – 500 034, Telangana.
Ph : 040 - 23545913, E.mail : xlfield@gmail.com

FACTORY

: 94/1, Toophranpet,
Choutuppal Mandal,
Yadadri Bhuvangiri Dist - 508 252,
Telangana

NOTICE OF THE TWENTY NINTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Company will be held on Thursday the 28th day of September, 2017 at 10.30 A.M at Aditya Park, Aditya Trade Centre, Ameerpet, Hyderabad-500 038 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss and Cash flow Statement for the year ended as on that date and the reports of the Directors and Auditor's thereon.
2. To appoint a Director in place of Smt. P. Rajya Lakshmi [DIN: 00353832], who retires by rotation and being eligible offers herself for re-appointment.
3. **TO APPOINT AUDITORS AND FIX THEIR REMUNERATION.**

To consider and if though fit to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. S. Singhvi & Co., Chartered Accountants, (ICAI Firm Registration Number 003872S) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring Auditors of the Company, M/s. R. Kankaria & Uttam Singhi, Chartered Accountants, (ICAI Firm Registration Number 000442S), to hold office for a term of 5 (five) years, from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment by the Members at every Annual General Meeting, as may be applicable), on such remuneration plus service taxes, out-of-pocket expenses, etc. as may be mutually agreed upon by the Board of Directors and the Auditors"

"FURTHER RESOLVED THAT approval of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."



BHASKAR AGROCHEMICALS LIMITED

SPECIAL BUSINESS

4. RE-APPOINTMENT OF SRI. PATTABHI RAMA RAO AS MANAGING 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 the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and the applicable provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Sri. P. Pattabhi Rama Rao, as Managing Director of the Company for a period of three years effective April 1, 2017 to March 31, 2020 on the terms & conditions including the payment of remuneration, as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms & conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Sri. P. Pattabhi Rama Rao.

“RESOLVED FURTHER THAT the remuneration payable to Sri. P. Pattabhi Rama Rao, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197/Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

5. RE-APPOINTMENT OF SRI. P. PRAVEEN KUMAR AS WHOLE TIME 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 the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and the applicable provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Sri. P. Praveen Kumar, as Whole time Director of the Company for a period of three years effective April 1, 2017 to March 31, 2020 on the terms & conditions including

the payment of remuneration, as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms & conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Sri. P. Praveen Kumar.

"RESOLVED FURTHER THAT the remuneration payable to Sri. P. Praveen Kumar, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

BY ORDER OF THE BOARD
BHASKAR AGROCHEMICALS LIMITED

P. PATTABHI RAMA RAO
MANAGING DIRECTOR
DIN : 00353641

Place : Hyderabad
Date : 01.09.2017

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company by not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

- 2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.**



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3. Members desirous of obtaining any information concerning the accounts and operations of the company, are requested to sent their queries to the Company at least seven days before the date of the meeting, so that the information required by the members may be made available at the meeting.
4. The Register of Members and the Share Transfer Registers will be closed from Saturday, the 23rd of September, 2017 to Thursday the 28th of September, 2017 (both days inclusive).
5. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents.
6. Electronic copy of the Annual Report for 2016-2017 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-2017 is being sent in the permitted mode.
7. Members are requested to intimate the Registrars and share transfer agents of the Company, M/s. XI Softech Systems Limited, 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad-500 034, Ph: 040-23545913, immediately of any change in their address.
8. Members holding more than one share certificate in the same name under different folios are requested to apply for consolidation of such folios in one folio and send relevant share certificates to the company's registrars and share transfer agents M/s. XI Softech Systems Limited, 3, Sagar Society, Road No. 2, Banjara Hills, Hyderabad – 500 034, Ph: 040 - 23545913.
9. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report for 2016-2017 will also be available on the Company's website www.bhaskaragro.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: www.bhaskaragro.com.

10. Appointment / Re-appointment of Directors:
Details of the director seeking re-appointment at the forthcoming Annual General Meeting [In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Director	Smt. P. Rajya Lakshmi	Sri. P. Pattabhi Rama Rao	Sri. P. Praveen Kumar
Director Identification No	00353832	00353641	00353720
Date of Birth	17.01.1955	10.07.1949	26.06.1977
Date of appointment	19.04.2010	19.02.1988	24.11.2005
Occupation	House wife	Business	Business
Relationship between directors inter-se	Spouse of Sri. P. Pattabhi Rama Rao and Mother of Sri. P. Praveen Kumar	Spouse of Smt. P. Rajya Lakshmi and Father of Sri. P. Praveen Kumar	Son of Sri. P. Pattabhi Rama Rao and Smt. P. Rajya Lakshmi
Nature of expertise in specific functional area	Administration	Overall planning, Policy making & Management	Finance and Supply Procurement
Directorship in other Listed Entities	Nil	Nil	Nil
Membership of Committees of other Listed Companies	Nil	Nil	Nil
Shareholding in the Company	4,56,749	2,08,057	2,77,954

E-Voting Facility:
Process and Manner for members opting for e-voting is as under:-

1. Voting through electronic means;
 - a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Securities Depository Limited (CSDL).
 - b. The instructions for e-voting are as under:

In case of members receiving e-mail:

 - (i) Log on to the e-voting website www.evotingindia.com during the voting period.
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the "**Bhaskar Agrochemicals Limited**" from the drop down menu and click on "SUBMIT"
 - (iv) Now enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.



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(v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Physical Form	For Members holding shares in Demat Form
PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
(DOB)#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the Folio Number in the PAN field. Eg. If your name is Ramesh Kumar with Foilo Number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on <**Bhaskar Agrochemicals Limited**> on which you choose to vote.

(xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

The e-voting period commences on 25.09.2017 (9:00 am) and ends on 27.09.2017 (5:00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e 22.09.2017.

Mr. Vivek Surana, Practicing Company Secretary (Membership No. 24531) and has been appointed as the Scrutinizer to scrutinize the e-voting and ballot process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any, forthwith to the Chairperson of the Company.

The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.bhaskaragro.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.



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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS GIVEN BELOW.

ITEM NO. 3:

This Explanatory statement is provided though strictly not required as per 102 of the Companies Act, 2013

Pursuant to the provisions of Section 139 of the Act read with applicable Rules framed thereunder M/s. R. Kankaria & Uttam Singhi, Chartered Accountants, the present Auditors of the Company complete their term as Auditors and in terms of their appointment made they are holding office of the auditors up to the conclusion of the 29th AGM and hence, would retire at the conclusion of the forthcoming 29th AGM. As per second proviso to Section 139(2) of the Companies Act, 2013 ('the Act'), a transition period of three years from the commencement of the Act is provided to appoint a new auditor when the existing auditor has completed two terms of five consecutive years. Also as per the provisions of the Companies Act, 2013 ("the Act"), no listed company shall appoint an audit firm (including its affiliate firms) as auditors for more than two terms of five consecutive years. The Act also provided for additional transition period of three years from the commencement of the Act i.e. 1st April, 2014. M/s. R. Kankaria & Uttam Singhi, Chartered Accountants have completed period of ten years and will also be completing the additional transition period of three years at the conclusion of the forthcoming Annual General Meeting. The Audit Committee and the Board of Directors have placed on record their appreciation for the professional services rendered by M/s. R. Kankaria & Uttam Singhi, Chartered Accountants during their association with the Company as its auditors. For the purpose of appointment of new Auditors, the Audit Committee along with the Management, invited proposals from the reputed firms of Chartered Accountants and had detailed discussion with representatives of those firms. The Committee considered various parameters such as reputation of the firm, knowledge and experience of the partners, understanding of business, technical assessment of the Audit skills and the Audit fees and based on these detailed analysis, the Audit Committee recommended M/s. S. Singhvi & Co., Chartered Accountants (Firm Registration No. 003872S), Hyderabad as the Company's new Statutory Auditor.

Mr. Shailendra Singhvi is a fellow member of the Institute of Chartered Accountants of India he joined M/s. Singhvi & Co., Chartered Accountants (Madras Branch) as Assistant Audit Manager and served from November 1979 to March 1982. His experience has widened his knowledge in the sphere of audit, tax, management consultancy, project finance, management and other allied professional services. He participated in the finalisation of accounts, systems study, internal and statutory audits, inspection audits on behalf of banks, stock audits etc of various organizations engaged in activities such as banking, marketing, trading, manufacturing and providing services. From May 1982 till March 1987, he was employed with a large industrial organization, Kesoram Industries Ltd., in their cement division, where his primary job was to design and implement internal control and management information systems.

M/s. S. Singhvi & Co., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

Accordingly, as per the said requirements of the Act, M/s. S. Singhvi & Co., Chartered Accountants (Firm Registration No. 003872S) are proposed to be appointed as auditors for a period of 5 years, commencing from the conclusion of this 29th Annual General Meeting (AGM) until the conclusion of the 34th AGM, to the Members for their approval and subject to ratification by members every year, as may be applicable.

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

The Board of Directors recommends the Ordinary Resolution for approval of the Members.

ITEM NO. 4:

Sri. P. Pattabhi Rama Rao is a graduate with 44 years of experience in Business Management of Agro Chemicals and he is one of the promoter Director of the Company and he is on the Board from the inception of the Company.

The Board of Directors of the Company in its meeting held on 13 February, 2017, on recommendation of Nomination & Remuneration Committee, re-appointed Sri. P. Pattabhi Rama Rao as Managing Director for a period of three years with effect from April 1, 2017 on the terms and conditions approved by the Nomination & Remuneration Committee as given herein below, subject to approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of the remuneration payable to Sri. P. Pattabhi Rama Rao and the terms & conditions of his re-appointment are given below:

1. Period of Appointment: The appointment is for a period of 3 years commencing from 1st April, 2017.
2. Salary: The monthly remuneration payable shall be Rs.2,00,000 (Rupees Two Lakh) per month.
3. Performance Related Pay and Annual Bonus: Performance Incentive/Bonus/Commission based on the performance parameters as may be decided by the Nomination & Remuneration Committee of the Board.
4. Perquisites: Benefits/Perquisites/Allowances as will be determined by the Nomination & Remuneration Committee and Board from time to time.



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5. Other Benefits: Company's contribution to Provident Fund/Superannuation Fund, Gratuity and encashment of leaves at the end of the tenure as per the rules prevailing in the Company shall not be included in computation of limits for perquisites as defined under Schedule – V of the Companies Act, 2013. The total remuneration paid to Sri. P. Pattabhi Rama Rao excluding items specifically exempted under Schedule V of the Companies Act, 2013, shall not at any time during the tenure exceed the limits prescribed under Schedule –V except with the permission of Central Government.

In the event of absence or inadequacy of profits in any financial year during the tenure of Managing Director, the salary and perquisites payable to him shall be subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013.

The disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided in the Notes forming part of the Notice.

Keeping in view the rich and varied experience of Sri. P. Pattabhi Rama Rao, it would be in the interests of the Company to continue his employment as Managing Director.

None of the Directors or KMPs of the Company or their relatives except Sri. P. Praveen Kumar, Sri. P. Pattabhi Rama Rao and Smt. P. Rajya Lakshmi are concerned or interested in the resolution.

The Board of Directors recommends resolution set out at item no. 4 for your consideration and approval by way of ordinary Resolution.

ITEM NO. 5:

Sri. P. Praveen Kumar is a B.Tech (Chemical), MBA (Finance & Operations Management) with 14 years of experience in Agro based industry business management and inducted in the Board during November, 2005.

The Board of Directors of the Company in its meeting held on 13 February, 2017, on recommendation of Nomination & Remuneration Committee, re-appointed Sri. P. Praveen Kumar as Whole time Director for a period of three years with effect from April 1, 2017 on the terms and conditions approved by the Nomination & Remuneration Committee as given herein below, subject to approval of the shareholders at this Annual General Meeting.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of the remuneration payable to Sri. P. Praveen Kumar and the terms & conditions of his re-appointment are given below:

1. Period of Appointment: The appointment is for a period of 3 years commencing from 1st April, 2017.
2. Salary: The monthly remuneration payable shall be Rs. 2,00,000 (Rupees Two Lakh) per month.
3. Performance Related Pay and Annual Bonus: Performance Incentive/Bonus/Commission based on the performance parameters as may be decided by the Nomination & Remuneration Committee of the Board.
4. Perquisites: Benefits/Perquisites/Allowances as may be determined by the Nomination & Remuneration Committee and Board from time to time.
5. Other Benefits: Company's contribution to Provident Fund/Superannuation Fund, Gratuity and encashment of leaves at the end of the tenure as per the rules prevailing in the Company shall not be included in computation of limits for perquisites as defined under Schedule – V of the Companies Act, 2013. The total remuneration paid to Sri. P. Pattabhi Rama Rao excluding items specifically exempted under Schedule V of the Companies Act, 2013, shall not at any time during the tenure exceed the limits prescribed under Schedule –V except with the permission of Central Government.

In the event of absence or inadequacy of profits in any financial year during the tenure of Whole time Director, the salary and perquisites payable to him shall be subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013.

The disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided in the Notes forming part of the Notice.

Keeping in view the rich and varied experience of Sri. P. Praveen Kumar, it would be in the interests of the Company to continue his employment as Whole time Director.

None of the Directors or KMPs of the Company or their relatives except Sri. P. Praveen Kumar, Sri. P. Pattabhi Rama Rao and Smt. P. Rajya Lakshmi are concerned or interested in the resolution.

The Board of Directors recommends resolution set out at item no. 5 for your consideration and approval by way of ordinary Resolution.

**BY ORDER OF THE BOARD
BHASKAR AGROCHEMICALS LIMITED**

P. PATTABHI RAMA RAO

MANAGING DIRECTOR

DIN : 00353641

Place : Hyderabad

Date : 01.09.2017



BHASKAR AGROCHEMICALS LIMITED

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the Director's Report together with Audited Statements of Accounts for the year ended 31st March, 2017.

1. FINANCIAL RESULTS:

Your Directors are happy to report the operational results of the Company for the year ended 31st March 2017, the details of which are as under:

(Amount in Rs.)

Particulars	2016-2017	2015-2016
Gross Income	27,81,11,387	26,63,11,779
Profit Before Interest and Depreciation	16,583,210	1,74,62,854
Finance Charges	58,05,711	16,32,814
Excess/short provision of earlier years	0	35,562
Net Profit After Tax	1,07,77,499	1,57,94,478

2. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There were no material changes and commitments affecting financial position of the Company between 31st March and the date of Board's Report. (i.e. 01/09/2017).

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the period under review and the date of Board's Report there was no change in the nature of Business.

4. PUBLIC DEPOSITS:

The Company has not accepted any deposits falling within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014, during the financial year under review.

5. TRANSFER TO RESERVES:

Directors have decided not to transfer any amount to reserves for the year.

6. DIVIDEND:

The Directors have not recommended dividend for the year.

7. REVISION OF FINANCIAL STATEMENTS:

There was no revision of the financial statements for the year under review.

8. DISCLOSURES UNDER SECTION 134(3) (I) OF THE COMPANIES ACT, 2013:

No material changes and commitments which could affect the Company's financial position have occurred between the ends of the financial year of the Company.

9. DISCLOSURE OF INTERNAL FINANCIAL CONTROLS:

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observation has been received from the Auditors of the Company for inefficiency or inadequacy of such controls. The Company maintains appropriate system of internal control,

including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances, and are meant to ensure that all transactions are authorized, recorded and reported correctly.

10. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

11. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:

The related party transactions during the year are given elsewhere in the Annual report.

12. BOARD MEETINGS DURING THE YEAR:

During the financial year 2016-2017, the Board of Directors duly met 9 (Nine) times on 09.05.2016, 21.05.2016, 30.05.2016, 02.07.2016, 12.08.2016, 15.09.2016, 13.10.2016, 12.11.2016, and 13.02.2017 in respect of which proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

13. CORPORATE GOVERNANCE:

Corporate Governance is not applicable to the company since the paid up equity share capital and net worth of the company does not exceed Rs.10 crores and Rs. 25 crores respectively. However, the company voluntarily provides a separate section in the annual report titled "Report on Corporate Governance" along with the Auditors' Certificate on Corporate Governance as stipulated under Regulation 34 read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 134(3) (f) & Section 204 of the Companies Act, 2013, the Board had appointed Mr. Vivek Surana, Practicing Company Secretary to undertake the secretarial audit of the Company for the year 2016-17. The Secretarial audit report is enclosed as **Annexure- II** and forms part of this report.

15. EXTRACT OF ANNUAL RETURN:

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

16. APPOINTMENT / RE-APPOINTMENT / RESIGNATION / RETIREMENT OF DIRECTORS /CEO/ CFO AND KEY MANAGERIAL PERSONNEL:

During the year under review, Sri P. Praveen Kumar, Director of the Company was re-designated as Director cum CFO of the Company, Mr. Parasharam Ramchandra Adav is appointed as the Company Secretary of the Company and further there was no change in the composition of Directors.

Smt. P. Rajya Lakshmi, Director, retires by rotation and being eligible offers herself for re-appointment. Your directors recommend for her reappointment

Sri. Pattabhi Rama Rao, Managing Director of the Company and Sri. P. Praveen Kumar, Whole time Director of the Company are being re-appointed for a further period of three years subject to the approval of shareholders.



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17. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received declarations from Sri. S.V. Satyanarayana Chowdary and Sri. Ch. Sudhakar, Independent directors of the Company to the effect that they are meeting the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Annexure-IV**.

18. DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

19. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES:

The Company does not have any Subsidiary. During the year neither any Company became its subsidiary nor ceased to be its subsidiary.

20. STATUTORY AUDITORS:

The Auditors, M/s. R. Kankaria & Uttam Singhi, Chartered Accountants, Secunderabad retire at the ensuing Annual General Meeting and M/s. S. Singhvi & Co., Chartered Accountants are being appointed in place of the retiring auditors for a period of five years from the conclusion of this Annual General Meeting [AGM] till the conclusion of 34th AGM. Your Board of Directors have recommended the appointment of M/s. S. Singhvi & Co., based on the recommendation of the Audit Committee to the members for their approval at the forthcoming Annual general meeting.

21. INDIAN ACCOUNTING STANDARDS:

The Ministry of Corporate Affairs vide its notification dated 16th February, 2015 has notified the Companies (Indian Accounting Standards) Rules, 2015. In pursuance of the said notification, the Company adopts Indian Accounting Standards with effect from 01st April, 2017. The implementation of Indian Accounting Standards (IAS) is a major change process for which the Company has set up a dedicated team and is providing desired resources for its completion within the time frame. The impact of the change on adoption of said IAS is being assessed.

22. AUDIT REPORTS:

(a) Statutory Auditors Report:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2017 and has noted that the Company has not provided depreciation on building and Plant & Machinery relating to Unit-II in the books of account of the company as the Unit-II is closed.

(b) Secretarial Audit Report:

The Board has duly reviewed the Secretarial Audit Report on the Compliances according to the provisions of section 204 of the Companies Act 2013.

The Company was in the process of identifying suitable candidates for the position of Company Secretary and Chief Financial Officer and the same were appointed w.e.f. 15.09.2016.

23. CORPORATE SOCIAL RESPONSIBILITY (CSR):

Since the Company does not have the net worth of Rs. 500 Crores or more, or turnover of Rs. 1000 Crore or more, a net profit of Rs. 5 Crore or more during the financial year or section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

24. COMPLIANCE WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has signed uniform listing agreement with BSE Limited and framed the following policies which are available on Company's website i.e. www.bhaskaragro.com.

- Archival Policy
- Code of conduct for Independent Directors
- Code of Fair Disclosure Policy
- Determination of Materiality of Events Policy
- Nomination and Remuneration Policy
- Transactions with Related Parties Policy
- Preservation of Documents Policy
- Vigil Mechanism Policy
- Code of Conduct for Board of Directors and Senior Management
- Terms of Appointment of Independent Directors
- Criteria of Payment to Non Executive Directors



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25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Details regarding Energy Conservation, Technology Absorption, Foreign Exchange Earnings and outgo as required by Section 134 of the Companies Act, 2013 are detailed as below:

A. Energy conservation:

POWER & FUEL CONSUMPTION

		31.03.2017	31.03.2016
1	Electricity (Purchased) Units (Mwh)	163.81	165.12
	Total Amount (Rs. Lakhs)	18.19	16.11
	Rate per Unit (Rs)	11.10	9.76
2	Electricity (Generated) units (Mwh)	36.88	30.6
	Diesel consumed in Liters	11400	6800
	Total Amount (Rs.)	663858	345984
	Rate per Unit (Rs.)	18.00	11.31
3	Total Units consumed	200.69	195.72
	Units consumed in per lac production		

- Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilisation and maximum possible savings of energy is achieved.
- No specific investment has been made in reduction in energy consumption.
- As the impact of measures taken for conservation and optimum utilisation of energy are not quantitative, its impact on cost cannot be stated accurately.

B. Technology Absorption:

Company's products are manufactured by using in-house know how and no outside technology is being used for manufacturing activities. Therefore no technology absorption is required. The Company constantly strives for maintenance and improvement in quality of its products and entire Research & Development activities are directed to achieve the aforesaid goal

C. Foreign Exchange earnings and outgo: Nil

26. INSURANCE:

The major fixed assets of the Company are insured.

27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given any loans, Guarantee or Provide Security to any other body corporate or person or acquired securities within the meaning of Section 186 of the Companies Act, 2013.

28. CREDIT AND GUARANTEE FACILITIES:

The Company has availed credit facilities from Axix Bank during the year.

29. DISCLOSURE ABOUT COST AUDIT:

Cost Audit is not applicable to your Company.

30. RATIO OF REMUNERATION TO EACH DIRECTOR:

The ratio of the remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are enclosed in **Annexure – V** and forms part of this Report.

31. NON-EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:

None of the Independent / Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

32. EMPLOYEE RELATIONS:

Your Directors are pleased to record their sincere appreciation of the contribution by the staff at all levels in the improved performance of the Company.

33. INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY:

The Company is not a NBFC, Housing Companies etc., and hence Industry based disclosures is not required.

34. SECRETARIAL STANDARDS:

The company is in compliance with SS 1 & SS 2.

35. EVENT BASED DISCLOSURES:

- 1. Issue of sweat equity share:** The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014.
- 2. Issue of shares with differential rights:** The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014.
- 3. Issue of shares under employee's stock option scheme:** The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1) (b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014.
- 4. Non- Exercising of voting rights:** During the year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.
- 5. Disclosure on purchase by company or giving of loans by it for purchase of its shares:** The Company did not purchase or give any loans for purchase of its shares.
- 6. Buy back shares:** The Company did not buy-back any shares during the period under review.



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7. Disclosure about revision: Since the company did not undergo any revision, this clause is Not Applicable to the company for the period under review.

8. Preferential Allotment of Shares: The Company did not allot any shares on preferential basis during the period under review.

36. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

- No. of complaints received: Nil
- No. of complaints disposed off: Nil

37. ACKNOWLEDGMENTS:

Your Directors wish to place on record their appreciation of the contribution made by the employees at all levels, for the continued growth and prosperity of your Company.

Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions, other statutory authorities like ROC, Stock Exchanges, NSDL, CDSL etc and shareholders of the Company for their continued support for the growth of the Company.

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

P.PRAVEEN KUMAR **P.PATTABHI RAMA RAO**
Wholetime Director & CFO MANAGING DIRECTOR
DIN : 00353720 DIN : 00353641

Place: Hyderabad
Date: 01.09.2017

Sd/-
PARASHARAM RAMCHANDRAADAV
Company Secretary

CODE OF CONDUCT

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

Certificate of Code of Conduct for the year 2016-17 as per Regulation 17(5) read with Regulation 34(3) Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Bhaskar Agrochemicals Limited is committed for conducting its business in accordance with the applicable laws, rules and regulations and with highest standards of business ethics. The Company has adopted a "Code of Ethics and Business Conduct" which is applicable to all director, officers and employees.

I hereby certify that all the Board Members and Senior Management have affirmed the compliance with the Code of Ethics and Business Conduct, under a certificate of Code of Conduct for the year 2016-17.

**BY ORDER OF THE BOARD
BHASKAR AGROCHEMICALS LIMITED**

P. PATTABHI RAMA RAO
MANAGING DIRECTOR
DIN : 00353641

Place : Hyderabad
Date : 01.09.2017



CORPORATE GOVERNANCE

**** Corporate Governance is not applicable to the company as its paid up-equity capital and net worth does not exceed Rs. 10 crores and Rs. 25 crores respectively. However, the company voluntarily complies with Corporate Governance as a good governance measure to keep the stakeholders informed about the company.**

Bhaskar Agrochemicals Limited is committed to best practices in the area of Corporate Governance. Good governance facilitates effective management and control of business, maintaining a high level of business ethics and optimizing the value for all stakeholders.

The Corporate Governance Structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees, etc.

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance is backed by principles of Concern, Commitment, Ethics, Excellence and Learning in all its acts and relationships with Stakeholders, Clients, Associates and Community at large. This philosophy revolves around fair and transparent governance and disclosure practices in line with the principles of Good Corporate Governance. The Companies Corporate Governance policies ensures, among others, the accountability of the Board of Directors and the importance of its decisions to all its participants viz employees, investors, customers, regulators etc. The Company respects the inalienable rights of the shareholders to information on the performance of the Company. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations.

DATE OF REPORT

The information provided in the Report on Corporate Governance for the purpose of unanimity is as on 31st March, 2017. The Report is updated as on the date of the report wherever applicable.

1. BOARD OF DIRECTORS

A. COMPOSITION OF THE BOARD:

The Board of Directors of the Company comprises of 6 members (including two independent Non-Executive Directors) with vast experience and knowledge. None of the Directors on the Board is a Member of more than 10 committees or Chairman of more than 5 companies across all the Companies in which he/she is a Director.

The Board has been enriched with the advices and skills of the Independent Directors. None of the Independent Directors has any pecuniary or business relationship. The composition of the Board of Directors and details of number of Directorships/committee chairmanships/memberships attendance particulars is as under:

Name of Director	Category of Directorship	No. of Directorships in other Companies(excluding private Companies)	Number of Board Committee memberships held in other Companies		Attendance Particulars		
			Member	Chairman	Last AGM 24.09.2016	Board meetings 16-17	
					Held	Attended	
Sri. P. Pattabhi Rama Rao	Managing Director	-	-	-	Yes	9	9
Sri. P. Praveen Kumar	Whole-Time Director	-	-	-	Yes	9	9
Dr. Aluri Naga Uma Maheswara Prasad	Non Executive Director	-	-	-	Yes	9	9
Smt. P. Rajya Lakshmi	Non Executive Director	-	-	-	Yes	9	9
Sri.S.V. Satyanarayana Chowdary	Non Executive and independent Director	-	-	-	Yes	7	7
Sri Ch. Sudhakar	Non Executive and independent Director	-	-	-	Yes	7	7

DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE

Sri. P. Pattabhi Rama Rao is the spouse of Smt. P. Rajya Lakshmi and Smt. P. Rajya Lakshmi is the spouse of Sri. P. Pattabhi Rama Rao and Sri. P. Praveen Kumar is the son of Sri. P. Pattabhi Rama Rao and Smt. P. Rajya Lakshmi.

B. MEETINGS DURING THE YEAR:

The Board of Directors duly met 9 (Nine) times on 09.05.2016, 21.05.2016, 30.05.2016, 02.07.2016, 12.08.2016, 15.09.2016, 13.10.2016, 12.11.2016, and 13.02.2017 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

C. INDEPENDENT DIRECTORS' MEETING:

As per clause 7 of the schedule IV of the Companies Act (Code for Independent Directors) read with Regulation 25(3) of SEBI LODR Regulations, 2015, a separate meeting of the Independent Directors of the Company (without the attendance of Non-Independent directors) was held on 13.02.2017, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as whole;
2. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors of the Company were present at the meeting.

D. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

All independent attend an orientation program. The details of training and familiarization program are available on company's website (<https://www.bhaskaragro.com>). Further, at the time of the appointment of an independent director, the Company issues a formal letter of appointment outlining his / her role, function, duties and responsibilities. The terms and conditions of appointment are available on our website ([https:// www.bhaskaragro.com](https://www.bhaskaragro.com)).



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2. AUDIT COMMITTEE (Constituted in terms of Sec 177 of the Companies Act, 2013 read with Regulation 18 of SEBI LODR Regulations, 2015)

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

- overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- reviewing and examination with management the quarterly financial results before submission to the Board;
- reviewing and examination with management the annual financial statements before submission to the Board and the auditors' report thereon;
- review management discussion and analysis of financial condition and results of operations;
- scrutiny of inter-corporate loans and investments made by the Company;
- reviewing with management the annual financial statements as well as investments made by the unlisted subsidiary companies;
- reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
- approving the appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- recommending the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- reviewing management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- discussing with Statutory Auditors, before the audit commences, on the nature and scope of audit as well as having post-audit discussion to ascertain area of concern, if any;
- reviewing with management, Statutory Auditors and Internal Auditor, the adequacy of internal control systems;
- recommending appointment, remuneration and terms of appointment of Internal Auditor of the Company;
- reviewing the adequacy of internal audit function and discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;
- evaluating internal financial controls and risk management systems;
- valuating undertaking or assets of the Company, wherever it is necessary;
- reviewing the functioning of the Whistle Blowing mechanism;

B. COMPOSITION, MEETINGS & ATTENDANCE:

There were four (4) Audit Committee Meetings held during the year on 30.05.2016, 12.08.2016, 12.11.2016 and 13.02.2017.

No. s	Members of the Audit committee	Designation	Category	No. of Meetings Held	No. of Meetings Attended
1.	Sri. S.V. Satyanarayana Chowdary	Chairman	NED(I)	4	4
2.	Sri. Ch. Sudhakar	Member	NED(I)	4	4
3.	Dr. Aluri Naga Uma Maheswara Prasad	Member	NED	4	4

NED (I) : Non Executive Independent Director

NED : Non Independent, Non-Executive Director

C. Previous Annual General Meeting of the Company was held on 24th September, 2016 and Sri. S.V. Satyanarayana Chowdary, Chairman of the Audit Committee, attended previous AGM.

3. NOMINATION AND REMUNERATION COMMITTEE (Constituted in terms of Sec 178 of the Companies Act, 2013 read with Regulation 19 of SEBI LODR Regulations, 2015)

The Committee comprises of two non-executive, independent Directors and two Non Independent and Non-Executive Director.

A. BRIEF DESCRIPTION OF TERMS OF REFERENCE:

- Recommend to the board the set up and composition of the board and its committees including the “formulation of the criteria for determining qualifications, positive attributes and independence of a director”. The committee will consider periodically reviewing the composition of the board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
- Recommend to the board the appointment or reappointment of directors.
- Devise a policy on board diversity.
- Recommend to the board appointment of key managerial personnel (“KMP” as defined by the Act) and executive team members of the Company (as defined by this committee).
- Carry out evaluation of every director’s performance and support the board and independent directors in evaluation of the performance of the board, its committees and individual directors. This shall include “formulation of criteria for evaluation of independent directors and the board”.
- Recommend to the board the remuneration policy for directors, executive team or key managerial personnel as well as the rest of the employees.
- On an annual basis, recommend to the board the remuneration payable to the directors and oversee the remuneration to executive team or key managerial personnel of the Company.
- Oversee familiarization programmes for directors.
- Oversee the human resource philosophy, human resource and people strategy and human resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the board, key managerial personnel and executive team).
- Provide guidelines for remuneration of directors on material subsidiaries.



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- Recommend to the board on voting pattern for appointment and remuneration of directors on the boards of its material subsidiary companies.
- Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.

B. COMPOSITION OF THE COMMITTEE:

No. S	Members of the Nomination and Remuneration committee	Designation	Category
1.	Sri. Ch. Sudhakar	Chairman	NED(I)
2.	Sri. S.V. Satyanarayana Chowdary	Member	NED(I)
3.	Smt P. Rajya Lakshmi	Member	NED

NED (I) : Non Executive Independent Director

NED : Non Independent, Non-Executive Director

REMUNERATION POLICY:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered and individual performance.

C. POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Policy:

Qualifications and criteria

- i. The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.
- ii. In evaluating the suitability of individual Board member the NR Committee may take into account factors, such as:
 - General understanding of the company's business dynamics, global business and social perspective;
 - Educational and professional background;
 - Standing in the profession;
 - Personal and professional ethics, integrity and values;
 - Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

- iii. The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the company's business.

3. Criteria of Independence:

- i. The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.
- ii. The criteria of independence shall be in accordance with guidelines as laid down in Companies Act, 2013 and the Equity Listing Agreement.
- iii. The Independent Director shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

4. Other Directorships/ Committee Memberships:

- i. The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as Director of the company. The NR Committee shall take into account the nature of, and the time involved in a Director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.
- ii. A Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.
- iii. A Director shall not serve as an independent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a wholtime Director in any listed company.
- iv. A Director shall not be a member in more than 10 committee or act as chairman of more than 5 committee across all companies in which he holds directorships.

5. Remuneration policy for Directors, key managerial personnel and other employees

1. Scope:

This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the company.

2. Policy:

- i. Remuneration to Executive Director and Key Managerial Personnel.
- ii. The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the company within the overall approved by the shareholders.
- iii. The Board on the recommendation of the NR committee shall also review and approve the remuneration payable to the key managerial personnel of the company.



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- iv. The Remuneration structure to the Executive Director and key managerial personnel shall include the following components:
- (i) Basic pay
 - (ii) Perquisites and Allowances
 - (iii) Stock Options
 - (iv) Commission (Applicable in case of Executive Directors)
 - (v) Retirement benefits
 - (vi) Annual performance Bonus
- v. The Annual plan and Objectives for Executive committee shall be reviewed by the NR committee and Annual performance Bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

3. Remuneration to Non – Executive Directors

- i. The Board, on the recommendation of the NR Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders as per provisions of the companies act.
- ii. Non-Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof.
6. Remuneration to other employees Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

D. REMUNERATION TO DIRECTORS PAID DURING THE FINANCIAL YEAR 2016-17 AND OTHER DISCLOSURES

Name of the Director	Salary (Rs.)	Sitting fees(Rs.)	Number of shares held	Service Contracts	Stock Option Details	Fixed Component	Performance Based Incentive
Sri. P. Pattabhi Rama Rao	12,00,000	-	2,08,057	-	-	-	-
Sri. P. Praveen Kumar	12,00,000	-	2,77,954	-	-	-	-
Dr. Aluri Naga Uma Maheswara Prasad	-	-	-	-	-	-	-
Smt. P. Rajya Lakshmi	-	-	4,56,749	-	-	-	-
Sri. S.V. Satyana-rayana Chowdary	-	-	-	-	-	-	-
Sri.Ch. Sudhakar	-	-	-	-	-	-	-

E. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI LODR Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and other Committees of the Board. Structured questionnaires were prepared after taking in to consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of participation in the meetings and contribution, independence of judgments, safeguarding the interest of the Company and other stakeholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors.

4. STAKEHOLDER'S RELATIONSHIP COMMITTEE (Constituted in terms of Sec 178 of the Companies Act, 2013 read with Regulation 20 of SEBI LODR Regulations, 2015)
A. COMPOSITION

The Details of composition of the Committee are given below:

S. No.	Members of the Stakeholders' Relationship committee	Designation
1.	Dr. Aluri Naga Uma Maheswara Prasad	Chairman
2.	Smt P. Rajya Lakshmi	Member

B. NAME AND DESIGNATION OF COMPLIANCE OFFICER

Mr. Parasharam Ramchandra Adav, Company Secretary of the company is the compliance officer of the Company.

C. DETAILS OF COMPLAINTS/REQUESTS RECEIVED, RESOLVED AND PENDING DURING THE YEAR 2016-17

During the financial year 2016-17, no complaints were received from the shareholders.

Mr. Parasharam Ramchandra Adav, Company Secretary of the company is the Secretary of all Board Committees.

6. GENERAL BODY MEETINGS
A. LOCATION, DATE AND TIME OF LAST THREE AGMS AND SPECIAL RESOLUTIONS THERE AT AS UNDER:



BHASKAR AGROCHEMICALS LIMITED

Financial Year	Date	Time	Location	Special / Ordinary Resolution
2015-16	24.09.2016	11:30 am	Hotel Daspalla, Road No. 37, Jubilee Hills, Hyderabad.	1. Appointment of Mr. S.V.S. Chowdary as Independent Director. 2. Appointment of Mr. C. Sudhakar as Independent Director.
2014-15	17.07.2015	10:00 am	Prasant Kuteer, Banjara Hills, Road No.10, Hyderabad.	1. Increase in the borrowing limits of the Company pursuant to section 180(1)(c) of the Companies Act, 2013. 2. Creation of Security in favour of the lenders pursuant to section 180(1)(a) of the Companies Act, 2013. 3. Amendment of Articles of Association inline with section 14 of the Companies Act, 2013.
2013-14	30.09.2014	10:00 am	Prasant Kuteer, Banjara Hills, Road No.10, Hyderabad.	1. Revision in the remuneration of Sri. P.Pattabhi Rama Rao, Managing Director of the Company. 2. Revision in the remuneration of Sri. P. Praveen Kumar, Whole time Director of the Company.

No Extra Ordinary General Meeting or Postal ballot was held during the year 2016-17.

7. DISCLOSURES

A. MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS

During the year under review, the Company had not entered in to any materially significant transaction with any related party that may have potential conflict with the interests of the Company at large. All the related party transactions during the year are in the ordinary course of business and on arms length basis.

Transactions with the Related Parties as required under Accounting Standard-18 are disclosed in Note No.24 of the standalone financial statements forming part of this Annual Report.

B. COMPLIANCES:

There are no penalties imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets, during the last three years. The Board reviews the compliance of all the applicable laws and gives appropriate directions wherever necessary

C. WHISTLE BLOWER POLICY (Set up in terms of Sec 177 of the Companies Act, 2013 read with Regulation 22 of SEBI LODR Regulations, 2015)

With a view to adopt the highest ethical standards in the course of business, the Company has a whistle blower policy in place for reporting the instances of conduct which are not in conformity with the policy. Directors, employees, vendors or any person having dealings with the Company may report non-compliance to the Chairman of the Audit Committee, who reviews the report. Confidentiality is maintained of such reporting and it is ensured that the whistle blowers are not subjected to any discrimination. No person was denied access to the Audit Committee.

D. CODE OF CONDUCT

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

Declaration on Code of Conduct for the year 2016-17

This is to confirm that the Board has laid down a code of conduct for all Board members and senior management personnel of the Company. The code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended on March 31, 2017 as envisaged in Regulation 26(3) of the Listing Regulations.

BY ORDER OF THE BOARD
BHASKAR AGROCHEMICALS LIMITED

P. PATTABHI RAMA RAO

MANAGING DIRECTOR

DIN : 00353641

Place : Hyderabad

Date : 01.09.2017

E. Disclosure of Accounting Treatment

The Company has complied with the appropriate accounting policies and has ensured that they have been applied consistently. There have been no deviations from the treatment prescribed in the Accounting Standards.

F. Non-Executive Directors' Compensation and Disclosures

None of the Independent/Non-Executive Directors has any pecuniary relationship or transactions with the Company which in the Judgment of the Board may affect the independence of the Directors.

G. CEO/ CFO Certification

The Managing Director and CEO/CFO certification of the financial statements for the year 2016-17 is provided at Annexure-1 in this Annual Report.

H. COMPLIANCE WITH THE MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

All mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been appropriately complied with and the status of non-mandatory requirements is given below:

- i. The Chairman of the Company is an Non Executive Chairman . All other requirements of the Board during the year have been complied with.
- ii. The financial Statements are free from any Audit Qualifications.
- iii. At present, other non-mandatory requirements have not been adopted by the Company.



BHASKAR AGROCHEMICALS LIMITED

8. MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly financial results will be sent to the Stock Exchanges immediately after the Board approves the same and these results will also be published in prominent daily newspapers. These financial statements, press releases are also posted on the Company's website, at www.bhaskaragro.com. As the financial performance of the Company is well published, individual communication of half yearly results are not sent to the shareholders.

9. GENERAL SHAREHOLDER INFORMATION

The following information would be useful to the shareholders:

A) TWENTY NINETH ANNUAL GENERAL MEETING

Date and Time : Thursday the 28th September 2017, at 10.30 A.M.

Venue : Aditya Park,
Aditya Trade Centre
Ameerpet, Hyderabad-500 038.

B) FINANCIAL YEAR AND FINANCIAL YEAR CALENDAR (TENTATIVE SCHEDULE)

Financial year to which the Annual General Meeting relates: 2016-17

Financial calendar: 2017-18

Adoption of Quarterly results for the Quarter ending

- 30th June, 2017 : 1st/2nd Week of September 2017
- 30th September, 2017 : 1st/2nd Week of December, 2017
- 31st December, 2017 : 1st/2nd Week of February, 2018
- 31st March, 2018 : on or before 30th May 2018

Annual General Meeting (Next year) : August / September, 2018

C) BOOK CLOSURE DATE

23rd September, 2017 to 28th September, 2017 (both days inclusive)

D) LISTING ON STOCK EXCHANGES

The equity shares of the Company are listed on BSE Ltd. The Company has paid the listing fees to the BSE Limited for the year 2017-18..

The Company has obtained in-principle approval from the stock exchange for Revocation of Suspension and is in the process of submitting the required documents and payment of re-instatement fees.

E) ELECTRONIC CONNECTIVITY

ISIN: **INE972C01018**

F) STOCK CODE

Exchange: BSE Limited

Code: 524534

EXCHANGE ADDRESS: BSE LIMITED, P.J. Towers, Dalal Street, Mumbai- 400001.

G) MARKET PRICE DATA

The trading in the shares of the Company are suspended at BSE.

H) REGISTRARS AND TRANSFER AGENTS XL Softech Systems Limited

3, Sagar Society, Road No. 2,
Banjara Hills, Hyderabad – 500 034, Telangana.
Ph: 040 – 23545913
E-mail: xlfield@gmail.com

I) SHARE TRANSFER SYSTEM

The Transfer of Shares is affected by the Registrars after necessary approval of the Board/ Share Transfer Committee. Transfer generally takes 1-2 weeks.

J) SHAREHOLDING PATTERN AS ON 31.03.2017

Shareholders	As on 31.03.2017		As on 31.03.2016	
	No. of Shares	%	No. of Shares	%
Promoters	32,40,514	62.20	32,16,314	61.74
Financial Institutions and Banks	200	0.00	200	0.00
Private corporate bodies	34,740	0.67	34,340	0.66
Indian Public	18,47,213	35.46	18,71,813	35.93
NRI/OCB	86,966	1.67	86,966	1.67
Total	52,09,633	100	52,09,633	100

K) DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2017

S.No.	CATEGORY	HOLDERS	HOLDERS PERCENTAGE	SHARES	AMOUNT	AMOUNT PERCENTAGE
1	1 - 5000	2929	81.41	850413	8504130	16.32
2	5001 - 10000	390	10.84	334500	3345000	6.42
3	10001 - 20000	204	5.67	310370	3103700	5.96
4	20001 - 30000	30	0.83	73930	739300	1.42
5	30001 - 40000	13	0.36	47600	476000	0.91
6	40001 - 50000	13	0.36	61300	613000	1.18
7	50001 -100000	7	0.19	49300	493000	0.95
8	100001 & Above	12	0.34	3482220	34822200	66.84
	Total:	3598	100	5209633	52096330	100



BHASKAR AGROCHEMICALS LIMITED

L) DEMATERIALISATION & LIQUIDITY OF SHARES

Trading in Company's shares is permitted only in dematerialised form for all investors. The ISIN allotted to the Company's scrip is INE972C01018. Investors are therefore advised to open a demat account with a Depository participant of their choice to trade in dematerialized form.

Particulars	No. of Shares	% Share Capital
NSDL	3411190	65.48
CDSL	61363	1.18
PHYSICAL	1737080	33.34
Total	5209633	100

M) Address for Correspondence

6-3-347/9, 503, Riviera Apartment,
Dwarka Puri Colony, Panjagutta,
Hyderabad – 500082, Telangana.

BY ORDER OF THE BOARD
BHASKAR AGROCHEMICALS LIMITED

P. PATTABHI RAMA RAO
MANAGING DIRECTOR
DIN : 00353641

Place : Hyderabad
Date : 01.09.2017

ANNEXURE – I

CERTIFICATE BY THE MANAGING DIRECTOR/CFO OF THE COMPANY

To
The Board of Directors
Bhaskar Agrochemicals Limited

Dear Sir(s),

As required under Regulation 17(8) read with Part B, Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we state that:

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March 2017 and to the best of our knowledge and belief;
 - a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - b. These statements present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls, I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which I was aware and the steps that I have taken or propose to take and rectify the identified deficiencies and,
4. That we have informed the auditors and the audit committee of:
 - a) Significant changes in the internal control during the year;
 - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware and the involvement of any employee having a significant role in the company's internal control system.

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

P.PRAVEEN KUMAR P.PATTABHI RAMA RAO
Wholetime Director and CFO MANAGING DIRECTOR
(Din No. 00353720) (Din No. 00353641)

Place: Hyderabad
Date: 01.09.2017



BHASKAR AGROCHEMICALS LIMITED

DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

As per Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company hereby discloses the details of unpaid/unclaimed dividend and the respective share thereof as follows:

Aggregate No. of Shareholders and the outstanding shares in the suspense account at the beginning of the year.	No. of shareholders who approached the company for transfer of shares from suspense account during the year.	No. of shareholders to whom shares were transferred from suspense account during the year.	Aggregate No. of Shareholders and the outstanding shares in the suspense account at the end of the year.
NIL	NIL	NIL	NIL

Management Discussion and Analysis Report:

(a) Industry structure and developments:

Agrochemicals can play a major role in enhancing productivity and crop protection post-harvest. They are diluted in recommended doses and applied on seeds, soil, irrigation water and crops to prevent damage from pests, weeds and diseases. Insecticides are the largest sub-segment of agrochemicals with 60% market share, whereas herbicides with 16% market share are the fastest growing segment in India.

India is the fourth largest global producer of agrochemicals after the US, Japan and China. This segment generated a value of USD 4.4 billion in FY15 and is expected to grow at 7.5% per annum to reach USD 6.3 billion by FY20. Approximately 50% of the demand comes from domestic consumers while the rest goes towards exports. While the domestic demand is expected to grow at 6.5% per annum, exports are estimated to grow at 9% per annum during the same period.

Andhra Pradesh (including Telangana & Seemandhra), Maharashtra and Punjab are top three states contributing to 45% of pesticide consumption in India. Andhra Pradesh is the leading consumer with 24% share. The top seven states together account for more than 70% of crop protection chemicals usage in India.

(b) Opportunities and Threats:

The crop protection market is expected to grow at CAGR of 4.8% from 2016 to 2021. Herbicide is the largest market segment of crop protection market. Insecticides are high in demand and growing at a CAGR of xx% from 2016-2021. Use of pesticide in agriculture is increased recently however GMO crops also in demand which may take over some share of pesticide market. Population growth and high demand of food products is a driver for agrochemicals market. Environmental and health concern such as soil pollution, water pollutions and toxins are restrain in the market.

Current Low consumption of Crop Protection products in India, 0.6 kg/ha compared to the world average of 3 kg/ha, offers immense opportunities for growth. The sector is also driven by huge opportunity for contract manufacturing and research for Indian Players due to large availability of technically skilled labor

(c) Segment-wise or product-wise performance:

During the year under review, the Company has recorded revenue of Rs. 27,79,50,020 and made a net profit of Rs. 1,07,77,499 against revenue of Rs. 26,61,30,761 and net profit of Rs. 1,57,94,478 in the previous financial year 2015-16. The Company operates only in one segment i.e. Agrochemicals.

**(d) Outlook:**

Domestic pesticide market is expected to grow steadily as the farmers have learnt modern techniques of farming which has led to increased dependence on pesticides to enhance crop production. Furthermore, the agriculture industry in India, barring wheat segment, is highly dependent on monsoon as area under irrigation is relatively low, therefore erratic rainfall might restrict growth of pesticides consumption. However, FY17 turned out to be a good monsoon year after three consecutive year of below normal south-west monsoon (June-September) rainfall. As per the Indian Meteorological Department the south west monsoon received 97% of the rainfall.

(e) Risks and concerns:

There have been prevalence of spurious product manufacturers, overuse of pesticides (in some cases) and high dependence on cotton crop. There is also to some extent over use of pesticides by farmers leading to pest resistance and resurgence. The limited ability of the Indian farmers to pay for more expensive products has also been a key factor in limiting the market. The cotton crop also accounts for over 40% of insecticide consumption, and the results of cotton season roughly parallel the industry scenario/

(f) Internal control systems and their adequacy:

The system of internal control has been established to provide reasonable assurance of safeguarding assets and maintenance of proper Accounting Records and its accuracy. The business risks and its control procedures are reviewed frequently. Systems audit is also conducted regularly to review the systems with respect to Security and its Adequacy. Reports are prepared and circulated to Senior Management and action taken to strengthen controls where necessary.

(g) Discussion on financial performance with respect to operational performance:

During the year under review, the Company has recorded revenue of Rs. 27,81,11,387 and made a net profit of Rs. 1,07,77,499 against revenue of Rs. 26,63,11,779 and net profit of Rs. 1,57,94,478 in the previous financial year 2015-16.

(h) Material developments in Human Resources / Industrial Relations front, including number of people employed.

Your company follows a strategy of attracting and retaining the best talent and keep employees engaged, motivated and innovative. The company continues to have cordial relations with its employees and provide personnel development opportunities for all round exposure to them.

(i) Disclosure of Accounting Treatment:

The Company has not carried out any treatment different from that prescribed in Accounting Standards.

Annexure - II

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,
Bhaskar Agrochemicals Limited
Hyderabad

We have conducted the audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Bhaskar Agrochemicals Limited (hereinafter called "the Company"). Audit was conducted 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 financial year commencing from 1st April, 2016 and ended 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. 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 of March, 2017 according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made there under for specified sections notified and came into effect on various dates;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) 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;
 - (v) The Securities and Exchange Board of India Act, 1992 ('SEBI Act')
2. Compliance status in respect of the provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI ACT') is furnished hereunder for the financial year 2016-17:-
 - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **All the required disclosures from time to time and as and when applicable were complied with.**



BHASKAR AGROCHEMICALS LIMITED

- ii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable**
- iii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable**
- iv. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable**
- v. 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**
- vi. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- vii. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable**
- viii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 Insider Trading regulations; **The Company has framed code of conduct for regulating & reporting trading by Insiders and for Fair Disclosure, 2015 and displayed the same on company's Website i.e www.bhaskaragro.com and all required disclosures from time to time as and when applicable are complied with.**
- ix. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 were complied with to the extent applicable and
- x. The company has framed the policies as mentioned below and displayed the same on the company's website i.e.
 - Archival Policy
 - Code of conduct for Independent Directors
 - Code of Fair Disclosure Policy
 - Determination of Materiality of Events Policy
 - Nomination and Remuneration Policy
 - Transactions with Related Parties Policy
 - Preservation of Documents Policy
 - Vigil Mechanism Policy
 - Code of Conduct for Board of Directors and Senior Management
 - Terms of Appointment of Independent Directors
 - Criteria of Payment to Non Executive Directors
3. We have also examined compliance with the applicable clauses of the following:
 - (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - (ii) The Listing Agreement entered into by the Company with BSE Limited.
4. During the financial year under report, the Company has complied with the provisions of the New Companies Act, 2013, Old Companies Act, 1956 to the extent applicable and the Rules, Regulations, Guidelines, Standards, etc., mentioned above except that the Company appointed Company Secretary and Chief Financial Officer only on 15.09.2016;

5. We have relied on the representation made by the Company and its officers for systems and mechanisms formed by the Company for compliances under other applicable Acts, Laws and Regulations with respect to Industry related Laws, Environmental Laws, Acts prescribed under Prevention and Control of Pollution, Intellectual Property Laws, Municipality Laws to the extent applicable, and other local Laws as applicable.
6. The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company are:
 1. Factories Act, 1948.
 2. Industrial Disputes Act, 1947.
 3. Payment of Wages Act, 1936
 4. Minimum Wages Act, 1948.
 5. Employees PF and Miscellaneous Provisions Act, 1952.
 6. Payment of Bonus Act, 1965.
 7. Payment of Gratuity, 1972.
 8. Employment Exchange [Compulsory Notification of Vacancies] Act, 1959.
 9. The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975
 10. The Air (Prevention and Control of Pollution) Act, 1981
 11. The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,
 12. Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.
 13. The Insecticides Act, 1968 and rules made thereunder.
 14. Fertilizer Control (Order).

We further report that,

- The composition of the Board of Directors is in compliance with the provisions of the Act.
- Adequate notice of board meeting is given to all the directors along with agenda at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.
- As per the minutes of the meeting duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.
- We, further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



BHASKAR AGROCHEMICALS LIMITED

- We further report that during the year under report, the Company has not undertaken event/action having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc

For Vivek Surana & Associates

Vivek Surana

Proprietor

ACS: 24531 CP: 12901

Place: Hyderabad

Date: 01.09.2017

Note : This report is to be read with my letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

'ANNEXURE A'

To,
The Members,
Bhaskar Agro Chemicals Limited
Hyderabad

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company
4. Where ever required, We have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an 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 Vivek Surana & Associates

Place: Hyderabad

Date: 01.09.2017

Vivek Surana
Proprietor
ACS: 24531 CP: 12901

**ANNEXURE - III
Form No. MGT – 9**

**EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st 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	L24219TG1988PLC008331
ii) Registration Date	19.02.1988
iii) Name of the Company	BHASKAR AGRO CHEMICALS LIMITED
iv) Category / Sub-Category of the Company	Company Limited by Shares/Indian Non Government Company
v) Address of the Registered office and contact details	6-3-347/9, 503, Riviera Apartment, Dwarka Puri Colony, Panjagutta, Hyderabad – 500082, Telangana. Phone No: 040-66462082
vi) Whether listed company	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	XL SOFTECH SYSTEMS LIMITED PLOT NO.3, SAGAR SOCIETY, BANJARA HILLS, HYDERABAD-500 034.TEL. (040) 23545913

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl.No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	MANUFACTURE OF AGROCHEMICAL PRODUCTS	20211	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl.No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
—	—	—	—	—	—


IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)
i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01-04-2016)				No. of Shares held at the end of the year (as on 31-03-2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
(1) Indian									
a) Individual / HUIF	2794767	212953	3007720	57.73	2951854	80066	3031920	58.20	0.47
b) Central Govt	—	—	—	—	—	—	—	—	—
c) State Govt (s)	—	—	—	—	—	—	—	—	—
d) Bodies Corp	208594	—	208594	4.00	208594	—	208594	4.00	—
e) Banks / FI's	—	—	—	—	—	—	—	—	—
f) Any Other	—	—	—	—	—	—	—	—	—
Sub Total (A) (1)	3003361	212953	3216314	61.74	3160448	80066	3240514	62.20	0.47
(2) Foreign	—	—	—	—	—	—	—	—	—
a) NRI-Individuals	—	—	—	—	—	—	—	—	—
b) Other-Individuals	—	—	—	—	—	—	—	—	—
c) Bodies Corporate	—	—	—	—	—	—	—	—	—
d) Banks / FI	—	—	—	—	—	—	—	—	—
e) Any Other	—	—	—	—	—	—	—	—	—
Sub Total (A) (2)	—	—	—	—	—	—	—	—	—
Total Shareholding of Promoter (A)=(A)(1) +(A)(2)	3003361	212953	3216314	61.73	3160448	80066	3240514	62.20	0.47
B. PUBLIC SHARE HOLDING									
1. Institutions									
a) Mutual Funds	—	—	—	—	—	—	—	—	—
b) Banks / FI	—	200	200	0.00	—	200	200	0.00	—
c) Central Govt	—	—	—	—	—	—	—	—	—
d) State Govt (s)	—	—	—	—	—	—	—	—	—
e) Venture Capital Funds	—	—	—	—	—	—	—	—	—

f) Insurance Companies	—	—	—	—	—	—	—	—	—
g) FIs	—	—	—	—	—	—	—	—	—
h) Foreign Venture Capital Fund	—	—	—	—	—	—	—	—	—
i) Others	—	—	—	—	—	—	—	—	—
Sub Total (B) (1)	—	200	200	0.00	—	200	200	0.00	—
2. Non Institutions									
a) Bodies Corporate	—	—	—	—	—	—	—	—	—
i) Indian	22740	11600	34340	0.66	23140	11600	34740	0.67	0.01
ii) Overseas	—	—	—	—	—	—	—	—	—
b) Individuals									
i) Individual Shareholders holding nominal share capital up to Rs.1 Lakh	277365	1560448	1837813	35.29	252765	1560448	1813213	34.81	-0.48
ii) Individual Share holders holding nominal share capital in excess of Rs.1 Lakh	—	34000	34000	0.65	—	34000	34000	0.65	—
c) Others - NRI	2000	84966	86966	1.67	2000	84966	86966	1.67	—
Sub Total (B) (2)	302105	1691014	1993119	38.27	277905	1691014	1968919	37.80	-0.47
Total Public Shareholding (B) = (B)(1) + (B)(2)	302105	1691214	1993319	38.27	277905	1691214	1969119	37.80	-0.47
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS	—	—	—	—	—	—	—	—	—
GRAND TOTAL (A+B+C)	3305466	1904167	5209633	100	3438353	1771280	5209633	100	—

BHASKAR AGROCHEMICALS LIMITED

(ii) Shareholding of Promoters

Sl.No.	Shareholder's Name	Shareholding at the beginning of the year (as on 01-04-2016)			Share holding at the end of the year (as on 31-03-2017)			% 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	POSANI BHASKAR RAO & CO (P. PATTABHI RAMA RAO)	878833	16.87	—	878833	16.87	—	—
2	P RAJYA LAKSHMI	456749	8.77	—	456749	8.77	—	—
3	C SAI SUDHA	359454	6.90	—	366254	7.03	—	0.13
4	P DURGAMBA	311780	5.98	—	623619	11.97	—	—
5	P PRAVEEN KUMAR	267354	5.13	—	277954	5.34	—	0.21
6	P SANTHI	213654	4.10	—	220454	4.23	—	0.13
7	POSANI FERTILISERS LIMITED	208594	4.00	—	208594	4.00	—	—
8	P PATTABHI RAMA RAO	208057	3.99	—	208057	3.99	—	—
9	P BHASKARA RAO	311839	5.99	—	---	---	—	—
	Total	3216314	61.73	—	3240514	62.20	—	0.47

(iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Sl.No.	Particulars	Shareholding at the beginning of the year (as on 01-04-2016)		Cumulative Shareholding during the year 31-03-2017																	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company																
	At the beginning of the year	3216314	61.74																		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	<table border="1"> <thead> <tr> <th>Name</th> <th>Date</th> <th>Increase/Decrease</th> <th>Reason</th> </tr> </thead> <tbody> <tr> <td>C. SAI SUDHA</td> <td>23.03.2017</td> <td>6,800</td> <td>Inheritance</td> </tr> <tr> <td>P. PRAVEEN KUMAR</td> <td>23.03.2017</td> <td>10,600</td> <td>Inheritance</td> </tr> <tr> <td>P. SANTHI</td> <td>23.03.2017</td> <td>6,800</td> <td>Inheritance</td> </tr> </tbody> </table>				Name	Date	Increase/Decrease	Reason	C. SAI SUDHA	23.03.2017	6,800	Inheritance	P. PRAVEEN KUMAR	23.03.2017	10,600	Inheritance	P. SANTHI	23.03.2017	6,800	Inheritance
Name		Date	Increase/Decrease	Reason																	
C. SAI SUDHA		23.03.2017	6,800	Inheritance																	
P. PRAVEEN KUMAR		23.03.2017	10,600	Inheritance																	
P. SANTHI	23.03.2017	6,800	Inheritance																		
	At the End of the year			3240514	62.20																

Note : No change in other Promoters Shareholding.

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

S.No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase / Decrease	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company			No. of Shares	% of total Shares of the company
1	RAGHAVA RAO POLAVARAPU	66666	1.28	—	—	66666	1.20
2	MURALI KRISHNA PRASAD DIVI	34000	0.65	—	—	34000	0.61
3	ALURI JAYALAKSHMI	0	0.00	46,600	Purchase	46600	0.89
4	R VINODKHANNA	16900	0.32	—	—	16900	0.31
5	RITA K JETHANI	15400	0.30	—	—	15400	0.28
6	MURALIDHAR B JETHANI	13500	0.26	—	—	13500	0.24
7	MAZRAA FINANCE AND INVESTMENT PRIVATE LIMITED	13340	0.26	—	—	13340	0.24
8	SUMMAN R JETHANI	13200	0.25	—	—	13200	0.24
9	JAIWANTI M JETHANI	13100	0.25	—	—	13100	0.24
10	RAMESH M JETHANI	13100	0.25	—	—	13100	0.24

(v) Shareholding of Directors and Key Managerial Personnel:

S.No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase / Decrease	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
A Directors								
1	P. PATTABHI RAMA RAO	208057	3.99	—	—	—	208057	3.99
2	P. PRAVEEN KUMAR	267354	5.13	23.03.17	10,600	Inheritance	277954	5.34
3	RAJYA LAKSHMI POSANI	456749	8.77	—	—	—	456749	8.77
4	NAGA UMA MAHESWARA PRASAD ALURI	—	—	—	—	—	—	—
5	VENKATA SATYANARAYANA SANKURATHRI CHOWDARY	—	—	—	—	—	—	—
6.	SUDHAKAR CHIGURUPATI	—	—	—	—	—	—	—
B. Key Managerial Pers								
7.	PARASHARAM RAMCHANDRA ADAV	—	—	—	—	—	—	—

BHASKAR AGROCHEMICALS LIMITED



V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	40079011	27063740	—	67142751
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	40079011	27063740	—	67142751
Change in Indebtedness during the financial year				
Addition	15888391	3945206	—	19833597
Reduction	6815666	0	—	6815666
Net Change	9072725	3945206	—	13017931
Indebtedness at the end of the financial year				
i) Principal Amount	49151736	31008946	—	80160682
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i+ii+iii)	49151736	31008946	—	80160682

VI. REMUNERATION OF DIRECTORS AND KEY MANGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		P PATTABHI RAMA RAO	PRAVEEN KUMAR	—	—	
1.	Gross salary			—	—	—
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	12,00,000	12,00,000	—	—	24,00,000
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	—	—	—
(c)	Profits in lieu of salary under section 17(3) Income-tax Act,1961	—	—	—	—	—
2.	Stock Option	—	—	—	—	—
3.	Sweat Equity	—	—	—	—	—
4.	Commission as % of profit others, specify.....	—	—	—	—	—
5.	Others, please specify	—	—	—	—	—
Total (A)		12,00,000	12,00,000	—	—	24,00,000
Overall Ceiling as per the Act		—	—	—	—	—

B. Remuneration to other directors:

Sl.No.	Particulars of Remuneration	Name of Directors				Total Amount
		—	—	—	—	
1	<ul style="list-style-type: none"> • Independent Directors • Fee for attending board committee meetings • Commission • Others, please specify 	—	—	—	—	—
	Total (1)	—	—	—	—	—
2	<ul style="list-style-type: none"> • Other Non-Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify 	—	—	—	—	—
	Total (2)	—	—	—	—	—
	Total (B) = (1+2)	—	—	—	—	—
	Total Managerial Remuneration	—	—	—	—	—
	Overall Ceiling as per the Act	—	—	—	—	—

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

Sl.No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CS Parasharam Ramchandra Adav	CFO P. Praveen Kumar	
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	97,500	*As stated in table number VI (A)	97,500
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	—	—
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	—	—
2.	Stock Option	—	—	—	—
3.	Sweat Equity	—	—	—	—
4.	Commission -- as % of profit -- others, specify.....	—	—	—	—
5.	Others, please specify	—	—	—	—
	Total (A)	—	97,500	—	97,500

**BHASKAR AGROCHEMICALS LIMITED****VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding Fees imposed	Authority(RD /NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
B. DIRECTORS					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
C. OTHER OFFICERS IN DEFAULT					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—

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

P.PRAVEEN KUMAR **P.PATTABHI RAMA RAO**
Wholetime Director & CFO MANAGING DIRECTOR
DIN : 00353720 DIN : 00353641

Sd/-

PARASHARAM RAMCHANDRAADAV
Company Secretary

Place: Hyderabad
Date: 01.09.2017

ANNEXURE – IV

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

To

The Board of Directors
M/s. Bhaskar Agrochemicals Limited

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

**Thanking you
Yours Faithfully**

**Date: 31.03.2017
Place: Hyderabad**

**Sd/-
S.V. Satyanarayana Chowdary
(Independent director)**



ANNEXURE – IV

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

To

The Board of Directors
M/s. Bhaskar Agrochemicals Limited

Dear Sir,

I undertake to comply with the conditions laid down in Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (c) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (d) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
- (i) The statutory audit firm or the internal audit firm that is associated with the Company and
- (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

**Thanking you
Yours Faithfully**

**Sd/-
Sri Ch. Sudhakar
(Independent director)**

**Date: 31.03.2017
Place: Hyderabad**

ANNEXURE – V

**REPORT ON REMUNERATION TO DIRECTORS AND EMPLOYEES IN TERMS OF
RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION RULES) 2014**

a) Managerial Remuneration:

- (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 employees
1.	Sri. P. Pattabhi Rama Rao	2:1
2.	Sri. P. Praveen Kumar	2:1

- (ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

S.No.	Name of the KMP	Percentage increase in remuneration
1.	Mr. Parasharam Ramchandra Adav	Not Applicable, since Mr. Parasharam Ramchandra Adav was appointed as a Company Secretary w.e.f. 15.09.2016.

- (iii) The percentage increase in the median remuneration of employees in the financial year : NIL
- (iv) The number of permanent employees on the rolls of company: 58 Employees
- (v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;
- Average percentile increase in the salaries of the employees other than the managerial personnel in the last financial year is NIL and there has been no increase in the managerial remuneration during the last financial year.
- (vi) The key parameters for any variable component of remuneration availed by the directors : NIL
- (vii) Affirmation that the remuneration is as per the remuneration policy of the company.-
Yes
- b)** There are no Employees drawing remuneration more than Rs. 1,02,00,000 per annum if employed throughout the financial year and Rs. 8,50,000 per month, if employed for the part of the financial year during the year.



BHASKAR AGROCHEMICALS LIMITED

Independent Auditor's Report

**To the Members of
Bhaskar Agro Chemicals Limited**

Report on the Financial Statement

We have audited the accompanying financial statements of **Bhaskar Agro Chemicals Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility For the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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 financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has a place an adequate financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating

the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Basis for Qualified Opinion

The company has not provided depreciation on building and Plant & Machinery relating to Unit-II in the books of account of the company as the Unit-II is closed.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the matter described in the basis for Qualified opinion paragraph, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31-03-2017 and its profit and its cash flows for the year ended on that date.

Report on Other Legal & Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure - 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement, dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) on the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164 of the Companies Act, 2013; and
 - f) With respect to the adequacy of Internal Financial Controls over Financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure - B"
 - g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rule, 2014, in our opinion and to the best of our information & according to the explanations given to us:



BHASKAR AGROCHEMICALS LIMITED

- i. The Company does not have any pending litigations as at 31.03.2017 which would impact its financial position.
- ii. The Company did not have any long term contracts including derivative contracts as at 31.03.2017 for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- 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 – Refer Note No. 24 (B) (xv).

For R Kankaria & Uttam Singhi
Chartered Accountants
Firm Regi. No.: 000442S

Uttam Kumar Singhi
Partner
Membership No. : 027481/ICAI

Place: Hyderabad
Date: 15/05/2017

ANNEXURE “A” TO THE AUDITORS’ REPORT

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

- i) a The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. All the Fixed assets have been physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- c. As per the documents verified by us and explanation given to us, all the Title Deeds of immovable properties are held in the name of the company.
- ii). The inventory has been physically verified during the year by the management in our opinion, the frequency of verification is reasonable. No material discrepancies have been noticed on physical verification of stocks as compared to book records.
- iii). The company has not granted any loans secured or unsecured, to companies, firms, Limited Liability Partnership or other parties who are covered in the register maintained under section 189 of Companies Act, 2013, accordingly Clause (iii,a),(iii, b) and (iii,c) of Paragraph 3 of the Order are not applicable.
- iv) According to the information and explanations given to us, the Company has not granted any loans, guarantees and security and made investments, as per section 185 & 186 of the Companies Act, 2013
- v) According to the information and explanations given to us, the Company has not accepted any deposits from the public as per the directives issued by the Reserve Bank of India and as per the provisions of section 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 section 148(1) of the Companies Act, 2013 for the company.
- vii) (a) According to the information & explanations given to us, none of the undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and any other Statutory Dues were outstanding as at last day of the financial year concerned for a period of more than six months.
- (b) According to the information & explanations given to us, there is no due in respect of disputed amount to be deposited in respect of Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax as on 31st March, 2017.
- viii) According to the information and explanations given to us, the company has not defaulted in repayment of loans or borrowing to the financial institutions, bank, government or dues to debenture holders.
- ix) In our opinion, and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer (including debt instruments) & Term Loan during the year.



BHASKAR AGROCHEMICALS LIMITED

- x) According to the information and explanations given to us, no fraud by the Company or any fraud on the company by its officers/employees has been noticed or reported during the course of our audit.
- xi) According to the information and explanations given to us, the Company has paid and provided managerial remuneration during the year as per the provisions of Section 197 read with Schedule V to the Companies Act.
- xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, Clause (xii) of Paragraph 3 of the Order is not applicable.
- xiii) According to the information and explanations given to us, all transactions with the related party are in compliance with section 177 & 188 of Companies Act, 2013 and the same has been disclosed in financial statements as required by the Accounting Standards.
- xiv) According to the information and explanations given to us, the company has not made preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us, the company has not entered into Non Cash Transactions with directors or persons connected with him during the year.
- xvi) According to the information and explanations given to us, company is not required to be registered under section 45-IA of Reserve Bank Of India.

**For R Kankaria & Uttam Singhi
Chartered Accountants
Firm Regi. No.: 000442S**

**Place: Hyderabad
Date: 15/05/2017**

**Uttam Kumar Singhi
Partner
Membership No. : 027481/ICAI**

Reports on Internal Financial Controls Over Financial Reporting

Annexure “B” to the Independent Auditor’s Report of even date on the Financial Statements of Bhaskar Agro Chemicals Limited

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 **Bhaskar Agro Chemicals 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.



BHASKAR AGROCHEMICALS LIMITED

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

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) 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
- (3) 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 R Kankaria & Uttam Singhi
Chartered Accountants
Firm's Registration No. 000442S**

**Uttam Kumar Singhi
Partner
Membership No.027481/ICAI**

**Place: Hyderabad
Date:15/05/2017**



BHASKAR AGROCHEMICALS LIMITED

BALANCE SHEET AS AT 31-03-2017		(Amount of Rs.)	
Particulars	Note No	31st March, 2017 Rupees	31st March, 2016 Rupees
<u>EQUITY AND LIABILITIES</u>			
SHAREHOLDER'S FUND			
a) Share Capital	1	8,44,80,330	8,44,80,330
b) Reserves & Surplus	2	-80,44,026	-1,88,21,525
			4,98,64,327
NON-CURRENT LIABILITIES			
Long-term borrowings	3	3,78,24,161	4,43,46,355
Other Long term liabilities	4	5,91,000	5,91,000
Long term provisions	5	13,00,322	17,54,238
CURRENT LIABILITIES			
Short-term borrowings	6	3,58,14,330	1,59,80,733
Trade payables	7	1,72,78,271	1,90,49,344
Other current liabilities	8	4,13,17,689	3,66,57,695
Total		21,05,62,077	18,40,38,170
ASSETS			
NON-CURRENT ASSETS			
Fixed assets	9		
Tangible assets		13,66,75,242	8,95,82,459
Capital work-in-progress	10	1,10,28,208	3,77,83,413
Long term loans and advances	11	8,88,794	61,88,380
CURRENT ASSETS			
Inventories	12	5,53,92,444	4,06,49,834
Trade receivables	13	54,95,595	78,36,503
Cash and cash equivalents	14	2,89,780	68,967
Short-term loans and advances	15	7,68,986	19,09,249
Other Current Assets	16	23,028	19,365
Total		21,05,62,077	18,40,38,170
Accounting policies & Notes to Accounts 24			
The accompanying notes are an integral part of these financial statements			
As per our report of even date attached.			
for R. KANKARIA & UTTAM SINGHI		For and on behalf of the Board	
Chartered Accountants		for BHASKAR AGROCHEMICALS LIMITED	
Firm Regi. No. 000442S		P.PRAVEEN KUMAR	P.PATTABHI RAMA RAO
UTTAM KUMAR SINGHI		Wholtime Director & CFO	MANAGING DIRECTOR
Partner		DIN : 00353720	DIN : 00353641
M.No. 027481/ICAI		Sd/-	
Place : Hyderabad		PARASHARAM RAMCHANDRAADAV	
Date : 15.05.2017		Company Secretary	

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-3-2017		(Amount of Rs.)	
Particulars	Note No.	31st March, 2017 Rupees	31st March, 2016 Rupees
CONTINUING OPERATIONS			
Revenue from Operations			
Sales Revenue (Gross)	17	34,13,05,233	31,53,01,831
Less : Excise Duty		5,86,40,740	4,75,21,542
Less : Vat		1,04,68,372	99,82,382
Less : CST		23,88,736	20,33,685
		26,98,07,385	25,57,64,222
Job Work Charges		81,42,635	1,03,66,539
other Income	18	1,61,367	1,81,018
Total Revenue		27,81,11,387	26,63,11,779
Expenses			
Cost of materials consumed	19	20,41,51,646	19,72,67,286
Changes in inventories	20	43,61,318	44,70,669
Employee benefit expenses	21	1,07,46,313	1,20,74,318
Finance costs	22	58,05,711	16,32,814
Deprn. and amortization expenses	10	44,77,626	31,35,716
Other expenses	23	3,77,91,274	3,19,00,936
Total Expenses		26,73,33,888	25,04,81,739
Profit before extraordinary items and tax		1,07,77,499	1,58,30,040
Extraordinary Items	24	0	0
Profit before tax		1,07,77,499	1,58,30,040
Tax expense :			
Current Tax		0	0
Deferred tax		0	0
Excess/short provision of earlier years		0	35,562
		0	35,562
Profit/(Loss)from the period from continuing operations		1,07,77,499	1,57,94,478
Profit/(Loss) for the period		1,07,77,499	1,57,94,478
Earning per equity share Basic and diluted		2.07	3.03
Accounting policies & Notes to Accounts	24		
The accompanying notes are an integral part of these financial statements. As per our report of even date attached.			
for R. KANKARIA & UTTAM SINGHI Chartered Accountants Firm Regi. No. 000442S		For and on behalf of the Board for BHASKAR AGROCHEMICALS LIMITED	
UTTAM KUMAR SINGHI Partner M.No. 027481/ICAI		P.PRAVEEN KUMAR Wholetime Director & CFO DIN : 00353720	P.PATTABHI RAMA RAO MANAGING DIRECTOR DIN : 00353641
		Sd/- PARASHARAM RAMCHANDRAADAV Company Secretary	
Place : Hyderabad Date : 15.05.2017			

BHASKAR AGROCHEMICALS LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

PARTICULARS	AS AT 31.03.2017	AS AT 31.03.2016
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit after tax and extraordinary items	1,07,77,499	1,57,94,478
Adjustments for depreciation	44,77,626	31,35,716
Interest	58,05,711	16,32,814
Profit/loss on sale of fixed assets	7,75,490	0
Operating profit before working capital charges	2,18,36,326	2,05,63,008
Adjustments for trade and other receivables	87,77,094	-87,68,655
Inventories	-1,47,42,610	4,03,150
Trade payables	24,35,005	-40,17,762
Cash generated from operations	1,83,05,815	81,79,741
Interest paid	5,03,809	82,701
Direct taxes paid	0	0
Cash flow after extraordinary Items	1,78,02,006	80,97,040
Net cash from operating activities	1,78,02,006	80,97,040
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchases of fixed assets	-2,76,90,694	-4,06,98,829
Sale of fixed assets	21,00,000	0
Interest Paid	-53,01,903	-15,50,113
Net cash used in investing activities	-3,08,92,597	-4,22,48,942
C. CASH FLOW FROM FINANCING ACTIVITIES :		
proceed from long term borrowings	1,33,11,403	3,40,53,863
Net cash used in financing activities	1,33,11,403	3,40,53,863
Net increase in cash and cash equivalents	2,20,812	-98,039
Cash and cash equivalents as at opening balance	68,961	1,67,006
Cash and cash equivalents as at closing balance	2,89,779	68,967

- a) The Comparative figures for the previous year have been re-arranged to conform with the revised presentation of the accounts
- b) The above cash flow statement has been prepared using the 'indirect Method' as set out in the Accounting Standard-3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

for **R.KANKARAIA & UTTAM SINGHI**
Chartered Accountants
Firm Reg. No.: 000442S

UTTAM KUMAR SINGHI
PARTNER
Membership No. 027481 / ICAI

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

P.PRAVEEN KUMAR **P.PATTABHI RAMA RAO**
Wholetime Director & CFO MANAGING DIRECTOR
DIN : 00353720 DIN : 00353641

Place : Hyderabad
Date : 15.05.2017

Sd/-
PARASHARAM RAMCHANDRAADAV
Company Secretary

**Notes forming part of Financial Statements
for the year ended 31st March, 2017**

1. SHARE CAPITAL	31st March, 2017		31st March, 2016	
	Rupees	Rupees	Rupees	Rupees
Authorised Capital				
60,00,000 Equity Shares of Rs. 10/- each with voting Rights		6,00,00,000		6,00,00,000
3,25,000 Redeemable Non convertible Preference Shares of Rs.100/- each		<u>3,25,00,000</u>		<u>3,25,00,000</u>
ISSUED, SUBSCRIBED				
52,09,633 Equity Shares of Rs. 10/- each with Voting Rights		5,20,96,330		5,20,96,330
3,25,000 Redeemable Non convertible Preference Shares of Rs.100/- each		<u>3,25,00,000</u>		<u>3,25,00,000</u>
PAID UP				
52,09,633 Equity Shares of Rs. 10/- each with Voting Rights	5,20,96,330		5,20,96,330	
Less : Allotment money due by others	<u>1,16,000</u>	5,19,80,330	<u>1,16,000</u>	5,19,80,330
3,25,000 Redeemable Non convertible Preference Shares of Rs.100/- each		<u>3,25,00,000</u>		<u>3,25,00,000</u>
		<u>8,44,80,330</u>		<u>8,44,80,330</u>

1.1 Reconciliation of No. of shares and amount outstanding at the beginning and at the end of reporting period.

PARTICULARS	31st March, 2017		31st March, 2016	
	No of shares	Rupees	No of shares	Rupees
Preference shares fully paid up				
Opening Balance	3,25,000	3,25,00,000	3,25,000	3,25,00,000
Fresh Issue	0	0	0	0
Closing Balance	<u>3,25,000</u>	<u>3,25,00,000</u>	3,25,000	3,25,00,000



BHASKAR AGROCHEMICALS LIMITED

NOTES TO THE ACCOUNTS

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

Class of shares / name of shareholders	Number of shares held	% of holding in that class of shares	Number of shares held	% of holding in that class of shares
Equity shares with Voting rights				
Posani Bhaskar Rao & Co(P.Pattabhi Rama Rao)	8,78,833	16.87%	8,78,833	16.87%
P. Rajya Laxmi	4,56,749	8.77%	4,04,783	7.77%
C. Sai Sudha	3,66,254	7.03%	3,59,454	6.90%
P. Durgamba	6,23,619	11.97%	3,11,680	5.98%
P. Praveen Kumar	2,77,954	5.34%	2,67,354	5.13%
Preference Shares				
B & P Industries Ltd.	2,50,000	76.92%	2,50,000	76.92%
Cosmic Agro Chemicals Ltd.	75,000	23.08%	75,000	23.08%

2. RESERVES AND SURPLUS	31st March, 2017		31st March, 2016	
	Rupees	Rupees	Rupees	Rupees
Capital Reserve		4,73,81,660		4,73,81,660
Securities Premium reserve	1,52,19,539		1,52,19,539	
Less : Securities premium due	<u>58,000</u>	1,51,61,539	<u>58,000</u>	1,51,61,539
Surplus -Profit & Loss Account				
Opening Balance	-8,13,64,724		-9,71,59,202	
Add: Profit for the year	1,07,77,499		1,57,94,478	
Closing Balance		<u>-7,05,87,225</u>		<u>-8,13,64,724</u>
Total		<u>-80,44,026</u>		<u>-1,88,21,525</u>

3. LONG TERM BORROWINGS	31st March, 2017		31st March, 2016	
	Rupees	Rupees	Rupees	Rupees
Axix Bank Term Loan Secured		1,34,81,494		1,92,59,266
Vehicle Term loan - Secured				
Alphera Financial Services	0		2,94,209	
Alphera Financial Services(New)	2,83,927		7,34,140	
		<u>2,83,927</u>		<u>10,28,349</u>
Intercorporate deposits-Unsecured				
Cosmic Agro Chemicals	1,06,91,000		1,06,91,000	
B & P Industries Ltd.	21,64,315		21,64,315	
Navayuga Engg. Co. Ltd.	<u>1,12,03,425</u>		<u>1,12,03,425</u>	
		2,40,58,740		2,40,58,740
Total		<u>3,78,24,161</u>		<u>4,43,46,355</u>

NOTES TO THE ACCOUNTS

3.1 The Term Loan from Axis Bank Ltd. is secured by First charge on entire assets created out of proposed term loan and fresh Equitable mortgage on industrial land and building admeasuring 4.68 acres of company situated at Choutuppal Mandal, Nalgonda District and personal guarantee of Mr. P. Pattabhi Rama Rao, Managing Director of the company, Mr. Praveen Kumar Director, Smt P. Rajyalakshmi director and Mr. A.N.U.M. Prasad, Director

3.2 Terms of repayment of Term Loans :

Bank	Rate of Interest%	Balance as on 31.03.2017	No of Instalments	Commencing from
Axis Bank	Base Rate +4.15%	1,92,59,266	54	February, 2016
Alphera Financial Services New	9.98%	7,34,140	36	November, 2015

3.3 Vehicle loan is secured against the respective vehicle finance

4. OTHER LONG TERM LIABILITIES	31st March, 2017 Rupees	31st March, 2016 Rupees
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Others

Dealership Deposits

5,91,000

5,91,000

Total

5,91,000

19,26,087

5. LONG TERM PROVISIONS	31st March, 2017 Rupees	31st March, 2016 Rupees
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Provisions for employees benefits

Gratuity payable

13,00,322

17,54,238

Total

13,00,322

17,54,238

6. SHORT TERM BORROWINGS	31st March, 2017 Rupees	31st March, 2016 Rupees
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Loan Repayable on Demand -Secured
Working Capital Loan From Bank

Axis Bank CC A/C

2,88,64,124

1,29,75,733

Loan Repayable on Demand -Unsecured

From Directors

69,50,206

30,05,000

Total

3,58,14,330

1,59,80,733



BHASKAR AGROCHEMICALS LIMITED

NOTES TO THE ACCOUNTS

6.1 The Working capital facilities are secured by Exclusive charge of entire current assets and movable fixed assets (other than vehicles of the Company, both present and future, and fresh Equitable mortgage on industrial land and building admeasuring 4.68 acres of company situated at Choutuppal Mandal, Nalgonda District and personal guarantee of Mr. P. Pattabhi Rama Rao, Managing Director of the company, Mr. Praveen Kumar Director, Smt P. Rajyalakshmi director and Mr. A.N.U.M. Prasad, Director

7. TRADE PAYABLE	31st March, 2017	31st March, 2016
Trade Payable - Raw Material	1,59,50,880	1,80,26,319
Trade Payable - Expenses	13,27,391	10,23,025
Total	<u>1,72,78,271</u>	<u>1,90,49,344</u>

7.1 Balances of trade payables are subject to confirmation. However in the opinion of the management there would not be any material impact on the Financial Statements.

7.2 The company has not received from suppliers regarding their status under the Micro, Small & Medium Enterprises Act, 2006 & hence disclosures, if any relating to amounts unpaid as at the year end together with interest paid/ payable as required under the said Act have not been given.

8. OTHER CURRENT LIABILITIES	31st March, 2017	31st March, 2016
Current Maturities of Long Term Debts	65,22,191	68,15,663
Interest accrued but not due on borrowings	2,58,613	2,90,258
Dividend - Un claimed	0	3,12,259
Other Payables	3,45,36,885	2,92,39,515
Total	<u>4,13,17,689</u>	<u>3,66,57,695</u>

8.1. Balances are subject to confirmation. However in the opinion of the management there would not be any material impact on the Financial Statements.

NOTES TO THE ACCOUNTS

9. Fixed Assets

	GROSS BLOCK			ACCUMULATED DEPRECIATION			NET BLOCK		
	BALANCE AS AT 01.04.2016	ADDITIONS DURING THE YEAR	DISPOSAL DURING THE YEAR	BALANCE AS AT 31.03.2017	BALANCE AS AT 01.04.2016	EXPENSE FOR THE YEAR	ELEMINATED ON DISPOSAL OF ASSETS	BALANCE AS AT 31.03.2017	BALANCE AS AT 31.03.2016
	YEARS					YEAR			
A. Tangible Assets									
Free hold land	--	1439685	0	1439685	0	0	0	1439685	1439685
Buildings	30	77796974	22737773	100534747	22371264	1139778	0	77023705	55425710
Plant and Equipments	15	48733170	31469980	80203150	23001382	2728912	0	25730294	54472856
Electrical Fittings	10	186040	0	186040	59,960	19982	0	79942	106098
Computers	3	679706	216391	896097	594002	89160	0	663162	212935
Furniture & Fixtures	10	3378597	21755	3400352	2030967	149694	0	2180661	1219691
Vehicles	8	7351295	0	2885969	1925433	350100	1569836	685697	2200272
Total		139565467	54445899	189546040	49983008	4477626	1569836	52870798	136675242
Previous Year's Figures		136650051	2915416	0	139565467	46847292	0	49983008	89582459

10. CAPITAL WORK IN PROGRESS

Particulars	GROSS BLOCK	
	Balance as at 01.04.2016	Balance as at 01.04.2016
Buildings	11787457	22313721
Electrical Fittings	1539651	610985
Plant and Equipment	21171426	8077760
Pre-Operative Expenses	3284879	1914129
Total	37783413	32916595
Previous Year's Figures	0	37783413



BHASKAR AGROCHEMICALS LIMITED

NOTES TO THE ACCOUNTS

11. LONG TERM LOANS & ADVANCES	31st March, 2017 Rupees	31st March, 2016 Rupees
Unsecured considered Goods		
Advance towards capital purchases	4,09,445	56,81,031
Security Deposits	4,79,349	5,07,349
Total	<u>8,88,794</u>	<u>61,88,380</u>

11.1 Capital advances are subject to confirmation.

12. INVENTORIES	31st March, 2017 Rupees	31st March, 2016 Rupees
Raw Materials	3,54,80,022	2,20,67,568
Packing Material	1,95,74,990	1,38,83,516
Work-in-Progress	0	19,68,226
Finished Goods	3,37,432	27,30,524
Total	<u>5,53,92,444</u>	<u>4,06,49,834</u>

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

13. TRADE RECEIVABLES	31st March, 2017 Rupees	31st March, 2016 Rupees
Unsecured considered Good :		
Outstanding for period exceeding six months from the due date	0	0
Others	54,95,595	78,36,503
Total	<u>54,95,595</u>	<u>78,36,503</u>

13.1 In the opinion of the Board and to the best of their information and belief, the value on realisation of sundry debtors, would not be less than the amount at which they are stated in the Balance Sheet, except to the extent considered doubtful and not provided for.

14. Cash & Cash Equivalent	31st March, 2017 Rupees	31st March, 2016 Rupees
Cash on hand	47,441	36,920
(Cash is certified by the management)		
Balances with scheduled banks		
In Current Account	2,42,339	32,047
Total	<u>2,89,780</u>	<u>68,967</u>

NOTES TO THE ACCOUNTS				
15. Short Term Loans & Advances	31st March, 2017		31st March, 2016	
	Rupees	Rupees	Rupees	Rupees
Unsecured, Considered Good				
Balanes with revenue authorities				
Cenvat Credit Receivable	3,71,236		11,84,297	
Balance in PLA	706		31,475	
Income Tax Refund receivable	1,62,855		4,11,298	
Service Tax Credit Receivable	<u>99,299</u>		<u>1,76,574</u>	
		6,34,096		18,03,644
Sundry Advances		<u>1,34,890</u>		<u>1,05,605</u>
Total		<u>7,68,986</u>		<u>19,09,249</u>
16. Other Current Assets	31st March, 2017		31st March, 2016	
	Rupees	Rupees	Rupees	Rupees
Interest Accured on Electricity Deposit		23,028		19,365
Total		<u>23,028</u>		<u>19,365</u>
17. Sales Revenue	31st March, 2017		31st March, 2016	
	Rupees	Rupees	Rupees	Rupees
Sales Revenue (Gross)- Domestic	34,13,05,233		31,53,01,831	
Less : Excise Duty	5,86,40,740		4,75,21,542	
Less : VAT	1,04,68,372		99,82,382	
Less : CST	<u>23,88,736</u>		<u>20,33,685</u>	
		26,98,07385		25,57,64,222
Jobwork Income		81,42,635		1,03,66,539
Total		<u>27,79,50,020</u>		<u>26,61,30,761</u>
18. Other Income	31st March, 2017		31st March, 2016	
	Rupees	Rupees	Rupees	Rupees
Rent Received		1,10,000		1,20,000
Interest income		28,785		19,365
Interest on IT Refund		22,582		41,653
Total		<u>1,61,367</u>		<u>1,81,018</u>



BHASKAR AGROCHEMICALS LIMITED

NOTES TO THE ACCOUNTS

19. Cost of Material Consumed	31st March, 2017	31st March, 2016
Opening Stock	2,20,67,568	2,07,75,953
Add: Purchase	21,75,64,100	19,85,58,901
	23,96,31,668	21,93,34,854
Less: Closing Stock	3,54,80,022	2,20,67,568
	20,41,51,646	19,72,67,286
Total	20,41,51,646	19,72,67,286

20. Change in Inventories	31st March, 2017	31st March, 2016
Opening Stock		0
Work-in-Progress	19,68,226	
Finished goods	27,30,524	91,69,419
Closing Stock	46,98,750	91,69,419
Work in Progress	0	19,68,226
Finished goods	3,37,432	27,30,524
Variance in Stocks	43,61,318	44,70,669

21. Employees Benefit Expenses	31st March, 2017	31st March, 2016
Wages	5,22,002	8,18,843
Salaries	65,32,908	61,96,677
Bonus	1,99,366	1,95,512
Gratuity	46,084	15,92,022
Leave Encashment	1,01,072	2,17,148
Directors Remuneration	24,00,000	24,00,000
Contribution to ESI	1,63,955	0
Contribution to EPF	4,43,326	3,21,466
Staff Welfare expenses	3,37,600	3,32,650
Total	1,07,46,313	1,20,74,318

22. Financial Costs	31st March, 2017	31st March, 2016
Interest on Term Loan	20,46,056	0
Interest on Working Capital	28,86,358	11,77,689
Interest on Others	5,61,908	2,26,169
Bank Charges	3,11,389	2,28,956
Total	58,05,711	16,32,814

NOTES TO THE ACCOUNTS

23. OTHER EXPENSES	31st March, 2017 Rupees	31st March, 2016 Rupees
MANUFACTURING EXPENSES		
Consumption of packing material	2,21,28,499	2,04,39,355
Power and Fuel	24,82,942	19,58,092
Repairs & Maintenance		
Buildings	9,52,285	3,40,148
Plant and machinery	6,77,724	8,49,516
Others	7,77,480	6,06,641
	24,07,489	17,96,305
Lab Expenses	2,17,738	3,56,257
Insurance	2,89,208	2,77,186
Freight Inward	24,01,205	24,61,956
Water Charges	6,53,093	5,39,516
Factory Expenses	7,92,328	4,59,304
	3,13,72,502	2,82,87,971
ADMINISTRATIVE, SELLING AND OTHER EXPENSES		
Rent	8,84,036	8,10,052
Rates & Taxes	3,16,352	1,23,407
Travelling & Conveyance	6,12,357	8,66,275
Auditors Remuneration	1,75,000	1,75,000
Professional/Consultancy Charges	7,17,894	81,167
Vehicle Maintenance	4,24,946	3,91,021
Postage, Telegrams & Telephones	2,38,381	2,69,391
Printing & Stationery	1,74,453	1,19,917
Electricity Charges Office	1,59,728	1,40,077
Advertisement	90,050	30,000
Business Promotion Expenses	3,50,725	1,21,794
Listing Fees	10,43,000	0
Loss On Sale of Asset (Vehicle)	7,75,490	0
Other Expenses	4,56,360	4,84,864
Total	3,77,91,274	3,19,00,936



BHASKAR AGROCHEMICALS LIMITED

NOTES - 24

DISCLOSURES OF ACCOUNTING POLICIES & NOTES ON ACCOUNTS

NOTES ON OPERATIONS

Bhaskar Agro Chemicals Limited was incorporated on 19th Feb, 1988 in Hyderabad Telangana. It has got the manufacturing facility in Yadadri Bhuvanagiri Dist. of Telangana and is engaged in the manufacturing mainly Formulation of Pesticides.

A. SIGNIFICANT ACCOUNTING POLICIES:

1. DISCLOSURE OF ACCOUNTING POLICIES

The accounts are prepared in accordance with the accounting principles generally accepted in India & are in line with the guidelines prescribed by the Institute of Chartered Accountants of India

2. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements are prepared under historical cost convention, on the accrual basis of accounting in accordance with the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) to the extent applicable.

2. REVENUE RECOGNITION:

- a) Revenues from sale of goods are recognised up on passage of title to the customers which generally coincides with their delivery.
- b) Job work charges accounted at the time of dispatch to customers and are grouped under sales.

3. USE OF ESTIMATES:

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

4. FIXED ASSETS :

Fixed Assets are stated at cost of acquisition inclusive of inward freight, duties and incidental expenses related to acquisition.

All Expenditure are accumulated and disclosed as capital work in progress until the assets are ready for commercial use. Assets under Work in progress are not depreciated.

6. IMPAIRMENT OF ASSETS

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

7. DEPRECIATION:

Depreciation on fixed assets has been provided on the straight line Method on the basis of useful life's as prescribed in Schedule II to the Companies Act, 2013, on pro-rata basis except Building & Plant and machinery of Unit II on which no depreciation has been provided.

8. INVENTORIES:

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

Finished goods is valued at cost or net realizable value whichever is lower.

9. BORROWING COSTS

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

10. PROVISIONS & CONTINGENCIES :

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

11. TAXES ON INCOME:

a. Current Tax Expense

The current charge for income tax is calculated in accordance with the tax regulation.

b. Deferred Tax Expense

Provision for current tax is made considering various allowances and benefits available to the Company under Income tax law. In accordance with Accounting Standard AS 22 "Accounting for Taxes on Income" issued by Institute of Chartered Accountants of India Deferred Taxes resulting from timing differences between book profits and tax profits are accounted for at the current rate of tax to the extent the time differences are expected to be crystallized.

12. EMPLOYEES BENEFITS :

i) Short term employee benefits :

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

ii) Post employment benefits (defined benefit plan)

Gratuity is a defined benefit retirement plan and Gratuity is provided by the company as per the actuarial valuation carried out by the independent valuer. Company has made contribution towards gratuity benefit as per the policy taken from LIC.

iii) Post employment benefits (defined contribution plan)

Contribution to Provident fund is made in accordance with the provisions of the Employees Provident Fund and miscellaneous Act, 1952 and is treated as revenue expenditure

iv) Long term employee benefits

Liability for compensated absences is provided for as per the rules of the company.

12. EARNINGS PER SHARE:

The earnings considered in ascertaining the EPS comprises of the Net Profit after Tax. The number of shares used in computing EPS is the total number of shares comprised in the Paid up Share Capital of the company.

14 OPERATING CYCLE:

Based on the nature of products/activities of th company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of assets and liabilities as current and non-current.



BHASKAR AGROCHEMICALS LIMITED

Note : 24

II. NOTES ON ACCOUNTS:

a) Contingent Liability:

PARTICULARS	31.03.2017	31.03.2016
i. Estimated amount of contracts remaining to be executed on Capital account and not provided for net of advance.	3,45,177	63,32,854
ii. In the opinion of the management and to the best of their knowledge and belief the value of the realisation of Current Assets, loans & Advances in the ordinary course of business would not be less than the amount of which they are stated in the Balance Sheet. The provision for depreciation and for all the known liabilities is adequate and not in excess of what is required.		
iii. Depreciation is not provided on Factory Buildings and Plant & Machinery of Unit - II as Unit is closed		
iv. The Company has taken Unsecured Loans from Two Companies prior to 01.04.2014 and from Managing Director who are covered in the register maintained Under Sec. 189 of the Companies Act,2013. The Balance outstanding at the end of the year is Rs. 1,98,05,521/- (Previous Year Rs. 1,58,60,315/-). The Maximum amount involved during the year is Rs. 1,98,05,521/- (Previous Year Rs. 1,58,60,315/-)		

v) Disclosure in respect of related parties pursuant to Accounting Standard 18:

(a) List of Related Party

Related parties with whom company entered into transactions during the year:

i) Key Managerial Personnel ('KMP')

P. Pattabhi Rama Rao
P. Rajya Laxmi
Rohini Aluri
P. Praveen Kumar

(ii) Associated Concerns

B & P Industries Ltd.
Cosmic Agro Chemicals Ltd.

(b) During the year, following transactions were carried out with related parties:

Nature of Transaction	Companies in which Directors are interested	Key Managerial Personnel Interested
1.Unsecured Loan Taken		
P Praveen Kumar	0	2956000
P Pattabhi rama Rao	0	2945000
2.Unsecured Loan Repaid		
P Praveen Kumar	0	4630000
P Pattabhi rama Rao	0	1550000
3.Managerial Remuneration		
P Pattabhi Rama Rao	0	1200000
P Praveen Kumar	0	1200000
4.Interest on unsecured Loans-		
P Praveen Kumar		146630
P Pattabhi rama Rao	0	222488

(c) Outstanding Balance as on 31.03.2017

Nature of Transaction	Companies in which Directors are interested	Key Managerial Personnel Interested
Non Current Liabilities- Long term borrowings		
Cosmic Agro Chemicals Ltd	1,06,91,000	
B&P Industries Ltd	21,63,415	
Short Term Borrowings- Unsecured Loans from Directors		
P.Praveen Kumar		32,44,967
P. Pattabhi Rama Rao		37, 05,239

vi Segment Reporting

As the Company's business activity falls within single segment viz. Pesticides, the disclosure requirements of Accounting Standard 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India is not applicable.

vii The Company has not provided for deferred Tax Liability / Asset on account of carried over loss adjustable for calculation of Income Tax Liability/Assets, not ascertained and taken into account, due to uncertainty.
viii) Employee Benefits obligations :

The following table set out the status of the gratuity plan as required under AS 15:

Reconciliation of Defined Benefit Obligations and Planned Assets	As at 31.03.2017 Gratuity
Change in Defined obligation	
Obligation at the beginning of the year	0
Interest cost	0
Current Service cost	57749
Actuarial (gain)/loss in obligations	0
Obligation at year end	57749
Change in Fair value of Plan Assets*	
Fair value of planned assets at the beginning of the year	0
Expected return on the plan assets	29374
Contributions by the employer	500000
Premium Expenses	-9528
Benefits paid	0
Actuarial gain/(loss) on plan assets	0
Fair value of planned assets at year end	519846
Reconciliation or Present Value of the obligation and the Fair value of the Plan Assets	
Liability at year-end	1820168
Fair value of plan assets at year-end	519846
Liability recognized in the balance sheet	1300322
Assumptions	
Discount Rate	8%
Salary Escalation Rate	8%



BHASKAR AGROCHEMICALS LIMITED

ix) Particulars of Remuneration to Directors	For the year ended 31.03.2017		For the year ended 31.03.2016	
Managerial Remuneration				
-Managing Director	12,00,000		12,00,000	
-Whole Time Director	12,00,000		12,00,000	
Total	24,00,000		24,00,000	
x) Particulars of Remuneration to Auditors	For the year ended 31.03.2017		For the year ended 31.03.2016	
Audit fees	1,50,000		1,50,000	
Tax Audit Fees	25,000		25,000	
Total	1,75,000		1,75,000	
xi) Consumption Raw Material				
	For the year ended 31.03.2017		For the year ended 31.03.2016	
	Value	%	Value	%
Imported	0	0	0	0
Indigenous	22,62,80,145	100	21,77,06,641	100
Total	22,62,80,145	100	21,77,06,641	100
xii) Expenditure in Foreign Currency:				
	For the year ended 31.03.2017		For the year ended 31.03.2016	
Purchases	0		0	
Travelling	1,78,963		3,24,619	
xiii) Earnings in Foreign Currency:				
	For the year ended 31.03.2017		For the year ended 31.03.2016	
FOB Value of Exports	0		0	
xiv) Earnings Per Share				
Earnings per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.				

The Basic and diluted EPS per share is given hereunder

Particulars		31.03.2017	31.03.2016
Profit / (Loss) as per Profit and Loss Account	Rs.	10777499	15794478
Net Profit / (Loss) attributable to Equity Share holders	Rs.	10777499	15794478
Equity Shares outstanding at the beginning of the year	Nos.	5209663	5209663
Equity Shares outstanding at the close of the year	Nos.	5209663	5209663
Weighted Average No. of Equity Shares	Nos.	5209663	5209663
Nominal Value of Equity Shares	Rs.	10	10
Basic EPS and Diluted EPS	Rs.	2.07	3.03

(xv) Notes on Demonetization

Particulars	SBN'S	Others Denomi- nation Notes	TOTAL
Closing cash in hand as on 08.11.2016	5000	9620	14620
(+) Permitted Receipts	0	270000	270000
(-) Permitted Payments	0	237583	237583
(-) Amount deposited in banks	5000	0	5000
Closing cash in hand as on 30.12.2016	0	42037	42037

xvi) Figures of the previous years have been regrouped / reclassified wherever considered necessary to confirm to current year classification and rounded off to the nearest rupee.

As per our report of even date attached.

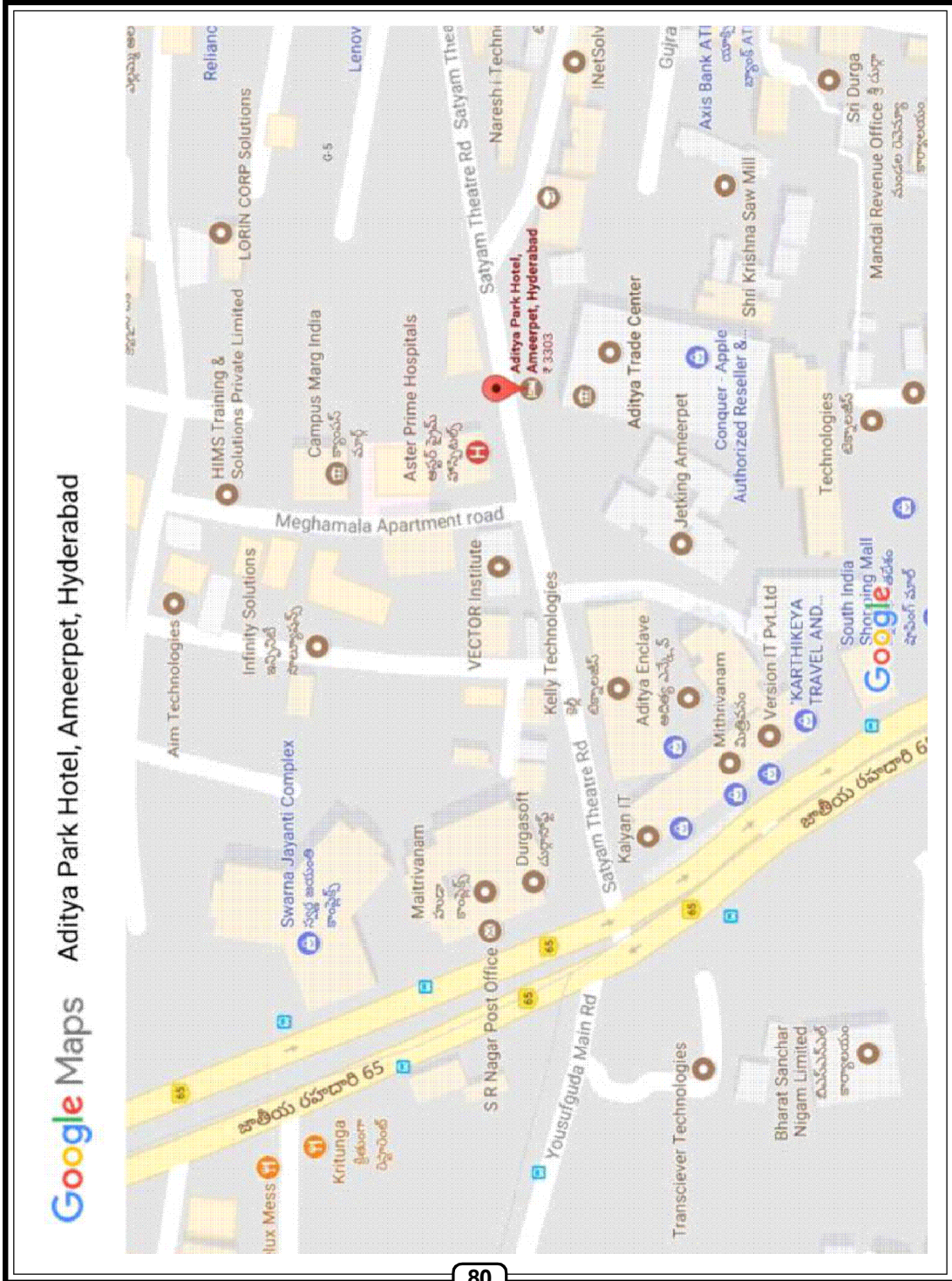
for **R. KANKARIA & UTTAM SINGHI**
Chartered Accountants
Firm Regi. No. 000442S

UTTAM KUMAR SINGHI
Partner
M.No. 027481/ICAI
Place : Hyderabad
Date : 15.05.2017

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

P.PRAVEEN KUMAR **P.PATTABHI RAMA RAO**
Wholetime Director & CFO MANAGING DIRECTOR
DIN : 00353720 DIN : 00353641

Sd/-
PARASHARAM RAMCHANDRAADAV
Company Secretary



BHASKAR AGROCHEMICALS LIMITED

Regd. Office : 6-3-347/9, 503, Riviera Apartment,
Dwarka Puri Colony, Panjagutta, Hyderabad – 500082, Telangana.

Proxy form

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

CIN: L24219TG1988PLC008331

Name of the company: Bhaskar Agrochemicals Limited

Registered office: 6-3-347/9, 503, Riviera Apartment, Dwarka Puri Colony, Panjagutta,
Hyderabad – 500082, Telangana.

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

Name of the member (s): Registered address:		Email Id: Folio No./Client Id No.: DP Id No.:	
1. Name: Address: E-Mail Id: Signature: or failing him	1. Name: Address: E-Mail Id: Signature: or failing him	1. Name: Address: E-Mail Id: Signature: or failing him	1. Name: Address: E-Mail Id: Signature: or failing him

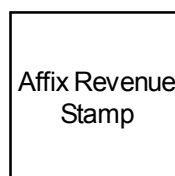
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Thursday the 28th September, 2017 at Aditya Park, Aditya Trade Centre, Ameerpet, Hyderabad-500 038. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution	For	Against
1 To receive, consider and adopt the Audited Balance Sheet as at 31 st March, 2017 and the Statement of Profit and Loss for the year ended as on that date and the reports of the Directors and Auditor's thereon.		
2 To appoint a Director in place of Smt. P. Rajya Lakshmi [DIN: <u>00353832</u>] who retires by rotation and being eligible offers himself for re-appointment.		
3. To Appoint Auditors and fix their remuneration.		
4. Re-Appointment of Sri. P. Pattabhi Rama Rao as Managing Director of the Company.		
5. Re-Appointment of Sri. P. Praveen Kumar as Whole Time Director of the Company.		

Signed this day of..... 2017

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

BHASKAR AGROCHEMICALS LIMITED

Regd. Office : 6-3-347/9, 503, Riviera Apartment,
Dwarka Puri Colony, Panjagutta, Hyderabad – 500082, Telangana.

ATTENDANCE SLIP

29TH Annual General Meeting

(To be handed over at the entrance of the Meeting Hall)

Name of the Member:

Members Folio No:

No of shares held:

Name of Proxy:
(in case of Proxies only)

I hereby record my presence at the 29th Annual General Meeting of the Company on
Thursday the 28th September, 2017 at Aditya Park, Aditya Trade Centre, Ameerpet,
Hyderabad-500 038.

.....
*Member/Proxy Signature

*to be signed at the time of handing over the slip.

