



AMINES LIMITED

27th Annual Report
2014-15





Award for – the 5 star Hotel Balaji Sarovar Premiere for

The A.C.C.E, Solapur – UltraTech Awards for Outstanding Concrete Structures -2014 under Commercial Category
The Award is received by Mr. N. Rajeshwar Reddy, the Joint Managing Director at an event organized by the Association Of Consulting Civil Engineers, Solapur & M/s UltraTech Cement Limited.



Award for – the 5 star Hotel Balaji Sarovar Premiere for 'Best Technology Driven Washrooms'

The Award is received by Mr. Berzin Master, the General Manager of the Balaji Sarovar Premiere at an event organized by the national level magazine 'Washrooms and Beyonds',



Hotel Balaji Sarovar Premiere has been honored with the prestigious Certificate of Excellence 2015

The Company owned 5 star Hotel Balaji Sarovar Premiere has been honored with the prestigious Certificate of Excellence 2015 award by TripAdvisor The TripAdvisor's prestigious Certificate of Excellence award recognizes the best establishments that consistently earn and achieve outstanding and great TripAdvisor reviews from travelers.

Board of Directors

Mr. A. Prathap Reddy	Chairman & Managing Director
Mr. N. Rajeshwar Reddy	Joint Managing Director
Mr. D. Ram Reddy	Joint Managing Director
Mr. G. Hemanth Reddy	Whole Time Director
Mr. A. Srinivas Reddy	Whole Time Director
Mr. T. Naveena Chandra	Independent Director
Mr. M. Amarender Reddy	Independent Director
Mr. C.S.N. Murthy	Independent Director
Mr. Kashinath R. Dhole	Independent Director
Mrs. Vimala B. Madon	Independent Director
Mr. S. V. Pattabhiraman*	Independent Director

(* upto 14/11/2014)

Mrs. Arati V. Bandi	Company Secretary
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Audit Committee

Mr. T. Naveena Chandra	Chairman
Mr. M. Amarender Reddy	Member
Mr. C.S.N. Murthy	Member

Share Holder's / Investor Redressal Committee

Mr. M. Amarender Reddy	Chairman
Mr. A. Prathap Reddy	Member
Mr. G. Hemanth Reddy	Member

Research & Development Committee

Mr. A. Prathap Reddy	Chairman
Mr. N. Rajeshwar Reddy	Member
Mr. A. Srinivas Reddy	Member

Nomination and Remuneration Committee

Mr. M. Amarender Reddy	Chairman
Mr. T. Naveena Chandra	Member
Mrs. Vimala B. Madon	Member

Corporate Social Responsibility Committee

Mr. Kashinath R. Dhole	Chairman
Mr. N. Rajeshwar Reddy	Member
Mr. D. Ram Reddy	Member

Registered Office

Balaji Towers, No. 9/1A/1,
Aasara Chowk, Hotgi Road,
Solapur, Maharashtra - 413224

Administrative Office

3rd Floor, KPR House,
Sardar Patel Road,
Secunderabad - 500003, Telangana.

Statutory Auditors

M/s. V. Sridhar & Co.
Chartered Accountants
No. 12-2-823/A/78, Geeta Apartments,
Santoshnagar Colony, Mehdiapatnam,
HYDERABAD - 500 028.

Secretarial Auditor

M/s. P. S. Rao & Associates
Flat No. 10, 4th Floor,
6-3-347/22/2, Ishwarya Nilayam,
Opp: Sai Baba Temple
Dwarakapuri Colony, Panjagutta,
HYDERABAD- 500 082.

Cost Accountant

N. V. S. Kapardhi
1-9-1113/17/B, Dayanand Nagar
Vidhyanagar, HYDERABAD - 500 044.

Internal Auditors

Aherkar & Co.
Battin Complex,
35, Ganesh Peth, SOLAPUR-413 005.

Bankers

State Bank of Hyderabad
State Bank of India
HDFC Bank Ltd
Bank of Baroda

Share Transfer Agents

Venture Capital and Corporate
Investments Pvt. Limited
(CATEGORY-I REGISTRARS)
12-10-167, Bharatnagar,
Hyderabad-500018.
Ph : 040-23818475/476; Fax: 040-23868024;
email: info@vccilindia.com

Factories

Unit 1

Tamalwadi Village,
Tuljapur Taluka,
Osmanabad - District - 413623.
Maharashtra.

Unit 2

Plot No. 4 & 5,
Beside Sub-Station 2,
IDA Bollaram, Medak District,
Telangana - 502 325.

Unit 3

Plot No. E-7 & 8, MIDC, Chincholi,
Solapur - 413255. Maharashtra.

Hotel Division

Balaji Sarovar Premiere

Survey No.9/1A/1, Aasara Chowk,
Hotgi Road, Solapur - 413 224.
Maharashtra.



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CHAIRMAN & MANAGING DIRECTOR'S MESSAGE

Dear Shareholders,

Warm Greetings to you all, your Company has delivered steady performance in a rather challenging year.

The new Government assumed office during the beginning of last financial year to fulfill the dreams of Indians.

The new Government's vision embedded in various initiatives deeply resonate with your Company's vision too in making India self sufficient with 'Make in India' programme.

Your Company continues its relentless efforts in developing world class facilities to manufacture speciality and fine chemicals and in this pursuit, during the year your Company has successfully re-commissioned its DMF plant by strengthening the Carbon Monoxide plant by achieving best in class in terms of purity and low cost of consumption in India.

Your Company's sustainable performance in terms of forward and backward integration has paid rich dividends in better capacity utilization and value addition.

During the year under review most of the commodity prices were low due to global oil and gas prices. This has resulted in flat sales growth though the volumes are promising.

Your Company has embarked on a mission to increase exports and in this pursuit have been active and garnered good export orders for most of the products

With all the above, I am confident that your company will continue its growth path in the coming years. I take this opportunity to thank all our stakeholders, customers, Banks, Government of India, Government of Maharashtra, suppliers, partners and employees for their continued support and look forward to the same in the future.

With Best Wishes,

A. Prathap Reddy

Chairman & Managing Director

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of Balaji Amines Limited will be held on Wednesday, the 23rd September, 2015 at 11.30 A.M. at Hotel Balaji Sarovar Premiere, Survey No. 9/1A/1, Aasara Chowk, Hotgi Road, Solapur, Maharashtra – 413224 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year 2014-15 together with the Report of the Board of Directors and Auditors thereon; and the audited consolidated Financial Statements of the Company for the year 2014-15.
2. To declare dividend of 60% i.e., ₹ 1.20/-per Equity Share of ₹ 2/- each to the shareholders for the financial Year 2014-15.
3. To appoint a director in place of Sri. A. Srinivas Reddy Director, who retires by rotation and being eligible offers himself for re-appointment.
4. To re-appoint M/s. V. Sridhar & Co., Chartered Accountants, Hyderabad as statutory Auditors of the company and fix their remuneration.

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, and the rules made there under, M/s. V. Sridhar & Co., Chartered Accountants, Hyderabad, (ICAI Firm Registration No 006206S), who were appointed as the Statutory Auditors of the Company till the conclusion of this AGM be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 28th Annual General Meeting of the Company (subject to approval of their appointment by the members at ensuing AGM), and Sri. A. Prathap Reddy, the Chairman & Managing Director is hereby authorized to fix the remuneration and intimate the Audit Committee and such remuneration may be paid on progressive billing including the service tax, as may be mutually agreed”.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-Ratification of Remuneration to Cost Auditors for the Financial Year ending March 31, 2016

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable for the year 2015-16 to M/s. Kapardhi & Associates, Cost Accountants, (Registration No. 100231), Hyderabad, appointed as Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for the financial year ending 31st March, 2016, amounting to ₹ 60000/- (Rupees Sixty Thousand only) excluding taxes as may be applicable, in addition to reimbursement of all out of pocket expenses, be and is hereby ratified.”

**By order of the Board of Directors
For Balaji Amines Limited**

Place: Secunderabad
Date: 30th July, 2015

**Sd/-
Arati V. Bandi
Company Secretary & Compliance officer**

NOTES FOR MEMBERS:

- i. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- ii. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of himself/herself. such a proxy/ proxies need not be a member of the company.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

- iii. The register of members and share transfer books of the company will remain closed from 17-09-2015 to 23-09-2015 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for 2014-15. The dividend if declared will be paid to the Members, whose names appear in the register of members as on 23-09-2015.
 - iv. A dividend of ₹ 1.20/- per share (60% on the face value of equity share) has been recommended by the Board of Directors for the year ended 31st March 2015 and subject to the approval of the shareholders at the ensuing Annual General Meeting, is proposed to be paid on and from 29th September 2015.
 - v. (i) Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and Transfer Agents of the company namely M/s. Venture Capital and Corporate Investments Private Limited having its Office at 12-10-167, Bharat Nagar, Hyderabad – 500018 quoting their folio Numbers.
 - (ii) In order to avoid fraudulent encashment of dividend warrants, Members holding shares in physical forms are requested to send to the Registrar and Transfer Agents of the company, on or before 17-09-2015 a Bank Mandate (providing details of name and address of banker, branch, PIN code and particulars of bank accounts) or changes thereon, if not provided earlier, under the signature of the sole / first holders along with the folio numbers. This information will be printed on the dividend warrants. You may avail of the Electronic Clearing Service (ECS) mandate facilities provided by the company.
 - vi. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank account details. ECS mandates, nominations, power of attorney, change of address/ name etc. to their depository participant only and not to the company or its Registrar and Transfer Agent. The said nominations will be automatically reflected in the Company's records.
 - vii. Pursuant to Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund set up by the Government of India.
- Members who haven't yet encashed their dividend warrants from the financial year 2007-08 onwards are requested to make their claims to the Company without any further delay.
- viii. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
 - ix. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to

submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

- x. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
- xi. Ministry of Corporate Affairs has undertaken a "Green Initiative in Corporate Governance" and allowed companies to send documents such as Notice of the Annual General Meeting, Audited Financial Statements, Directors' Report, Auditors' Report, etc., to the shareholders in electronic form instead of the paper form. Members are requested to send/ update their email address with their Depository or Registrar and Transfer Agents of the Company.
- xii. Electronic copy of the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form 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 Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- xiii. Pursuant to the requirements on the Corporate Governance under the listing agreement entered into with stock exchanges, the information about the Directors proposed to be appointed /re- appointed is given in the annexure to the notice.
- xiv. Members desirous of getting any information about the accounts and / or operations of the company are requested to write to the company at least seven days before the date of the meeting to enable the company to keep the information ready at the meeting.
- xv. All the documents referred to in the Notice and explanatory statement will be available to the members at the Registered Office of the company between 10.30 A.M to 12.30 P.M on all working days from the date hereof up to the date of the Meeting.
- xvi. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.balajiamines.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Solapur 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: cs@balajiamines.com
- xvii. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the 27th Annual General Meeting (AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- III. The members who have cast their vote by remote e-voting prior to the 27th Annual General Meeting (AGM) may also attend the 27th Annual General Meeting (AGM) but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 20th September 2015 (9:00 am) and ends on 22nd September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
- a) In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/ Depository Participants(s)]:
- Open email and open PDF file viz; "BALAJI AMINES LIMITED e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - Click on Shareholder – Login
 - Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - Select "EVEN" of BALAJI AMINES LIMITED.
 - Now you are ready for e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed
 - Once you have voted on the resolution, you will not be allowed to modify your vote
 - Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to suryacorporatelawyer@gmail.com or cs@balajiamines.com with a copy marked to evoting@nsdl.co.in
- b) In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Members available at the Downloads section of www.evoting.nsdl.com. Or call on the toll free no. 1800-222-990
- VII. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of shareholders shall be in proportion to their shares on the paid up equity share capital of the Company as on the cut-off date for evoting of 16th September, 2015.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 16th September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or info@vccilindia.com

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

XI. A member may participate in the 27th Annual General Meeting (AGM) even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the 27th Annual General Meeting (AGM).

XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the 27th Annual General Meeting (AGM) through ballot paper.

XIII. Mr. Y. Suryanarayana, Corporate Lawyer, High Court of A.P. and Telangana has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the 27th Annual General Meeting (AGM), at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the 27th Annual General Meeting (AGM) but have not cast their votes by availing the remote e-voting facility.

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the 27th Annual General Meeting (AGM) a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.balajiamines.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges i.e. National Stock Exchange and BSE Limited, Mumbai.

**By Order Of The Board Of Directors
For Balaji Amines Limited**

Sd/-

Arati V. Bandi

Company Secretary & Compliance officer

Place: Secunderabad

Date: 30th July, 2015

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

Item No. 5

Pursuant to the recommendation of the Audit Committee, the Board of Directors had at its meeting held on 20th May, 2015, approved the re-appointment of the Cost Auditors, M/s. Kapardhi & Associates, Cost Accountants (Registration No.100231) and remuneration payable to them, as set out in the Resolution under this Item No. 5 of the Notice.

In accordance with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors requires ratification by the shareholders and hence this resolution is put for the consideration of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5

Your Directors recommend the Resolution for your approval.

**By order of the Board of Directors
For Balaji Amines Limited**

**Sd/-
Arati V. Bandi
Company Secretary & Compliance Officer**

Place: Secunderabad
Date :30th July, 2015

ADDITIONAL INFORMATION
(pursuant to Clause 49 VIII (E)(1) of the Listing Agreement- Information of directors proposed to be appointed/ re-appointed)

Name of the Director	Date of Birth	Date of appointment on the Board	Qualification, Experience & Expertise	Directorship in other public companies (excluding foreign companies and Section 25 Companies)	Share Holding
A Srinivas Reddy	10.05.1975	11.05.2013	He is a Post Graduate in Computer science. Completed executive management programme at Indian School of Business (ISB) Hyderabad. He started his career in one of the largest management consulting firms in USA, Capgemini as a management consultant. and worked in various capacities in different countries. He has worked as project manager on multiple projects at large Fortune 100 US companies including Sprint, Goodyear, Agilent technologies Cummins Inc, etc. He has been on the board of Balaji Amines Limited since 11.5.2013	i. One Med Space India Pvt. Ltd., ii. Balaji Benzochem Pvt. Ltd.,	1650811 (5.09%)

BALAJI AMINES LIMITED
CIN: L24132MH1988PLC049387

Registered office:
 Balaji Towers, No.
 9/1A/1, Hotgi Road
 Aasara Chowk, Solapur 413224
 Phone: +91 - 217 - 2310 824
 Fax: +91 - 217 - 2451 521
 Mail: cs@balajiamines.com
 Web: www.balajiamines.com

Date: 30/07/2015
 Place : Secunderabad

**By Order Of The Board Of Director
 For Balaji Amines Limited**

**Sd/-
 Arati V. Bandi
 Company Secretary & Compliance Officer**

DIRECTOR'S REPORT

Dear Shareholders

Your Directors have immense pleasure in presenting the Twenty Seventh Annual Report of the company with Audited Financial Statements for the year ended 31st March, 2015

FINANCIAL RESULTS

The performance for the current year in comparison to the previous year are as under:

(₹ in Lacs)

Sr.No.	PARTICULARS	CURRENT YEAR (2014-15)	PREVIOUS YEAR (2013-14)
1.	Total Income	60825.01	61272.89
2.	Expenditure	50250.32	51911.05
3.	Profit before interest, depreciation and tax	10574.69	9361.84
4.	Depreciation	1859.02	1646.49
5.	Interest and Finance Charges	3141.60	3151.04
6.	Profit before tax	5574.07	4564.31
7.	Provision for taxes (including DTL)	1938.25	1212.04
8.	Profit after tax	3635.82	3352.27
9.	Dividend for the year (including corporate dividend tax)	466.55	376.58
10.	Reserves(Excluding Revaluation reserves)	23124.54	19576.02
11.	EPS (Rs) on face value of ₹ 2/- each share	11.22	10.35
12.	Book value (Rs.) on face value of ₹ 2/- each share	73.37	62.42

OPERATING RESULTS AND BUSINESS

Your company has achieved a Gross turnover of ₹657.97 Crores during the financial year 2014-15. The PAT for the year stood at ₹36.36 Crores. As against previous year PAT of ₹33.52 Crores registering an increase of 8.5%.

During the year, most of the commodity prices have fallen globally due to low demand for oil and gas and excess supply position. Your company could post satisfactory performance despite the slow down.

EXPORTS

The Exports of the company have grown marginally in value and there was over all increase in volume and mix of products. The REACH certification and certificate of suitability has improved Exports. The Company's products are well established in the Global Market.

DIVIDEND

Your Directors have pleasure in declaring dividends to shareholders and are pleased to recommend for approval of the members a dividend of ₹1.20/- per share (60% on paid up value of ₹2/- per share). The total cash outflow on account of dividends payable including dividend distribution tax payable is ₹466.55 lacs.

SUBSIDIARIES

The company is having a wholly owned subsidiary Bhagyanagar Chemicals Limited and substantially owned subsidiary Balaji Greentech Products Limited.

Wherein, the undertaking of Bhagyanagar Chemicals Limited is limited to only a long term lease to its 100% holding company Balaji Amines Limited who is carrying out manufacturing activity therein. As such the company Bhagyanagar Chemicals Limited does not have any transactions except of lease rentals. Responsibility of safe keeping of the assets of the company vests with the holding company Balaji Amines Limited.

During the year Balaji Amines limited has extended its holdings and have acquired and is holding 66% of shareholdings of Balaji Greentech Products Limited (BGPL).

Balaji Greentech Products Limited (BGPL) is into manufacturing of energy efficient lamps and components. The company manufactures, supplies a comprehensive range of Compact Fluorescent Lamps (CFL).

The Statement containing the salient features of the subsidiaries as per sub –sections (3) of section 129 of the Companies Act 2013 in Form AOC -1 is herewith annexed as Annexure I to this report.

TRANSFER TO RESERVES

The Company proposes to transfer ₹ 363.59 lacs to the General Reserve out of the amount available for appropriations and an amount of ₹ 2805.68 lacs is proposed to be retained in the statement of Profit and Loss.

RESEARCH & DEVELOPMENT

Continuous R&D initiatives have yielded excellent results during the year with improved efficiencies of raw materials, utilities and utilization of resources. Your company has become one of the leaders in Speciality Chemicals in the International Speciality Chemical Industry and plans to be among the leaders in the years to come.

Your Company has been carrying out continuous Research and Development activities in the following activities.

- ◆ Unit – 3 R&D Centre, has been awarded recognition by Government of India, Ministry of Science and Technology.
- ◆ DMF (Dimethyl Formamide) and CO (Carbon Monoxide) plants have been recommissioned successfully and yields of the plants are satisfactory considering the intricate process being developed in house R & D.
- ◆ Several improvements in Polyvinyl Pyrrolidone plant resulting in lower consumption coefficients as well as research on addition of new stream of k-values being explored.
- ◆ Identification of new products and development of latest process technologies are continuously worked on.
- ◆ Continuous improvement of processes and fine tuning of process parameters to optimize utilization of energy, utilities and raw materials consumption.
- ◆ Backward and forward integration of products to improve value chain and better utilization of all the resources.
- ◆ Adoption of advanced technology in improvement of processes resulting in minimizing the impact on environment and concentration of core principle of Reduce, Reuse and Recycle all the resources.

EXPANSION / DIVERSIFICATION

The following expansion/ diversification projects were undertaken during the year 2014-15:

- ◆ DMF and CO plants are being re-commissioned with satisfactory results.

CONSOLIDATED FINANCIAL STATEMENTS

In pursuance to the general Circular 08/2014 No. 1/19/2013-CL-V of Ministry of Corporate Affairs Dated 04.04.2014 for Applicability with regard to relevant financial Year , the company have complied with provisions, rules and regulations under the companies Act 1956.

In pursuance to the Sub Section (3) of Section 129 of the Companies Act, 2013, company is required to prepare consolidated financial statements for the financial year ended 31st March 2015.

The Consolidated Financial Statement of your company with that of its wholly owned subsidiary Bhagyanagar Chemicals Limited and substantial holding Company Balaji Greentech Products Limited is provided in the Annual Report.

The annual accounts of the Subsidiary Companies and the related detailed information shall be made available to members seeking such information at any point of time. The annual accounts of the Bhagyanagar Chemicals Limited and Balaji Greentech Products Limited shall also be kept for inspection by any of the members at the registered office of the company.

The Statement containing the salient features of the subsidiaries as per sub –sections (3) of section 129 of the Companies Act 2013 in Form AOC -1 is herewith annexed as 'Annexure I' to this report.

STATUTORY AUDITORS

V. Sridhar & Co, Chartered Accountants (ICAI Firm Registration No. 006206S), Hyderabad were appointed as the statutory auditors of the Company for the Financial year 2014-15 at the Annual General Meeting (AGM) of the Company held on September 29, 2014 and hold office until the conclusion of the ensuing Annual General Meeting.

V. Sridhar & Co, Chartered Accountants have been the Auditors of the Company since FY 1996-97 and have completed a term of 18 years. As per the provisions of Section 139 of the Act, no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act also provided a period of three years from the date of commencement of the Act to comply with this requirement. In view of the above, V. Sridhar & Co, Chartered Accountants being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of Directors has, at its meeting held on July 30, 2015, proposed the appointment of V. Sridhar & Co, Chartered Accountants as the statutory auditors of the Company to hold office from the conclusion of this 27th Annual General Meeting (AGM) till the conclusion of next Annual General Meeting of the Company i.e 28th Annual General Meeting to be held in the year 2016.

The company has received letter and a certificate from the Auditors under Section 139(1) of the Companies Act, 2013 and the Rules framed there under of their eligibility and consent for re-appointment to that effect, that, their appointment, if made, would be within the prescribed limits under provisions of sections specified under the Act and that, they are not disqualified for such re appointment within the meaning of the section of the said Act.

INTERNAL AUDITORS

The Board of Directors based on the recommendation of the Audit Committee have re-appointed M/s. Aherkar & Co., Chartered Accountants, Solapur, as the Internal Auditors of your Company. The Internal Auditors are submitting their reports on monthly basis.

COST AUDITORS

In accordance with Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014, the Audit Committee has recommended and the Board of Directors had appointed M/s. Kapardhi & Associates, Cost Accountants, Hyderabad, being eligible and having sought re-appointment, as Cost Auditors of the Company, to carry out the cost audit of the products manufactured by the Company during the financial year 2015-16 on a remuneration of ₹ 60000/- (Rupees Sixty Thousand only). The remuneration payable to the cost auditor is required to be placed before the Members in a general meeting for their approval. Accordingly, a resolution seeking Members' approval for the remuneration payable to M/s. Kapardhi & Associates, Cost Accountants, is included at Item No.5 of the Notice convening the Annual General Meeting.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. P. S. Rao & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as "Annexure III" to this report.

DIRECTORS

In terms of Article 134 of the Articles of Association of the company Sri A. Srinivas Reddy, Director retires by rotation and being eligible, offers himself for reappointment at the ensuing Annual General Meeting.

His profile and the experience in specific functional areas and other directorships held by him as stipulated in clause 49 of the listing agreement is provided in the Additional Information Section forming part of Notice and Corporate Governance Report forming part of the Annual Report.

The said resolution forms part of the notice of the 27th Annual General Meeting

Every Independent Director, at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that he meets the criteria of independence as provided under the Companies Act, 2013.

None of the directors is disqualified as on March 2015 from being appointed as director in terms of sections 164(2) of the Act. A brief Profile of the Directors of the Company is annexed herewith as 'Annexure IV' to this report.

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

During the financial year 2014-15 Mr. S. V. Pattabhiraman, Independent Director of the Company has resigned from the company w.e.f. 14-11-2014 and Mrs. Vimala B. Madon has been appointed as Independent Director of the Company w.e.f. 28-07-2014 Mr. G. Hemanth Reddy who is acting as whole-time Director of the company is also appointed as Chief Financial officer of the company w.e.f. 07-03-2015.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

FIXED DEPOSITS

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

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 134 (5) of the Companies Act, 2013, your Directors confirm that to the best of their knowledge and belief and according to the information and explanation obtained by them,

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. Such accounting policies as mentioned in the notes to the financial statements have been selected and applied consistently and judgments and estimates that are reasonable and prudent made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2014-15 and of the profit or loss of the Company for that period;
- iii. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The annual accounts for the year 2014-15 have been prepared on a going concern basis.
- v. That the proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- vi. That systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy framed to deal with instances of fraud and mismanagement, if any. The details of the Policy are explained in the Corporate Governance Report and also posted on the website of the Company and the web site is <http://www.balajiamines.com>.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The Policy on Related Party Transactions as approved by the Board is uploaded on the website of the Company. The particulars of contracts or arrangements with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 in Form AOC-2 is herewith annexed as 'Annexure V' to this report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as 'Annexure VI' to this report.

MANAGEMENT DISCUSSION & ANALYSIS

Pursuant to the provisions of Clause 49 of the Listing Agreement, a report on Management Discussion & Analysis forms part of the Annual Report and is herewith annexed as 'Annexure VII' to this report.

PARTICULARS OF EMPLOYEES

None of the employees fall under the purview of the provisions provided under the Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 who's details are required to be disclosed.

A statement pursuant to the Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is herewith annexed as 'Annexure VIII' to this report.

CORPORATE GOVERNANCE

The Company has been making every endeavor to bring more transparency in the conduct of its business. As per the requirements of the Listing Agreement with the Stock Exchanges, a compliance report on Corporate Governance for the year 2014-15 and a Certificate from the Auditors of the Company are furnished which form part of this Annual Report.

HUMAN RESOURCES

Your Company considers its Human Resources as the key to achieve its objectives. Keeping this in view, your Company takes all the care to attract and retain well qualified and deserving employees. The employees are sufficiently empowered and enable to work in environment that propels them to achieve higher levels of performance. The unflinching commitment of the employees is the driving force behind the Company's vision. Your Company appreciates the spirit of its dedicated employees.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as 'Annexure IX' to this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

During the year misappropriation of coal purchase by two employees of the company has been detected by the management and legal proceedings initiated against the said employees. The stock of coal in transit has been misappropriated by the said employees of the company and the amount involved is ₹ 31.71 lacs.

CORPORATE SOCIAL RESPONSIBILITY

During the year under review, according to the provisions of Section 135 of Companies Act, 2013 Corporate Social Responsibility are attracted to the Company. And as required by the provisions, the company have constituted a Corporate Social Responsibility committee and also have adopted a Corporate Social Responsibility Policy.

A detailed annual report on Corporate Social Responsible activities under taken by the company during year is attached as 'Annexure II'.

ACKNOWLEDGMENTS

Your Directors take this opportunity to express their sincere appreciation to the shareholders, customers, bankers, suppliers and other business associates for the excellent support and co-operation extended by them.

Your Directors gratefully acknowledge the ongoing co-operation and support provided by the Central and State Governments, Stock Exchanges, SEBI, Banks, Customers and suppliers.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Secunderabad
Date : 30/07/2015

Sd/-
A. PRATHAP REDDY
CHAIRMAN & MANAGING DIRECTOR

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
 Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in ₹)

Sr.No.	Particulars	Details	
		Bhagyanagar Chemicals Limited	Balaji Greentech Products Limited
1	Name of the subsidiary		
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	1 st April 2014 to 31 st March 2015	1 st April 2014 to 31 st March 2015
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA
4	Share capital	1,30,00,000	32,50,00,000
5	Reserves & surplus	(1,80,35,316)	(9,67,57,031)
6	Total assets	23,49,895	54,26,20,056
7	Total Liabilities	23,49,895	54,26,20,056
8	Investments	Nil	Nil
9	Turnover	Nil	15,70,68,945
10	Profit before taxation	(413)	(4,67,53,999)
11	Provision for taxation	Nil	1,51,45,349
12	Profit after taxation	(413)	(3,16,08,650)
13	Proposed Dividend	Nil	Nil
14	% of shareholding	100%	66%

None of the above subsidiaries have been liquidated or sold during the year.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	NA
Latest audited Balance Sheet Date	NA
Shares of Associate/Joint Ventures held by the company on the year end	NA
No.	NA
Amount of Investment in Associates/Joint Venture	NA
Extend of Holding%	NA
Description of how there is significant influence	NA
Reason why the associate/joint venture is not consolidated	NA
Net worth attributable to shareholding as per latest audited Balance Sheet	NA
Profit/Loss for the year	NA
Considered in Consolidation	NA
Not Considered in Consolidation	NA

None of associates have been liquidated or sold during the year.

As per our report of even date

For, V. SRIDHAR & CO.

Chartered Accountants

FRN. 006206 S

Vemulapati Sridhar

Proprietor

ICAI Membership No. 202337

Secunderabad July 30, 2015

For and on behalf of the Board of Directors

Sd/-

A. Prathap Reddy

Chairman and Managing
Director

Sd/-

G. Hemanth Reddy

Wholtime Director & CFO

Sd/-

Arati V. Bandi

Company Secretary & Compliance Officer

Annexure - II

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. The CSR is being reported from 1st April, 2014 to 31st March, 2015.
2. This report does not include the information about subsidiary companies
3. This report include the information about the Corporate Social Responsibility activities undertaken by the company itself and also through its arm "Balaji Foundation and Research Centre"
4. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

A. CSR POLICY:

CSR Vision Statement & Objective

CSR Vision:

In alignment with its vision, as a socially responsible corporate citizen, Balaji Amines Limit (BAL) will continue to enhance value creation in the society and community in which it operates. Through its conduct, services and engagement with CSR initiatives it will strive to promote, sustained growth in the regions it operates.

Objective:

To operate its business in a sustainable manner respecting the society & the environment, while recognizing the interests of all its stakeholders.

To also take up directly or indirectly programmes that will benefit the communities in and around its units located which will, over a period of time enhance the quality of life and economic well being of the local residents and all stake holders.

Through assisted programmes, services and through its CSR initiatives, BAL will generate community goodwill and create a partnership with all stake holders of the region as a socially responsible corporate.

Resources:

- ◆ 2% of the average net profits of the Company made during the three immediately preceding financial years;
- ◆ Any income arising there from;
- ◆ Surplus arising out of CSR activities which will empower and enable all the rural stake holders.

Identification of CSR works:

The applications, representations received from various community representatives, NGO's, Panchayat or by Govt. agencies requesting assistance for a work to be taken up by BAL's CSR Committee on its own by systematic programme for execution, will be listed and displayed.

Areas Identified for CSR activities:

ACIVITIES UNDER CORPORATE SOCIAL RESPONSIBILITY (CSR) PLANNING IN THE BALAJI AMINES LTD., TAMALWADI / M.I.D.C. CHINCHOLI / IDA BOLLARAM.

1. Providing regular free clinics in the rural villages.
2. Health care to the needy and child care with nutrition.
3. Infrastructure Development with partnership of local bodies, Govt. Agencies etc.
4. Development of sustainable resources, water, Environment protection and capacity building of all natural resources.
5. Community Development with Education, Vocational resources, training and skill development to generate employment.

BAL will engage in the above activities independently or in such partnership in a manner that it will complement the work being done by local authorities, NGO's, Agencies where ever necessary. The work executed by BAL will offer a multi fold benefit to the community and all the stake holders.

Implementation Process:

A CSR Cell will be formed at each Factory and at Registered Office to identify the various projects / programmes suitable as per the policy of the Company. These identified projects / programmes will be scrutinized by the CSR Committee and select for implementation.

Monitoring:

The Co-ordinators periodically inspect & report the progress of work commissioned every quarter and submit a report to CSR Committee.

B. Composition of the CSR Committee:

Committee: The Committee shall comprise of the following 3 Directors,

1. Sri Kashinath R. Dhole (Chairman)
2. Sri N. Rajeshwar Reddy (Member)
3. Sri D. Ram Reddy (Member)

C. Average net profit of the Company for last three financial years:

Average net profit: ₹ 48,11,32,632 /-

D. Prescribed CSR Expenditure (two percent of the amount as in item C above):

The Company is required to spend ₹ 96,22,653/- Crores towards CSR.

E. Details of CSR spent for the financial year:

- a. Total amount spent for the financial year: ₹ 95,09,148/-
- b. Amount unspent, if any: ₹ 1,13,505/-

Reasons for not spending two percent of the average net profit of the last three financial years on CSR:

The Company has a tradition of supporting philanthropic causes and making generous contributions for this purpose. This year also has been no exception. However, for discharge of Corporate Social Responsibility (CSR), as defined in the Act, the CSR Committee considered various proposals. To ensure that the contributions made by the Company are for deserving causes and are properly utilized, by the year end, the CSR Committee was still evaluating various such proposals which were implemented in the first quarter of 2015-16.

The CSR Committee is optimistic that it will be in a position to make positive suggestions for greater CSR spend in the coming year. In these circumstances, the Company could not spend an amount of ₹ 1,13,505/- to complete a minimum of 2% of its average net profits for CSR, as defined in the Act, for the period ending 31st March, 2015, but have carried forwarded the same towards the allocated activities during the year in the first quarter of FY 2015-16

F. Statement of the expenditure made during the financial year 2014-15

Sr. no.	Expenditure on Corporate Social Responsibility	Amount Spent (In ₹)
1	Promoting Education	12,53,540
2	Funds for Orphan Children	1,00,000
3	Road Maintenance – Hotgi road Local Area of Registered Office	2,66,140
4	Roads in Tamalwadi – Local Area of Factory – Unit I	3,17,136
5	Arrangement of Drinking water	6,34,600
6	Promotion of Road Safety	2,10,388
7	Solar Street Lights	2,40,000
8	Mission Kakatiya – Government of Telangana	50,55,000
9	District Collector , Medak – Area of Unit II	1,00,000
10	Hospital in Chincholi – Area of Unit III	13,32,344
	Total	95,09,148

Annexure - III
SECRETARIAL AUDIT REPORT

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

FOR THE FINANCIAL YEAR ENDED 31st March, 2015

To,
The Members,
Balaji Amines Limited,
Balaji Towers, No. 9/1A/1,
Hotgi Road, Aasara Chowk,
Solapur,
Maharashtra.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Balaji Amines Limited, (hereinafter called the company). Secretarial 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 audit period covering the financial year ended on 31st March, 2015 has complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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 March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (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 following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) 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;
- (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

3. The industry specific major laws that is applicable to the company is

- a) Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008 under the Environment(Protection) Act, 1986:
- b) Food Safety And Standards Act, 2006
- c) Petroleum Act, 1934
- d) Poisons Act, 1919
- e) The Indian Copyright Act, 1957
- f) The Patents Act, 1970
- g) The Trade Marks Act, 1999
- h) The Indian Boilers Act, 1923
- i) The Explosives Act, 1983

4. We have also examined compliance with the applicable clauses of Listing Agreements entered into by the Company with National Stock Exchange and BSE Limited

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

We further report that

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

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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.

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

**For P. S. Rao & Associates
Company Secretaries**

**Sd/-
P S Rao
Partner
M. No. 9769
C P No: 3829**

**Place: Hyderabad
Date: 30.07.2015**

Annexure - IV

DIRECTORS' PROFILE

1) Mr. A Prathap Reddy – Chairman & Managing Director

Mr. A Prathap Reddy is a Civil Engineer by qualification and started his career in the year 1970 working for a company engaged in manufacturing of RCC spun pipes. In the year 1988 he incorporated Balaji Amines Limited for the manufacture of Methyl and Ethyl Amines. BAL's continuing success is a testimony to the entrepreneurial skills of Mr. A. Prathap Reddy. His vision and perseverance today has taken the Company as one of the leading manufacturers and exporters of speciality chemicals, aliphatic amines and derivatives in the entire Chemical Industry. Mr. A. Prathap Reddy received an award for his contribution in World Class Manufacturing and Operational Excellence for the year 2011, in the Manufacturing Leadership Awards & Conclava 2012 instituted by the Industry 2.0 magazine, a publication of 9.9 Media which seeks to recognize senior manufacturing executives who have demonstrated remarkable and outstanding excellence in their respective areas.

2) Mr. N. Rajeshwar Reddy – Joint Managing Director

Mr. N. Rajeshwar Reddy is a commerce graduate having more than three decades of experience spread across different Industries. He started his career as a Manager in Bharat Cement Pipe Industries, in 1976 and in 1982 founded Bhagyanagar Potteries and managed the unit till 1985. In 1985, he joined Balaji Cement Products (Pvt.) Ltd as Executive director and successfully implemented the project, before joining Balaji Amines Ltd as Director in 1988. He is responsible for the day to day operations at the plants in Solapur. He has been instrumental in executing the projects in time with lowest cost of investments well within time schedules. He is also responsible for perfecting the processes of various products to achieve optimization of cost of utilities etc.

3) Mr. D. Ram Reddy - Joint Managing Director

Mr. D. Ram Reddy is a graduate having more than 30 years of experience spread across various businesses. He joined Bharat Cement Pipe Industries, Hyderabad as Manager in 1980. In 1985, he promoted Balaji Cement Products Pvt Ltd and successfully managed the Company before joining Balaji Amines as Director in 1988. He is responsible for the procurement, marketing and logistics activities of the Company. He has played a key role in establishing customer and supplier's relationship with leading buyers and suppliers of speciality chemicals both within the country and also abroad. He was instrumental in achieving first of its kind large scale supply contract arrangement with world's leading company in speciality chemicals.

4) Mr. G. Hemanth Reddy - Whole Time Director

Mr. G. Hemanth Reddy is a post graduate in management with Finance and Marketing as specialisation having more than 25 years of experience spread across various businesses. He has been instrumental in setting up of Bhagyanagar Woodplast Limited and successfully managed the IPO of Bhagyanagar Woodplast. He has implemented various projects globally such as water supply projects in Africa, Solar project in Africa and Rural electrification and Global Sourcing of material for various water supply projects in Africa. He joined Balaji Amines Limited as Whole Time Director responsible for finance, operations and administration of Unit-II of the Company.

5) A. Srinivas Reddy – Whole Time Director

He is a Post Graduate in Computer science. Presently completed executive management programme at Indian School of Business (ISB) Hyderabad. He started his career in one of largest management consulting firms in USA, Capgemini as a management consultant. and worked in various capacities in different countries. He has worked as project manager on multiple projects at large Fortune 100 US companies including Sprint, Goodyear, Agilent technologies Cummins Inc, etc. He is presently responsible for Projects

6) T. Naveena Chandra

He is an independent Director of the company. He holds a Bachelor's degree in Commerce and is a Fellow Member of the Institute of Chartered Accountants of India. He has over 30 years of rich and varied experience in the fields of Finance, Taxation, Projects, and Capital Markets.

7) Amarender Reddy Minupuri

He is an Independent Director of the Company. He is a Graduate. He started his career with State Bank of Hyderabad and worked in various capacities as Branch Manager, Chief Manager, Asst. General Manager and Dy. General Manager. He also worked with State bank of Mysore as Dy. General Manager before superannuation.

8) Chavali Satyanarayana Murthy

He is an Independent Director of the Company. He is a Chemical Engineer. He started his career with ICICI Venture, and was a Management consultant, Entrepreneur and Professional Executive in different industries. He worked with Pharma Industry as Chief Operating Officer of a Generic Pharma Co., followed with stint at Dr. Reddy's in the corporate development department. Since 2005, been the CEO of Aurigene Discovery Technologies Ltd.

9) Kashinath Revappa Dhole

He is an Independent Director of the Company. He holds, Masters in Science (Chemistry). He started his career as a Chemist in a MNC for 10 years manufacturing Brake Linings and Cloth Facings and became an Entrepreneur. Presently, he is the Managing Director of Kross International Private Limited, Solapur.

10) Mrs. Vimala B. Madon

She is an Independent Director of the Company. She is a Post graduate holding M.A. in English and Diploma in French. She started her banking career in the year 1971-72 as a probationary officer. She held various positions in different parts of the country including of Branch Manager of small, medium, and large branches. She has vast and rich experience of 40 years in Banking. She has retired as General Manager (Technology) at SBH and later State Bank of Travancore along with the portfolio of MIS and Business Process Re-engineering at Bank's head offices in Hyderabad and Thiruvananthapuram till her retirement in the year 2008.

Annexure - V
FORM NO. AOC -2
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

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

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

Sr.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NA
b)	Nature of contracts/arrangements/transaction	NA
c)	Duration of the contracts/arrangements/transaction	NA
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Justification for entering into such contracts or arrangements or transactions'	NA
f)	Date of approval by the Board	NA
g)	Amount paid as advances, if any	NA
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

2. Details of contracts or arrangements or transactions at Arm's length basis.
2. i) Lease rentals – Bhagyanagar Chemicals Limited

Sr.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Bhagyanagar Chemicals Limited
b)	Nature of contracts/arrangements/transaction	Lease rentals
c)	Duration of the contracts/arrangements/transaction	1 st April 2014 to 31 st March 2015
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Lease rental agreement between BCL & Balaji Amines Ltd.
e)	Date of approval by the Board	28 th July 2003
f)	Amount paid as advances, if any	Nil

2.ii) Purchase - Balaji Greentech Products Limited

Sr.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Balaji Greentech Products Limited
b)	Nature of contracts/arrangements/transaction	Purchases
c)	Duration of the contracts/arrangements/transaction	1 st April 2014 to 31 st March 2015
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Date of approval by the Board	NA
f)	Amount paid as advances, if any	Nil

2.iii) Advances for Capital Assets - Balaji Greentech Products Limited

Sr.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Balaji Greentech Products Limited
b)	Nature of contracts/arrangements/transaction	Purchases
c)	Duration of the contracts/arrangements/transaction	1 st April 2014 to 31 st March 2015
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NA
e)	Date of approval by the Board	07-05-2014
f)	Amount paid as advances, if any	8,35,46,790/-

2.iv) Office Rent- KPR House / Family trust

Sr.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	KPR House / Family trust
b)	Nature of contracts/arrangements/transaction	Office Rent
c)	Duration of the contracts/arrangements/transaction	1 st April 2014 to 31 st March 2015
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Lease Deed
e)	Date of approval by the Board	NA
f)	Amount paid as advances, if any	Nil

2.v) Sale – Balaji Sourcings Private Limited

Sr.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Balaji Sourcings Private Limited
b)	Nature of contracts/arrangements/transaction	Sales
c)	Duration of the contracts/arrangements/transaction	1 st August 2013 to 30 th July 2016
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	For sale ,purchase or supply of raw material and trading of chemicals like Methylamines, Ethylamines Aliphatic Amines and its derivatives and speciality chemicals for a estimated value of ₹ 35 crores per annum
e)	Date of approval by the Board	11 th May 2013
f)	Amount paid as advances, if any	Nil

2.vi) Purchase – Balaji Sourcings Private Limited

Sr.No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Balaji Sourcings Private Limited
b)	Nature of contracts/arrangements/transaction	Purchases
c)	Duration of the contracts/arrangements/transaction	1 st August 2013 to 30 th July 2016
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	For sale, purchase or supply of raw material and trading of chemicals like Methylamines, Ethylamines Aliphatic Amines and its derivatives and speciality chemicals for a estimated value of ₹ 35 crores per annum
e)	Date of approval by the Board	11 th May 2013
f)	Amount paid as advances, if any	Nil

Annexure - VI
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	CIN : L24132MH1988PLC049387
2	Registration Date	27/10/1988
3	Name of the Company	BALAJI AMINES LIMITED
4	Category/Sub-category of the Company	Manufacturing of Alaphatic Amines, their derivatives and Speciality chemicals
5	Address of the Registered office & contact details	Balaji Towers, No. 9/1A/1, Aasara Chowk, Hotgi Road, Solapur, Maharashtra – 413224
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Share Transfer Agents Venture Capital and Corporate Investments Pvt. Limited (CATEGORY-I REGISTRARS) 12-10-167, Bharatnagar Hyderabad-500018 Ph : 040-23818475/476; Fax: 040-23868024; email: info@vccilindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing of Alaphatic Amines, their derivatives and Speciality chemicals	20119	98.08%
2	Running of 5 star Hotel Balaji Sarovar Premiere	55101	1.92%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	Name and Address of the Company	CIN	Holding / Subsidiary/ Associated	% of share holding as at 31 st March 2015	Applicable section
1	Bhagyanagar Chemicals Limited	U24110TG1988PLC009027	Subsidiary	100%	2(87)
2	Balaji Greentech Products Limited	U24230AP2005PLC045891	Subsidiary	66%	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

a) Category-wise Share Holding:-

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual/ HUF	12849362	0	12849362	39.66	12849362	0	12849362	39.66	NIL
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	4756720		4756720	14.68	4774720	0	4774720	14.74	0.06
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	17606082	0	17606082	54.34	17624082	0	17624082	54.4	0.06
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	5	0	5	0	12254	0	12254	0.04	0.04
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
I Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	5	0	5	0	12254	12254	0	0.04	0.04
2. Non-Institutions									
a) Bodies Corp.	1658118	14000	1672118	5.16	1685230	0	1685230	5.24	0.08
i Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	5534418	657060	6191478	19.11	5299076	635560	5934636	18.32	-0.79
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	6740913	0	6740913	20.80	6864679	0	6864679	21.19	0.39
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	145401	0	145401	0.45	149769	0	149769	0.46	0.01
Clearing Members	45003	0	45003	0.14	104848	0	104848	0.32	0.18
Trusts	0	0	0	0	11502	0	11502	0.04	0.04
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	14123853	671060	14794913	45.66	14115104	649560	14764664	45.57	-0.09
Total Public Shareholding (B) = (B) (1) + (B)(2)	14123858	671060	14794918	45.66	14127358	649560	14776918	45.61	-0.05
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	32401000	671060	32401000	100	31751440	649560	32401000	100	

b) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	APR HOLDINGS INVESTMENTS PVT LIMITED	4756720	14.68	32.23	4774720	14.74	32.11	0.06
2	A SRINIVAS REDDY	1650811	5.09	0.00	1650811	5.09	0.00	NIL
3	A ANNAPURNA DEVI	314850	0.97	0.00	314850	0.97	0.00	NIL
4	ANDE PRATHAP REDDY	4907048	15.14	70.80	4907048	15.14	70.80	NIL
5	RAJESWAR REDDY NOMULA	594895	1.84	84.05	594895	1.84	84.05	NIL
6	D RAM REDDY	466905	1.44	91.02	466905	1.44	91.02	NIL
7	GADDAM RAJA REDDY	401870	1.24	0.00	401870	1.24	0.00	NIL
8	A MEENA DEVI	144110	0.44	0.00	144110	0.44	0.00	NIL
9	NOMULA SARITA	398000	1.23	0.00	398000	1.23	0.00	NIL
10	GADDAM HEMANTH REDDY	705020	2.18	92.20	705020	2.18	92.20	NIL
11	A SHAKUNTHALA DEVI	1944450	6.00	0.00	1944450	6.00	0.00	NIL
12	DUNDURAPU VANDANA	217000	0.67	0.00	217000	0.67	0.00	NIL
13	GADDAM MADHUMATHI	574150	1.77	26.13	574150	1.77	26.13	NIL
14	NOMULA EESHAN REDDY	99500	0.31	0.00	99500	0.31	0.00	NIL
15	NOMULA DEEPTI	304500	0.94	0.00	304500	0.94	0.00	NIL
16	TANMAI REDDY RAM REDDY DUNDURAPU	106253	0.33	0.00	106253	0.33	0.00	NIL
17	LAASYA GADDAM	10000	0.03	0.00	10000	0.03	0.00	NIL
18	KOMALI GADDAM	10000	0.03	0.00	10000	0.03	0.00	NIL
	TOTAL	17606082	54.34	38.24	17624082	54.39	38.20	0.04

c) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	17606082	54.34		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	18,000 Shares bought by M/s APR holdings Private Limited on 16.02.2015 through Market	0.05	17624082	54.39
	At the end of the year	17624082	54.39		

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

Sr. No.	Name	Shareholding		Date	Increase/ Decrease In Shareholding	Reason	Cumulative Shareholding	
1	VINEEL REDDY NALLA	1171170	3.61	01.04.2014	0	Nil Movement During the Year		
		1171170	3.61	31.03.2015	0		1171170	3.61
2	KISHAN REDDY NALLA	1148000	3.54	01.04.2014				
				31.10.2014	-10000	Transfer	1138000	3.51
				12.12.2014	-10000	Transfer	1128000	3.48
		1128000	3.48	31.03.2015			1128000	3.48
3	VINITHA NALLA	958440	2.96	01.04.2014	0	Nil Movement During the Year		
		958440	2.96	31.03.2015	0		958440	2.96
4	VIJAYA NALLA	798500	2.46	01.04.2014	0	Nil Movement During the Year		
		798500	2.46	31.03.2015	0		798500	2.46
5	BHAGYANAGAR WOOD PLAST LTD.	765063	2.36	01.04.2014				
				04.07.2014	-11000	Transfer	754063	2.33
				11.07.2014	-10000	Transfer	744063	2.30
				18.07.2014	-20000	Transfer	724063	2.23
				25.07.2014	-20000	Transfer	704063	2.17
				15.08.2014	-10000	Transfer	694063	2.14
				22.08.2014	-80000	Transfer	614063	1.90
				29.08.2014	-10000	Transfer	604063	1.86
				05.09.2014	-1700	Transfer	602363	1.86
				07.11.2014	-10000	Transfer	592363	1.83
				06.02.2015	-20000	Transfer	572363	1.77
				20.02.2015	-20000	Transfer	552363	1.70
				13.03.2015	-20000	Transfer	532363	1.64
				20.03.2015	-40000	Transfer	492363	1.52
				27.03.2015	-20000	Transfer	472363	1.46
		472363	1.46	31.03.2015				
		472363	1.46					
6	IL And FS Trust Company Limited	511150	1.58	01.04.2014	0	Nil Movement During the Year		
		511150	1.58	31.03.2015	0		511150	1.58
7	REDDY V Y PUSHPAVATHI Y	438680	1.35	01.04.2014	0	Nil Movement During the Year		
		438680	1.35	31.03.2015	0		438680	1.35
8	PUSHPAVATHI YANNAM	351894	1.09	01.04.2014	0	Nil Movement During the Year		
		351894	1.09	31.03.2015	0		351894	1.09

Sr. No.	Name	Shareholding		Date	Increase/ Decrease In Shareholding	Reason	Cumulative Shareholding	
9	VEERA YANNAM REDDY	273000	0.84	01.04.2014	0	Nil Movement During the Year		
		273000	0.84	31.03.2015	0		273000	0.84
10	S.SHYAM	259649	0.81	01.04.2014	0	Nil Movement During the Year		
		259649	0.81	31.03.2015	0		259649	0.81
11	VIJAYA S SHYAM S KOUSHIK S	149348	0.46	01.04.2014	0	Nil Movement During the Year		
		149348	0.46	31.03.2015	0		149348	0.46

e) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Sri. A. Prathap Reddy	49,07,048	15.14	49,07,048	15.14
2	Sri. N. Rajeshwar Reddy	5,94,895	1.84	5,94,895	1.84
3	Sri. D. Ram Reddy	4,66,905	1.44	4,66,905	1.44
4	Sri. G. Hemanth Reddy	7,05,020	2.17	7,05,020	2.17
5	Sri A. Srinivas Reddy	16,50,811	5.09	16,50,811	5.09
6	Sri. M. Amarender Reddy	-	NIL	-	NIL
7	Sri T. Naveena Chandra	50	0.000154	50	0.000154
8	Sri. C.S.N. Murthy	2000	0.006173	2000	0.006173
9	Sri Kashinath R Dhole	-	NIL	-	NIL
10	Mrs. Vimala B Madon	-	NIL	-	NIL
11	Mrs. Arati V. Bandi	-	NIL	-	NIL
12	Sri. S. V. Pattabhiraman*	50	0.000154	50	0.000154

* Sri. S. V. Pattabhiraman Resigned from the Board w.e.f 14.11.2014

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.
 (₹ in lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	25606.39	555.51		26161.90
ii) Interest due but not paid	101.94	0.00		101.94
iii) Interest accrued but not due	0.00	0.00		0
Total (i+ii+iii)	25708.33	555.51	0.00	26263.84
Change in Indebtedness during the financial year				
* Addition	7,359.19	272.06		7,631.25
* Reduction	10,101.61	50.00		10,151.61
Net Change	-2,742.42	222.06		-2,520.36
Indebtedness at the end of the financial year				
i) Principal Amount	22,863.97	777.57		23,641.54
ii) Interest due but not paid	77.30	0.00		77.30
iii) Interest accrued but not due	0.00	0.00		0.00
Total (i+ii+iii)	22,941.27	777.57	0.00	23,718.84

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager					Total Amount
		Mr. A. Prathap Reddy	Mr. N. Rajeshwar Reddy	Mr. D. Ram Reddy	Mr. G. Hemanth Reddy	Mr. A. Srinivas Reddy	
1	Gross salary	43,74,400	34,52,400	34,52,400	35,52,400	18,08,400	1,66,40,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-	-
	(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	Nil	Nil	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil	Nil	Nil
4	Commission						
	- as % of profit	1,41,80,529	89,27,553	89,27,553	26,22,576	1,06,01,553	4,52,59,764
	- others, specify...	Nil	Nil	Nil	Nil	Nil	Nil
5	Others, please specify	-	-	-	-	-	-
	Total (A)	1,85,54,929	1,23,79,953	1,23,79,953	61,74,976	1,24,09,953	6,18,99,764
	Ceiling as per the Act	maximum upto ₹ 6,18,99,764/-					

B. Remuneration to other Directors

(Amount in ₹)

Sr. No.	Particulars of Remuneration	Name of Directors					
		Mrs. Vimala B. Madon	Mr.T. Naveena Chandra	Mr M. Amarendra Reddy	Mr. CSN Murthy	Mr Kashinath R. Dhole	Sri. S.V. Pattabhiraman
1	Independent Directors	9,000	26,000	26,000	9,000	11,000	10,000
	Fee for attending board committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	Nil	Nil	Nil	Nil	Nil	Nil
	Total (1)	9,000	26,000	26,000	9,000	11,000	10,000
2	Other Non-Executive Directors						
	Fee for attending board committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-	-
	Total Managerial Remuneration	9,000	26,000	26,000	9,000	11,000	10,000
	Overall Ceiling as per the Act	Within maximum of ₹ 1,00,000/- per independent director.					

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

(Amount in ₹)

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO*	Total
1	Gross salary		4,40,000	35,52,400	39,92,400
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(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	-	-	Nil	-
3	Sweat Equity	-	-	Nil	-
4	Commission				
	- as % of profit	-	-	26,22,576	26,22,576
	- others, specify...	-	-	Nil	-
5	Others, please specify	-	-	Nil	-
	Total	-	4,40,000	61,74,976	66,14,976

*Mr. G. Hemanth Reddy , the Whole Time Director of the company is also the CFO of the company and do not draw any salary in the capacity of CFO . The above details of remuneration in item C.REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD is drawn in the capacity of the Whole Time Director of the Company.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NONE

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	-	-	-	-	-

As per our report of even date

For, V. SRIDHAR & CO.

Chartered Accountants

FRN. 006206 S

Vemulapati Sridhar

Proprietor

ICAI Membership No. 202337

Secunderabad July 30, 2015

For and on behalf of the Board of Directors

Sd/-

A. Prathap Reddy

Chairman and Managing
Director

Sd/-

G. Hemanth Reddy

Wholtime Director & CFO

Sd/-

Arati V. Bandi

Company Secretary & Compliance officer

Annexure - VII

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

AN OVERVIEW OF INDIAN CHEMICAL INDUSTRY

Over the years, India has been growing as one of the world leaders in the discovery, development and manufacture of API's, chemicals and speciality chemicals. Balaji Amines Limited seeing this as an opportunity has written its impressive growth story, providing high-quality speciality chemicals and inputs for API's etc. to a host of well-known global brands. Through setting up plants with new process refinements in its indigenous facilities, Balaji Amines Limited has been consistently adding capacities to meet the ever-growing demand for its world-class products, from both the domestic and overseas markets.

Continuing to play the key role in specific segments with excellence in production, the company is expanding by setting up new plants for development of new processes in its R & D centre.

Balaji Amines Limited looks to work on core strengths further and - with continued emphasis on R&D - diversify into newer products with high growth potential, with particular emphasis on overseas markets. This strategy will offset possible external turbulences like downturn in market demand, escalation in raw material prices and changes in regulatory frameworks for the company, which has been accorded 'Star Export House' status by the Ministry of Commerce, Government of India. The company has obtained registration for some of its products in Europe under the 'REACH' (Registration, Evaluation, Authorization and Restriction of Chemicals) procedure.

Indian Chemical Industry is the fastest growing Industry. The majority of the chemicals manufactured by the company are fine & speciality chemicals, Amines and derivatives catering to Indian Pharma, Agro Chemicals, Textiles, Refineries, Paints & Dyes, Water treatment chemicals etc.

BUSINESS REVIEW AND FUTURE OUT LOOK:

A) Manufacturing of Aliphatic Amines

The company is a leading manufacturer of speciality chemicals and Amines and its derivatives in India in terms of volume and value in its class.

Majority of customers are

1. API'S
2. AGRO CHEMICALS
3. REFINERIES
4. WATER TREATMENT CHEMICALS & RUBBER CHEMICALS
5. LEATHER PROCESSING CHEMICALS
6. DYE STUFFS & PAINT INDUSTRY

The Global slowdown has caused Indian Chemical Industry to re look at the competencies for sustainability and in this direction the company has emerged as a leader by evolving from being a local player to a global player by adopting new technologies in processes and selection of product mix, such that the company keeps its performance.

With the REACH CERTIFICATION for some of the products, the company is able to achieve growth in exports and maintain the performance.

The company takes pride in setting up world class facilities for some of the basic chemicals so that the scale of operations will improve the margins over a period of time. The future is for those who are prepared for any challenge and the company has consolidated all its strengths by expanding existing capacities by adopting new process and diversification to enhance value chains of some of the products.

B) Hotel Industry Outlook:

Solapur is in the radar of major industrial development hub. After Mumbai, Pune and Nasik, Solapur is the next destination for the development of industries.

Considering the fact of growing Solapur, the Board of Directors have considered to come up with 5 star Property in Solapur. The new industries like Thermax, some of cement manufacturing plants, NTPC & Power Grid Corporation of India will definitely boost our hotel business.

The city of Solapur is surrounded by famous pilgrim centers like Akkalkot, Tuljapur, Pandhapur, and are visited by national and international devotees. The lack of required facilities for these devotees was a major concern. Balaji Sarovar is planning to offer packages for those pilgrim centers to attract more visitors. The Hotel has tied up with various travel and tourism agencies to attract the travelers/devotees through its attractive website and marketing tools like facebook and twitter.

FINANCIAL PERFORMANCE:

The financial statements are prepared in compliance with the provisions of Companies act 2013 read with the rules and regulations and other applicable laws as per the guidelines of the Ministry, and as per the generally accepted accounting practices prevalent in India. The performance of the company is discussed in detail in the financial high lights in directors' report to the members of this report.

STRENGTH, OPPORTUNITIES & THREATS

Your company's competitive strengths are as follows:

- ◆ Selection of new processes for the existing products and optimizing the process parameters.
- ◆ Work on continuous process improvements by adopting new technics.
- ◆ Efficient servicing and long-standing client relationships.
- ◆ India's first and only manufacturer of Specialty Chemicals such as (Morpholine, PVPK-30, NMP, GBL, 2P, NEP) well thought after Forward and Backward integration to increase in value chain of the products.
- ◆ All the measures are expected to offset any impending threats.

INTERNAL CONTROL SYSTEM

The Company has an adequate internal control system, commensurate with the size and nature of its business. The system is supported by documented policies, guidelines and procedure to monitor business and operational performance which are aimed at ensuring business integrity and promoting operational efficiency. Internal controls are supplemented by an extensive program of internal audits, reviewed by management according to the documented policies, guidelines and procedures. These controls are designed to ensure that financial and other records are reliable for preparing financial information and other reports, and for maintaining regular accountability of the company's assets.

During the year misappropriation of coal purchase by two employees of the company has been detected by the management and legal proceedings initiated against the said employees. The stock of coal in transit has been misappropriated by the said employees of the company and the amount involved is ₹ 31.71 lacs.

INDUSTRIAL RELATIONS

The company had introduced various platforms such as House committees, safety committees etc., whereby the employees exchange their views and suggestions with the various levels of management. The management has experienced that this system resulted in increased and mutually beneficial relationships and employee participation in the day-to-day operations of the company. The company always, maintained harmonious and happy relations with all its' employees.

Your Company is continuously striving to create appropriate environment, opportunities and systems to facilitate identification, development, and utilization of their full potential and inculcating a sense of belongingness.

Your Company's industrial relations continued to be harmonious during the year under review.

HUMAN RESOURCES

The Company recognizes that, nurturing and developing best human resources by recruiting available talent is vital to the long term success of the enterprise. Employees are provided with continuous opportunities for active learning and develop their skills, which are viewed as key drivers of their personal growth and career growth, thereby contributing to the success of the organization. The remuneration structure is linked directly with the performance. This performance management system reinforces Organization's work culture with proper key performance indicators (KPI'S).

The company acknowledges that, human resources are its biggest assets who have been nurtured within our organization culture and strengthened over the years.

SAFETY, HEALTH & ENVIRONMENT

Safety is considered as highest priority and all the efforts are being made to ensure safe working Environment for employees. All probable incidents are analyzed in safety committee meetings and preventive and corrective actions are taken accordingly. All Employees are regularly trained in safe practices to be followed at work place at all the times and keep the environment as serene as possible by adopting 3 R'S (Reduce, Recycle & Reuse).

RISKS & CONCERNS AND RISK MILITATIONS

The Company has a robust and well-structured risk management system in place. The company is responsible for and ensures Effective Risk Management including risk identification and mitigation. A team of professionals are given responsibility of each location to analyze risk and assess the potential concerns and address the same to mitigate the risks.

The Company has a systematic risk identification and mitigation framework in place, there are certain business risks, which are external and intrinsic to the company. Over these risks the company has very little control. Some of these include a general downturn in market demand conditions, escalation in raw material prices/ Risk of Forex fluctuations and changes in regulatory frameworks in India and elsewhere.

CAUTIONARY STATEMENT

Statements in this management discussion and analysis report describing the company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Forward looking statements are identified in this report, by using words 'anticipates', 'believes', 'Expects', 'intends' prospects and similar expressions in such statements. Although we believe our expectations are based on reasonable assumptions, these forward-looking statements may be influenced by numerous risks and uncertainties that could cause actual outcomes and results to be materially different from those expressed or implied.

Certifications and Awards

During the year the Company was awarded and honored with the following for its 5 star Hotel Balaji Sarovar Premiere :

- ◆ The Company owned 5 star Hotel Balaji Sarovar Premiere has been honored with the prestigious Certificate of Excellence 2015 award by TripAdvisor The Tripadvisor's prestigious Certificate of Excellence award recognizes the best establishments that consistently earn and achieve outstanding and great TripAdvisor reviews from travelers.
- ◆ The Company has been awarded first Prize for its division Balaji Sarovar Premiere for the A.C.C.E, Solapur – UltraTech Awards for Outstanding Concrete Structures -2014 under Commercial Category at an event organized by the Association Of Consulting Civil Engineers, Solapur & M/s UltraTech Cement Limited , on 6th May 2015 at Hotel Balaji Sarovar Premiere, Solapur,
- ◆ The Company has been awarded first Prize for its division Balaji Sarovar Premiere for the "Best Technology Driven Washrooms" at an event organized by the national level magazine 'Washrooms and Beyonds', on 5th December 2014 at Trident Hotel Mumbai, The award was for the use of eco friendly and green technology in the bathrooms of Balaji Sarovar Premiere

Annexure – VIII Report on Managerial Remuneration

As per Section 197 of the Companies Act 2013

Read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

I Employed through out the Financial Year 2014-2015 – NONE

Name	Age	Qualification	Designation	Date of Commencement of Employment	Experience Gross (years) Remuneration	Previous Employment	Previous Designation

Details pertaining to remuneration as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the (Appointment and Remuneration of Managerial Personnel) Rules 2014

i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year 2014-15, and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	*Remuneration of Director KMP for the financial year 2014-15 (₹ in Lacs)	% increase in Remuneration in the Financial year 2014-15	Ratio of remuneration of each Director/to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the company
1	A. Prathap Reddy	43.74	3.70%	35.89	Profit before tax increased by 22.12%, and profit After Tax increased by 8.46% in financial year 2014-15
2	N. Rajeshwar Reddy	34.52	5.00%	28.22	
3	D. Ram Reddy	34.52	5.00%	28.22	
4	G. Hemanth Reddy	35.52	4.59%	29.16	
5	A. Srinivas Reddy	18.08	23.41%	14.54	
6	Mrs. Arati V. Bandi	04.40	No change	03.60	

*Remuneration excludes Commission paid to the Directors as a % of Profits

ii) The median remuneration of employees' of the Company during the financial year:

The median remuneration of employees' of the Company during the financial year was ₹ 122352/-

iii) The percentage increase in the median remuneration of employees in the financial year:

The percentage increase in the median remuneration of employees in the financial year ending March 31, 2015 was ₹ 8352/(7.33%).

iv) The number of permanent employees on the rolls of Company as at March 31, 2015:

There were 764 permanent employees on the rolls of Company as on 31st March, 2015.

v) The explanation on the relationship between average increase in remuneration and the Company's performance:

On an average, employees received an annual increase of 32%. The individual increments varied from 10% to 40%, based on their performance.

The increase in remuneration is in line with the market trends, internal parity and current salary of the employees.

In order to ensure that remuneration reflects Company performance, the variable pay is linked to organization and business unit's performance, apart from individual's performance.

vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company in the period under review:

Remuneration of KMP as a percentage of Revenue is 0.95%

Remuneration of KMP as a percentage of PAT is 17.15%

vii) a) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year on BSE limited:

Particulars	31-Mar-15	31-Mar-14	Change (%)
Stock Price (₹)	81.05	39.95	102.88
Market Cap (₹ Crores)	262.61	129.44	102.88
EPS	11.22	10.35	8.41
P/E	7.22	3.86	87.15

b) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer: Not Comparable as the company has not issued any shares after the initial public offer. Further post public issue the company has made 1 (one) times bonus issue each in the ratio of 1:1 in the FY 2006-07. Also the face value of the equity shares was split from ₹ 10/- each to ₹ 2/- each.

viii) 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:

The average annual increase across the organization was around 32%. However, the total increase was approximately 32%, after accounting for promotions and corrections.

Based on industry benchmark data and considering that the last salary revision for the Managing Directors was in 26th Annual General Meeting held on 29th September 2014. The annual increase for the Managing Directors in the last financial year was as under.

- a) A. Prathap Reddy - Not Increased during the last financial year .
- b) N. Rajeshwar Reddy - Increase by 25.86%
- c) D. Ram Reddy - Increase by 25.86%

ix) Comparison of each remuneration of the key managerial personnel against the performance of the Company:

	A. Pratap Reddy	N. Rajeshwar Reddy	D. Ram Reddy	G. Hemanth Reddy	A. Srinivas Reddy
*Remuneration in FY 2014-15	1,85,54,929	1,23,79,953	1,23,79,953	61,74,976	1,24,09,953
Revenue	₹ 657,97,57,738/-				
Remuneration of KMPs (as % of revenue)	0.28	0.19	0.19	0.09	0.19
Profit After Tax (PAT)	₹ 36,35,82,318/-				
Remuneration of KMP (as % of PAT)	5.10	3.40	3.40	1.70	3.41

*Remuneration includes Commission paid to the Directors as a % of Profits

x) The key parameters for any variable component of remuneration availed by the directors:

The variable component of remuneration for the Executive Director is based on performance of the Company and is recommended by the Nomination and Remuneration Committee to the Board for consideration.

The Board of Directors consider the recommendation of the Nomination and Remuneration committee and approve the variable component accordingly.

xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

There are no such employees who receive remuneration in excess of the highest paid director during the year

The Company affirms that remuneration to the Directors and Key Managerial Personnel is as per the remuneration policy of the Company.

Statement of Particulars of Employees Pursuant to Provisions of Rule 5(2) of Section 197(12) of the Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014

There are no employees who are in receipt of remuneration more than sixty lakh rupees;

Annexure - IX**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]
Particulars Required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

A. Conservation of Energy**(a) the steps taken or impact on conservation of energy:**

The Company has an excellent team of professionals who are responsible for energy conservation on continuous basis by following the latest trends, developments & technologies available in conserving the energy across all the units.

The areas of conservation of energy are:

- a. Steam generation & Optimum recovery by synchronization
- b. Water conservation and waste water utilization
- c. Recovery of energy from the process

(b) Steps taken by the Company for utilising alternate sources of energy

Energy audits are done periodically and any further scope for improvements are being addressed for each plant at all the units duly implementing the latest techniques, processes and methodologies.

(c) The capital investment on energy conservation equipments

The company has implemented various energy conservative measures which has resulted in reducing the energy costs and improving the efficiency of various plants.

- a. Optimizing the usage of pumping systems.
- b. Waste water recovery system and reuse.

Impact of the above measures are:

- i) Enhanced usages of resources through reduce, recycle and re-use.
- ii) The overall reduction of energy costs and also efficiency of various plants have been Improved.

B. Technology Absorption (Enclosed in Form B)

Efforts made towards technology absorption:– Form B attached here to Annual Report 2014-15

C. Foreign Exchange Earnings and Outgo

Your company has been making continuous efforts for marketing its products globally and has resulted in growing export markets. The particulars are as under:

D. Additional Information pertaining to Statement of Profit and Loss
Foreign Exchange Earnings and Outgo
Additional Information pertaining to Statement of Profit and Loss

Sr. No.	Nature of Income/Expenses	Current Year		Previous Year	
		Amount In Foreign Currency	Amount In INR	Amount In Foreign Currency	Amount In INR
1.	Export Earning	1.US Dollars - 11203694.13	68,58,13,049.65	1. US Dollars - 9990092.00	60,17,22,589.00
		2.EURO - 9071474.39	71,88,77,441.84	2. EURO - 10656797.00	85,57,96,398.00
		3.GBP - 64800.00	61,76,695.50		
2.	Sales Commission	US Dollars - 59939.00	37,04,504.00	US Dollars 75713.76	45,82,836.00
3.	Registration & Renewals	US Dollars - 322.00	18,848.00	US Dollars 292.00	16,203.00
4.	Travelling Expenses	1.US Dollars - 5447.42	3,36,874.00	1. US Dollars 15008.64	9,40,946.00
		2. EURO - 1040.00	87,932.00	2. EURO 1371.50	1,15,897.88
		3. AED - 355.00	6,106.00		
5.	Exhibition Charges	1. EURO - 60139.25	48,29,032.00	1. EURO 60690.52	48,63,254.00
		2. GBP - 265.00	27,332.00	2. GBP 135.00	12,312.00
6.	Capital Goods	US Dollars - 139440.00	83,55,496.00	1. US Dollars 393269.00	2,41,14,206.00
				2. EURO 24995.25	18,54,273.00
7.	Raw Material	US Dollars - 26980294.68	164,35,93,991.00	US Dollars 25769116.86	157,59,67,425.00
8.	Reach Registration Fees	-	-	EURO 252831.00	1,81,14,472.82
9.	Lease Rent	US Dollars - 4708.00	2,88,947.00	US Dollars 10010.00	6,06,235.08
10.	Interest Paid	1. USD - 37678.10	23,49,143.00		
		2. EURO - 33750.47	23,60,777.85	US Dollars 3232.02	2,01,596.00
11.	Carriage Outward Exps.	US Dollars - 809.00	47,885.00	-	-

Note: Previous year's figures are regrouped and reclassified wherever considered necessary.

FORM A
Form of Disclosure of particulars with respect to Consumption of Energy

Sr. No.	Particulars	Current Year 2014-15	Previous Year 2013-14
		Total	
A	POWER AND FUEL		
1	Electricity		
	a) Purchased Units	11319199	17553715
	Total Amount of Rupees (₹)	76243280	117358297
	Average rate per unit Rupees (₹)	6.74	6.69
	b) Own Generation		
	I. Through Diesel Generator		
	Units	221634	508698
	Total amount Rupees (₹)	5957624	15300803
	Average rate per unit Rupees (₹)	26.88	30.08
	II. Through Steam Turbine Units	12446200	5524400
	Total amount Rupees (₹)	40452220	20980841
	Average rate per unit Rupees (₹)	3.25	3.80
2	Coal		
	Coaking Coal for Boiler (MT)	94120.150	92109.08
	Total Cost Rupees (₹)	517430996	490705331
	Average rate per MT	5497.56	5327.44
3	Furnace Oil	0	0
4	Other		
	Fire Wood		
	Quantity (MT)	0.00	0.00
	Total Cost Rupees (₹)	0	0
	Average rate per MT (₹)	0.00	0.00
B.	CONSUMPTION PER UNIT OF PRODUCTION		
	I. Total Production (MT)		
	a) Speciality Chemicals, Aliphatic Amines & Derivatives	73802.175	79059.743
	II. Electricity (KWH)	325.02	298.34
	III. Furnace Oil (Liters)	0	0

Form B Form of Disclosure of Particulars with Respect to Technology Absorption

A. Research and Development

1. Specific Areas in which the Company Carries out R&D

- a) Identification of New products and development of latest process technologies.
- b) Backward and forward integration of products to improve value chain.
- c) New Stream is installed for CC 98% Production in R&D Plant

2. Benefits Derived:

- a) Lowered the production cost by increasing the productivity with improved consumption co-efficient, development of new products and helped in import substitution.
- b) Impact on Environment is minimized
- c) Process Time and cost reduced substantially.
- d) Addition of new stream has resulted in additional capacity of CC98%.

3. Future Course of Action

- a) Continuous improvement of processes and fine tuning process parameters to optimize utilization of energy, utilities and consumption of raw materials.
- b) Greater importance for both Backward & Forward integration of product lines for better realization and value addition.
- c) Continued emphasis on identifying new products / processes through in house R & D centre.

4. Expenditure on R&D

- a. Capital in nature Nil

B. Technology Absorption, Adoption and Innovation

Efforts Made

Through the R & D initiatives new products / processes developed, involves usage of latest technology, process and methods.

Benefits

Overall performance of the company has been satisfactory and operating at a high scale of operations and optimum utilization of resources.

For and on behalf of Board

Sd/-

A Prathap Reddy
Chairman & Managing Director

Place: Secunderabad
Date: 30th, July 2015

REPORT ON CORPORATE GOVERNANCE

A. Company's Philosophy on Corporate Governance

The Company believes that the Corporate Governance is integral to all the functions and divisions of the organization for creating value for all the stakeholders. In this competitive business environment, both the management and employees vigorously uphold the values of integrity, transparency, responsibility and accountability.

The Company believes that Corporate Governance is about best practices of business to be imbibed in to the culture of the organization and complying with value systems, ethical business practices, laws and regulations to achieve the main objectives of the Company.

At Balaji Amines Limited, the focus is on its core strengths, value systems, hard working and strategic moves to be in the leading edge of new technology. It also strives to be ahead of competition by taking all the risk assessments well in advance to mitigate the same.

The Company has strengthened its Corporate Governance practices and has set highest standards of Corporate Governance by implementing the code of Corporate Governance in accordance with clause 49 of the listing agreement with the stock exchanges.

B. Board of Directors

- i. The Board of Directors of the Company consists of Ten (10) Directors. To ensure, transparent and professional conduct of board meeting procedures in all aspects related thereto, fifty percent (50%) i.e. 5 out of 10 directors are Independent directors. The composition of the directors is in accordance with the Clause 49 of the Listing Agreements entered with the Stock Exchanges.
- ii. There are no pecuniary relationships or transactions with Independent Non Executive Directors except for sitting fees paid for attending Board and other Committee Meetings.
- iii. Six (6) Board meetings were held during the Financial Year 2014-15 and the gap between two meetings did not exceed 120 days . The said board meetings were held on the following dates:

Board Meeting Number	Date of Board Meeting
150	07.05.2014
151	28.07.2014
152	14.11.2014
153	26.12.2014
154	14.02.2015
155	07.03.2015

- iv. None of the Directors on the board is a member in more than 10 committees or Chairman in more than 5 committees, across all the companies in which he is a director.
- v. None of the Directors serves as an independent Director in more than seven Listed Companies.
- vi. During the year Mr. S. V. Pattabhiraman, Independent Director has tendered his resignation from the Board with effect from 14.11.2014. Due to which the Board Committees have being reconstituted.

vii. The names and categories of Directors on the Board, their attendance at the Board Meeting and at the Annual General Meeting, and also the number of Directorship and Committee Membership held by them in other companies are given below:

Name of the Director	Category	No. of Board Meetings attended	Attended AGM held on 29.09.2014	No. of Other Directorships Held	Memberships/ Chairmanships held in Committees of other Companies		No. of shares held in the Company
Shri A. Prathap Reddy Chairman & Managing Director DIN 00003967	Executive Director	6	Yes	3	-	-	4907048
Shri N. Rajeshwar Reddy Joint Managing Director DIN 00003854	Executive Director	1	Yes	3	-	-	594895
Shri D Ram Reddy Joint Managing Director DIN 00003864	Executive Director	2	Yes	9	-	-	466905
Shri G. Hemanth Reddy Whole Time Director DIN 00003868	Executive Director	6	Yes	2	-	-	705020
Shri A. Srinivas Reddy Whole Time Director DIN 03169721	Executive Director	1	Yes	2	-	-	1650811
Shri T. Naveena Chandra Independent Director DIN 00231636	Independent Non- Executive Director	5	No	5	-	-	50
Shri. M. Amarender Reddy Independent Director DIN 05182741	Independent Non- Executive Director	5	No	--	--	--	-
Shri. C. S. N. Murthy Independent Director DIN 00142138	Independent Non- Executive Director	3	No	1	--	--	2000
Shri Kashinath R. Dhole Independent Director DIN 01076675	Independent Non- Executive Director	2	Yes	3	-	-	-
Mrs. Vimala B. Madon Independent Director DIN 06925101	Independent Non- Executive Director	3	No	1	-	-	--
*Sri S. V. Pattabhiraman Director DIN 00195247	Independent Non- Executive Director	2	No	2	-	-	50

*Resigned with effect from 14.11.2014.

Board Committees

1. Audit Committee

The Company has a qualified and independent Audit committee and consists of Independent Directors, who provides assistance to the Board of Directors in fulfilling its responsibilities.

The Audit Committee is constituted in accordance with the provisos of clause 49 of the Listing agreement entered with the stock exchanges and Section 177 of the Companies Act, 2013 and Rule 6 and 7 of Companies (Meetings of Board and its Powers) Rules, 2014.

The Audit Committee is empowered with functions according to the powers, scope and role as defined and prescribed under the said clause 49 and Section 177 of the Companies Act, 2013 and Rule 6 and 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and acts in terms of reference and directors if any given by the board from time to time.

During the year under review, four meetings of the committee were held on 07.05.2014, 28.07.2014, 12.11.2014 and 14.02.2015.

The composition of the committee during the year as well as the particulars of the attendance at the committee meeting during the year is given below:

Name	Designation in Committee	Category of Directorship	Qualification	No. of Meetings Attended
T. Naveena Chandra	Chairman	Independent, Non- Executive	FCA	5
M. Amarender Reddy	Member	Independent, Non- Executive	B.COM CAIIB	5
C. S. N. Murthy	Member	Independent, Non- Executive	IIT & IIM	3

The composition of the committee is in accordance with the requirements of the Clause 49 of the Listing Agreement and also Section 177 of the Companies Act, 2013 and Rule 6 and 7 of Companies (Meetings of Board and its Powers) Rules, 2014

In addition to the above, the committee meetings were also attended and supported by Mr. A. Prathap Reddy (Chairman & Managing Director) and Mr. G. Hemanth Reddy (WTD and CFO) as special invitees. The Company Secretary of the Company acts as the Secretary to the Committee.

The primary objective of the audit committee is to monitor and effectively supervise the Company's financial reporting in compliance with various policies, procedures and standard practices as in vogue in India.

Terms of Reference

The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Agreement entered into with Stock Exchanges read with Section 177 of the Companies Act, 2013 and includes such other functions as may be assigned to it by the Board from time to time.

i) Powers of the Audit Committee include:

- ◆ To investigate any activity within its terms of reference.
- ◆ To seek information from any employee.
- ◆ To obtain outside legal or other professional advice.
- ◆ To secure attendance of outsiders with relevant expertise, if it considers necessary.

ii) Role of the Audit Committee includes:

- ◆ Oversight of Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- ◆ Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of auditors and fixation of audit fee.
- ◆ Approval of payment to statutory auditors for any other services rendered by them.
- ◆ Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013- changes, if any, in accounting policies and practices and reasons for the same
 - major accounting entries involving estimates based on the exercise of judgment by management
 - significant adjustments made in the financial statements arising out of audit findings
 - compliance with listing and other legal requirements relating to financial statements
 - disclosure of any related party transactions
 - review of draft Auditors Report, in particular qualifications / remarks / observations made by the Auditors on the financial statements
 - Management Discussion and Analysis of financial conditions and results of operations
- ◆ Review of Statement of significant related party transactions submitted by the management.
- ◆ Review of management letters/letters of internal control weaknesses issued by the statutory auditors.
- ◆ Review of internal audit reports relating to internal control weaknesses.
- ◆ Review of appointment, removal and terms of remuneration of the Chief Internal Auditor.
- ◆ Reviewing, with the management, the quarterly financial statements before submission to the Board for approval
- ◆ Review of the financial statements of subsidiary Companies
- ◆ Review and monitor the auditor's independence and performance and effectiveness of audit process
- ◆ Approval or any subsequent modification of transactions of the Company with related parties
- ◆ Scrutiny of inter-corporate loans and investments
- ◆ Valuation of undertakings or assets of the Company, wherever it is necessary
- ◆ Evaluation of internal financial controls and risk management systems
- ◆ To look into the reasons for substantial defaults in the payment to the shareholders (in case of non-payment of declared dividends) and creditors
- ◆ Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
- ◆ Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems
- ◆ Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
- ◆ Discussion with internal auditors of any significant findings and follow up there on
- ◆ Reviewing the risk management policies, practices and the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board
- ◆ Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- ◆ To review the functioning of the Whistle Blower Mechanism
- ◆ Approval of appointment / reappointment / remuneration of CFO (or any other person heading the finance function or

2. Nomination and Remuneration Committee

The Nomination and Remuneration committee has been formed in compliance of clause 49 of the listing agreement and pursuant to section 178 of the companies Act 2013 comprising of the 3 independent Directors.

Terms of Reference

The terms of reference of the Nomination and Remuneration Committee are as under:

- ◆ Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees.
- ◆ Formulation of criteria for evaluation of Independent Directors and the Board.
- ◆ Devising a policy on Board diversity.
- ◆ Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- ◆ To recommend/review remuneration of Key Managerial Personnel based on their performance and defined assessment criteria.
- ◆ To decide on the elements of remuneration package of all the Key Managerial Personnel i.e. salary, benefits, bonus, stock options, pensions, etc.
- ◆ Recommendation of fee / compensation if any, to be paid to Non-Executive Directors, including Independent Directors of the Board.
- ◆ Payment / revision of remuneration payable to Managerial Personnel.
- ◆ While approving the remuneration, the committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee.
- ◆ The Committee shall be in a position to bring about objectivity in determining the remuneration package while striking the balance between the interest of the Company and shareholders.
- ◆ Any other functions / powers / duties as may be entrusted by the Board from time to time.

The Company has adopted a Policy relating to the remuneration for Directors, Key Managerial Personnel and other employees of the Company which is disclosed on the website of the Company, www.balajiamines.com.

Composition:

Name	Category	Designation
Shri. M. Amarender Reddy	Independent, Non-Executive	Chairman
Shri. T. Naveena Chandra	Independent, Non-Executive	Member
Mrs. Vimala B. Madon	Independent, Non-Executive	Member

Details of remunerations paid/payable to directors for the year ended 31st March, 2015 is as under:

a) Independent, Non-Executive Directors

Name of the Director	Sitting Fees (₹)	Total (₹)
Shri. T. Naveena Chandra	26,000	26,000
Shri. M. Amarender Reddy	26,000	26,000
Shri. C.S.N. Murthy	9,000	9,000
Shri. Kashinath R. Dhole	11,000	11,000
Mrs. Vimala B. Madon	9,000	9,000
Shri. S.V. Pattabhiraman *	10,000	10,000
Total paid	91,000	91,000

* Resigned with effect from 14.11.2014

Apart from the sitting fees, there were no other pecuniary relationships or transactions of the Non-Executive Independent Directors vis-à-vis the Company.

b) Managing Director and Executive Directors

Name of the Director	Salary, allowances & Perquisites (₹)	Commission (₹)	Sitting Fees (₹)	Loans from the Company (₹)	Total (₹)
Shri. A. Prathap Reddy	43,74,400	1,41,80,529	Nil	Nil	1,85,54,929
Shri. N. Rajeshwar Reddy	34,52,400	89,27,553	Nil	Nil	1,23,79,953
Shri. D. Ram Reddy	34,52,400	89,27,553	Nil	Nil	1,23,79,953
Shri. G. Hemanth Reddy	35,52,400	26,22,576	Nil	Nil	61,74,976
Shri. A. Srinivas Reddy	18,08,400	1,06,01,553	Nil	Nil	1,24,09,953

The Chairman & Managing Director and Whole time Directors are also entitled to Company's Contribution to Provident Fund, Superannuation fund, to the extent not taxable and gratuity and encashment of leave at the end of tenure as per the rules of the Company and to the extent not taxable.

Shareholding of Directors of the Company as on 31st March, 2015

Name of the Director	Designation	Number of Shares held
Shri. A. Prathap Reddy	Chairman & Managing Director	49,07,048
Shri. N. Rajeshwar Reddy	Whole Time Director	5,94,895
Shri. D. Ram Reddy	Whole Time Director	4,66,905
Shri. G. Hemanth Reddy	Whole Time Director	7,05,020
Shri. A. Srinivas Reddy	Whole Time Director	16,50,811
Shri. M. Amarender Reddy	Director	-
Shri. T. Naveena Chandra	Director	50
Shri. C.S.N. Murthy	Director	2000
Shri. Kashinath R Dhole	Director	-
Mrs. Vimal B. Madon	Director	--
Shri. S. V. Pattabhiraman*	Director	50

* Resigned with effect from 14.11.2014

3. Shareholders/ Investors Grievance Redressal Committee

The Shareholder's /Investor Redressal committee has been formed in compliance of Clause 49 and pursuant to Section 178(5) of the Companies Act 2013. The Committee comprises of two Whole Time Directors and one Independent Director.

Composition

Name	Designation	Status
Sri M. Amarender Reddy	Chairman	Non- Executive Independent Director
Sri. A. Prathap Reddy	Member	Chairman & Managing Director
Sri G. Hemanth Reddy	Member	Whole Time Director

Terms of reference

The Committee focuses on shareholders' grievances and strengthening of investor relations. The committee looks after the services of the Registrars and share transfer agents and recommends measures for providing efficient services to investors.

The Committee specifically looks into investor complaints like Transfer/ transmission/ transposition of shares, non receipt of Annual Report, non – receipt of dividend, and other related issues.

The Committee reviews the security transfers / transmissions, process of dematerializations and the investor grievances and the system dealing with these issues.

In accordance to Clause 49 of the Listing agreement with the stock exchanges, the Board has authorized the Company Secretary, who is also a Compliance officer, to approve share transfers and/ transmissions and comply with other formalities in relation thereto. All the investors complaints, which cannot be settled at the level of the Compliance officer, will be placed before the committee for final settlement.

The committee while performing various functions relating to the interests of shareholders/investors of the Company as may be required under the provisions of the Companies Act, 2013, Listing Agreement with the Stock Exchanges and regulations/guidelines issued by the SEBI or any other regulatory authority, In order to expedite the process and for effective resolution of grievances/complaints, has delegated powers to the Share Transfer Agents i.e., M/s. Venture Capital and Corporate Investments Pvt. Ltd., to redress all complaints/grievances/enquiries of the shareholders/investors. It redresses the grievances/ complaints of shareholders/investors under the supervision of Company Secretary & Compliance Officer of the Company.

The Committee, along with the Share Transfer Agents of the Company follows the policy of attending to the complaints, if any, within seven days from the date of its receipt.

As mandated by SEBI, the Quarterly Reconciliation of Share Capital Audit, highlighting the reconciliation of total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) vis-à-vis the total issued and listed capital is being carried out by M/s. P.S. Rao & Associates, Practising Company Secretaries. This Audit confirms that the total issued and paid up capital is in agreement with the total number of shares held in physical and dematerialized form with NSDL and CDSL.

As on 31st March, 2015, 31751440 number of Equity Shares of ₹ 2/- each representing 97.99% of the total no. of shares are in dematerialized form.

Details of status of the references / complaints received and replied / resolved during the year are given in the following statements

Sr. No.	Description	No. of request received	No. of request resolved	Pending cases
1	Change of Address	-	-	0
2	Duplicate Share Certificate	-	-	0
3	Loss of Share certificate	-	-	0
4	Bank Mandate	-	-	0
5	Non Receipt of Dividend Warrant	-	-	0
6	Revalidation of Dividend	-	-	0
7	Miscellaneous	-	-	0
8	Non receipt of Bonus	-	-	0
	Total	-	-	0

There were no complaints pending for redressal during the year under review. There were no pending transfers as on 31st March 2015.

4. Corporate social responsibility committee

According to Sec.135 of The Companies Act 2013, our Company requires to constitute a Corporate Social Responsibility Committee and also a Corporate Social Responsibility Policy to be in place so as to ensure that the company spends, in every financial year, at least two per cent of the average net profits of the company made during the three immediately preceding financial years, for the betterment of the society as a whole.

The Board has constituted Corporate Social Responsibility Committee, to carry out the actions of the Committee and oversee and monitor the spending of the CSR amount and implementation of the CSR activities undertaken.

Terms of reference

The Committee shall take up CSR activities as per the policy.

The Committee shall oversee and monitor the spending of the CSR amount and implementation of the CSR activities undertaken.

The committee may report to the board, the status of each activity, utilization the ear marked funds, next course of action and also prepare a display / photographs of the works undertaken duly reporting the press clippings to spread the awareness in the regional media to get maximum beneficiaries to be impacted.

Composition

Name	Designation	Status
Sri Kashinath R. Dhole	Chairman	Independent Director
Sri N. Rajeshwar Reddy	Member	Independent Director
Sri D. Ram Reddy	Member	Independent Director

5. Research and Development Committee

Terms of reference

The Board has constituted Research and Development Committee, to carry out the Research and Development initiations.

To monitor the implementation of new R&D plans for identifying the new products, improving the processes etc. to optimize the utilization of all the resources.

Composition

Name	Designation	Status
Shri. A. Prathap Reddy	Chairman	Chairman & Managing Director
Shri. N. Rajeshwar Reddy	Member	Whole Time Director
Shri. A. Srinivas Reddy	Member	Whole Time Director

The Company has three units in operation to develop products in these units and to monitor the Research and Development initiatives in an effective manner. The Committee has formed two sub- committees at the unit level which comprise of the following members.

Unit - I	Unit - III
Shri. A. Prathap Reddy	Shri. A. Prathap Reddy
Shri. N. Rajeshwar Reddy	Shri. N. Rajeshwar Reddy
Shri. A. Srinivas Reddy	Shri. A. Srinivas Reddy
Shri. P. B. Choudhury	Dr. Shyam Rao*

* Resigned with effect from 16-04-2015.

Policies of the Company :

1. Corporate Social responsibility policy _ (refer annexure II)

2. Vigilance Mechanism / Whistle Blower Policy

The Whistle Blower (Vigil) mechanism provides a channel to the employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy and also provides for adequate safeguards against victimization of employees by giving them direct access to the Chairman of the Audit Committee in exceptional cases.

The Policy covers malpractice and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

The Whistle Blower Policy of the Company is also posted on the website of the Company.

3. Related Party Transaction Policy.

Balaji Amines Limited (the Company) recognizes that Related Party Transactions can present potential or actual conflicts of interest and may raise questions about whether such transactions are consistent with the Company's and its stockholders' best interests.

Hence, keeping in view the frequency of transactions entered by the Company with the related parties, the Board has in accordance with the Companies Act, 2013 and Clause 49 of the Listing Agreement adopted a policy on related party transactions to ensure high level of transparency in all its business dealings, thereby promoting good corporate governance.

The Company has been entering into the transactions with its subsidiaries and group companies in the ordinary course of business and on arms length basis.

The Company also have a Code of Conduct for all employees, officers and directors of the Company, which emphasizes that all possible conflicts of interest should be avoided.

Therefore, it is found appropriate to adopt a policy regarding the review and approval of Related Party Transactions in order to set forth the procedures under which certain transactions must be reviewed, approved or ratified.

4. Nomination and Remuneration Policy

Balaji Amines Limited, believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance.

Towards this, BALAJI AMINES LIMITED ensures constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.

BALAJI AMINES LIMITED recognizes the importance of Independent Directors in achieving the effectiveness of the Board. The Company aims to have an optimum combination of Executive, Non-Executive and Independent Directors. It also recognizes the importance of aligning the business objectives with specific and measureable individual objectives and targets. The Company has therefore formulated the remuneration policy for its Directors, Key Managerial Personnel and other employees keeping in view the following objectives:

- a) Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the Company successfully.
- b) Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- c) Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term

Nomination and Remuneration Policy

1. Introduction

Balaji Amines Limited believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance.

Towards this, Balaji Amines Limited ensures constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively. Balaji Amines Limited recognizes the importance of Independent Directors in achieving the effectiveness of the Board. Balaji Amines Limited aims to have an optimum combination of Executive, Non Executive independent Directors.

Balaji Amines Limited also recognizes the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:

- a) Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
- b) Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
- c) Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

2. Scope :

This Policy sets out the guiding principles for the Nomination and Remuneration Committee for identifying persons who are qualified to be promoted and recommending to the Board for the remuneration of the key managerial personnel and other employees of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

3.1 "Director" means a director appointed to the Board of the Company.

3.2 "Nomination and Remuneration Committee" means the committee constituted by BALAJI AMINES LIMITED's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement.

3.3 "Independent Director" means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49(II)(B) of the Equity Listing Agreement.

3.4 "Key Managerial Personnel" means

- (i) the Chief Executive Officer or the managing director;
- (ii) the whole-time director;
- (iii) the Chief Financial Officer; and
- (iv) the company secretary;
- (v) Vice President
- (vi) General Manager
- (vii) Dy. General Manager
- (viii) Senior Manager
- (v) such other officer as may be prescribed under the Companies Act, 2013

4. Selection of Directors and determining Directors' independence

4.1 Qualifications and criteria

4.1.1 The Nomination and Remuneration (NR) Committee, and the Board, shall review on an 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.

4.1.2 In evaluating the suitability of individual Board members, the NR Committee may take into account factors, such as:

- ❖ General understanding of the Company's business dynamics, business and social perspective;
- ❖ Educational and professional background Standing in the profession or services;
- ❖ Personal and professional ethics, integrity and values;
- ❖ Willingness to devote sufficient time and energy in carrying out their roles and responsibilities effectively.

4.1.3 The proposed appointee shall also fulfill the following requirements:

- ❖ Shall possess a Director Identification Number;
- ❖ Shall not be disqualified under the Companies Act, 2013;
- ❖ Shall give his written consent to act as a Director;
- ❖ Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- ❖ Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
- ❖ Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- ❖ Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Equity Listing Agreements and other relevant laws.

4.1.4 The NR Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

4.2 Criteria of Independence

4.2.1 The NR Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

4.2.2 The criteria of independence, as laid down in Companies Act, 2013 and Clause 49 of the Equity Listing Agreement, is as below:

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director—

- a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
- (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- c. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

e. who, neither himself nor any of his relatives—

(i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—

(A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;

(iii) holds together with his relatives two per cent or more of the total voting power of the company; or

(iv) is a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or

(v) is a material supplier, service provider or customer or a lessor or lessee of the company.

f. shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.

g. shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013.

h. who is not less than 21 years of age.

4.2.3 The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

4.3 Other Directorships / Committee memberships

4.3.1 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 directors of the Company. The NR Committee shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

4.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.

4.3.3 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 Whole-time Director in any Listed Company.

4.3.4 A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships. For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

5. Remuneration to Executive Directors and Key Managerial Personnel Non-Executive Directors and other employees

5.1.1 The Board, on the recommendation of the Nomination and Remuneration (NR) Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

5.1.2 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.

5.1.3 The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:

- (i) Basic Pay
- (ii) Perquisites and Allowances
- (iv) Commission (Applicable in case of Executive Directors)
- (v) Retiral benefits
- (vi) Annual Performance Bonus

5.1.4 The Annual Plan and Objectives for Executive Directors and Senior Executives shall be reviewed by the NR Committee and Annual Performance Bonus will be approved by the Committee based on the achievements against the Annual Plan and Objectives.

5.2 Remuneration to Non-Executive Directors

5.2.1 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.

5.2.2 Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof.

5.3 Remuneration to other employees

5.3.1 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 and their initiations in taking up challenges in their respective fields.

Meeting of Independent Directors

During the year under review, the Independent Directors met on 31st March, 2015, inter alia, to discuss:

- ☐ Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole;
- ☐ Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- ☐ 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 were present at the Meeting.

It is the general practice of the Company to notify the changes in all the applicable laws from time to time in every Board Meeting conducted.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, 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 Compliance Committees.

A structured questionnaire was prepared after taking into 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 engagement and contribution, independence of judgments, safeguarding the interest of the Company and its minority shareholders 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 who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

Familiarization Programme

It is the general practice of the Company to notify the changes in all the applicable laws from time to time in every Board Meeting conducted and inform the Board members about the provisions and rules as applicable to the company from time to time.

GENERAL BODY MEETING

Venue and time of the preceding of last three Annual General Meetings (AGM)

Year	AGM	Venue	Day & Date	Time
2013-2014	26 th AGM	Registered Office: Balaji Towers, 9/1A/1, Aasara chowk, Hotgi road, Solapur – 413224	Monday, 29 th September, 2014	11:30 A.M.
2012-2013	25 th AGM	Registered Office: Balaji Towers, 9/1A/1, Aasara chowk, Hotgi road, Solapur – 413224	Monday 30 th September 2013	11.30 A.M
2011-2012	24 th AGM	Registered Office: 165-A, Balaji Bhavan, Railway Lines, Solapur-413001	Saturday, 28 th July 2012	11:30 A.M

Special Resolutions passed in the previous 3 AGMS

SPECIAL RESOLUTION (S) PASSED AT THE 26th AGM held on 29th September 2014

1. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: To modify the terms and conditions of remuneration payable to Shri. A. Prathap Reddy, Chairman & Managing Director.
2. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: To modify the terms and conditions of remuneration payable to Shri. A. Srinivas Reddy, Director (Projects).
3. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution : To consider and reconfirm the authority to Board of Directors to borrow In excess of the Paid Up Capital and Free Reserves : powers of the Board .
4. To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution: Creation of charge/security over the assets/undertaking of the Company, in respect of borrowings.

SPECIAL RESOLUTION (S) PASSED AT THE 25th AGM Held on 30th September 2013 - Nil

SPECIAL RESOLUTION (S) PASSED AT THE 24th AGM Held on 28th July 2012 - Nil

No Special Resolution was passed during the last financial year through Postal ballot. There is no proposal to pass a special resolution through postal ballot in this AGM.

E. DISCLOSURES

a) Related Party Transaction (Shown in Notes to Accounts)

There are no materially significant related party transactions i.e., transactions material in nature, with its promoters, the Directors or the Management, their subsidiaries or relatives, etc., having potential Conflict with the interests of the Company at large.

b) Details on non-compliance by the Company, penalties and strictures imposed on the Company by stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years: None

c) Details of compliance with mandatory requirements and adoption of non-mandatory requirements of the clause Pursuant to sub-clause VII of clause 49 of the listing agreement, the Company confirms that it has complied with all mandatory requirements prescribed.

As regards non-mandatory requirements, a Remuneration Committee has been formed to evaluate remuneration packages for directors and senior staff members.

d) C.E.O. / CFO Certification

A. Prathap Reddy, Chairman & Managing Director and Mr. G. Hemanth Reddy, Whole Time director and CFO certified to the Board on the prescribed matters as required under Clause 49 of the Listing Agreement and the said Certificate was considered by the Board at its meeting held on 20th May 2015.

F. MEANS OF COMMUNICATIONS

- a) The Quarterly results are published in Business Standard (in English) and Lokmat Times and Divya Marathi, Pudhari, Sakal, Tarun Bharat, PunyaNagari, Sanchar (in regional language) dailies.
- b) Quarterly Financial Results are furnished within the time frame to all the concerned Stock Exchanges as per clause 41 of the Listing Agreement and the same are displayed on the Company's website.
- c) No presentations were made to the analysts or institutional investors during the year under review except the results being forwarded electronically to those who have requested for regular information.
- d) All material information about the Company is promptly sent through facsimile and mail to the Stock Exchanges where the Company's shares are listed and the same are displayed on the Company's website.
- e) The Company's website www.balajiamines.com contains separate dedicated section 'Investor information' where in full Annual Report is also available in a user- friendly and downloadable format.

G. GENERAL SHAREHOLDER INFORMATION

a) 27th Annual General Meeting

Date and Time	23 rd September, 2015 at 11:30 a.m.
Venue	Hotel Balaji Sarovar Premiere, Survey No. 9/1A/1, Hotgi Road, Aasara Chowk , Solapur - 413 224.

b) Tentative Financial Calendar for the Year 2015-2016

Financial Year	1 st April to 31 st March
First Quarter Results	Fourth week of July, 2015
Half Yearly Results	Fourth week of October, 2015
Third Quarter Results	Fourth week of January, 2016
Results for year end	Fourth week of April, 2016 or first week of May – 2016.

c) Date of Book Closure

17.09. 2015 to 23.09.2015 (both days inclusive)

d) Dividend Payment Date

The proposed dividend, if approved at the ensuing AGM on 23.09.2015 will be distributed within 30 days of Annual General Meeting.

e) Listing on Stock Exchange

Name of the Stock Exchange	Security Code
The National Stock Exchange of India, Mumbai	BALAMINES
The BSE Limited, Mumbai	530999

f) Market Price Data

 The closing market price of the equity shares as on 31st March, 2015, being the last trading day for the year 2014-15, was ₹ 82.00/- on NSE and ₹ 81.05/- on BSE.

The monthly movement of the equity share price during the year 2014-15 on BSE and NSE are summarized herein below.

National Stock Exchange Data

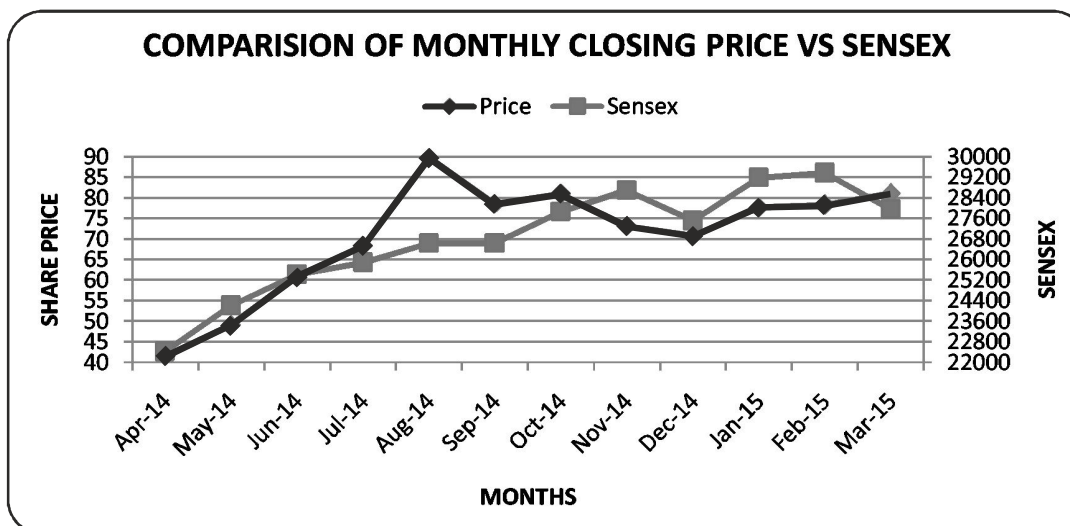
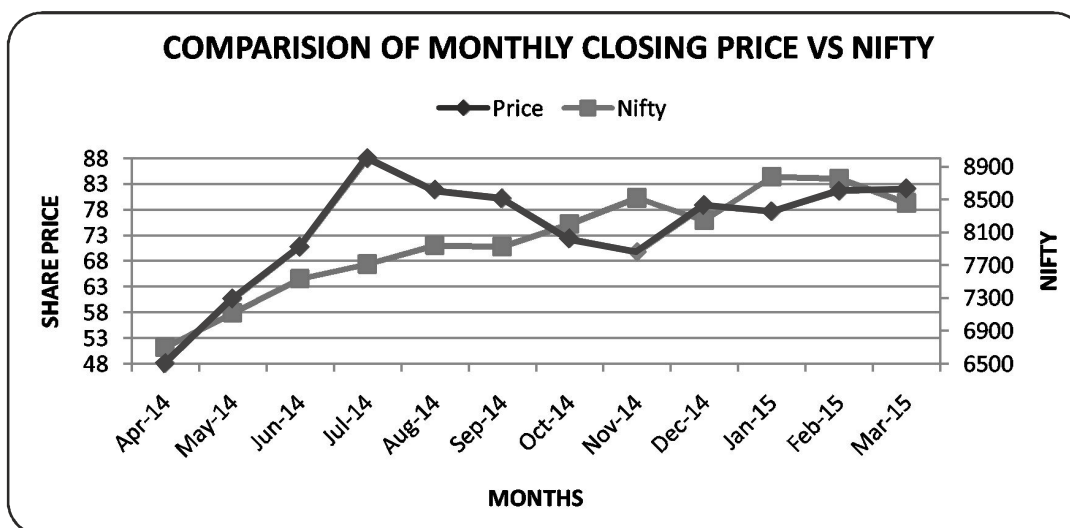
Date	Prev. Close	Open Price	High Price	Low Price	Total Trade Quantity	Turnover in lakhs
Apr-14	42.80	42.40	43.40	40.60	8405	3.55
May-14	48.10	49.00	50.50	41.70	25964	12.43
Jun-14	60.60	60.50	62.00	60.50	31483	19.22
July-14	70.75	70.90	71.70	68.10	32033	22.38
Aug-14	87.95	88.60	92.50	86.10	102891	92.82
Sep-14	81.85	82.85	82.85	77.10	11698	9.44
Oct-14	80.15	79.85	82.70	79.85	33551	27.37
Nov-14	72.45	72.55	76.95	72.55	29493	21.89
Dec-14	69.75	71.90	72.00	70.55	4326	3.08
Jan-15	78.80	78.50	80.70	78.00	5407	4.24
Feb-15	77.65	79.95	80.00	77.35	7566	5.96
Mar-15	81.60	81.15	84.00	81.05	3596	2.95

BSE Limited

Date	Prev. Close	Open Price	High Price	Low Price	Total Trade Quantity	Turnover in lakhs
Apr-14	29.95	41.00	44.90	39.50	116405	49.48
May-14	41.45	41.35	53.00	40.85	538543	254.86
Jun-14	49.20	52.00	65.80	50.00	1094646	650.67
July-14	60.90	62.00	82.40	61.60	874600	632.95
Aug-14	68.40	68.00	94.00	67.30	520817	433.91
Sep-14	89.65	90.95	99.00	74.00	271424	234.39
Oct-14	78.55	79.25	86.40	74.84	99774	80.16
Nov-14	81.00	81.10	82.00	70.15	104066	79.68
Dec-14	73.15	71.90	77.00	67.00	128488	92.22
Jan-15	70.75	71.70	82.50	69.00	134952	102.44
Feb-15	77.70	79.95	84.80	72.45	222191	178.24
Mar-15	78.30	78.85	89.10	76.20	179151	147.10

The Company has paid the annual listing fees for the year 2014-2015 to both the above stock exchanges.

The performance of the equity Share price of the Company vis-vis Sensex at BSE and NSE is as under:



g) Registrar and Share Transfer Agents:

Venture Capital and Corporate Investments Pvt. Limited

(CATEGORY-I REGISTRARS)

12-10-167, Bharatnagar, Hyderabad - 500018

Ph: 040-23818475/476; Fax: 040-23868024;

email: info@vccilindia.com

h) Share Transfer System

The R & T agents process the share transfers received in physical form and the share certificates are returned within 15 days from the date of receipt, subject to the documents being valid and complete in all respects.

The Board has delegated the authority for approving transfer, transmission etc of the Company's securities to the Share Transfer Committee.

The Company obtains half yearly Certificate of Compliance with the Share Transfer formalities as required under clause 47 (C) of the Listing Agreement with Stock exchanges from a Company Secretary in practice and the same is submitted to the Stock Exchanges within the prescribed period.

i) Distribution of Shareholding as on 31st March, 2015

Distribution Details On Face Value for the period 31/3/2015 INE050E01027				
Nominal Value	Holders		Amount	
	Number	% To Total	In Rs.	% To Total
Upto - 5000	4730	88.59	4070000	6.28
5001 - 10000	300	5.62	2359128	3.64
10001 - 20000	148	2.77	2187370	3.38
20001 - 30000	37	0.69	911318	1.41
30001 - 40000	27	0.51	936882	1.45
40001 - 50000	20	0.37	910420	1.40
50001 - 100000	31	0.58	2223694	3.43
100001 and above	46	0.86	51203188	79.01
Total	5339	100	64802000	100

j) Dematerialization

97.98 % of the Company's paid-up equity share capital has been dematerialized as on 31st March, 2015. The Equity shares of the Company are traded compulsory in dematerialized segment in all the stock exchanges and is under rolling settlement. The demat security code (ISIN) of the equity shares is INE050E01027.

k) Plant Location

Unit 1	Unit 2	Unit 3	Hotel Division
Tamalwadi Village, Tuljapur Taluka, Osmanabad District, Osmanabad - 413623. Maharashtra.	Plot No 4 & 5 Beside Sub-Station 2, IDA Bollaram, Medak – 502325. Telangana.	Plot No E-7 & 8 MIDC, Chincholi, Solapur - 413255. Maharashtra.	Survey No.9/1A/1, Aasara Chowk, Hotgi Road, Solapur – 413224. Maharashtra.

l) Outstanding GDR's/ADR's/Warrant or any convertible instruments, conversion date and likely impact on Equity

The Company does not have any outstanding instruments of the captioned type.

m) Address for Correspondence
Company Secretary & Compliance Officer

Arati V. Bandi
 Company Secretary & Compliance Officer
 Balaji Amines Limited.
 CIN : L24132MH1988PLC049387
 Balaji Towers, No. 9/1A/1, Hotgi Road,
 Aasara Chowk, Solapur- 413224.
 Email: cs@balajiamines.com

H. Compliance Certificate from Auditors

Certificate from Auditors of the Company M/s V. Sridhar & Co confirming compliance with the conditions of Corporate Governance as stipulated under clause 49 of the listing Agreement is annexed herewith

I. Code of Conduct for the Board & Senior Management Personnel

The Company has laid down a Code of Conduct which has been effectively adopted by the Board Members and Senior Management Personnel of the Company.

Shareholding Pattern as on 31.03.2015

Category Code (I)	Category of Shareholder (II)	Number of Share Holders (III)	Total Number of Shares (IV)	Number of Shares held in Dematerialized Form (V)	Total Shareholding as a percentage of total Number of Shares		Shares Pledged or otherwise encumbered	
					As a Percentage of (A+B) (VI)	As a Percentage of (A+B+C) (VII)	Number of Shares (VIII)	As a Percentage (IX)=(VIII)/(IV)*100
A	promoter and Promoter Group							
(1)	Indian							
(a)	Individuals/Hindu Undivided Family	19	12849362	12849362	39.66	39.66	5199000	40.46
(b)	Central Government /State Government (s)	0	0	0	-	-	0	-
(c)	Bodies Corporate	1	4774720	4774720	14.74	14.74	1533000	32.11
(d)	Financial Institutions / Banks	0	0	0	-	-	0	-
(e)	Any other(PAC)	0	0	0	-	-	0	0.00
(f)	Others	0	0	0	0.00	0	0	0
	Sub-Total (A)(1)	20	17624082	17624082	54.39	54.39	6732000	38.20
(2)	Foreign							
(a)	Individuals (Non Resident Individuals/ Foreign Individuals)	0	0	0	-	-	0	-
(b)	Bodies Corporate	0	0	0	-	-	0	-
(c)	Institutions	0	0	0	-	-	0	-
(d)	Qualified Foreign Investor	0	0	0	-	-	0	-
(e)	Any Other	0	0	0	-	-	0	-
	Sub-Total (A)(2)	0	0	0	-	-	0	-
B	Total Shareholding of Promoter and Promoter Group A=(A)(1) + (A)(2)	20	17624082	17624082	54.39	54.39	6732000	38.2
(1)	Institutions							
(a)	Mutual Funds/UTI	0	0	0	-	-	0	-
(b)	Financial Institutions/Banks	3	12254	12254	0.04	0.04	0	-
(c)	Central Government/State Government(s)	0	0	0	-	-	0	-
(d)	Venture Capital Funds	0	0	0	-	-	0	-
(e)	Insurance Companies	0	0	0	-	-	0	-
(f)	Foreign Institutional Investors	0	0	0	-	-	0	-
(g)	Foreign Venture Capital Investors	0	0	0	-	-	0	-
(h)	Qualified Foreign Investor	0	0	0	-	-	0	-
(i)	Any Other	0	0	0	-	-	0	-
	Sub-Total (B)(1)	3	12254	12254	0.04	0.04	0	-
(2)	Non-institutions							
(a)	Bodies Corporate	161	1699230	1685230	5.24	5.24	0	-
(b)	Individuals							
i	Individual Shareholders holding nominal share capital upto ` 1 Lakh	4959	5934636	5299076	18.32	18.32	0	-
ii	Individual Shareholders holding nominal share capital in excess of ` 1 Lakh	26	6864679	6864679	21.19	21.19	0	-
(c)	Qualified Foreign Investor-Corporate	0	0	0	-	-	0	-
(d)	CLEARING MEMBER	60	104848	104848	0.32	0.32	0	-
(e)	TRUST	1	11502	11502	0.04	0.04	0	-
(f)	Non Resident Individuals	109	149769	149769	0.46	0.46	0	-
(g)	Foreign Bodies Corp	0	0	0	-	-	0	-
(h)	Foreign Nation	0	0	0	-	-	0	-
(i)	FPI – Individual	0	0	0	-	-	0	-
(j)	FPI – Corporate	0	0	0	-	-	0	-
	Sub-Total (B)(2)	5316	14764664	14115104	45.57	45.57	0	-
	Total Public Shareholding B=(B)(1)+(B)(2)	5319	14776918	14127358	45.61	45.61	0	-
	Total (A)+(B)	5339	32401000	31751440	100.00	100.00	6732000	20.78
(C)	Shares held by Custodians and against which Depository Receipts have been issued							
(1)	Promoter and Promoter Group	0	0	0	0	0	0	0
(2)	Public	0	0	0	0	0	0	0
	GRAND TOTAL (A) + (B) + (C)	5339	32401000	31751440	100.00	100.00	6732000	20.78

CEO /CFO CERTIFICATION TO THE BOARD
(Under Clause 49 (V) of the Listing Agreement)

We, A Prathap Reddy, Chairman and Managing Director and Mr G Hemanth Reddy, Whole Time Director and CFO of the Company responsible for the finance function hereby certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the year 2014 -2015 and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulation, including Adoption of accounts in the revised Schedule VI Format for the Current and Previous Year.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year 2014-2015, which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee :
 - (i) significant changes in internal control over financial reporting during the year 2014-15
 - (ii) significant changes in accounting policies during the year 2014 - 2015 and that the same have been disclosed in the notes to the financial statements;
 - (iii) There were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-
A. Prathap Reddy
Chairman & Managing Director

Sd/-
G. Hemanth Reddy
Whole Time Director & CFO

Place : Secunderabad

Date : 20.05.2015

CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF
CORPORATE GOVERNANCE

To
The Shareholders
Balaji Amines Limited,
Solapur.

We have examined the compliance of conditions of Corporate Governance by Balaji Amines Limited for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreements of the said Company with Stock Exchanges in India.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement, as required under sub-clause 1(A) of Clause 49 of the Listing Agreement.

We state that in respect of investor grievances received during the year ended 31st March, 2015, no investor grievances are pending against the Company exceeding one month as per records maintained by the Company which are presented to the Shareholders/Investors Grievance Committee.

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

For, V. SRIDHAR & CO.
Chartered Accountants
FRN. 006206 S

Vemulapati Sridhar
Proprietor
ICAI Membership No. 202337
Secunderabad : 20th May, 2015.

DECLARATION ON CODE OF CONDUCT

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, 2015 as envisaged in the clause 49 of the listing agreement with stock exchange

Secunderabad
Date : 30/07/2015

Sd/-
A. Prathap Reddy
Chairman & Managing Director

To
Board of Directors of Balaji Amines Limited

We have audited the quarterly financial results of Balaji Amines Limited for the quarter ended March 31, 2015 and the year to date results for the period 01-04-2014 to 31-03-2015, attached herewith, being submitted by the company pursuant to the requirement of clause 41 of the Listing Agreement except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard (AS) 25, Interim Financial Reporting, issued pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 211(3C) of the Companies Act, 1956 or by the Institute of Chartered Accountants of India and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:

- i. are presented in accordance with the requirements of clause 41 of the Listing Agreement in this regard; and
- ii. give a true and fair view of the net profit and other financial information for the quarter ended March 31, 2015 as well as the year to date results for the period from April 1, 2014 to March 31, 2015.

Further, we also report that we have, on the basis of the books of account and other records and information and explanations given to us by the management, also verified the number of shares as well as percentage of shareholdings in respect of aggregate amount of public shareholdings, as furnished by the company in terms of clause 35 of the Listing Agreement and found the same to be correct.

For V.Sridhar & Co.,
Chartered Accountants,

Vemulapati Sridhar
Proprietor
ICAI Memb No : 202337
Hyderabad. May 20, 2015

INDEPENDENT AUDITOR'S REPORT

To the Members of Balaji Amines Limited on the Standalone Financial Statements

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 March 31, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of sub-section (11) of section 143 of the Act, we give in Annexure a statement on matters specified in paragraphs 3 and 4 of the said order.
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, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) In the course of our audit we have not come across any transactions or matters which have any adverse effects on the functioning of the company.
 - (f) On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (g) In our opinion, the company has adequate internal financial control systems in place and the same are effective and commensurate with the nature of business of the company and the scale of its operations.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For V.Sridhar & Co.,
Chartered Accountants,
FRN : 006206S

Vemulapati Sridhar
Proprietor
ICAI Membership No : 202337
Secunderabad May 20, 2015

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

Reg : Balaji Amines Limited,

Year Ended March 31, 2015

Referred to in Para 1 of our report of even date under the heading "Report on Other Legal and Regulatory Requirements"

1. (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
(b) The fixed assets of the company have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
2. (a) The inventory has been physically verified at reasonable intervals during the year, by the management and internal auditors.
(b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
(c) The company is maintaining proper records of inventory and according to information and explanations given to us no material discrepancies have been noticed on such physical verification.
3. The company has granted unsecured loans to its wholly owned subsidiary viz., Bhagyanagar Chemicals Ltd. The loan is interest free and the principal repayment is as per terms agreed between the parties and in our opinion there are no overdue amounts.
4. In our opinion, there are adequate internal control procedures commensurate with the size of the company and the nature of the business with regard to the purchase of the inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls.
5. The company has not accepted any deposits from the public.
6. We have broadly reviewed the records maintained by the company pursuant to the rules made by the Central Government for the maintenance of Cost Records under sub-section (1) of Section 148 of the Companies Act, and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed audit of the same.
7. (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other statutory dues applicable to it. No undisputed amounts in respect of these statutory payments were in arrear as on March 31, 2015 for a period of more than six months from the date they became payable.
(b) There are no amounts that are required to be transferred to Investor Education and Protection Fund.
8. The company does not have any accumulated losses.
9. The company has not defaulted in repayment of dues to financial institution or banks. The company has not issued debentures.
10. The company has not given guarantee for any loans taken by others.
11. The term loans have been applied for the purpose for which they have been obtained. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short term basis have been used for long term investments.
12. During the year misappropriation of coal purchases by two employees of the company has been detected by the management and legal proceedings initiated against the said employees. The stock of coal in transit has been misappropriated by the said employees of the company and the amount involved is ₹ 31.71 lacs.

For V.Sridhar & Co.,

Chartered Accountants,

FRN : 006206S

Vemulapati Sridhar

Proprietor

ICAI Membership No : 202337

Secunderabad May 20, 2015

BALAJI AMINES LIMITED
BALANCE SHEET AS AT MARCH 31, 2015

(₹ In Lacs)

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	2	648.02	648.02
(b) Reserves and surplus	3	23,124.54	19,576.02
(c) Money received against share warrants			
(2) Share application money pending allotment		-	-
(3) Non-current liabilities			
(a) Long-term borrowings	4	7,287.97	8,892.65
(b) Deferred tax liabilities (Net)	5	4,946.76	4,243.51
(c) Other Long term liabilities	6	799.50	504.14
(d) Long-term provisions		-	-
(4) Current liabilities			
(a) Short-term borrowings	7	13,555.34	13,946.00
(b) Trade payables	8	4,419.18	8,634.60
(c) Other current liabilities	9	3,761.30	4,266.97
(d) Short-term provisions	10	1,785.03	1,423.30
Total Equity and Liabilities		60327.64	62135.21
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11	32,108.35	32,507.65
(ii) Intangible assets		-	-
(iii) Capital work - in -progress	12	314.89	811.79
(iv) Intangible assets under development		-	-
(b) Non-current investments	13	71.28	71.28
(c) Deferred tax assets (Net)	-	-	-
(d) Long term loans and advances	14	73.69	74.31
(e) Other non-current assets	15	220.63	227.59
(2) Current assets			
(a) Current investments	16	2,944.00	1,994.00
(b) Inventories	17	8,952.95	9,063.50
(c) Trade receivables	18	11,498.11	13,152.61
(d) Cash and cash equivalents	19	668.98	974.39
(e) Short-term loans and advances	20	3,474.76	3,258.09
(f) Other current assets		-	-
Total Assets		60,327.64	62,135.21
ACCOUNTING POLICIES AND OTHER INFORMATION	1		

As per our report of even date
For, V. SRIDHAR & CO.
Chartered Accountants
FRN. 006206S

Vemulapati Sridhar
Proprietor
ICAI Membership No. 202337
Secunderabad May 20, 2015

For and on behalf of the Board of Directors

Sd/-
A. Prathap Reddy
Chairman and Managing
Director

Sd/-
Arati V. Bandi
Company Secretary & Compliance Officer

Sd/-
G. Hemanth Reddy
Wholetime Director & CFO

BALAJI AMINES LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015 (₹ in Lacs)

Sr. No.	Particulars	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
I	Revenue from operations	21	60,486.18	61,012.63
II	Other income	22	338.83	260.26
III	Total Revenue (I + II)		60,825.01	61,272.89
IV	Expenses:			
	Cost of materials consumed	23	34,933.65	40,342.25
	Changes in inventories of finished goods, work-in-process and Stock-in-Trade	24	137.48	-2,245.06
	Employee benefit expenses	25	1,839.87	1,584.48
	Finance costs	26	3,141.60	3,151.04
	Depreciation	11	1,859.02	1,646.49
	Other expenses	27	13,339.32	12,229.38
	Total Expenses		55,250.94	56,708.58
V	Profit before exceptional and extraordinary items and tax (III-IV)		5,574.07	4564.31
VI	Exceptional items (Previous year - Excess provision of Income Tax written back)		-	-
VII	Profit before extraordinary items and tax (V + VI)		5,574.07	4564.31
VIII	Extraordinary items		-	-
IX	Profit before tax (VII - VIII)		5,574.07	4564.31
X	Tax expense:			
	(1) Current tax		1,235.00	950.65
	(2) Deferred tax Liability		703.25	261.39
XI	Profit(Loss) from the period from continuing operations (IX-X)		3635.82	3352.27
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		3635.82	3352.27
XVI	Earning per equity share: (Profit for the period / No. of equity shares)		-	-
	(1) Basic		11.22	10.35
	(2) Diluted		11.22	10.35
	ACCOUNTING POLICIES AND OTHER INFORMATION	1		

As per our report of even date
For, V. SRIDHAR & CO.
Chartered Accountants
FRN. 006206S

Vemulapati Sridhar
Proprietor
ICAI Membership No. 202337
Secunderabad May 20, 2015

For and on behalf of the Board of Directors

Sd/-
A. Prathap Reddy
Chairman and Managing
Director

Sd/-
Arati V. Bandi
Company Secretary & Compliance Officer

Sd/-
G. Hemanth Reddy
Wholetime Director & CFO

BALAJI AMINES LIMITED
CASH FLOW STATEMENT FOR THE YEAR 2014-2015

(₹ In Lacs)

Particulars	Current Year 2014-15	Previous Year 2013-14
A. Cash flows from operating activities		
Profit before interest and tax	8,715.67	7715.36
Other income considered	-338.83	-260.26
Depreciation	1,859.02	1,646.49
Increase (+)/ Decrease (-) in Current Liabilities	-4828.98	8,948.29
Increase (-)/ Decrease (+) in Inventories	110.55	-3,388.30
Increase (-)/ Decrease (+) in Debtors	1,654.51	-2,781.27
Increase in Other Current Assets, Loans & Advances	-209.08	408.23
Less : Income tax including dividend distribution tax	-1,003.22	-1,224.34
Cash flow from Operating Activities	5959.64	11064.20
B. Cash Flow From Investing Activities		
Purchase of Fixed Assets	-810.49	-5302.20
Long term investments made	-950.00	0.00
Sale of Fixed Asset	8.59	33.66
Other Income	338.83	260.26
Cash flow from Investing activities	-1,413.07	-5,008.28
C. Cash Flow from Financing Activities		
State Subsidy	218.31	0.00
Secured loans	-1,604.68	-1,776.98
Interest paid	-3141.60	-3151.05
Dividend	-324.01	-421.21
Cash Flow from Financing Activities	-4,851.98	-5,349.24
Net increase/(decrease) in cash and cash equivalents (A+B+C)	-305.41	706.68
Cash and cash equivalents (beginning of the year)	974.39	267.71
Cash and cash equivalents (end of the year)	668.98	974.39
Increase/(decrease) in cash and cash equivalents (closing minus opening balances)	-305.41	706.68

As per our report of even date
For, V. SRIDHAR & CO.
Chartered Accountants
FRN. 006206S

Vemulapati Sridhar
Proprietor
ICAI Membership No. 202337
Secunderabad May 20, 2015

For and on behalf of the Board of Directors

Sd/-
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Sd/-
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Company Secretary & Compliance Officer

Sd/-
G. Hemanth Reddy
Wholetime Director & CFO

Note 1. Accounting Policies and Other Information

A. Significant accounting policies

(1) System of Accounting:

- i. The company follows mercantile system of accounting and recognizes income and expenditure on accrual basis.
- ii. The financial statements have been prepared in all material respects with Accounting Standards as relevant and notified by the Central Government.
- iii. The financial statements are prepared on historical cost basis and as a going concern.

(2) Revenue recognition :

- i. Sale of goods is recognized at the point of dispatch of goods to customers. Gross sale is inclusive of Excise Duty and is net of Value Added Tax / Sales Tax.
- ii. Income from guest accommodation in respect of hotel division is recognized on day to day basis after the guests checks-in. Discounts if any in this regard are accounted upon final conclusion of the bill with the guests. Any advance received in respect of the same is treated as a liability pending finalization of bill / provision of services and income from sale of Food & Beverages is recognized at the point of serving of these items to the guests. The income stated is exclusive of Sales Tax, Luxury Tax and Service Tax.
- iii. Dividends from investment are recognized as income of the year in which the same are declared by in the investee company.

(3) Tangible Fixed Assets and Depreciation :

Tangible Fixed Assets acquired by the company are reported at acquisition value, with deductions for accumulated depreciation and impairment losses, if any.

The acquisition cost for this purpose includes the purchase price (net of duties and taxes which are recoverable in future) and expenses directly attributable to the asset to bring it to the site and in the working condition for its intended use.

Where the construction or development of any such asset requiring time to set up for its intended use, is funded by borrowings, the corresponding borrowing costs are capitalized up to the date when the asset is ready for its intended use.

The interest during construction period, indirect project expenditure and trial run expenditure (net of trial run income) incurred in respect of projects under implementation are capitalized to the asset created.

Depreciation is provided in accordance with **Schedule II of the Companies Act, 2013** in respect of the remaining useful life of the asset as far as the existing assets are concerned. In respect of additions, depreciation is provided on the basis of the useful life of the assets as prescribed by Schedule II of Companies Act, 2013.

During the year the company had carried out technical evaluation of the useful life of the existing assets and applied the method of depreciation as prescribed by Schedule II of the Companies Act, 2013. The adjustment as a result of the re-computation is made to the opening balance of profit and loss account.

(4) Investments: Investments are stated at cost.

(5) Inventories:

- a) Finished goods are valued at lower of cost or Net Realizable Value. Cost for this purpose is arrived at on Absorption costing basis. Excise duty is included in valuation of finished goods.
- b) Stock in process/plant is valued at cost.

- c) Stock of raw materials, Stores and Spares and packing materials are valued at cost. Cost for this purpose, does not include duties/taxes that are recoverable in future.
- d) Food & Beverages :
 - 1. Groceries : Groceries is valued at cost arrived at on weighted average basis.
 - 2. Beverages : Valued at cost.

(6) Staff Benefits :

- a. Provident Fund Contributions are accounted on accrual basis.
- b. The company has taken a policy of Group Gratuity Scheme of Life Insurance Corporation of India. All contributions made are charged to revenue.

(7) Research and Development:

Revenue expenditure on research and development is charged to Statement of profit and loss in the year in which it is incurred. Capital expenditure on research and development is treated at par with fixed assets and depreciated as such.

(8) Deferred Taxation :

Accounting treatment in respect of deferred taxation is in accordance with Accounting Standard 22 - "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India.

(9) Sales Tax Benefits:

Shortfall / increase in sales tax benefits accruing to the company are accounted for in the year in which the final assessment by the concerned authorities is completed.

(10) Borrowing Costs:

Costs in respect of borrowings for the purpose of expansion / additional fixed investments including R & D projects are capitalized to such investments.
Borrowing costs relating to period after the commencement of operations of the project are charged to revenue.

(11) Foreign Currency Transactions:

Foreign Exchange Transactions are recorded at pre-determined standard exchange rates which are reviewed periodically. Gains or losses arising out of such periodic revisions of such standard rates and also on realization / settlement are accounted for accordingly.

(12) Impairment of Assets :

The carrying amounts of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal / external factors. An impairment loss will be recognized wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to the present value using the weighted average cost of capital. In carrying out such exercise, due effect is given to the requirements of Schedule II to Companies Act, 2013.

(13) Corporate Social Responsibility:

The company computes the amount required to be spent on Corporate Social Responsibility in accordance with the provisions of Section 135 of the Companies Act, 2013. The amounts are spent on the eligible projects prescribed under Schedule VII of the Act. Provision is made in the books for the amounts unspent, if material and the same is carried forward to be spent in the subsequent year.

B. Segment Reporting :

The company operates in two segments viz., Amines & Speciality Chemicals segment and Hotel segment.

The segment results are as under:

(₹ in crores)

Sr. No.	Particulars	Amines Segment	Hotel Segment	Total
1.	Gross revenue	596.56	11.68	608.24
2.	Segment expenses	492.76	9.73	502.49
3.	Profit before interest, depreciation and tax	103.80	1.95	105.75
4.	Segment Profit/Loss (-) before tax	63.89	(8.15)	55.74
5.	Tax Expenses	13.41	5.97	19.38
6.	Profit / Loss (-)after tax	50.48	(14.12)	36.36

C. Contingent Liabilities:

Penalty proceedings U/s.271(1)(c) of the Income Tax Act, 1961 were initiated on the company in respect of Assessment Years 2007-08, 2008-09 and 2009-10. The disallowances / additions in the assessments of these years have been deleted by the Hon'ble Income Tax Appellate Tribunal, Pune. The penalty levied in respect of these assessments would therefore stand nullified. The company preferred appeal against the penalty in all the three years and Appellate Orders for the Assessment Years 2007-08 and 2008-09 have been passed in favor of the company duly dropping the penalty. The appeal against the penalty for the Assessment Year 2009-10 is yet to be heard. Consequent to order of the Hon'ble Income Tax Appellate Tribunal in favour of the company deleting the addition the company has been advised that this penalty would stand cancel.

D. Amounts recoverable from employees

The company has an arrangement with the supplier of coal for supply of coal in specified consignments on a periodic basis. Few consignments aggregating to the value of ₹31.71 lacs have been misappropriated, while in transit, by 2 employees of the company. The services of the said employees have since terminated and the company has initiated legal action against these employees including action for the recovery of the above mentioned amounts from them. Pending recovery the amounts are shown under short term advances.

E. The company computed the expenditure to be incurred on Corporate Social Responsibility at ₹ 96.22 lacs in accordance with the provisions of Section 135 of the Companies Act, 2013. Out of the said total commitment, an amount of ₹ 1.13 lacs is spent in April, 2015. The details of the projects on which the amounts are expended by the company on account of Corporate Social Responsibility are given in Note.27.

F. Related Party transactions:

Name of the related party	Relationship	Nature of Transaction	Transaction value	Balance outstanding - Receivable / (-) Payable as on date of Balance Sheet	Amount written off / back
Bhagyanagar Chemicals Limited	A Subsidiary company	a. Lease rentals b. Loan given	a. ₹ 1,20,000/- b. ₹ 73,54,312/-	a. Nil b. ₹ 73,54,312/-	Nil
Balaji Greentech Products Limited	Company in which the Enterprise is substantially interested, by holding 66% of shares in the total paid up share capital.	a. Purchases b. Advance for capital assets	a. ₹ 6,58,921/- b. ₹ 8,35,46,790/-	a. ₹ (-) 3,495/- b. ₹ 8,35,46,790/-	Nil
A. Prathap Reddy	Chairman & Managing Director	a. Loan taken b. Interest paid	a. ₹ 3,76,78,111/- b. ₹ 26,05,823/-	₹ (-) 3,76,78,111/-	Nil
N. Rajeshwar Reddy	Joint Managing Director	a. Loan taken b. Interest paid	a. ₹ 1,55,85,199/- b. ₹ 8,66,291/-	₹ (-) 1,55,85,199/-	Nil
D. Ram Reddy	Joint Managing Director	a. Loan taken b. Interest paid	a. ₹ 97,41,448/- b. ₹ 6,34,662/-	₹ (-) 97,41,448/-	Nil

G. Hemanth Reddy	Whole Time Director	Loan taken	₹ 18,43,283/-	₹ (-) 18,43,283/-	Nil
A. Srinivas Reddy	Whole Time Director	Loan taken	₹ 70,05,230/-	₹ (-) 70,05,230/-	Nil
KPR House / Family Trust	A co ownership in which Directors and their relatives are interested	Office rent	₹ 5,61,600/-	₹ (-) 45,643/-	Nil
Balaji Sourcings Pvt.Ltd.	A Company in which Directors are interested	a. Sales b. Purchase	a. ₹ 3,00,06,691/- b. ₹ 2,38,38,500/-	Nil	Nil
Balaji Benzochem Pvt.Ltd.	A Company in which Directors are interested	Loan taken	₹ 49,54,432/-	₹ (-) 49,54,432/-	Nil
Balaji Speciality Finechem Products Pvt.Ltd.	A Company in which Directors are interested	Loan taken	₹ 9,49,400/-	₹ (-) 9,49,400/-	Nil

G. Additional Information pertaining to Statement of Profit and Loss

Sr. No.	Nature of Income/Expenses	Current Year		Previous Year	
		Amount In Foreign Currency	Amount In INR	Amount In Foreign Currency	Amount In INR
1.	Export Earning	1.US Dollars - 11203694.13 2.EURO - 9071474.39 3.GBP - 64800.00	68,58,13,049.65 71,88,77,441.84 61,76,695.50	1.US Dollars - 9990092.00 2.EURO - 10656797.00	60,17,22,589.00 85,57,96,398.00
2.	Sales Commission	US Dollars - 59939.00	37,04,504.00	US Dollars 75713.76	45,82,836.00
3.	Registration & Renewals	US Dollars - 322.00	18,848.00	US Dollars 292.00	16,203.00
4.	Travelling Expenses	1.US Dollars - 5447.42 2. EURO - 1040.00 3. AED - 355.00	3,36,874.00 87,932.00 6,106.00	1. US Dollars 15008.64 2. EURO 1371.50	9,40,946.00 1,15,897.88
5.	Exhibition Charges	1. EURO - 60139.25 2. GBP - 265.00	48,29,032.00 27,332.00	1. EURO 60690.52 2. GBP 135.00	48,63,254.00 12,312.00
6.	Capital Goods	US Dollars - 139440.00	83,55,496.00	1. US Dollars 393269.00 2. EURO 24995.25	2,41,14,206.00 18,54,273.00
7.	Raw Material	US Dollars - 26980294.68	164,35,93,991.00	US Dollars 25769116.86	157,59,67,425.00
8.	Reach Registration Fees	-	-	EURO 252831.00	1,81,14,472.82
9.	Lease Rent	US Dollars - 4708.00	2,88,947.00	US Dollars 10010.00	6,06,235.08
10.	Interest Paid	1. USD - 37678.10 2. EURO - 33750.47	23,49,143.00 23,60,777.85	US Dollars 3232.02	2,01,596.00
11.	Carriage Outward Exps.	US Dollars - 809.00	47,885.00	-	-

H. Previous year's figures are regrouped and reclassified wherever considered necessary.

BALAJI AMINES LIMITED
Notes forming part of Financial Statements

(₹ in lacs)

Particulars		As at March 31, 2015		As at March 31, 2014	
2. Share capital					
a. Authorised					
4,50,00,000 Equity Shares of ₹ 2/- each.		900.00		900.00	
		900.00		900.00	
b. Issued, subscribed & paid up					
3,24,01,000 Equity Shares of ₹ 2/- each fully paid up		648.02		648.02	
		648.02		648.02	
c. Par value of shares		2/-		2/-	
d. Number of shares outstanding at beginning of the year		3,24,01,000		3,24,01,000	
Changes during the year		-		-	
Number of shares outstanding at end of the year		3,24,01,000		3,24,01,000	
e. Restriction on disbursement of Dividend					
As part of the general terms & conditions in respect of borrowings from Banks, prior permission should be taken from the lending Banks before distribution of dividend. Similarly, the term lenders have imposed a condition that, no dividend shall be declared in the event of default in the scheduled repayment of instalment.					
f. Particulars of each shareholder holding more than 5% of share capital					
Sr. No.	Name of the Share holder	No. of Share		Percentage	
		Current year	Previous year	Current year	Previous year
1.	Ande Prathap Reddy	4907048	4907048	15.14	15.14
2.	APR Holdings & Investments Private Limited	4774720	4756720	14.74	14.68
3.	Smt. A. Shakunthala Devi	1944450	1944450	6.00	6.00
4.	Ande Srinivas Reddy	1650811	1650811	5.09	5.09
g. During the five years immediately preceding the financial year 2014-15, the company has not issued any shares without payment being received in cash, nor issued any bonus shares and the company did not buy back any shares.					
h. The company has only one class of shares i.e. Equity Shares.					
3. Reserves and surplus					
a) Capital Reserves (representing profit on re-issue of forfeited shares)		6.20		6.20	
b) Share Premium Account		569.61		569.61	
c) State Subsidy		248.31		30.00	
Total A		824.12		605.81	
d) General Reserve					
At the beginning of the year		2,126.83		1,791.60	
Add : Transfer from statement of Profit and Loss		363.59		335.23	
Total B		2,490.42		2,126.83	
e) Balance in Statement of Profit and Loss brought forward from previous year		16,843.38		14,202.92	
Effect of change in depreciation rates pursuant to Schedule II of the Companies Act, 2013 adjusted to opening reserves		160.94		-	
Profit for the year		3,635.82		3,352.27	

BALAJI AMINES LIMITED
Notes forming part of Financial Statements

(₹ in lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Less :		
(i) transfer to General Reserve	363.59	335.23
(ii) Proposed Dividend	388.81	324.01
(iii) Dividend distribution tax	77.74	52.57
Balance in Statement of Profit and Loss at the end of year Total C	19,810.00	16,843.38
Total Reserves and surplus (A + B + C)	23,124.54	19,576.02
4. Long-term borrowings		
A. Secured		
Term loans		
(i) State Bank of Hyderabad	-	4,346.28
(ii) State Bank of India	-	1,380.00
(iii) Bank of Baroda		-
(a) Rupee Term Loan	2,011.69	2,610.86
(b) FCNR Term Loan - US Dollars	985.25	-
(iv) HDFC Bank Ltd		
(a) Rupee Term Loan	1,296.10	-
(b) FCNR Term Loan - Euros	2,217.37	-
<p>During the year the term loans extended to the company by State Bank of India and State Bank of Hyderabad have been taken over by Bank of Baroda and HDFC Bank respectively. The charge creation in respect of these loans is yet to be registered with the Registrar of Companies. Further, the term loans extended earlier to the company by Bank of Baroda were secured by first charge on assets specifically financed viz., Windmill project at Satara and Hotel Project at Hotgi. As part of terms of takeover of loans of State Bank of India and State Bank of Hyderabad, the security extended to Bank of Baroda and HFDC Bank is pari-passu first charge on all the fixed assets of the company wherever located, both present and future, and by deposit of title deeds of lands belonging to the company. The modification of charge in respect of the above is also pending registration with the Registrar of Companies.</p>		
B. Unsecured		
a) From Directors		
(i) Ande Prathap Reddy	376.78	287.38
(ii) Nomula Rajeshwar Reddy	155.85	98.56
(iii) Dundarapu Ram Reddy	97.41	96.50
(iv) Gaddam Hemath Reddy	18.43	10.52
(v) Ande Srinivas Reddy	70.05	-
b) Others - Related Parties		
(i) Balaji Benzochem Pvt.Ltd.	49.55	50.75
(ii) Balaji Speciality Finechem Products Pvt.Ltd.	9.49	11.80
Total	7,287.97	8,892.65

Sr. No.	Name of the Lender	Total amount sanctioned as per sanction letter (₹ in Crores)	Repayment terms in Months	Balance as on 31.03.2015 (₹ in Crores)
1.	HDFC Bank Ltd.	10.00	36	10.00
2.	HDFC Bank Ltd.	13.28	21	11.38
3.	HDFC Bank Ltd.	34.49	42	32.03
4.	Bank of Baroda	33.00	84	23.96
5.	Bank of Baroda	5.95	84	1.81
6.	Bank of Baroda	13.90	39	13.90

(₹ in lacs)

Previous year personal guarantees of Directors were extended to State Bank of India and State Bank of Hyderabad for the amounts sanctioned by them. Current year no personal guarantees of Directors are extended in respect of new term loans sanctioned by HDFC Bank and Bank of Baroda.

5. Deferred tax liability		
Beginning of the year relating to the fixed assets	4,243.51	3,982.12
Add: (i) Timing difference arising during the year on account of depreciation (reversal in current year)	703.25	-118.75
(ii) Effect of section 35AD - Deduction in respect of Hotel Division	-	3,254.57
Sub-Total	4,946.76	7,117.94
Less: (i) Deferred Tax Assets - effect of carry forward loss	-	1,923.78
(ii) MAT Credit Entitlement	-	950.65
Balance as at March 31, 2015	4,946.76	4,243.51
6. Other long-term liabilities		
Amines Division	714.86	168.59
Hotel Division	84.64	335.55
Total	799.50	504.14
7. Short-term borrowings		
a. Secured (Refer particulars at the end of the Note)		
Towards working capital		
(i) State Bank of Hyderabad	7,040.40	7,185.60
(ii) State Bank of India	5,667.14	5,525.23
(iii) HDFC Bank Ltd.	847.80	1,224.15
(iv) Bank of Baroda	-	11.02
Total	13,555.34	13,946.00

The borrowings towards working capital limits sanctioned by banks including Working Capital Demand Loans are secured by **pari-passu** first charge by way of hypothecation of stocks and book debts and second charge on all fixed assets of the company, both present and future.

The Directors of the company viz., Sri A. Prathap Reddy, Sri N. Rajeshwar Reddy, Sri D. Ram Reddy and Sri G. Hemanth Reddy have provided personal guarantees towards the fund based and non-fund based working capital limits availed by the company from the above lenders. The aggregate amount of such guarantees provided are as under ;

Sr. No.	Name of the Bank	Aggregate amount of guarantee	Repayment terms
1.	State Bank of Hyderabad (Previous year ₹ 161 Cr.)	₹ 197.00 Cr.	On Demand
2.	State Bank of India (Previous year ₹ 94 Cr.)	₹ 94.00 Cr.	On Demand
3.	HDFC Bank Ltd. (Previous year ₹ 43 Cr.)	₹ 50.00 Cr.	On Demand
4.	Bank of Baroda (Previous year Nil)	₹ 24.00 Cr.	On Demand
	Total	₹ 365.00 Cr.	

The borrowing from Bank of Baroda - ₹11.01 lacs (Previous Year) represents overdraft availed for the purpose of hotel division against fixed deposit of ₹ 20.00 lacs. The limits sanctioned by Bank of Baroda ₹ 24 Crores have not been availed of as at 31-03-2015.

As regards item No.3 above, HDFC Bank Ltd has sanctioned an amount of ₹ 65 crores. Documents executed only for ₹ 50 crores with the documentation for the balance ₹ 15 crores pending.

(₹ in lacs)

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Note 11 : Tangible Assets (₹ in lacs)

Assets	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As at 31.03.2014	Additions	Deletion	As at 31.03.2015	For the Period	Deletion	As at 31.03.2014	As at 31.03.2015
Amines Division								
Land	564.41	2.40	0.00	566.81	0.00	0.00	564.41	566.81
Unit-I-Tamalwadi	220.63	2.40	0.00	223.03	0.00	0.00	220.63	223.03
Unit-II-Bollaram	6.57	0.00	0.00	6.57	0.00	0.00	6.57	6.57
Unit-III-Chincholi	257.52	0.00	0.00	257.52	0.00	0.00	257.52	257.52
Office - Hotgi Road	79.69	0.00	0.00	79.69	0.00	0.00	79.69	79.69
Buildings	3748.77	573.76	0.00	4322.53	118.73	0.00	3135.38	3590.41
Unit-I	1131.51	572.65	0.00	1704.16	36.22	0.00	757.93	1294.36
Unit-II	157.60	0.00	0.00	157.60	5.26	0.00	108.78	103.52
Unit-III	2459.66	1.11	0.00	2460.77	77.25	0.00	2268.67	2192.53
Wind Electric Generator	1983.48	0.00	0.00	1983.48	77.29	0.00	1356.00	1278.71
Plant & Machinery	20057.95	583.32	10.58	20630.69	772.70	165.38	14320.05	14285.47
Unit-I	7816.57	158.81	0.00	7975.38	259.86	160.93	3570.07	3629.95
Unit-II	558.85	0.00	10.58	548.27	28.95	4.45	292.99	257.91
Unit-III	11682.53	424.51	0.00	12107.04	483.89	0.00	10456.99	10397.61
Plant & Machinery R & D	3036.72	0.00	0.00	3036.72	117.11	0.00	2123.09	2005.98
Unit-I	1590.48	0.00	0.00	1590.48	57.17	0.00	1047.00	989.83
Unit-II	73.42	0.00	0.00	73.42	3.87	0.00	41.27	37.40
Unit-III	1372.82	0.00	0.00	1372.82	56.07	0.00	1034.82	978.75
Furniture & Fixtures	184.61	4.86	0.00	189.47	26.44	0.00	140.23	118.64
Unit-I	160.55	4.86	0.00	165.41	23.81	0.00	122.95	103.99
Unit-II	1.29	0.00	0.00	1.29	0.08	0.00	0.71	0.63
Unit-III	22.77	0.00	0.00	22.77	2.55	0.00	16.57	14.02
Office Equipment	99.93	8.20	0.00	108.13	25.88	0.00	51.51	33.83
Unit-I	68.99	2.92	0.00	71.91	22.28	0.00	29.53	10.17
Unit-II	21.93	3.55	0.00	25.48	1.61	0.00	14.82	16.76
Unit-III	9.01	1.73	0.00	10.74	1.99	0.00	7.16	6.90

(₹ in lacs)

Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 31.03.2014	Additions	Deletion	As at 31.03.2015	As at 31.03.2014	For the Period	Deletion	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015
Vehicles	303.75	18.99	8.65	314.09	112.19	46.13	6.30	152.02	191.56	162.07
Unit-I	98.59	16.30	8.65	106.24	62.40	18.53	6.30	74.63	36.19	31.61
Unit-II	45.21	0.00	0.00	45.21	8.59	4.29	0.00	12.88	36.62	32.33
Unit-III	159.95	2.69	0.00	162.64	41.20	23.31	0.00	64.51	118.75	98.13
Others	522.21	5.81	0.00	528.02	124.60	25.04	0.00	149.64	397.61	378.38
Unit-I	254.13	0.00	0.00	254.13	85.55	12.42	0.00	97.97	168.58	156.16
Unit-II	0.74	0.00	0.00	0.74	0.38	0.05	0.00	0.43	0.36	0.31
Unit-III	267.34	5.81	0.00	273.15	38.67	12.57	0.00	51.24	228.67	221.91
Total (A)	30501.83	1197.34	19.23	31679.94	8222.00	1209.32	171.68	9259.64	22279.84	22420.30
Hotel Division - Hotgi Road										
Land	196.76	0.00	0.00	196.76	0.00	0.00	0.00	0.00	196.76	196.76
Buildings	5648.59	14.49	0.00	5663.08	38.36	209.51	0.00	247.87	5610.23	5415.21
Plant & Machinery	2322.30	54.55	0.00	2376.85	45.96	163.64	0.00	209.60	2276.34	2167.25
Furniture & Fixtures	2015.85	38.28	0.00	2054.13	79.79	219.78	0.00	299.57	1936.06	1754.56
Office Equipment	31.74	0.58	0.00	32.32	0.84	15.32	0.00	16.16	30.90	16.16
Vehicle	11.64	0.00	0.00	11.64	0.46	1.63	0.00	2.09	11.18	9.55
Others	173.20	2.15	0.11	175.24	6.86	39.82	0.00	46.68	166.34	128.56
Total (B)	10400.08	110.05	0.11	10510.02	172.27	649.70	0.00	821.97	10227.81	9688.05
Total (A+B)	40901.91	1307.39	19.34	42189.86	8394.27	1859.02	171.68	10081.61	32507.65	32108.35

NOTE : During the year the company had given effect to change in depreciation in accordance with Schedule II of the Companies Act, 2013 and accordingly made adjustment of Rs. 16093200/- to the opening reserves.

BALAJI AMINES LIMITED
Notes forming part of Financial Statements

(₹ in lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
12. Capital work-in-progress Amines Division	314.89	811.79
Total	314.89	811.79
13. Non current investments (All unquoted unless otherwise specified)		
In subsidiary 13,00,000 equity shares of ₹ 10/- each fully paid up in Bhagyanagar Chemicals Ltd amounting to 100% of the total capital of the company. The investment is valued at cost.	70.78	70.78
Others 500 equity shares of ₹ 100/- each fully paid up in Solapur Janata Sahakari Bank. Valued at cost.	0.50	0.50
Total	71.28	71.28
14. Long Term Loans and Advances Loans to subsidiary	- 73.69	- 74.31
Total	73.69	74.31
15. Other Non Current Assets		
A) Amines division		
Deposit with Government Departments	162.04	166.30
Others	18.90	21.68
Total (A)	180.94	187.98
B) Hotel division		
Deposit with Government Departments	38.24	38.71
Others	1.45	0.90
Total (B)	39.69	39.61
Total (A+B)	220.63	227.59
16. Current Investments (All unquoted unless otherwise specified)		
Balaji Greentech Products Ltd. 23500000 (previous year 1400000)10% Cumulative Redemable Preference Shares of ₹ 10/- each fully paid up representing 100% of the Preference Share Capital issued by the company.	2,350.00	1,400.00
Balaji Greentech Products Ltd. 5940000 Equity Shares of ₹ 10/- each amounting to 66% of the share capital of the company. The above investments in Balaji Greentech Products Ltd are held for disposal in the near future.	594.00	594.00
Total	2944.00	1,994.00
17. Inventories A) Amines division [As verified, valued and certified by the Management]		
Raw Material	2,614.74	2,215.09
Work-in-Process	810.82	1,173.59
Finished Goods	4,212.34	3,987.05
Goods-in-transit / at Bonded Warehouse	82.20	503.07
Stores, Spares & Packing Materials	351.24	326.94
Fuel & Others etc.	684.91	671.88
Total A	8756.25	8877.62

BALAJI AMINES LIMITED
Notes forming part of Financial Statements

(₹ in lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
B) Hotel division		
Housekeeping, Kitchen Stewarding	184.12	173.12
Food & Beverages	12.58	12.76
Total B	196.70	185.88
Total (A+B)	8952.95	9063.50
18. Trade Receivables (Unsecured and considered good)		
A) Amines division		
Exceeding Six Months	5.52	12.27
Others	11,455.76	13,133.97
Total (A)	11,461.28	13,146.24
B) Hotel division		
Exceeding Six Months	-	-
Others	36.83	6.37
Total (B)	36.83	6.37
Total (A+B)	11,498.11	13,152.61
19. Cash & Cash Equivalent		
A) Amines division		
Cash in hand	0.31	0.59
Balance with Scheduled Banks		
In Current Accounts	357.02	66.89
In Margin money deposits	264.49	878.58
Total (A)	621.82	946.06
B) Hotel division		
Cash in hand	1.55	3.58
Balance with Scheduled Banks		
In Current Accounts	23.21	4.75
Term Deposit Receipt (Secured towards overdraft)	22.40	20.00
Total (B)	47.16	28.33
Total (A+B)	668.98	974.39
20. Short-term Loans and Advances		
A) Amines division		
Balance with Revenue Authorities	735.89	890.05
Advance Income Tax (Including TDS)	981.75	855.37
Advances to Suppliers	362.49	240.31
Prepaid Expenses	108.69	144.92
Share application money pending allotment-subsiary	-	550.00
Employees' advances	14.06	14.40
Capital advances recoverable within one year	141.74	320.55
Others - Unsecured, considered good	1,099.33	217.87
Total (A)	3,443.95	3,233.47
B) Hotel division		
Balance with Revenue Authorities	5.19	0.87
TDS	2.05	0.32
Prepaid Expenses	23.44	18.76

BALAJI AMINES LIMITED
Notes forming part of Financial Statements

(₹ in lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
Employees' advances	0.13	0.28
Capital advances recoverable within one year	-	4.39
Total (B)	30.81	24.62
Total (A+B)	3,474.76	3,258.09
21. Revenue From Operations		
A) Amines division		
Sale of Aliphatic Amines, Speciality Chemicals, Derivatives of Amines including Export Benefits	64,648.91	66,346.68
Less : Excise Duty	5,311.40	5,728.82
Total (A)	59,337.51	60,617.86
B) Hotel division		
Rooms, restaurants, banquets and other services	1,148.67	394.77
Total (B)	1,148.67	394.77
Total Revenue from operations (Net) (A+B)	60,486.18	61,012.63
22. Other Income		
A) Amines division		
Income from Wind Electric Generator	210.50	189.11
Interest on Margin Money Deposits	72.12	63.86
Sales Tax Refund	21.12	-
Central Excise Duty Refund	12.16	-
Profit on Sale of Fixed Assets	3.29	3.58
Miscellaneous Income	0.29	3.71
Total (A)	319.48	260.26
B) Hotel division		
Interest on Term Deposit	6.03	-
Miscellaneous Income	13.32	-
Total (B)	19.35	-
Total (A + B)	338.83	260.26
23. Cost of material consumed		
A) Amines division		
Opening Stock	2,215.09	1,455.51
Add: Purchases		
Raw Material - Domestic	18,462.21	17,895.58
Raw Material - Imports CIF Value	16,678.62	23,128.06
Sub- Total	37,355.92	42,479.15
Less :		
Closing Stock	2,614.74	2,215.09
Total (A)	34,741.18	40,264.06
B) Hotel division		
Food & Beverages		
Opening Stock	185.88	-
Add: Purchases	203.29	264.07
Sub-Total	389.17	264.07
Less : Closing Stock	196.70	185.88
Total (B)	192.47	78.19
Net Total (A + B)	34,933.65	40,342.25

Raw material consumption figures are derived from purchases and stock variations after adjustments on account of normal wastages.

BALAJI AMINES LIMITED
Notes forming part of Financial Statements

(₹ in lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
24. Changes in Inventories of Finished Goods & Work in Process		
(a) Opening Stock		
Finished Goods	3,987.05	2,007.14
Work-in -process	1,173.59	908.44
Sub- Total (a)	5,160.64	2,915.58
(b) Closing Stock		
Finished Goods	4,212.34	3,987.05
Work-in-process	810.82	1,173.59
Sub-Total (b)	5,023.16	5,160.64
Difference of (a) and (b) Increase (-) / Decrease(+)	137.48	-2,245.06
25. Employee benefits		
A) Amines division		
Salaries and other allowances	1,320.38	1,259.68
Bonus	60.73	61.72
Gratuity Premium	30.67	24.95
Provident Fund	94.41	71.28
Employees State Insurance	3.08	2.03
Labour Welfare Fund	0.43	0.41
Staff Welfare Expenses	26.56	25.01
Group Insurance	49.53	48.40
Total (A)	1,585.79	1,493.48
B) Hotel division		
Salaries and other allowances	216.36	76.53
Provident Fund	14.19	4.52
Employees State Insurance	5.34	1.94
Labour Welfare Fund	0.10	0.05
Staff Welfare Expenses	17.06	7.62
Group Insurance	1.03	0.34
Total (B)	254.08	91.00
Total (A+B)	1,839.87	1,584.48
26. Finance Cost		
A) Amines division		
Interest on Working Capital	1,588.45	1,365.36
Interest on Term loan	896.37	1,310.79
Processing Charges	95.24	98.51
Bank Charges	201.85	210.46
Total (A)	2,781.91	2,985.12
B) Hotel division		
Interest on Overdraft Account (against fixed deposit)	0.07	0.13
Interest on Term loan	351.85	163.68
Bank Charges	7.77	2.11
Total (B)	359.69	165.92
Total (A+B)	3,141.60	3,151.04

BALAJI AMINES LIMITED
Notes forming part of Financial Statements

(₹ in lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
27. Other Expenses		
A) Amines division		
a) Manufacturing Expenses		
i) Power and Fuel	6,089.07	6,272.07
ii) Stores, Spares and Packing Material	2,388.42	2,232.91
iii) Repairs & Maintenance - Plant & Machinery	143.18	176.28
iv) Repairs & Maintenance - Building	24.96	42.56
b) Selling & Distribution Expenses		
i) Advertisement, Publicity & Sales Promotion Expenses	184.69	121.15
ii) Discount on Sales	241.17	254.19
iii) Freight & Forwarding	1,820.12	1,758.82
iv) Other Selling & Distribution Expenses	337.04	307.80
c) Administrative & General Expenses		
i) Rent, Rates & Taxes	244.38	194.49
ii) Salaries & allowances to Directors	154.02	143.63
iii) Commission to Directors	452.60	349.92
iv) Foreign Exchange Fluctuations Loss / (Gain)	111.25	-366.90
v) Auditors Remuneration		
a) Audit Fees	12.75	14.25
b) Tax Audit Fees	3.00	3.00
c) Tax and Other Matters	-	3.00
vii) Other Expenses	408.79	408.34
d) Insurance		
i) Plant & Machinery & Building	27.17	30.48
ii) Wind Electric Generator	6.12	6.12
iii) Raw Material & Finished Goods	35.80	35.50
iv) Cash In Transit	0.07	0.07
v) Loss of Profit	17.06	15.94
vi) Motor Vehicle	6.40	7.40
vii) Public Liability Act	9.76	9.06
e) Expenditure on Corporate Social Responsibility		
i) Promoting Education	12.53	-
ii) Funds for Orphan Childrens	1.00	-
iii) Road Maintenance - Hotgi Road Local area of Regd office	2.66	2.13
iv) Roads in Tamalwadi - Local area of factory - Unit-I	3.17	-
v) Arrangement of Drinking Water	6.35	-
vi) Promotion of Road Safety	2.10	-
vii) Solar Street Light	2.40	-
viii) Mission Kaktiya - Government of Telangana	50.55	-
ix) District Collector, Medak - Area of Unit II	1.00	-
x) Hospital in Chincholi - Area of Unit III	13.32	-
Total (A)	12,812.90	12,022.21

BALAJI AMINES LIMITED
Notes forming part of Financial Statements

(₹ in lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
B) Hotel division		
i) Power and Fuel	279.71	108.87
ii) Stores, Spares and Packing Material	0.05	0.12
iii) Repairs & Maintenance - Plant & Machinery	18.08	2.95
iv) Repairs & Maintenance - Building	4.38	2.24
v) Repairs & Maintenance - Kitchen Equipments	2.02	-
vi) Insurance - Plant & Machinery	7.60	-
vii) Insurance	0.56	0.22
viii) Repairs & Maintenance - Others	10.22	-
ix) Banquet Expenses	3.53	2.84
x) Spa Operating Expenses	11.13	3.05
xi) Laundry expenses	10.36	3.77
xii) Advertisement, Publicity & Sales Promotion Expenses	18.34	5.91
xiii) Freight & Forwarding	3.07	0.90
xiv) Rent, Rates & Taxes	35.98	25.86
xv) Operator's Management & Incentives Fees	52.05	14.81
xvi) Audit Fees	1.50	-
xvii) Others	67.84	35.63
Total (B)	526.42	207.17
Total (A+B)	13,339.32	12,229.38

As per our report of even date
For, V. SRIDHAR & CO.
Chartered Accountants
FRN. 006206S

Vemulapati Sridhar
Proprietor
ICAI Membership No. 202337
Secunderabad. May 20, 2015.

For and on behalf of the Board of Directors

Sd/-
A. Prathap Reddy
Chairman and Managing
Director

Sd/-
G. Hemanth Reddy
Wholetime Director & CFO

Sd/-
Arati V. Bandi
Company Secretary & Compliance Officer

AUDITORS' REPORT
(on Consolidated Financial Statements)

To
The Members of M/s. Balaji Amines Limited.
Solapur.

1. We have audited the attached Consolidated Balance Sheet of M/s. Balaji Amines Limited, and its subsidiaries Bhagyanagar Chemicals Limited and Balaji Greentech Products Limited as at March 31, 2015, the Consolidated Statement of Profit and Loss and also the Consolidated Cash Flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these Consolidated financial statements based on our audit.
2. We conducted our audit in accordance with Auditing Standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the Accounting Principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We report that the consolidated financial statements have been prepared by the management of Balaji Amines Limited in accordance with the requirements of Section 129(3) of Companies Act, 2013, Accounting Standard 21, "Consolidated Financial Statements", and other applicable standards issued by the Institute of Chartered Accountants of India.
4. In our opinion and to the best of our information and according to the explanations given to us, the said Consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) in the case of the Consolidated Balance Sheet, of the state of affairs of Balaji Amines Limited and its subsidiaries Bhagyanagar Chemicals Limited and Balaji Greentech Products Limited as at March 31, 2015;
 - b) in the case of the Consolidated Statement of Profit and Loss, of the Profit for the year ended on that date; and
 - c) in the case of the Consolidated Cash Flow statement, of the cash flows for the year ended on that date.

For V.Sridhar & Co.,
Chartered Accountants
FRN 006206S

Vemulapati Sridhar
Proprietor
ICAI Membership No : 202337
Secunderabad. May 20, 2015.

**BALAJI AMINES LIMITED
CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015**

(₹ In Lacs)

Particulars	Note No.	As at March 31, 2015	As at March 31, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	2	648.02	648.02
(b) Reserves and surplus	3	22,143.30	19,464.09
(c) Money received against share warrants		-	-
(1A) Minority Interest in subsidiaries		198.53	-
(2) Share application money pending allotment		-	-
(3) Non-current liabilities			
(a) Long-term borrowings	4	7,480.06	8,892.65
(b) Deferred tax liabilities (Net)	5	4,512.66	4,243.51
(c) Other Long term liabilities	6	1,634.94	504.14
(d) Long-term provisions		-	-
(4) Current liabilities			
(a) Short-term borrowings	7	14,846.10	13,946.00
(b) Trade payables	8	4,755.05	8,634.60
(c) Other current liabilities	9	4,239.68	4,267.31
(d) Short-term provisions	10	1,796.44	1,423.30
Total Equity and Liabilities		62254.78	62023.62
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	11	34,110.51	32,538.57
(ii) Intangible assets		-	-
(iii) Capital work - in -progress	12	332.08	811.79
(iv) Intangible assets under development		-	-
(b) Non-current investments	13	1.50	1.50
(c) Deferred tax assets (Net)		-	-
(d) Long term loans and advances	14	-	-
(e) Other non-current assets	15	231.08	227.59
(2) Current assets			
(a) Current investments	16	-	1,994.00
(b) Inventories	17	11,237.71	9,063.50
(c) Trade receivables	18	11,936.60	13,152.61
(d) Cash and cash equivalents	19	699.67	974.51
(e) Short-term loans and advances	20	3,705.63	3,259.55
(f) Other current assets		-	-
Total Assets		62254.78	62023.62
ACCOUNTING POLICIES AND OTHER INFORMATION	1		

As per our report of even date

For, V. SRIDHAR & CO.

Chartered Accountants

FRN. 006206S

Vemulapati Sridhar

Proprietor

ICAI Membership No. 202337

Secunderabad. May 20, 2015.

For and on behalf of the Board of Directors
Sd/-
A. Prathap Reddy

Chairman and Managing
Director

Sd/-
G. Hemanth Reddy

Wholetime Director & CFO

Sd/-
Arati V. Bandi

Company Secretary & Compliance Officer

BALAJI AMINES LIMITED
STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015

(₹ In Lacs)

Sr. No.	Particulars	Note No.	For the year ended March 31, 2015	For the year ended March 31, 2014
I	Revenue from operations	21	61,877.49	61,012.63
II	Other income	22	425.95	260.33
III	Total Revenue (I + II)		62,303.44	61,272.96
IV	Expenses:			
	Cost of materials consumed	23	35,666.74	40,342.26
	Changes in inventories of finished goods, work-in-process and Stock-in-Trade	24	287.69	-2,245.06
	Employee benefit expenses	25	2,090.00	1,584.48
	Finance costs	26	3,487.76	3,151.04
	Depreciation	11	2,007.57	1,648.94
	Other expenses	27	13,657.16	12,228.50
	Total Expenses		57,196.92	56,710.16
V	Profit before exceptional and extraordinary items and tax (III-IV)		5106.52	4562.80
VI	Exceptional items (Previous year - Excess provision of Income Tax written back)		-	-
VII	Profit before extraordinary items and tax (V + VI)		5106.52	4562.80
VIII	Extraordinary items		-	-
IX	Profit before tax (VII - VIII)		5106.52	4562.80
X	Tax expense:			
	(1) Current tax		1,235.00	950.65
	(2) Deferred tax Liability / Assets		551.79	261.39
XI	Profit(Loss) from the period from continuing operations (IX-X)		3319.73	3350.76
XII	Profit/(Loss) from discontinuing operations		-	-
XIII	Tax expense of discounting operations		-	-
XIV	Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		3319.73	3350.76
	Total		3319.73	3350.76
XVI	Less : Minority interest in the loss of subsidiary		107.47	-
XVII	Consolidated profit		3427.20	-
XVIII	Earning per equity share: (Profit for the period / No. of equity shares) in Rupee			
	(1) Basic		10.25	10.34
	(2) Diluted		10.25	10.34
	ACCOUNTING POLICIES AND OTHER INFORMATION	1		

As per our report of even date
For, V. SRIDHAR & CO.
Chartered Accountants
FRN. 006206S

Vemulapati Sridhar
Proprietor
ICAI Membership No. 202337
Secunderabad. May 20, 2015.

For and on behalf of the Board of Directors

Sd/-
A. Prathap Reddy
Chairman and Managing
Director

Sd/-
G. Hemanth Reddy
Wholetime Director & CFO

Sd/-
Arati V. Bandi
Company Secretary & Compliance Officer

BALAJI AMINES LIMITED
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR 2014-2015

(₹ In Lacs)

Particulars	Current Year 2014-15	Previous Year 2013-14
A. Cash flows from operating activities		
Profit before interest and tax	8594.28	7713.85
Other income considered	-425.95	-260.33
Depreciation	2007.57	1648.94
Increase (+)/ Decrease (-) in Current Liabilities	-4904.76	8948.46
Increase (-)/ Decrease (+) in Inventories	401.66	-3388.30
Increase (-)/ Decrease (+) in Debtors	1710.91	-2781.27
Increase in Other Current Assets, Loans & Advances	-804.84	407.19
Less : Income tax including dividend distribution tax	-1003.21	-1224.34
Cash flow from Operating Activities	5575.66	11064.20
B. Cash Flow From Investing Activities		
Purchase of Fixed Assets	-810.49	-5302.20
Sale of Fixed Asset	8.59	33.66
Other Income	425.95	260.26
Cash flow from Investing activities	-375.95	-5008.28
C. Cash Flow from Financing Activities		
State Subsidy	218.31	-
Secured loans	-1913.64	-1776.98
Interest paid	-3487.76	-3151.05
Dividend	-324.01	-421.21
Cash Flow from Financing Activities	-5507.10	-5349.24
Net increase/(decrease) in cash and cash equivalents (A+B+C)	-307.39	706.68
Cash and cash equivalents (beginning of the year)	1007.06	267.71
Cash and cash equivalents (end of the year)	699.67	974.39
Increase/(decrease) in cash and cash equivalents (closing minus opening balances)	-307.39	706.68

As per our report of even date
For, V. SRIDHAR & CO.
Chartered Accountants
FRN. 006206S

Vemulapati Sridhar
Proprietor
ICAI Membership No. 202337
Secunderabad. May 20, 2015.

For and on behalf of the Board of Directors

Sd/-
A. Prathap Reddy
Chairman and Managing
Director

Sd/-
G. Hemanth Reddy
Wholetime Director & CFO

Sd/-
Arati V. Bandi
Company Secretary & Compliance Officer

Note 1. Accounting Policies and Other Information

A. The consolidated financial statements for the year ended March 31, 2015 pertain to financial statements of Balaji Amines Limited and its subsidiaries Bhagyanagar Chemicals Limited and Balaji Greentech Products Limited. For the previous year ended March 31, 2014, the financial statements of Balaji Greentech Products Limited were not consolidated in accordance with guidelines given in Accounting Standard 21 issued by the Institute of Chartered Accountants of India. For the year ended March 31, 2015 the financial statements of Balaji Greentech Products Limited are considered for consolidation in terms of provisions of Section 129 of the Companies Act, 2013.

B. Significant accounting policies

(A) System of Accounting:

- i. The company follows mercantile system of accounting and recognizes income and expenditure on accrual basis.
- ii. The financial statements have been prepared in all material respects with Accounting Standards as relevant and notified by the Central Government.
- iii. The financial statements are prepared on historical cost basis and as a going concern.

(B) Revenue recognition :

- i. Sale of goods is recognized at the point of dispatch of goods to customers. Gross sale is inclusive of Excise Duty and is net of Value Added Tax / Sales Tax.
- ii. Income from guest accommodation in respect of hotel division is recognized on day to day basis after the guests checks-in. Discounts if any in this regard are accounted upon final conclusion of the bill with the guests. Any advance received in respect of the same is treated as a liability pending finalization of bill / provision of services and income from sale of Food & Beverages is recognized at the point of serving of these items to the guests. The income stated is exclusive of Sales Tax, Luxury Tax and Service Tax.
- iii. Dividends from investment are recognized as income of the year in which the same are declared by in the investee company.

(C) Tangible Fixed Assets and Depreciation :

Tangible Fixed Assets acquired by the company are reported at acquisition value, with deductions for accumulated depreciation and impairment losses, if any.

The acquisition cost for this purpose includes the purchase price (net of duties and taxes which are recoverable in future) and expenses directly attributable to the asset to bring it to the site and in the working condition for its intended use.

Where the construction or development of any such asset requiring time to set up for its intended use, is funded by borrowings, the corresponding borrowing costs are capitalized up to the date when the asset is ready for its intended use.

The interest during construction period, indirect project expenditure and trial run expenditure (net of trial run income) incurred till the date of declaration of commercial operations in respect of hotel division are capitalized pro-rata to the building and plant & machinery of hotel division.

Depreciation is provided in the manner provided in Schedule II to the Companies Act, 2013. The difference if any arising out of reworking of depreciation by applying the useful life of the assets prescribed in Schedule II is adjusted to opening balance of reserves.

(C) **Investments:** Investments are stated at cost.

(D) **Inventories:**

- a) Finished goods are valued at lower of cost or Net Realizable Value. Cost for this purpose is arrived at on Absorption costing basis. Excise duty is included in valuation of finished goods.
- b) Stock in process/plant is valued at cost.
- c) Stock of raw materials, Stores and Spares and packing materials are valued at cost. Cost for this purpose, does not include duties/taxes that are recoverable in future.
- d) Food & Beverages :
 1. Groceries : Groceries is valued at cost arrived at on weighted average basis.
 2. Beverages : Valued at cost.

(E) **Staff Benefits :**

- a. Provident Fund Contributions are accounted on accrual basis.
- b. Wherever gratuity is applicable the company has taken a policy of Group Gratuity Scheme of Life Insurance Corporation of India. All contributions made are charged to revenue.

(F) **Research and Development:**

Revenue expenditure on research and development is charged to Statement of profit and loss in the year in which it is incurred. Capital expenditure on research and development is treated at par with fixed assets and depreciated as such.

(G) **Deferred Taxation :**

Accounting treatment in respect of deferred taxation is in accordance with Accounting Standard 22 - "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India.

(H) **Sales Tax Benefits:**

Shortfall / increase in sales tax benefits accruing to the company are accounted for in the year in which the final assessment by the concerned authorities is completed.

(I) **Borrowing Costs:**

Costs in respect of borrowings for the purpose of expansion / additional fixed investments including R & D projects are capitalized to such investments.

Borrowing costs relating to period after the commencement of operations of the project are charged to revenue.

(J) **Foreign Currency Transactions:**

Foreign Exchange Transactions are recorded at pre-determined standard exchange rates which are reviewed periodically. Gains or losses arising out of such periodic revisions of such standard rates and also on realization / settlement are accounted for accordingly.

(K) **Impairment of Assets :**

The carrying amounts of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal / external factors. An impairment loss will be recognized wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is greater of the asset's net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to the present value using the weighted average cost of capital. In carrying out the said exercise, due consideration is given to the requirements of Schedule II to Companies Act, 2013.

(L) Segment Reporting :

In reporting the segment wise results in the consolidated financial statements, the independent activity of the subsidiary is treated as a separate segment along with the segments of the holding company.

The segment results are as under:

(₹ in Crores)

Sr. No.	Particulars	Amines Segment	Hotel Segment	CFL Lamps	Total
1.	Gross revenue	596.56	11.68	14.79	623.03
2.	Segment expenses	492.76	9.73	14.51	517.00
3.	Profit before interest, depreciation and tax	103.80	1.95	0.28	106.03
4.	Segment Profit/Loss (-) before tax	63.89	(8.15)	(4.68)	51.06
5.	Tax Expenses	13.41	5.97	(1.51)	17.87
6.	Profit after tax	50.48	(14.12)	(3.16)	33.20

C. Contingent Liabilities:

Penalty proceedings U/s.271(1)(c) of the Income Tax Act, 1961 were initiated on the holding company viz., Balaji Amines Limited, in respect of Assessment Years 2007-08, 2008-09 and 2009-10. The disallowances / additions in the assessments of these years have been deleted by the Hon'ble Income Tax Appellate Tribunal, Pune. The penalty levied in respect of these assessments would therefore stand nullified. The company preferred appeal against the penalty in all the three years and Appellate Orders for the Assessment Years 2007-08 and 2008-09 have been passed in favor of the company duly dropping the penalty. The appeal against the penalty for the Assessment Year 2009-10 is yet to be heard. Consequent to order of the Hon'ble Income Tax Appellate Tribunal in favour of the company deleting the addition the company has been advised that this penalty would stand cancelled.

D. Additional Information pursuant to Schedule III of Companies Act, 2013

Name of the subsidiary	Net assets i.e., Total Assets minus Total Liabilities		Share in Profit or Loss	
	As % of consolidated net assets	Amount (Rupees)	As % of consolidated profit or loss	Amount (Rupees)
Bhagyanagar Chemicals Limited	Not Applicable	(50,35,316)	0.00	(400)
Balaji Greentech Products Limited	10.02%	22,82,42,969	Not Applicable	(2,08,61,705)

Minority Interest in subsidiaries

Name of the subsidiary	Minority interest	Remarks
Bhagyanagar Chemicals Limited	Nil	100% subsidiary
Balaji Greentech Products Limited	34%	66% of equity and 100% of preference capital is held by the holding company

NOTE : The company does not have any associates or joint ventures.

E. The above notes are the disclosures relevant to consolidated financial statements only. The completed disclosures, as required are made in the standalone and the financial statements of the holding and subsidiary companies respectively. Material items however are disclosed as part of notes to consolidated financial statements.

BALAJI AMINES LIMITED
Notes forming part of Consolidated Financial Statements

(₹ In Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
2. Share capital		
a. Authorised		
4,50,00,000 Equity Shares of Rs. 2/- each.	900.00	900.00
	900.00	900.00
b. Issued, subscribed & paid up		
3,24,01,000 Equity Shares of Rs. 2/- each fully paid up	648.02	648.02
	648.02	648.02
c. Par value of shares	2/-	2/-
d. Number of shares outstanding at beginning of the year	3,24,01,000	3,24,01,000
Changes during the year	-	-
Number of shares outstanding at end of the year	3,24,01,000	3,24,01,000
3. Reserves and surplus		
a) Capital Reserves (representing profit on re-issue of forfeited shares)	6.21	6.21
b) Share Premium Account	569.61	569.61
c) State Subsidy	248.31	30.00
Total A	824.13	605.82
d) General Reserve		
At the beginning of the year	2,126.83	1,791.60
Add : Transfer from statement of Profit and Loss	363.59	335.23
Total B	2,490.42	2,126.83
e) Balance in Statement of Profit and Loss brought forward from previous year	16,070.76	14,092.49
Effect of change in depreciation rates pursuant to Schedule II of the Companies Act, 2013 adjusted to opening reserves	160.93	-
Profit for the year	3,427.20	3,350.76
Less :		
(i) transfer to General Reserve	363.59	335.23
(ii) Proposed Dividend	388.81	324.01
(iii) Dividend distribution tax	77.74	52.57
Balance in Statement of Profit and Loss at the end of year Total C	18,828.75	16,731.44
Total Reserves and surplus (A + B + C)	22,143.30	19,464.09
4. Long-term borrowings		
A. Secured		
Term loans		
(i) State Bank of Hyderabad	87.39	4,346.28
(ii) State Bank of India	-	1,380.00
(iii) Bank of Baroda		-
(a) Rupee Term Loan	2,011.69	2,610.86
(b) FCNR Term Loan - US Dollars	985.25	-
(iv) HDFC Bank Ltd		
(a) Rupee Term Loan	1,296.10	-
(b) FCNR Term Loan - Euros	2,217.37	-
B. Unsecured		
a) From Directors		
(i) Ande Prathap Reddy	436.78	287.38
(ii) Nomula Rajeshwar Reddy	155.85	98.56

BALAJI AMINES LIMITED
Notes forming part of Consolidated Financial Statements

(₹ In Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
(iii) Dundarapu Ram Reddy	97.42	96.50
(iv) Gaddam Hemath Reddy	63.13	10.52
(v) Ande Srinivas Reddy	70.05	-
b) Others		
(i) Balaji Benzochem Pvt.Ltd.	49.54	50.75
(ii) Balaji Speciality Finechem Products Pvt.Ltd.	9.49	11.80
Total	7,480.06	8,892.65
5. Deferred tax liability		
Beginning of the year relating to the fixed assets	3,960.87	3,982.12
Add: (i) Timing difference arising during the year on account of depreciation (reversal in current year)	551.79	-118.75
(ii) Effect of section 35AD - Deduction in respect of Hotel Division	-	-
	-	3,254.57
Total	4,512.66	7,117.94
Less: (i) Deferred Tax Assets - effect of carry forward loss	-	1,923.78
(ii) MAT Credit Entitlement	-	950.65
Balance as at March 31, 2015	4,512.66	4,243.51
6. Other long-term liabilities		
Amines Division	1,550.29	168.59
Hotel Division	84.65	335.55
Total	1,634.94	504.14
7. Short-term borrowings		
Secured		
Towards working capital		
(i) State Bank of Hyderabad	8,331.16	7,185.60
(ii) State Bank of India	5,667.14	5,525.23
(iii) HDFC Bank Ltd.	847.80	1,224.15
(iv) Bank of Baroda	-	11.02
Total	14,846.10	13,946.00
8. Trade payables		
Trade payables	4,588.49	8,606.13
Others	166.56	28.47
Total	4,755.05	8,634.60
9. Other current liabilities		
Installments of term loans from banks payable within one year	3,259.11	3,323.26
Interest accrued & due on term loans	83.74	98.73
Duties and taxes (including Excise duty on closing stock of finished goods Rs.4,68,03,775/-, Previous year Rs.4,38,58,938/-)	517.45	514.37
Others	379.38	330.95
Total	4,239.68	4,267.31
10. Short-term provisions		
Provision for Current Tax	1,235.00	950.65
Dividend on Equity Shares	388.81	324.01
Dividend Distribution Tax	77.74	52.57
Salaries	94.89	96.07
Total	1,796.44	1,423.30

(₹ In Lacs)

Note 11 : Tangible Assets

Assets	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 31.03.2014	Additions	Deletion	As at 31.03.2015	As at 31.03.2014	For the Period	Adjustments	As at 31.03.2015	As at 31.03.2014	As at 31.03.2015
Land	929.92	2.40	0.00	932.32	0.00	0.00	0.00	0.00	929.93	932.32
Buildings	10020.48	588.25	0.00	10608.73	768.32	347.94	0.00	1116.26	9252.16	9492.47
Wind Electric Generator	1983.48	0.00	0.00	1983.48	627.48	77.29	0.00	704.77	1356.00	1278.71
Plant & Machinery	24373.70	637.87	10.58	25000.99	6307.69	1063.78	156.38	7215.09	18066.01	17785.90
Plant & Machinery R & D	3036.72	0.00	0.00	3036.72	913.63	117.11	0.00	1030.74	2123.09	2005.98
Furniture & Fixtures	2208.31	43.14	0.00	2251.45	126.95	246.68	0.04	373.67	2081.36	1877.78
Office Equipment	140.53	8.78	0.00	149.31	51.47	41.74	0.00	93.21	89.06	56.10
Vehicles	315.38	18.99	8.65	325.72	112.64	47.76	6.30	154.10	202.74	171.62
Others	705.15	7.96	0.10	713.01	137.94	65.27	0.17	203.38	564.11	509.63
TOTAL	43713.67	1307.39	19.33	45001.73	9046.12	2007.57	162.89	10891.22	34664.46	34110.51

BALAJI AMINES LIMITED
Notes forming part of Consolidated Financial Statements

(₹ In Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
12. Capital work-in-progress		
Amines Division	314.88	811.79
CDM Project Expenses	17.20	-
Total	332.08	811.79
13. Non current investments (All unquoted unless otherwise specified)		
Others		
500 equity shares of Rs. 100/- each fully paid up in Solapur Janata Sahakari Bank. Valued at cost.	0.50	0.50
1000 Share of Rs.100/- fully paid up progressive Effluent Treatment Plant Limited	1.00	1.00
Total	1.50	1.50
14. Long Term Loans and Advances	-	-
Total	0	0
15. Other Non Current Assets		
Deposit with Government Departments	210.73	205.01
Others	20.35	22.58
Total	231.08	227.59
16. Current Investments (All unquoted unless otherwise specified)		
Balaji Greentech Products Ltd. 23500000 (previous year 1400000)10% Cumulative Redemable Preference Shares of 10/- each fully paid up representing 100% of the Preference Share Capital issued by the company.	-	1,400.00
Balaji Greentech Products Ltd. 5940000 Equity Shares of Rs. 10/- each amounting to 66% of the share capital of the company.	-	594.00
The above investments in Balaji Greentech Products Ltd are held for disposal in the near future.		
Total	0	1,994.00
17. Inventories [As verified, valued and certified by the Management]		
Raw Material	2,753.04	2,215.09
Work-in-Process	2,509.99	1,173.59
Finished Goods	4,357.83	3,987.05
Goods-in-transit / at Bonded Warehouse	82.20	503.07
Stores, Spares & Packing Materials	653.04	326.94
Fuel & Others etc.	684.91	671.88
Housekeeping, Kitchen Stewarding	184.12	173.12
Food & Beverages	12.58	12.76
Total	11,237.71	9,063.50
18. Trade Receivables (Unsecured and considered good)		
Exceeding Six Months	72.24	12.27
Others	11,864.36	13,140.34
Total	11,936.60	13,152.61

(₹ In Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
19. Cash & Cash Equivalent		
Cash in hand	2.11	4.17
Balance with Scheduled Banks		
In Current Accounts	398.40	71.76
In Margin money	276.75	878.58
Term Deposit Receipts	22.41	20.00
Total	699.67	974.51
20. Short-term Loans and Advances		
Balance with Revenue Authorities	867.14	890.92
Advance Income Tax (Including TDS)	984.70	855.69
Advances to Suppliers	372.00	240.31
Prepaid Expenses	132.12	163.67
Share application money pending in BGPL	-	550.00
Employees' advances	14.64	14.68
Capital advances recoverable within one year	141.74	324.94
Others - Unsecured, considered good	1,193.29	219.34
Total	3,705.63	3,259.55
21. Revenue From Operation		
Gross sales	67,369.46	66,741.45
Less : Excise Duty	5,491.97	5,728.82
Total	61,877.49	61,012.63
22. Other Income		
Income from Wind Electric Generator	210.50	189.11
Interest	78.96	63.93
Sales Tax Refund Received	21.12	-
Central Excise Duty Refund	12.16	-
Profit on Sale of Fixed Assets	3.29	3.58
Reimbursement of Power Cost under IIPP 2005-10 Scheme	86.24	-
Miscellaneous Income	13.68	3.71
Total	425.95	260.33
23. Cost of material consumed		
Opening Stock	2,630.87	1,455.51
Add: Purchases		
Raw Material -Domestic	19,306.99	18,159.66
Raw Material - Imports CIF Value	16,678.62	23,128.06
Sub-Total	38,616.48	42,743.23
Less :		
Closing Stock	2,949.74	2,400.97
Total	35,666.74	40,342.26
24. Changes in Inventories of Finished Goods & Work in Process		
Opening Stock		
Finished Goods	4,596.02	2,007.14
Work-in -process	2,559.49	908.44
Total	7,155.51	2,915.58
Less :		
Closing Stock		
Finished Goods	4,357.83	3,987.05
Work-in -process	2,509.99	1,173.59
Total	6,867.82	5,160.64
Increase (-) / Decrease(+)	287.69	-2245.06

BALAJI AMINES LIMITED
Notes forming part of Consolidated Financial Statements

(₹ In Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
25. Employee benefit expenses		
Salaries and other allowances	1,774.06	1,336.21
Bonus	60.73	61.72
Gratuity Premium	30.67	24.95
Provident Fund	118.04	75.80
Employees State Insurance	8.43	3.97
Labour Welfare Fund	0.52	0.46
Staff Welfare Expenses	46.99	32.63
Group Insurance	50.56	48.74
Total	2,090.00	1,584.48
26. Financial cost		
Interest on Working Capital	1,804.17	1,365.50
Interest on Term loan	1,373.36	1,474.47
Processing Charges	96.39	98.51
Bank Charges	213.84	212.56
Total	3,487.76	3,151.04
27. Other Expenses		
a) Manufacturing Expenses		
i) Power and Fuel	6,457.61	6,380.94
ii) Stores, Spares and Packing Material	2,453.57	2,233.03
iii) Repairs & Maintenance - Plant & Machinery	162.46	179.23
iv) Repairs & Maintenance - Building & Others	39.56	44.80
v) Repairs & Maintenance - Kitchen Equipment	2.02	-
b) Selling & Distribution Expenses		
i) Advertisement, Publicity & Sales Promotion Expenses	203.02	127.07
ii) Discount on Sales	241.17	254.19
iii) Freight & Forwarding	1,846.96	1,759.72
iv) Other Selling & Distribution Expenses	337.04	307.80
c) Administrative & General Expenses		
i) Rent, Rates & Taxes	293.00	219.15
ii) Salaries & allowances to Directors	154.01	143.63
iii) Commission to Directors	452.60	349.92
iv) Foreign Exchange Fluctuations Loss / (Gain)	111.25	-366.90
v) Auditors Remuneration		
a) Audit Fees	15.42	14.42
b) Tax Audit Fees	3.00	3.00
c) Tax and Other Matters	-	3.00
vi) Operator's Management & Incentives Fees	52.04	14.81
vii) Other Expenses	626.73	453.92
d) Insurance		
i) Plant & Machinery & Building	34.83	30.48
ii) Wind Electric Generator	6.12	6.12
iii) Raw Material & Finished Goods	35.80	35.50
iv) Cash In Transit	0.15	0.10
v) Loss of Profit	17.06	15.94
vi) Motor Vehicle	6.59	7.44
vii) Public Liability Act	10.06	9.06

BALAJI AMINES LIMITED
Notes forming part of Consolidated Financial Statements

(₹ In Lacs)

Particulars	As at March 31, 2015	As at March 31, 2014
e) Expenditure on Corporate Social Responsibility		
i) Promoting Education	12.54	-
ii) Funds for Orphan Childrens	1.00	-
iii) Road Maintenance - Hotgi Road Local area of Regd office	2.66	2.13
iv) Roads in Tamalwadi - Local area of factory - Unit-I	3.17	-
v) Arrangement of Drinking Water	6.35	-
vi) Promotion of Road Safety	2.10	-
vii) Solar Street Light	2.40	-
viii) Mission Kaktiya - Government of Telangana	50.55	-
ix) District Collector, Medak - Area of Unit II	1.00	-
x) Hospital in Chincholi - Area of Unit III	13.32	-
Total	13,657.16	12,228.50

As per our report of even date

For, V. SRIDHAR & CO.

Chartered Accountants

FRN. 006206S

Vemulapati Sridhar

Proprietor

ICAI Membership No. 202337

Secunderabad. May 20, 2015.

For and on behalf of the Board of Directors
Sd/-
A. Prathap Reddy
Chairman and Managing
Director

Sd/-
G. Hemanth Reddy
Wholetime Director & CFO

Sd/-
Arati V. Bandi
Company Secretary & Compliance Officer

[illegible]



FORM FOR ECS MANDATE / BANK MANDATE

To
Venture Capital and Corporate
Investments Pvt. Limited
(CATEGORY-I REGISTRARS)
12-10-167, Bharatnagar
Hyderabad-500018
040-23818475/476;
Fax: 040-23868024

Dear Sir,

I/We _____ do hereby authorize Balaji Amines Limited to

- Credit my dividend amount directly to my Bank Account as per details furnished below by Electronic Clearing Services (ECS) - ECS Mandate.*
- Print the details of my Bank account as furnished below, on my dividend warrant which will be mailed to me- Bank Mandate*

(* Strike out whichever is not applicable)

Folio No _____
(For Shares held in physical form)

DP ID _____
Client ID _____

A. Name of First holder _____
B. Bank Name _____
C. Branch Name _____
D. Branch Address (for ECS Mandate only) _____
E. Bank Account Number _____
F. Account Type (Saving / Current) _____
G. 9 Digit Code Number of the bank & branch _____
Appearing on the MICR cheque
(for ECS Mandate only)

I hereby declare that particulars given above are correct and complete. If any transaction is delayed or not effected at all for reasons of incompleteness or incorrectness of information supplied as above, Balaji Amines Limited will not be held responsible.

Signature of first named shareholder
(as per specimen lodged with the Company)

Note: Please attach a blank cancelled cheque or a photocopy of a cheque issued by your Bank relating to your above account.







Form No. MGT-11

BALAJI AMINES LIMITED

CIN : L24132MH1988PLC049387

REGISTERED OFFICE: Balaji Towers, No. 9/1A/1, Hotgi Road, Aasara chowk , Solapur-413224.

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member (s) : _____

Registered Address _____

E.Mail Id : _____ Folio No./Client Id : _____

DP ID: _____

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

1. Name : _____

Address: _____

Email ID: _____ Signature: _____ or failing him

2. Name : _____

Address: _____

Email ID: _____ Signature: _____ or failing him

3. Name : _____

Address: _____

Email ID : _____ Signature: _____

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on the 23rd September, 2015 at 11.30 A.M. at Hotel Balaji Sarovar Premiere, Survey No. 9/1A/1, Aasara Chowk, Hotgi Road, Solapur, Maharashtra – 413224. and at any adjournment thereof in respect of such resolutions as are indicated

Agenda Item	Vote *
No. 1	
No. 2	
No. 3	
No. 4	
No. 5	

Signed this _____ day of _____ 2015

Signature of shareholder

Signature of Proxy holder(s)

Affix
Re. 1/-
Revenue
Stamp

Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed , not less than 48 hours before the time for holding the meeting. and at any adjournment thereof.







ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

(to be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Balaji Amines Limited.

I hereby record my presence at the 27th Annual General Meeting of the shareholders of Balaji Amines Limited on 23rd September, 2015 at Hotel Balaji Sarovar Premiere, Survey No. 9/1A/1, Aasara Chowk, Hotgi Road, Solapur, Maharashtra – 413224.

DP. ID* _____ Reg. Folio No. _____

Client ID* _____ No. of Shares _____

* Applicable if shares are held in electronic form

Name & Address of Member

Signature of Shareholder/Proxy/
Representative(Please Specify)

Notes :





These are few photographs among the Corporate Social Responsibility activities undertaken during the year 2014-15



Promotion of Road safety – Donation of Barricades to Police Department of Solapur and Osmanabad Dist.



Donation of Solar Street Light to Warewadgaon Village Bhum Taluka Osmanabad Dist.



Donation to Mission Kakatiya in Medak Dist Telengana State

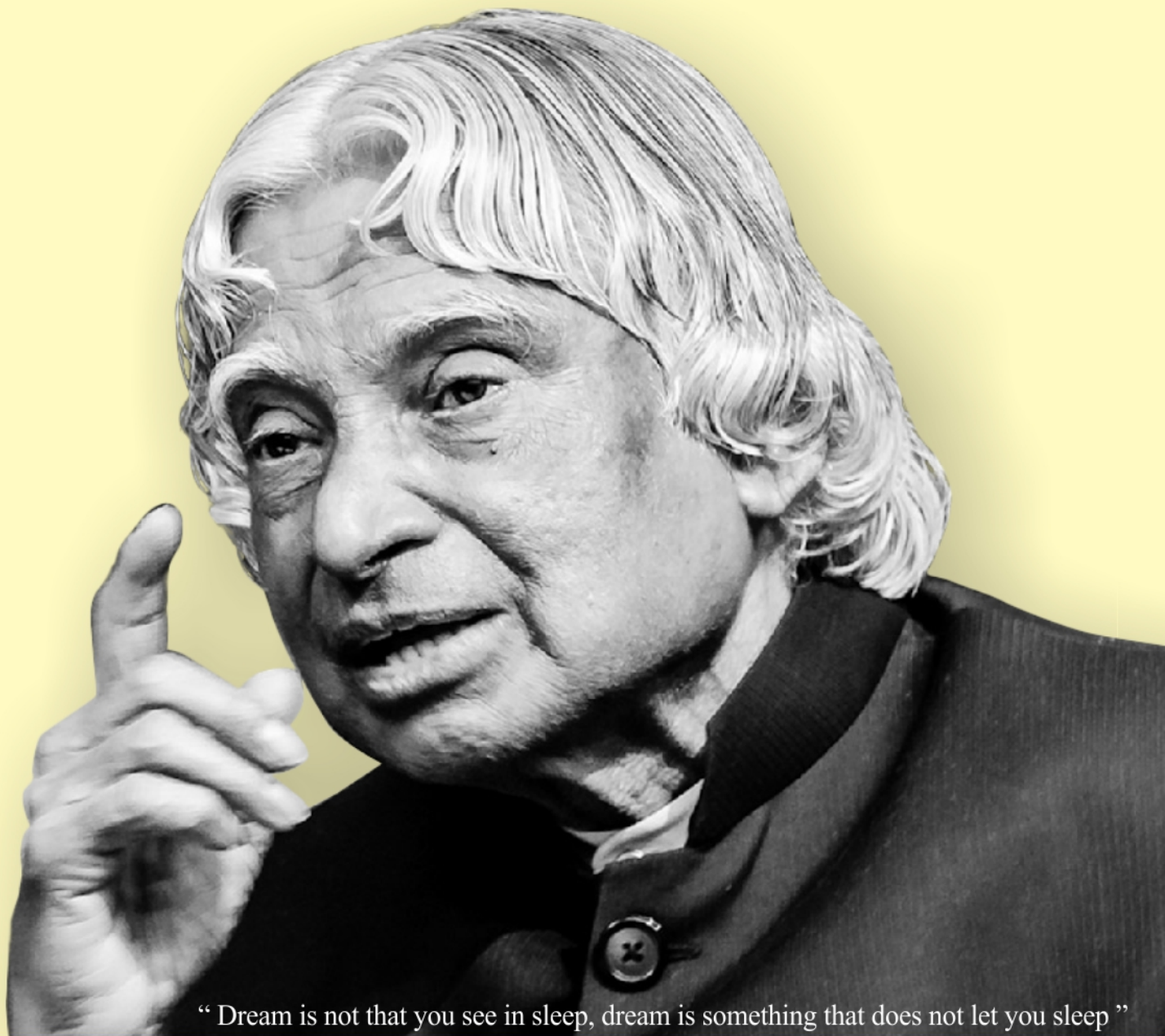


Donation of Solar Street Light to Eklavya Vidhya Sankul Yamgarwadi village Osmanabad Dist.



Promoting Education – Donation of Lab Equipments to Andra Bhadravati Marathi Vidhyalaya near Phalmari Vasti

A Tribute to the Legendary
Late Bharatratna
Dr. A.P.J. Abdul Kalam



“ Dream is not that you see in sleep, dream is something that does not let you sleep ”

Balaji

AMINES LIMITED

An ISO 9001 : 2008 Company
CIN : L24132MH1988PLC049387

Registered Office

Balaji Towers, No 9/1A/1,
Aasara Chowk, Hotgi Road,
Solapur. Maharashtra - 413 224.

Administrative Office

3rd Floor, KPR House,
Sardar Patel Road, Secunderabad.
Telangana - 500003.