

BELL AGROMACHINA LIMITED

Regd. Office: Unit No.30, First Floor, Raghuleela Mega Mall, Behind Poisar Depot,
Kandivali (West), Mumbai – 400 067

Telephone: 022 – 6557 5578 Website:www.bellagro.com Email Id:bellagro@rediffmail.com
CIN: L85110MH1989PLC255933

Date: 10th October, 2016

To,
BSE Limited
Department of Corporate Services
P.J. Tower, Dalal Street, Fort,
Mumbai – 400 001

Ref: BSE Scrip Code: 531112

Sub: Submission of Annual Report for Financial Year 2015-2016 as per Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir,

Please find attached Annual Report 2015-2016 duly approved and adopted in the 27th Annual General Meeting held on Friday, 30th September, 2016 at 01.30 P.M. at Kriish Cottage, C-101/201, Manas Building, Near St. Lawrence High School, Devidas Lane, Borivali (W), Mumbai – 400 092.

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking You,

Yours Faithfully,
For BELL AGRO MACHINA LIMITED


Mr. YATIN MEHTA
Executive Director
DIN: 07431944



Encl: A/a

BELL AGRO MACHINA LIMITED

27th

Annual Report
2015-2016

BELL
AGRO
MACHINA
LIMITED

27TH
ANNUAL
REPORT

For the period ended
31ST March, 2016

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BOARD OF DIRECTORS

Mr. S. G. Bellad

Chairman & Executive Director

Mr. V. G. Haremath #

Independent Director

Mrs. Meena Umachagi

Independent Director

Mr. Ashvin Thumar

Independent Director

Mr. Saurabh Rathod

Independent Director

Mr. Yatin Mehta *

Executive Director

*Appointed as Additional Director on 12/02/2016

Resigned as Independent Director 12/02/2016

AUDITOR

M/s. Koshal & Associates

Chartered Accountants

BANKER

Allahabad Bank

REGISTERED OFFICE

Unit No. F-30, First Floor, *

Raghuleela Mega Mall,

Behind Poisar Depot,

Kandivali (West), Mumbai – 400 067

CIN: L85110MH1989PLC255933

The Registered office of the Company has been Shifted
w.e.f 29/07/2016

REGISTRAR & TRANSFER AGENT

System Support Services

209, Shivai Industrial Estate,

Andheri Kurla Road, Sakinaka,

Andheri (E), Mumbai – 400072.

Tel: 022 – 28500834 / 85

Website: www.sysss.com

Email: sysss72@yahoo.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF BELL AGRO MACHINA LTD WILL BE HELD ON FRIDAY, 30TH SEPTEMBER, 2016, AT 1.30 P. M. AT KRIISH COTTAGE, C-101/201, MANAS BUILDING, NEAR ST. LAWRENCE HIGH SCHOOL, DEVIDAS LANE, BORIVALI (W), MUMBAI – 400 092, TO TRANSACT THE FOLLOWING BUSINESS :-

ORDINARY BUSINESS:

1. To Consider and adopt

The Audited Financial Statements of the Company including the Audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss for the financial year ended 31st March, 2016 and the Reports of the Board of Directors and the Auditors' thereon.

2. Re-appointment of retiring Director

To appoint a Director in place of Mr. Shivaputra G. Bellad (DIN: 02547125) Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

3. Ratification of appointment of Statutory Auditor and fix their remuneration :

To consider and if thought fit to pass the following Resolution with or without modification if any, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Rules made thereunder, as amended from time to time, the appointment of M/s. Koshal & Associates, Chartered Accountants, (Membership No- 043746) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM to be held in the calendar year 2020, be and hereby ratified and the Board of Directors be and are hereby authorized to fix such remuneration (along with taxes and out of pocket expenses) as may be determined by the Audit Committee in consultation with the Auditors.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution

Appointment of Mr. Yatin Mehta as Directors

“RESOLVED THAT Mr. Yatin Mehta holding DIN as 07431944 who was appointed as an Additional Director on 12/02/2016 by the Board of Directors of the Company pursuant to Section 152, 161, 164 of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company and who holds office only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing



his candidature for the office of Director of the Company together with the necessary deposit under section 160 of the Companies Act, 2013, be and is hereby appointed as an Executive Director of the Company.”

RESOLVED FURTHER THAT any Directors of the Company be and are hereby severally authorized to sign, execute, file and paper, document, deed or writing and to do all such acts, deeds and things as may be required for effecting aforementioned resolution including but not limiting to file and submit the necessary e-forms with various regulatory authorities and also to inform other regulatory authority for such appointment being made by the Company as required.”

5. To consider and if thought fit, to pass, with or without modifications, the following Resolution as an **Special Resolution:**

Appointment of Mr. Yatin Mehta as Managing Director

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the appointment of **Mr. Yatin Mehta**, as Managing Director of the Company with effect from 01/09/2016 to 31/08/2021, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary from time to time the terms and conditions of the said appointment and remuneration subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013.”

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year, the Managing Director shall be paid a minimum remuneration as mentioned above and the perquisites and allowances will be within the overall ceiling as specified by section II of Part II of Schedule V to the Companies Act, 2013, as in force from time to time”.

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

Registered Office:
Unit No. 30, First Floor, Raghuleela
Mega Mall, Behind Poisar Depot,
Kandivali (West),
Mumbai – 400 067

Date: 13/08/2016
Place: Mumbai

By the Order of the Board
For Bell Agro Machina Limited

(Mr. S. G. Bellad)
Chairman
DIN: 02547125



NOTES:

- 1. 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.**

IN ORDER THAT THE APPOINTMENT OF A PROXY IS EFFECTIVE, THE INSTRUMENT APPOINTING A PROXY MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON ONLY AS A PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR OTHER SHAREHOLDER.

2. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act 2013, are requested to send the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
3. Members, proxies and Authorized representative are requested to bring to the meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.
4. In case of joint holders attending the Meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from, Friday, 23rd September, 2016 to Friday, 30th September, 2016 (both days inclusive). For the purpose of Annual General Meeting for the financial year ended 31st March, 2016. Members holding shares in physical form are requested to forward all applications for transfers and all other share related correspondence (including intimation for change of address) to the Share Transfer Agents of the Company M/s System Support Services at 209, Shivai Industrial Estate, Sakinaka, Andheri Kurla Road, Mumbai - 400072. Website: www.sysss.com Email. Id: sysss72@yahoo.com.
7. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.

8. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent, The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form should inform their DP and members holding shares in physical form should inform the Company their PAN details alongwith proof thereon.
10. 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.

The Notice of the AGM and the Annual Report of the company for the year ended March 31, 2016 will also be available on the Company's website www.bellagro.com and may be accessed by the Members. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company 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.

11. INFORMATION / PROFILE ABOUT DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE AGM As Follows:

Name of the Director	Mr. S. G. Bellad	Mr. Yatin Mehta
Directors Identification Number (DIN)	02547125	07431944
Date of Birth	15/02/1941	24/10/1979
Nationality	Indian	Indian
Date of Appointment	20/10/1994	12/02/2016
Qualification	Graduate	Graduate
Experience in specific functional area	Administration	Administration and Finance
Directorship in other Indian Public Limited Companies	Nil	Nil
No. of Shares held	75,900	Nil

PROCEDURE FOR E-VOTING THROUGH ELECTRONIC MEANS

12. Voting Options

(1) Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.



A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

- I. Open email and open PDF file viz; "**Bell Agro Machina 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.
- II. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
- III. Click on Shareholder – Login
- IV. Put user ID and password as initial password / PIN noted in step (i) above and Click Login.
- V. 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.
- VI. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- VII. Select "EVEN" of **Bell Agro Machina Limited**.
- VIII. Now you are ready for e-voting as Cast Vote page opens.
- IX. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- X. Upon confirmation, the message "Vote cast successfully" will be displayed.
- XI. Once you have voted on the resolution, you will not be allowed to modify your vote.
- XII. 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 mandar.p@dsms.in with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:

- I. Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.
- II. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

(2) Voting at AGM:

The members who have not cast their vote by remote e-voting can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.



OTHER INSTRUCTIONS

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- II. 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.
- III. 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).
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 23rd September, 2016, are entitled to vote on the Resolutions set forth in this Notice.
- v. The remote e-voting period will commence at 9.00 a.m. on Tuesday, 27th September, 2016 and will end at 5.00 p.m. on Thursday, 29th September, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2016,.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2016, may obtain the login ID and password by sending an email to bellagro@rediffmail.com or evoting@nsdl.co.in by mentioning their Folio No. /DP ID and Client ID No. 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 forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Mr. Mandar Palav, Partner of M/s. DSM & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.



XII. The results along with the Scrutinizer Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to Bombay Stock Exchange Limited.

**Registered Office:
Unit No. 30, First Floor, Raghuleela
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Kandivali (West),
Mumbai – 400 067**

Date: 13/08/2016

**By the Order of the Board
For Bell Agro Machina Limited**

**(Mr. S. G. Bellad)
Chairman
DIN: 02547125**



EXPLANATORY STATEMENT
[Pursuant to Section 102 of the Companies Act, 2013("Act")]

ITEM No. 4**Appointment of Mr. Yatin Mehta as Director**

The Board of Directors of the Company appointed **Mr. Yatin Mehta** as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 12th February, 2016 and he holds the office up to the ensuing Annual General Meeting.

The Company has received notice in writing along with the deposit of requisite amount from **Mr. Yatin Mehta** under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director. Board recommends for the approval of Members, the appointment of **Mr. Yatin Mehta** as an Executive Director of the Company.

Except **Mr. Yatin Mehta**, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

ITEM No. 5**Appointment of Mr. Yatin Mehta as Managing Director**

The Board of Directors of the Company appointed **Mr. Yatin Mehta** as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 12th February, 2016 and the Board seeks to regularize his appointment as an Executive Director in this Annual General Meeting.

The resolution seeks approval of the members in terms of section 196 and other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for the appointment of **Mr. Yatin Mehta** as the Managing Director of the Company from 01/09/2016 to 31/08/2021.

The terms and conditions of his appointment are as follows:

Mr. Yatin Mehta will perform such duties as shall from time to time be entrusted to him by the Board of Directors subject to superintendence, guidance and control of the Board of Directors.

Remuneration:

Salary Payable: Rs. 40,000/- p.a.

Reimbursement of Expenses:

The Managing Director shall be entitled for reimbursement of payments made for official purpose / for enhancement of Company's business and such reimbursement shall not form part of the remuneration for the purpose of ceilings, wherever applicable.



Except **Mr. Yatin Mehta** being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Registered Office:
Unit No. 30, First Floor, Raghuleela
Mega Mall, Behind Poisar Depot,
Kandivali (West),
Mumbai – 400 067

Date: 13/08/2016
Place: Mumbai

By the Order of the Board
For Bell Agro Machina Limited

(Mr. S. G. Bellad)
Chairman
DIN: 02547125



DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the 27th Annual Report together with the Audited Accounts of the Company for the Financial Year ended 31st March, 2016.

- **FINANCIAL RESULTS:**

The Financial Highlights for the year under report are as under:

PARTICULARS	31st March 2016	31st March 2015
Total Revenue	12,32,040	8,97,600
Depreciation	42,974	42,974
Other Expenses	8,28,370	5,47,069
Profit before tax	(1,73,353)	75,057
Provision for tax		
i) Current Tax	--	--
ii) Deferred Tax	636	2,420
Profit (Loss) for the period	(1,73,989)	72,637
Prior period adjustments	--	--
Balance brought forward	(31,67,465)	(34,740,102)
Balance carried to balance Sheet	(33,41,454)	(31,67,465)

- **REVIEW OF OPERATIONS:**

During the financial year ended 31st March, 2016, the Company has recorded revenue of Rs. 12,32,040/-. The Company has incurred loss of Rs. 1,73,989/- during the year as compared to profit 72,637/- in the previous financial year. The Board of Directors are exploring various business opportunities for its future Development.

EXTRACT OF ANNUAL RETURN:

As required under Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in form MGT- 9 is a part of the Annual Report as **Annexure - A**

SHARE CAPITAL:

The paid up Equity Share Capital as on 31st March, 2016 was Rs. 35,00,000/- divided into 3,50,000 Equity Share of Rs 10/- each. The company has neither issued shares with differential rights as to dividend, voting or otherwise nor issued shares (including sweat equity shares) to the employees or directors of the company, under any scheme.

DIVIDEND:

During the year under review, owing to the accumulated losses, the Directors do not recommend any dividend.

DEPOSITS:

During the year under review, Your Company has neither accepted/ invited any deposits from public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 nor did any deposits remain unpaid or unclaimed during the year under review.



INTERNAL CONTROL SYSTEM:

The Company has in place well defined and adequate internal controls commensurate with the size of the Company and same were operating throughout the year. During the year under review Mr. Bhushan Adhatrao Chartered Accountant acted as Internal Auditor of the Company. The Board of Directors at its Meeting held on 13/08/2016 re-appointed Mr. Bhushan Adhatrao as Internal Auditor of the Company for the F.Y. 2016-17.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors Responsibilities Statement, it is hereby confirmed:

- a) that in the preparation of the annual accounts for the financial year ended 31st March, 2016 the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) that the Directors has selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year review.
- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) The Directors had prepared the accounts for the financial year ended 31st March, 2016 on a going concern basis.
- e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

SUBSIDIARIES:

Since the Company has no subsidiaries, provision of Section 129 (3) of the Companies Act, 2013 is not applicable.

LOANS, GUARANTEES OR INVESTMENTS:

Your Company has neither given any loan or guarantee nor has made any investment during the year under report attracting the provisions of Section 186 of the Companies Act, 2013.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

Since the Company is not engaged into any manufacturing activity provision of Section 134(3)(m) of the Company Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 regarding conservation of energy, technology absorption and foreign exchange earnings and outgo is not applicable



FOREIGN EXCHANGE:

During the year under review, there were no foreign exchanges Earnings or outgo.

PARTICULARS OF EMPLOYEES:

Disclosure pertaining to the remuneration and other details as required under Section 197(12) of The Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any amendments thereof, Company has no such employees falling under the preview of the provisions mentioned above.

MEETINGS:**Board meeting:**

The Board of Directors duly meets 5(Five) times during the financial year from ended 31st March, 2016 as under:

30th May, 2015, 14th August, 2015, 25th August, 2015, 09th November, 2015 and 12th February, 2016.

The periodicity between two Board Meetings was within the maximum time gap as prescribed in the SEBI (LODR) Regulations, 2015 / Companies Act, 2013. The Composition of the Board is as under:

Sr. No.	Directors	Designation/ Category of Directorship
1	Mr. S.G Bellad	Chairman & Executive Director
2	Mr. V.G. Hiremath	Independent Director#
3	Mr. Yatin Mehta	Executive Director*
4	Mrs. Meena Umachagi	Independent Director
5	Mr. Ashvin Thumar	Independent Director
6	Mr. Saurabh Rathod	Independent Director

*Appointed as Additional Director on 12/02/2016

Resigned as an Independent Director w.e.f.12/02/2016

COMMITTEE MEETINGS:**Audit Committee**

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Regulations read with Section 177 of the Companies Act, 2013.

Apart from all the matters provided in Regulation 18 of SEBI Regulations and Section 177 of the Companies Act, 2013, the Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the Company.

The Audit Committee is duly constituted, during the financial year ended on 31st March, 2016, 4 (Four) Meetings of the Audit Committee were held i.e. on 30th May, 2015, 14th August, 2015, 25th August, 2015, 09th November, 2015 and 12th February, 2016.

The Statutory Auditor, Internal Auditor and Executive Directors/Chief Financial Officer are invited to the meeting as and when required.



The Composition of the Audit Committee is as under:

Sr. No.	Name of the Director	Category of Directorship
1	Mr. V.G. Hiremath	Chairman cum Independent Director#
2	Mr. S.G. Bellad	Executive Director
3	Mrs. Meena Umachagi	Independent Director
4	Mr. Ashvin Thumar	Independent Director*

Resigned as Independent Director 12/02/2016

* Inducted as Member of Audit Committee w.e.f 12/02/2016

Nomination & Remuneration Committee:

The Nomination and Remuneration Committee recommends the appointment of Directors and remuneration of such Directors. The level and structure of appointment and remuneration of all Key Managerial personnel and Senior Management Personnel of the Company, as per the Remuneration Policy, is also overseen by this Committee.

During the financial year under review the Nomination & Remuneration Committee meet once and was attended by all the Members.

The Composition of the **Nomination & Remuneration Committee** is as under:

Sr. No.	Name of the Director	Category of Directorship
1	Mr. V.G. Hiremath	Chairman cum Independent Director#
2	Mrs. Meena Umachagi	Independent Director
3	Mr. Ashvin Thumar	Independent Director

Resigned as Independent Director 12/02/2016

Stakeholders' Relationship Committee:

The scope of the Shareholders/ investors Grievance Committee is to review and address the grievance of the shareholders in respect of share transfers, transmission, non-receipt of annual report, non-receipt of dividend etc, and other related activities. In addition, the Committee also looks into matters which can facilitate better investor's services and relations.

The Stakeholders' Relationship Committee is duly constituted, during the financial year ended on 31st March, 2016, 4 (Four) Meetings of the Stakeholders' Relationship Committee were held i.e. on 30th May, 2015, 14th August, 2015, 25th August, 2015, 09th November, 2015 and 12th February, 2016.

The Composition of the Stakeholders' Relationship Committee is as under:

Sr. No.	Name of the Director	Category of Directorship
1	Mr. V.G. Hiremath	Chairman cum Independent Director#
2	Mr. S.G. Bellad	Executive Director
3	Mrs. Meena Umachagi	Independent Director
4	Mr. Ashvin Thumar	Independent Director*

Resigned as Independent Director 12/02/2016

* Inducted as Member of Audit Committee w.e.f 12/02/2016



INDEPENDENT DIRECTORS:

The Independent Directors hold office for a fixed term of five years and are not liable to retire by rotation.

The Independent Directors have submitted their disclosure to the board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of the Companies Act, 2013 as well as SEBI (LODR) Regulations, 2015.

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 27(2) of SEBI (LODR) Regulations 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration Committees.

RELATED PARTY TRANSACTIONS:

There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Annexure in Form AOC-2 and the same forms part of this report as **Annexure – B**.

CORPORATE GOVERNANCE:

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, report on Corporate Governance is not applicable as the Company is within the prescribed limit.

MANAGEMENT DISCUSSION ANALYSIS REPORT:

The Management Discussion and Analysis Report form part of the Board Report as **Annexure - C**.

CORPORATE SOCIAL RESPONSIBILITY:

Corporate Social Responsibility i.e (CSR) activities as required under Section 135 of the Companies Act, 2013 is not applicable to the Company.

SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 th Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s DSM & Associates, Company Secretaries in Whole-time Practice, to carry out Secretarial Audit for the financial year 2015-16. The Secretarial Audit report is annexed as **Annexure – D** to this Report. This report contains a qualification as mentioned below.

1. *The Company has not published notice of meeting of Board of Directors and its quarterly results in newspapers as required under Regulation 47 (a) and (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the June'15 and September'15 quarter during the period under review.*



2. *The Company has not appointed Company Secretary as required under Section 203 of the Companies Act, 2013 and Regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
3. *The Company has not designated Key Managerial Personnel as required under Section 203 of the Companies Act, 2013.*

In this Connection the Board of Directors submits as under:

1. Your Directors hereby submit that the deficiency in the compliance was due to its poor financial health during the said quarters under review.
2. As regard qualification 2 & 3 the Company is in the process of appointing Company & Secretary Compliance office and designate Key Managerial Personnel as required under Section 203 and is taking appropriate step to comply with the said qualification.

STATUTORY AUDITORS:

At the 26th AGM of your Company held on 24th September, 2016, M/s. Koshal & Associates, Chartered Accountants (Membership No. 043746) was appointed as the Auditors to hold office until the conclusion of the Annual General Meeting (AGM) to be held in 2020, subject to the ratification by the shareholders at each AGM held after the previous AGM).

The Board of Directors at its meeting held on 13th August 2016, in accordance with the provisions of Section 139(8) of the Companies Act 2013 read with Rule 3 of the Companies (Audit & Auditors) Rules, 2014, have recommended to shareholders to ratify the appointment of /s. Koshal & Associates, Chartered Accountants (Membership No. 043746) of Mumbai to continue to act as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company. M/s. Koshal & Associates, Chartered Accountants (Membership No. 043746) has confirmed their willingness under Section 141 of the Act, and the rules framed thereunder for re-appointment as Auditors of the Company.

AUDITORS' REPORT:

The observations made in the Auditors' Report are self explanatory and do not call for any further comments u/s 134(3)(f) of the Companies Act, 2013

IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The Company has formulated a policy and process for risk Management. The Company has set up a core group of leadership team, which identifies, assesses the risks and the trends, exposure and potential impact analysis at different level and lays down the procedure for minimization of risks. Risk Management forms an integral part of Management policy and is an ongoing process integrated with the operations.

Company has identified various strategic, operational and financial risks which may impact Company adversely. However management believes that the mitigation plans for identified risks are in place and may not threaten the existence of the Company.



OTHER LAWS:

During the year under review, there were no cases filed pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013.

WHISTLE BLOWER POLICY AND VIGIL MECHANISM:

Your Company recognizes the value of transparency and accountability in its administrative and management practices. The Company promotes the ethical behavior in all its business activities. The Company has adopted the Whistle blower Policy and Vigil Mechanism in view to provide a mechanism for the Directors and employees of the Company to approach Audit Committee of the Company to report existing/probable violations of laws, rules, regulations or unethical conduct.

GENERAL:

Your Directors state that no disclosure or reporting is required in respect of following items as either there were no transactions on these items or these items are not applicable to the Company during the year under review: 1) No material changes and commitments, if any, affecting the financial position of the Company occurred between

ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation for the assistance and co-operation received from the Company's Bankers, Government Agencies, Financial Institutions, Customers, Investors and Business constituents and look forward to maintain the same in future.

Registered Office:

**Unit No. 30, First Floor, Raghuleela
Mega Mall, Behind Poisar Depot,
Kandivali (West),
Mumbai – 400 067**

Date: 13/08/2016

Place: Mumbai

**By the Order of the Board
For Bell Agro Machina Limited**

**(Mr. S. G. Bellad)
Chairman
DIN: 02547125**



Annexure - A**FORM NO. MGT- 9**

EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON
MARCH 31, 2016

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L85110MH1989PLC255933
ii.	Registration Date	17-03-1989
iii.	Name of the Company	BELL AGRO MACHINA LIMITED
iv.	Category/Sub-Category of the Company	COMPANY LIMITED BY SHARES Non-Government Company
v.	Address of the Registered office and contact details	Xth Central Mall, Shop No. 21, * 1st Floor, Mahavir Nagar, Kandivali (West), Mumbai – 400 067
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent ,if any	System Support Services209, Shivai Industrial Estate, Near Park-Davis 89, Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai- 400 072. Tel: 022 – 28500834 / 85 Website: www.sysss.com Email: sysss72@yahoo.com

*The Registered office of the Company has been shifted w.e.f 29/07/2016

I. 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
1	Job Work		100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.					
2.					

NOT APPLICABLE

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2015				No. of Shares held at the end of the year 31/03/2016				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	121500	121500	34.71	0	121500	121500	34.71	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	74500	74500	21.29		74500	74500	21.29	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL:(A) (1)	0	196000	196000	56.00	0	196000	196000	56.00	0
(2) Foreign									0
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
e) Any other...	0	0	0	0.00	0	0	0	0.00	0
SUB TOTAL (A) (2)	0	0	0	0.00	0	0	0	0.00	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	0	196000	196000	56.00	0	196000	196000	56.00	0
B. PUBLIC SHAREHOLDING									0
(1) Institutions									0
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0
C) Central govt	0	0	0	0.00	0	0	0	0.00	0
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0
g) FIIS	0	0	0	0.00	0	0	0	0.00	0
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0
SUB TOTAL (B)(1):	0	0	0	0.00	0	0	0	0.00	0
(2) Non Institutions									0
a) Bodies corporate	2505	40	2545	0.73	5165	40	5205	1.49	0.76
i) Indian	0	0	0	0.00	0	0	0	0.00	0
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0

b) Individuals									0
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	22411	125534	147945	42.27	25751	123044	148795	42.51%	0.24
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	0	0	0.00	0	0	0	0.00	0.00
c) Others (specify)									0
Non Resident Indians	3510	0	3510	1	0	0	0	0	0.00
SUB TOTAL (B)(2):	28426	125574	154000	44.00	30916	123084	154000	44.00	0
Total Public Shareholding (B)= (B)(1)+(B)(2)	28426	125574	154000	44.00	30916	123084	154000	44.00	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0
Grand Total (A+B+C)	28426	321574	350000	100.00	30916	319084	350000	100.00	0

I. Shareholding Promoters:-

SI No.	Shareholders Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Prashanth Shivaputra Bellad	10150	2.90	10150	2.90
2	Shivaputra Gurappa Bellad	75900	21.69	75900	21.69
3	Aruna Prashanth Bellad	7400	2.11	7400	2.11
4	Sharada Shivaputra Bellad	9900	2.83	9900	2.83
5	Mahesh Shivaputra Bellad	11950	3.41	11950	3.41
6	Shilpa Mahesh Bellad	6200	1.77	6200	1.77
7	Bellad Motors (P) Ltd	31150	8.90	31150	8.90
8	Bellad Engineers Pvt Ltd	17500	5.00	17500	5.00
9	Bellad Automobiles Engrs (P) Ltd	25850	7.39	25850	7.39
	Total	196000	56.00	196000	56.00

III. Change in Promoters' Shareholding: *NO CHANGE IN SHAREHOLDING:

IV. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs):-

SI No	Shareholding at the beginning of the year			Shareholding at the end of the year		
	For Each of the Top 10 Shareholders	No. of shares	% of total shares of the company	For Each of the Top 10 Shareholders	No of shares	% of total shares of the company
1	Hitesh Natwarlal Kawa	6150	1.76	Hitesh Natwarlal Kawa	6150	1.76
2	Devendra S Shah	3990	1.14	Devendra S Shah	3990	1.14

3	Ashok t. Vora	3000	0.86	Ashok t. Vora	3000	0.86
4	Indur Krupalani	3000	0.86	Indur Krupalani	3000	0.86
5	Satish Sheth	3000	0.86	Satish Sheth	3000	0.86
6	Rajendra Pinto	2000	0.57	Ajay Rasiklal Shah	2309	0.66
7	Hussain Ibrahim	2000	0.57	Rajendra Pinto	2000	0.57
8	Dilip Shah	2000	0.57	Hussain Ibrahim	2000	0.57
9	Bharti Duhlani	1920	0.55	Dilip Shah	2000	0.57
10	Hasmukhlal Dhama	1780	0.51	Hasmukhlal Dhama	1780	0.51

V. Shareholding of Directors & KMP:-

Sl. No	For Each of the Directors & KMP	Shareholding at the end 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	Shivaputra Gurappa Bellad* Executive director				
	At the beginning of the year	75900	21.69	75900	21.69
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	NIL	NIL	NIL	NIL
	At the end of the year	75900	21.69	75900	21.69

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager – Not Applicable

B. Remuneration to other Directors:-Not Applicable

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD - Not Applicable

VI. INDEBTEDNESS

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

PARTICULARS	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	5,10,500	0	5,10,500
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0



Total (i+ii+iii)	0	5,10,500	0	5,10,500
Change in Indebtedness during the financial year				
Additions	0	0	0	0
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	5,10,500	0	5,10,500
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	5,10,500	0	5,10,500

VII.*PENALTIES/PUNISHMENT/COMPOUNDINGOFFENCES:-

* There were no penalty, punishment, compounding of offences for the Company, directors or any other officers in default in respect of the Companies Act, 1956 & Companies Act, 2013.



Annexure – B**FORM NO. AOC -2**

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

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

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

Sl. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	NIL
2.	Nature of contracts/arrangements/transaction	NIL
3.	Duration of the contracts/arrangements/transaction	NIL
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5.	Justification for entering into such contracts or arrangements or transactions'	NIL
6.	Date of approval by the Board	NIL
7.	Amount paid as advances, if any	NIL
8.	Date on which the special resolution was passed in General meeting as required under first proviso to section 188.	NIL

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

No material contracts or arrangement or transactions at arm's length basis.

For and on behalf of the Board of Directors

Ashvin Thumar
Director
DIN: 05142024

Saurabh Rathod
Director
DIN: 06455690

Place: Mumbai
Date: 13/08/2016



Annexure – C
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

(Pursuant to section 204(1) of the Companies Act, 2013 and the Rule No.9 of the Companies (Appointment And Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members of
Bell Agromachina Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bell Agro machina Limited** (hereinafter called "The Company"). We have conducted Secretarial Audit 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 **Bell Agro machina Limited** (hereinafter called "The Company") 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 from 1st April, 2015 to 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the **Bell Agro machina Limited** for the period covering from 1st April, 2015 to 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and bye laws framed there under;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings; - **Not Applicable to the Company for the period under review.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)
 - a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) SEBI (Prohibition of Insider Trading) Regulations, 1992;
 - c) SEBI (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; - **Not Applicable to the Company for the period under review.**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable to the Company for the period under review.**



- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not Applicable to the Company for the period under review** and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not Applicable to the Company for the period under review.**
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vii) Other specifically applicable laws to the Company during the period under review;
- (i) Income Tax Act, 1961;
 - (ii) Negotiable Instrument Act, 1881;
 - (iii) Information Technology Act, 2000;
 - (iv) Professional Tax.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreement entered into by the Company with The Bombay Stock Exchange.

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

1. The Company has not published notice of meeting of Board of Directors and its quarterly results in newspapers as required under Regulation 47 (a) and (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **for the June'15 and Septemeber'15** quarter during the period under review.
2. The Company has not appointed Company Secretary as required under Section 203 of the Companies Act, 2013 and Regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The Company has not designated Key Managerial Personnel as required under Section 203 of the Companies Act, 2013.

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 clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views were 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.

***For DSM & Associates,
Company Secretaries***

Mandar Palav

Partner

CoP No.13006.

Date: 30th May, 2016

Place: Mumbai.



Annexure – 1:

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, We followed provide a reasonable basis for my opinion.
3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. Where ever required, We have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test check basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For DSM & Associates,
Company Secretaries**

Mandar Palav

Partner

CoP No.13006.

Date: 30th May, 2016

Place: Mumbai



Annexure – D**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2016.

INDUSTRY STRUCTURE & DEVELOPMENT:

The Directors of the Company are making efforts to revive the business as the industry is not functioning properly.

PERFORMANCE & SEGMENT-WISE PERFORMANCE:

The Company trades in a single business segment. The Company has passed through a very unusual phase, any worthwhile comparison of performance between two periods would be inconclusive. There is, yet, considerable scope for improvement.

OPPORTUNITIES AND THREATS:

The threats to the segments in which the Company operates are volatility in exchange rates, pricing pressure arising due to competition from low cost suppliers, technology up gradation, sever competition among competitor and newly emerging competitive nations and stricter environment laws. Further the Indian economy is now integrated with the world economy to a very large extent and therefore vulnerable to the direct impact of global slow down; such an impact could adversely affect the Company's performance as well. Therefore, the Company has decided to close down the manufacturing activity and concentrate on the trading activities and exploring the possibilities of the merger of the Company with profit making and financially strong Company having good potentials for future growth.

STRENGTH:

The existing management has a strong technical, finance and administrative expertise in various industries and corporate sectors including the business of the Company.

RISKS AND CONCERNS:

Since the Company is into trading activity, it is attributed to all the risks and concerns attached with the trading industries as a whole. The Company has formulated a policy and process for risk Management.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliances of guide lines and policies adhere to the management instructions and policies to ensure improvements in the system. The Internal Audit reports are regularly reviewed by the management. The Company has proper and adequate internal control system commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. Efforts for continued improvement of internal control system are being consistently made in this regard.



HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS:

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The relations with workers and staff are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws, and other statutes and other incidental factors.



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF BELL AGROMACHINA LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of **BELL AGROMACHINA LIMITED** ('the Company'), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made 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 financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its loss 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, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the 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 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) on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - (g) 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 long term contracts for which they were any material foreseeable losses.
 - iii. There were no amount which required to be transferred to the Investor Education and Protection Fund by the Company.

For Koshal & Associates**Chartered Accountants****Firm's registration number: 121233W****Koshal Maheshwari****Proprietor****Membership number: 043746****Place: Mumbai****Dated: 30th May, 2016**

Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March 2016, we report that:

- (I) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
- (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the company does hold any immovable property. Accordingly clause 1 (c) of the order is not applicable.
- (ii) (a) As explained to us, inventory has been physically verified during the year by the management reasonable intervals.
- (b) In our opinion and on the basis of our examination of records, no discrepancies were notices on physical verification of stock by the management at compare to the books records.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act, 2013. Thus paragraph 3(iii) of the order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not made any loans and investments which require compliance of section 185 and 186 of the Act.
- (v) The Company has not accepted any deposits from the public.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to the information and explanation given to us, provident fund, employees state insurance, sales-tax, wealth tax, service tax, duty of customs & duty of excise, value added tax, cess are not applicable to the company. The Company is regular in depositing undisputed statutory dues including income tax and other statutory dues with the appropriate authorities during the year except professional tax.

According to the information and explanation given to us, no undisputed amounts payable were in arrears, as at 31st March, 2016 for the period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us, there no material dues of income tax and other cess which have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided for managerial remuneration. Hence requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act are not required.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, it does not have any transactions with the related parties which require compliance with section 177 and 188 of the Act. Thus paragraph 3(xiii) of the order not applicable.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

- (xvi) The Company is not required to be registered under section 45 -IA of the Reserve Bank of India Act 1934

For Koshal & Associates
Chartered Accountants
Firm's registration number: 121233W

Koshal Maheshwari
Proprietor
Membership number: 043746
Place: Mumbai
Dated: 30th May, 2016



Balance Sheet As At 31st March, 2016

(Amount in Rs)

Particulars	Note	As at 31st March, 2016	As at 31st March, 2015
(I) EQUITIES AND LIABILITIES			
1) Shareholder's Fund			
a) Share Capital	2	35,00,000	35,00,000
b) Reserves and Surplus	3	(33,41,454)	(31,67,465)
2) Non-Current Liabilities			
a) Long Term Borrowings	4	5,10,500	3,10,500
b) Deferred Tax Liability (Net)		26,538	25,902
c) Other long Term Liabilities			
d) Long Term Provisions			
3) Current Liabilities			
a) Trade Payables		-	-
b) Other Current Liabilities	5	80,949	10,000
c) Short Term Provision			
Total Equity and Liabilities		<u>7,76,533</u>	<u>6,78,937</u>
(II) ASSETS			
1) Non-Current Assets			
a) Fixed Assets			
i) Tangible Assets	6	3,43,793	3,86,767
ii) Intangible Assets		-	-
iii) Capital Work-in-Progress		-	-
iv) Intangible Assets Under Development		-	-
b) Non-Current Investment			
c) Deferred Tax Assets (Net)		-	-
d) Long Term Loans and Advances		-	-
e) Other Non-Current Assets		-	-
2) Current Assets			
a) Current Investment			
b) Inventory		-	-
c) Trade Receivables		-	-
d) Cash and Cash-Equivalents	7	3,62,872	1,22,303
e) Short Term Loans and Advances		-	-
f) Other Current Assets	8	69,867	1,69,867
Total Assets		<u>7,76,533</u>	<u>6,78,937</u>
Summary of significant accounting policies	1		
Notes to accounts	13		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Koshal & Associates
Chartered Accountants

For and on Behalf of the Board
For BELL AGRO MACHINA LTD

Koshal Maheshwari
Proprietor
MRN. 043746
Firm number: 121233W
Date: 30th May 2016
Place: Mumbai

(Yatin Mehta)
Director
DIN : 07431944

(Ashvin R. Thumar)
Director
DIN : 05142024

Profit and Loss Statement for the Year Ended 31st March, 2016

(Amount in Rs)

Particulars	Note No.	As at 31st March, 2016	As at 31st March, 2015
I) Income From Operations	9	4,51,540.00	-
II) Other Income	10	7,80,500	8,97,600
III) Total Revenue (I+II)		12,32,040	8,97,600
IV) Expenses :			
Cost of Materials Consumed			-
Purchase of Stock-in-Trade		3,82,676	
Changes in Inventory of Finished goods, Work-in-Progress and Stock-in-Trade			
Employee Benefit expenses	11	1,51,373	2,32,500
Finance Cost			
Depreciation and amortization Expenses	7	42,974	42,974
Other Expenses	12	8,28,370	5,47,069
Total Expenses (IV)		14,05,393	8,22,543
IV) Profit Before exceptional and extraordinary items and tax (III-IV)		(1,73,353)	75,057
VI) Exceptional Items		-	-
VII) Profit before extraordinary items and tax (V-VI)		(1,73,353)	75,057
VIII) Extraordinary Items		-	-
IX) Profit Before Tax (VII-VIII)		(1,73,353)	75,057
X) Tax Expenses			
i) Current Tax		-	-
ii) Deferred Tax		636	2,420
XI) Profit (Loss) from Continuing Operations (IX-X)		(1,73,989)	72,637
XII) Profit (Loss) from Discontinuing Operations		-	-
XIII) Tax Expenses for Discontinuing Operations		-	-
XIV) Profit (Loss) from Discontinuing Operations (After Tax) (XII-XIII)		-	-
XV) Profit (Loss) for the period (XI+XIV)		(1,73,989)	72,637
XVI) Earnings per Shares			
1) Basic		(0.50)	0.21
2) Diluted		(0.50)	0.21
Summary of significant accounting policies	1		
Notes to accounts	13		
The accompanying notes are an integral part of the financial statements.			

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Koshal & Associates
Chartered Accountants

For and on Behalf of the Board
For BELL AGRO MACHINA LTD

Koshal Maheshwari
Proprietor
MRN. 043746
Firm number: 121233W
Date: 30th May 2016
Place: Mumbai

(Yatin Mehta)
Director
DIN: 07431944

(Ashvin R. Thumar)
Director
DIN: 05142024

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2016

(Amount in Rs)

Particulars	As at 31st March, 2016	As at 31st March, 2015
A. Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	(1,73,353)	75,057
<i>Adjustments for:</i>		
Depreciation and amortization	42,974	42,974
Interest paid		
Amortization of share issue expenses and discount on shares		
(Profit) / loss on sale / write off of assets		
Less: Interest Received		
Provision no longer required	-	
Operating profit / (loss) before working capital changes	(1,30,379)	1,18,031
<i>Changes in working capital:</i>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Trade receivables	-	-
Short-term loans and advances	-	-
Other current assets	1,00,000	(1,60,000)
<i>Adjustments for increase / (decrease) in operating liabilities:</i>		
Trade payables		-
Other current liabilities	70,949	(11,721)
Other long-term liabilities	2,00,000	
Cash flow from extraordinary items		
Net income tax (paid) / refunds		
Net cash flow from / (used in) operating activities (A)	2,40,569	(53,690)
B. Cash flow from investing activities		
Purchase/sale of fixed assets		-
Purchase of long-term investments	-	-
Interest received	-	-
Dividend received	-	-
Net cash flow from / (used in) investing activities (B)	-	-
C. Cash flow from financing activities		
Secured/Unsecured loans	-	-
Proceeds from issue of equity shares		
Call in arrears money Received	-	-
Proceeds from long-term borrowings		
Repayment of long-term borrowings		
Dividends paid		
Net cash flow from / (used in) financing activities (C)	-	-
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	2,40,569	(53,690)
Cash and cash equivalents at the beginning of the year	1,22,303	1,75,993
Cash and cash equivalents at the end of the year	3,62,872	1,22,303

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For Koshal & Associates
Chartered Accountants

For and on Behalf of the Board
For BELL AGRO MACHINA LTD

Koshal Maheshwari
Proprietor
MRN. 043746
Firm number: 121233W
Date: 30th May 2016
Place: Mumbai

(Yatin Mehta)
Director
DIN : 07431944

(Ashvin R. Thumar)
Director
DIN : 05142024



NOTE – 2

(Amount in Rs.)

SHARE CAPITAL	As at 31st March, 2016	As at 31st March, 2015
Authorized Capital		
3500000 Equity Shares of Rs 10/- each	3,50,00,000	3,50,00,000
TOTAL	<u>3,50,00,000</u>	<u>3,50,00,000</u>
Issued, Subscribed and Paid up Capital		
350000 Equity share of Rs. 10/- each Fully Paid in Cash	35,00,000	35,00,000
TOTAL	<u>35,00,000</u>	<u>35,00,000</u>

(i) Reconciliation of number of share outstanding at beginning and at the end of the reporting period:

PARTICULAR	As at 31st March, 2016	As at 31st March, 2015
Number Of Shares at the beginning of the year	3,50,000	35,00,000
Less: Reduction of share capital as per the order passed by Hon'ble Bombay High Court	-	31,50,000
Number Of Shares at the end of the year	3,50,000	3,50,000

(ii) Terms/ right attached to Equity Shares:

The Company has only one Class of equity shares having par value of Rs.10 per Shares. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity share will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(III) Detail of shares held by the holding company, the ultimate holding company, their subsidiaries & associates :	NIL	NIL
---	-----	-----

Details of Shareholders holding more than 5% shares in the Company

Ordinary Equity Shares of Rs. 10/- shares in company	As at 31st March, 2016		As at 31st March, 2015	
	No of Shares	% of Holding	No of Shares	% of Holding
S G Bellad	75,900	21.69	75,900	21.69
Bellad Motors P Ltd.	31,150	8.90	31,150	8.90
Bellad Automobiles Engineers P Ltd.	25,800	7.00	25,800	7.00



NOTE - 3

(Amount in Rs.)

RESERVES AND SURPLUS	As at 31st March, 2016	As at 31st March, 2015
General Reserve		
Profit & Loss A/C	(31,67,465)	(3,47,40,102)
Opening Balance	-	-
Add: Additions During the year	(1,73,989)	72,637
Less: Utilizations during the year	-	-
Add: Reduction of Share Capital	-	3,15,00,000
Closing Balance	(33,41,454)	(31,67,465)
Profit & Loss A/C (Debit Balance)	-	-
TOTAL	(33,41,454)	(31,67,465)

NOTE - 4

(Amount in Rs.)

LONG TERM BORROWINGS	As at 31st March, 2016	As at 31st March, 2015
Loan from Directors	-	-
Other Loans & Advances-Unsecured	5,10,500	3,10,500
TOTAL	<u>5,10,500</u>	<u>3,10,500</u>

NOTE - 5

OTHER CURRENT LIABILITIES	As at 31st March, 2016	As at 31st March, 2015
Profession Tax Payable	2,500	-
Ashvin Thumar & Co Tax Payment	1,276	-
Rent Payable	15,000	-
Director Sitting Fees Payable	9,000	-
NSDL Fees Payable	1,140	-
Audit Fees Payable	22,900	10,000
Professional Fees Payable	27,500	
Other payables	1,633	
TOTAL	80,949	10,000



NOTE - 6 (FIXED ASSETS AS PER COMPANY ACT)

Tangible Assets as on 31st March 2016 as per companies Act 2013

S.No.	Particulars	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		Cost As On 1 st April, 2014	Additions During The Year	Sale / Disposal During The Year	Total As on 31 st March, 2016	Upto 1 st April, 2015	For The Year	Adjustment	Upto 31 st March, 2016	Net Carrying Amount As on 31 st March, 2015	Net Carrying Amount As on 31 st March, 2016
1	Plant and Machinery	5,79,830	-		5,79,830	1,93,063	42,974	-	2,36,037	3,86,767	3,43,793
		-			-	-		-	-	-	-
	TOTAL	5,79,830	-	-	5,79,830	1,93,063	42,974	-	2,36,037	3,86,767	3,43,793
	Previous Year	5,79,830	-	-	5,79,830	1,50,089	42,974	-	1,93,063	4,29,741	3,86,767

NOTE -6A FIXED ASSETS

Sr. No.	PARTICULARS	Rate of Depreciation	GROSS BLOCK				DEPRECIATION				NET BLOCK	
			Value as on 1 st April, 2015	Addition During the year	Deletion During the Year	Value as on 31 st March, 2016	Depreciated on as on 1 st April, 2015	Addition During the year	Deletion During the Year	Depreciated on as on 31 st March, 2016	WDV as on 31 st March, 2016	WDV as on 31 st March, 2015
(A)	Tangible Assets											
1	Pant & Machinery (BLOCK)								0			
	Plant and Machinery	15%	3,00,686	0	0	3,00,686	0	45,103	0	45,103	2,55,583	3,00,686
						0		0		0	0	0
	TOTAL		3,00,686	0	0	3,00,686	0	45,103	0	45,103	2,55,583	3,00,686

NOTE - 7

(Amount in Rs.)

CASH AND CASH EQUIVALENT	As at 31st March, 2016	As at 31st March, 2015
Balance With Bank	-	-
Allahabad Bank	56,851	38,536
Mahalaxmi Co-Op. bank	-	32,142
Cash on Hand	3,06,021	51,625
TOTAL	<u>3,62,872</u>	<u>1,22,303</u>

NOTE - 8

OTHER CURRENT ASSETS	As at 31st March, 2016	As at 31st March, 2015
Mat Credit -115 JB (2013-2014)	9,867	9,867
Deposit	60,000	1,60,000
TOTAL	<u>69,867</u>	<u>1,69,867</u>

NOTE - 9

(Amount in Rs.)

INCOME FROM OPERATIONS	As at 31st March, 2016	As at 31st March, 2015
Sale of Products	4,51,540	-
Other Operating Revenues	-	-
Less: Excise Duty	-	-
TOTAL	<u>4,51,540</u>	<u>-</u>

NOTE -10

(Amount in Rs.)

OTHER INCOME	As at 31st March, 2016	As at 31st March, 2015
Job work Charges Received	7,80,500	8,97,600
TOTAL	<u>7,80,500</u>	<u>8,97,600</u>

NOTE - 11

(Amount in Rs.)

EMPLOYEE BENEFIT EXPENSES	As at 31st March, 2016	As at 31st March, 2015
Salaries to Employees	1,35,000	2,32,500
Staff Welfare Exp	16,373	-
TOTAL	<u>1,51,373</u>	<u>2,32,500</u>

NOTE -12

(Amount in Rs.)

OTHER EXPENSES	As at 31st March, 2016	As at 31st March, 2015
Audit Fees	22,900	10,000
Advertisement Expenses	7,729	71,977
Bank Charges	406	641
CDSL Fees	3,435	17,978
NSDL Fees	11,445	6,143
Printing And Stationery	49,220	56,325
Registrar & Transfer Agent	74,387	56,909
Professional Fees	80,500	38,560
Web design	4,500	2,000
Telephone Exp	3,591	902
Office Expenses	31,990	3,326
Courier Expenses	17,250	5,306
Bangalore stock exchange fees	-	34,832
AGM Hall Expenses	7,391	2,810
Rent For Office	1,87,000	1,27,000
BSE Listing Fees	2,24,720	1,12,360
Director Sitting Fees	10,000	-
Balance Written off	32,142	-
Electricity Exp	6,080	-
Intrest on TDS	184	-
Donation Sumedha	51,000	-
Profession Tax	2,500	-
TOTAL	<u>8,28,370</u>	<u>5,47,069</u>



NOTE 13. NOTES TO FINANCIAL STATEMENTS

- a) None of the Earning/Expenditures is in Foreign Currency.
- b) Previous years figures have been regrouped, rearranged wherever necessary to make them comparable with those of current year.
- c) In the opinion of the management and to the best of their knowledge and belief the value under the head of the current assets and non current assets are approximately of the value stated, if realized in ordinary course of the business, except unless stated otherwise. The provision for all the known liabilities is adequate and not in excess of amount considered reasonably necessary.

d) Auditors Remuneration

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Audit Fee	22,900	10,000.

For BELL AGROMACHINA LTD

For Koshal & Associates
Chartered Accountants

(Yatin Mehta) (Ashvin R. Thumar)
Director **Director**
 DIN: 07431944 DIN: 05142024

Koshal Maheshwari
Mem. No: 043746
Proprietor

Place: Mumbai
Dated: 30th May, 2016

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST
MARCH, 2016****NOTES FORMING PART OF THE ACCOUNTS****Note 1:****A. SIGNIFICANT ACCOUNTING POLICIES****Basis of Preparation of Financial statement.**

The financial statements of Bell Agromachina Limited have been prepared and presented in accordance with Generally Accepted Accounting Principles (GAAP) on the historical cost convention on the accrual basis. GAAP comprises accounting standards notified by Central Government of India under the relevant provision of Companies Act, 2013.

Use of Estimates:

The preparation of financial statements is in conformity with Generally Accepted Accounting Principles (GAAP) in India requires management to make estimates and assumption that affect the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of the financial statements and reported amounts of income and expenses during the period.

Revenue Recognition:

The Company follows the mercantile system of Accounting and recognizes income and expenditure on accrual basis.

Investments:

Investments are stated at cost i.e., cost of acquisition, inclusive of expenses incidental to acquisition wherever applicable.

Fixed Assets & Depreciation:

Fixed Assets are stated at cost less Depreciation. Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on addition / deletions is calculated on pro-rata with respect to date of addition / deletions.

Taxation:

The current charge for income tax is calculated in accordance with the relevant tax regulations applicable to the Company. Deferred tax asset and liability is recognized for future tax consequences attributable to the timing differences that result between the profit offered for income tax and the profit as per the financial statements. Deferred tax asset & liability are measured as per the tax rates/laws that have been enacted or substantively enacted by the Balance Sheet date.



Earnings per Share:

The earning considered in ascertaining the company's earnings per share comprises net profit after tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year.

Impairment of Assets:

The carrying amount of assets is reviewed at each balance sheet date to determine if there is any indication of impairment thereof based on external / internal factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount, which represents the greater of the net selling price of assets and their value in use. The estimated future cash flows are discounted to their present value at appropriate rate arrived at after considering the prevailing interest rates and weighted average cost of capital

Gratuity:

No provision for gratuity has been made as no employee has put in qualifying period of service for entitlement of this benefit.

Under the Micro Small and Medium Enterprises Development Act, 2006, certain discourses are required to be made relating to Micro, Small and Medium Enterprises. The company is in the process of compiling relevant information from its suppliers about their coverage under the Act. Since the relevant information is not presently available, no disclosures have been made in the accounts.

For BELL AGROMACHINA LTD

Yatin Mehta **Ashvin R. Thumar**
Director **Director**
DIN: 07431944 **DIN: 05142024**

**For Koshal & Associates
Chartered Accountants**

Koshal Maheshwari
Mem. No: 043746
Proprietor

Place: Mumbai

Dated: 30th May, 2016



BELL AGROMACHINA LIMITED

CIN: L85110MH1989PLC255933

Regd. Off. **Unit No. F-30, First Floor, Raghuleela Mega Mall, Behind Poisar Depot, Kandivali (West), Mumbai – 400 067**Tel : 022- 65575578 Website: www.bellagro.com Email: bellagro@rediffmail.com**ATTENDANCE SLIP****TO BE COMPLETED AND HANDED OVER AT THE ENTRANCE OF THE MEETING**

Name and Address of Shareholder	Folio No.
No. of Shares	Client ID

I hereby record my presence at the 27th Annual General Meeting of the Company on 30th day of September, 2016 at 1.30 p.m. on Friday at: **Kriish Cottage, C-101/201, Manas Building, Near St. Lawrence High School, Devidas Lane, Borivali (W), Mumbai – 400 092.**

Signature of the Shareholder or Proxy

Email Address:

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the meeting.

ELECTRONIC VOTING PARTICULARS

Electronic Voting Event Number (EVEN)	User ID	Password



BELL AGROMACHINA LIMITED

CIN: L85110MH1989PLC255933

Regd. Off. Unit No. F-30, First Floor, Raghuleela Mega Mall, Behind Poisar Depot, Kandivali (West),
Mumbai - 400 067

Tel : 022- 65575578

Website: www.bellagro.comEmail: bellagro@rediffmail.com**PROXY FORM**

Name of the Member(S):			
Registered Address:			
Email -id:			
Folio No. Client ID:		DP ID:	

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

1. Name: _____

Address: _____

Email Id: _____

Signature: _____ or failing him

2. Name: _____

Address: _____

E-mail 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 **Bell Agromachina Limited** to be held on the 30th day of September, 2016 at 1.30 p.m. on Friday at "**Kriish Cottage, C-101/201, Manas Building, Near St. Lawrence High School, Devidas Lane, Borivali (W), Mumbai – 400 092**" and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	RESOLUTION	OPTIONAL	
		For	Against
	ORDINARY BUSINESS		
1.	Adoption of audited financial statement of the Company for the year ended 31 st March 2016.		
2.	Re-appointment of Mr. Shivaputra G. Bellad (Din: 02547125) who retires by rotation and being eligible, offers himself for re-appointment		
3.	Ratification of the appointment of M/s. Koshal & Associates, Chartered Accountants as Statutory Auditor and fixing their remuneration.		
	SPECIAL BUSINESS		
4.	Appointment of Mr. Yatin Mehta as Director		
5.	Appointment of Mr. Yatin Mehta as Director as Managing Director		

Signed this..... day of..... 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.



BOOK-POST

If undelivered, please return to:

BELL AGROMACHINA LIMITED

**Unit No. F-30, First Floor,
Raghuleela Mega Mall,
Behind Poisar Depot,
Kandivali (West),
Mumbai - 400 0677.**

