



Twenty Fifth Annual Report 2013-14



Phyto Chem (India) Limited



Phyto Chem (India) Limited

Factory



Phyto Chem - Annual Report - 2013 - 14

Board of Directors

Dr.P.Sreemannarayana	-	Chairman
Mr.Y.Nayudamma	-	Managing Director
Dr.Y.Venkateswarlu	-	Director
Mr.P.Anjaneyulu	-	Director
Mr.C.N.Chary	-	Director
Mr.T.A.Choudary	-	Director
Mr.N.Sudhakar	-	Director
Mr.M.Balarama Krishnaiah	-	Director

Auditors

M/s. T. Adinarayana & Co.,
Chartered Accountants,
806, Raghava Ratna Towers,
Chirag Ali Lane,
HYDERABAD - 500 001.

Bankers

M/s. The Federal Bank Limited,
Hyderabad Branch, Bank Street,
HYDERABAD - 500 001.

Common Share Transfer Agents **(Physical & Electronic)**

M/s. Bigshare Services Pvt. Limited,
306, 3rd Floor, Right Wing,
Amrutha Ville,
Opp: Yashoda Hospital,
Raj Bhavan Road, Somajiguda,
Hyderabad - 500 082.
Phone No : 040-23374967.

Corporate Office

No.8-3-229/23, First Floor,
Thaherville, Yousufguda Checkpost,
HYDERABAD - 500 045.
Phone No : 040-23557712, 23557713.

Registered Office & Factory

Survey No.628, Temple Street,
BONTHAPALLY - 502 313,
Jinnaram Mandal, Medak District,
Telangana.

Notice

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of M/s Phyto Chem (India) Limited (CIN: L24110TG1989PLC009500) will be held on Monday, the 29th day of September, 2014 at 11:45 a.m. at the Registered Office of the Company at Survey No.628, Temple Street, Bonthapally - 502 313, Jinnaram Mandal, Medak District, Telangana to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, Profit and Loss Account and Cash Flow Statement for the year ended on that date along with the Reports of the Board of Directors and Auditors thereon.
2. To Declare Dividend on Equity Shares for the financial year 2013-14.
3. To appoint a Director in place of Dr. Venkateswaralu Yadlapalli (DIN: 00377568), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Anjaneyulu Prathipati (DIN: 00377635), who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution;

"RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 and all other applicable provisions of the Companies Act, 2013, M/s. T. Adinarayana & Co., Chartered Accountants, Hyderabad (Firm Registration No: 000041S) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Meeting for a period of three years, subject to ratification by the members at every Annual General Meeting, on such remuneration as may be agreed upon by the Board of Directors and Auditors, in addition to reimbursement of out of-pocket expenses in connection with the audit of the accounts of the Company.

Special Business:

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

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mr. Narasimha Chary Chakravarthula (DIN: 00625684)**, Independent Director of the Company who under the provisions of the Companies Act, 1956 was liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of three consecutive years from this Annual General Meeting, not liable to retire by rotation."

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

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mr. Ankamma Choudary Thotakura (DIN: 00036470)**, Independent Director of the Company who under the provisions of the Companies Act, 1956 was liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of three consecutive years from this Annual General Meeting, not liable to retire by rotation."

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

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and 160 read with Schedule

IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mr. Balarama Krishnaiah Mandava (DIN: 00036506)**, Independent Director of the Company who under the provisions of the Companies Act, 1956 was liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of three consecutive years from this Annual General Meeting, not liable to retire by rotation."

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

"RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mr. Sudhakar Nadendla (DIN: 00426897)**, Independent Director of the Company who under the provisions of the Companies Act, 1956 was liable to retire by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of three consecutive years from this Annual General Meeting, not liable to retire by rotation."

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

"RESOLVED THAT Pursuant to provisions of Sections 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory

modification(s) or re-enactment thereof for the time being in force) **Mrs. Kavitha Rani Sakhamuri (DIN:06942657)**, who was appointed as an Additional Director pursuant to provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, for a period of three consecutive years from this Annual General Meeting, not liable to retire by rotation."

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

"RESOLVED THAT pursuant to provisions of Sections 149 and 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Janaki Ramaiah Yarlagadda (DIN: 06949910)**, who was appointed as an Additional Director pursuant to provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation."

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

"RESOLVED THAT pursuant to provisions of Sections 196 and 197 read with Schedule V and all other applicable provisions if any, of the Companies Act 2013 and the Companies (Appointment and Remuneration Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by Nomination and Remuneration Committee,



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approval of the Company be and is hereby accorded to the appointment of **Mr. Janaki Ramaiah Yarlagaadda (DIN: 06949910)**, as Executive Director of the Company for a period of 5 years w.e.f. 29th July, 2014 on the following terms and conditions mentioned below.

- a. Salary: Rs.75,000.00 per month in the scale of Rs.75,000.00 to Rs.1,25,000.00.
- b. Incentive Bonus: Equivalent to one month salary per annum.
- c. P.F. : 12% of the salary as per applicable Rules.
- d. Gratuity: Half month salary per every year of completed service.
- e. Entitled to encashment of Leave at the end of tenure. which will not be included in the computation of the ceiling on perquisites.

"FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year, during his tenure as Executive Director, minimum remuneration shall alone be paid as prescribed under provisions of the Companies Act, 2013 and Schedule V.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and deeds as may be necessary, proper or expedient to give effect to this resolution"

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

"RESOLVED THAT pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's bankers or from any person or persons, Firms, Bodies, Corporate or Financial Institutions in the ordinary course of business, shall not be in excess of Rs. 45 Crores (Rupees Forty

Five Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.

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

"RESOLVED THAT pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to authorise the Board to mortgage and /or create charge to the extent of Borrowing limits of the Board of Directors, of all or any of the movable or immovable properties both present and future or the whole or substantially the whole of the undertakings of the Company to or in favour of any Financial Institutions, Banks, NBFCs, any Person or Persons, Firms, or any other Agencies to secure the term loans and / or other financial assistance that has been or may in future be granted by them to the Company from time to time."

For and on behalf of the Board

Y. Nayudamma
Managing Director

Place: Hyderabad
Date : 29th July, 2014

Notes

1. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and a proxy need not be a member of the Company. The instrument of Proxy in order to be effective should be deposited at its Registered Office of the Company not later than forty eight hours before the commencement of the Meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 27-09-2014 to 29-09-2014 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the meeting.
3. The Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
4. Members holding shares in physical form, in their own interest, are requested to dematerialise the shares to avail the benefits of electronic holding / trading.
5. Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are 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 above documents are being sent in the permitted mode

6. Members are requested to notify any change in their addresses to the Company immediately. Members holding shares in electronic form are requested to advise change of addresses and their email IDs to their Depository Participants.

The Members are aware, your Company's shares are tradable compulsorily in electronic form and your Company has established connectivity with Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). In view of the numerous advantages offered by the depository system, the Members are requested to avail the facility of Dematerialization of the Company's shares on NSDL & CDSL. The ISIN allotted to the Company's Equity shares is **INE 240401013**.

7. Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form and handover the Slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the Board resolution / power of attorney authorising their representatives to attend and vote at the Annual General Meeting.
8. Members may also note that the Notice of the Annual General Meeting and the Annual Report will also be available on the Company's website for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Survey No.628, Temple Street, Bonthapally – 502 313, Jinnaram Mandal, Medak District, Telangana 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 at free of cost.
9. Voting through Electronic means
 - a. The Company is pleased to provide members

the facility to exercise their right to vote on the resolutions as set out in the Notice calling for the Annual General Meeting (AGM) by 'electronic means' and all the businesses may be transacted through e- Voting services provided by Central Depository Services (India) Limited (CDSL), in compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014.

- b. Voting rights are reckoned on the basis of the shares registered in the names of the members / beneficial owners as on the record date fixed for this purpose, viz., 29-08-2014.
- c. Mr. P. Jagannatham, Corporate Advocate has been appointed as scrutinizer for conducting the e-Voting process in a fair and transparent manner.
- d. Members are requested to read the e-Voting instructions given below:

The E-Voting facility is available at the link :

EVSN (e-Voting Sequence Number)	Commencement of e-Voting	End of e-Voting
140826099	23-09-2014	25-09-2014

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab to cast your votes.
- iii. Now, select the "EVSN" along with "PHYTO CHEM (INDIA) LIMITED" from the drop down menu and click on "SUBMIT"
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field.</p> <p>* In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100, then enter RA00000100 in the PAN field.</p>
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.-</p> <p>* Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

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

- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - xi. Click on the relevant EVSN on which you choose to vote.
 - xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should email a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, they have to create a compliance user using the admin login and password. The compliance user would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- a. Please follow all steps from S.No.i to xvii of Notes-9 d above to cast vote.
- b. The voting period begins on Tuesday, 23rd September, 2014(9:00 am) and ends on Thursday, 25th September, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of Friday, 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- c. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- d. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast "in favour" or "against", if any, forthwith to the Chairman of the Company.
- e. The Results declared along with the Scrutinizer's Report will be placed on the Company's website www.phytochemindia.com and on the website of CDSL within two days of passing of the resolutions at the AGM and communicated to the Stock Exchanges.



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- f. All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company during 10.00 am to 12.00 noon on all working days upto and including the date of the AGM.

Additional information about the Directors being appointed / re-appointed as required under clause 49 of the Listing Agreement

Dr. Venkateswaralu Yadlapalli - Director

Dr. Venkateswarlu Yadlapalli, aged about 68 years, is a graduate in Medicine (M.B.B.S). He is presently practicing Medicine in Sultanate of Oman and he is the promoter Director of the Company. He holds 95,000 Equity Shares in the Company.

Mr. Anjaneyulu Prathipati - Director

Mr. Anjaneyulu Prathipati aged about 62 years, is a Graduate in Telecommunications Engineering. He has rich experience in Real Estate operations. He holds 64,400 equity shares in the Company and he is on the Boards of M/s Rasasri Developers Private Ltd., M/s Rasasri Infrastructures Private Ltd and M/s Prathipati Projects Pvt Ltd.

Mr. Narasimha Chary Chakravarthula - Director.

Mr. Narasimha Chary Chakravarthula aged about 76 years, is a Chemical Engineer. He has worked for more than four decades in several Chemical related institutions. He holds 100 equity shares in the Company. He is Member of Audit Committee and Chairman of Remuneration Committee of our Company.

The Board considers that his continued association would be immense benefit to the Company and it is desirable to continue to avail the service of Mr. Narasimha Chary Chakravarthula as an Independent Director.

Mr. Ankamma Choudary Thotakura - Director.

Mr. Ankamma Choudary Thotakura aged about 68 years, is a B.E. in Electrical Engineering and

also a Post Graduate in Business Management. He has versatile experience of over 30 Years in the fields of Project Management, Finance and he has retired as Chief General Manager from APIDC, Government of A.P. Undertaking. He holds 184 equity shares in the Company. He is Director on the Boards of M/s. Green Way Infratech (India) Pvt Ltd. and M/s. Green Way Solar Pvt. Ltd. He is Member of Audit Committee, Remuneration Committee and Chairman of Investors Grievance & Redressal Committee of our Company.

The Board considers that his continued association would be immense benefit to the Company and it is desirable to continue to avail the service of Mr. Ankamma Choudary Thotakura as an Independent Director.

Mr. Balarama Krishnaiah Mandava - Director.

Mr. Balarama Krishnaiah Mandava, Chartered Accountant, aged about 63 years, worked for more than three decades in M/s. Andhra Pradesh Industrial Development Corporation Limited (APIDC), Government of A.P. Undertaking in different Departments like Finance, Accounts, Project Appraisal, Monitoring, Rehabilitation, etc. After taking voluntary retirement as General Manager (Finance), he worked as Officer on Special Duty in M/s. Share Medical Care, a Society running Hospitals, Medical College and Nursing Colleges. Presently working as Director-Finance in M/s.EBC Bearings (India) Limited, Hyderabad. He also has Directorships in M/s Venture East Trustee Company Pvt Ltd, M/s Ogene Systems India Ltd, M/s BRS Enterprises & Trading Ltd, M/s CTIL Ltd, M/s Indo Metals Press Pvt Ltd, M/s Venkatadri Securities and Trading Pvt Ltd, and M/s Ragam Mines Pvt Ltd. He is also Member of Audit Committee and Remuneration Committee of our Company.

The Board considers that his continued association would be immense benefit to the Company and it is desirable to continue to avail the service of Mr. Balarama Krishnaiah Mandava as an Independent Director.

Mr. Sudhakar Nadendla - Director.

Mr. Sudhakar Nadendla aged about 56 years, is a Post Graduate in Commerce and has over 26 years experience in Accounting and Industrial

fields. He is the Chairman of Audit Committee and member of Remuneration Committee, Investors Grievance & Redressal Committee and Share Transfer Committee. He holds 500 equity shares in the Company.

The Board considers that his continued association would be immense benefit to the Company and it is desirable to continue to avail the service of Mr. Sudhakar Nadendla as an Independent Director.

Mrs. Kavitha Rani Sakhamuri - Woman Director.

Mrs. Kavitha Rani Sakhamuri is a Graduate in Commerce, Fellow Member of the Institute of Company Secretaries of India and Graduate in Law. She is a Practicing Company Secretary having about Nine years of experience in Corporate Laws and related legal matters. She represents the cases before Tribunals, Company Law Board etc. She has good audit expertise in secretarial audit of Companies and knowledge in ensuring adherence of various statutory regulations. Presently, she is acting as Secretary and Treasurer of Institute of Company Secretaries of India, Hyderabad Chapter. She does not hold any shares in the Company and does not hold any Directorship in other Companies.

The Board considers that her association would be immense benefit to the Company and it is desirable to avail the service of Mrs. Kavitha Rani Sakhamuri as an Independent Director.

Mr. Janaki Ramaiah Yarlagadda - Executive Director.

Mr. Janaki Ramaiah Yarlagadda aged about 37 years, is a B.E. in Chemical Engineering. He has experience of 12 years in various fields such as Product Management, Procurement, Production, Administration etc. Earlier, he had associated with Indian Institute of Technology for a period of 3 years in the matters of Process Development in Chemical Engineering Division. In Phyto Chem (India) Limited, he is in the position of General Manager for about 9 years and looking after the subjects of Procurement, Production and General Administration. He is acting as Compliance

Officer for secretarial matters and Chief Financial Officer of the Company. He belongs to the promoter group of the Company and holds 97372 equity shares in the Company. He does not hold any Directorships in other Companies.

He is member of Share Transfer Committee.

The Board considers that his association would be immense benefit to the Company and it is desirable to avail the service of Mr. Janaki Ramaiah Yarlagadda as Director and Executive Director.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Items No. 6,7,8 & 9

Mr. Narasimha Chary Chakravarthula, Mr. Ankamma Choudary Thotakura, Mr. Balarama Krishnaiah Mandava and Mr. Sudhakar Nadendla are directors who were liable to retire by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Narasimha Chary Chakravarthula, Mr. Ankamma Choudary Thotakura, Mr. Balarama Krishnaiah Mandava and Mr. Sudhakar Nadendla are being eligible and offering themselves for appointment, are proposed to be appointed as Independent Directors for a period of three consecutive years from this Annual General Meeting.

Section 149 of the Act inter alia stipulates the criteria of Independence in a company propose to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term upto 5(five) consecutive years on the Board of the Company and they shall not be included in the total number of Directors for retirement by rotation.

The Company has received notices in writing from members along with the deposit of requisite amount under section 160 of the Act proposing the candidatures of each of Mr. Narasimha Chary Chakravarthula, Mr. Ankamma Choudary Thotakura, Mr. Balarama Krishnaiah Mandava and Mr. Sudhakar Nadendla for the office of the Director(s) of the Company.

Mr. Narasimha Chary Chakravarthula, Mr. Ankamma Choudary Thotakura, Mr. Balarama Krishnaiah Mandava and Mr. Sudhakar Nadendla are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declaration from Mr. Narasimha Chary Chakravarthula, Mr. Ankamma Choudary Thotakura, Mr. Balarama Krishnaiah Mandava and Mr. Sudhakar Nadendla that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under clause 49 of the Listing Agreement, Mr. Narasimha Chary Chakravarthula, Mr. Ankamma Choudary Thotakura, Mr. Balarama Krishnaiah Mandava and Mr. Sudhakar Nadendla possess appropriate skills, experience and knowledge, inter alia, in the field of finance, accounts and administration.

In the opinion of the Board, Mr. Narasimha Chary Chakravarthula, Mr. Ankamma Choudary Thotakura, Mr. Balarama Krishnaiah Mandava and Mr. Sudhakar Nadendla fulfill the conditions for their appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Narasimha Chary Chakravarthula, Mr. Ankamma Choudary Thotakura, Mr. Balarama Krishnaiah Mandava and Mr. Sudhakar Nadendla are independent of management.

Brief resumes of Mr. Narasimha Chary Chakravarthula, Mr. Ankamma Choudary Thotakura, Mr. Balarama Krishnaiah Mandava and Mr. Sudhakar Nadendla, nature of their expertise in specific functional areas and names of companies in which they hold Directorship and Memberships/Chairmanships of Board Committees, shareholding as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are forming part of the Annual Report

Keeping in view their vast expertise and knowledge, it will be in the interest of the Company that Mr. Narasimha Chary Chakravarthula, Mr. Ankamma Choudary Thotakura, Mr. Balarama Krishnaiah Mandava and Mr. Sudhakar Nadendla are appointed as Independent Directors.

Copy of the draft letters for respective appointment of Mr. Narasimha Chary Chakravarthula, Mr. Ankamma Choudary Thotakura, Mr. Balarama Krishnaiah Mandava and Mr. Sudhakar Nadendla as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered office of the Company.

This statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

None of Directors or Key Managerial Personnel of the Company and/or their relatives except Mr. Narasimha Chary Chakravarthula, Mr. Ankamma Choudary Thotakura, Mr. Balarama Krishnaiah Mandava and Mr. Sudhakar Nadendla respectively to whom the resolutions relate, are in any way, concerned or interested, financially or otherwise, in the resolutions.

The Board recommends the Ordinary Resolutions set forth in Item Nos. 6, 7, 8 & 9 for approval of the shareholders.

Item No. 10

The Board of Directors of the Company appointed Mrs. Kavitha Rani Sakhamuri as Additional Director of the Company with effect from 29th July, 2014 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and In terms of the provisions of Section 161(1) of the Act, Mrs. Kavitha Rani Sakhamuri would hold office upto the date of the ensuing Annual General Meeting.

Section 149 of the Act inter alia stipulates the criteria of independence in a Company propose to appoint an Independent Director on its Board. As per the said Section 149, an Independent Director can hold office for a term up to 5(five) consecutive years on the Board of the Company and he/she shall not be included in the total number of Directors for retirement by rotation.

The Company has received notice in writing from member along with the deposit of requisite amount under section 160 of the Act proposing

the candidature of Mrs. Kavitha Rani Sakhamuri for the office of the Director of the Company.

As per the provisions of Section 149(1) of the Act and amended Clause 49 of the Listing Agreement, the Company should have at least one Woman Director.

Mrs. Kavitha Rani Sakhamuri is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director.

The Company has also received declaration from Mrs. Kavitha Rani Sakhamuri that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement, Mrs. Kavitha Rani Sakhamuri possess appropriate skills, experience and knowledge, inter alia, in the field of Secretarial, Finance and Legal matters.

In the opinion of the Board, Mrs. Kavitha Rani Sakhamuri fulfills the conditions for her appointment as independent Director as specified in the Act and the Listing Agreement. Mrs. Kavitha Rani Sakhamuri is independent of management.

Brief resume of Mrs. Kavitha Rani Sakhamuri, nature of her expertise in specific functional areas and names of Companies in which she holds Directorship and Memberships/ Chairmanships of Board Committees, shareholding as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are forming part of the Annual Report

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Kavitha Rani Sakhamuri is appointed as an Independent Director.

Copy of the draft letter for appointment of Mrs. Kavitha Rani Sakhamuri as Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company

This statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

None of Directors or Key Managerial Personnel of the Company and/or their relatives except Mrs. Kavitha Rani Sakhamuri to whom the resolution relates, are in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolution set forth in Item No. 10 for approval of the shareholders.

Item No. 11 & 12

The Board of Directors of the Company at its meeting held on 29th July, 2014 appointed Mr. Janaki Ramaiah Yarlagadda as Additional Director and Executive Director of the Company with effect from 29th July, 2014 pursuant to the provisions of the Act, and in terms of the provisions of Section 161 (1) of the Act, Mr. Janaki Ramaiah Yarlagadda would hold office upto the date of the ensuing Annual General Meeting.

Subject to the approval of Members, Mr. Janaki Ramaiah Yarlagadda was appointed as Executive Director, for a period of 5(Five) years with effect from 29th July, 2014 at the remuneration recommended by the Nomination and Remuneration Committee and approved by the Board.

It is proposed to seek the members' approval for the appointment of and remuneration payable to Mr. Janaki Ramaiah Yarlagadda as Director and Executive Director in terms of Sections 152, 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and rule made there under.

The Company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of Mr. Janaki Ramaiah Yarlagadda for the office of the Director of the Company.

Mr. Janaki Ramaiah Yarlagadda satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Janaki Ramaiah Yarlagadda under section 190 of the Act.

Brief Resume of Mr. Janaki Ramaiah Yarlagadda and nature of his expertise in specific functional areas and names of Companies in which he holds Directorship and Memberships/Chairmanships of Board Committees, shareholding as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is forming part of the Annual Report.

This statement may also be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

Mr. Janaki Ramaiah Yarlagadda may be deemed to be concerned or interested, financially or otherwise, to the extent of the aforesaid shareholding in respect of his appointment as Executive Director and their other relatives, to the extent of their shareholding interest and Directorship in the Company, may be deemed to be concerned or interested in the appointment of Mr. Janaki Ramaiah Yarlagadda

Save and except the above, None of the Directors/ Key Managerial personnel / their relatives in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolutions set forth in Item Nos. 11 & 12 for approval of the shareholders.

Items No. 13 & 14

The members of the Company at its 23rd Annual General Meeting held on 27th September, 2012, had accorded their consent to the Board of Directors for borrowing up to Rs. 45 Crores under Section 293(1)(d) of the Companies Act,

1956, However, with the passing Companies Act, 2013, resolution passed under Section 293(1) (d) & 293(1)(a) of the Companies Act, 1956 are valid only upto 11th September, 2014.

Hence, the consent of the members is therefore, sought in accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013 to enable the Board of Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 45 Crores (Rupees Forty Five Crores only).

The borrowings of the Company may, if necessary, be secured by way of creation of charges/ mortgage/hypothecation on the Company's assets in favour of the company's Bankers or any Person or Persons, Firms, Bodies, Corporate or Financial Institutions. Hence, it is necessary to pass a resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charges/mortgages/ hypothecations etc., for an amount not exceeding Rs.45 Crores (Rupees Forty Five Crores only).

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item Nos. 13 and 14 except to the extent of shares held by them in the Company.

The Board recommends the Special Resolutions set forth in Item Nos. 13 & 14 for approval of the shareholders.

For and on behalf of the Board

Y. Nayudamma
Managing Director

Place : Hyderabad
Date : 29th July, 2014

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Directors' Report

Dear Shareholders,

Your Directors have pleasure to present the 25th Annual Report of the Company together with the Audited Accounts for the financial year ended 31st March, 2014

1. Financial Results

The Financial Results for the year ended 31st March, 2014 are summarised as under:

(Rs. in lacs)

	Current Year 2013-2014	Previous Year 2012-2013
Sales / Income	3505.31	3801.93
Profit before Depreciation and Tax	128.21	128.51
Depreciation	35.27	29.97
Profit before Tax	92.94	98.54
Provision for Tax:		
- Current Tax	27.74	26.03
- Deferred Tax	3.71	7.00
Profit after Tax	61.49	65.51
Prior Period Adjustments	--	1.63
Profit after Prior Period Adjustments	61.49	63.88

2. Review of operations: 2013-14

Your Company achieved a turnover of Rs.3505.31 lacs during the year 2013-14 as against turnover of Rs.3801.93 lacs during the previous year. The Company could make a net profit of Rs.61.49 lacs during 2013-14 as against net profit of Rs.63.88 lacs during 2012-13. Though the Company is maintaining good turnovers, the profit of the Company is affected due to financial charges i.e. interest. The Company hopes to increase its turnovers and profit by expanding market network.

During the year 2013-14, the turnover decreased by 7.80% as compared to the turnover of 2012-13. The ratio of Manufacturing Expenses to the Sales during the year 2013-14 is 77.88% as against 79.23% during 2012-13. The ratio of Administrative, Selling and other expenses to the total expenditure is 22.47% during the year 2013-14 as against 18.93% during 2012-13. As on date, the Company's deployment of funds in Real estate is Rs. 100.07 lacs. The Company hopes to dispose the house plots because of positive vibes in the market and hopes to earn good margins.



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3. Dividend

Your Directors have recommended in their meeting held on 26-05-2014 a Dividend of Re.1.00 per equity share for the Financial Year 2013-14 (Re.1.00 per equity share for the previous Financial Year 2012-13) amounting to Rs. 50.31 lacs (inclusive of Dividend Tax of Rs.7.31 lacs) subject to the approval of shareholders.

4. Human Resource Management, Branding and Quality

The Company has created a favorable work environment that encourages creativity, innovation and opportunity for growth. The Company is building up its image on timely scheduled deliveries and payments.

The maintenance of good quality is one of the reasons for getting success in the competitive market. Various initiatives have been taken by your Company to take care of the quality standards at every stage.

5. Fixed Deposits

Your Company has not accepted any deposits from the Public during the year.

6. Auditors

M/s T.Adinarayana & Co., Chartered Accountants, Independent Auditors of the Company will retire at the forthcoming Annual General Meeting and are eligible for reappointment. In accordance with the Companies Act, 2013, it is proposed to appoint them from the conclusion of this Annual General Meeting till the conclusion of Twenty Eighth Annual General Meeting, subject to the ratification of shareholders at every Annual General Meeting and M/s T.Adinarayana & Co., Chartered Accountants, Hyderabad, have confirmed that the appointment, if made, would be within the prescribed limits under Section 141 of the Companies Act, 2013.

7. Directors

In accordance with the provision of Section 152 of the Companies Act, 2013, Dr. Venkateswaralu Yadlapalli and Mr. Anjaneyulu Prathipati, retire by rotation at this Annual General Meeting and being eligible, have offered themselves for re-appointment.

Pursuant to provisions of Section 149 and other applicable provisions of the Companies Act, 2013 read with Rules thereon, all Independent Directors of the Company are seeking fresh appointment for three years commencing from the ensuing Annual General Meeting.

As per the provisions of Section 149(1) of the Act and amended Clause 49 of the Listing Agreement, the Company should have at least one woman Director.

In view of the above provisions, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Kavitha Rani Sakhamuri was

appointed as an Additional Director with effect from 29th July, 2014 and she shall hold office upto the date of the ensuing Annual General Meeting, the Company has received requisite notice in writing from a member proposing Mrs. Kavitha Rani for appointment as an Independent Director.

Mr. Janaki Ramaiah Yarlagadda was appointed as Additional Director and Executive Director of the Company with effect from 29th July, 2014 in terms of Sections 161, 152, 196 and 197 of the Companies Act, 2013, the Company has received requisite notice in writing from a member proposing Mr. Janaki Ramaiah Yarlagadda for appointment as Director and he holds office as Executive Director for a period of five years with effect from 29th July, 2014 subject to approval of the members at ensuing Annual General Meeting.

8. Directors' Responsibility Statement

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- i. In the preparation of the annual accounts for the year ended March 31, 2014, the applicable accounting standards have been followed;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at March 31, 2014 and of the Profit of the Company for the year ended on that date;
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- iv. The Directors have prepared the annual accounts of the Company on a going concern basis.

9. Risk Management

The Company has evolved risk management mechanism as per the size and nature of Company's business.

10. Insurance

Your Company's assets are adequately insured against the risk from fire, riots, earthquake, terrorism etc.

11. Corporate Governance

As per Clause 49 of the Listing Agreement, a Report on Corporate Governance, forming part of this Report, together with the Auditors' Certificate regarding the compliance of the conditions of Corporate Governance is given in a separate section in the Annual Report.



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12. Secretarial Compliance in terms of Section 383A of Companies Act, 1956

Secretarial Compliance certificate issued by M/s. Puttaparthi Jagannatham & Co., Company Secretaries is enclosed and forms part of this report.

13. Related Party Transactions

As a matter of policy, your Company carries on transactions with related parties on arm-length basis. Statements of these transactions are given at Notes 38 to Accounts in compliance of AS No.18.

14. Management Discussion and Analysis Report

Management discussions and analysis report pursuant to Clause 49 of the Listing Agreement forms part of this report.

15. Personnel

None of the Employees is covered under Sec.217 (2A) of the Companies Act 1956 read with the Companies (Particulars of Employees) Rules 1975 as amended.

16. Particulars regarding Energy Consumption, Technology Absorption and Foreign Exchange Earning and Out Go

As required by Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988, the relevant data pertaining to consumption of Energy, Technology Absorption, Foreign Exchange earnings and outgo are given in the Annexure to this report.

17. Payment of Listing fee

The shares of the Company are listed at Bombay Stock Exchange Limited, which has nationwide trading terminals and the listing fee has been paid by the Company upto date.

18. Acknowledgements

Your Directors wish to place on record their appreciation for the esteemed support and co-operation received from M/s The Federal Bank Limited, Hyderabad Branch, Hyderabad and M/s AXIS Bank, CBB, Hyderabad. Your Directors also acknowledge the support and encouragement received from both Central and State Governments and also thank the Dealers, Distributors and Institutional Customers for their patronisation, support, feedback and encouragement. The Board also records its appreciation for the committed and dedicated services rendered by the employees and workers of the Company. The Board also thanks the Shareholders for their support and confidence reposed in us.

For and on behalf of the Board

N.Sudhakar
Director

Y.Nayudamma
Managing Director

Place: Hyderabad

Date : 29th July, 2014

Annexure to Directors' Report

FORM A

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgoing as required under Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988.

Form for disclosure of particulars with respect to Conservation of Energy, Technology Absorption:

A. Power and Fuel Consumption

i. Electricity	2013-14	2012-13
Purchased Units	69,783.00	74,522.00
Total Amount (Rs. in lacs)	7,12,842.00	5,37,549.00
Rate per Unit (Rs.)	10.22	7.21
ii. Own Generation		
Through Diesel Generator	42,350.00	44,460.00
Units per liter of Diesel Oil	3.85	3.90
Rate per Unit (Rs.)	14.93	11.98
B. Consumption Per Unit Of Production		
Production (Ltrs/Kgs)	23,06,317.00	19,24,103.00
Power Consumption per Litre/Kg	0.049	0.062

C. Technology Absorption, Adaptation And Innovation

The Company has adopted Indigenous Technology for manufacture of Pesticides formulations and no imported technology is involved.

D. Research and Development (R&D)

The Company has an In-house R&D division for improving the quality, productivity and for developing the new viable products.

E. Foreign Exchange Earnings and Out Go

a. i. Activities relating to exports:-

Various types of Pesticides Formulations

ii. Initiative taken to increase exports:-

Maintain high quality standards and timely deliveries.

iii. Development of new export markets for products and services:-



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During the year, there were no exports. The export market for pesticide products is not encouraging due to thin margins and varying import prices.

iv. Export Plans:-

Presently, it is difficult for the small sector units to withstand in the export market.

b. i. Total Foreign Exchange outflow:

Equivalent to Rs.952.63 lacs (USD 15.79 lacs) towards Raw materials.

ii. Total Foreign exchange inflow:

Equivalent to Rs. Nil (USD Nil) towards Exports of Pesticides Formulations.

For and on behalf of the Board

N.Sudhakar
Director

Y.Nayudamma
Managing Director

Place: Hyderabad

Date : 29th July, 2014

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Secretarial Compliance Certificate

In terms of Section 383A (1) of the Companies Act, 1956

Name of the Company	: M/S Phyto Chem (India) Limited
Corporate Identification Number	: L24110TG1989PLC009500
Authorised Capital of the Company	: Rs.47,500,000
Paid Up Capital of the Company	: Rs.43,002,000

To
The Members of
M/S PHYTO CHEM (INDIA) LIMITED

We have examined the Registers, Records, Books and Papers of **M/S PHYTO CHEM (INDIA) LIMITED** as required to be maintained under the Companies Act, 1956 and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31st March, 2014** and in our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all Registers as stated in **Annexure 'A'** to this certificate, as per the provisions of the Act and the rules made thereunder and all entries have been duly recorded.
2. The Company has duly filed the Forms and Returns as stated in **Annexure 'B'** to this certificate with the Registrar of Companies, Andhra Pradesh within the time prescribed under the Act and the rules made thereunder.
3. The Company, being a Public Limited Company, comments are not required.
4. The Board of Directors duly met **Six** times i.e. on 16th May, 2013, 31st July, 2013, 19th August, 2013, 30th September, 2013, 14th November, 2013 and 1st February 2014 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from 28th September, 2013 to 30th September, 2013 (both days inclusive) and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on **31st March 2013** was held on **30th September, 2013** after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extraordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its Directors or Persons or Firms or Companies referred to under Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made requisite entries in the Register maintained under Section 301 of the Act. However there were no contracts entered by the Company during the financial year in which Directors were interested.



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11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company:
 - i. Has delivered all certificates on transfer/transmission of securities and there were no allotment of shares during the financial year.
 - ii. Has deposited the amount of dividend declared in a separate bank account on 30-09-2013 which is within five days from the date of declaration of such dividend.
 - iii. Has paid/posted warrants for dividends to all the members within a period of 30(Thirty) days from the date of declaration and that all unclaimed/unpaid dividend has been transferred to Unpaid Dividend Account of the Company with Federal Bank Ltd., Hyderabad.
 - iv. Not required to transfer any amount to the Investor Education and Protection Fund during the financial year.
 - v. Has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of Additional Directors, Alternate Directors and Directors to fill casual vacancies during the financial year.
15. The Company has not appointed any Managing Director/Whole time Director/Manager during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Registrar, Regional Director and/or such other authorities as may be prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other Firms / Companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any Shares during the financial year.
20. The Company has not bought back any Shares during the financial year.
21. There was no redemption of preference Shares or debentures during the year under review.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during financial year.
24. The amount borrowed by the company from its Directors, Members, Public Financial Institutions, Banks and other Financial Institutions during the financial year ended 31st march, 2014 is within borrowing limits of the Company.

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25. During the year, the Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to Share Capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year under scrutiny.
31. There was no prosecution initiated against or show cause notices received by the Company and no fine or penalty or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Provisions of Section 418 of the Act are not applicable to the Company.

**For Puttaparthi Jagannatham & Co.
Company Secretaries**

**P. Prakash Reddy
Partner
CP No. 11777**

**Place : Hyderabad
Date : 29th July, 2014**



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Annexures to Secretarial Compliance Certificate

Annexure 'A':

Registers as maintained by the Company:

1. Register of Charges u/s 143
2. Register of Members u/s 150
3. Minute Book containing Minutes of
-Board Meetings
-General Meetings (Section 193)
4. Register of Contracts u/s 301
5. Register of Directors u/s 303
6. Register of Directors shareholding u/s 307
7. Register of Loans/Investments u/s 372A (5)

Annexure 'B':

Returns / Documents / Forms filed with the Registrar of Companies, Regional Directors, Central Government or other authorities during the financial year ended March 31, 2014.

I. Registrar of Companies

Sl. No.	Form No.	Filed under Section	Description	Date of filing	Whether filed within prescribed time Yes/No	If delay in filing whether requisite additional fee paid Yes/No
1	8	135	Modification of charge in favour of The Federal Bank Limited for Rs. 142,500,000/-	25-10-2013	Yes	N.A.
2	8	135	Modification of charge in favour of The Federal Bank Limited for Rs. 117,500,000/-	22-04-2013	Yes	N.A.
3	23	192 (4)(c)	Re-Appointment and revision of remuneration of Mr.Y.Nayudamma, as Managing Director of the company for period of 3 years with effect from 1.1.2013 to 31.12.2015.	28-10-2013	Yes	N.A.
4	23 AC & ACA (XBRL)	220	Balance Sheet & Profit & Loss Account for the year 2013 ended 31 st March,	29-10-2013	Yes	N.A.
5	23AC 20B	159	Annual Return as on 30 th September, 2013	25-11-2013	Yes	N.A.
6	66	383 A	Secretarial Compliance Certificate for year ended 31 st March, 2013	28-10-2013	Yes	N.A.

II. Regional Director/ Central Government & Other Authorities: Nil

Place : Hyderabad

Date : 29th July, 2014

For Puttaparthi Jagannatham & Co.
Company Secretaries

P. Prakash Reddy
Partner
CP No. 11777

Corporate Governance Report

1. Company's Philosophy on Corporate Governance:-

The Board lays strong emphasis on attainment of high levels of transparency, accountability and integrity and the corporate actions, which balance the interest of the stakeholders. The Company has adopted a code of conduct for Members of the Board and Senior Management, who have all affirmed in writing their adherence to the Code.

2. Board of Directors:-

The Board of Directors comprises of 8 Directors of which 3 are Promoter Directors. viz. Dr.P.Sreemannarayana, Mr.Y. Nayudamma and Dr. Y. Venkateswarlu. Six Board Meetings were held during the period from April, 2013 to March, 2014 on the following dates:

16th May, 2013, 31st July, 2013, 19th August, 2013, 30th September, 2013, 14th November, 2013 and 1st February, 2014.

The attendance of the Directors at Meetings, Number of other Directorships:

Sl. No.	Name of the Director	Designation	Category	Number of Board Meetings attended	Attendance at last AGM (Yes/No)	Other Directorships
1.	Dr. P. Sreemannarayana	Chairman	NE&NI	5	Yes	2
2.	Mr. Y. Nayudamma	M.D	E&NI	6	Yes	2
3.	Dr. Y. Venkateswarlu	Director	NE&NI	6	Yes	-
4.	Mr. P. Anjaneyulu	Director	NE&NI	5	Yes	3
5.	Mr. C.N. Chary	Director	NE & I	4	Yes	-
6.	Mr. T.A. Choudary	Director	NE & I	3	No	2
7.	Mr. N. Sudhakar	Director	NE & I	6	Yes	-
8.	Mr. M. Balarama Krishnaiah	Director	NE & I	4	No	8

* NE = Non Executive I = Independent E = Executive NI = Non - Independent

None of the Directors on the Board is a member on more than 10 committees and Chairman of more than 5 committees across all the Companies in which they are Directors.

3. Audit Committee:-

The Company has a qualified and independent Audit Committee comprising four non-executive independent Directors, constituted in accordance with the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchange and Section 177 of the Companies Act, 2013. The role, terms of reference and authority and powers of the Audit Committee are in conformity with the requirements of Companies Act, 2013 and Listing Agreement. The Committee held 4 meetings during the year 2013-14 i.e on 15th May, 2013, 31st July, 2013, 14th November, 2013 and 1st February, 2014 and the attendance at the meetings was as under :

S.No.	Name of the Member	Attendance Particulars	Category
1.	Mr.N.Sudhakar	4	Chairman
2.	Mr.C.N.Chary	2	Member
3.	Mr.T.A.Choudary	3	Member
4.	Mr.M.Balarama Krishnaiah	3	Member

The Audit Committee discusses with the Statutory Auditors on the "Limited Review" of the quarterly / half-yearly / yearly accounts, the audit plan for the year, matters relating to compliance with accounting standards, the Auditors observations arising from the Annual Audit of the Company's accounts and other related matters. Mr N.Sudhakar, Chairman, Audit Committee was present in the last Annual General Meeting.

4. Nomination and Remuneration Committee:-

The nomenclature of Remuneration Committee has been changed to Nomination and Remuneration Committee .

Remuneration Policy

Remuneration Policy of the Company is summarised as follows :

a. For Managing Director and Executive Director :

The total remuneration payable to Managing Director is subject to Shareholders' approval and consists of Salary, allowances. Perquisites and benefits are in line with the Company's rules for Senior Managerial Personnel.

b. For Non-Executive Directors:

Sitting Fees is paid as per applicable provisions of the Companies Act, 1956 and rules made thereunder and the Articles of Association of the Company for attending meetings of the Board or any committees of the Board, Directors are also reimbursed actual travel costs & incidental expenses incurred for attending such meetings or in connection with the Company's business.

The Chairman of the Company is reimbursed the cost of travel and expenses incurred for attending Board and General Meetings.

The Nomination and Remuneration Committee comprises of Mr. C.N. Chary as Chairman and Mr. T.A.Choudary, Mr.N.Sudhakar & Mr.M.Balarama Krishnaiah as its Members and considers the remuneration of Executive Directors. The Committee did not hold any meeting during the year 2013-14.

The details of Remuneration of Directors during the period under review are as follows:

Sl. No	Name of the Director	Relationship with other Directors	Sitting Fees Rs.	Commission on Profits Rs.	Salary & Allowances Rs.	Perquisites Rs.	Total Rs.
1.	Dr. P. Sreemannarayana	Relative	16500.00	—	—	—	16500.00
2.	Mr. Y. Nayudamma	Relative	—	—	1949940.00	—	1949940.00
3.	Dr. Y. Venkateswarlu	Relative	20000.00	—	—	—	20000.00
4.	Mr. P. Anjaneyulu	Relative	16500.00	—	—	—	16500.00
5.	Mr. C.N. Chary	—	15500.00	—	—	—	15500.00
6.	Mr. T.A. Choudary	—	13500.00	—	—	—	13500.00
7.	Mr. N. Sudhakar	—	25500.00	—	—	—	25500.00
8.	Mr. M. Balarama Krishnaiah	—	17000.00	—	—	—	17000.00

Sitting fee to Non-executive Directors is Rs. 3,500/- per each Board meeting & Rs.1500/- per each Committee meeting.

5. a. Stakeholders Relationship Committee:

The nomenclature of Shareholder(s) / Investor(s) Grievance and Redressal Committee has been changed to Stakeholders Relationship Committee. The Stakeholders Relationship Committee comprises of Mr. T. A. Choudary as Chairman, Mr. C.N. Chary, Mr. N. Sudhakar and Mr.Y.Nayudamma as its Members. All the complaints were redressed and no complaints received during the year were pending either in the beginning or ending of the year. The details are given below :-

Sl. No	Nature of Complaints	No. of Letters Received	No. of Letters Resolved/Replied	Pending/ Remarks
1.	No. of requests for Change of Address	13	13	0
2.	Non-receipt of Share Certs./Bonus Shares	4	4	0
3.	Issue of Duplicate Share Certificates	0	0	0
4.	Non-receipt of Demat Confirmations/Rejections	0	0	0
5.	Revalidation of Refund Orders/ Dividend Warrants	12	12	0
6.	Other Letters	13	13	0

During the year, there are no other investor's grievances pending in respect of transfers, revalidation of refund orders, letters from SEBI & Stock Exchange and Non-Receipt of Dividend Warrants.

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b. Share Transfer Committee :

The Share Transfer Committee comprises of Mr. Y. Nayudamma as Chairman, Mr.N.Sudhakar as Member and Mr. Y.Janaki Ramaiah, CFO as Convenor and Compliance Officer.

6. General Body Meetings:

The last three Annual General Meetings of the Company were held at the Registered Office of the Company at Survey No.628, Temple Street, Bonthapally -502313, Jinnaram Mandal, Medak District, Telangana.

- i 26th September, 2011 at 11.30 A.M.
- ii 27th September, 2012 at 11.30 A.M.
- iii 30th September, 2013 at 12.30 P.M. respectively

No postal ballots were used/invited for voting at these meetings in respect of the special resolutions required to be passed, nor they are proposed at the ensuing Annual General Meeting.

7. Disclosures:

- a. There were no transactions of material nature between the Company and the Directors or Management and their relatives or promoters that may have any potential conflict with interest of the Company. The details of the related party transactions have been given at Notes-38 to the Financial Statements.
- b. There have been no instances of non-compliance by the Company on any matters related to the capital markets, nor have any penalty/strictures been imposed on the Company by the stock exchanges or SEBI or any other statutory authority on such matters during the last 3 years.
- c. The Company has by and large complied with all mandatory requirements of Corporate Governance as required by the listing agreement.
- d. The Company has laid down procedures to inform the Board about the risk assessment and minimisation procedures. The Audit Committee and Board periodically review the risk assessment procedures.

8. Means of Communication:

- a. The Company publishes its quarterly, half yearly and annual results in the Business Standard and Andhra Prabha (Telugu). These results are submitted to the stock exchange in accordance with the Listing Agreement. Management Discussion and Analysis Report forms part of Directors' report.
- b. Website : www.phytochemindia.com
- c. Email Id : investorsrelations@phytochemindia.com

9. General information for members :

a. Twenty Fifth Annual General Meeting :

Date, Time & Venue : Monday, the 29th day of September, 2014 at 11:45 A.M.

Phyto Chem (India) Limited, Regd. Office : Survey No.628, Temple Street,
Bonthapally - 502 313, Jinnaram Mandal, Medak District, Telangana.

b. Financial Calender:

Results	For 2013-14 were announced on	For 2014-15 will be announced by
First Quarter	31st July, 2013	14th August, 2014
Second Quarter/Half year	14th November, 2013	14th November, 2014
Third Quarter	1st February, 2014	14th February, 2015
Yearly - Audited Results	26th May, 2014	30th May, 2015

c. Dates of Book Closure :

27th September, 2014 to 29th September, 2014 both days inclusive.

d. Dividend Payment Date : On or before 28th October, 2014



Phyto Chem (India) Limited

e. i. Stock Exchanges where listed :

Bombay Stock Exchange Limited, P.J. Towers, Dalal Street, MUMBAI - 400 001.

ii. Stock Code (BSE) : 524808

f. Market Price Data :

The market price data High/Low during each month in the last financial year (2013-14) at the Bombay Stock Exchange Limited, Mumbai is as follows:-

Period	Bombay Stock Exchange Limited		
	High-in Rs.	Low-in Rs.	Volume - No.of Shares
April, 2013	11.57	9.77	1592
May, 2013	16.68	11.00	43317
June, 2013	15.10	8.90	10561
July, 2013	13.02	9.55	3104
August, 2013	12.80	9.03	95569
September, 2013	13.50	10.71	124491
October, 2013	13.60	11.12	99561
November, 2013	12.25	10.69	90708
December, 2013	15.50	11.00	44175
January, 2014	14.00	11.07	139759
February, 2014	12.79	10.93	111988
March, 2014	13.00	10.25	349952

g. Share Transfer Agent :

M/s Bigshare Services Private Limited, 306, 3rd Floor, Right Wing, Amrutha Ville,
Opp : Yashoda Hospital, Somajiguda, Rajbhavan Road, Hyderabad - 500 082, Ph.No. 040-23374967

h. Distribution of Shareholding by ownership as on 31-03-2014

Sl.No.	Shareholding Pattern	Shares	Shareholding %
1.	Promoters	1607422	37.38
2.	Indian Public	2017387	46.91
3.	NRIs	0	0.00
4.	Mutual Funds	8500	0.20
5.	Body Corporates	360435	8.38
6.	NRI - Non Promoters	306456	7.13
	Total :	4300200	100.00

i. Distribution of Shareholding by size as on 31-03-2014:

Range of Shares	No.of Shareholders	No.of Shares	% of Shareholders	% of Holding
Upto 500	6614	889891	93.74	20.70
501-1000	202	174748	2.86	4.06
1001-2000	92	140702	1.30	3.27
2001-3000	37	91540	0.53	2.13
3001-4000	18	60800	0.26	1.41
4001-5000	13	59328	0.18	1.38
5001-10000	24	182789	0.34	4.25
10001 and above	56	2700402	0.79	62.80
Total:	7056	4300200	100.00	100.00

As on 31st March, 2014, 70.20% of shares were held in Dematerialised form and rest in physical form.

j. Your Company has not issued any GDRs/ADRs/Warrants or any convertible instruments or ESOPS

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k. Plant Location :

Survey No.628, Temple Street, Bonthapally - 502 313. Jinnaram Mandal, Medak District, Telangana.

l. Compliance with clause 5A of the Listing Agreement :

There are no shares issued pursuant to public issue or any other issue which remain unclaimed.

m. Address for Correspondence :

Shareholders Correspondence may be made with the Company's share transfer agents at the address given at (g) above. In case of any difficulty, shareholders may contact Mr. Y. Janaki Ramaiah, Compliance Officer at the Corporate Office at No. 8-3-229/23, First Floor, Thaherville, Yousufguda Checkpost, Hyderabad - 500 045, Telangana / at email:compliances@phytochemindia.com.

The report has not covered the non-mandatory requirements of Clause 49 of the Listing Agreement.

DECLARATION BY M.D. (CEO) OF THE COMPANY ON CODE OF CONDUCT

DECLARATION

As provided under clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended 31st March, 2014.

Place : Hyderabad,

Date : 29th July, 2014

Y.Nayudamma

Managing Director

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification

To the Board of Directors of Phyto Chem (India) Limited

We certify that :

We have reviewed the financial statements and the cash flow statement of Phyto Chem (India) Limited for the year ended March 31, 2014 and that to the best of our knowledge and belief:

- a. i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- ii. These statements together present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation 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 and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, and the steps they have taken or proposed to be taken to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit committee:
 - i. Significant changes, if any, in internal control over financial reporting during the year;
 - ii. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. That there were no instances of significant fraud of which we have become aware and involvement therein, if any of management or other employees having a significant role in the company's internal control system over financial reporting.

Place : Hyderabad,
Date : 29th July, 2014

Y. Nayudamma
Chief Executive Officer

Y.Janaki Ramaiah
Chief Financial Officer



Phyto Chem (India) Limited

Auditors' Report on Corporate Governance

To
The Members of
M/s Phyto Chem (India) Limited,

We have examined the compliance of conditions of Corporate Governance by M/s. Phyto Chem (India) Limited for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of 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.

We state that in respect of Investors Grievances received during the year ended 31st March, 2014, no investors grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

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

**For T.Adinarayana & Co.,
Chartered Accountants
Firm Regn. No. 000041S**

**Place: Hyderabad,
Date : 29th July, 2014**

**Y.P.Rao
Partner
M.No. 25266**

Management Discussion and Analysis:

Phyto Chem (India) Limited has been carrying on the business in two segments i.e. Pesticides Formulations and the Real Estate Activities.

To day, we cannot visualise Agriculture without Pesticides and has been continuing to contribute to the Agriculture Sector. In spite of that smaller size of the Company, the competition from other SMEs, increased cost of R & D are continuing to be the major concerns. The Government's Policies are likely to be changed for good. There has been marginal improvement in Real Estate activity.

The SWOT Analysis are as follows:

Strengths:

- The pragmatic thrust on Agriculture is a positive step to pesticides industry by the Government. So also the thrust on housing and Infrastructure.
- Brand, Image, quality and reliability of the Company products contributed to the establishment besides good marketing network.
- Business expansion in emerging markets.
- Demand for housing and Infrastructure continue to exist.
- Promoters' long experience in the pesticides and Agri-business.
- Can increase turnovers through Institutional Sales and extending market reach.

Weakness:

- Competition from SME manufacturers and big players.
- Seasonal vagaries affect the estimates and delays in realizations from customers and dealers.
- Huge capital requirement for Infrastructure.
- Competition among the SME segment both in Pesticides Formulations and Real Estate.
- Variations in monsoon conditions influences the crop acentage and consequently affects market demand.
- Late realisations due to market conditions resulting the increase of finance cost.

Opportunities:

- Government policy on pesticides and infrastructure is positive .
- Good potential for Real Estate and Housing projects.
- Growing geographical presence with efforts to expand retail network outside Telangana.
- Increasing demand for food grains leads for increasing usage of Pesticides.

Threats:

- Competition from other players ; Competition is also an issue.
- Change in Government policies and Bank rates may affect progress of the Company.
- Drought and delays in arrival of rains may affect the pesticides market and inflation & interest rates also influence the demand for infrastructure activities.
- Higher turnover solicits high working capital limits.

Financial Analysis:

- The Financial Analysis of the Company have been detailed in Directors' Report under para of Review of Operations.

Future Outlook:

The Company is looking for positive developments in the Government policy, customers and fellow manufacturers.

Internal Control Procedures:

The Company has Audit Committee and has the mechanism to review the Internal Audit Control procedures. Periodic Audits of the processes and accounts are carried out internally through internal procedures.

Human Resources:

The Company enjoys a good team of able and experienced staff and dedicated executives and the relation with the employees continue to be cordial. The management training schemes focus on developing future business managers. In house training is given to the employees to motivate and contribute to the enhanced productivity. Other development programmes are taken up for all levels of employees as the Company considers human resources as an invaluable asset.

Cautionary Statement:

The statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates or 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 and the achievement of results is subject to risks, uncertainties and even inaccurate assumptions. 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 global market in which the Company operates, changes in the Government Regulations, Policies, Tax Laws and other statutes and other incidental factors.

For and on behalf of the Board

Place : Hyderabad
Date : 29th July, 2014

Y.Nayudamma
Managing Director

T. ADINARAYANA & CO.
Chartered Accountants
806, Raghava Ratna Towers,
Chirag Ali Lane,
Hyderabad - 500 001.

Independent Auditor's Report

To
The Members of
M/s Phyto Chem (India) Limited

Report on the Financial Statements

We have audited the accompanying financial statements of M/s Phyto Chem (India) Limited (the Company), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and 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

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the Accounting Principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control 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 conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal Control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- b. in the case of the Statement of Profit and Loss Account, of the profit for the year ended on that date; and
- c. in the case of the Cash Flow Statement, of the Cash Flow for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") as amended issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as 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 Balance Sheet and Statement of Profit and Loss, and the Cash Flow statement comply with the Accounting Standards referred to in Sub-section (3C) of section 211 of the Companies Act, 1956 read with General Circular 15/2013, dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
 - e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For T.ADINARAYANA & Co.
Chartered Accountants
Firm Regn. No. 000041S**

**Place : Hyderabad
Date : 26th May, 2014**

**Y.P.Rao
Partner
M.No. 25266**

Annexure to Independent Auditor's Report

Annexure referred to in paragraph 1 under the heading of "Report on other legal and Regulatory requirements" of our report of even date.

1. a. The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
 b. All the Fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
 c. During the year, the Company has not disposed off any substantial part of its fixed assets. As such the going concern status of the company is not affected.
2. a. The inventories have been physically verified by the management during the year and in our opinion, the frequency of verification is reasonable.
 b. The procedures of Physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 c. The company has maintained proper records of inventories. The discrepancies noticed on physical verification between the Physical stocks and the book records were not material.
3. According to the information and explanations given to us, the Company has not granted / taken any loans, secured or unsecured, to / from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. As such the provisions of 4(iii) (b) (c) & (d) of the companies (Auditor's Report) order 2003 are not applicable to this company in this year.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any Continuing failure to correct major weaknesses in internal control system.
5. a. According to the information and explanations given to us, we are of the opinion that the contracts or arrangements referred in section 301 of Companies Act, 1956 have been entered in the registers required to be maintained under that section and
 b. In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts, or arrangements entered in the register maintained under Section 301 of Companies Act, 1956 and exceeding the value of Rs.5,00,000/- in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. In our opinion and according to the information and explanations given to us, the Company has not accepted any public deposits.
7. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
8. We have broadly reviewed without making a detailed examination of the records maintained by the Company pursuant to the order made by the Central Government for the maintenance of cost Records under section 209(1)(d) of the companies Act, 1956 and are of the opinion that prima facie the prescribed records have been made and maintained.
9. a. According to the information and explanations given to us and the records of the Company, the company is regular in depositing with appropriate authorities undisputed, statutory dues including provident

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fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues.

- b. There are no undisputed Statutory dues in respect of provident fund, Employees State Insurance, income tax, wealth tax, sales tax, custom duty, service tax and cess which are outstanding at the year end for a period of more than six months from the date they became payable.
- c. According to the information and explanations given to us, there are no dues of sales tax, income tax, custom duty, wealth tax, service tax, excise duty and cess which have not been deposited on account of any dispute as on 31st March, 2014.
10. The Company has no accumulated losses at the end of the financial year and has not incurred any cash losses during the financial year and in the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution, banks or debenture holders.
12. According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of Security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore the provisions of Clause 4(xiii) of the Companies (Auditor's Report) order, 2003 is not applicable to the company.
14. According to the Records of the Company, the investments made in the nature of shares in other companies are held in the name of the company and necessary records recording the transaction and relevant entries have been maintained.
15. According to the information and explanations given to us, the company has not given guarantee for the loans taken by others from banks or Financial Institutions.
16. According to records of the Company, the company has not raised any term loans during the year.
17. According to the information and explanations given to us and on an overall examination of the Balance sheet and the Cash flow Statements of the company, we are of the opinion that no funds raised on Short term basis have been used for long-term investment.
18. As per the information and explanations given to us, during the year the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956.
19. According to the information and explanations given to us, the company has not issued debentures during the year which required the creation of security or charge.
20. During the year the Company has not made any public issues for which the management has to disclose the end use of money raised through that public issue.
21. As per the representation given by the Company and relied on by us, no fraud on or by the Company has been noticed or reported during the year.

For T.ADINARAYANA & Co.
Chartered Accountants
Firm Regn. No. 000041S

Place : Hyderabad
Date : 26th May, 2014

Y.P.Rao
Partner
M.No. 25266



Phyto Chem (India) Limited

Balance Sheet as at 31-03-2014

Particulars	Notes	AS AT 31-03-2014 Rs.	AS AT 31-03-2013 Rs.
<u>Equity and liabilities</u>			
<u>Shareholders' Funds:</u>			
Share Capital	2	43002000.00	43002000.00
Reserves and Surplus	3	31159115.00	30041787.00
		<u>74161115.00</u>	<u>73043787.00</u>
<u>Non-current Liabilities</u>			
Long term borrowings	4	19891301.00	22568631.00
Deferred Tax Liability	5	5813532.00	5442409.00
Trade payables		0.00	0.00
Other long term liabilities		0.00	0.00
Long term provisions		0.00	0.00
		<u>25704833.00</u>	<u>28011040.00</u>
<u>Current Liabilities</u>			
Short term borrowings	6	123275653.00	96681718.00
Trade payables	7	56160253.00	47482662.00
Other Current Liabilities	8	35614596.00	19056735.00
Short term provisions	9	6805260.00	7582715.00
		<u>221855762.00</u>	<u>170803830.00</u>
Total		<u>321721710.00</u>	<u>271858657.00</u>
<u>Assets</u>			
<u>Non-current Assets</u>			
Fixed Assets			
Tangible assets	10	42062972.00	38297033.00
Intangible assets		0.00	0.00
Capital work-in-progress		0.00	0.00
Non-current investments	11	3215668.00	3215668.00
Long term loans and advances	12	3740209.00	2820590.00
Trade receivables		0.00	0.00
Other non-current assets		0.00	0.00
		<u>49018849.00</u>	<u>44333291.00</u>
<u>Current Assets</u>			
Current Investments		0.00	0.00
Inventories	13	95144864.00	83052625.00
Trade receivables	14	168292446.00	134785500.00
Cash and bank balances	15	4429480.00	3959056.00
Short term loans and advances	16	4836071.00	5728185.00
		<u>272702861.00</u>	<u>227525366.00</u>
Total		<u>321721710.00</u>	<u>271858657.00</u>

Statement on Significant Accounting Policies 1

The accompanying Notes are an integral part of the Financial Statements.

Per our Report of even date annexed.

For T.Adinarayana & Co.,

Chartered Accountants

Firm Regn. No. 000041S

Y.P.Rao
Partner, M.No. 25266
Place : Hyderabad
Date : 26th May, 2014

For and on behalf of the Board of Directors

N.Sudhakar
Director

Y. Nayudamma
Managing Director

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Statement of Profit and Loss for the year ended 31st March 2014

Particulars	Notes	Year Ended 31-03-2014 Rs.	Year Ended 31-03-2013 Rs.
<u>Continuing Operations</u>			
<u>Income</u>			
Revenue from operations (gross)	17	349990645.00	375022811.00
Less: Excise Duty		<u>40608391.00</u>	<u>45517593.00</u>
Revenue from operations (net)		309382254.00	329505218.00
Other Income	18	<u>540226.00</u>	<u>5170319.00</u>
Total Revenue (I)		<u>309922480.00</u>	<u>334675537.00</u>
<u>Expenses</u>			
Cost of raw material and components consumed	19	217060185.00	241731086.00
Purchase of traded goods		0.00	0.00
(Increase) / decrease in inventories of finished goods, work-in-progress and traded goods	20	(10375154.00)	3824199.00
Employee benefits expense	21	22161779.00	21129589.00
Other expenses	22	50859254.00	39530831.00
Exceptional Items	23	<u>1126810.00</u>	<u>0.00</u>
Total (II)		280832874.00	306215705.00
Earnings before interest, tax, depreciation and amortisation (EBITDA) (I) - (II)		29089606.00	28459832.00
Depreciation and amortisation expenses		3527148.00	2996931.00
Financial costs	24	<u>16268747.00</u>	<u>15608429.00</u>
Profit before tax		9293711.00	9854472.00
<u>Tax Expense</u>			
- Current tax		2774240.00	2603283.00
- Deferred tax		<u>371123.00</u>	<u>700401.00</u>
Total tax expense		<u>3145363.00</u>	<u>3303684.00</u>
Profit for the year from continuing operations		6148348.00	6550788.00
Extraordinary Items	25	<u>0.00</u>	<u>162566.00</u>
Profit for the year		<u>6148348.00</u>	<u>6388222.00</u>

Statement on Significant Accounting Policies: 1

The accompanying Notes are an integral part of the Financial Statements.

Per our Report of even date annexed.

For T.Adinarayana & Co.,
Chartered Accountants
Firm Regn. No. 000041S

For and on behalf of the Board of Directors

Y.P.Rao
Partner, M.No. 25266
Place : Hyderabad
Date : 26th May, 2014

N.Sudhakar
Director

Y. Nayudamma
Managing Director



Phyto Chem (India) Limited

	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
Earnings Per Equity Share		
Annualised earning per Equity Share have been calculated based on the net profit after tax and prior period adjustments of Rs.61.48 lacs (Previous year Rs.63.88 lacs) and number of Equity Shares in issue during the year of 43,00,200 (Previous year 43,00,200)	1.43	1.49
Basic and diluted earning per share		
Basic earnings per Equity Share have been computed by dividing net profit after tax and prior period adjustments by the number of Equity Shares outstanding for the period. Diluted earning per Equity Share does not arise since there is no additions to Equity Share Capital during the period.	—	—

Statement on significant Accounting Policies and Notes forming part of the Financial Statements for the year ended 31st March, 2014

Notes - 1

Significant Accounting Policies:

- System of Accounting : The Company follows Mercantile system of accounting and recognises income and expenditure on accrual basis. The accounts are prepared on historical cost basis as a going concern. Accounting policies not referred to otherwise are consistent with generally accepted accounting principles and applicable Accounting Standards unless otherwise stated.
- Use of Estimates: The preparation of financial statements is in conformity with generally accepted accounting principles, which requires management to make estimates and assumptions that affect the reported amounts of such assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the end of the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from the estimates.
- Fixed Assets : Fixed Assets are stated at cost less depreciation and cost of assets includes acquisition and installation expenses which are directly attributable for bringing the assets into working condition.
- Depreciation : Depreciation has been provided on straight line method at the rates specified in the Schedule XIV of the Companies Act, 1956.
- Inventories : i. Stocks of raw materials, packing materials, house plots and consumables are valued at lower of cost and net realisable value. Rates are determined on FIFO basis
ii. Finished goods are valued at cost of conversion and other cost incurred in bringing the inventories to their present location and condition (plus other overheads) or net realisable value, whichever is lower.
- Revenue Recognition: Revenue from sales of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the customer, which generally coincides with their delivery to customer. Sales are stated including sales tax and excise duty excluding returns.
- Borrowing Costs : Borrowing Costs are charged to profit & loss account, except in cases where the borrowings are directly attributable to the acquisition, construction or production of the qualifying asset.
- Cenvat : Cenvat benefit is accounted for by reducing from the purchase cost of raw materials and adjusted against the excise duty liability.
- Excise Duty: Excise Duty in respect of goods manufactured by the Company and lying in the Factory is accounted on accrual basis.
- Investments : Investments are stated at cost. All the investments are long term and diminution in market value is not considered unless diminution is permanent.
- Foreign Currency Transaction : Foreign currency transactions are recorded at the exchange rates prevailing as on the date of transaction. Earning or losses due to fluctuations in exchange rates are recorded as income or expenditure in the year of settlement and charged to Profit & Loss A/c.

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I. Employees Benefits :

I. Short term employee Benefits : All employee benefits payable within twelve months of rendering services are classified as short term benefits. Such benefits include salaries, wages, bonus, short term compensated absences, awards exgratia, performance pay etc., and the same are recognized in the period in which the employee renders the related service.

II. Post Employment Benefits :

1. Defined Contribution Plans : Central Government Provident Fund Scheme is defined Contribution plan of the Company. The contributions paid or payable under the schemes are recognized during the period in which the employee renders the related service.

2. Defined Benefit Plans : The employees' gratuity scheme is defined benefit plan of the Company. The present value of the obligations under such defined benefit plan is determined based on the actuarial valuation provided by LIC of India at the date of Balance Sheet. Necessary disclosures as required under AS15 are furnished in Notes to Financial Statements.

- m. The Company has taken into consideration the Provisions AS28- Impairment of assets. The Company assets at the each Balance sheet date whether there is any indication that an asset may be impaired. If any such indication is there, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs. If recoverable amount is less than its carrying amount, the carrying amount is reduced to its recoverable amount.

Notes forming part of Financial Statements

	AS AT 31-03-2014 Rs.	AS AT 31-03-2013 Rs.
Notes - 2		
Share Capital		
a. Authorised Capital 47,50,000 of equity shares of Rs.10/- each (Previous year 47,50,000 equity shares)	47500000.00	47500000.00
b. Issued, subscribed and paid up capital of Rs.10/- each 43,00,200 of equity shares (fully paid) (Previous year 43,00,200 equity shares)	43002000.00 43002000.00	43002000.00 43002000.00
c. List of shareholders holding more than 5% of aggregate shares in the Company : 7.16% i. Mr.Y.Nayudamma:3,08,106 shares		
d. The reconciliation of the number of shares Equity shares at the beginning of the year : 4300200 Add : Equity Shares Issued during the year : Nil Less : Equity Shares cancelled during the year : Nil Equity shares at the end of the year : 4300200		
e. Rights, preferences and restrictions attached to shares: Equity shares: The Company has one class of equity shares having a par value of Rs.10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. Except in case of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.		

Notes forming part of Financial Statements

	AS AT 31-03-2014 Rs.	AS AT 31-03-2013 Rs.
Notes - 3		
Reserves & Surplus		
a. Surplus balance in P/L account as per last balance sheet	30041787.00	28651365.00
b. Profit for the year	6148348.00	6388222.00
	<u>36190135.00</u>	<u>35039587.00</u>
c. Less : Appropriations		
i. Proposed Dividend on Equity Shares	4300200.00	4300200.00
ii. Tax on Dividend	730820.00	697600.00
	<u>31159115.00</u>	<u>30041787.00</u>
The Board of Directors in their meeting held on 26-05-2014 have recommended dividend @ 10% on Equity Share Capital		
Notes - 4		
Long Term Borrowings		
a. Term Loan		
- From banks (Federal Bank Limited) (Secured by hypothecation of Buildings, Plant & Machinery and further guaranteed by Managing Director in his personal capacity)	1477008.00	2973979.00
- From other parties (Financial Institutes) (secured by hypothecation of vehicles)	0.00	137731.00
b. Deferment of sales tax liability (Unsecured) (Commercial Taxes Department)	18414293.00	19456921.00
	<u>19891301.00</u>	<u>22568631.00</u>
Notes - 5		
Deferred Tax Asset / Liability (Net)		
Deferred Tax Liability - Opening Balance	5442409.00	4742008.00
Deferred Tax Asset	1159413.00	987852.00
Deferred Tax Liability	<u>1530536.00</u>	<u>1688253.00</u>
Deferred Tax Liability (Net)	371123.00	700401.00
Deferred Tax Liability - Closing Balance (Refer Note 39)	<u>5813532.00</u>	<u>5442409.00</u>
Notes - 6		
Short Term Borrowings		
a. Loans repayable on demand		
- From Federal Bank (Secured Loans) - O.D./C.C (Secured by hypothecation of stock in Trade & Book debts and further guaranteed by Managing Director in his personal capacity)	99317756.00	73390638.00
- From Federal Bank (Secured Loans) - Term Loan - Current maturity of Long Term Loan (Secured by hypothecation of Buildings, Plant & Machinery and further guaranteed by Managing Director in his personal capacity)	2857143.00	2857143.00
b. Axis Bank, CBB, Hyderabad (Secured Loans) (Secured by hypothecation of immovable property)	19990754.00	19933937.00
c. Security Deposits	1110000.00	500000.00
	<u>123275653.00</u>	<u>96681718.00</u>
Notes - 7		
Trade payables		
Sundry Creditors		
- Amounts outstanding to SME (Refer Note 33)	0.00	0.00
- Outstanding to others	56160253.00	47482662.00
	<u>56160253.00</u>	<u>47482662.00</u>
Notes - 8		
Other Current Liabilities		
a. Amount due to vehicle loans - Current maturity of Long Term Loan	137731.00	221776.00
b. Advances received from customers	4778901.00	4629765.00
c. Other current liabilities	23922223.00	7667764.00
d. Unpaid Dividend	738191.00	0.00
e. Liabilities for expenses	6037550.00	6537430.00
	<u>35614596.00</u>	<u>19056735.00</u>
Notes - 9		
Short Term Provisions		
a. Provision for Income Tax - F.Y.2012-13	0.00	2584915.00
b. Provision for Income Tax - F.Y.2013-14	1774240.00	0.00
c. Provision for proposed Dividend on Equity Shares	4300200.00	4300200.00
d. Provision for Dividend Tax	730820.00	697600.00
	<u>6805260.00</u>	<u>7582715.00</u>

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Notes forming part of Financial Statements

Notes - 10 a. Tangible Assets

Non Current Assets

Fixed Assets

SL NO.	Assets	Gross Block				Depreciation		Net Block		
		As on 01-04-2013 (Rs.)	Additions (Rs.)	Deductions (Rs.)	As on 31-03-2014 (Rs.)	As on 01-04-2013 (Rs.)	For the Period (Rs.)	Adjustments (Rs.)	As on 31-03-2014 (Rs.)	As on 31-03-2013 (Rs.)
1.	Land	730705.00	0.00	0.00	730705.00	0.00	0.00	0.00	730705.00	730705.00
2.	Buildings	19162929.00	1870829.00	0.00	21033758.00	5312093.00	658218.00	0.00	5970311.00	13850836.00
3.	Plant & Machinery	32867669.00	4190507.00	0.00	37058176.00	17373950.00	1682012.00	0.00	19055962.00	15493719.00
4.	Furniture - I	333815.00	0.00	0.00	333815.00	333815.00	0.00	0.00	333815.00	0.00
5.	Furniture - II	1071523.00	97784.00	0.00	1169307.00	76812.00	71283.00	0.00	148095.00	994711.00
6.	Vehicles	6850020.00	569243.00	61888.00	7357375.00	2493809.00	676538.00	50956.00	311939.00	4356211.00
7.	Office equipment-I	1198254.00	0.00	0.00	1198254.00	1198254.00	0.00	0.00	1198254.00	0.00
8.	Office equipment-II	51602.00	62000.00	0.00	113602.00	6325.00	15160.00	0.00	21485.00	45277.00
9.	Generator	870650.00	0.00	0.00	870650.00	709554.00	41356.00	0.00	750910.00	161096.00
10.	Electrical equipment	1595846.00	481194.00	0.00	2077040.00	996707.00	131265.00	0.00	1127972.00	599139.00
11.	Lab equipment	1805352.00	24862.00	0.00	1830214.00	461973.00	86929.00	0.00	548902.00	1343379.00
12.	Computers	1007883.00	7600.00	0.00	1015483.00	285923.00	164387.00	0.00	450310.00	721960.00
	Total	67546248.00	7304019.00	61888.00	74788379.00	29249215.00	3527148.00	50956.00	32725407.00	38297033.00
	Previous Year	49150855.00	18652859.00	257466.00	67546248.00	26440821.00	2996931.00	188537.00	29249215.00	22710034.00
b.	Capital Work-in-progress	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
c.	Intangible Assets	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total	67546248.00	7304019.00	61888.00	74788379.00	29249215.00	3527148.00	50956.00	32725407.00	38297033.00

Notes - 11

Non-current Investments

a. Investments in Equity shares (Trade)

- 170 HDFC Bank
- 500 Accelya Kale Solutions Ltd. of Rs.10/- each
- 500 Hindustan Unilever Ltd. of Rs.10/- each
- 48 Nextigen Animation Media Ltd &
- 120 Silverline Technologies
- 3700 Anjani Portland Cement Ltd.
- 1000 Trident Limited
- 1000 Alok Industries Ltd.
- 5000 Computech International
- 1000 Ginnl Filaments Ltd.
- 70000 Bheema Cements Ltd. of Rs.10/- each

Aggregate Book Value of Quoted Investments :
(Aggregate Market Value : Rs. 20,08,920.00)

b. Investments in Government Shares

c. Investments in Equity Shares (Non-trade)

- 500 Jeedimelia Effluent Treatment Ltd. of Rs.100/- each

AS AT 31-03-2014 AS AT 31-03-2013

Rs.	Rs.
15045.00	15045.00
49840.00	49840.00
85440.00	85440.00
333359.00	333359.00
42540.00	42540.00
37291.00	37291.00
70700.00	70700.00
65942.00	65942.00
22830.00	22830.00
2377281.00	2377281.00
3100268.00	3100268.00
65400.00	65400.00
50000.00	50000.00
3215668.00	3215668.00

Notes forming part of Financial Statements

	AS AT 31-03-2014 Rs.	AS AT 31-03-2013 Rs.
Notes - 12		
Long Term Loans & Advances		
a. Security Deposits	964494.00	694494.00
b. Other Advances	2775715.00	2126096.00
	<u>3740209.00</u>	<u>2820590.00</u>
Notes - 13		
Inventories		
a. Raw materials	37932383.00	33929658.00
b. Finished Goods	33550411.00	23175257.00
c. Packing Materials	13655070.00	15940710.00
d. House Plots	10007000.00	10007000.00
	<u>95144864.00</u>	<u>83052625.00</u>
<u>Valuation</u>		
a. Raw materials, packing materials and house plots are valued at lower of cost or net realisable value.		
b. Finished goods are valued at cost of conversion and other costs incurred in bringing the inventories to their present location and condition or net realisable value whichever is lower.		
Notes - 14		
Trade Receivables (Unsecured considered good)		
a. Debtors outstanding more than 6 months	65076385.00	54342912.00
b. Other debts	103216061.00	80442588.00
	<u>168292446.00</u>	<u>134785500.00</u>
Notes - 15		
Cash and Bank Balances		
a. Balances in Banks :		
- In Current Accounts	206877.00	197670.00
- In Deposit Account (margin money)	3180000.00	3573000.00
- In Dividend Account	738191.00	0.00
b. Cash on Hand	304412.00	188386.00
	<u>4429480.00</u>	<u>3959056.00</u>
Notes - 16		
Short Term Loans & Advances		
a. Others	4836071.00	5728185.00
	<u>4836071.00</u>	<u>5728185.00</u>

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Notes forming part of Financial Statements

Notes - 17

Revenue from operation

	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
a. Sale of Products	349990645.00	375022811.00
Less: Excise Duty	<u>40608391.00</u>	<u>45517593.00</u>
	<u>309382254.00</u>	<u>329505218.00</u>

Notes - 18

Other Income

a. Interest	200774.00	703988.00
b. Discounts	330423.00	2164065.00
c. Misc. Income	2161.00	0.00
d. Profit on Sale of Vehicles	6868.00	16371.00
e. Bad Debts Recovered	0.00	2273678.00
f. Prior Period Income	<u>0.00</u>	<u>12217.00</u>
	<u>540226.00</u>	<u>5170319.00</u>

Notes - 19

Cost of Material consumed:

a. Raw materials consumed		
Opening Stock	33929658.00	45138676.00
Add: Purchases	<u>203231915.00</u>	<u>211367710.00</u>
	237161573.00	256506386.00
Less: Closing Stock	<u>37932383.00</u>	<u>33929658.00</u>
	<u>199229190.00</u>	<u>222576728.00</u>
(Productwise details are given at Notes 26)		
b. Packing materials consumed		
Opening Stock	15940710.00	14137308.00
Add: Purchases	<u>15545355.00</u>	<u>20957760.00</u>
	31486065.00	35095068.00
Less: Closing Stock	<u>13655070.00</u>	<u>15940710.00</u>
	<u>17830995.00</u>	<u>19154358.00</u>
	<u>217060185.00</u>	<u>241731086.00</u>

Notes - 20

Changes in Inventories of Finished Goods

Opening Stock	33182257.00	37006456.00
Closing Stock	<u>43557411.00</u>	<u>33182257.00</u>
Net (increase) / decrease	<u>(10375154.00)</u>	<u>3824199.00</u>
in Pesticides :	(10375154.00)	
in House Plots :	<u>0.00</u>	
	<u>(10375154.00)</u>	

Notes - 21

Employee Benefits Expense

a. Salaries and wages

Factory Salaries & Wages	2648779.00	3281343.00
Office Staff - Salaries	2438365.00	2358606.00
Director's Remuneration	1949940.00	1072467.00
Salaries Marketing	7692655.00	7380423.00
Directors' TA & DA	443163.00	437544.00
Office Staff TA & DA	119200.00	72355.00
Marketing TA & DA	<u>3571986.00</u>	<u>3459770.00</u>
	<u>18864088.00</u>	<u>18062508.00</u>

Notes forming part of Financial Statements

	For the year ended 31st March, 2014 Rs.	For the year ended 31st March, 2013 Rs.
b. Contribution to PF and ESI		
Provident Fund	1132355.00	971049.00
ESI	402726.00	363451.00
Earn Leaves	225000.00	200000.00
Staff Welfare	774371.00	830408.00
Bonus	590261.00	555281.00
Gratuity	172978.00	146892.00
	<u>3297691.00</u>	<u>3067081.00</u>
	<u>22161779.00</u>	<u>21129589.00</u>
Notes - 22		
Other Expenses		
Consumption of Stores & Spares	75011.00	80310.00
Power & Fuel	1345042.00	1070343.00
Rent	867698.00	748992.00
Repairs to Machinery	1308898.00	846168.00
Insurance	470071.00	454376.00
Rates & Taxes	59103.00	103907.00
First Aid & Medical Expenses	12071.00	5284.00
Audit Expenses:-		
Statutory Audit & Tax Audit	50000.00	
Internal Audit	<u>45000.00</u>	<u>95000.00</u>
Selling & Distribution Expenses	16492510.00	11035839.00
Net Loss/ (Gain) on foreign currency transaction & translation	5618618.00	1965563.00
Freight Charges Inward	2396816.00	1759290.00
Import Clearing Charges	442013.00	739467.00
Safety Devices	178970.00	101400.00
Job Work Charges	4410.00	0.00
E.D, E.C & SHEC on difference in Opening & Closing of Finished goods	649792.00	-216189.00
Administration Expenses	4355855.00	4174269.00
Sales Taxes	<u>16487376.00</u>	<u>16566812.00</u>
	<u>50859254.00</u>	<u>39530831.00</u>
Notes - 23		
Exceptional Items		
Bad Debts	1126810.00	0.00
	<u>1126810.00</u>	<u>0.00</u>
Notes - 24		
Financial Cost		
Interest paid to Banks	15103932.00	14142745.00
Other borrowing costs	<u>1164815.00</u>	<u>1465684.00</u>
	<u>16268747.00</u>	<u>15608429.00</u>
Notes - 25		
Extraordinary Items		
Prior Period Adjustments	0.00	162566.00
	<u>0.00</u>	<u>162566.00</u>

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Notes forming part of Financial Statements

Notes - 26

A. Value of Imports calculated on CIF basis by the Company:

	Year ended 31-03-2014 (Rs. in lacs)	Year ended 31-03-2013 (Rs. in lacs)
i. Raw materials :	402.84	769.83
ii. Components and spare parts :	Nil	Nil
iii. Capital Goods :	Nil	Nil

B. Expenditure in foreign currency during the Financial year on account of royalties, knowhow, professional and consultation and other matters : NIL

C. Total value of imported raw material consumed during the Financial year and the total value of indigeneous raw materials and the percentage of each to the total consumption:

I. Raw material consumption (Product wise):

	Year ended 31-03-2014 (Rs. in lacs)	Year ended 31-03-2013 (Rs. in lacs)
a. Technicals	1755.52	1974.90
b. Solvents, Emulsifiers & others	236.77	250.87
Total	1992.29	2225.77

II. Raw material Consumption (Percentage)

	Year ended 31-03-2014			Year ended 31-03-2013		
	Qty. (Kgs)	Rs. in Lacs	Percentate of Consumption	Qty. (Kgs)	Rs. in Lacs	Percentate of Consumption
a Imported	82,175	554.17	3.44	2,34,601	962.82	10.99
b Indigeneous	23,04,543	1,438.12	96.56	19,00,086	1,262.95	89.01
Total	23,86,718	1,992.29	100.00	21,34,687	2,225.77	100.00

D. Earnings in foreign exchange : Nil

Notes - 27

Contingent Liabilities:

- Import Letter of Credit of USD 2,31,600 equivalent to Rs. 139.42 Lacs
(Previous Year - USD 2,00,300 equivalent to Rs.117.91 Lacs)
- Inland Letter of credit : Rs. Nil (Previous year - Nil)
- Unexpired Bank Guarantees : Rs. Nil (Previous Year - Nil)

Notes forming part of Financial Statements

Notes - 28

Remuneration of Managing Director:

Managing Director

For the year ended
31st March, 2014
Rs.

19,49,940

For the year ended
31st March, 2013
Rs.

10,72,467

Notes - 29

Auditors Remuneration:

Audit Fee (Statutory & Internal)

90,000

90,000

Tax Audit fee

5,000

5,000

Service Tax

11,742

11,742

1,06,742

1,06,742

Notes - 30

The present balance of Sales Tax liability is of Rs.1,84,14,293/- accumulated in view of sanction of deferment by the Government of Andhra Pradesh is shown under unsecured loans (Long Term Borrowings).

Notes - 31

Confirmation of balances of certain parties for amounts due to them/due from them as per the accounts of the Company have not been received. However the values in the book of accounts are final as it is indicated that the balances will be treated as final if balance confirmation is not made before particular date.

Notes - 32

In the opinion of Board of Directors of the Company, current assets, loans and advances and deposits are approximately of the value stated in the accounts, if realized in ordinary course of business, unless otherwise stated. The provisions for all known liabilities are adequate and not in excess of the amounts reasonably necessary.

Notes - 33

Disclosure in respect of principal and interest pertaining to the Micro, Small and Medium Enterprises Dev. Act, 2006 based on available details is as under

Particulars

Amount in Rs.

Principal amount due as on 31.3.2014

—

Interest on above and unpaid interest

—

Interest paid

—

Payment made beyond the appointed date

—

Interest due and payable for the period of delay

—

Interest accrued and remaining unpaid at the year end

—

Amount of further interest due and payable in

succeeding year

—

Note : There are no outstanding amounts to MS&ME as on 31-03-2014.

Notes - 34

The Company has suffered a loss of Rs.56,18,618.00 due to fluctuations in foreign exchange rate and the same is debited to P&L A/c.

Notes - 35

No provision has been made in the books of accounts for the diminution in the market value of quoted shares as it is felt that the diminution is not permanent in nature.

Notes forming part of Financial Statements

Notes - 36

Disclosure pursuant to Accounting Standards 15(Revised 2005)

Employee Benefits:

A. Defined Contribution Plan:

Contribution to defined contribution plan recognized as expenditure in profit and loss account is as under:
The provident fund contributions are remitted to Regional Provident Fund Commissioner, Hyderabad.

B. Defined Benefit Plan:

The company has Employees Group Gratuity Fund through a policy with LIC and contributes to the fund through annual premium determined based on actuarial valuation using projected unit credit method as on 31.03.2014. The company has funded current service cost obligation and contribution made are recognized as expenses. The disclosure in respect of funded defined benefit obligation as by Accounting Standard 15 is given below:

i.	Table showing changes in present value of obligation as on 31.03.2014:	Rs.
	Present value of obligation as at beginning of the year	1369551.00
	Interest cost	109564.00
	Current service cost	148544.00
	Benefits paid	(68423.00)
	Actuarial (gain)/ loss on obligations	24783.00
	Present value of obligations as at end of year	1584019.00
ii.	Table showing changes in fair value of plan assets as on 31.03.2014:	
	Fair value of plan assets as at beginning of the year	696654.00
	Expected return on plan assets	68327.00
	Contributions	148544.00
	Benefits paid	(68423.00)
	Actuarial (gain)/ loss on plan assets	NIL
	Fair value of plan assets as at end of year	845102.00
iii.	Table showing in fair value of plan assets	
	Fair value of plan assets as at beginning of the year	696654.00
	Actual return on plan assets	68327.00
	Contributions	148544.00
	Benefits paid	(68423.00)
	Fair value of plan assets as at end of year	845102.00
	Funded status	(738917.00)
	Excess of actual over estimated return on plan assets	NIL
	(Actual rate of return = Estimated rate of return as ARD falls on 31 st March, 2014)	
iv.	Actuarial (gain)/loss recognized as on 31.03.2014	
	Actuarial (gain)/loss on obligations	(24783.00)
	Actuarial (gain)/loss for the year- plan assets	NIL
	Total (gain)/loss for the year	(24783.00)
	Actuarial (gain)/loss recognized in the year	(24783.00)
v.	a Financial Assumptions	
	Discount rate	8.00%
	Salary Escalation	4.00%
	b Demographic Assumption	
	Retirement age of the employees of the Company is assumed at 58 years.	

Notes forming part of Financial Statements

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Segment Reporting as per Accounting Standard 17:-

A. Geographical Segment Reporting:-

Particulars	For the year 2013-14 (Rs. in Lacs)				For the year 2012-13 (Rs. in Lacs)			
	A. P.	Maharashtra	Others	Total	A.P.	Maharashtra	Others	Total
Sales	2857.73	456.56	185.62	3499.91	2983.36	443.74	323.13	3750.23
Segment Expenses	2141.01	342.05	139.08	2622.14	2394.12	356.10	259.31	3009.53
Segment Revenue	716.72	114.51	46.54	877.77	589.24	87.64	63.82	740.70
Unallocated								
Corporate Expenses				627.55				539.40
				250.22				201.30
Interest expenses				162.69				156.08
Operating profit				87.53				45.22
Add : Other Income				5.40				51.70
				92.93				96.92
Less : Income Tax				31.45				33.04
Profit from ordinary Activity				61.48				63.88
profit after tax				61.48				63.88
Segment Assets	2150.32	151.26	332.79	2634.37	1705.24	139.71	333.43	2178.38
Unallocated								
Corporate Assets				582.85				540.21
Total				3217.22				2718.59
Segment Liabilities	606.81	0.84	1.74	609.39	518.61	0.42	2.09	521.12
Unallocated Corporate Liabilities				2607.83				2197.47
Total				3217.22				2718.59

Other Information :-

The Company is manufacturing Pesticides Formulations operating its marketing activity of Pesticides Formulations in the States of Telangana, Andhra Pradesh, Karnataka, Maharashtra and Gujarat. The products of the Company are being sold at large scale in these States through its dealers and distributors network.

B. Information about product Segmentation :-

The Company has not done any real estate turnover (House Plots) during the Current year. Hence product segment reporting is not applicable.

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Notes forming part of Financial Statements

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Related parties disclosure : The Company has the transactions with the following related parties on account of shareholdings by key management personnel and their relatives .

A. Particulars of Associate Company :

<u>Name of the Related Party</u>	<u>Nature of Relationship</u>
1. M/S. Rasasri Developers Private Ltd., Bangalore.	Associate Company
2. M/S. Rasasri Infrastructures Private Ltd., Hyderabad.	Associate Company

B. Key Management Personnel :

<u>Name of the Related Party</u>	<u>Nature of Relationship</u>
Mr.Y.Nayudamma	Managing Director
Mr.P.Anjaneyulu	Director

C. Transactions with Associate Company :

	31-03-2014	31-03-2013
1. Advance for capital works/Unsecured loan		
i. Rasasri Infrastructures Pvt. Ltd	42,97,234	55,17,376
ii. Rasasri Developers Private Ltd	1,30,56,644	---

D. Details of Transactions relating to persons referred to in Item No. (B)above.

1. Mr. Y. Nayudamma - Remuneration	19,49,940.00	10,72,467.00
2. Mr. P. Anjaneyulu - Sitting Fee	16,500.00	5,000.00

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The Company follows Accounting Standard (AS22) "Accounting for Taxes on Income" as notified by Companies Accounting Standard Rules, 2006. The Company has deferred tax liability with difference in depreciation in block of fixed assets as per tax books and financial books. The calculations of deferred tax liability is as under.

			2013-14 (In Rs.)
Deferred Tax Liability (opening balance)			54,42,409.00
Less: Deferred Tax Asset for the year :			
Depreciation as per Companies Act	3527148.00		
Provision for leave encashment	225000.00	3752148.00	1159414.00
Depreciation as per IT Act.	-4946326.00		
Profit on sale of vehicles	-6868.00	-4953194.00	-1530537.00
Deferred Tax Liability (Net)			-3,71,123.00
Deferred tax liability as on 31-03-2014			58,13,532.00

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The Company assessed at the Balance Sheet date, the value of the Fixed Assets in order to comply with the provisions of A.S-28. The Company was of the opinion that the assets of the Company will generate adequate benefits in future. The Company has arrived to this opinion considering the present condition of the assets and its withstanding capacity even for increased capacity by four times to that of present capacity. The Company has also considered net cash flow before tax and also present value of future cash flow. The future cash flows were taken into account based on the budgeted turnovers fixed for future five years in recent budget meeting. In view of continuous profits, the discounting rate is taken at 15%. In view of this position, the Company has felt that the "Value in use" of the Fixed Assets is more than carrying cost of the fixed assets, hence no provision for impairment of Loss of Fixed Assets has been made.

Notes forming part of Financial Statements

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	31-03-2014	31-03-2013
A. Particulars of capacity, Production and sales		
i. Installed Capacity (Ltrs)	90,00,000.00	36,50,000.00
ii. Production (Ltrs)		
Pesticides Formulations	23,06,317.00	19,24,103.00
iii. Sales	(Ltrs/Kgs) Rs. (in Lacs)	(Ltrs/Kgs) Rs. (in Lacs)
1. Pesticides Formulations	22,55,611.00 3499.91	19,39,061.00 3750.23
2. Real Estate (Sft.)	--- ---	--- ---
	<u>3499.91</u>	<u>3750.23</u>

B. Details of Opening and Closing Stock:

	Qty. (Ltrs/Kgs)	Rs. (in lacs)	Qty. (Ltrs/Kgs)	Rs. (in lacs)
Finished Goods				
Pesticides Formulations				
Opening Stock	1,29,804.00	231.75	1,44,762.00	269.99
Closing Stock	1,80,510.00	335.50	1,29,804.00	231.75
Land				
Opening Stock	50,035.00 (Sft)	100.07	50,035.00 (Sft)	100.07
Closing Stock	50,035.00 (Sft)	100.07	50,035.00 (Sft)	100.07

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Previous year figures have been regrouped / rearranged / reclassified wherever necessary.

Per our Report of even date annexed

For T. Adinarayana & CO.,
Chartered Accountants
Firm Regn. No. 000041S

Y.P. Rao
Partner
M.No.25266

For and on behalf of the Board of Directors

N.Sudhakar
Director

Y.Nayudamma
Managing Director

Place : Hyderabad

Date : 26th May, 2014

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Cash flow statement for the year 2013-14

A. Cash flow from operating activities:	2013-14 (Rs. In Lacs)	2012-13 (Rs. In Lacs)
Net Profit before Tax and Extraordinary item (after proposed Dividend)	42.63	46.93
Adjustment for:		
Depreciation	35.27	29.97
Interest paid	151.04	141.43
Less : Other Income	<u>(5.40)</u>	<u>(51.70)</u>
Operating Profit before working capital changes	223.54	166.63
Adjustment for:		
Trade and other receivables	(335.35)	(128.53)
Inventories	(120.92)	132.29
Trade Payables & Other Liabilities	<u>244.57</u>	<u>(173.54)</u>
Cash generated from operations	11.84	(3.15)
Interest paid	(151.04)	(141.43)
Direct Taxes paid & provided	<u>(27.74)</u>	<u>(26.03)</u>
Cash flow before extraordinary items	(166.94)	(170.61)
Extraordinary items (deferred tax)	<u>(3.71)</u>	<u>(7.00)</u>
Net cash flow from operating activities	<u>(170.65)</u>	<u>(177.61)</u>
B. Cash flow from investing activities:		
Purchase of Fixed Assets	(73.04)	(118.32)
Purchase of Investments	---	---
Sale of Fixed Assets	0.18	0.85
Add: Other Income	<u>5.33</u>	<u>51.54</u>
Net cash used in investing activities	<u>(67.53)</u>	<u>(65.93)</u>
C. Cash flow from financing activities:		
Proceeds from issue of share capital (State Subsidy)	---	---
Proceeds from short term borrowings	265.94	264.05
Proceeds from long term borrowings	<u>(23.06)</u>	<u>(26.40)</u>
	<u>242.88</u>	<u>237.65</u>
Net cash used in financing activities		
Net increase in cash and cash equivalents (A+B+C)	4.70	(5.89)
Cash and Cash equivalents (Opening Balance)	<u>39.59</u>	<u>45.48</u>
Cash and Cash equivalents (Closing Balance)	<u>44.29</u>	<u>39.59</u>

For and on behalf of the Board of Directors

Place : Hyderabad
Date : 26th May, 2014

N.Sudhakar
Director

Y. Nayudamma
Managing Director

Notes : 1. The Cash Flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 "Cash Flow statements", issued by the Institute of Chartered Accountants of India.
2. Previous figures have been regrouped / rearranged/reclassified wherever necessary.

Auditors' certificate

We have verified the above Cash Flow Statement of M/s. Phyto Chem (India) Ltd., derived from the Audited Annual Financial Statements for the year ended 31st March, 2014 and found the same drawn in accordance with and also with the requirements of Clause 32 of the Listing Agreement with Bombay Stock Exchange.

For T. Adinarayana & Co.,
Chartered Accountants
Firm Regn. No. 000041S

Place : Hyderabad
Date : 26th May, 2014

Y.P.Rao
Partner
M.No.25266



Phyto Chem (India) Limited



Phyto Chem (India) Limited (CIN: L24110TG1989PLC009500)

Survey No.628, Temple Street, Bonthapally-502 313,
Jinnaram Mandal, Medak Dist., Telangana.

Attendance Slip

**The Company does not have the practice of providing gifts to
Members at the Annual General Meeting**

25th Annual General Meeting on September 29, 2014

1. Name & Registered Address of the
Sole / first named Shareholder :
2. Name(s) of the Joint Shareholder(s) (if any) :
3. Registered Folio No./ DP ID / Client ID No. :
4. Number of Shares held :

I certify that I am a member / Proxy for the member of the Company. I hereby record my presence at the 25th Annual General Meeting of the Company at Registered Office of the Company at Survey No.628, Temple Street, Bonthapally-502 313, Jinnaram Mandal, Medak District, Telangana on Monday, 29th September, 2014 at 11.45 A.M.

Member's / Proxy's Name in Block Letters

Member's / Proxy's Signature

SUBJECT : E-VOTING

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules") and clause 35B of the Listing Agreement, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 29th August, 2014 (End of Day) being the cut-off date (i.e. record date for the purpose of Rule 20(3)(vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Central Depository Services Limited (CDSL).

The e-voting particulars are set out below:

EVSN (E-Voting Sequence Number)	USER ID	PASSWORD
140826099	Please refer Notes No.9 of e-voting instructions in the Notice.	

The e-voting period commences from 9:00 a.m. on 23rd September, 2014 and ends on 25th September, 2014 by 6:00 p.m.. The members of the Company, holding shares either in physical or demat form, as on the cut-off date of 29th August, 2014, may cast their vote electronically.

For instructions on e-voting, please read the attached Notice of the Annual General Meeting. This communication forms an integral part of the Notice for convening the Annual General Meeting of the Company to be held on 29th September, 2014.

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Phyto Chem (India) Limited

(CIN: L24110TG1989PLC009500)

Survey No.628, Temple Street, Bonthapally-502 313,
Jinnaram Mandal, Medak Dist., Telangana.00

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rule, 2014.

CIN	L24110TG1989PLC009500
Name of the Company	Phyto Chem (India) Limited
Corporate office	No.8-3-229/23, First Floor, Tahaverville, Yousufguda Checkpost, Hyderabad - 500 045.
Registered office	Survey No.628, Temple Street, Bonthapally-502 313, Jinnaram Mandal, Medak District, Telangana.
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	Signature	
	E- Mail ID		
	of failing him		
2	Name		
	Address	Signature	
	E- Mail ID		
	of failing him		
3	Name		
	Address	Signature	
	E- Mail ID		
	of failing him		

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 25th Annual General meeting of the Company, to be held on the 29th day of September, 2014 at 11:45 A.M. at the Registered Office of the Company at Survey No.628, Temple Street, Bonthapally-502 313, Jinnaram Mandal, Medak District, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:



Phyto Chem (India) Limited

Resolutions	For	Against
1. Consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors		
2. Declaration of Dividend on Equity Shares for the financial year 2013-14		
3. Re-appointment of Dr. Venkateswaralu Yadlapalli who retires by rotation		
4. Re-appointment of Mr. Anjaneyulu Prathipati who retires by rotation		
5. Appointment of Auditors and fixing their remuneration		
6. Appointment of Mr. Narasimha Chary Chakravarthula as Independent Director		
7. Appointment of Mr. Ankamma Choudary Thotakura as Independent Director		
8. Appointment of Mr. Balarama Krishnaiah Mandava as Independent Director		
9. Appointment of Mr. Sudhakar Nadendla as Independent Director		
10. Appointment of Mrs. Kavitha Rani Sakhamuri as Independent Director		
11. Appointment of Mr. Janaki Ramaiah Yarlagadda as Director		
12. Appointment of Mr. Janaki Ramaiah Yarlagadda as Executive Director and fixation of remuneration.		
13. Authorisation to the Board of Directors to borrow funds upto Rs.45.00 crores		
14. Authorisation to the Board of Directors to mortgage and / or to create charge on the Company's Assets not exceeding Rs.45.00 crores.		

**Affix
Revenue
Stamp**

Signed thisday of2014

Signature of Shareholder.....

Signature of Proxy holder(s).....

Range of Products



Manufacturers of Quality Pesticides

Enriching The Nation with Green Fields for Golden Harvest

Printed Matter

If undelivered, Please return to :



Phyto Chem (India) Limited

Survey No. 628, Temple Street, Bonthapally-502 313,
Jinnaram Mandal, Medak District, Telangana.

Leo Printers @ 9866353646