

**21st ANNUAL REPORT
2009-10**

DIRECTORS : Shri S.G Bellad *Executive Director*
Shri V.G. Hiremath *Director*
Smt Meena Umachagi *Director*

AUDITORS : M/S. H.N. ADINAVAR & CO.
Chartered Accountant

BANKERS : State Bank of India
Commercial Branch
Station Road, Hubli.

REGISTERED OFFICE : JODALLI – 580114.
VAI DHARWAD
TQ.: KHALGHATAGI.
STATE: KARNATAKA.

**REGISTRAR AND SHARE
Transfer Agent** : Sharepro Services India Private Limited

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the members of **Bell Agromachina Ltd** will be held on Thursday, 30th September, 2010, at 3.30 P.M. at the Registered office of the Company, situated at Jodalli, Vai Dharwad, Tq.: Khalghatagi – 580114 to transact the following business.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Profit and Loss Account of the Company for the year ended 31st March, 2010 and Balance Sheet as at that date, Cash Flow statement for the year ended 31st March, 2010 and Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mrs. Meena Umachagi - Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
- 3) To appoint Mr. H N Adinavar & Co. Chartered Accountants, as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting, until the conclusion of next AGM and fix their remuneration.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Hubli
Date: 18th August 2010

Sd/- **Sd/-**
Director **Director**

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote on a poll instead of himself and such proxy need not be a member of the company. Proxies in order to be effective must be received by the company not later 48 hours before the meeting.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday 20th September, 2010 to Thursday 30th September, 2010 (both days inclusive).
3. Members are requested to notify immediately any change in their addresses to the Company's Registered Office, Jodalli, Vai Dharwad, Tq.: Khalghatagi – 580114.
4. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
5. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Hubli
Date: 18th August 2010

Sd/- **Sd/-**
Director **Director**

DIRECTORS' REPORT

Dear Shareholders,

The Directors have pleasure in presenting their 21st Annual Report on the business and operations together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2010.

1. FINANCIAL RESULTS & OPERATIONS:**(Amount in lakhs)**

Particulars	2009-10 (in lakhs)	2008-09 (in lakhs)
Profit before Depreciation and taxes	238659	-
Depreciation	-	-
Brought forward (Profit/Loss)	(34245000)	-
Profit before tax	-	-
Provision for tax	-	-
Profit carried to Balance Sheet	(34006341)	(34245000)

2. DIVIDEND:

During the twelve months period under review, the Company has made a meager amount of turnover. Your Director regret that they are not in a position to recommend any dividend for the year under review as there is a huge loss.

3. OPERATION:

During the period under review, no major commercial activities were carried out. In view of this, the Company has continued to incur the losses. The management is in the process of financial restructuring of the Company.

3. FIXED DEPOSITS:

During the year under review, the Company has not invited or accepted any Fixed Deposits from the public.

4. DIRECTORS :

Mrs. Meena Umachagi, Directors of the Company who retires by rotation as per Articles of Association of the Company and being eligible offers themselves for re-appointment as directors of the Company.

5. AUDITORS:

The Board recommends the reappoint of M/s. H.N. ADINAVAR & CO., as auditors of the Company for the financial year 2010-11, who have also confirmed that their appointment shall be within the limits prescribed under Section 224 (1B) of the Companies Act, 1956.

Necessary Resolutions for their appointment has been proposed for the consideration of the Members of the Company.

6. AUDITOR'S REPORT:

There are no adverse observations made by the Auditors in their Report.

6. AUDIT COMMITTEE:

Audit Committee is consisting of Shri Vijay Hiremath- Chairman, Shri. S G Bellad and Mrs. Meena Umachagi as Members of the Audit Committee.

7. SHAREHOLDERS AND INVESTOR GRIEVANCE COMMITTEE:

Shareholders and Investor Grievance Committee is consisting of Shri S G Bellad – Chairman, Shri. Vijay Hiremath and Mrs. Meena Umachagi as Members of the Shareholders and Investors Grievance Committee.

8. DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act, 1956, The Directors confirm that:

- a) In the presentation of the Annual Accounts, the applicable Accounting Standards except revised AS 15 applicable for Accounting Treatment for Gratuity, Leave Encashment and other Retirement Benefits have been followed and that no material departures except to the extent disclosed have been made from the same;
- b) The Directors had selected such Accounting policies and applied them consistently and judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and,
- d) The Directors had prepared the Annual Accounts on a going concern basis.

9. STATEMENTS OF PARTICULARS UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988:

Information in accordance with the provisions of Section 217(1)(e) of the Act read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is not applicable in case of your Company.

10. STOCK EXCHANGES:

The Company's shares are listed on the following Stock Exchanges:

- a) Bombay Stock Exchange Limited.
- b) Bangalore Stock Exchange Limited.

The Trading in the shares of the Company are presently suspended from in both the Stock Exchanges. However, the Company has paid the necessary listing fees to both the Stock Exchanges and has applied for the revocation of suspension of trading in equity shares of the Company.

12. PARTICULARS OF EMPLOYEES :

The Company has no employee in the category specified under Section 217(2A) of the Companies Act, 1956.

13. FOREIGN EXCHANGE:

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

14. CORPORATE GOVERNANCE:

The Corporate Governance Report forms an integral part of this Report and is set out as separately in this Report. The Certificate of the Auditors of the Company certifying compliance with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with Stock Exchanges is annexed with the Report on Corporate Governance.

15. HUMAN RESOURCES:

Progressive policies to encourage excellence both in individual and team spirit are in place.

16. ACKNOWLEDGEMENTS:

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

**FOR AND ON BEHALF OF THE BOARD
OF DIRECTORS,**

Place : Hubli
Date : 18th August, 2010

Sd/- Sd/-
Director Director

ANNEXURE 'A' TO DIRECTORS' REPORT

RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.

A. Research & Development

1. Future plan of action

The Company is taking necessary steps for the revival of operations.

B. Technology absorption:

1. Efforts in brief made towards technology absorption, adoption and innovation.

No new technology was introduced during the Year ended 2009 -10.

2. Benefits derived as a result of the above efforts.

None

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year):

C. Foreign Exchange Earnings and Outgo

Nil

1. Earning- FOB value of Exports

Nil

2. Outgo- CIF Value of Imports

Nil

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

Place : Hubli

Date : 18th August, 2010

**Sd/-
Director**

**Sd/-
Director**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2010.

INDUSTRY STRUCTURE, DEVELOPMENT:

The agro machinery industry is showing some improvement and your Directors are expecting better development in the industry for years to come. The Company is exploring the possibilities of tie-ups with some healthy and profitable units for future growth and expansion of the Company. The trading of the Company's shares are suspended on the Stock Exchanges due to non-compliances of the listing agreements.

PERFORMANCE & SEGMENT-WISE PERFORMANCE:

Since the company is only into single segment of trading, segment wise performance is not reported.

OPPORTUNITIES AND THREATS:

The company is having various business opportunities linked with the agriculture equipments and auto mobile industry and having threats of the competition from the well established units in the industry and government policies adversely affected in the small and medium size units.

STRENGTH:

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

RISKS AND CONCERNS:

Your company is working essentially in global market place. However since the company is into trading activity It is attributed to all the risk and concerns attached with the trading industries as a whole.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

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

HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS

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

CAUTIONARY STATEMENT

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

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

**Place : Hubli
Date : 18th August, 2010**

**Sd/- Sd/-
Director Director**

DECLARATION UNDER CODE OF CONDUCT

As the Executive Director of Bell Agromachina Limited and as required by Clause 49 (i) (d) (ii) of the Listing Agreement, I, Mr. S G Bellad, Executive Director, hereby declare that all the Board Members and the Senior Management personnel of the Company have affirmed Compliance with the Company's Code of Business Conduct and Ethics, for the Financial Year 2009 -10.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

**Place : Hubli
Date : 18th August 2010**

**Sd/-
S G Bellad
Chairman**

**REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2009-10
(PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT)**

The Company pursuant to Clause 49 of the listing agreement with the Stock Exchanges furnishes its report on the code on Corporate Governance.

1. Company's Philosophy on Code of Governance:

Your Company is fully committed to the principles of transparency, integrity and accountability in all spheres of its operations and has been practicing the principles of good corporate governance over the years. In keeping with this commitment, your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings and continuously endeavors to review strengthen and upgrade its systems and procedures so as to bring in transparency and efficiency in its various business segments.

Your Board of Directors present the Corporate Governance Report for the year 2009-10 based on the disclosure requirements under Clause 49 of the Listing Agreement existing as on 31st March 2010.

2. Board of Directors:

The Board of Directors of the company is composed of committed persons with considerable experience in varied fields and comprises a majority of Non-Executive Directors. The Board is properly constituted as per Clause 49 of the Listing Agreement.

None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. Necessary Disclosures regarding Committee positions in other Public Companies as on March 31, 2010 have been made by the Directors.

During the financial year ended 31st March, 2010, 6 Meetings of the Board of Directors were held as on 12/04/2009, 20/07/2009, 20/08/2009, 25/10/2009, 22/01/2010 and 04/03/2010.

Sr. No.	Name of Director	Category of Directors	No. of Board meetings Attended	Attendance at Last AGM	No. of Other Directorship	No. of other Committee membership in other Companies
1	Mr. S G Bellad	Executive Director	6	Yes	0	0
2	Mr. Vijay Hiremath	Non Executive Director	6	Yes	0	0
3	Mrs. Meena Umachagi	Non Executive Director	6	Yes	0	0

Notes:

1. Excludes alternate directorships and directorships in foreign companies and private companies which are neither a subsidiary nor a holding company of a public company.
2. Excludes Committees other than Audit Committee and Shareholders'/ Investors' Grievance Committee and Companies other than public limited companies.

The Board periodically reviews compliance reports of all the laws applicable to the Company and has put in place procedures to review steps to be taken by the Company to rectify instances of non-compliance, if any.

Particulars of Re-appointed Directors:

Mrs. Meena Umachagi who retires by rotation and being eligible for re- appointment has offered themselves for re- appointment.

Board Committees

The Board has constituted the following Committees of Directors:

(a) Audit Committee:**i. Terms of Reference**

The role and terms of reference of Audit Committee covers are as mentioned under Clause 49 of the Listing Agreement and Section 292A of the Companies Act,1956, besides other terms as may be referred by the Board of Directors.

ii. Composition

The Audit Committee comprised of Shri. Vijay Hiremath Chairman, Shri.S G Bellad and Mrs. Meena Umachagi as Members. The composition of the Board of Directors is in accordance with Clause 49 of the Listing Agreement.

During the 2009-10 under review 4 meetings of the Audit Committee were held on 12/04/2009, 20/07/2009, 25/10/2009 and 04/03/2010.The attendance of members is as follows:

Name	Category	Meetings during the year 2009-10	
		Held	Attended
Mr. Vijay Hiremath - Chairman	Independent, Non – Executive Director	4	4
Mrs. Meena Umachagi - Member	Independent, Non – Executive Director	4	4
Mr. S G Bellad - Member	Executive Director	4	4

A brief description of the terms of reference of the Audit Committee is as follows:

To review Internal Audit Reports, Statutory Auditors' Report on the financial statements, to generally interact with the Internal Auditors and Statutory Auditors, to review the adequacy of internal control systems, to select and establish accounting policies, to review financial statements before submission to the Board, to recommend the appointment and removal of external auditor and fixation of audit fees and other matters specified under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.

b. Share Transfer & Shareholders' / Investors' Grievance Committee :**(i) Terms of references**

- a) To scrutinize and approve registration of transfer of shares / debentures / warrants issued / to be issued by the company.
- b) To exercise all power conferred on the Board of Directors under Article 43 of the Article of Association.
- c) To decide all questions and matters that may arise in regard to transmission of shares / debentures / warrants issued / to be issued by the Company.
- d) To approve and issue duplicate shares / debentures / warrants certificates in lieu of those reported lost,
- e) To refer to the Board and any proposal of refusal of registration of transfer of shares / debentures / warrants for their consideration.
- f) To look into shareholders and investors complaints like transfer of shares, non-receipt of declared dividends, etc., and
- g) To delegate all or any of its power of Officers / Authorized Signatories of the Company.

(ii) Composition

The Share Transfer & Shareholders' / Investors' Grievance Committee comprises following Members:

Name	Category	Meetings the year Held	during 2009-10 Attended
Mr. S G Bellad - Chairman	Executive Director	4	4
Mr. Vijay Hiremath Member	Independent, Non-Executive Director	4	4
Mrs. Meena Umachagi- Member	Independent, Executive Director	4	4

The constitution and terms of reference of the Share Transfer & Shareholders'/ Investors' Grievance Committee is in agreement with the guidelines prescribed under Clause 49 of the Listing Agreement entered into with the Stock Exchanges.

This committee (i) approves and monitors transfers, transmission, splitting and consolidation of securities and issue of duplicate Certificates by the Company; (ii) looks into various issues relating to shareholders, including the redressal of shareholders' and investors' complaints like transfer of shares, non-receipt of Balance Sheet, dividend etc.; and (iii) carries out the functions envisaged under the Code of Conduct for Prevention of Insider Trading adopted in terms of Regulation 12(1) of the SEBI (Prohibition of Insider Trading) Regulations, 1992.

The Share Transfer & Shareholders' / Investors' Grievance Committee During the 2009-10 under review 4 meetings of the Audit Committee were held on 12/04/2009, 20/07/2009, 25/10/2009 and 04/03/2010. The attendance of the members is as follows:

Name and designation of Compliance officer:

- ❖ Mr. Shivputra Bellad, Compliance Officer.
- ❖ No. of shareholders' complaints received during the year : 0
- ❖ No. of complaints not resolved to the satisfaction of shareholders : 0
- ❖ No. of pending share transfers : 0

1. General Body Meetings:

(a) Location and time where last three Annual General Meetings were held:

Financial Year	Date	Time	Location
2008-2009	30/09/2009	03.30 p.m.	Jodalli, Khalagatagi Taluk (Karnataka)
2007-2008	29/09/2008	03.30 p.m.	Jodalli, Khalagatagi Taluk (Karnataka)
2006-2007	30/09/2007	03.30 p.m.	Jodalli, Khalagatagi Taluk (Karnataka)

(a) Whether Special Resolutions were put through postal ballot last year : No

(b) Are votes proposed to be conducted through postal ballot this year : No

2. Other disclosures:

(a) Related Party Transactions

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the Directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large:

None of the transactions with any of the related parties were in conflict with the interest of the Company at large.

(b) Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

(c) Disclosures on Risk Management

During the year under review, a detailed exercise on Business Risk Management was carried out covering the entire spectrum of business operations and the Board has been informed about the risk assessment and minimization procedures as required under Clause 49 of the Listing Agreement. The Company has framed the Risk Assessment and Minimization- Procedure which will be periodically reviewed by the Board.

(d) Code of Conduct

The Board of Directors has not adopted the Code of Ethics and Business Principles for the Non-executive Directors as also for the employees including Executive Director.

(e) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

None

REMUNERATION OF DIRECTORS

Details of remuneration paid to Directors

None of Directors have been paid during the year.

3. General Shareholder information:

(a) AGM date, time and venue: Annual General Meeting will be held on Thursday, 30th September, 2010, at 03.30 P.M. at Jodalli, Khalagatagi Taluk (Karnataka)

(b) Financial Year: The Financial Year is from 1st April 2010 to 31st March 2011.
Tentative Schedule

Unaudited Results for quarter ending June 30, 2010	: End of July 2010
Unaudited Results for quarter ending September 30, 2010	: End of October 2010
Unaudited Results for quarter ending December 31, 2010	: End of January 2010
Unaudited Results for quarter ending March 31, 2010	: End of April 2010
Audited Results for year ending March 31, 2011	: End of July 2011
AGM for year ending March 31, 2011	: End of September 2011

(c) Book Closure period: 20th September, 2010 to 30th September, 2010, both days inclusive.

(d) Dividend payment: The Company has not declared any dividend.

- (e) Stock Exchanges where securities are listed.

The Company's securities are listed at:

Bombay Stock Exchange Limited & Bangalore Stock Exchange Limited

STOCK MARKET DATA:

There has not been any trade in the shares of the Company during the year ended 31st March, 2010. The Bombay Stock Exchange Limited, Bangalore Stock Exchange Limited

The trading in the equity shares of the Company has been suspended due to certain non-Compliances of the listing agreement with BSE.

- (f) **Scrip code:** 531112 - Bombay Stock Exchange Limited - **(ISIN: INE011E01011)**

Not available – Bangalore Stock Exchange Limited

- (g) Registrar and Transfer Agent: Sharepro Services India Pvt Ltd.

13 A-B, Samitha Warehousing complex, 2nd Floor, off Andhrei Kurla Road, Sakinaka Telephone Exchange Lane, Sakinaka, Andheri (East), Mumbai-400072.

- (h) Share transfer system with number of shares transferred:

Physical shares sent for transfers or dematerialization are generally registered and returned within a period of 30 days from the date of receipt of completed and validly executed documents.

- (i) **Dematerialization of shares and liquidity: No**

- (j) **Outstanding GDRs/ Warrants, Convertible Bonds, conversion date and its impact on equity. Nil**

- (k) **Distribution of Shareholding and Shareholding Pattern as on 31st March, 2010:**

- (i) **Distribution of Shareholding as on 31st March, 2010:**

No. of Shares	No. of Shareholders	% of holding
001 to 500	874	55.23
0501 to 1000	485	30.69
1001 to 2000	105	6.66
2000 to 5000	74	4.69
5001 to 10000	15	0.95
Above 10001	28	1.78
TOTAL	1581	100.00

(ii) Shareholding pattern as at 31st March, 2010:

	No. of Shares held	% to Total Shares
Promoter Group*	1841200	53.77
Mutual Funds and UTI	00	0.00
Banks & Financial institutions & Insurance Companies etc.	00	0.00
Corporate Bodies		
General Public	1227500	35.84
NRIs/ OCBs	355800	10.39
TOTAL	3424500	100.00

(i) **Address for correspondence:**

The Company's Registered Office is situated at :
JODALLI VILLAGE, TQ KALGHATAGI, JODALLI- 580114

Non-Mandatory Requirements:

The Company has established an effective mechanism called Whistle Blower Policy (Policy). The mechanism under the Policy has been appropriately communicated within the organization. The purpose of this policy is to provide a framework to promote responsible whistle blowing by employees. It protects employees wishing to raise a concern about serious irregularities, unethical behavior, actual or suspected fraud within the Company.

WHISTLE BLOWER POLICY

1. Preface

- 1.1 The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.
- 1.2 The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.
- 1.3 Clause 49 of the Listing Agreement between listed companies and the Stock Exchanges, inter-alia, provides, a non-mandatory requirement, for all listed companies to establish a mechanism called "Whistle Blower Policy" for employees to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.
- 1.4 The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities within the Company.
- 1.5 The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

2. Policy

- 2.1 This Policy is for the Employees as defined hereinafter.
- 2.2 The Policy has been drawn up so that Employees can be confident about raising a concern. The areas of concern covered by this Policy are summarized in paragraph 5.

3. Definitions

- 3.1 “Disciplinary Action” means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- 3.2 “Employee” means every employee of the Company (whether working in India or abroad).
- 3.3 “Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- 3.4 “Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 3.5 “Whistle Blower” is someone who makes a Protected Disclosure under this Policy.
- 3.6 “Whistle Officer” or “Committee” means an officer or Committee of persons who is nominated/ appointed to conduct detailed investigation.
- 3.7 “Ombudsperson” will be a Non-Executive Director for the purpose of receiving all complaints under this Policy and ensuring appropriate action. In the first instance, the Board shall appoint this Ombudsperson. The Director shall have the authority to change the Ombudsperson from time to time.

4. The Guiding Principles

- 4.1 To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:
 - 4.1.1 Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
 - 4.1.2 Treat victimization as a serious matter including initiating disciplinary action on such person/ (s);
 - 4.1.3 Ensure complete confidentiality.
 - 4.1.4 Not attempt to conceal evidence of the Protected Disclosure;
 - 4.1.5 Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
 - 4.1.6 Provide an opportunity of being heard to the persons involved especially to the Subject;

5. Coverage of Policy

5.1 The Policy covers malpractices and events which have taken place/ suspected to take place involving:

1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud, or suspected fraud
6. Criminal offence
7. Pilferation of confidential/propriety information
8. Deliberate violation of law/regulation
9. Wastage/misappropriation of company funds/assets
10. Breach of employee Code of Conduct or Rules
11. Any other unethical, biased, favoured, imprudent event

5.2 Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

6. Disqualifications

6.1 While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

6.2 Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a *mala fide* intention.

6.3 Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be *mala fide*, *frivolous* or *malicious* shall be liable to be prosecuted under Company's Code of Conduct.

7. Manner in which concern can be raised

7.1 Employees can make Protected Disclosure to Ombudsperson, as soon as possible but not later than 30 consecutive days after becoming aware of the same.

- 7.2 Whistle Blower must put his/her name to allegations. Concerns expressed anonymously WILL NOT BE investigated.
- 7.3 If initial enquiries by the Ombudsperson indicate that the concern has no basis, or it is not a matter to be investigation pursued under this Policy, it may be dismissed at this stage and the decision is documented.
- 7.4 Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Whistle Officer/Committee nominated by the Ombudsperson for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.
- 7.5 Name of the Whistle Blower shall not be disclosed to the Whistle Officer/Committee.
- 7.6 The Ombudsperson/Whistle Officer/Committee shall:
- i) Make a detailed written record of the Protected Disclosure. The record will include:
 - a) Facts of the matter
 - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
 - c) Whether any Protected Disclosure was raised previously against the same Subject;
 - d) The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
 - e) Findings of Ombudsperson/Whistle Officer/Committee;
 - f) The recommendations of the Ombudsperson/Whistle Officer/Committee on disciplinary/other action/(s).
 - ii) The Whistle Officer/Committee shall finalise and submit the report to the Ombudsperson within 15 days of being nominated/appointed.
- 7.7 On submission of report, the Whistle Officer /Committee shall discuss the matter with Ombudsperson who shall either:
- i) In case the Protected Disclosure is proved, accept the findings of the Whistle Officer /Committee and take such Disciplinary Action as he may think fit and take preventive measures to avoid reoccurrence of the matter;
 - ii) In case the Protected Disclosure is not proved, extinguish the matter; Or
 - ii) Depending upon the seriousness of the matter, Ombudsperson may refer the matter to the Committee of Directors (Whole-time Directors) with proposed disciplinary action/counter measures. The Committee of Directors, if thinks fit, may further refer the matter to the Audit Committee for necessary action with its proposal. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its 8 recommendations. The Board may decide the matter as it deems fit.

- 7.8 In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, s/he can make a direct appeal to the Chairman of the Audit Committee.

8. Protection

- 8.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

- 8.2 The identity of the Whistle Blower shall be kept confidential.
- 8.3 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

9. Secrecy/Confidentiality

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

- a. maintain complete confidentiality/ secrecy of the matter
- b. not discuss the matter in any informal/social gatherings/ meetings
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d. not keep the papers unattended anywhere at any time
- e. keep the electronic mails/files under password

If any one is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

10. Reporting

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

11. Amendment

The Executive Director of the Company has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever.

CEO/CFO CERTIFICATION

**To,
The Board of Directors
Bell Agromachina Limited**

We, do hereby certify that:

- (a) We have reviewed financial statements and the Cash Flow statement for the year and that to the best of my knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standard, 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 pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committees.
 - (i) Significant changes in internal control over financial reporting during the year.
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management having a significant role in the Company's internal control system over financial reporting.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS,

**Place : Hubli
Date : 18th August 2010**

**Sd/-
Director**

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of:

Bell Agromachina Limited

JODALLI VILLAGE, TQ KALGHATAGI

Karnataka- 580114

I have examined the compliance of conditions of Corporate Governance by **BELL AGROMACHINA LIMITED** for the year ended 31st March, 2010 as stipulated in Clause 49 of the Listing Agreement(s) of the said Company with the Stock Exchange(s).

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing Agreement(s)

We state that no investor grievance is pending for a period exceeding one month against the Company as per records maintained by the Company.

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

**FOR H.N. ADINAVAR & CO.
Chartered Accountants**

**H N ADINAVAR & CO.
Proprietor
Membership No. 023757**

Place : Hubli

Date : 18th August, 2010

AUDITORS' REPORT

To
The Members of
BELL AGROMACHINA LIMITED

- A. We have audited the attached Balance Sheet of **M/S. BELL AGROMACHINA LIMITED**, as at 31st March, 2010 and Profit & Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
- B. We have conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statement. We believe that our audit provides a reasonable basis for our opinion.
- C. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of section 227(4A) of the Companies Act, 1956, we give in the Annexure, a statement on the matters specified in paragraphs 4 and 5 of the said order.
- D. Further to our comments in the Annexure referred to in paragraph C above, we report that:
1. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 2. In our opinion, proper books of accounts as required by law have been kept by the Company, so far as appears from our examination of the books.
 3. The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the books of account.
 4. in our opinion, the Balance Sheet and Profit & Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956
 5. On the basis of representations from the directors, taken on record by the Board of Directors and as per information and explanations given to us, none of the directors of the company are, prima facie, as at 31st March, 2011 are not disqualified from being appointed as directors of the company in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

6. In our opinion and to the best of our information and according to the explanations given to us, the accounts read with and subject to notes thereon of Schedule-5 give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view:

(i) In the case of Balance sheet, of the state of affairs of the company as at 31st March, 2010

and

(ii) In the case of profit & Loss Account of the loss for the year ended on that date.

FOR H.N. ADINAVAR & CO.
Chartered Accountants

H.N. ADINAVAR
Proprietor
Membership No.023757

Place : Hubli

Date : 18th August,2010

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph: C of our report of even date)

1. The Company does not have any fixed assets and hence this clause is not applicable to the company for the year under consideration.
2. As the company does not have any inventories as at the end or at the beginning of the year; this clause is not applicable to the company for the year under consideration.
3.
 - (a) The company has not granted unsecured loan to any of the parties covered by section 301 of the Companies Act, 1956.
 - (b) The company has taken loan from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for sale of goods and services. In our opinion, there is no continuing failure to correct major weakness in internal control.
5. To the best of our knowledge and belief, and according to the information and explanations given to us, we are of the opinion that there are no contracts and arrangements, the particulars of which need to be entered into the register maintained under Section 301 of the Companies Act, 1956.
6. During the year, the company has not accepted deposits from the public.
7. The Company did not have any formal internal audit system during the year under review.
8. We are informed that maintenance of cost records has not been prescribed by the Central Government under Section 209 (1)(d) of the Companies Act, 1956 in respect of products of the company.
9.
 - (a) According to the books of accounts examined by us and also based on representations received from the management, the company is regular in depositing undisputed statutory dues applicable to it. There is no Undisputed amounts payable in arrears in respect of statutory dues as at 31/03/2011 for a period of six months from the date they become payable.
 - (b) According to the information and explanations given to us, there are no dues in respect of income tax, sales tax, wealth tax, excise duty, service tax and cess which have not been deposited on account of dispute.
10. The company's accumulated losses at the end of the financial year are more than fifty percent of its net worth.

11. Based on our audit procedures and according to the information and explanations given to us we report that the company had not defaulted in repayment of any secured loans during the year under review.
12. According to the information and explanations given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Order are not applicable to the company.
14. In our opinion and according to the information and explanations given to us, the company is not dealing in shares, securities and debentures; therefore, the provisions of clause 4 (xiv) of the Order are not applicable to the company.
15. The company has not given guarantee to a bank for loan taken by any other company.
16. The company has not obtained any term loan during the year. Accordingly, the provisions of clause (xvi) of the Order are not applicable to the company.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used to finance long-term investments.
18. According to the information and explanations given to us, during the year covered by our report, the company has not made any preferential allotment of shares to the parties and companies covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause (xviii) of the Order are not applicable to the company.
19. According to the information and explanations given to us, the company has not issued any secured debentures during the period covered by our report. Accordingly, the provisions of clause (xix) of the Order are not applicable to the company.
20. During the period covered by our audit report, the company has not raised any money by way of a public issue.
21. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company was noticed or reported during the year.

FOR H.N. ADINAVAR & CO.
Chartered Accountants

(H.N. ADINAVAR)
Proprietor

Place : Hubli
Date : 18th August, 2010

BALANCE SHEET AS AT 31ST MARCH 2012

PARTICULARS	Schedule	Current Year 31/03/2010 Rupees	Previous Year 31/03/2009 Rupees
SOURCES OF FUND:			
Share Capital	A	3,42,45,000	3,42,45,000
Reserve & Surplus	B	2,38,659	-
Loan Funds	C	9,85,871	-
TOTAL		<u>3,54,69,530</u>	<u>3,42,45,000</u>
APPLICATION OF FUNDS:			
Fixed Assets	D		
Gross Block		7,32,615	-
Less: Depreciation		54,946	-
TOTAL		<u>6,77,669</u>	<u>-</u>
Current Assets, Loan & Advances:			
Sundry Debtors	E	6,17,364	-
Cash & Bank Balance	F	68,790	-
Loans & Advances	G	6,458	-
		<u>6,92,612</u>	<u>-</u>
Less: Current Liabilities & Provisions	H	1,45,750	-
Net Current Assets		5,46,861	-
Add. Misc Expenditure	I	-	-
Earlier Year Losses		3,42,45,000	3,42,45,000
TOTAL		<u>3,54,69,530</u>	<u>3,42,45,000</u>

**Significant Accounting Policies & Notes
Forming Part of Accounts 6**

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS.

As per our attached report of even date

Sd/- Sd/-

Director Director

**For, H.N. Adinavar & Co.
CHARTERED ACCOUNTANTS**

**Sd/-
H.N. Adinavar
Proprietor**

**Membership No. 023757
Firm Reg. No. 000042S**

**PLACE: HUBLI
DATED: 18TH AUGUST 2010**

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH,2010

PARTICULARS	Schedule	Year ended On 31-03-2010 Rupees	Previous Year On 31-03-20109 Rupees
I. INCOME:			
Sales		-	-
Other Income	N		
Misc Income (Job work to BAP)		1,565,780	-
TOTAL		1,565,780	-
II. EXPENDITURE:			
Cost of Goods Sold	O	-	-
Administration & Selling Expenses	P	12,72,174	-
Depreciation	E	54,946	
TOTAL		13,27,120	-
III. NET PROFIT/(LOSS) BEFORE TAX :		2,38,659	-

Significant Accounting Policies & Notes
Forming Part of Accounts

5

As per our attached report of even date

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For, H.N. Adinavar & Co.
CHARTERED ACCOUNTANTS

Sd/-
H.N. Adinavar
Proprietor

Sd/- Sd/-
Director Director

Membership No. 023757
Firm Reg. No. 000042S

PLACE: HUBLI
DATED: 18TH AUGUST 2010

SCHEDULE FORMING PART OF THE BALANCE SHEET		
PARTICULARS	As at 31-03-2010 Rupees	As at 31-03-2009 Rupees
SCHEDULE-A		
SHARE CAPITAL:		
Authorised:		
35,00,000 Equity shares of Rs. 10/- each	3,50,000,00.00	3,50,000,00.00
Issued, Subscribed & paid up capital:		
35,00,000 equity shares of Rs. 10/- each		
Less: Calls in arrears	7,55,000.00	7,55,000.00
TOTAL	<u>3,42,45000.00</u>	<u>3,42,45000.00</u>
SCHEDULE-B		
RESERVE & SURPLUS		
Profit & Loss A/c	2,38,659.88	-
TOTAL	<u>2,38,659.88</u>	<u>-</u>
SCHEDULE-C		
LOAN FUND		
Unsecured Loan from Directors, Friends & Relatives	9,85,871.00	-
TOTAL	<u>9,85,871.00</u>	<u>-</u>
SCHEDULE-E		
SUNDRY DEBTORS		
Sundry Debtors	6,17,364.00	-
TOTAL	<u>6,17,364.00</u>	<u>-</u>
SCHEDULE-F		
CASH & BANK BALANCES:		
Cash on hand	560.00	-
Balance with Schedule Banks in current account	6,8230.00	-
TOTAL	<u>6,8790.00</u>	<u>-</u>
SCHEDULE-G		
LOANS & ADVANCES:		
Advance Receivable in Cash or Kind or For value to be receiving pending adjustments	6,458.00	-
TOTAL	<u>6,458.00</u>	<u>-</u>
SCHEDULE-H		
CURRENT LIABILITIES & PROVISIONS:		
Current Liabilities :		
Sundry creditors	1,45,750.00	-
TOTAL	<u>1,45,750.00</u>	<u>-</u>
SCHEDULE-I		
MISCELLANEOUS EXPENDITURE		
Miscellaneous Expenses	17,14,723.92	-
TOTAL	<u>17,14,723.92</u>	<u>-</u>

SCHEDULE FORMING PART OF THE PROFIT & LOSS A/C

PARTICULARS	As at 31-03-2010 Rupees	As at 31-03-2009 Rupees
SCHEDULE-J		
SALES:		
Sales	-	-
Labour Income (Job Work)	15,65,780.00	-
TOTAL	15,65,780.00	-
SCHEDULE-K		
RAW-MATERIAL CONSUMED:		
Opening Stock	-	-
Add: Purchases	-	-
Less: Closing Stock	-	-
TOTAL-	-	-
Increase/Decrease in value of stock of Finished Goods & Work in progress.		
Opening Stock		
(i) Work in progress	-	-
(ii) Finished Goods	-	-
Less Closing Stock:		
(i) Work in progress	-	-
(ii) Finished Goods	-	-
Increase/Decrease in value of stock	-	-
SCHEDULE-L		
MANUFACTURING ADMINISTRATION AND SELLING EXPENSES:		
Legal Fees	29,109	-
Salary & Incentives	3,71,850	-
Sundry Expenses	16,250	-
Consumables	7,98,510	-
Printing & Stationary	18,550	-
Freight Charges	21,480	-
Travelling & Conveyance	16,425	-
TOTAL	12,72,174	-

SCHEDULE-D & E FIXED ASSETS

ASSETS	GROSS BLOCK				DEPRECIATION			NET BLOCK		
	Cost as on 01.04.09	Addition during the year	Deduction During the year	Total as on 31.03.10	To 31.03.09	For the year	Depreciation during the year	Total as on 31.03.10	As on 31.03.10	As on 31.03.09
Plant & Machinery	-	6,98,270	-	6,98,270	-	52,370	-	52,370	6,45,900	-
Tools & Jigs & Furniture	-	34,345	-	34,345	-	2,576	-	2,576	31,769	-
TOTAL Rs.	-	7,32,615	-	7,32,615	-	54,946	-	54,946	6,77,669	-

SCHEDULE – 6:

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS:

A. SIGNIFICANT ACCOUNTING POLICIES:

- (a) The company follows the accrual system of accounting in accordance with the requirements of the Companies Act, 1956 and complies with the accounting standards referred to in sub-section (3C) of Section 211 of the said Act.
- (b) The accounts are prepared on historical cost basis and on the basis of going concern. Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles.

B. NOTES FORMING PART OF ACCOUNTS:

- 1. Under the Micro Small and Medium Enterprises Development Act, 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. The company is in the process of compiling relevant information from its suppliers about their coverage under the Act. Since the relevant information is not presently available, no disclosures have been made in the Accounts
- 2. The company has suspended manufacturing activities during the financial year 2003-04 and there are no intentions to resume the manufacturing activities. In spite of these facts the accounts have been prepared on the basis of going concern.
- 3. Corresponding Figures of the previous year have been regrouped or rearranged to make it comparable with this year's figure, wherever necessary.
- 4. In view of the fact that the company has suspended manufacturing operations, particulars required to be furnished as per part –III of Schedule-6 of the Companies Act, 1956 has not been furnished.
- 5. The company is having net deferred tax assets. Deferred tax assets, which have arisen mainly on account of unabsorbed depreciation and carried forward losses, have not been considered for recognition, as there is no virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Therefore, net deferred tax asset has not been recognized in the accounts of the company.

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**I REGISTRATION DETAILS**

REGISTRATION NO CIN. U85110KA1989PLC009925 STATE CODE 08
BALANCE SHEET DATE 31.03.2010

II CAPITAL RAISED DURING THE YEAR (AMOUNT IN RS. THOUSANDS)

PUBLIC ISSUE	NIL	RIGHT ISSUE	NIL
BONUS ISSUE	NIL	PRIVATE PLACEMENT	NIL

III POSITION OF MOBILISATION & DEPLOYMENT OF FUND (AMOUNT IN RS. THOUSANDS)

TOTAL LIABILITIES	35,470	TOTAL ASSETS	35,470
SOURCES OF FUNDS		APPLICATION OF FUNDS	
NET FIXED ASSETS	5,80	PAID UP CAPITAL	34,245
RESERVE & SURPLUS	2,77	NET CURRENT ASSETS	5,47
SECURED LOAN	—		
UNSECURED LOAN	5,63	MISC. EXPENDITURE (DEBIT OF P/L A/C.)	3,37,40

IV PERFORMANCE OF COMPANY (AMOUNT RS. IN THOUSANDS)

TURNOVER INCLUDING	1,566	TOTAL EXPENDITURE (OTHER INCOME & VALUATION OF STOCK)	1,327
PROFIT BEFORE TAX	2,39	PROFIT AFTER TAX	2,39
EARNING PER SHARE	0.068	DIVIDEND RATE %	NIL

V GENERIC NAMES OF THREE PRINCIPAL PRODUCTS OF COMPANY (AS PER MONETARY TERMS)

ITEMS CODE NO.
TRADE DESCRIPTION: UNDERTAKING OF JOB WORK

As per our attached report of even date

For H.N. Adinavar & Co.
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-
H.N. Adinavar
Proprietor
Membership No. 023757
Firm Reg. No. 000042S

Sd/- Sd/-
Director Director

PLACE: HUBLI
DATED: 18TH AUGUST 2010

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010

	31-03-2010	31-03-2009
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit	2,38,659	-
<u>Adjustment -</u>		
Depreciation and amortisation	54,946	-
Interest Paid	-	-
issue expenses	-	-
Loss/Gain	-	-
Interest Received	-	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	2,93,605	-
<u>Adjustment -</u>		
Dead Stock	-	-
Sundry Debtors	(6,17,364)	-
Loans and Advances	(6,458)	-
Current Liabilities & Provision	1,45,750	-
Current generated	-	-
Interest Paid	-	-
NET CASH FLOW FROM OPERATING ACTIVITIES	(1,84,467)	-
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(7,32,615)	-
Increase in interest	-	-
Advance for capital	-	-
Sale/Purchase	-	-
Interest Received	-	-
NET CASH USED IN INVESTING ACTIVITIES	(7,32,615)	-
C CASH FLOW		
TERM LOAN	-	-
Proceeds from issue	-	-
Share issue Expenses	-	-
Secured /Unsecured Loans	9,85,871	-
NET CASH USED IN FINANCING ACTIVITIES	9,85,871	-
NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALENTS	68,790	-
CASH & CASH EQUIVALENTS AS AT BEGINING	-	-
CASH & CASH EQUIVALENTS AS AT END	68,790	-

Place : HUBLI

Date : 18.08.2010

AUDITORS' CERTIFICATE

We have examined the attached Cash Flow Statement of BELL Agromachina Limited for the period ended 31st March, 2010. The statement has been prepared by the Company in accordance with the requirements of clause 32 of the Listing Agreement with the Stock Exchanges and is based on and in agreement with correspondence Profit & Loss Account and Balance Sheet of the Company covered by our report of 18-08-2010 to the members of the Company.

In terms of our Certificate of even date

**FOR: H.N. Adinavar & Co.
Chartered Accountants**

**Sd /-
Proprietor
Membership No. 023757
Firm Reg. No. 000042S**

**Place : Hubli
Date : 18th August, 2010**

BELL AGROMACHINA LIMITED

Village, Jodalli, Tq-Kalaghatagi, Jodalli-580114.

ATTENDANCE SLIP

Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the **21st Annual General Meeting** of the Company at the Registered office of the Company situated at Village, Jodalli, Tq-Kalaghatagi, Jodalli-580114 on Thursday the **30th September, 2010** at **03.30 p.m.**

Name of the Shareholder

Signature

Folio No. _____

(Full name of Proxy)

Note: No Duplicate Attendance Slip will be issued at the meeting hall. You are requested to bring your copy of Annual Report to the Meeting.

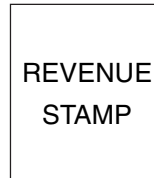
BELL AGROMACHINA LIMITED

Village, Jodalli, Tq-Kalaghatagi, Jodalli-580114.

PROXY FORM

I/We.....of..... in the district of being a member/members of the above named Company hereby appoint of in the district of..... or failing him of In the district of as my / our proxy to vote for me/us on my our behalf at the **21st Annual General Meeting** of the Company to be held at Registered office of the Company situated at Village, Jodalli, Tq-Kalaghatagi, Jodalli-580114 on Thursday the **30th September, 2010**, and at any adjournment thereof.

Signed this..... day of, 2010.
Reg. Folio No.....
No. of Shares



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

