

# Balgopal Commercial Limited

Annual Report 2018-19

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# COMPANY INFORMATION

- ❑ **Scrip Id:-** BALGOPAL
- ❑ **Scrip Code:-** 539834
- ❑ **CIN:-** L51109WB1982PLC035193

- ❑ **Board of Directors:**

- ✓ Banwari Lal Mahansaria
- ✓ Yash Saraogi
- ✓ Shailesh Becharbhai Patel
- ✓ Shrena Kalpesh Shah

Managing Director  
Additional Non-Executive Director  
Additional Non-Executive Independent Director  
Additional Non-Executive Independent Director

- ❑ **Key Managerial Personnel:-**

- ✓ Ankita Mahansaria
- ✓ Khushboo Singh

Chief Financial Officer  
Company Secretary

# COMPANY INFORMATION

<b><u>Auditors</u></b>	
<u>Statutory Auditors</u>	<u>Secretarial Auditor</u>
M/s Ghosh & Ghosh	Ms Priyanka Dhanuka
Chartered Accountants	Practising Company Secretary
Mission Court, 4 <sup>th</sup> Floor, 25, R.N. Mukherjee Road, Kolkata-700001	227/4, Maniktala Main Road, Pitalpara Gali, Kankurgachi, 3rd Floor, Kolkata-700056
Firm Registration No. 306020E	C.P. No. 15862
<u>Internal Auditor</u>	
M/s Rinku Jain & Co.	
Chartered Accountant	
P-888, Block A, Lake Town, 4 <sup>th</sup> Floor, Kolkata-700089	

# COMPANY INFORMATION

❑ **Registrar & Share Transfer Agent:-**

**Maheshwari Datamatics Private Limited**

Address: 23, R. N Mukherjee Road, Kolkata- 700001

Email: mdpldc@yahoo.com

Phone: 033-2243-5029/033-2248-2248

❑ **Bankers:-**

Yes Bank

❑ **Registered Address:-**

23, Pollock Street Kolkata- 700001

❑ **Phone No:**

91-9681024566

## **DIRECTORS' REPORT**

### **For The Financial Year 2018-19**

Dear Members,

The Directors have pleasure in presenting their 37<sup>th</sup> Annual Report on the business and operations of the Company together with the audited financial statements for the financial year ended March 31<sup>st</sup>, 2019.

#### **1. Financial Performance of the Company**

Particulars	(Amount in '000)	
	2018-19	2017-18
Profit Before Tax & Provision	(21040.74)	(3,491.51)
Less: Current Tax/ Deferred Tax	1331.70	(274.29)
Profit After Tax available for appropriation	(22,372.43)	(3,217.22)
Basic/ Diluted Earnings Per Share	(1.36)	(0.195)

#### **2. Dividend**

In view of accumulated losses, no dividend is recommended for the Financial Year under reference and no transfer is proposed to be made to Reserves.

#### **3. Transfer Of Unclaimed Dividend To Investor Education And Protection Fund**

The provisions of Section 125(5) of the Companies Act, 2013 do not apply on the company as no dividend has been declared during the year.

#### **4. Change in Financial Reporting Standards**

The Ministry of Corporate Affairs issued "The Companies (Indian Accounting Standards) Rules, 2015 and amendment thereto "The Companies (Indian Accounting Standards) Amendment Rules, 2016. Further "General instructions for preparation of Balance Sheet and Statements of Profit and Loss of a Company", for compliance and implementation of said rules are also notified by Govt. As per MCA notification, your Company has been updating & implementing new changes in Ind AS issued by Govt from time to time.

#### **5. Brief description of the Company's working during the year/State of Company's affair**

The Company, a diversified business entity has great experience in managing and distributing different products in India more than 20 years. The Company's Primary business is trading in Sarees having wide variety of sarees from plain to designer and cotton to silk.

**6. Change in the nature of business, if any**

There has been no change in the nature of the business of the Company during the year.

**7. Material Changes and Commitments, if any, affecting the Financial Position of the Company**

No material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the company and the date of this report.

**8. Internal Financial Control Systems and their Adequacy**

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The details in respect of Internal Financial Control Systems and their Adequacy are included in the Management Discussion and Analysis which form part of this report.

**9. Details of Subsidiary/Joint Ventures/Associate Companies**

The Company does not have any Subsidiary, Joint venture or Associate Company. Hence, statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 under Form AOC-1, is not applicable to the Company.

**10. Deposits**

The company has neither accepted nor renewed any deposits during the year, covered under Chapter V of the Act.

**11. Maintenance of cost records**

The Company is not required to maintain cost records as per Section 148(1) of the Companies Act, 2013.

**12. Promoter's Group Shareholding**

As on March 31, 2019, the total shareholding of the Promoters' Group of your Company is 2.68 per cent and none of the Promoter/Promoters' Group shareholding is under pledge. Further, in compliance with Regulation 31(2) of SEBI Listing Regulations, 2015, the entire shareholding of promoter(s) and promoter group is in dematerialized form.

### **13. Auditors**

M/s Ghosh & Ghosh, Chartered Accountants, (Firm Registration No.: 306020E) were appointed as the Auditors of the Company, to hold office until the conclusion of the Annual General Meeting to be held in the year 2019. Since, the term of the auditor shall expire, your directors proposes to appoint statutory auditor who shall hold office for a period of one term being 5 years commencing from the conclusion of ensuing Annual General Meeting and concluding at Annual General Meeting which shall be held in the year 2024.

The observations made by the Auditors are self- explanatory and do not require any further clarification. Further, the explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made by the auditor in his report are given.

### **14. Secretarial Audit Report**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding Rules framed thereunder, Priyanka Dhanuka was appointed as the Secretarial Auditors of the Company to carry out the secretarial audit for the year ending 31st March, 2019. There is no qualification, reservation or adverse remark or disclaimer made by the company secretary in the secretarial audit report. The Secretarial Audit Report is annexed to the Board Report.

### **15. Internal Audit Report**

M/S. Rinku Jain & Co, Chartered Accountants, Internal Auditor has submitted a report for the financial year 2018-19 based on the internal audit conducted during the year under review.

The Internal Auditor has not reported any qualification, reservation or adverse opinion during the period under review.

### **16. Share Capital**

#### **A. Issue of equity shares with differential rights**

The Company has not issued any of its securities with differential rights during the year under review.

#### **B. Buy Back of Securities**

The company has not bought back any of its securities during the year under review.

#### **C. Sweat Equity, Bonus Shares & Employee Stock Option Plan**

The company has not issued any bonus shares during the current financial year

#### **D. Preferential Issue of Capital**

The company has not issued any shares on preferential basis during the year.



## **17. Extract of the Annual Return**

The extract of the Annual Return pursuant to the provisions of section 92 read with Rule 12 of the Companies (Rules), 2014 is furnished in Annexure A (MGT – 9) and is attached to this Report.

## **18. Board of Directors and Key Managerial Personnel :**

In view of the provisions of Companies Act, 2013 Banwari Lal Mahansaria, Managing Director; Ankita Mahansaria, CFO; and Khushboo Navin Chhatbar, Company Secretary were identified and appointed as Key managerial personnel of the Company.

### **Changes In Directors And Key Managerial Personnel**

- A) Yash Saraogi was appointed as Additional Non executive director w.e.f. 13/02/2019.
- B) Khushboo Navin Chhatbar was appointed as Company Secretary w-e-f 22/01/2019 and she resigned w.e.f. 22/04/2019

## **19. Formal Annual Evaluation**

In compliance with the Schedule IV of the Companies Act 2013 and regulation 25(3) of SEBI(Listing Obligations and Disclosure Requirements),2015, a meeting of the Independent Directors of the company was held to review and evaluate the performance of the Non-Independent Directors and the chairman of the company taking into account the views of the Executive Directors and Non- Executive Directors, assessing the quality, quantity and timeliness of flow of information between the company management and the Board and also to review the overall performance of the Board.

Further the same was discussed in the Board meeting that followed the meeting of the Independent Directors, at which the performance of the Board, its committees and individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

## **20. Independent Directors**

Ms. Manisha Agarwal and Mr. Vikash Gupta, Independent Directors of the Company have given the certificate of independence to the Company stating that they meet the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013 and the rules made there under and the same have been noted by the Board.

## **21. Number of meetings of the Board of Directors**

5 Meetings of the Board of Directors were held during the financial year 2018-19. These were held on the following dates:

- i) 26/05/2018
- ii) 13/08/2018

- iii) 03/09/2018
- iv) 14/11/2018 and
- v) 13/02/2019

## **22. Audit Committee**

The Audit Committee of the Board of Directors meets the criteria laid down under Section 177 of the Companies Act, 2013, read with Regulation 18 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 in the terms of reference to the Audit Committee.

Composition of the Audit committee is in accordance with the requirements of section 177 of the Companies Act 2013 which is stated below:

<b>Name</b>	<b>Designation</b>
Manisha Agarwal	Chairman
Yash Saraogi	Member
Vikash Gupta	Member

## **23. Nomination and Remuneration Committee**

Composition of the Nomination & Remuneration Committee is in accordance with the requirements of section 178(1) of the Companies Act 2013. The composition is as under:

<b>Name</b>	<b>Designation</b>
Manisha Agarwal	Chairman
Yash Saraogi	Member
Vikash Gupta	Member

## **24. Stakeholder's Relationship Committee**

Composition of the Stakeholder's Relationship Committee is in accordance with the requirement of the provisions of the Companies Act, 2013. The Composition is as under:

<b>Name</b>	<b>Designation</b>
Manisha Agarwal	Chairman
Yash Saraogi	Member
Vikash Gupta	Member

## **25. Corporate Social Responsibility (CSR)**

As the company does not have net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable.