BHAGWATI AUTOCAST LIMITED

35th Annual Report
2016-2017

Board of Directors	:	Dr P N Bhagwati	Chairman & Managing Director
		Ms Reena P Bhagwati	Jt Managing Director
		Mr Padmin H Buch	Director
		Mr R. J. Shah	Director
Chief Financial Officer	:	Mr. D. K. Sheth	
Company Secretary	:	Mr. Mehul Naliyadhara	
Auditors	:	M/s. Mahendra N. Shah & Co. Chartered Accountants Ahmedabad	
Bankers	:	Bank of Baroda Ashram Road Ahmedabad	
Registered Office & Works	:	Survey No 816, Village Rajoda, Near Bavla, Dist. Ahmedabad 382 220	
Registrar & Share Transfer Agents	:	M/s M C S Share Transfer Agent Limited 201, Shatdal Complex Opp. BATA Showroom, Ashram Road, Ahmedabad - 380 009. Tele No. 079 26580461 / 62 / 63 Email id : mcsahmd@gmail.com	

Financial Highlights

[Rs. in Lacs]

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07
Production in MT	**11093**	**9392**	**9306**	**12189**	**10064**	**8711**	**10586**	**10343**	**9729**	**10615**	**11684**
Fixed Assets (Gross)	3584.65	3480.46	3399.60	3290.98	2894.53	2795.13	2504.45	2317.48	1439.75	1430.75	1368.84
Fixed Assets (Net)	1489.31	1609.60	1768.08	1960.53	1748.09	1747.56	1549.73	1394.99	560.53	619.95	627.15
Net Current Assets	1506.80	931.92	798.07	1125.14	620.57	560.32	867.04	738.80	1077.41	703.28	577.37
Misc.Exps/Deferred Revenue Exps.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.49	4.81	9.13	17.01
TOTAL ASSETS (NET)	**2996.11**	**2541.52**	**2566.15**	**3085.67**	**2368.66**	**2307.88**	**2416.77**	**2134.28**	**1642.75**	**1332.36**	**1221.53**
Borrowings	817.28	486.92	607.02	722.12	450.65	545.16	759.53	711.51	465.13	295.56	309.41
Equity Share Capital	288.07	288.07	288.07	288.07	288.07	288.07	288.07	288.07	288.07	288.07	288.07
Reserves & Surplus	1751.04	1637.31	1583.16	1869.89	1435.21	1311.97	1250.76	1033.44	843.32	693.83	560.06
Deferred Tax	139.72	129.22	87.90	205.59	194.73	162.68	118.41	101.26	46.23	54.90	63.99
TOTAL CAPITAL EMPLOYED	**2996.11**	**2541.52**	**2566.15**	**3085.67**	**2368.66**	**2307.88**	**2416.77**	**2134.28**	**1642.75**	**1332.36**	**1221.53**
DEBT EQUITY RATIO	**0.103:1**	**0.085:1**	**0.117:1**	**0.10:1**	**0.16:1**	**0.21:1**	**0.39:1**	**0.52:1**	**0.12:1**	**0.14:1**	**0.17:1**
Sales & Other Income	**8051.51**	**7188.20**	**7231.59**	**9325.24**	**7887.01**	**6407.74**	**7205.83**	**5840.73**	**6567.31**	**5898.05**	**5994.64**
Excise Duty & Cess	917.62	843.81	930.67	1054.16	864.62	599.93	625.87	443.21	775.70	810.19	814.25
Sales Tax	0.00	0.00	0.00	0.00	0.00	0.00	141.82	118.10	146.72	173.68	229.97
Materials	3866.40	3489.01	4071.55	5005.20	4387.73	3757.00	3976.01	3151.12	3686.96	3121.76	3108.11
Labour Cost	1500.28	1367.41	1244.20	1336.90	1196.46	913.07	945.37	789.33	703.53	684.99	593.42
Power	967.65	828.12	840.27	786.52	773.78	665.57	790.10	736.80	671.11	623.63	695.27
Operation & Other Exps	258.92	173.81	122.12	189.66	162.43	141.05	115.28	107.83	131.80	112.85	107.15
Interest	72.50	61.58	70.86	94.58	118.26	61.24	116.21	77.73	103.77	92.63	92.00
GROSS PROFIT	**468.14**	**424.46**	**(48.08)**	**858.22**	**383.73**	**269.88**	**495.17**	**416.61**	**347.72**	**273.35**	**354.47**
Depreciation	224.48	304.64	304.64	184.07	171.85	143.55	125.22	68.83	72.31	69.55	72.40
PROFIT BEFORE TAX	**243.66**	**119.82**	**(352.72)**	**674.15**	**211.88**	**126.33**	**369.95**	**347.78**	**275.41**	**203.80**	**282.07**
Provision For Taxation	93.55	41.32	(117.69)	218.87	65.05	48.37	119.15	120.29	98.96	68.85	47.04
PROFIT AFTER TAX	**150.11**	**78.50**	**(235.03)**	**455.28**	**146.83**	**77.96**	**250.80**	**227.49**	**176.45**	**134.95**	**235.03**
Prior period adjustments	(8.64)	(0.08)	(22.82)	9.74	0.00	0.00	0.00	10.50	0.00	0.00	0.00
Dividends	23.05	20.16	14.40	25.93	20.16	14.40	28.81	23.04	23.04	0.00	0.00
Corporate Tax on Dividend	4.69	4.11	2.93	4.40	3.43	2.34	4.67	3.83	3.92	0.00	0.00
Retained Earnings	**141.47**	**78.42**	**(257.85)**	**434.69**	**123.24**	**61.22**	**217.32**	**190.12**	**149.49**	**134.95**	**235.03**
Earning per Eq. Share Rs.	**4.91**	**2.72**	**(8.95)**	**15.80**	**5.10**	**2.71**	**8.71**	**7.90**	**6.13**	**4.68**	**8.16**
Dividend per Eq. Share %	8.00	7.00	5.00	9.00	7.00	5.00	10.00	8.00	8.00	0.00	0.00
Net Worth	**2039.11**	**1925.38**	**1871.23**	**2157.96**	**1723.28**	**1600.04**	**1538.83**	**1321.02**	**1126.58**	**972.77**	**831.12**
Book value per Eq. Share Rs.	**70.79**	**66.84**	**64.96**	**74.91**	**59.82**	**56.12**	**53.42**	**45.86**	**39.11**	**33.77**	**28.85**

N O T I C E

NOTICE is hereby given that the **THIRTY FIFTH ANNUAL GENERAL MEETING** of the members of **BHAGWATI AUTOCAST LIMITED** will be held at the Registered Office of the Company at Survey No. 816, Village Rajoda, Near Bavla, Dist. Ahmedabad - 382 220 on Wednesday, 20th September 2017 at 11.00 AM to transact the following business.

ORDINARY BUSINESS :

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2017, including audited Balance Sheet as at March 31, 2017, Statement of Profit and Loss for the year ended on that date and report of Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the Financial Year ended March 31, 2017.
3. To appoint director in place of Dr. Pravin N. Bhagwati (DIN:00096799), who retires by rotation and being eligible offered himself for re-appointment.
4. Ratification of appointment of Statutory Auditors and fixing their remuneration

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

   "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time, the appointment of Mahendra N. Shah & Co. Chartered Accountants (FRN No.105775W) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty Sixth AGM of the Company to be held in the year 2018 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, be and is hereby ratified."

Place : Ahmedabad
Date : 24/05/2017

By order of the Board of Directors

Registered Office :
Survey No. 816, Village Rajoda,
Near Bavla, Dist. Ahmedabad – 382 220.
CIN: L27100GJ1981PLC004718
e-mail: autocast@bhagwati.com
Website: www.bhagwati.com

Dr. Pravin N. Bhagwati
Chairman
DIN : 00096799

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT AGM IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE TIME FOR COMMENCEMENT OF THE MEETING.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the company, authorizing their representative to attend and vote their behalf at the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 13th September, 2017 to Wednesday, 20th September, 2017(both days inclusive) for the purpose of payment of dividend.
4. The payment of dividend upon declaration by the shareholders at the forthcoming Annual General Meeting, will be made within 30 days from the date of declaration as under:

A. To all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be made available to the Company by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the end of the day on Tuesday,12th September, 2017 and

B. To all those shareholders holding shares in physical form after the effect to all the valid share transfers lodged with the Company before the closing hours on Tuesday, 12th September, 2017.

5. Members holding shares in physical form are advised to furnish, particular of their bank account, if not done already or if it is changed, to the Company to incorporate the same in the dividend warrants/payment instruments. In respect of cases, where the payments to the shareholders holding shares in dematerialized form are made by NECS, NEFT, dividend warrants/ payment instruments, particulars of bank account registered with their depository participants will be considered by the Company for printing the same on the dividend warrants/ payment instruments.
6. Members who hold shares in the dematerialized form and want to change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company, in case of such dematerialized of shares, will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of dividend, Registrar is obliged to use only the data provided by the Depositories.
7. Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules,2014,(including any statutory modification or re-enactment thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 35th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.The facility of casting the votes by the members using an electronic voting system from a place other than venue of the 35th Annual General Meeting (AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL):

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to

cast their vote again.

IV. The remote e-voting period commences on 16th September, 2017 (09:00 am) and ends on 19th September, 2017 (05:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 15th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

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

(i). Open email and open PDF file viz; "Bhagwati Autocast Limited e-Voting.pdf" with your Client ID (in case you are holding shares in Demat Mode) or Folio No. (In Case you are holding shares in Physical Mode) as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

(ii). Launch internet browser by typing the following URL: https://www.evoting.nsdl.com

(iii). Click on "Shareholder – Login"

(iv). Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v). Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi). Home page of e-voting opens. Click on "e-Voting: Active Voting Cycles."

(vii). Select "EVEN" (E Voting Event Number) of Bhagwati Autocast Limited for casting your vote.

(viii). Now you are ready for e-voting as "Cast Vote" page opens.

(ix). Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x). Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi). Once you have voted on the resolution, you will not be allowed to modify your vote

(xii). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to chirag@samdanishah.com with a copy marked to evoting@nsdl.co.in.

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

(i). Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN(Remote e-voting Event Number) USER ID PASSWORD/PIN

(ii). Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 15th September, 2017.

X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 15th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or cs@bhagwati.com by mentioning their Folio No./DP Id and Client ID No.

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

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

XII. Mr. Chirag Shah, Practicing Company Secretary (Membership No. 5545) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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

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

XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

8. The Members having multiple ledger folios in the same order of names are requested to approach MCS Share Transfer Agent Limited for consolidating their entire holding in one folio for mutual convenience.

9. Pursuant to provisions of Section 124, 125 of the Companies Act, 2013, a dividends which remain unpaid/ unclaimed for a period of 7years from the date of transfer of the same to the Company's unpaid dividend account will be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government.

   The following are the details of the dividends paid by the Company and respective due dates for claim by the shareholders:

Sr. No.	Dividend for the Financial Year	Date of Declaration of Dividend	Last date of Claim
1.	2009-2010	27/09/2010	04/11/2017
2.	2010-2011	30/09/2011	07/11/2018
3.	2011-2012	20/09/2012	27/10/2019
4.	2012-2013	20/09/2013	27/10/2020
5.	2013-2014	24/09/2014	01/11/2021
6.	2014-2015	23/09/2015	01/11/2022
7.	2015-2016	21/09/2016	28/10/2023

   Further, the Company shall not be in a position to entertain the claims of Shareholders for the unclaimed dividends after the last date as mentioned in the table.

   In view of the above, the Shareholders are advised to send all the un-encased dividend warrants pertaining to the above years to registered office of the Company for revalidation or issuance of demand draft in lieu thereof and en-cash them before the due dates for transfer to the IEPF.

10. Members desiring any information as regards the accounts are requested to write to the Company at least 15 days in advance, so as to enable the Board of Directors to keep the information ready.

11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

    All documents referred to in the accompanying Notice are open for inspection at the registered office of the Company during office hours on all working days except Saturdays and Sundays between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.

12. Members / Proxies / authorised representatives are requested to produce at the entrance, the attached Admission Slip for admission to the meeting hall. Duplicate attendance slips will not be provided at the hall.

13. Members may also note that the Notice of the 35th AGM and the Annual Report 2016-17 will be available on the Company's website, www.bhagwati.com.

14. Additional Information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/ re-appointment at the AGM, is furnished as Annexure-A to the Notice.

15. The company has appointed MCS SHARE TRANSFER AGENT LTD as a Registrar and Share Transfer Agent having correspondence address at 201, Shatdal Complex, Opp. Bata Show Room, Income Tax, Ahmedabad.

16. As per the provisions of the Companies Act, 2013, facility for making nominations is available to the shareholders in respect of the shares held by them in physical form. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company. The shareholders holding shares in dematerialized form may approach their respective Depository Participants to avail and/or effect any change to the nomination facility.

17. Pursuant to Rule 18(3) of The Companies (Management and Administration) Rules, 2014, you are requested to provide your e-mail id to facilitate easy and faster dispatch of Notices of the general meetings and other communications by electronic mode from time to time.

18. Members are requested to bring their copies of the annual report at the venue of the AGM.

19. A route map of venue of the 35th AGM is enclosed herewith as Annexure-B.

Place : Ahmedabad
Date : 24/05/2017

By order of the Board of Directors

Registered Office :
Survey No. 816, Village Rajoda,
Near Bavla, Dist. Ahmedabad – 382 220.
CIN: L27100GJ1981PLC004718
e-mail: autocast@bhagwati.com
Website: www.bhagwati.com

Dr. Pravin N. Bhagwati
Chairman
DIN : 00096799

ANNEXURE - A (35th AGM Notice) :

Item-3 of the Notice

Details of the directors seeking appointment/ re-appointment at the 35th Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of the Director	Dr. Pravin N. Bhagwati
DIN	00096799
Date of Birth	11/02/1936
Date of Appointment	01/10/2015
Qualifications	B.E. (Mech.) from college of Engineering, Pune Ph.D. in Foundry Engineering form RWTH Aachen, Germany
Expertise in Specific Functional Area	He possesses more than fifty years experience in foundry and casting industries.
Relationship between Directors inter se	He is a father of Ms. Reena P. Bhagwati, Jt. Managing Director of the Company.
Other Directorship in Listed entities	None
Membership of Committees (Audit Committee and Stakeholder Relationship Committee in other listed entities)	None

ANNEXURE-B (35th AGM Notice)

Route Map of the 35th Annual General Meeting:

Prominent location: Nr. Bavla

Full Address: Survey No. 816,
Village-Rajoda, Nr. Bavla,
Ahmedabad-382220, Gujarat



DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the **THIRTY FIFTH ANNUAL REPORT** and audited accounts for the financial year ended March 31, 2017. The performance of the Company for the financial year ended on March 31, 2017 is summarized below.

01. FINANCIAL HIGHLIGHTS :

	For the year Ended 31/03/2017 (Rs.)	For the year Ended 31/03/2016 (Rs.)
Earnings before interest, depreciation and taxation (EBIDTA)	**54,064,045**	42,108,637
Less: Interest & finance charges	**7,249,578**	6,157,994
Profit /(Loss) before depreciation & taxation	**46,814,467**	35,950,643
Less: Depreciation	**22,448,304**	23,968,719
(Loss)/ Profit before tax	**24,366,163**	11,981,924
Less: Provision for income tax		
[1] Current Tax	**8,304,334**	2,442,976
[2] Deferred Tax	**1,050,371**	4,131,782
[3] MAT Entitlement	**0**	(2,442,976)
Profit / (Loss) for the Year	**15,011,458**	7,850,142
Short/Excess Provision for Tax for earlier year	**(864,102)**	(7,970)
Add : Surplus of last year brought forward	**59,235,217**	53,820,079
Surplus available for appropriation	**73,382,573**	61,662,251
APPROPRIATIONS :		
Proposed equity dividend	**2,304,547**	2,061,479
Tax on dividend	**469,206**	410,555
Balance of profit carried to balance sheet	**70,608,820**	59,235,217

02. REVIEW OF OPERATIONS:

During the year under review, Your Company's sales increased by 9.43 % and profit before Tax increased by 103.36 %. This is due to good demand from our customers and better sales realization.

During the year, there was steep increase in demand for the first half and later on it remained sluggish and hence your Company's production increased by 15% on year to year basis. However, comfortable material policies and good sales rate, margin has improved for the year. Your Company further expects increase of 20% in sales and production in coming years, i.e. 2017-18.

03. DIVIDEND:

The Board of Directors recommend dividend of Rs.0.80 per Equity Share (8% on the face value of Rs. 10/- each) for the year ended on March 31, 2017(Previous year paid dividend of Rs. 0.70 per equity shares, i.e. rate of 7%)subject to the approval of shareholders at the ensuing Annual General Meeting.

04. PUBLIC DEPOSITS :

During the financial year 2016-17, your Company has not accepted or renewed any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014 and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

05. SHARE CAPITAL :

The paid up Equity Share Capital as on March 31, 2017 was Rs. 2.88 Crores. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. The Company has also not purchased of its own shares by employees or by trustees for the benefit of employees.

06. EXTRACT OF THE ANNUAL RETURN :

Pursuant to the provisions of Section 92(3) of the Companies Act, 2013, the details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure A".

07. THE DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO :

The Information required to be disclosed in the report of the Board of Directors as per the provisions of Section 134(3)(m) of the Companies Act,2013 read with Rule 8 of Companies (Accounts) Rules, 2014 is annexed herewith as "Annexure B".

08. DIRECTORS :

A) Changes in Directors and Key Managerial Personnel.

Mr. M. N. Shah (DIN:00021194), an Independent Director of the Company resigned from the Board of Directors of the Company due to old age and health related issue w.e.f. 24th May, 2016 and the Board record their whole-hearted appreciation of the valuable contribution made by him during his tenure as Independent Director of the Company.

Mr. Dharmvijay N. Splanki, has been appointed as Company Secretary (KMP) of the Company w.e.f. June 1, 2016 in the Board meeting held on May 24, 2016, he was resigned from the company secretary position w.e.f. June 30, 2016. Mr. Mehul Naliyadhara, has been appointed as Company Secretary (KMP) of the Company in the Board meeting held on August 6, 2016.

As per provision of the Companies Act, 2013, Dr. Pravin N. Bhagwati retires by rotation in the forthcoming Annual General Meeting and being eligible offered himself for re-appointment. The Board of Directors recommends his re-appointment.

B) Declaration by an Independent Director(s) and re-appointment, if any

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013.

An independent director shall hold office for a term up to five consecutive years on the Board of the Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

C) Annual evaluation by the board of its own performance, its committees and individual directors

The Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committees and individual directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company.

(D) Policy on Directors' appointment and remuneration

(Including criteria for determining qualification, positive attributes, independence of a Director, policy relating to remuneration for Directors, Key Managerial Personnel and other employees)

Policy on Directors' appointment

Policy on Directors' appointment is to follow the criteria as laid down under the Companies Act, 2013 and the Listing Agreement with Stock Exchanges and good corporate practices. Emphasis is given to persons from diverse fields or professions.

Policy on Remuneration

Guiding Policy on remuneration of Directors, Key Managerial Personnel and employees of the Company is that –

- Remuneration to unionised workmen is based on the periodical settlement with the workmen union.
- Remuneration to Key Managerial Personnel, Senior Executives, Managers, Staff and Workmen (non Unionised) is industry driven in which it is operating taking into account the performance leverage and factors such as to attract and retain quality talent.
- For Directors, it is based on the shareholders resolutions, provisions of the Companies Act, 2013 and Rules framed therein, circulars and guidelines issued by Central Government and other authorities from time to time.

09. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

The Board of Directors have met 4 times and Independent Directors once during the year ended 31st March, 2017.

10. AUDIT COMMITTEE:

The Composition of Audit Committee of the Company is as under

Sr. No.	Name of Director	Designation
1.	Mr. Rajendraprasad J. Shah	Chairman
2.	Mr. Padmin Buch	Member
3.	Ms. Reena Bhagwati	Member

11. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES :

The Company has formulated Vigil Mechanism named Whistle Blower Policy with a view to report concern about unethical behavior, actual or suspected fraud. This policy provide mechanism for employee of the Company of any violation and to approach the chairman of the Audit Committee of the Company who shall investigate into the same and recommend suitable action to the management.

12. NOMINATION AND REMUNERATION COMMITTEE :

The Board has on recommendation of nomination and remuneration committee, framed a policy for selection and appointment of Director, senior management and their remuneration.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

There is no loan given, investment made, guarantee given or security provided by the Company to any entity under Section 186 of the Companies Act, 2013.

14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto is disclosed in Form No. AOC -2 is annexed herewith as "Annexure C".

15. PARTICULAR OF SUBSIDIARY/JOINT VENTURE / ASSOCIATE COMPANY :

The Company does not have any subsidiary, Joint Venture and Associate Company.

16. RISK MANAGEMNET :

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. Your Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans.

Your Company, through its risk management process, strives to contain impact and likelihood of the risks within the risk appetite as agreed from time to time with the Board of Directors.

There are no risks which in the opinion of the Board threaten the existence of your Company.

17. CORPORATE SOCIAL RESPONSIBILITY:

The provision of Corporate Social Responsibility is not applicable to your Company.

18. THE NUMBER OF COMPLAINTS RELATING TO CHILD LABOUR, FORCED LABOUR, INVOLUNTARY LABOUR, SEXUAL HARASSMENTIN THE LAST FINANCIAL YEAR AND THOSE PENDING AS ON THE END OF THE FINANCIAL YEAR.

Sr. No.	Category	No. of Complaints field during the financial year	No. of Complainants pending as on end of the financial year
1.	Child labour/forced labour/ Involuntary labour	NIL	NIL
2.	Sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.	NIL	NIL

19. INFORMATION REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

A. Ratio of remuneration of each Director to the median remuneration of all the employees of your Company for the financial year 2016-17 is as follows:

Sr. No.	Name of Directors	Total remuneration (Rs.)	Ratio of remuneration of Directors to the medium remuneration
1.	Dr. Pravin N. Bhagwati	71,07,649	18:12:1
2.	Ms. Reena P. Bhagwati	12,00,000	3.06:1

Notes

1. Median remuneration of the Company for all its employee is Rs. 3,92,220/- for Financial Year 2016-17.
2. The remuneration to directors does not include sitting fees paid to them.

B. Details of percentage increase in the remuneration of each Director and CFO & Company Secretary in the financial year 2016-17 are as follows:

Sr. No.	Name	Designation	Remuneration		Increase (%)
			2016-17	2015-16	
1.	Dr. P. N. Bhagwati	Chairman & Managing Director	71,07,649	78,26,144	9.18 (Descresed)
2.	Ms. Reena P. Bhagwati	Jr. Managing Director	12,00,000	12,00,000	0
3.	Mr. Dinesh K. Sheth	CFO	35,39,290	31,97,283	10.69 (Incresed)
4.	Mr. Dharmvijay Solanki	CS (w.e.f. 01.06.2016 to 30.06.2016	32,000	N.A.	N.A.
5.	Mr. Mehul Naliyadhara	CS (w.e.f. 06.08.2016)	1,95,968	N.A.	N.A.

C. Percentage increase in the median remuneration of all employees in the financial year 2016-17:

Median Remuneration of all employees per annum.	2016-17 (Rs.)	2015-16 (Rs.)	Increase (%)
	3,92,220	3,69,414	6.17

D. Number of permanent employees on the rolls of the company as on 31.03.2017was 68 Nos.

E. There is no variable component of remuneration to the Directors.

F. No employee has received remuneration in excess of highest paid Director of the Company during the Financial Year 2016-17.

G. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particular	March 31,2017	March 31,2016	% Charge
Market Capitalisation (In Crores)	23.42	14.98	56.35
Price Earning Ratio	4.91	2.72	80.51

H. The explanation on the relationship between average increase in remuneration and Company performance:

On an average, employees received an annual increase of 10%. The individual increments varied from 7% to 14%, based on individual performance.

The increase in remuneration isin line with the market trends. In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organization performance, apart from an individual's performance.

20. AUDITORS:

1) STATUTORY AUDITORS

M/s. Mahendra N. Shah& Co., Chartered Accountants, Ahmedabad (Firm Registration No.105775W) Statutory Auditor of the Company, hold office until the conclusion of the ensuing Annual General Meeting and being eligible for re-appointment.

The Company has received letters/ certificates from them to the effect that their eligibility for re-appointment, if made, would be within the prescribed limits under Section 141(3) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

EXPLANATION OR COMMENTS ON AUDITORS' REPORT

There are no adverse observations, Notes made by the Auditors in their report so there are no comments by Directors on Auditors Notes.

2) INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Companies Act, 2013, the Board of directors of the Company has appointed M/s. Mehta Sheth &Associates, Chartered Accountants, (FRN:106238W), as an Internal auditor of the Company for the financial year 2017-18.

3) SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s.Samdani Shah & Kabra (Formally known as Samdani Shah &Associates)Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year 2016-2017. The Report of the Secretarial Audit Report is annexed herewith as "Annexure D".

The Board has appointed M/s.Samdani Shah & Kabra (Formally known as Samdani Shah &Associates), Company Secretaries in Practice, as secretarial auditor of the Company for the financial year 2017-2018.

21. DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 134(3) of the Companies Act, 2013, in relation to the Financial Statements for FY 2016-17, the Board of Directors states that:

(a) in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(b) the directors have selected such accounting policies and applied them consistently and made 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 and loss of the company for that period;

(c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors have prepared the annual accounts on a going concern basis;

(e) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and

(f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. HUMAN RESOURCES :

Many initiatives have been taken to support business through organizational efficiency, process change support and various employee engagement programmes which has helped the Organization achieve higher productivity levels. A significant effort has also been undertaken to develop leadership as well as technical/ functional capabilities in order to meet future talent requirement.

23. CHANGE IN THE NATURE OF BUSINESS, IF ANY :

No change in the nature of the business of the Company done during the year.

24. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No other material changes have taken place after completion of the financial period up to the date of this report which may have substantial effect on business and finances of the company and which are required to be disclosed in this Report.

25. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

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

26. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. To maintain its objectives and independence, the internal Audit function reports to the chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficiency and adequacy of Internal Control System in the Company, its compliance with operating system, accounting procedures and policy of the Company. Based on the report of internal audit function, process owners undertake corrective action and thereby strengthen the controls. Significant audit observation and corrective actions thereon are presented to the audit committee of the board.

27. General:

1. Insurance :

The assets of the company including Plant and Machineries, Factory Building, Stocks, Stores, Vehicles etc. have been adequately insured.

2. Industrial Relations :

During the year under review, your Company enjoyed cordial relationship with the workers and employees at all the levels.

3. Acknowledgement :

Your Directors thanks to various Central and State Government Departments, Organizations and Agencies for the continued co-operation and support extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

For and on behalf of the
Board of Directors

Place : Ahmedabad
Date : 24/05/ 2017

Dr. Pravin N. Bhagwati
Chairman
DIN : 00096799

ANNEXURE "A" TO THE BOARD REPORT

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule12 (1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and Other Details :

CIN	L27100GJ1981PLC004718
Registration Date	20th October, 1981
Name of the Company	BHAGWATI AUTOCAST LIMITED
Category of Sub Category of the Company	Company Limited by Share
Address of the Registered office and Contact details	Survey No. 816, Village Rajoda, Near Bavla , Ahmedabad- 382 220 Tel No. 02714 232283
Whether Listed Company	Yes
Name , address and Contact details of Registrar and Transfer Agent , if Any	MCS Share Transfer Agent Limited 201, Shatdal Complex, 2nd Floor, Opp Bata Show Room, Ashram Road, Ahmedabad,Gujarat,380 009 Tel No. 079 26580461/62/63

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / Services	NIC code of the product/service	% to total turnover of the company
1	Iron casting	24319	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

Sr. No.	Name and address of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of Shares Held	Applicable Section
--------- N.A.---------					