



BAGADIA

Bagadia Colourchem Ltd
32nd Annual Report
'2016-2017'

BAGADIA COLOURCHEM LIMITED

CIN: L24221MH1985PLC205386

THIRTY SECOND ANNUAL REPORT 2016-17

BOARD OF DIRECTORS

Name of the Director	Designation	DIN
Mr. Natwarlal R. Bagadia	Chairman & Managing Director	00899960
Mrs. Sangeeta S. Bagadia	Director- Marketing	02487334
Mr. Vilas B. Jagtap	Independent Director	03217289
Mr. Dattatraya M. Mehta	Independent Director	01691582
Mr. Sashikant B. Kakade	Independent Director	02727180
Mrs. Sneha A. Tekriwal	Director	06657740

CHIEF EXECUTIVE OFFICER

Mr. Sushil N. Bagadia

AUDITORS

Amar Bafna & Associates
Chartered Accountants

BANKERS

Bank of Baroda

REGISTRAR AND SHARE TRANSFER AGENT

Satellite Corporate Services Pvt. Ltd
B- 302, Sony Apartments,
Off. St. Jude High School,
Off. Andheri Kurla Road, Jarimari Sakinaka,
Mumbai 400072

REGISTERED OFFICE

Shaniya Enclave, 5th Floor,
V.P. Road, Vileparle (West)
Mumbai – 400 056

Information for Shareholders

32nd Annual General Meeting

Date	Thursday, 28 th September, 2017
Time	02.30 P.M.
Venue	Hotel Samra Garden, Next to Vyas Vadi, Mudh Marve Road, Malad (West) Mumbai 400061
Date of Book Closure	22 nd September, 2017 to 28 th September, 2017 (both days inclusive)

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NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Shareholders of Bagadia Colourchem Limited will be held on Thursday 28th September, 2017 at 2.30 P.M. at the Conference Hall of Hotel Samra Garden, Next to Vyas Vadi, Mudh Marve Road, Malad (West) Mumbai 400061 to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2017 together with the Report of the Board of Directors and the Auditor's Report thereon.
- 2) To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Ms. Sneha Tekriwal [DIN:06657740] Director, who retires by rotation and being eligible offers herself for reappointment, be and is hereby reappointed as the Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the resolution passed by the Members at the 31st Annual General Meeting (AGM) held on 28th September 2016, the Company hereby ratifies the appointment of Amar Bafna & Associates, Chartered Accountants, Mumbai, having Firm Registration No. 114854W as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 33rd Annual General Meeting to be held in the Year 2018 on such remuneration plus applicable taxes thereon and reimbursement of out of pocket expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

By Order of the Board of Directors
For Bagadia Colourcheem Limited

Place: -Mumbai
Date: - 12/08/2017

N. R. Bagadia
Chairman & Managing Director
[DIN: 00899960]

NOTES:-

1. A MEMBER ENTITLED TO ATTEND & VOTE AT THIS MEETING MAY APPOINT A PROXY TO ATTEND AND ON A POLL VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective must be received by the Company at its Registered Office, not later than 48 Hours before the commencement of the Meeting. A Person shall not act as Proxy for more than 50 Members and holding in the aggregate not more than 10% of the total voting share capital of the Company. However a single person may act as the Proxy, for a Member holding more than 10% of the total voting share capital of the Company, provided that such Person shall not act as a Proxy for any other Person. Proxy Holder shall prove his / her Identity at the time of attending the Meeting by producing the Photo Identity Card such as PAN Card, Aadhar Card, Passport or any other Photo Identity Card issued by Government Agency / Office. Proxies shall not have any right to speak at the Meeting.
3. Notice is also given that the Register of Members and Share Transfer Books in Respect of Equity Shares of the Company will remain closed from Friday, 22nd September, 2017 to Thursday, 28th September, 2017 (Both days inclusive).
4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail addresses with Company or Depository.
5. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to the Members whose E-mail ID's are registered with the Company or Depositories, unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their E-mail ID's with the Company or Depositories. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at registration counter to attend the AGM.

Voting through Electronic means:

In compliance with the provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendments, Rules 2015, Secretarial Standard -2 on General Meetings and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has provided the facility to the Members to exercise their votes electronically through E-voting service facility arranged by NSDL. The facility for voting through Ballot Paper will also be made available at the AGM and Members attending the AGM, who have not already cast their votes by Remote E-voting shall be able to exercise their right at the AGM through Ballot Paper. The Members, who have cast their votes by Remote E-voting prior to the AGM, may also attend the AGM but shall not be entitled to cast their votes again.

The Remote E-voting period commences on Monday, 25th September, 2017 (9:00 A.M.) and ends on Wednesday, 27th September, 2017 (5.00 P.M). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date/Cutoff date i.e. Thursday 21st September, 2017 may cast their votes electronically. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the votes on the resolutions are cast by a Member, he or she will not be allowed to change it.

The instructions for remote E-voting are as follows:

1. Members whose E-mail addresses are registered with the Company / Depository Participant(s) will receive an E-mail from NSDL informing them of their UserID and Password. Once the Member receives the E-mail, he or she will need to go through the following steps to complete the E-voting process:
 - a. Open E-mail and open the PDF file titled 'Bagadia E-voting.pdf' using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote E-voting. Please note that this password is an initial password.
 - b. Launch your internet browser and type the following URL: <https://www.evoting.nsdl.com>

- c. Click on Shareholder — Login.
 - d. Enter the user ID and password [the initial password noted in step (a) above]. Click on Login.
 - e. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or a combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - f. The homepage of E-voting will open. Click on E-voting: Active Voting Cycles.
 - g. Select 'EVEN/ (E Voting Event Number) of Bagadia Colourchem Ltd.
 - h. Now you are ready for remote E-voting as the Cast Vote page opens.
 - i. Cast your vote by selecting the option of your choice and click on 'Submit', and also remember to 'Confirm' when prompted.
 - j. On confirmation, the message 'Vote cast successfully' will be displayed.
 - k. After you have voted on a resolution once, you will not be allowed to modify your vote.
 - l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF /JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via E-mail to bagadiacolourchem@rediffmail.com with a copy marked to evoting@nsdl.co.in.
2. For Members whose E-mail IDs are not registered with the Company / Depository Participant(s) and who receive the physical Ballot Forms, the following instructions may be noted:
- a. The initial password is provided on the Ballot Form.
 - b. Please follow the instructions from 'b' to 'l' as mentioned in step 1 to cast your vote.

General Instructions for E-voting:

1. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and E-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com
2. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
3. If you are already registered with NSDL for E-voting, then you can use your existing user ID and password for casting your vote.
4. 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 relevant date/ Cutoff date i.e. Thursday, 21st September, 2017.
5. The Members can opt for only one mode of voting, i.e. either by physical Ballot or remote E-Voting. In case Members cast their votes through both the modes, voting done by remote E-Voting shall prevail and votes cast through physical Ballot Forms will be treated as invalid.

Procedure & Instructions for Ballot Voting:

1. Members who do not have access to E-voting facility, may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company - Mr. Shekhar S. Ghatpande, Practicing Company Secretary (Membership No. FCS.1659 and CP No.782), at the Registered Office of the Company at Shaniya Enclave, 5th Floor, V. P. Road, Vileparle (W), Mumbai 400056 not later than Wednesday, 27th September, 2017, upto 5.00 P.M.
2. The Chairman shall at the Annual General Meeting, at the end of the discussions on the Resolutions on which the voting is to be held, allow voting with the assistance of Scrutinizer, by use of 'Ballot Paper' /

'Polling Paper' for all those Members who are present at the AGM but have not cast their Vote by availing the facility of e-Voting.

Scrutinizer and Scrutinizer's Report:

1. Mr. Shekhar S. Ghatpande, Practicing Company Secretary (FCS No: 1659, Certificate of Practice Number: 782) has been appointed as the Scrutinizer to scrutinize E-voting / Ballot Voting process in a fair and transparent manner.
2. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast in the meeting and thereafter unblock the votes cast through E-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, not later than forty-eight hours 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.
3. The Results declared along with the Report of the Scrutinizer shall be placed 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 Ltd.

DIRECTOR'S REPORT

To,
The Members,
Bagadia Colourchem Limited

The Board of Directors have pleasure in presenting before you the 32nd Annual Report and Audited Statements of Accounts for the financial year ended as on 31st March, 2017.

1. FINANCIAL RESULTS

The Financial Results for the year ended on 31st March, 2017 are briefly given below:-

PARTICULARS	2016-2017 (₹)	2015-2016 (₹)
Sales (Net of Tax) & Other Income	46,08,252	24,96,700
Profit before Interest, Depreciation & Income Tax	6,44,009	(9,56,809)
Less : Interest	6,11,056	-
Depreciation	37,332	68,742
Profit/ (Loss) for the Year before tax	(4,379)	(10,25,551)
Less : Provision for Tax		
Deferred Tax	(8,536)	(12,69,278)
Earlier Year	133,748	96,996
Profit/(Loss) after Tax	(1,29,591)	1,46,731

2. MANAGEMENT DISCUSSION & ANALYSIS REPORT

During the year under review the Revenue from Operations of the Company was Rs. Nil. The Company has incurred the Loss before Tax of Rs. 0.04 Lakh as against the Loss of Rs. 10.25 Lakh of the previous year.

As reported in the Directors Report of the last Year the Company has sold its manufacturing Plant situated at Mahad, Dist. Raigad, in the State of Maharashtra. As such the Company is left with no Manufacturing Facilities / Units. The Company is in process of identifying various other avenues to commence other line of business. During the Year under Report the Company has explored the Domestic and International markets for various Chemical Products like Pigment Paste and Antioxidants by attending various Chemical Trade Exhibitions. However the Company could not finalize any other line of business during the Year under Report.

3. CAUTIONARY STATEMENT

Statements in this report, particularly those which relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning of applicable laws and regulations actual results might differ materially from those either expressed or implied.

4. TRANSFER TO RESERVES

Your Company has not proposed to transfer any amount to the General Reserve.

5. DIVIDEND

Considering the present depressed working, and the fact that the Company is in the process of identifying new Project/ Chemical Product, and with a view to augment the long term resources for the same, your

Directors do not recommend any Dividend on the Shares of the Company.

6. PUBLIC DEPOSITS

During the Financial Year 2016-17, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

7. INTERNAL CONTROL SYSTEMS AND IT'S ADEQUACY

The Company has adequate internal control systems to ensure operational efficiency, accuracy and promptness in financial reporting and compliance of various laws and regulations.

The internal control system is supported by the internal audit process. An Internal Auditor has been appointed for this purpose.

The Audit Committee of the Board reviews the Internal Audit Report and the adequacy and effectiveness of internal controls periodically.

8. LISTING AGREEMENT & FEES

The annual listing fees for the Financial Year 2016-2017 as well as for the Financial Year 2017-2018 have been paid to BSE Limited, where your Company's shares are listed.

9. HOLDING COMPANIES, SUBSIDIARY COMPANIES AND ASSOCIATE COMPANIES

Company does not have any Holding Company, Subsidiary Company and Associate Company.

10. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT- 9 in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, are set out herewith as Annexure I to this Report.

11. NUMBER OF MEETINGS OF THE BOARD

During the year under review, Eight (8) Board Meetings were convened and held including the Meeting of the Independent Directors held on 31st March, 2017, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

12. DIRECTOR'S RESPONSIBILITY STATEMENT

Directors' Responsibility Statement prepared pursuant to the provisions of Section 134(5) of the Companies Act, 2013, is furnished below as required under Section 134(3) (c).

Directors state that:-

- a) In the preparation of the Annual Accounts for the year ended 31st March, 2017 the applicable Accounting Standards read with requirements set out under Schedule III to the Act have been followed and there are no material departures from the same;
- b) Accounting Policies as mentioned in Part-B to the Financial Statements have been selected and applied consistently. Further judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the loss of the Company for the year ended on that date;
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Annual Accounts have been prepared on a going concern basis;

- e) Proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- f) Proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively

13. DECLARATION BY INDEPENDENT DIRECTOR

All Independent Directors have given declarations under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14. AUDITORS AND AUDITORS' REPORT

a) Internal Auditor

The Internal Auditor, Satyendra Jain, Chartered Accountants, Mumbai have conducted internal audits periodically and submitted their reports to the Audit Committee. Their Reports have been reviewed by the Statutory Auditors and the Audit Committee.

b) Statutory Auditor

In the 31st Annual General Meeting held on 28th September, 2016, the Company had appointed Amar Bafna & Associates, Chartered Accountants, Mumbai, having Firm Registration No. 114854W as the Auditors of the Company from the conclusion of the 31st Annual General Meeting till the Conclusion of 36th Annual General Meeting to be held in the year 2021. Accordingly the Auditors have furnished their Report dated 26th May, 2017.

The qualifications of the Auditors and the replies given in the Notes to Accounts are self explanatory.

No frauds have been reported by the Auditors under Section 143(12) of the Companies Act, 2013 requiring disclosure in Board's Report.

In terms of Section 139(1) of the Companies Act, 2013 the necessary resolution for ratification of their appointment as the Statutory Auditors to hold the office from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting is placed for your approval.

In this regard, the Company was received a Certificate from the Auditors to the effect that if their appointment is ratified it would be in accordance with the provisions of Section 141 of the Companies Act 2013.

c) Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has appointed Mr. Shekhar Ghatpande, Practicing Company Secretaries having Membership No FCS: 1659 CP No: 782 to conduct the Secretarial Audit of your Company. The Secretarial Audit Report is annexed herewith as Annexure - II to this Report which is qualified by the Secretarial Auditors on certain points.

In this Connection the Directors state that Company is Non operational and functional, and as such the qualification of the Secretarial Auditor as appeared in their Report are inevitable.

d) Cost Audit

For the Financial Year under Report the appointment of Cost Auditor and obtaining of their Report was not applicable to the Company.

15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

During the Financial Year 2016-2017, Company has not provided any Loans or Guarantees and made Investment under Section 186 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014.

The Details of Investments made as on 31st March, 2017 are as follows:

Name of Entity	Amount As at 31 st March, 2017 (₹)
1. Quoted (Equity Shares)	
(a) 10,000 Shares of FV Rs. 2/- each of Bank of Baroda	1,70,000/-
(b) 940 Shares of FV Rs. 2/- each of Punjab National Bank	73,320/-
2. Unquoted	
(a) 500 Capital Gain Saving Bonds of Rs. 10,000 each of Rural Electrification Corporation Ltd.	50,00,000/-
TOTAL:-	52,43,320/-

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Pursuant to provision of Companies Act, 2013, the particulars of contracts or arrangements entered into by the Company with Related parties have been done at Arm's Length basis and are in ordinary course of business and particulars of which are being provided in Form AOC - 2 in terms of Section 134 (3) (h) read with Section 188 of the Act and Rule 8(2) of the Companies (Accounts) Rules 2014 attached herewith as **Annexure III**.

17. MATERIAL CHANGES AND COMMITMENTS BETWEEN THE DATE OF THE BALANCE SHEET AND THE DATE OF REPORT

There have been no material changes and commitments 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.

18. SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

There are no significant/material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The Information on Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is as follows:

A. Conservation of Energy and Technology Absorption:

- As the Company has since sold its manufacturing Plant at Mahad and has left with no manufacturing facilities, conservation of Energy at present is not applicable.
- The Company has not imported any technology and there is no technical collaboration, with any party.

B. Foreign Exchange Earnings and Outgo

Sr. No.	Particulars	Amount in (₹)
1	Foreign Exchange earned in terms of actual inflows during the year	Nil
2	Foreign Exchange outgo during the year in terms of actual outflows	1,15,912/-

20. RISK MANAGEMENT POLICY

At present the Company has not formulated any Policy for Risk Management, however during the course of business the Management looks after and study the Risks involved.