



BAGADIA

Bagadia Colourchem Ltd
33rd Annual Report

BAGADIA COLOURCHEM LIMITED

CIN: L24221MH1985PLC205386

THIRTY THIRD ANNUAL REPORT 2017-18

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 (upto 13 th August, 2018)	Director	06657740

CHIEF EXECUTIVE OFFICER

Mr. Sushil N. Bagadia

AUDITORS

Amar Bafna & Associates
Chartered Accountants, Mumbai

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

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Information for Shareholders

33rd Annual General Meeting

Date Thursday, 27th September, 2018

Time 02.30 P.M.

Venue Hotel Samra Garden,
Next to Vyas Vadi, Mudh Marve Road,
Malad (West)
Mumbai 400061

Date of Book Friday 21st September, 2018 to Thursday 27th

Closure September, 2018 (both days inclusive)

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Shareholders of Bagadia Colourchem Limited will be held on Thursday 27th September, 2018 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, 2018 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. Sangeeta Bagadia [DIN: 02487334] 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 in partial modification of the earlier 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, 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 36th Annual General Meeting to be held in the Year 2021 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."

SPECIAL BUSINESSES:

- 4) To consider and if thought fit, to pass with or without modifications the following Resolution as a Special Resolution: -

"RESOLVED THAT subject to approval of Central Government or any other authority as may be necessary and pursuant to the provisions of Section 4(4), 13 and 14 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or alteration thereof for the time being in force, the consent of the Members of the Company be and is hereby accorded to change the name of the Company

From:-

BAGADIA COLOURCHEM LIMITED

To:-

FUNDVISER CAPITAL (INDIA) LIMITED

which has been made available by the Central Registration Centre, Ministry of Corporate Affairs, Government of India on 09/08/2018 vide SRN No.: G93206290.

RESOLVED FURTHER THAT accordingly pursuant to the provisions of Section 13 & 14 of the Companies Act, 2013 the name BAGADIA COLOURCHEM LIMITED wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the name FUNDVISER CAPITAL (INDIA) LIMITED.

RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorised to make necessary application to the Registrar of Companies, Maharashtra, Mumbai and to do all such acts, deeds and things which are necessary and incidental to give effect to the above Resolution."

- 5) To consider and if thought fit, to pass with or without modifications the following Resolution as a Special Resolution: -

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions if any, of the Companies Act, 2013 the Memorandum of Association of the Company be and is hereby altered and reworded so as to alter the Main Object so as to include therein activity in the field of Investment & Finance,

Share & Stock Broker, Portfolio Management etc. and to alter accordingly Ancillary Objects of the Company and also to alter the format of the entire Memorandum of Association to align the same in line with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the copy of the Memorandum of Association as placed before the Meeting and duly initialed by the Chairman of the Company for the purpose of identification, be and is hereby approved and adopted as the new set of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things which are necessary and incidental to give effect to the above Resolution."

- 6) To consider and if thought fit, to pass with or without modifications the following Resolution as a Special Resolution: -

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions if any, of the Companies Act, 2013 the Articles of Association of the Company be and is hereby altered so as to delete the present Articles of Association adopted as per the then provisions of the Companies Act, 1956 and to replace the same with the fresh set of the Articles of Association, and to align the same in line with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the copy of the Articles of Association as placed before the Meeting and duly initialed by the Chairman of the Company for the purpose of identification, be and is hereby approved and adopted as the new set of the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things which are necessary and incidental to give effect to the above Resolution."

- 7) To consider and if thought fit, to pass with or without modifications the following Resolution as a Special Resolution: -

"RESOLVED THAT pursuant to Regulation 31A and other relevant provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013 and subject to necessary approvals of Regulatory authorities including the Securities and Exchange Board of India ('SEBI') and / or Stock Exchanges, and such other approvals as may be necessary, and pursuant to the communication(s) received from Outgoing Promoters Mr. Natwarlal R. Bagadia, Mr. Sushil Bagadia and Mrs. Sangeeta Bagadia, who are currently categorized as Promoters of the Company, the consent of the Company be and is hereby accorded to re-classify the status of the Outgoing Promoters from the "Promoter and Promoter Group" category to the "Public" category with effect from the date of this resolution or such other date, as may be decided by the SEBI and / or Stock Exchange while granting their approval.

RESOLVED FURTHER THAT Mrs. Namrata Jain [Acquirer No-1] Ms. Prachi Jain [Acquirer No- 2] and Sureshchand Chhotelal Jain (HUF) [Acquirer No- 3] who have acquired the Stake from the Outgoing Promoters as mentioned above, be and are hereby re-classified from the "Public" category to the "Promoter and Promoter Group" category with effect from the date of this resolution or such other date, as may be decided by the SEBI and / or Stock Exchange while granting their approval.

RESOLVED FURTHER THAT on receipt of the requisite approvals of the SEBI / Stock Exchange for re-classification of the Promoters (as stated above) and approval of Shareholders of the Company in General Meeting, the Company shall effect such re-classification in the Statement of Shareholding Pattern under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 from immediate succeeding quarter and shall also comply with the requirements prescribed, if any, under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

RESOLVED FURTHER THAT that the Outgoing Promoters seeking re-classification along with the other promoter group entities and person acting in concert do / will not:

- i. have any special rights through formal or informal agreements.
- ii. hold more than 10% of the paid-up capital of the Company.
- iii. act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities."

- 8) To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution :-

"RESOLVED THAT in supersession of the Special Resolution passed by the Shareholders of the Company under the Companies Act, 2013 with respect to mortgaging and /or charging by the Board of Directors of the Company of the Undertakings\Properties of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as the "Act"), or any Statutory Modification or Re-enactment thereof, for mortgaging and charging of all Movable and Immovable Properties of the Company, where so ever situate, present and future, and the whole of the Undertaking of the Company, including the Properties to be created out of the ongoing business affairs of the Company, with power to take over the management of the business and concern of the Company in certain events, to or in favor of participating Financial Institutions and/or Banks, NBFCs, Debenture Trustees or any other Lending Institutions to secure their respective Rupee and Foreign Currency Loans, Term Loans, Mortgage Loans, Project Loans, Soft Loans, Fund based and Non Fund based working capital limits, or any other financial assistance not exceeding ₹ 15,00,00,000/- [Rupees Fifteen Crore only] sanctioned \ to be sanctioned from time to time to the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize with the lending Financial Institutions \ Banks \ other Lending Financial Institutions the documents for creating the aforesaid mortgage and \ or charges and to do all such acts, deeds and things as may be necessary for giving effect of this Resolution."

- 9) To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution :-

"RESOLVED THAT in supersession of the Special Resolution passed by the Shareholders of the Company under the Companies Act, 2013 with respect to borrowing Powers of the Board of Directors of the Company, consent of the Company be and is hereby accorded pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as the "Act"), or any Statutory Modification or Re-enactment thereof, if any, for borrowing from time to time any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, by an amount not exceeding ₹ 15,00,00,000/- [Rupees Fifteen Crore only]."

- 10) To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:-

RESOLVED THAT pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, approval of Shareholders of the Company be and is hereby accorded for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by Board of Directors of the Company, as specified in the explanation to Sub-section 2(b) of the said Section, of an aggregate outstanding amount not exceeding ₹ 15,00,00,000/- (Rupees Fifteen Crore only).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid loan/guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

- 11) To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013, the Companies (Meetings of Board and its Powers) Rules, 2014, Articles of Association of the Company and subject to necessary approvals, if required, approval of the shareholders be and is hereby accorded to the Board of Directors for giving loans to any person or other body corporate, giving of guarantee or providing security in connection with a loan to any other body corporate or person and / or for acquiring whether by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate upto an amount, the aggregate outstanding of which should not, at any time, exceed ₹ 15,00,00,000/- (Rupees Fifteen Crore only) which shall be over and above the limits specified in Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide, from time to time, the amounts to be invested, loans / guarantees to be given and securities to be provided to any person and / or bodies corporate within the above mentioned limits, finalize terms and conditions, execute necessary documents, delegate all or any of these powers to any Sub-Committee/ Director(s) / Officer(s) of the Company, settle any question, difficulty or doubt that may arise in this regard and do all acts, deeds and things which it considers proper for giving effect to this resolution.

By Order of the Board of Directors
For Bagadia Colourchem Limited

Place: -Mumbai
Date: - 13/08/2018

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. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item 4 to 11 of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
4. 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, 21st September, 2018 to Thursday, 27th September, 2018 (Both days inclusive).
5. 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.
6. 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:[EVEN 109250]

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, 24th September, 2018 (9:00 A.M.) and ends on Wednesday, 26th September, 2018 (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 20th September, 2018 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:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number 109250 followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 109250 then user ID is 109250001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - 8. Now, you will have to click on "Login" button.
 - 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3. Select "EVEN" of company [EVEN 109250] for which you wish to cast your vote.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to - shekhhar_fcs1659@yahoo.com with a copy marked to evoting@nsdl.co.in.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

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, 26th September, 2018 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 casted 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.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

As required by Section 102 (1) of the Companies Act, 2013 the following Explanatory Statements sets out the material facts relating to Special Business mentioned in the accompanying notice dated 13th August, 2018.

Item No. 4

The Company was incorporated on 27th April, 1985 by Promoters 'Bagadia Family' for the development and manufacture of Chemical Products.

The performance of the Company during past several years was not satisfactory, and the Company was continuously incurring operational losses.

The Company during the Financial Year 2015-2016 had sold its manufacturing Plant at Mahad, and was left with no business thereafter. The Promoter Directors of the Company thereafter studied various other alternatives to commence other line of business/ chemical products. The Company studied various business proposals in the field of Chemicals and allied products and checked its viability. The Company also attended buyer seller meetings organized by Chemical Exports Promotion Council to explore the avenue of marketing of various types of Chemicals. However, the Company could not find suitable project. Thus as of now the Company was not having any business activity.

The Promoters of the Company consisting of Mr. Natwarlal R. Bagadia, Mr. Sushil Bagadia and Mrs. Sangeeta Bagadia sold their entire stake of 17,53,652 Equity Shares of ₹10/- each, which represents 47.524% of Company to Mrs. Namrata Jain (Acquirer - 1), Miss. Prachi Jain (Acquirer - 2) and Sureshchand Chhotelal Jain (HUF) (Acquirer - 3) under Share Purchase Agreement (SPA) dated 29th January, 2018.

Accordingly the Promoter Shares as mentioned above, now vest with aforesaid acquirers. The Reclassification of the Promoters as prescribed under SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 is in process.

Meanwhile the said Acquirers propose to introduce new line of activity in the field of Investment & Finance, Share & Stock Broker, Portfolio Management etc. Accordingly the Resolution for alteration of Object Clause in the Memorandum of Association is recommended for your approval. Subject to the alteration of the Objects the Company is also required to change the name of the Company. Accordingly the Company had applied to the Central Government, Ministry of Corporate Affairs, for availability of name, which has been approved on 9th August, 2018.

Accordingly, the Resolution at Item No. 4 of the Notice has been recommended for the approval of the Shareholders. The Board of Directors recommends the Resolution for your approval.

None of the Directors, Manager, Key Managerial Person of the Company, and their Relatives is in any way concerned or interested in passing the said Resolution.