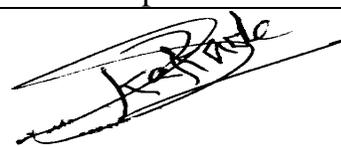
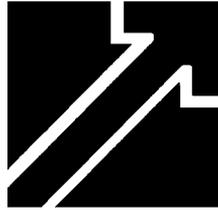


FORM B

(Pursuant to Clause 31 (a) of the Listing Agreement)

1.	Name of the Company	Bagadia Colourchem Limited.
2.	Annual financial statements for the year ended	31 st March, 2014
3.	Type of Audit qualification	<p>Qualified</p> <p>In Para 'Opinion' in the Audit Report dated 26th May, 2014 the Auditors have remarked as under:-</p> <p>In our opinion and to the best of our information and according to the explanations given to us, the financial statements, subject to Note 2.1.2 regarding continuing with going concern assumption in spite of adverse indicators, its impact is not quantified subject to Note No. 2.8 regarding non following of Accounting Standard (AS) 28, 'Impairment of Assets', its impact on profits is not ascertained, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.</p> <p>Further in Para 2(d) of 'Report on Other Legal and Regulatory Requirements' the Auditors have remarked as under:-</p> <p>in our opinion, the balance sheet, statement of profit and loss and cash flow statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 except for the fact of continuing with going concern assumption in spite of adverse indicators, and that Accounting</p>

		Standard (AS) 28, 'Impairment of Assets' has not been followed by the company, impact of both on the profits is not ascertained.
4.	Frequency of qualification	Repetitive
	Draw attention to relevant notes in the Annual Financial Statements and management response to the qualification in the Directors Report	As regards adverse Opinion / qualification stated in the Auditor's Report dated 26 th May, 2014 the Board is of the view that in the Notes to Accounts all these issues are adequately dealt with. Note No. 2.1.2 on Page No. 26 and 2.8 on Page No 27 of the printed Annual Report, the same have been explained.
	Additional comments from the Board / Audit Committee chair:	The requisite comments in detail are already covered in the aforesaid Notes to Accounts and hence there is no need to further comment on the same.
5.	To be signed by-	
	<ul style="list-style-type: none"> CEO / Chairman & Managing Director 	 Mr. Natwarlal R. Bagadia
	<ul style="list-style-type: none"> CFO 	 Mr. Natwarlal R. Bagadia [Company does not have CFO]
	<ul style="list-style-type: none"> Auditor of the Company 	For S. G. Shende & Co. Chartered Accountants Firm Reg. No. 120915W  Shreepad G. Shende Proprietor Membership No. 041692
	<ul style="list-style-type: none"> Audit Committee Chairman 	 Mr. Shashikant B. Kakade (Chairman – of Audit Committee)
	Place: Pune Date: 21/07/2014	



BAGADIA

Bagadia Colourchem Ltd.

29th Annual Report

2013-2014

BOARD OF DIRECTORS :

Mr. Natwarlal R. Bagadia
Chairman & Managing Director

Mr. Sushil N Bagadia
Joint Managing Director [Upto 12th August, 2013]

Mr. Vilas B Jagtap
Director

Mr. Dattatraya M Mehta
Director

Mrs. Sangeeta Bagadia
Director- Marketing

Mr. Sashikant Kakade
Director

Ms. Sneha S. Bagadia [From 12th August, 2013]
Director

Chief Executive Officer :

Mr. Sushil N Bagadia [From 12th August, 2013]

Auditors :

S.G. Shende & Co.
Chartered Accountants

Bankers :

Bank of Baroda
Camp Branch
Pune 411 001

Registered Office :

Shaniya Enclave, 5th Floor,
V. P. Road, Vileparle (West)
Mumbai - 400 056.
Tel. : 022-26111982, Fax : 022-26111932
E-mail : bagadiacolourchem@rediffmail.com

Factory :

Plot No. B-35,
MIDC Industrial Area,
Mahad, Dist. Raigad,
Maharashtra

Company CIN :

L24221MH1985PLC205386

29th Annual General Meeting
on Thursday, 14th August, 2014
at 2.00 p.m. at Hotel Sagar,
Kharodi Marve Road, Malad (West)
Mumbai 400 095

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Shareholders of Bagadia Colourchem Limited will be held on Thursday, 14th August, 2014 at 2.00 P.M. at the Meeting Hall Hotel Sagar, Kharodi Marve Road, Malad (West) Mumbai 400095 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, 2014 together with the Report of the Board of Directors and the Compliance Certificate attached thereto 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 Sushil 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 Ms. Sneha Sushil Bagadia [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."
- 4) To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:
"RESOLVED THAT M/s S. G. Shende & Co., Chartered Accountants, having Firm Registration No. FRN 120915W be and are hereby appointed as the Auditor of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company, at such remuneration as shall be determined and fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

- 5) 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 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Mr. Dattatraya Mahadev Mehta [DIN:01691582], Independent Director of the Company who retires by the rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 14th August, 2014."
- 6) 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 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Mr. Vilas Bajirav Jagtap [DIN:03217289], Independent Director of the Company who retires by the rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 14th August, 2014."
- 7) 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 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the said Act, Mr. Shashikant Bhikoba Kakade [DIN:02727180], Independent Director of the Company who retires by the rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 14th August, 2014."
- 8) To Consider and if thought fit, to pass with or without modification the following Resolution as the Special Resolution:
"RESOLVED THAT in partial modification of the earlier resolution passed by the Shareholders of the Company in their 26th Annual General Meeting held on 15th September, 2011 and in accordance with the provisions of Sections 196,197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to stop the payment of Remuneration payable to Mr. Natwarlal R. Bagadia [DIN:000899960], as a Chairman and Managing Director w.e.f 1st April, 2014 till the expiry of his present term of Appointment i.e upto 30th September, 2014 and that during this period he be reimbursed only the legitimate expenses incurred by him for the purpose of attending the business of the Company.
RESOLVED FURTHER THAT in accordance with the aforesaid provisions of the Act, Schedule and Rules (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force) Mr. Natwarlal R. Bagadia [DIN:000899960], be and is hereby appointed / designated as a Chairman and Managing Director, not liable to retire by rotation, for a further period of 5 (five) years with effect from 1st October, 2014 i.e on the expiry of the current term of his appointment, and that he shall not be paid any remuneration till the Board of Directors and Shareholders decide otherwise.
RESOLVED FURTHER THAT Mr. Natwarlal R. Bagadia, Chairman and Managing Director of the Company shall be provided with Car with Driver for Company's business and shall also be provided with all communication facilities like Telephone, Fax, Internet at his residence and Mobile exclusively for the business purpose.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts,

deeds and things which are necessary and incidental to give effect to the above Resolution."

9) To Consider and if thought fit, to pass with or without modification the following Resolution as the Special Resolution: "RESOLVED THAT in accordance with the provisions of Sections 196,197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Ms. Sangeeta S. Bagadia [DIN:02487334], as a Director- Marketing of the Company, for a further period of 5 (Five) years with effect from 1st January 2015 on the following existing terms and conditions, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Ms. Sangeeta S. Bagadia, subject to such remuneration not exceeding the limits specified under the Act read with Part II of Schedule V to the Act or any statutory modification(s) thereto or re-enactment thereof.

A) Salary & Allowances: Salary and Allowances shall not exceed Rs. 50,000/- (Rs. Fifty Thousand) per month.

B) The Company shall also provide car with driver to the Director-Marketing for Company's business and shall also provide all communication facilities like Telephone, Fax, Internet at her residence and Mobile exclusively for the business purpose.

C) The remuneration comprising Salary, perquisites and other benefits and allowances of Ms. Sangeeta S. Bagadia, Director- Marketing shall be as specified by the Board of Directors from time to time and further subject to overall ceiling laid down in Sections 197 of the Companies Act, 2013 or any modification thereto or re-enactment thereof.

D) In the event of absence or inadequacy of profits, Ms. Sangeeta S. Bagadia, Director- Marketing would be paid the then existing remuneration subject to a ceiling as laid down in Section II, Part II of Schedule V of the Companies Act, 2013 as amended from time to time.

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

By Order of the Board of Directors

Place : Pune
Date : 1st July, 2014

N. R. Bagadia
Chairman & Managing Director

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.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Special Businesses 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 Saturday 9th August, 2014 to Thursday 14th August, 2014 (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 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.
7. Pursuant to Securities and Exchange Board of India (SEBI) Circular No. - CIR/CFD/POLICYCELL/2/2014 dated 17th April 2014; SEBI has amended Clause No. 35B and Clause No. 49 of the Listing Agreement. Clause No. 35B deals with the provisions of E-voting facility to the Shareholders in the respect of all resolutions to be passed at the General Meeting. As per the said circular the revised Clause - 35B would be applicable to all Listed Companies and modalities would be governed by the provisions of Companies (Management and Administration) Rules, 2014.
As per the Companies (Management and Administration) Amendment Rules, 2014 notified by The Ministry of Corporate Affairs on 23rd June 2014, the relaxation has been granted to the Companies to provide this facility upto 1st January, 2015. Hence, the Company will provide the E-voting facility for General Meetings held on or after 1st January, 2015.

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

Item No. 5, 6 and 7:

Mr. Dattatraya Mehta, Mr. Vilas Jagtap and Mr. Shashikant Kakade are the Independent Directors of the Company appointed/ reappointed by the Shareholders of the Company in the earlier Annual General Meetings.

Pursuant to the newly introduced Companies Act, 2013, the provisions with respect to appointment and tenure of the Independent Directors have come into effect w.e.f. 1st April, 2014. As per the said provisions, the Independent Directors shall be appointed for a terms of five years and shall not be liable to retire by rotation at every Annual General Meeting.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Dattatraya Mehta, Mr. Shashikant Kakade and Mr. Vilas Jagtap being eligible, offer themselves for appointment as Independent Directors on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint them as Independent Directors on the Board of the Company for a term upto five consecutive years, commencing from 14th August, 2014.

In the opinion of the Board, these Directors fulfill the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company. A Copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

Accordingly the Ordinary Resolutions as set out at Item No 5, 6 & 7 of the Notice are recommended for your approval.

None of the other Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in passing the said Resolutions, except the individual Directors themselves, who are interested in the Resolution proposing their respective appointment.

Item No. 8 and 9:

The term of office of Mr. Natwarlal R. Bagadia as Chairman and Managing Director would expire on 30th September, 2014 and the term of office of Ms. Sangeeta S. Bagadia, as Director- Marketing would expire on 31st December, 2014.

Mr. Natwarlal R. Bagadia and Ms. Sangeeta S. Bagadia were re-appointed as Chairman and Managing Director and Director- Marketing respectively of the Company in the 26th Annual General Meeting held on 15th September, 2011, on a remuneration of Rs.1,00,000/- per month and Rs.50,000/- per month respectively. The said appointments are due to expire shortly.

However, due to the sharp decline in the business and losses incurred by the Company, the Board of Directors have reconsidered the remuneration payable to Mr. Natwarlal R. Bagadia, Chairman and Managing Director and with his consent has decided to stop the payment of remuneration to him w.e.f 1st April, 2014.

The Board has also reduced the payment of remuneration payable to Mr. Sushil Bagadia as Chief Executive Officer (CEO) to Rs.20,000/- per month from Rs.1,00,000/- per month which was approved by the Shareholders in their 28th Annual General Meeting held on 12th August, 2013.

However, the Board has decided to continue with the present remuneration payable to Ms. Sangeeta S. Bagadia, Director- Marketing of Rs.50,000/- per month.

All these Directors of the Company have successfully shouldered their responsibilities as Working Directors of the Company and keeping in view the need for leveraging experience and expertise during these difficult days, Company proposed to re-appoint Mr. N. R. Bagadia and Ms. Sangeeta S. Bagadia as the Working Directors of the Company.

Mr. N.R.Bagadia, Ms. Sangeeta S. Bagadia satisfies all the eligibility conditions set out in Section 196(3) and in Section II, Part II of Schedule V to the Act for being eligible for re-appointment and has offered themselves for re-appointment. Mr. N. R. Bagadia is above the age of 70 years and hence as per the first proviso to Section 196(3)(a) his appointment is recommended as the Chairman & Managing Director as he has been associated with the Company since its incorporation and that he is having in-depth knowledge and experience of the business of the Company.

The above said Resolutions read with this Explanatory Statement, may be treated as a written Memorandum setting out the terms of re-appointment of Mr. N. R. Bagadia and Ms. Sangeeta S. Bagadia under Section 190 of the Act.

Accordingly the Special Resolutions as set out in Item Nos. 8 and 9 of the notice are recommended for your approval.

Mr. N.R.Bagadia, Ms. Sangeeta S. Bagadia Directors of the Company and Mr. Sushil Bagadia CEO of the Company are interested and concerned in passing the Resolution at Item No 8 of the Notice.

Ms. Sangeeta S. Bagadia and Ms. Sneha S. Bagadia Directors of the Company and Mr. Sushil Bagadia CEO of the Company are interested and concerned in passing the Resolution at Item No 9 of the Notice.

None of the other Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in passing the said Resolutions

By Order of the Board of Directors

Place : Pune
Date : 1st July, 2014

N. R. Bagadia
Chairman & Managing Director

DIRECTORS' REPORT

To
The Members,
Bagadia Colourchem Limited

The Board of Directors have pleasure in presenting before you the 29th Annual Report and Audited Statements of Accounts for the year ended as on 31st March, 2014.

1. FINANCIAL RESULTS

The Financial Results for the year ended on 31st March, 2014 are briefly given below:-

	2013-2014	2012-2013
	(Rs.)	(Rs.)
Sales (Net of Tax) & Other Income	3,37,50,490	10,84,11,881
Profit before Interest,		
Depreciation & Income Tax	(44,34,116)	70,96,063
Less : Interest	1,87,165	5,57,263
Depreciation	29,86,762	32,09,904
Profit / (Loss) for the		
Year before tax	(76,08,043)	33,28,896
Less : Provision for Tax	-	11,12,745
Deferred Tax	(3,87,961)	(6,01,500)
Earlier Year	31,938	(2,58,516)
Profit/(Loss) after Tax	(72,52,020)	30,76,167

2. MANAGEMENT DISCUSSION & ANALYSIS REPORT

During the year under review the Revenue from Operations of the Company was Rs. 320.68 Lacs as against Rs. 1039.36 Lacs of the previous year. The export turnover of the Company during the year under report was Rs. 143.24 Lacs as against Rs. 768.33 Lacs of the previous year. The Company has incurred the Loss before Tax of Rs. 76.08 Lacs as against the Profit of Rs. 33.28 Lacs of the previous year.

However due to continued recession globally, the flow of Export Orders is affected and the Current Financial Year i.e. 2014-2015 would also be one of the difficult Years for the Company. Indian Local Market is also not encouraging, and there are almost no orders in hand, which would improve the performance and profitability of the Company.

3. DIVIDEND

The Directors regret their inability to recommend any Dividend on the Equity Shares of the Company, due to the Losses incurred by the Company.

4. FIXED DEPOSITS

The Company has not accepted any fixed deposits.

5. DIRECTORS / KEY MANAGERIAL PERSONNEL

As per the provisions of the Companies Act, 2013, Independent Directors are required to be appointed for a term of five consecutive years and shall not be liable to retire by rotation, during that period.

The term of appointment of Mr. N. R. Bagadia as Chairman & Managing Director and that of Ms. Sangeeta Bagadia as the Director - Marketing are due to expire on 30th September, 2014 and 31st December, 2014 respectively.

However, due to the sharp decline in the business and losses incurred by the Company, the Board of Directors have reconsidered the remuneration payable to Mr. Natwarlal R. Bagadia, Chairman and Managing Director and with his consent has decided to stop the payment of remuneration to him w.e.f 1st April, 2014.

However, the Board has decided to continue with the present remuneration payable to Ms. Sangeeta S. Bagadia, Director- Marketing of Rs.50,000/- per month.

Accordingly, necessary Resolutions for their reappointment have been recommended for your approval and the Board of Directors recommends the same for your approval.

The Board has also reduced the payment of remuneration payable to Mr. Sushil Bagadia as Chief Executive Officer (CEO) to Rs.20,000/- per month from Rs.1,00,000/- per month which was approved by the Shareholders in their 28th Annual General Meeting held on 12th August, 2013.

6. AUDITORS

The present Auditors M/s S. G. Shende & Co., Chartered Accountants, having Firm Registration No. FRN 120915W will retire at the conclusion of the forthcoming Annual General Meeting. They have informed their willingness to continue for the Current Year.

As required per proviso to Section 139 of the Companies Act, 2013, a written Certificate has been obtained by the Company from the Auditors certifying that if they are appointed as the Auditors of your Company, such appointment would be within the limits specified in Section 139 of the Companies Act, 2013.

7. AUDITORS' QUALIFICATIONS

As regards Auditors' Qualifications in respect of non compliance of AS-28 'Impairment of Assets', and non maintenance of Cost Records, the Directors are of the opinion that considering the overall size of the business and Assets, observation of AS-28 is not feasible.

8. COMPLIANCE CERTIFICATE

Pursuant to the provisions of Section 383A of the Companies Act, 1956, the Compliance Certificate issued by a Company Secretary in Whole time Practice viz. Shekhar Ghatpande & Co., Company Secretaries is attached herewith.

9. ADDITIONAL INFORMATION:-**a) Under Section 217 (2A) of the Companies Act, 1956**

Information as per Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 has not been furnished since no employee received the remuneration beyond the limits specified therein.

b) Under Section 217 (1) (e) of the Companies Act, 1956

Wherever possible energy conservation measures have been implemented. The efforts to conserve and optimize the use of energy through improved operational methods and other means will continue. The statement pursuant to Section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 is given in the Annexure forming part of this Report.

The Company has not imported any technology and there is no technical collaboration, with any party, for the present activities of the Company.

c) Information about Foreign Exchange

Foreign Exchange Earnings : Rs. 1,43,23,774/-

Foreign Exchange Outgo : Rs. 1,61,000/-

d) Disclosure under Stock Exchange Requirements

Disclosure under SEBI Circular dated 29th April, 1998

The Equity Shares of the Company are listed on BSE Ltd. [Formerly known as Bombay Stock Exchange Ltd.]

The Company has already paid the necessary Listing Fees of the Exchange till the financial year 2014-2015.

10. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 217 (2AA) as amended by the Companies (Amendment) Act, 2000 the Directors hereby state:

- a) That while preparing the annual accounts for the period ended 31st March, 2014, the applicable accounting standards, except AS 28 had been followed along with proper explanation relating to material departures.
- b) That the Directors had 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 Loss of the Company for that period.
- c) That the Directors had 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) That the Directors had prepared the annual accounts on a going concern basis.

11. ACKNOWLEDGMENT

The Directors place on record their appreciation for the cooperation and support extended by the Bankers of the Company viz. Bank of Baroda and Employees of the Company all the times. The Directors are also thankful to the officials of Government of India, Government of Maharashtra, Local Authorities, MIDC for their continued help and timely assistance extended to the Company.

By Order of the Board of Directors

Place : Pune

Date : 1st July, 2014

N. R. Bagadia

Chairman & Managing Director

ANNEXURE TO DIRECTORS' REPORT

Information under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Director's Report for the year ended 31st March, 2014.

FORM - A

	Year ended 31/03/2014	Year ended 31/03/2013
A. POWER AND FUEL CONSUMPTION		
1. Electricity		
a) Purchased units	4,51,470	8,42,790
Total Amount (Rs.)	23,89,180	61,44,940
Rate/Unit (Rs.)	5.29	7.29
b) Own Generation		
Through Diesel Generators (Rs.)	—	—
Units	—	—
Units per liter of diesel oil	—	—
Cost/Unit (Rs.)	—	—
2. Coal		
Quantity (kg)	1,96,260	4,56,900
Total Amount (Rs.)	11,04,486	27,28,702
Average Rate (Rs.)	5.63	5.97
3. Industrial Diesel Oil		
Quantity (Ltrs.)	—	—
Total amount (Rs.)	—	—
Average rate (Rs.)	—	—
4. Other/Internal Generation	—	—
B. CONSUMPTION PER UNIT OF PRODUCTION (KG)		
Electricity (Units)	3.46	2.10
Diesel/Oil (Ltrs)	—	—

By Order of the Board of Directors,

Place :- Pune

Date :- 1st July, 2014

N. R. Bagadia

Chairman & Managing Director

Compliance Certificate

To
The Members,
Bagadia Colourchem Ltd.
5th Floor, Shaniya Enclave
V. P. Road, Vileparle (West)
Mumbai - 400056.

COMPANY REG. NO: - L24221MH1985PLC205386

I have examined the registers, records, books and papers of Bagadia Colourchem Limited, having its Registered office at the address mentioned above, (herein after referred to as the Company) as required to be maintained under the Companies Act, 1956 and the relevant provisions which are made effective from 12th September, 2013 of the Companies Act, 2013 (herein after referred to as the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company, for the financial year ended on 31st March, 2014. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:-

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in 'Annexure B' to this Certificate, with the Registrar of Companies/ Regional Director/ Central Government/ Company Law Board or other Authorities within the time prescribed under the Act and in case of delay, with the payment of additional filing fees thereon as prescribed under the Act and the rules made there under.
3. The Company is a Public Limited Company within the meaning of the provisions of the Act and as such the comments on prohibition of invitation to public and acceptance of Deposit other than its members, Directors and their relatives are not required. The Company has not accepted any deposits from General Public.
4. The Board of Directors duly met Seven times on :

SR. NO.	DATE OF BOARD MEETING
1	15 th April, 2013
2	23 rd May, 2013
3	15 th July, 2013
4	12 th August, 2013
5	14 th August, 2013
6	12 th November, 2013
7	12 th February, 2014

- in respect of which meetings, proper Notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.

5. The Company closed its Register of Members from Wednesday 7th August, 2013 to Monday 12th August, 2013 (Both days inclusive) and the Advertisement as required under Section 154 of the Act was published.
6. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on Monday, 12th August, 2013 after giving due notice to the members of the Company and the resolutions passed there at were duly recorded in the Minute Book maintained for the purpose.
7. That during the financial year under Report, No Extra Ordinary General Meeting of the Shareholders of the Company was held.
8. The Company has not advanced any loans to its Directors and/or persons or firms or companies referred in Section 295 of the Act. However the Company has placed security Deposit with Mrs. Sangeeta Bagadia & Mr. Shashikant Kakade Directors of the Company for the Office premises obtained from them on rental basis.

9. There are no transactions with the Directors/Director's Relatives/ Firms in which Director or Relative is a Partner or a Private Company of which the Director is a Member or a Director, and as such the provisions of Section 297 of the Act in respect of contracts specified in that Section did not apply, except for the contracts for taking the premises and car on rental basis from the Directors. As the said contract of taking the premises is for immovable property the provisions of Section 297 of the Act, are not applicable.
10. The Company has duly maintained the Register required to be maintained u/s 301 of the Act.
11. The Company has employed Mr. Sushil Bagadia as Chief Executive Officer w.e.f. 12th August, 2013, a person falling within the purview of Section 314 of the Act and the Company has obtained necessary approval from the Shareholders of the Company, by passing an special resolution in 28th Annual General Meeting held on 12th August, 2013.
12. The Board of Directors or duly constituted Committee of Directors has not issued any duplicate Share Certificates during the financial year under Report, as there was no such proposal received by The Registrar & Share Transfer Agents M/s Satellite Corporate Services Pvt Ltd. the SEBI approved R & T Agents.
13. (i) The Company during the year under Report has not issued and allotted any shares. The Equity Shares of the Company are listed on BSE Ltd., [Formerly known as The Bombay Stock Exchange Ltd.] Mumbai and the Company has appointed M/s Satellite Corporate Services Pvt. Ltd. the SEBI approved R & T Agents to look after the Share Transfer work. The Equity Shares of the Company are also allowed for Dematerialization and Transfers are also affected in Demat Form. All the Share Transfer work during the Year under Report was looked after by M/s Satellite Corporate Services Pvt Ltd. the SEBI approved R & T Agents.
(ii) During the Financial Year under Report, the Company had not declared any Dividend on its Equity Shares.
(iii) That there was no unclaimed or unpaid dividend which was required to be transferred to Unpaid Dividend Account of the Company.
(iv) That the Company is not having any Unpaid Dividend Account, application money due for refund, matured Deposits, matured Debentures and the Interest accrued thereon which have remained unclaimed or unpaid for a period of Seven Years and which are required to be transferred to Investor Education and Protection Fund.
(v) That the Company has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. During the year under Report there was no appointment of Additional Directors, Alternate Director and Directors to fill casual vacancy. The Shareholders of the Company in its Annual General Meeting held on 12th August, 2013 had appointed Ms. Sneha Bagadia as the Director of the Company. Mr. Sushil Bagadia Joint Managing Director ceased to be the Director of the Company w.e.f. 12th August, 2013 i.e. the date of Annual General Meeting, as he did not opt for reappointment on retirement by rotation.
15. The Company has appointed Mr. N. R. Bagadia, and Mrs. Sangeeta Bagadia as the Chairman & Managing Director, and Director – Marketing respectively. Mr. N. R. Bagadia was reappointed as the Chairman & Managing Director w.e.f. 1st October, 2011 for a period of three years i.e. up to 30th September, 2014, on the same terms and conditions. Mrs. Sangeeta Bagadia was also re-appointed as the Director – Marketing w.e.f. 1st January, 2012 for a period of three years i.e. up to 31st December, 2014, on the revised terms and conditions.
16. The Company has not appointed any Sole Selling Agents during the financial year under Report.
17. During the year under the report, the Company was not required to obtain any approvals of the Central Government, Company Law Board, Registrar and/or such other Authorities prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. During the year under report the Company has not issued and allotted any shares.
20. During the year under report the Company has not bought back any shares.
21. The Company has not issued and allotted any Preference Shares and hence the question of redemption of Preference Shares during the financial year under report did not arise.
22. There were no transactions necessitating the Company to keep in abeyance the rights of dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.

23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A of the Act.
24. The Company has not availed any additional borrowings from Bank during the Year under Report.
25. During the Financial Year under Report, Company has not made any loans and investments, or given guarantees or provided securities to other bodies corporate.
26. During the year under the Report the Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under report.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under report.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under report.
30. The Company has not altered the provisions of the Articles of Association during the financial year under report.
31. On verification of the records of the Company and as informed to us there was no prosecution initiated against or show cause notices received by the Company for alleged offences under the Act and also the fines and penalties or any other punishment imposed on the Company.
32. The Company has not received any money as security from its employees during the financial year under report.
33. As informed to us, the provisions of the Provident Fund Act are not applicable to the Company.

For SHEKHAR GHATPANDE & CO
Company Secretaries

Place : Pune
Date : 1st July, 2014

Shekhar Ghatpande
Proprietor
FCS: 1659 CP: 782

Annexure A

Registers as maintained by the Company

01. Register of Investments u/s 49 of the Act, is not maintained as the same is not required to be maintained, since all the Investments made by the Company are in its own name.
02. Register of Deposits under Rule 7 of the Companies (Acceptance of Deposits) Rules, 1975, is not required to be maintained, as the Company has not accepted any Deposits as defined under the said Rules.
03. Register of Members u/s 150 and Index of Members u/s 151 of the Act.
04. Minutes Book of the Board of Directors.
05. Minutes Book of the General Meetings.
06. Books of Accounts u/s 209 of the Act.
07. Register of particulars of Contracts u/s 301 of the Act.
08. Register of Directors u/s 303 of the Act.
09. Register of Director's Shareholding u/s 307 of the Act.
10. Register of Investments or loans made, guarantees given or security provided u/s 372A of the Act.
11. Register of Transfers
12. Register of Director's Attendance
13. Register of Shareholder's Attendance
14. Register of Proxies
15. Register of Fixed Assets.

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended on 31st March, 2014.

A) To the Registrar of Companies :

Sr. No	FORM NO.	PARTICULARS OF FILING	CHALLAN/ SRN NO. /DT & MODE OF PAYMENT
1	Form 32	Appointment of Ms. Sneha Bagadia and cessation of Mr. Sushil Bagadia, as the Directors of the Company.	B81834699 dt 16/08/2013 Credit Card - ICICI Bank
2	Form No. 23	Filing of Special Resolution u/s 314 of the Act., in respect of appointment of Mr. Sushil Bagadia as CEO	B81832800 dt 16/08/2013 Credit Card - ICICI Bank
3	Form 23AC, 23ACA [XBRL]	Filing of Balance Sheet and Profit and Loss Account for F.Y. 2012-2013	Q10885309 dt 06/09/2013 Internet Banking - Punjab National Bank
4	Form 23B	Filing for appointment of Auditor for the F.Y. 2013-2014.	S22159982 dt 06/09/2013 State Bank of India Directly filed by The Auditor
5	Form 20B	Filing of Annual Return of F.Y. 2012-2013	Q10397396 dt 26/08/2013 Internet Banking - Punjab National Bank
6	Form 66	Filing of Compliance Report for F.Y. 2012-2013	Q10362358 dt 23/08/2013 Internet Banking - Punjab National Bank

B) To Central Government/Regional Director/Company Law Board – NIL

ANNEXURE TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2014

REPORT ON CORPORATE GOVERNANCE

(As required under Clause No. 49 of the Listing Agreement entered into with the Stock Exchange)

1. The Company's philosophy on the code of Corporate Governance

The Company strongly believes that the system of Corporate Governance protects the interest of all the Shareholders by calculating transparent business operations and accountability from management and monitor and ensures compliance with Law and Regulations.

2. Board of Directors

The strength of the Board at the close of the financial year 2013-2014 was Six Directors, comprising of Two Executive Directors and Four Non-Executive Directors. During the financial year under review i.e. 2013-2014 Seven Board Meetings were held on 15th April, 2013, 23rd May, 2013, 15th July, 2013, 12th August 2013, 14th August 2013, 12th November 2013, and 12th February, 2014.

Details of Attendance of each Director at the Board Meeting, the Last AGM and other Indian Companies Directorships and Committee Memberships held by them are as follows.

Name of the Director	Category of Directorship	No. of Board Meeting attended	Attendance at the last AGM	No. of other Directorships held	No. of Committees of which Member of other Companies
Mr. Natwarlal R. Bagadia	Chairman & Managing Director (ED) (P)	7	Yes	Nil	Nil
Mr. Sushil N. Bagadia (*)	Joint Managing Director (ED) (P)	3	Yes	2	Nil
Mrs. Sangeeta S. Bagadia	Director Marketing (ED) (P)	7	Yes	Nil	Nil
Mr. Vilas Bajirao Jagtap	Director (NED) (I)	5	Yes	Nil	Nil
Mr. Dattatraya M. Mehta	Director (ED) (I)	5	No	Nil	Nil
Mr. Shashikant B. Kakade	Director (NED) (I)	6	Yes	Nil	Nil
Ms. Sneha Sushil Bagadia (**)	Director (NED) (P)	4	Yes	Nil	Nil

(*) Ceased as Director with effect from 12th August, 2013

(**) Appointed as Director with effect from 12th August, 2013

[ED= Executive Director, NED= Non Executive Director, P = Promoter Director, I= Independent Director]

Directors' Profile

A brief resume of the Directors in the Company are provided below:

Name of the Director	Mr. Natwarlal Radheshyam Bagadia
Director Identification Number	00899960
Date of Joining the Board	27/04/1985
Profile of the Director	Mr. Natwarlal Radheshyam Bagadia is Post Graduate in Commerce & Arts and is having wide Experience in Management Accounting and Marketing.
No. of Shares held in the Company	61,300

BAGADIA COLOURCHEM LIMITED

Name of the Director	Mrs. Sangeeta Sushil Bagadia
Director Identification Number	02487334
Date of Joining the Board	01/01/2009
Profile of the Director	Mrs. Sangeeta Sushil Bagadia is a Science Graduate and is having in-depth knowledge of Chemicals and Dye Intermediates the products of the Company. As the marketing of the products including the Exports have immense importance, she was appointed as the 'Director- Marketing' w.e.f. 1 st January, 2009.
No. of Shares held in the Company	7,34,900

Name of the Director	Ms. Sneha Sushil Bagadia
Director Identification Number	06657740
Date of Joining the Board	12/08/2013
Profile of the Director	Ms. Sneha Sushil Bagadia is a Bachelor in Engineering and has completed her graduation from D. J. Sanghavi College, University of Mumbai. Thereafter she has also undergone Post Graduate Degree-MSC in Management from Warwick Business School, University of Warwick, UK. During the period 2008 to 2010 she has also assisted in the Company working as Trainee and has in depth knowledge of the working of the Company.
No. of Shares held in the Company	100

Name of the Director	Mr. Dattatraya Mahadev Mehta
Director Identification Number	01691582
Date of Joining the Board	18/05/2007
Profile of the Director	Mr. Dattatraya Mahadev Mehta, is under graduate however is in his own business since long, having versatile knowledge.
No. of Shares held in the Company	100

Name of the Director	Mr. Shashikant Bhikoba Kakade
Director Identification Number	02727180
Date of Joining the Board	21/08/2009
Profile of the Director	Mr. Shashikant Bhikoba Kakade is a Post Graduate in Commerce and is in the field of Education, Commerce and Business and is having vast and varied experience.
No. of Shares held in the Company	Nil

Name of the Director	Mr. Vilas Bajirav Jagtap
Director Identification Number	03217289
Date of Joining the Board	28/07/2003
Profile of the Director	Mr. Vilas Bajirav Jagtap has done with F.Y.Bcom and is well known farmer & has various Business Activities in Saswad, Pune.
No. of Shares held in the Company	2,500 (As Joint Shareholder)

As mandated by Clause 49, the Independent Directors on Company's Board:

- Apart from receiving Director's remuneration, do not have any material pecuniary relationships or transactions with the Company, its Promoters, its Directors, its Senior Management which may affect independence of the Director. [Except in case of Mr. Shashikant Kakade who has given his Office premises on rent to the Company, before he became the Director of the Company.]
- Are not related to promoters or persons occupying management positions at the Board level or at one level below the Board.
- Have not been an executive of the Company in the immediately preceding three financial years.
- Are not partners or executives or were not partners or executives during the preceding three financial years of the :
 - a) Statutory audit firm or the internal audit firm that is associated with the company.
 - b) Legal firm(s) and consulting firm(s) that have a material association with the company.
- Are not material suppliers, service providers or customers or lessors or lessees of the company, which may affect independence of the Director. [Except in case of Mr. Shashikant Kakade who has given his Office premises on rent to the Company, before he became the Director of the Company.]
- Are not substantial shareholders of the company i.e. do not own two percent or more of the block of voting shares.
- Is not less than 21 years of age.

Information supplied to the Board:

Among others, information supplied to the Board includes:

- Annual operating plans, budgets and any updates.
- Capital budgets and any updates.
- Quarterly results for the Company and operating divisions or business segments.
- Minutes of the meetings of the Audit Committee and other Committees of the Board.
- Materially important show cause, demand prosecution notices and penalty notices.
- Fatal or serious accidents, dangerous occurrences, any material effluents or pollution problems.
- Any material default in financial obligations to and by the Company or substantial non- payments of goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Significant labour problems and their proposed solutions. Any significant development in human resources / industrial relation front like signing of wage agreement, implementation of voluntary retirement scheme, etc.
- Non-compliance of any regulatory, statutory nature or listing requirements and shareholders service.

3. Audit Committee

The Audit Committee was constituted in June 2002. At close of financial year 2013-2014 i.e. as on 31st March, 2014 it comprises of Mr. Shashikant B. Kakade, Mr. Vilas Bajirao Jagtap, and Mr Dattatray Mehta. Mr. Shashikant B. Kakade was Chairman of Audit Committee, since he was appointed as the Director.

Audit Committee held total Four Meetings during the Financial Year under review on 23rd May, 2013, 14th August, 2013, 12th November, 2013 and 12th February, 2014. The Members were present to all the Meetings. The terms of reference of the Audit Committee includes the matters specified in Clause 49 (II) of Listing Agreement with Stock Exchanges.

4. Remuneration Committee

The Remuneration Committee was constituted in June 2002. At close of Financial Year 2013-2014 i.e. as on 31st March, 2014 it comprises of Mr. Shashikant B. Kakade, Mr. Vilas Bajirao Jagtap, Mr. Dattatray Mehta. Mr. Shashikant B. Kakade was appointed as the Chairman of Remuneration Committee. The Remuneration Committee held one meeting during the Financial Year under review on 15th July, 2013.

5. Shareholder's / Investor's Grievance Committee.

The Shareholder's / Investor's Grievance Committee was constituted in June 2002. At close of financial year 2013-2014 i.e. as on 31st March, 2014 it comprises of Mr. N. R. Bagadia, Mr. Vilas Bajirao Jagtap and Mr. Shashikant B. Kakade. Mr. N. R. Bagadia was Chairman of the Shareholder's / Investor's Grievance Committee. The details of complaints received and resolved are NIL. The numbers of pending share transfers are NIL.

6. CEO/ CFO Certification

The Chief Financial Officer i.e. Mr. Natwarlal R. Bagadia, Chairman and Managing Director has certified to the Board of Directors that :-

- a) He has reviewed Financial Statements and Cash Flow Statement for the year and that to the best of his knowledge and believe :
 - i) That the statements do not contain any materially untrue statement or omit any material fact or contains statements that might be misleading.
 - ii) These statements together present a true and fair view of Companies affairs and are in Compliance with the existing Accounting Standards, applicable laws and regulations.
- b) There are, to the best of his knowledge and belief, no transactions entered into by Company during the year which are fraudulent, illegal or violating of the Companies code of conduct.
- c) He accepts responsibility for establishing and maintaining internal controls for financial reporting and he has evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and he has disclosed to the Auditor and Audit Committee, deficiencies in the design or operations of such internal controls, if any, of which he was aware and steps he has taken or proposed to take to rectify these deficiencies.
- d) He has indicated to the Auditor and Audit committee:
 - i) Significant change, if any, in the Internal Control over financial reporting during the year;
 - ii) Significant change, if any, in Accounting Policies during the year and that the same has been disclosed in the Notes to the Financial Statement; and
 - iii) Instance of significant fraud, of which he has become aware and involvement there in, if any, of the management or employee having a significant roles in the Company's Internal Control System over financial reporting.

The above Certificate was placed before the meeting of Board of Directors held on 26th May, 2014.

7. General Body Meetings

Details of Last Three Annual General Meetings held:

The 26th, 27th, and 28th Annual General Meetings were held by the Company on 15th September, 2011 (at Hotel Sagar Kharodi Marve Road Malad (W) Mumbai at 2.00 p.m.), 27th September, 2012 (at Hotel Sagar Kharodi Marve Road Malad (W) Mumbai at 2.00 p.m.) and 12th August, 2013 (at Hotel Sagar Kharodi Marve Road Malad (W) Mumbai at 2.00 p.m.). During the Year under Report, there was no Special Resolutions required to be passed through Postal Ballot at any of the above Annual General Meetings.

8. Disclosures

There are no materially significant transactions made by the Company with its Promoters, Directors, Relatives or the Management which have potential conflict with the Interest of the Company at large. There were no penalties strictures imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority on any matter relating to Capital markets during the last three years.

9. Means of Communication

- Half yearly / Quarterly Results: Since the results of the Company are published in the newspapers; half yearly / Quarterly results are not sent to each household of shareholders. Normally Company publishes these results in 'Free Press Journal' and 'Dainik Navshakti'.
- Website:
The Company does not have any Website.
- Presentation to Institutional Investors or Analysis's.
No presentations were made to Institutional Investors or to Analysts during the year under review.
- MD&A Reports
The Management Discussion and Analysis Report is a part of the Annual Report.

10. General Shareholder Information

AGM :- Date, Time and Venue

29th Annual General Meeting on Thursday 14th August, 2014 at 2.00 P.M at Meeting Hall, Hotel Sagar, Kharodi Marve Road, Malad (West) Mumbai 400095.

Financial Calendar	April - March
Date of book closure	Saturday, 9 th August, 2014 to Thursday 14 th August, 2014 (Both days inclusive)
Dividend Payment Dates	Not Applicable since Company has not declared any Dividend
Listing on Stock Exchanges	The Company's Shares are presently listed on Bombay Stock Exchange Ltd. The Annual Listing Fees have been paid up to date.
BSE Stock Code	530197
ISIN Number	INE 365H01014
Market Price Data & Price Performance in comparison to BSE Sensex	During the Financial Year under Report, no major transaction were recorded on the Stock Exchange at Mumbai, during the Period April, 2013 to March, 2014
Share Transfer Agents	Satellite Corporate Services Pvt. Ltd B- 302, Sony Apartments, Off. St. Jude High School, Off. Andheri Kurla Road, Jarimari Sakinaka, Mumbai 400072. Phone :- 022 28520461/62, Fax: 022 28511809 Email Id :- service@satellitecorporate.com CIN : U65990MH1994PTC077057

Distribution of shareholding & shareholding pattern The shareholding pattern as of 31/03/2014 is as follows :

Category	No. of Shares	%
Promoters & their Relatives	17,53,852	47.54
Resident Individuals & HUFs	13,39,941	36.31
Mutual Funds & UTI	24,900	0.67
Private Corporate Bodies	1,98,107	5.37
Banks / Financial Institutions	-	-
NRIs / OCBs	3,73,200	10.11
TOTAL	36,90,000	100.00

Plant Location B-35, MIDC Industrial Area,
Mahad, Dist Raigad, Maharashtra.

11. Monthly High and low quotations along with the volume of shares traded at Bombay Stock Exchange Ltd., during 2013-2014 :

Month & Year	BSE		
	High (Rs.)	Low (Rs.)	Volume (Nos.)
April 2013	10.45	8.22	2,425
May 2013	12.00	10.97	405
June 2013	13.18	12.60	383
July 2013	12.53	12.53	25
August 2013	13.11	11.91	906
September 2013	*	*	*
October 2013	*	*	*
November 2013	*	*	*
December 2013	*	*	*
January 2014	*	*	*
February 2014	*	*	*
March 2014	11.81	11.22	208
	TOTAL		4,352

Note :- (*) No Trading

12. The Company's Depository Registrar for Shares in Physical and Electronic Form:

Satellite Corporate Services Pvt. Ltd
 B- 302, Sony Apartments, Off. St. Jude High School,
 Off. Andheri Kurla Road, Jarimari Sakinaka, Mumbai 400072.
 Email Id :- service@satellitecorporate.com
 Phone :- 022 2852061/62, Fax : 022 28511809

13. Share Transfer System

The transactions of the shares held in Demat and physical form are handled by the Company's Depository Registrar

The Shares transferred (in physical Form) during 2013-2014

	2013-2014
Shares Transferred	5,700
Total No. of Shares as on 31 st March, 2014	36,90,000
% on Share Capital	0.15%

14. Categories of Shareholders as on 31st March, 2014

Category	No. of Shareholders	Voting Strength %	No. of shares held
Individuals	3,674	35.28	13,01,769
Companies	28	5.37	1,98,107
FIs	NIL	NIL	NIL
OCBs and NRIs	88	10.11	3,73,200
Promoters	7	47.54	17,53,852
Mutual Funds, Banks, FIs	3	0.67	24,900
Hindu Undivided Families	9	1.03	38,172
TOTAL	3,809	100%	36,90,000

15. Distribution of Share Holdings :

No. of Equity Shares held	As on 31.03.2014			
	No. of Share holders	% of Share holders	No. of Shares	% of Share holding
Up to - 250	2,850	74.83	3,63,946	9.86
251 - 500	451	11.84	1,75,860	4.77
501 - 1,000	242	6.35	2,06,914	5.61
1,001 - 2,000	113	2.97	1,79,588	4.87
2,001 - 3,000	80	2.10	2,01,535	5.46
3,001 - 4,000	18	0.47	58,618	1.59
4,001 - 5,000	13	0.34	61,000	1.65
5,001 - 10,000	21	0.55	1,46,600	3.97
10,001 and above	21	0.55	22,95,939	62.22
TOTAL	3,809	100%	36,90,000	100%

16. Dematerialization of Shares: 24,04,000 Shares working out to 65.15% of the total Shares have been Dematerialized up to 31st March 2014 and balance 12,86,000 shares working out to 34.85% are in physical form.

17. The Company has not issued any GDR/ ADR/ Warrants or any convertible instruments.

AUDITOR'S REPORT ON CORPORATE GOVERNANCE

To,
The Members of
Bagadia Colourchem Limited.

We have examined the compliance of the conditions of Corporate Governance by Bagadia Clourchem Limited for the year ended on 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

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

In our opinion and to the best of our information and explanations given to us the Company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned Listing Agreement in all material respect.

We state that no investor grievance are pending for period exceeding one month against Company as per the record maintained by the Share Holders/ Investors grievance Committee.

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

For S. G. Shende & Co.,
Chartered Accountants

Place : Pune
Date : 1st July, 2014

Shreepad G. Shende
Proprietor
M. No. 041692

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Bagadia Colourchem Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Bagadia Colourchem Limited** ('the Company'), which comprise the Balance Sheet as at 31st March 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ('the Act') read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements, *subject to Note 2.1.2 regarding continuing with going concern assumption in spite of adverse indicators, its impact is not quantified subject to Note No. 2.8 regarding non following of Accounting Standard (AS) 28, 'Impairment*

of Assets', its impact on profits is not ascertained, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014 and
- (b) in the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ('the Order'), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the balance sheet, statement of profit and loss and cash flow statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the balance sheet, statement of profit and loss and cash flow statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 *except for the fact of continuing with going concern assumption in spite of adverse indicators, and that Accounting Standard (AS) 28, 'Impairment of Assets' has not been followed by the company, impact of both on the profits is not ascertained;*
 - e. on the basis of written representations received from the Directors as on 31st March 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2014 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For S. G. Shende & Co.
Chartered Accountants
Firm Reg. No. 120915W

Shreepad G. Shende
Proprietor
Membership No. 041692

Place : Pune
Date : 26/05/2014

Annexure to the Auditors' Report referred to in Paragraph 3 of our report of even date on the Accounts for the year ended on 31st March, 2014 of Bagadia Colourchem Limited.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were said to be noticed on verification.
- (c) During the year the Company has not disposed off a substantial part of its fixed assets.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business
- (c) The Company is maintaining proper records of inventory. The discrepancies noticed on physical verification between the physical stocks and the book records were not material.
- (iii) (a) According to the information and explanations given to us, the Company has neither granted nor taken any loans, secured or unsecured, to / from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. Therefore, clauses (iii) (b), to and (iii) (g) of paragraph 4 of the Companies (Auditors Report) Order, 2003, are not applicable to the Company for the current year.
- (iv) According to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services if any as per information given to us, no major weaknesses in the internal control system have been identified by the management or the Internal Auditors of the Company during the year. During the course of our audit, nothing had come to notice that may suggest a major weaknesses in the internal control system of the Company.
- (v) (a) On the basis of the audit procedures performed by us and according to the information and explanations given to us on our enquiries in this behalf and the record produced before us for our verification, the particulars of contracts and arrangements required to be entered into the register in pursuance of Section 301 of the Companies Act, 1956 have been so entered.
- (b) According to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Act and exceeding the value of Rupees Five Lakhs in respect of any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Companies Act, 1956 and the rules framed thereunder.
- (vii) According to the information and explanations given to us, the Company has an internal audit system commensurate with its size and nature of its business.
- (viii) *We were informed that the Company has not maintained cost records prescribed by the Central Government under Section 209 (1) (d) of the Companies Act, 1956.*
- (ix) (a) According to the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including Investor Education and Protection Fund dues, Income-tax, Sales-tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other material statutory dues as applicable with the appropriate authorities in India.
- We have been informed that the Company is not liable to pay Provident Fund and Employees State Insurance & Service Tax.
- (b) According to the records of the Company examined by us, there are no dues of Investor Education and Protection Fund, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess which have not been deposited on account of any dispute.
- (x) The Company does not have any accumulated losses as at the end of the financial year. However it has incurred cash loss during the financial year covered by our audit but not in the immediately preceding financial year.
- (xi) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (xii) According to the information and explanations given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions during the year.
- (xvi) As informed to us, the Company has not raised any term loans during the year.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the no funds raised on short-term basis have been used for long-term investment.
- (xviii) As informed to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956, during the year.
- (xix) The Company has not issued any debentures during the year.
- (xx) The Company has not raised any money by public issues during the year
- (xxi) During the course of our examination of the books and records of the Company, carried out in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For S. G. Shende & Co.
Chartered Accountants
Firm Reg. No. 120915W
Shreepad G. Shende
Proprietor
Membership No. 041692

Place : Pune
Date : 26/05/2014

BAGADIA COLOURCHEM LIMITED**BALANCE SHEET AS AT 31ST MARCH, 2014**

PARTICULARS	Note No.	As At 31 st March, 2014 Rs.	As At 31 st March, 2013 Rs.
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	3	36,900,000	36,900,000
(b) Reserves and Surplus	4	7,295,462	14,547,482
(c) Money received against share warrants	—	—	—
(2) Share application money pending allotment			
(3) Non-current Liabilities			
(a) Long-term Borrowings	5	2,360,350	3,897,522
(b) Deferred Tax Liabilities (Net)	6	3,065,390	3,453,351
(c) Other Long-term Liabilities	—	—	—
(d) Long-term Provisions	—	—	—
(4) Current Liabilities			
(a) Short-term Borrowings	7	1,829,115	4,264,582
(b) Trade Payables	8	659,540	4,883,029
(c) Other Current Liabilities	9	1,339,943	1,980,156
(d) Short-term provisions	10	481,520	777,641
TOTAL		<u>53,931,320</u>	<u>70,703,763</u>
II. ASSETS			
(1) Non-current Assets			
(a) Fixed assets			
(i) Tangible assets	11	22,205,174	25,115,699
(ii) Intangible assets	—	—	—
(iii) Capital work-in-progress	—	—	—
(iv) Intangible assets under development	—	—	—
(b) Non-current investments	12	285,820	285,820
(c) Deferred tax assets (net)	—	—	—
(d) Long-term loans and advances	—	—	—
(e) Other non-current assets	—	—	—
(2) Current Assets			
(a) Current investments	—	—	—
(b) Inventories	13	4,211,054	5,715,594
(c) Trade receivables	14	3,150,746	10,910,208
(d) Cash and cash equivalents	15	10,755,314	11,349,340
(e) Short-term loans and advances	16	13,323,212	17,327,102
(f) Other current assets	—	—	—
TOTAL		<u>53,931,320</u>	<u>70,703,763</u>
See accompanying notes to the financial statements	1 to 32		

In witness & confirmation of facts
For & on behalf of Board of Directors
For Bagadia Colourchem Limited.

N. R. Bagadia
Chairman &
Managing Director

Sangeeta Sushil Bagadia
Whole Time Director

As per our report attached
For S. G. Shende & Co.
Chartered Accountants
FRN : 120915W

Shreepad G. Shende
Proprietor
Membership No. 041692

Place : Pune
Date : 26/05/2014

Place : Pune
Date : 26/05/2014

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

PARTICULARS	Note No.	Current Year 2013-2014 Rs.	Previous Year 2012-2013 Rs.
A CONTINUING OPERATIONS			
1 Revenue from operations (Gross)	17	34,253,113	106,921,214
Less: Excise duty	17	2,184,628	2,985,192
Revenue from operations (Net)		32,068,485	103,936,022
2 Other Income	18	1,682,005	4,475,859
3 Total Revenue (1+2)		33,750,490	108,411,881
4 Expenses			
(a) Cost of materials consumed	19a	23,412,819	73,182,441
(b) Changes in inventories of finished goods	19b	—	5,152,257
(c) Employee benefits expense	20	5,002,690	5,555,262
(d) Finance costs	21	187,165	557,263
(e) Depreciation and amortisation expense	11	2,986,762	3,209,904
(f) Other expenses	22	9,769,097	17,425,858
Total Expenses		41,358,533	105,082,985
5 Profit / (Loss) before exceptional & extraordinary items & tax (3 - 4)		(7,608,043)	3,328,896
6 Exceptional items	—	—	—
7 Profit / (Loss) before extraordinary items & tax (5 ± 6)		(7,608,043)	3,328,896
8 Extraordinary items	—	—	—
9 Profit / (Loss) before tax (7 ± 8)		(7,608,043)	3,328,896
10 Tax Expense:			
(a) Current tax expense for current year		—	1,112,745
(b) (Less): MAT credit (where applicable)		—	—
(c) Current tax expense relating to prior years		31,938	(258,516)
(d) Net current tax expense		31,938	854,229
(e) Deferred tax		(387,961)	(601,500)
11 Profit / (Loss) from continuing operations (9 ± 10)		(7,252,020)	3,076,167
B DISCONTINUING OPERATIONS			
12 i Profit / (Loss) from discontinuing operations (before tax)	—	—	—
12 ii Gain / (Loss) on disposal of assets/settlement of liabilities attributable to the discontinuing operations	—	—	—
12 iii Add / (Less): Tax expense of discontinuing operations	—	—	—
(a) On ordinary activities attributable to the discontinuing operations		—	—
(b) On gain / (loss) on disposal of assets / settlement of liabilities		—	—
13 Profit / (Loss) from discontinuing operations (12.i ± 12.ii ± 12.iii)	—	—	—
C TOTAL OPERATIONS			
14 Profit / (Loss) for the year (11 ± 13)		(7,252,020)	3,076,167
15 Earnings per share (of Rs. 10/- each):			
Basic = Diluted			
Continuing operations = Total operations	31	(1.97)	0.83
See accompanying notes to the financial statements	1 to 32		
In witness & confirmation of facts For & on behalf of Board of Directors For Bagadia Colourchem Limited.			As per our report attached For S. G. Shende & Co. Chartered Accountants FRN : 120915W
N. R. Bagadia Chairman & Managing Director	Sangeeta Sushil Bagadia Whole Time Director		Shreepad G. Shende Proprietor Membership No. 041692
Place : Pune Date : 26/05/2014			Place : Pune Date : 26/05/2014

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

PARTICULARS	Current Year 31 st March, 2014 Rs.	Previous Year 31 st March, 2013 Rs.
A. Cash Flow from Operating Activities		
Net profit before tax	(7,608,043)	3,328,896
Adjusted for		
Depreciation and Amortisation	2,986,762	3,209,904
Finance costs	187,165	557,263
Interest income	(796,507)	(858,375)
Dividend income	(88,206)	(63,636)
Net (gain) / loss on Sale of Investments	—	(1,403,468)
Net unrealised exchange (gain) / loss	(160,970)	(61,047)
	<u>2,128,244</u>	<u>1,380,641</u>
Operating profit / (loss) before working capital changes	(5,479,799)	4,709,537
<i>Changes in working capital:</i>		
Adjustments for (increase) / decrease in operating assets:		
Inventories	1,504,540	3,103,062
Trade receivables	7,759,462	4,947,498
Short-term loans and advances	4,003,890	(2,343,013)
Long-term loans and advances	—	—
Other current assets	—	—
Other non-current assets	—	—
Adjustments for increase / (decrease) in operating liabilities:		
Trade payables	(4,223,489)	(4,301,823)
Other current liabilities	(640,213)	716,378
Other long-term liabilities	—	—
Short-term provisions	(296,121)	(166,846)
Long-term provisions	—	—
	<u>8,108,069</u>	<u>1,955,256</u>
Cash generated from operations	2,628,270	6,664,793
Net Income Tax (paid) / refunds	(31,938)	(854,229)
Net cash flow from / (used in) operating activities (A)	<u>2,596,332</u>	<u>5,810,564</u>
B Cash flow from Investing Activities		
Capital expenditure on Fixed Assets, including capital advances	(76,237)	—
Proceeds from sale of long-term investments		
- Others	—	1,573,468
Interest received		
- Others	796,507	858,375
Dividend received		
- Others	88,206	63,636
Cash flow from extraordinary items	—	—
Net Income Tax (paid) / refunds	—	—
Net cash flow from / (used in) Investing Activities (B)	<u>808,476</u>	<u>2,495,479</u>

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014 (Contd.)

PARTICULARS	Current Year 31 st March, 2014 Rs.	Previous Year 31 st March, 2013 Rs.
C Cash flow from Financing Activities		
Addition / (Repayment) of long-term borrowings	(1,537,172)	(3,639,294)
Net increase / (decrease) in other short-term borrowings	(2,435,467)	(1,784,662)
Finance cost	(187,165)	(557,263)
Cash flow from extraordinary items	—	—
Net cash flow from / (used in) Financing Activities (C)	(4,159,804)	(5,981,219)
Net increase / (decrease) in Cash and Cash Equivalents (A+B+C)	(754,996)	2,324,824
Cash and Cash Equivalents at the beginning of the year	11,349,340	8,963,469
Effect of exchange differences on restatement of foreign currency Cash and Cash Equivalents	(160,970)	(61,047)
Cash and Cash Equivalents at the end of the year	10,755,314	11,349,340
	(754,996)	2,324,824
Reconciliation of Cash and Cash Equivalents with the Balance Sheet:		
Cash and Cash Equivalents as per Balance Sheet (Refer Note 15)	10,755,314	11,349,340
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements	—	—
Net Cash and Cash Equivalents (as defined in AS 3 Cash Flow Statements) included in Note 15	10,755,314	11,349,340
Add: Current investments considered as part of Cash and Cash Equivalents (as defined in AS 3 Cash Flow Statements)	—	—
Cash and Cash Equivalents at the end of the year *	10,755,314	11,349,340
* Comprises:		
(a) Cash on hand	673,668	772,490
(b) Balances with banks		
(i) In Current Accounts	(112,297)	411,173
(ii) In EEFC Accounts	3,356,421	3,880,387
(iii) In Deposit Accounts	6,837,522	6,285,290
(c) Current investments considered as part of Cash and Cash Equivalents	—	—
	10,755,314	11,349,340

For **Bagadia Colourchem Limited**

N. R. Bagadia
Chairman &
Managing Director

Sangeeta Sushil Bagadia
Whole Time Director

Place : Pune
Date : 26/05/2014

This is the Cash Flow Statement referred to in our report of even date

For S. G. Shende & Co.
Chartered Accountants
FRN : 120915W

Shreepad G. Shende
Proprietor
Membership No. 041692

Place : Pune
Date : 26/05/2014

BAGADIA COLOURCHEM LIMITED

NOTES TO AND FORMING PART OF THE BALANCE SHEET AS AT AND THE PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2014

1 CORPORATE INFORMATION

Bagadia Colourchem Limited is a Public Limited Company listed on BSE Limited (formerly known as the Bombay Stock Exchange Limited).

It is in the field of manufacturing of dye intermediates, having its manufacturing facilities at MIDC, Mahad.

2 SIGNIFICANT ACCOUNTING POLICIES

2.1.1 Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.1.2 In spite of the fact that the about 50% of the accumulated surplus is lost during one single year, the going concern assumption used in the preparation of the financial statements is appropriate and justified in the opinion of the management, because according to the management, the valuation and realisability / payability of all assets and liabilities do not change materially with the change of the assumption.

2.2 Use of Estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

2.3 Inventories

Raw Materials are valued at lower of cost price on FIFO basis or net realisable value.

Finished Goods are valued at cost or net realisable value whichever is lower.

Work in Process is treated as respective raw materials since they are in a mixed state and it is impracticable to assess its cost as well as the realisable value.

The quantities of Raw Materials and Finished Goods including valuation thereof, are as certified by the management.

2.4 Cash and Cash Equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are term-deposits with banks since these are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.5 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.6 Fixed Assets

Tangible Assets are stated at cost of acquisition or cost of construction less depreciation. All costs, relating to the acquisition and installation of fixed assets have been capitalised and include financing costs relating to borrowed funds upto the date the assets are ready and put to use. The said expenditure is capitalised by allocating the same to the various Fixed Assets, except land, on the basis of cost of the assets before such allocation.

Accounting Standard (AS) 28, 'Impairment of Assets' has not been followed by the Company. Its impact on the profits is not known.

There are no intangible assets.

2.7 Depreciation & Amortisation

Depreciation has been provided for on Straight-Line-Method (SLM) at the rates and in the manner prescribed in schedule XIV of the Companies Act, 1956.

Premium paid on leasehold land is amortised equally over the period of lease.

2.8 Impairment of Assets

Accounting Standard (AS) 28, 'Impairment of Assets' has not been followed by the Company. Its impact on the profits is not known.

2.9 Revenue Recognition

Sale of goods

Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales include excise duty but exclude sales tax and value added tax.

There is no income from services

2.10 Other Income

Interest income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

2.11 Foreign Currency Transactions

Transactions in foreign currency are accounted for at exchange rates prevailing at the time of the transactions. All exchange gains/losses arising out of such transaction are taken to Profit and Loss Account. Foreign currency monetary Assets and Liabilities are translated at the exchange rates prevailing on the last working day of the accounting year. There were no forward exchange contracts during the year.

2.12 Export Incentives

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

2.13 Investments

Long-term investments (excluding investment properties), are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.

2.14 Employee Benefits

Please refer note number 20 below.

2.15 Segment Reporting

The Company operates in single segment of manufacturing and sale of dye intermediates.

2.16 Leases

There are no transactions where the Company is a lessor.

Premium paid on leasehold land is amortised equally over the period of lease.

In case of other assets taken on lease where lease arrangements are such that the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals under operating leases are recognised in the Statement of Profit and Loss on accrual basis.

2.17 Taxes on Income

Tax expense for the year comprises of current tax and deferred tax. Current taxes are measured at the amounts expected to be paid using the applicable tax rates and tax laws. Deferred tax assets and liabilities are measured using tax rates and tax laws that have been or substantively enacted as of balance sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the profit and loss account in the year of change. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases and operating loss carry forwards.

2.18 Provisions and Contingencies

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (including retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are disclosed in the Notes.

2.19 Service Tax Input Credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is no uncertainty in availing / utilising the credits.

3 SHARE CAPITAL

1	Particulars	Par Value (Rs.)	As at	As at	As at	As at
			31/03/2014 Nos	31/03/2013 Nos	31/03/2014 Rs.	31/03/2013 Rs.
Authorised						
	Equity Shares	10	3,750,000	3,750,000	37,500,000	37,500,000
Issued, Subscribed & Fully Paid Up						
	Equity Shares	10	3,690,000	3,690,000	36,900,000	36,900,000
	Total				36,900,000	36,900,000

Out of the above, 180,000 (Previous year same) Equity Shares of Rs. 10/- each were allotted as fully paid Bonus Shares by capitalisation of profits.

2 The reconciliation of the number of Shares outstanding is set out below:

Particulars	Par Value (Rs.)	As at	As at	As at	As at
		31/03/2014 Nos	31/03/2013 Nos	31/03/2014 Rs.	31/03/2013 Rs.
Equity Shares					
Shares outstanding at the beginning of the year	10	3,690,000	3,690,000	36,900,000	36,900,000
Shares Issued during the year		—	—	—	—
Shares bought back during the year		—	—	—	—
Shares outstanding at the end of the year	10	3,690,000	3,690,000	36,900,000	36,900,000

- 3 The Company has only one class of Shares referred to as Equity Shares having a par value of 10/- each. Each holder of Equity Shares is entitled to one vote per share.
- 4 In case any dividend is declared and paid it is done in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.
- 5 The Company has not declared or paid any dividend during the year or in respect of the year ended on 31st March, 2014
- 6 In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of Equity Shares held by the shareholders.
- 7 The Company is neither a Holding Company nor a Subsidiary Company of any other Company.

8 The details of shareholder holding more than 5% shares are set out below :

Name of the Shareholder	Par Value (Rs.)	As at	As at	As at	As at
		31/03/2014	31/03/2013	31/03/2014	31/03/2013
Equity Shares		No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sushil Natwarlal Bagadia	10	957,452	25.95%	957,452	25.95%
Sangeeta Sushil Bagadia	10	734,900	19.92%	734,900	19.92%

9 Details of paid-up capital

Particulars	Per Share (Rs.)	As at	As at	As at	As at
		31/03/2014	31/03/2013	31/03/2014	31/03/2013
		Nos	Nos	Rs.	Rs.
Equity Shares :					
Fully paid up by way of Bonus Shares	10	180,000	180,000	1,800,000	1,800,000

4 RESERVES AND SURPLUS

Particulars	As at	As at
	31/03/2014	31/03/2013
	Rs.	Rs.
a Capital Reserve	4,000,000	4,000,000
b General Reserve		
Opening Balance	2,313,447	2,313,447
Total	2,313,447	2,313,447
c Surplus- Opening Balance	8,234,035	5,157,868
Add : Net profit after tax transferred from Statement of Profit and Loss	(7,252,020)	3,076,167
Amount available for appropriation	982,015	8,234,035
Appropriations:		
Amount transferred to General Reserve	—	—
Surplus- Closing Balance	982,015	8,234,035
Grand Total	7,295,462	14,547,482

5 LONG-TERM BORROWINGS

Particulars	As at	As at
	31/03/2014	31/03/2013
	Rs.	Rs.
Unsecured		
Deferred payment liabilities		
Deferred Liability for Sales Tax	2,360,350	3,897,522
(None of the above, is guaranteed by Directors and / or others)		
Total	2,360,350	3,897,522

In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to

1. Period of default	1 years	3 years
2. Amount	1,537,172	3,639,292

BAGADIA COLOURCHEM LIMITED**6 DEFERRED TAX LIABILITIES**

Particulars	As at 31/03/2014 Rs.	As at 31/03/2013 Rs.
a Tax effect of items constituting deferred tax liability		
(i) Depreciation	3,153,023	3,619,003
b Tax effect of items constituting deferred tax assets		
(i) Gratuity	(87,633)	(165,652)
Total	<u>3,065,390</u>	<u>3,453,351</u>

7 SHORT-TERM BORROWINGS

Particulars	As at 31/03/2014 Rs.	As at 31/03/2013 Rs.
Secured		
Loans repayable on demand		
From Banks		
From Bank of Baroda	1,829,115	4,264,582
(Overdraft secured by fixed deposit receipts with Bank)		
Total	<u>1,829,115</u>	<u>4,264,582</u>

8 TRADE PAYABLES

Particulars	As at 31/03/2014 Rs.	As at 31/03/2013 Rs.
Trade Payables	659,540	4,883,029
Total	<u>659,540</u>	<u>4,883,029</u>
Refer Note No. 24 for disclosure under the Micro, Small and Medium Enterprises Act, 2006		

9 OTHER CURRENT LIABILITIES

Particulars	As at 31/03/2014 Rs.	As at 31/03/2013 Rs.
Other payables		
(i) Statutory remittances		
Withholding Taxes	4,158	77,337
Excise Duty	-	-
(ii) Others (specify nature) - Liabilities for Expenses	1,335,785	1,902,819
Total	<u>1,339,943</u>	<u>1,980,156</u>

10 SHORT-TERM PROVISIONS

Particulars	As at	As at
	31/03/2014	31/03/2013
	Rs.	Rs.
a Provision for employee benefits:		
(i) Provision for bonus	86,440	155,425
(ii) Provision for compensated absences	103,843	36,692
(iii) Provision for gratuity (net) Refer Note No. 28	291,237	550,522
b Provision - Others :		
(i) Provision for tax (net of advance tax)	-	35,002
Advance Tax		
As at Current Year end Date Rs.	-	
As at Earlier Year end Date Rs.	-	
Total	481,520	777,641

11 FIXED ASSETS**(i) Tangible Assets**

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	Depr. %	As at 31/03/2013 Rs.	Additions Rs.	Sale Rs.	As at 31/03/2014 Rs.	As at 31/03/2013 Rs.	For the Year Rs.	Adjusted on Sale Rs.	As at 31/03/2014 Rs.	As at 31/03/2013 Rs.	As at 31/03/2014 Rs.
Land	-	1,224,200	-	-	1,224,200	111,541	13,508	-	125,049	1,112,659	1,099,151
		(1,224,200)	-	-	(1,224,200)	(98,034)	(13,507)	-	(111,541)	(1,126,166)	(1,112,659)
Building	3.34	22,939,830	-	-	22,939,830	10,064,658	766,192	-	10,830,850	12,875,172	12,108,980
		(22,939,830)	-	-	(22,939,830)	(9,298,467)	(766,191)	-	(10,064,658)	(13,641,363)	(12,875,172)
Plant & Machinery	5.28	49,060,238	7,178	-	49,067,416	38,384,885	2,068,693	-	40,453,578	10,675,353	8,613,838
		(49,060,238)	-	-	(49,060,238)	(36,116,716)	(2,268,169)	-	(38,384,885)	(12,943,522)	(10,675,353)
Electric Installation	5.28	2,722,249	-	-	2,722,249	2,545,972	81,355	-	2,627,327	176,277	94,922
		(2,722,249)	-	-	(2,722,249)	(2,446,688)	(99,284)	-	(2,545,972)	(275,561)	(176,277)
Furniture	6.33	913,868	-	-	913,868	683,899	31,257	-	715,156	229,969	198,712
		(913,868)	-	-	(913,868)	(647,565)	(36,334)	-	(683,899)	(266,303)	(229,969)
Vehicle	9.50	119,822	-	-	119,822	107,850	8,028	-	115,878	11,972	3,944
		(119,822)	-	-	(119,822)	(99,824)	(8,026)	-	(107,850)	(19,998)	(11,972)
Computer	16.21	330,736	69,059	-	399,795	296,440	17,729	-	314,169	34,296	85,626
		(330,736)	-	-	(330,736)	(278,047)	(18,393)	-	(296,440)	(52,689)	(34,296)
Total		77,310,944	76,237	-	77,387,180	52,195,245	2,986,762	-	55,182,007	25,115,699	22,205,174
		(77,310,943)	-	-	(77,310,943)	(48,985,341)	(3,209,904)	-	(52,195,245)	(28,325,602)	(25,115,699)

(Figure in the bracket are relating to the previous year.)

BAGADIA COLOURCHEM LIMITED

12 NON-CURRENT INVESTMENTS

Particulars				As at 31/03/2014 Rs.	As at 31/03/2013 Rs.
Non trade / Quoted / At Cost		No of	Cost		
Fully Paid Equity Shares in		Shares	per Share		
Bank of Baroda	of Rs. 10 each	2,500	85.00	212,500	212,500
Punjab National Bank	of Rs. 10 each	188	390.00	73,320	73,320
Total				<u>285,820</u>	<u>285,820</u>
Market Value - Current Year		No of	Market Value		
Equity Shares in		Shares	per Share		
Bank of Baroda	of Rs. 10 each	2,500	694.50	1,736,250	1,694,500
Punjab National Bank	of Rs. 10 each	188	704.75	132,493	134,890
Market Value - Earlier Year		No of	Market Value		
Equity Shares in		Shares	per Share		
Bank of Baroda	of Rs. 10 each	2,500	677.80		
Punjab National Bank	of Rs. 10 each	188	717.50		

13 INVENTORIES

Particulars		As at 31/03/2014 Rs.	As at 31/03/2013 Rs.
a Raw Material		4,211,054	5,715,594
Valued at lower of cost price on FIFO basis or net realisable value.			
b Finished Goods		-	-
Valued at cost or net realisable value whichever is lower.			
Total		<u>4,211,054</u>	<u>5,715,594</u>

Work in Process is treated as respective raw materials since they are in a mixed state and it is impracticable to assess its cost as well as the realisable value.

14 TRADE RECEIVABLES

Particulars		As at 31/03/2014 Rs.	As at 31/03/2013 Rs.
Trade receivables outstanding for a period less than six months from the date they are due for payment			
Unsecured, considered good		3,150,746	10,910,208
		<u>3,150,746</u>	<u>10,910,208</u>
Less: Provision for doubtful debts		0	0
		<u>3,150,746</u>	<u>10,910,208</u>
Total		<u>3,150,746</u>	<u>10,910,208</u>

15 CASH AND CASH EQUIVALENTS

Particulars	As at 31/03/2014 Rs.	As at 31/03/2013 Rs.
a Cash on hand	673,668	772,490
b Balances with banks		
(i) In current accounts	(112,297)	411,173
(ii) In EEFC accounts	3,356,421	3,880,387
(iii) In deposit accounts (Refer Notes (i) & (ii) below)	6,837,522	6,285,290
Total	<u>10,755,314</u>	<u>11,349,340</u>

Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is

10,755,314 11,349,340

Notes:

(i) Balances with banks include deposits amounting to Rs. Nil	Nil	Nil
Previous Year Rs. Nil	Nil	Nil
and margin monies amounting to Rs. Nil	Nil	Nil
Previous Year Rs. Nil	Nil	Nil
which have an original maturity of more than 12 months.		
(ii) Balances with banks in deposit account include Security against borrowings	6,837,522	6,285,290

16 SHORT-TERM LOANS AND ADVANCES

Particulars	As at 31/03/2014 Rs.	As at 31/03/2013 Rs.
a Loans and advances to related parties Refer Note No. 29		
Unsecured, considered good		
Tenancy deposits - Directors	650,000	650,000
b Balances with government authorities		
Unsecured, considered good		
(i) CENVAT credit receivable	1,435,635	4,765,533
(ii) VAT credit receivable	8,646,709	9,243,170
(iii) Income-tax refund receivable	175,547	177,154
c Other Deposits, Loans & Advances		
Unsecured, considered good		
Tenancy deposits	5,000	5,000
Utility & other services deposits	1,096,025	1,096,025
Interest accrued but not due	580,805	544,437
Advances to Suppliers	720,000	310,101
Export Incentive Receivable	-	516,852
d Prepaid expenses		
Unsecured, considered good		
Insurance	13,491	9,587
Other Expenses	-	9,243
Total	<u>13,323,212</u>	<u>17,327,102</u>

BAGADIA COLOURCHEM LIMITED

17 REVENUE FROM OPERATIONS

Particulars	Current Year 2013-2014 Rs.	Previous Year 2012-2013 Rs.
a Sale of products (Refer Note (i) below)	34,183,382	103,969,946
b Other operating revenues (Refer Note (ii) below)	69,731	2,951,268
Less :		
c Excise duty	2,184,628	2,985,192
Total	32,068,485	103,936,022
(i) Sale of products comprises :		
Manufactured goods		
Pigment Alpha Blue	1,964,817	9,994,878
Pigment Beta Blue	32,218,565	93,975,068
Total - Sale of manufactured goods	34,183,382	103,969,946
Total - Sale of products	34,183,382	103,969,946
(ii) Other operating revenues comprise:		
Sale of scrap	—	537,000
Export Incentives	69,731	2,414,268
Total - Other operating revenues	69,731	2,951,268

18 OTHER INCOME

Particulars	Current Year 2013-2014 Rs.	Previous Year 2012-2013 Rs.
a Interest income (Refer Note (i) below)	796,507	858,375
b Dividend income :		
from long-term investments		
others	88,206	63,636
c Net gain on sale of :		
long-term investments	—	1,403,468
d Net gain on foreign currency transactions and translation (other than considered as finance cost)	244,979	1,260,432
e Other non-operating income (net of expenses directly attributable to such income) (Refer Note (ii) below)	552,313	889,948
Total	1,682,005	4,475,859
Notes :		
(i) Interest income comprises :		
Interest from banks on :		
Deposits	796,507	777,426
Interest on VAT Refund	—	80,949
Total - Interest income	796,507	858,375
(ii) Other non-operating income comprises:		
Liabilities / provisions no longer required written back	56,611	587,300
Miscellaneous income		
- Marketing Development Assistance from Ministry of Commerce & Industry [net of expenses directly attributable Rs. Nil (Previous Year ended Rs. Nil)]	495,702	302,648
Total - Other non-operating income	552,313	889,948

19 a COST OF MATERIALS CONSUMED

Particulars	Current Year 2013-2014 Rs.	Previous Year 2012-2013 Rs.
Opening stock	5,715,594	3,666,399
Add : Purchases	<u>21,908,279</u>	<u>75,231,636</u>
	27,623,873	78,898,035
Less : Closing stock	<u>4,211,054</u>	<u>5,715,594</u>
Cost of material consumed	<u>23,412,819</u>	<u>73,182,441</u>
Material consumed comprises :		
Copper Phthalocyanine Blue	20,250,825	35,681,175
Other Items	<u>3,161,994</u>	<u>37,501,266</u>
Total	<u>23,412,819</u>	<u>73,182,441</u>

100% materials consumed is indigenous.

b CHANGES IN INVENTORIES OF FINISHED GOODS

<u>Inventories at the end of the year :</u>		
Finished goods	—	—
<u>Inventories at the beginning of the year :</u>		
Finished goods	—	5,152,257
Net (increase) / decrease	<u>—</u>	<u>5,152,257</u>

20 EMPLOYEE BENEFITS EXPENSE

Particulars	Current Year 2013-2014 Rs.	Previous Year 2012-2013 Rs.
Salaries and Wages	4,689,217	5,132,413
Gratuity	263,114	141,030
Staff welfare expenses	<u>50,359</u>	<u>281,819</u>
Total	<u>5,002,690</u>	<u>5,555,262</u>

21 FINANCE COST

Particulars	Current Year 2013-2014 Rs.	Previous Year 2012-2013 Rs.
Interest expense on:		
(i) Borrowings	176,401	542,663
(ii) Others	<u>10,120</u>	<u>—</u>
- Interest on other delayed payments	644	14,600
Total	<u>187,165</u>	<u>557,263</u>

BAGADIA COLOURCHEM LIMITED

22 OTHER EXPENSES

Particulars	Current Year	Previous Year
	2013-2014	2012-2013
	Rs.	Rs.
Consumption of stores - Lubricants	43,979	833,755
Laboratory Expenses	94,619	159,131
Increase / (decrease) of excise duty on inventory	—	—
Subcontracting	1,720,099	2,222,739
Power and fuel	2,389,180	6,144,940
Water	532,527	890,670
Rent including lease rentals Refer Note No. 2.16	—	942,000
Repairs and maintenance - Buildings	53,177	28,350
Repairs and maintenance - Machinery	527,600	1,174,412
Insurance	23,079	23,448
Rates and taxes	1,009,982	40,942
Office Expenses	221,668	320,255
Communication	201,349	215,637
Travelling and conveyance	643,088	695,072
Printing and stationery	99,987	84,043
Freight and forwarding	550,749	1,733,555
Sales discount	—	20,639
Business promotion	358,972	344,782
Legal and professional	1,031,219	1,264,348
Payments to Auditors (Refer Note (i) below)	77,000	70,000
Bad trade and other receivables, loans and advances written off	19,238	4,623
Prior period items (net) (Refer Note (ii) below)	6,624	—
Miscellaneous expenses	164,961	212,517
Total	9,769,097	17,425,858

Notes :

(i) Payments to the auditors comprises (net of service tax input credit, where applicable):

As Auditors - Statutory Audit	38,500	35,000
For taxation matters	13,200	12,000
For other services	25,300	23,000
Total	77,000	70,000

(ii) Details of Prior period items (net)

Prior period expenses	6,491	—
Profession Tax	133	—
Bank Charges	—	—
Prior period income	—	—
Total	6,624	—

23 Contingent Liability for counter guarantee given for obtaining bank guarantee Rs. 12,500/- (Previous Year Rs. 12,500/-)

24 The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amounts unpaid as at the year end date, together with interest paid / payable under this Act, have not been given. The same has been relied upon by the Auditors.

25 EXPENDITURE IN FOREIGN CURRENCY

Particulars	Current Year	Previous Year
	2013-2014	2012-2013
	Rs.	Rs.
Travelling & Exhibition Expenses	161,000	174,715
Total	161,000	174,715

26 EARNINGS IN FOREIGN EXCHANGE

Particulars	Current Year	Previous Year
	2013-2014 Rs.	2012-2013 Rs.
Export of goods calculated on FOB basis	14,323,774	76,832,896
Total	14,323,774	76,832,896

27 Details of government grants (In terms of Accounting Standard (AS) - 12)

Government grants received by the Company during the year towards

- Duty drawback (recognised as reduction in liability for output Excise Duty on Export of goods)	-	7,341,161
- Export Incentive (recognised under Revenue from Operations)	69,731	2,414,268
- Marketing Development Assistance from Ministry of Commerce & Industry (recognised under Other Income)	495,702	302,648

28 The disclosures as required under the Accounting Standard 15 are as under :

a) Defined Benefit Plan

The Company has obligations towards the following under Defined Benefit Plans:

1 Gratuity :

Gratuity has been provided for on the basis of "full value of company's liability on the year end day".

2 Leave Salary / Wages :

No leave is accumulated beyond one year. Provision is made for leave accumulated at the end of every year and is paid generally in the next year.

3 Bonus :

Provision for bonus is made for every year and is paid generally in the next year.

4 Medical Allowance :

A pre determined allowance for Medical Expenses is paid / provided on a monthly basis.

b) The amounts recognised in the Balance Sheet (alongwith the movement therein) and the Income Statement for each of the above are as follows :

Particulars	Gratuity	Leave Salary/Wages	Bonus	Medical Allowance
	Rs.	Rs.	Rs.	Rs.
Balance Payable as at the beginning of the year	550,522	36,692	155,425	—
	(468,730)	(153,249)	(144,150)	—
Add : Expenses charged to the revenue	263,114	126,901	112,533	49,810
	(141,030)	(36,962)	(155,245)	(70,440)
	813,636	163,593	267,958	49,810
	(609,760)	(190,211)	(299,395)	(70,440)
Less : Paid to the Employees During the year	522,399	59,750	181,518	49,810
	(59,238)	(153,249)	(144,150)	(70,440)
Balance Payable as at the end of the year	291,237	103,843	86,440	—
	(550,522)	(36,962)	(155,245)	—

(Figures in the bracket are relating to the previous year.)

All these liabilities and more particularly that for Gratuity is financed by companies current and non-current assets / investments.

c) Defined Contribution Plan

The company incurs no expenditure under any defined contribution plan.

BAGADIA COLOURCHEM LIMITED

29 As required by Accounting Standards – 18 “Related Party Disclosure” is made as under;

A. Names of Related Parties and Description of Relationship with whom there were no transactions during the year.

Associates & Joint Ventures :

- a) Sandeep Electronics Private Limited;
- b) City Cloth Stores

B. Names of Related Parties and Description of Relationship with whom there were transaction during the year. :

Directors & Relatives

- a) Mr Natwarlal R. Bagadia, Chairman & Managing Director;
- b) Mr Vilas Jagtap, Director;
- c) Mr Dattatraya M. Mehta, Director;
- d) Mrs Sangeeta Sushil Bagadia, Director,
- e) Mr Shashikant Kakade, Director;
- f) Mr Sushil N. Bagadia, Chief Executive Officer;

C. Value of transactions : Directors & Relatives

Sr. No.	Nature of Transactions	Current Year 2013-2014 Rs.	Previous Year 2012-2013 Rs.
1	Sales & Other Income	—	—
2	Purchase & Other Services	900,000	900,000
3	Salary, Remuneration & Sitting Fees	3,002,000	3,003,500
4	Interest Received	—	—
5	Interest Paid	—	—
6	Purchases of Fixed Assets	—	—
7	Deposit Received	—	—
8	Deposit Given	650,000	650,000
9	Investment	—	—
10	Guarantees Given	—	—
11	Outstanding Payable – Net	—	—
12	Outstanding Receivable – Net	—	—
13	Provision for doubtful debt	—	—
14	Amounts written off	—	—
15	Amounts written back	—	—

30 Details of leasing arrangements

As Lessee

The Company has entered into operating lease arrangements for factory premises, office premises and vehicles. The leases are for a period of 11 months to 95 years and may be renewed for a further period based on mutual agreement of the parties.

Premium paid on leasehold land is amortised equally over the period of lease.

Regarding other items

Future minimum lease payments not later than one year	942,000/- per year
later than one year and not later than five years	942,000/- per year
later than five years	942,000/- per year

Lease payments recognised in the Statement of Profit and Loss (excluding amortisation of premium paid on leasehold lands)	—	942,000/-
Contingent rents recognised as expense during the year (state basis)	—	—

There are no subleases.

31 Earnings per Share

Particulars	Current Year 2013-2014 Rs.	Previous Year 2012-2013 Rs.
<u>Basic & Diluted</u>		
Profit / (Loss) After Tax	(7,252,020)	3,076,167
Number of Equity Shares	3,690,000	3,690,000
The nominal value of Equity Shares	10	10
Earnings per Share Basic & Diluted	(1.97)	0.83

32 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

In witness & confirmation of facts
For & on behalf of Board of Directors
For Bagadia Colourchem Limited.

As per our Report attached
For S. G. Shende & Co.
Chartered Accountants
FRN : 120915W

N. R. Bagadia
Chairman &
Managing Director

Sangeeta Sushil Bagadia
Whole Time Director

Shreepad G. Shende
Proprietor
Membership No. 041692

Place : Pune
Date : 26/05/2014

Place : Pune
Date : 26/05/2014

BAGADIA COLOURCHEM LIMITED

Registered Office: Shaniya Enclave, 5th Floor, V. P. Road, Vileparle (W), Mumbai 400056.
 Email: bagadiacolourchem@rediffmail.com Tel. No.: 022 26111982
 CIN: L24221MH1985PLC205386

ATTENDANCE SLIP

(To be presented at the entrance)

DP ID _____

Folio No./Client ID _____

I/ We hereby record my/our presence at the 29TH ANNUAL GENERAL MEETING of the Company at Hotel Sagar, Kharodi Marve Road, Malad (West), Mumbai 400095 on Thursday, 14th August, 2014 at 2.00 P.M.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the Member/ Proxy

Form No MGT-11 PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

BAGADIA COLOURCHEM LIMITED

CIN: L24221MH1985PLC205386
 Registered Office: Shaniya Enclave, 5th Floor, V. P. Road, Vileparle (W), Mumbai 400056.
 Email: bagadiacolourchem@rediffmail.com Tel. No.: 022 26111982

Name of the Member(s):
Registered Address:
E-mail Id:
Folio No./Client ID:
DP ID:

I/We being the member(s) of _____ Shares of the above named Company hereby appoint:

- (1) Name: _____
 Address: _____
 E-mail Id: _____ or failing him;
- (2) Name: _____
 Address: _____
 E-mail Id: _____ or failing him;
- (3) Name: _____
 Address: _____
 E-mail Id: _____ or failing him;

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company to be held on Thursday, 14th August, 2014 at 2.00 P.M.at at Hotel Sagar, Kharodi Marve Road, Malad (West) Mumbai 400 095 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions	Voting	
		For	Against
1.	Ordinary Business Consider and adopt the Financial Statements, Reports of the Board of Directors and the Compliance Certificate and the Auditor's Report.		
2.	Re-appointment Ms. Sangeeta Sushil Bagadia who retires by rotation.		
3.	Re-appointment Ms. Sneha Sushil Bagadia who retires by rotation.		
4.	Appointment of Auditor.		
5.	Special Business Appointment of Mr. Dattatraya Mahadev Mehta as an Independent Director of the Company for a period of five years.		
6.	Appointment of Mr. Vilas Bajirav Jagtap as an Independent Director of the Company, for a period of five years.		
7.	Appointment of Mr. Shashikant Bhikoba Kakade as an Independent Director of the Company for a period of five years.		
8.	Re-appointment of Mr. N. R. Bagadia as the Chairman and Managing Director of the Company w.e.f. 1 st October, 2014.		
9.	Re-appointment of Ms. Sangeeta Bagadia as the Director- Marketing of the Company w.e.f. 1 st January, 2015.		

Signed this _____ day of _____ 2014

Signature of the Shareholder _____



Signature of first Proxy Holder

Signature of Second Proxy Holder

Signature of Third Proxy Holder

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

BOOK POST

If undelivered, please return to:
BAGADIA COLOURCHEM LIMITED
Shaniya Enclave, 5th Floor,
V.P. Road, Vileparle (West),
Mumbai - 400 056.