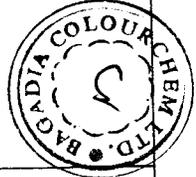
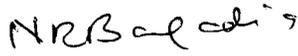
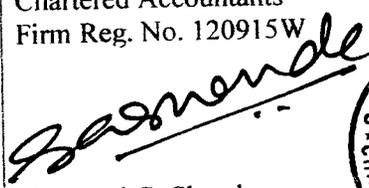
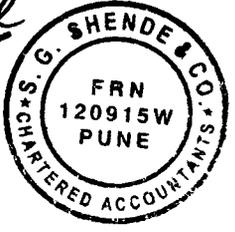
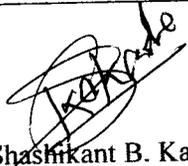


FORM B

(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, 2015 |
| 3. | Type of Audit qualification | <p>Qualified</p> <p>In Para 'Emphasis of Matters' in the Audit Report dated 28th April, 2014 the Auditors have remarked as under:-</p> <p>a) Note 2.1.2 in the financial statements which indicates that the Company has lost more than 80% of the accumulated surplus during two years (2014-15 and 2013-14) as the Company has incurred net loss in these two years, and it also incurred a Cash Loss in the previous year, These conditions, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis for the reasons stated in the said Note.</p> <p>b) Note 2.8 in the financial statements which indicate that the Company has not followed Accounting Standard (AS) 28, for 'Impairment of Assets'. Its impact on the Profits is not known.</p> <p>Our opinion is not modified in respect of these matters.</p> |



| | | |
|----|--|--|
| 4. | Frequency of qualification Draw attention to relevant notes in the Annual Financial Statements and management response to the qualification in the Directors Report | Repetitive As regards adverse Opinion / qualification stated in the Auditor's Report dated 28 th April, 2015 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. 34 and 2.8 on Page No 35 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- • / Chairman & Managing Director |   Mr. Natwarlal R. Bagadia |
| | • CFO |  Mr. Natwarlal R. Bagadia [Company does not have CFO]  |
| | • Auditor of the Company | For S. G. Shende & Co. Chartered Accountants Firm Reg. No. 120915W   Shreepad G. Shende Proprietor Membership No. 041692 |
| | • Audit Committee Chairman |  Mr. Shashikant B. Kakade (Chairman - of Audit Committee)  |
| | Place: Pune Date: 09/09/2015 | |



BAGADIA

Bagadia Colourchem Ltd.

30th Annual Report
2014-2015

BOARD OF DIRECTORS:

Mr. Natwarlal R. Bagadia
Chairman & Managing Director

Mrs. Sangeeta Bagadia
Director- Marketing

Mr. Vilas B Jagtap
Independent Director

Mr. Dattatraya M Mehta
Independent Director

Mr. Sashikant Kakade
Independent Director

Ms. Sneha S. Bagadia
Director

Chief Executive Officer:

Mr. Sushil N Bagadia

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.

Corporate/ Pune Office:

317 Mantri Kishor Arcade,
257 Budhwar Peth
Pune - 411002

Factory:

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

30th Annual General Meeting

on Tuesday, 29th September, 2015
at 2.00 p. m at Hotel Sagar,
Kharodi Marve Road, Malad(West)
Mumbai- 400 095

NOTICE

Notice is hereby given that the 30th Annual General Meeting of the Shareholders of Bagadia Colourchem Limited will be held on Tuesday 29th September, 2015 at 2.00 P.M. at the Meeting Hall of 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, 2015 together with the Report of the Board of Directors and the Auditor's Report thereon.
- 2) To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Ms. Sneha 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.”

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

“RESOLVED THAT pursuant to provisions of Section 139(8) of the Companies Act, 2013, S. P. Jain & Associates, Chartered Accountants, having Firm Registration Number 103969W and having their Office at 602, 6th Floor, Orbit Plaza, New Prabhadevi Road, Near Marathe Udyog Bhavan, Prabhadevi, Mumbai – 400025 be and are hereby appointed as the new Auditors of the Company for a period of Five (5) years to hold office from the conclusion of this Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company to be held hereafter, subject to ratification by the Members at every Annual General Meeting, on such remuneration as shall be determined and fixed by the Board of Directors of the Company, in consultation with the Auditors of the Company, in place of the retiring Auditors M/s S. G. Shende & Co., Chartered Accountants, having Firm Registration No. FRN 120915W who have informed the Company about their un-willingness to be reappointed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine and fix their remuneration in consultation with the Auditors of the Company.”

By Order of the Board of Directors

Place : Pune
Date : 13/08/2015

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

NOTES:-

1. A MEMBER ENTITLED TO ATTEND & VOTE AT THIS MEETING MAY APPOINT A PROXY TO ATTEND AND ON A POLL VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective must be received by the Company at its registered office, not later than 48 Hours before the commencement of the Meeting. A Person shall not act as Proxy for more than 50 Members and holding in the aggregate not more than 10% of the total voting share capital of the Company. However a single person may act as the Proxy, for a Member holding more than 10% of the total voting share capital of the Company, provided that such Person shall not act as a Proxy for any other Person.
3. Notice is also given that the Register of Members and Share Transfer Books in respect of Equity Shares of the Company will remain closed from Wednesday, 23rd September, 2015 to Tuesday, 29th September, 2015 (Both days inclusive).

BAGADIA COLOURCHEM LIMITED

4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their E-mail addresses with Company or Depository.
5. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to 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.
6. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the E-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
7. Members desiring to exercise vote by physical Ballot are requested to carefully read the instructions printed in the Ballot Form and return the Form duly completed and signed, in the sealed Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (5.00 P.M.) of Monday, 28th September, 2015. If any Ballot is received after 5.00 P.M. on Monday, 28th September, 2015 it will be considered that no reply from the Member has been received.

Voting through Electronic means

In compliance with Clause 35B of the Listing Agreement and Sections 108,110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide remote E-voting facility to all its Members, to enable them to cast their votes electronically on Resolutions proposed to be considered at the 30th Annual General Meeting. The Company has engaged the services of NSDL for the purpose of providing remote E-voting facility to all its Members.

The members, who have cast their vote by Remote E-voting prior to the AGM, may also attend the AGM but shall not be entitled to cast their vote again. The Remote E-voting period commences on Friday, 25th September, 2015 (9:00 A.M.) and ends on Monday, 28th September, 2015 (5.00 P.M). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date/Cut off date i.e. Tuesday, 22nd September, 2015 may cast their vote electronically. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it.

The instructions for Remote E-voting are as follows:

1. Members whose email addresses are registered with the Company / Depository Participant(s) will receive an Email from NSDL informing them of their User-ID and Password. Once the Member receives the Email, he or she will need to go through the following steps to complete the E-voting process:
 - a. Open email and open the PDF file titled 'Bagadia E-voting.pdf' using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote E-voting. Please note that this password is an initial password.
 - b. Launch your internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - c. Click on Shareholder — Login.
 - d. Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
 - e. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or a combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - f. The homepage of E-voting will open. Click on E-voting: Active Voting Cycles.
 - g. Select 'EVEN/ (E Voting Event Number) of Bagadia Colourchem Ltd.
 - h. Now you are ready for remote E-voting as the Cast Vote page opens.
 - i. Cast your vote by selecting the option of your choice and click on 'Submit', and also remember to 'Confirm' when prompted.

- j. On confirmation, the message 'Vote cast successfully' will be displayed.
 - k. After you have voted on a resolution once, you will not be allowed to modify your vote.
 - l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF /JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via E-mail to bagadiacolourchem@rediffmail.com with a copy marked to evoting@nsdl.co.in.
2. For Members whose Email IDs are not registered with the Company / Depository Participant(s) and who receive the physical Ballot Forms, the following instructions may be noted:
- a. The initial password is provided on the Ballot Form.
 - b. Please follow the instructions from 'b' to 'l' as mentioned in step 1 to cast your vote.

General Instructions for E-voting

1. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and E-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com.
2. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
3. If you are already registered with NSDL for E-voting, then you can use your existing user ID and password for casting your vote.
4. The Voting rights of Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the relevant date/ Cut off date i.e. Tuesday, 22nd September, 2015.
5. Mr. Shekhar S. Ghatpande, Practicing Company Secretary (FCS No. 1659, CP No.782) has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair & transparent manner.

The Scrutinizer shall within a period not exceeding Three (3) working days from the conclusion of the E-voting period unblock the votes in the presence of at least Two (2) witnesses not in the employment of the Company.

6. Members who do not have access to E-voting facility, may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company - Mr. Shekhar S. Ghatpande, Practicing Company Secretary (Membership No. FCS1659 and CP No.782), at the Pune Office of the Company at 317 Mantri Kishor Arcade, 257 Budhwar Peth Pune - 411002 not later than Monday, 28th September, 2015, upto 5.00 P.M.

Members have the option to request for physical copy of the Ballot Form by sending an E-mail to bagadiacolourchem@rediffmail.com by mentioning their Folio/DP ID and Client ID No. However, the duly completed Ballot Form should reach the Pune Office of the Company at 317 Mantri Kishor Arcade, 257 Budhwar Peth, Pune - 411002 not later than Monday, 28th September, 2015.

The Members can opt for only one mode of voting, i.e. either by physical Ballot or remote E-voting. In case Members cast their votes through both the modes, voting done by remote E-voting shall prevail and votes cast through physical Ballot Forms will be treated as invalid.

DIRECTOR'S REPORT

To,
The Members,
Bagadia Colourchem Limited.

The Board of Directors have pleasure in presenting before you the 30th Annual Report and Audited Statements of Accounts for the year ended as on 31st March, 2015.

1. FINANCIAL RESULTS

The Financial Results for the year ended on 31st March, 2015 are briefly given below:-

| PARTICULARS | 2014-2015 (Rs.) | 2013-2014 (Rs.) |
|---|----------------------------|----------------------------|
| Sales (Net of Tax) & Other Income | 3,84,90,296 | 3,37,50,490 |
| Profit before Interest, Depreciation & Income Tax | 6,15,122 | (44,34,116) |
| Less : | | |
| Interest | 2,70,654 | 1,87,165 |
| Depreciation | 67,84,990 | 29,86,762 |
| Profit/ (Loss) for the Year before tax | (64,40,522) | (76,08,043) |
| Less : Provision for Tax | | - |
| Deferred Tax | (16,26,053) | (3,87,961) |
| Earlier Year | (6,699) | 31,938 |
| Profit/(Loss) after Tax | (48,07,770) | (72,52,020) |

2. MANAGEMENT DISCUSSION & ANALYSIS REPORT

During the year under review the Revenue from Operations of the Company was Rs. 361.51 Lacs as against Rs. 320.68 Lacs of the previous year. The export turnover of the Company during the year under report was Rs. 140.75 Lacs as against Rs. 143.24 Lacs of the previous year. The Company has incurred the Loss before Tax of Rs. 64.40 Lacs as against the Loss of Rs. 76.08 Lacs of the previous year.

As the Members are aware the Company is engaged in the business of dye intermediates and the Company's factory is located at Mahad Maharashtra. The major turnover during past several years was attributed from export business.

As the Members are also aware the Company's size of business is small with the Share Capital of Rs. 3.69 Crs. The installed capacity of the Company is also medium. With the available limited resources the Company was undertaking the business activities. The Company is facing acute competition from the international market and the foreign competitors mainly from China are offering their products at very low prices. This has affected the Orders from its regular Customers, who are shifting to the companies with bigger capacities. As such there was a drop in the turnover of the Company during past few quarters. The Company has also incurred losses over these quarters. Thus the performance of the Company is badly affected.

As a result the Company as an enabling alternative sought the approval of the Shareholders by way of Postal Ballot for Sale of Company's Factory at MIDC Industrial Area, Mahad, Dist. Raigad, Maharashtra. The Special Resolution proposed by way of Postal Ballot for approval of the Shareholders was passed on Tuesday, 4th August, 2015.

The Board of Directors of the Company is studying various other alternatives to come out of the situation, including changing the product range, shifting of the Plant to a better place which will be economical for the operations of the Company.

3. CAUTIONARY STATEMENT

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

4. TRANSFER TO RESERVES

Company has not transferred any amount to its General Reserve.

5. 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.

6. PUBLIC DEPOSITS

During the Financial Year 2014-15, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

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

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

8. LISTING FEES

The annual listing fee for the year under review has been paid to BSE Limited, where your Company's shares are listed.

9. HOLDING COMPANIES SUBSIDIARY COMPANIES AND ASSOCIATE COMPANIES

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

10. EXTRACT OF ANNUAL RETURN

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

11. NUMBER OF MEETINGS OF THE BOARD

During the year under review, Nine (9) Board Meetings were convened and held including Independent Directors' Meeting held on 25th March, 2015. The details of which are given in the Corporate Governance Report which forms part of this Report as per **Annexure II**. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement.

12. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirements of Section 134(5) of the Companies Act, 2013, the Directors' Responsibility Statement is furnished below as per the provisions of Section 134 (3) (c).

Directors state that:-

- a) In the preparation of the Annual Financial Statements for the year ended 31st March 2015, the applicable accounting standards have been followed along with the proper explanation relating to material departures;
- b) Accounting policies as mentioned in Part-B to the Financial Statements have been selected and applied consistently. Further judgments and estimates have been made that are reasonable and prudent so as to

BAGADIA COLOURCHEM LIMITED

give a true and fair view of the state of affairs of the Company as at 31st March 2015 and of the Loss of the Company for the year ended on that date;

- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Annual Financial Statements have been prepared on a going concern basis;
- e) Proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
- f) Proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

13. DECLARATION BY INDEPENDENT DIRECTOR

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

14. AUDITORS AND AUDITORS' REPORT

a) Statutory Auditor

In the Annual General Meeting held on 14th August, 2014, the Company had appointed M/s Shreepad Shende, Chartered Accountants Pune, having Membership No. 041692 as the Auditors of the Company. Accordingly the Auditors have furnished their Report dated 28th April, 2015.

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

The present Auditors of the Company have shown their unwillingness to be re-appointed as the Auditors of the Company. Accordingly the appointment of S. P. Jain & Associates, Chartered Accountants, Mumbai, having Firm Registration Number 103969W has been recommended from the conclusion of this Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting.

b) Secretarial Audit

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

c) Cost Audit

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

15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT

During the Financial Year 2014-2015, Company has not provided any Loans or Guarantees and made Investment under Section 186 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014.

The Details of Investments made as on 31st March, 2015 are as follows:

| Name of Entity | Amount as At 31 st March, 2015 (Rs.) |
|---|---|
| 1. Quoted (Equity Shares) | |
| (a) 2,000 Shares of Rs. 10/- each of Bank of Baroda | 1,70,000 |
| (b) 188 Shares of Rs. 10/- each of Punjab National Bank | 73,320 |
| 2. Unquoted | Nil |
| TOTAL | 2,43,320 |

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Pursuant to provision of Companies Act, 2013, the particulars of contracts or arrangements entered into by the Company with Related parties have been done at Arm's length basis and are in ordinary course of business and particulars of which are provided in Form AOC - 2 attached herewith as **Annexure IV**.

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

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of the report.

18. SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATORS

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

19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO
A. Conservation of Energy and Technology Absorption

- a) Wherever possible energy conservation measures have been implemented and there are no further areas where energy conservation measures can be taken. However, efforts to conserve and optimize the use of Energy through improved operational methods and other means will continue.
- b) The Company has not imported any technology and there is no technical collaboration, with any party, for the present activities of the Company.

B. Foreign Exchange Earnings and Outgo

| Sr. No. | Particulars | Amount in Rs. |
|---------|--|---------------|
| i | Foreign Exchange earned in terms of actual inflows during the year | 1,40,75,399 |
| ii | Foreign Exchange outgo during the year in terms of actual outflows | 1,01,038 |

20. RISK MANAGEMENT POLICY

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

21. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Companies Act, 2013 in respect of CSR activities are not applicable to the Company. The Company voluntarily also has not undertaken any CSR activity.

22. BOARD EVALUATION

Pursuant to provisions of the Companies Act, 2013, Rules there under and Clause 49 of Listing Agreement, the Board has carried out evaluation of its own performance and that of its Committees and individual Directors.

23. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business during the Financial Year under review.

24. DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL WHO WERE APPOINTED OR HAVE RESIGNED DURING THE YEAR

During the year there is no Appointment and Resignation of any Directors or Key Managerial Personnel.

25. DIRECTORS PROPOSED TO BE RE-APPOINTED AT THE ENSUING ANNUAL GENERAL MEETING

Ms. Sneha Sushil Bagadia who retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

26. COMPOSITION OF AUDIT COMMITTEE

The composition of the Audit Committee has been mentioned in the Corporate Governance Report annexed to this Report.

27. PARTICULARS OF EMPLOYEES

No employee of the Company was in receipt of remuneration aggregating to Rs. 60/- Lacs or more per year or Rs. 5/- Lacs or more per month when employed for a part of the year and the particulars as required under (Rule 5(2) of Companies (Appointment & Remuneration of Managerial Personnel), Rules, 2014.

28. CASH FLOW

A Cash Flow Statement for the year ended 31st March 2015 is attached to the Financial Statement.

29. CORPORATE GOVERNANCE

A report on the Corporate Governance, along with the certificate of compliance from the Auditors, forms part of the Annual Report.

30. 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 : 13/08/2015

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

ANNEXURE-I**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**As on Financial Year ended on 31st March, 2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management & Administration) Rules, 2014.

I. Registration & Other Details

| | |
|--|---|
| CIN | L24221MH1985PLC205386 |
| Registration Date | 27/04/1985 |
| Name of the Company | Bagadia Colourchem Limited |
| Category/Sub-category of the Company | Company Limited by Shares / Indian Non-Government Company |
| Address of the Registered office & contact details | Shaniya Enclave, 5 th Floor, V. P. Road, Vileparle (West), Mumbai-400056 E-mail ID :- bagadiacolourchem@rediffmail.com |
| Whether listed company | Yes |
| Name, Address & contact details of the Registrar & Transfer Agent, if any. | Satellite Corporate Services Pvt. Ltd Add: B- 302, Sony Apartments, Off. St. Jude High School, Off. Andheri Kurla Road, Jarimari Sakinaka, Mumbai 400072. Email Id:- service@satellitecorporate.com |

II. Principal Business Activities of the Company (All the business activities contributing 10 % or more of the total turnover of the Company shall be stated)

| S. No. | Name and Description of main products / services | NIC Code of the Product/service | % to total turnover of the Company |
|--------|--|---------------------------------|------------------------------------|
| 1 | Pigment Alpha Blue | 20114 | 19.77 |
| 2 | Pigment Beta Blue | 20114 | 80.23 |

III. Particulars of Holding, Subsidiary and Associate Companies

Since Company is not having any Holding, Subsidiary and Associate Companies. Thus this clause is not applicable.

BAGADIA COLOURCHEM LIMITED

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-Wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 31-March-2014] | | | | No. of Shares held at the end of the year [As on 31-March-2015] | | | | % Change during the year |
|---|---|---------------|------------------|-------------------|---|---------------|------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 17,53,852 | - | 17,53,852 | 47.53 | 17,53,852 | - | 17,53,852 | 47.53 | - |
| b) Central Govt | - | - | - | - | - | - | - | - | - |
| c) State Govt(s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp. | - | - | - | - | - | - | - | - | - |
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| f) Any other | - | - | - | - | - | - | - | - | - |
| Total shareholding of Promoter (A) | 17,53,852 | - | 17,53,852 | 47.53 | 17,53,852 | - | 17,53,852 | 47.53 | -- |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | - | 24,900 | 24,900 | 0.67 | - | 24,900 | 24,900 | 0.67 | - |
| b) Banks / FI | - | - | - | - | - | - | - | - | - |
| c) Central Govt | - | - | - | - | - | - | - | - | - |
| d) State Govt(s) | - | - | - | - | - | - | - | - | - |
| e) Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - |
| g) FIs | - | - | - | - | - | - | - | - | - |
| h) Foreign Venture Capital Funds | - | - | - | - | - | - | - | - | - |
| i) Others (specify) | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(1):- | - | 24,900 | 24,900 | 0.67 | - | 24,900 | 24,900 | 0.67 | - |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 1,25,907 | 72,200 | 1,98,107 | 5.37 | 81,666 | 72,200 | 1,53,866 | 4.17 | (1.2) |
| ii) Overseas | - | - | - | - | - | - | - | - | - |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 3,19,921 | 8,55,800 | 11,75,721 | 31.86 | 3,66,632 | 8,35,900 | 12,02,532 | 32.59 | 0.73 |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | 96,848 | 29,200 | 1,26,048 | 3.42 | 80,711 | 29,200 | 1,09,911 | 2.98 | (0.44) |
| c) Others (HUF) | 38,172 | - | 38,172 | 1.04 | 74,738 | - | 74,738 | 2.03 | 0.99 |
| Non Resident Indians | 69,300 | 3,03,900 | 3,73,200 | 10.11 | 66,300 | 3,03,900 | 3,70,200 | 10.03 | (0.08) |

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 31-March-2014] | | | | No. of Shares held at the end of the year [As on 31-March-2015] | | | | % Change during the year |
|--|---|------------------|------------------|-------------------|---|------------------|------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| Overseas Corporate Bodies | - | - | - | - | - | - | - | - | - |
| Foreign Nationals | - | - | - | - | - | - | - | - | - |
| Clearing Members | - | - | - | - | 1 | - | 1 | - | - |
| Trusts | - | - | - | - | - | - | - | - | - |
| Foreign Bodies - D R | - | - | - | - | - | - | - | - | - |
| Sub-total (B)(2):- | 6,50,148 | 12,66,100 | 19,11,248 | 51.79 | 6,70,048 | 12,41,200 | 19,11,248 | 51.79 | - |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 6,50,148 | 12,86,000 | 19,36,148 | 52.47 | 6,70,048 | 12,66,100 | 19,36,148 | 52.47 | - |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 24,04,000 | 12,86,000 | 36,90,000 | 100 | 24,23,900 | 12,66,100 | 36,90,000 | 100 | - |

B) Shareholding of Promoter

| Sr. No. | Shareholder's Name | Shareholding at the beginning of the year [As on 1st April, 2014] | | | Shareholding at the end of the year [As on 31st March, 2015] | | | % change in shareholding during the year |
|---------|----------------------------------|---|----------------------------------|--|--|----------------------------------|--|--|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | Mr. Sushil Natwarlal Bagadia | 9,57,452 | 25.95 | - | 9,57,452 | 25.95 | - | - |
| 2 | Ms. Sangeeta Sushil Bagadia | 7,34,900 | 19.92 | - | 7,34,900 | 19.92 | - | - |
| 3 | Mr. Natwarlal Radheshyam Bagadia | 61,300 | 1.66 | - | 61,300 | 1.66 | - | - |
| 4 | Mr. Mohit Sushil Bagadia | 100 | - | - | 100 | - | - | - |
| 5 | Ms. Sneha Sushil Bagadia | 100 | - | - | 100 | - | - | - |

C) Change in Promoters' Shareholding (please specify, if there is no change)

During the Financial Year 2014-2015, there were No changes in the Promoter's Shareholding.

D) Shareholding Pattern of top Ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

BAGADIA COLOURCHEM LIMITED

| Sr. No. | Name of Shareholders | Shareholding at the beginning of the year (As on 1 st April, 2014) | |
|---------|------------------------------------|--|----------------------------------|
| | | No. of shares | % of Total Shares of the Company |
| 1 | Upsurge Investment & Finance Ltd | 1,05,292 | 2.85 |
| 2 | Prime Housing & Finance (P) Ltd | 53,000 | 1.44 |
| 3 | Mr. Dinesh Seetha | 50,000 | 1.36 |
| 4 | Mr. Shamlal Tikamdas Chhabria | 50,000 | 1.36 |
| 5 | Mr. Urmila Seetha | 50,000 | 1.36 |
| 6 | Ms. Priyavadan Rawal | 29,200 | 0.79 |
| 7 | Mr. Arwind Mohanlal Shah | 27,200 | 0.74 |
| 8 | Mr. Sandip Bipin Shah | 25,000 | 0.68 |
| 9 | Ms. Seema Sajid Chasmawala | 20,900 | 0.57 |
| 10 | Sunil Kumar Vijay Kumar Jain (HUF) | 20,000 | 0.54 |

| Sr. No. | Name of Shareholders | Shareholding at the end of the year (As on 31 st March, 2015) | |
|---------|----------------------------------|---|----------------------------------|
| | | No. of shares | % of Total Shares of the Company |
| 1 | Upsurge Investment & Finance Ltd | 61,292 | 1.66 |
| 2 | Prime Housing & Finance (P) Ltd | 53,000 | 1.44 |
| 3 | Mr. Dinesh Seetha | 50,000 | 1.36 |
| 4 | Mr. Shamlal Tikamdas Chhabria | 50,000 | 1.36 |
| 5 | Mr. Urmila Seetha | 50,000 | 1.36 |
| 6 | Hargovind Gupta HUF | 36,080 | 0.97 |
| 7 | Ms. Priyavadan Rawal | 29,200 | 0.79 |
| 8 | Mr. Sandip Bipin Shah | 25,000 | 0.68 |
| 9 | Mr. Arwind Mohanlal Shah | 27,200 | 0.74 |
| 10 | Ms. Seema Sajid Chasmawala | 20,900 | 0.57 |

E) Shareholding of Directors and Key Managerial Personnel:

| Sr. No. | Name of Director and Key Managerial Personnel | Shareholding as at the beginning of the year (As on 1 st April, 2014) | | Shareholding as at the end of the year (As on 31 st March, 2015) | |
|---------|---|--|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | Mr. Natwarlal Radheshyam Bagadia | 61,300 | 1.66 | 61,300 | 1.66 |
| 2 | Mrs. Sangeeta Sushil Bagadia | 7,34,900 | 19.92 | 7,34,900 | 19.92 |
| 3 | Ms. Sneha Sushil Bagadia | 100 | - | 100 | - |
| 4 | Mr. Vilas Bajirav Jagtap | 2,500 | 0.07 | 2,500 | 0.07 |
| 5 | Mr. Dattatraya Mahadev Mehta | 100 | - | 100 | - |
| 6 | Mr. Shashikant Bhikoba Kakade | - | - | 100 | - |

V) Indebtedness of the Company including interest outstanding/accrued but not due for payment.
(Amount in Rs.)

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|--------------------|----------|--------------------|
| Indebtedness at the beginning of the Financial Year | | | | |
| i) Principal Amount | - | 18,29,115 | - | 18,29,115 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | 18,29,115 | - | 18,29,115 |
| Change in Indebtedness during the Financial Year | | | | |
| * Addition | - | - | - | - |
| * Reduction | - | (17,41,083) | - | (17,41,083) |
| Net Change | | (17,41,083) | | (17,41,083) |
| Indebtedness at the end of the Financial Year | | | | |
| i) Principal Amount | - | 88,032 | - | 88,032 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | 88,032 | - | 88,032 |

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Amount in Rs.)

| Sr. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | | Total Amount |
|--|---|----------------------------------|-------------------------|-------------------|
| | | Mr. Natwarlal Radheshyam Bagadia | Ms. Sangeeta S. Bagadia | |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | Nil | 6,00,000/- | 6,00,000/- |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | Nil | - | - |
| | (c) Profits in lieu of salary under section 17(3) of Income- tax Act, 1961 | Nil | - | - |
| 2 | Stock Option | Nil | - | - |
| 3 | Sweat Equity | Nil | - | - |
| 4 | Commission - as % of profit - others | Nil | - | - |
| 5 | Others | Nil | - | - |
| | Total (A) | Nil | 6,00,000/- | 6,00,000/- |
| Ceiling as per the Act : The salary is paid within the limit of the Section 196 and 197 read with Schedule V of the Companies Act, 2013. | | | | |

B. Remuneration to KMP other than MD/Manager/ WTD

Remuneration paid to Key Managerial Personnel (KMP) is as follows:

(Amount in Rs.)

| Sr. No. | Particulars of Remuneration | Name of KMP |
|---------|---|--------------------------|
| | | Mr. Sushil Bagadia (CEO) |
| 1 | Gross salary | |
| | (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 | 2,40,000 |
| | (b) Value of perquisites u/s 17(2) of Income-tax Act, 1961 | - |
| | (c) Profits in lieu of salary under section 17(3) of Income- tax Act, 1961 | - |
| 2 | Stock Option | - |
| 3 | Sweat Equity | - |
| 4 | Commission - as % of profit - others | - |
| 5 | Others | - |
| | Total (A) | 2,40,000 |

VII. Penalties / Punishment/ Compounding Of Offences

During the Financial Year, there is no instant of any Penalty / Punishment / Compounding of Offences under Companies Act, 2013 against any Director, Key Managerial Personnel and other Officer in Default.

ANNEXURE II

Table showing Board Meetings during F.Y. 2014-15 and its attendance

| Sr. No. | Date of Board Meeting | Number of Directors on the date of Board Meeting | Number of Directors who attended the Board Meeting | % of attendance |
|---------|--|--|--|-----------------|
| 1 | 3 rd April, 2014 | 6 | 6 | 100 |
| 2 | 26 th May, 2014 | 6 | 6 | 100 |
| 3 | 28 th June, 2014 | 6 | 6 | 100 |
| 4 | 1 st July, 2014 | 6 | 6 | 100 |
| 5 | 14 th August, 2014 | 6 | 6 | 100 |
| 6 | 3 rd November, 2014 | 6 | 6 | 100 |
| 7 | 12 th November 2014 | 6 | 6 | 100 |
| 8 | 11 th February, 2015 | 6 | 6 | 100 |
| 9 | 25 th March, 2015 (Meeting of Independent Directors) | 3 | 3 | 100 |

ANNEXURE III

[FORM MR-3]

SECRETARIAL AUDIT REPORT FOR THE Financial Year ENDED 31ST MARCH 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Bagadia Colourchem Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bagadia Colourchem Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March, 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (*)
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (*)
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (*)
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014; (*)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (*)
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (*)
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (*)
- (*) There were no events/ actions occurred during the year under the report which attracts the provisions of these Act/Regulations/Guidelines, hence the same were not applicable.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India (Not notified during the Audit Period and hence not applicable).
- (ii) The Listing Agreement entered into by the Company with Stock Exchange.

I report that, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- 1) Company has not appointed a Chief Financial Officer (CFO) and a Company Secretary (CS) as the Key Managerial Personnel of the Company as required by the Provision of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- 2) As per the requirements of the Listing Agreement the Company has not maintained the Official Website to upload the Data for Investors.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- The Environment (Protection) Act, 1986 and The Manufacture, Storage and Import of Hazardous Chemicals Rules, 1989;
- Air (Prevention and Control of Pollution) Act, 1981 and Rules issued by the State Pollution Control Boards; and
- Water (Prevention and Control of Pollution) Act, 1974 and Rules issued by the State Pollution Control Boards.

I further report that based on the information provided by the Company, in my opinion, adequate system and processes and Control Mechanism exist in the Company to monitor and ensure Compliance with applicable general laws like Labour Law, Competition Laws, and Consumer Laws, and other Miscellaneous Laws.

I further report that the Compliance by the Company of applicable financial laws, like Direct and Indirect Tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial Audit and other Designated Professionals.

I further report that-

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There was no change in the composition of the Board of Directors that took place during the period under review.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the Decisions in the Board meetings were carried through by the majority and it was informed to us while there were no dissenting views of the members and hence not captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the Audit period there is no event/action having a major bearing on the Company's affairs.

Date: 13th August, 2015
Place: Pune

Shekhar S. Ghatpande
Practicing Company Secretary
FCS No. 1659/CP No. 782

ANNEXURE IV**FORM NO. AOC -2**

(Pursuant to clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in Sub Section (1) of Section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto

1. Details of contracts or arrangements or transactions not at Arm's length basis

| Sr. No. | Name (s) of the related party & nature of relationship | Nature of contracts/arrangements/ transaction | Duration of the contracts/ arrangements/transaction | Salient terms of the contracts or arrangements or transaction including the value, if any | Justification for entering into such contracts or arrangements or transactions' | Date of approval by the Board | Amount paid as advances, if any | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 |
|-----------|--|---|---|---|---|-------------------------------|---------------------------------|---|
| -- Nil -- | | | | | | | | |

2. Details of contracts or arrangements or transactions at Arm's length basis

| Sr. No. | Name (s) of the related party & nature of relationship | Nature of contracts/ arrangements/ transaction | Duration of the contracts / arrangements / transaction | Salient terms of the contracts or arrangements or transaction including the value, if any [Rs. in Lacs] (*) | Date of approval by the Board | Amount paid as advances, if any |
|---------|--|---|--|---|-------------------------------|---------------------------------|
| 1(*) | Mrs. Sangeeta Sushil Bagadia | 1. Office Rent 2. Car Rent 3. Remuneration 4. Rent Deposit | For the FY 2014-2015 (Paid in earlier year) | 3,60,000 4,80,000 6,00,000 6,00,000 | 3/4/2014 | N.A |
| 2(*) | Mr. Shashikant Kakade | 1. Office Rent 2. Rent Deposit | For the FY 2014-2015 (Paid in earlier year) | 60,000 50,000 | 3/4/2014 | N.A. |
| 3(*) | Mr. Sushil Bagadia | Remuneration as CEO | For the FY 2014-2015 | 2,40,000 | 3/4/2014 | N.A. |

(*) All the Transactions are on Arm's Length basis during the normal course of business.

**ANNEXURE TO THE DIRECTOR'S REPORT FOR THE YEAR
ENDED 31ST MARCH, 2015****REPORT ON CORPORATE GOVERNANCE**

(As required under Clause No. 49 of the Listing Agreement entered in to 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**A) Composition of Board**

The Composition of the Board is on Conformity with Clause 49 of the Listing Agreement as well as the Companies Act, 2013. The Company has a Non-executive Chairman and equal representation of the Independent Directors on the Board of Directors of the Company.

During the Financial Year ended 31st March, 2015, Eight (8) meetings of the Board of Directors were held and maximum time gap between two Meetings did not exceed 120 Days. The Dates of the Board Meetings are 3rd April, 2014, 26th May, 2014, 28th June, 2014, 1st July, 2014, 14th August, 2014, 3rd November, 2014, 12th November 2014, 11th February, 2015.

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 Meetings 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 (NED)(*)(P) | 8 | Yes | One | Nil |
| Mrs. Sangeeta S. Bagadia | Director – Marketing (ED) (P) | 8 | Yes | Nil | Nil |
| Mr. Vilas B. Jagtap | Director (NED) (I) | 8 | Yes | Nil | Nil |
| Mr. Dattatraya M. Mehta | Director (NED) (I) | 8 | No | Nil | Nil |
| Mr. Shashikant B. Kakade | Director (NED) (I) | 8 | Yes | Nil | Nil |
| Ms. Sneha Sushil Bagadia | Director (NED) (P) | 8 | Yes | Nil | Nil |

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

(*) Mr. Natwarlal Bagadia is designated as the Managing Director, but he is not withdrawing any remuneration.

B) Directors' Profile

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

| | |
|-----------------------------------|--|
| Name of the Director | Mr. Natwarlal Radheshyam Bagadia (Chairman & Managing Director) |
| 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 and Arts and is having wide Experience in Management Accounting and Marketing. |
| No. of Shares held in the Company | 61,300 |

| | |
|-----------------------------------|---|
| 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. 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 he is Well Known Farmer & has various Business Activities in Saswad, Pune. |
| No. of Shares held in the Company | 2,500 (As Joint Shareholder) |

BAGADIA COLOURCHEM LIMITED

| | |
|-----------------------------------|--|
| 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 | 100 |

C) Evaluation of Board Effectiveness

In terms of provisions of the Companies Act, 2013 read with Rules issued there under and Clause 49 of the Listing Agreement, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board. Accordingly, the performance evaluation of the Board, each Director and the Committees was carried out for the Financial Year ended 31st March, 2015. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the environment and effectiveness of their contribution.

3. Independent Directors' Meeting

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a meeting of the Independent Directors of the Company was held on 25th March, 2015, without the attendance of Non-Independent Directors and Members of the Management.

4. Committees of the Board

The Committees constituted by the Board play a very important role in the governance structure of the Company. The terms of reference of these Committees are approved by the Board and in line with the requirement of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Currently, there are Three (3) Committees of the Board, viz., Audit Committee, Nomination & Remuneration Committee, and Stakeholders Relationship Committee.

a) Audit Committee

The Audit Committee was constituted in June 2002. At close of Financial Year 2014-2015 i.e. as on 31st March, 2015 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 (4) Meetings during the Financial Year under review on, 26th May, 2014, 14th August, 2014, 12th November 2014, and 11th February, 2015. The Members were present to all the Meetings. The terms of reference of the Audit Committee includes the matters specified in Clause 49 (IIIB) of Listing Agreement with Stock Exchanges.

b) Nomination & Remuneration Committee

The Nomination & Remuneration Committee was constituted in June 2002. At close of Financial Year 2014-2015 i.e. as on 31st March, 2015 it comprises of Mr. Shashikant B. Kakade, Mr. Vilas Bajirao Jagtap, and Mr. Dattatray Mehta. Mr. Shashikant B. Kakade was appointed as the Chairman of Nomination & Remuneration Committee.

During the Year under Report, there was no Meeting of the said Committee.

Details of Remuneration paid/payable to all the Directors for the Financial Year 2014-2015 was as follows.

| Name of The Director | Remuneration (Rs.) | Total (Rs.) |
|----------------------------------|--------------------|-------------|
| Mr. Natwarlal Radheshyam Bagadia | Nil | Nil |
| Mrs. Sangeeta Sushil Bagadia | 6,00,000 | 6,00,000 |

c) Stakeholder's Relationship Committee

The Stakeholder's Relationship Committee was constituted in June 2002. At close of Financial Year 2014-2015 i.e. as on 31st March, 2015 it comprises of Mr. N. R. Bagadia, Mr. Vilas Bajirav Jagtap and Mr. Shashikant B. Kakade. Mr. N. R. Bagadia was Chairman of the Stakeholder's Relationship Committee.

The details of complaints received and resolved are Nil. The numbers of pending share transfers are Nil.

5. CEO/CFO Certification

As required under Clause 49 (IX) of the Listing Agreement, the CEO/CFO certificate for the Financial Year ended 31st March, 2015 is annexed hereto and forms part of this Report.

6. General Body Meetings

Details of Last Three (3) Annual General Meetings held:

The 27th, 28th, and 29th Annual General Meetings were held by the Company on, 27th September, 2012, 12th August 2013 and 14th August, 2014 (All 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.

7. 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.

8. Code of Conduct

Your Company has adopted a Code of Conduct for all the employees including Board Members and Senior Management Personnel of the Company in accordance with the requirement under Clause 49 of the Listing Agreement.

Code of Conduct for Prevention of Insider Trading covers all the Directors, senior management personnel, persons forming part of promoter(s)/promoter group(s) and such other designated employees of the Company, who are expected to have access to unpublished price sensitive information relating to the Company.

9. Whistle Blower Policy / Vigil Mechanism

The Company promotes ethical behaviour in all its business activity and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism and Whistle Blower Policy under which the employee's are free to report violation of applicable laws and regulations and code of conduct.

10. 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'.

BAGADIA COLOURCHEM LIMITED

- Website: The Company does not have any Website.
- Presentation to Institutional Investors or Analysts: No presentations were made to Institutional Investors or to Analysts during the year under review.
- Management Discussion and Analysis Report: The Management Discussion and Analysis Report is a part of the Director's Report.

11. General Shareholder Information

| | |
|---|--|
| AGM (Date Time and Venue) | 30 th Annual General Meeting on Tuesday, 29 th September, 2015 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 | Wednesday, 23 rd September, 2015 to Tuesday, 29 th September, 2015 (Both days inclusive) |
| Dividend Payment Date | 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 Fee has 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 was recorded on the Stock Exchange at Mumbai, during the Period April, 2014 to March, 2015. |
| 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 |
| Email Id | service@satellitecorporate.com |
| Phone | 022 28520461/62, Fax: 022 28511809 |
| Plant Location | B-34 & 35, MIDC Industrial Area Mahad, Dist Raigad, Maharashtra. |

12. Distribution of Shareholding & Shareholding Pattern

The shareholding pattern as of 31st March, 2015 is as follows:

| Category | No. of Shares | % |
|--------------------------------|------------------|---------------|
| Promoters & their Relatives | 17,53,852 | 47.53 |
| Resident Individuals & HUF | 13,12,444 | 35.57 |
| Mutual Funds & UTI | 24,900 | 0.67 |
| Private Corporate Bodies | 1,53,866 | 4.17 |
| Banks / Financial Institutions | - | - |
| NRIs & HUFs | 4,44,938 | 12.06 |
| TOTAL | 36,90,000 | 100.00 |

13. Monthly High and low quotations along with the volume of shares traded at Bombay Stock Exchange Ltd., during 2014-2015

| Month & Year | BSE | | |
|----------------|------------|-----------|-----------------|
| | High (Rs.) | Low (Rs.) | Volume (Nos.) |
| April 2014 | 11.20 | 10.11 | 29,948 |
| May 2014 | 9.75 | 8.68 | 25,996 |
| June 2014 | 8.80 | 7.28 | 5,241 |
| July 2014 | 7.26 | 5.76 | 60,177 |
| August 2014 | 6.78 | 4.45 | 1,50,928 |
| September 2014 | 7.27 | 4.45 | 1,30,379 |
| October 2014 | 9.16 | 5.65 | 1,43,795 |
| November 2014 | 10.95 | 8.71 | 1,15,225 |
| December 2014 | 10.50 | 8.97 | 49,643 |
| January 2015 | 10.70 | 8.94 | 23,510 |
| February 2015 | 11.23 | 8.74 | 8,584 |
| March 2015 | 10.50 | 9.50 | 513 |
| TOTAL | | | 7,43,939 |

14. 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.
 CIN: U65990MH1994PTC077057
 Email Id: service@satellitecorporate.com
 Phone: 022 28524061/62, Fax: 022 28511809

15. 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 2014-2015

| Particulars | 2014-2015 |
|--|-----------|
| Shares Transferred (including Transmission) | 4,200 |
| Total No. of Shares as on 31 st March, 2015 | 36,90,000 |
| % on Share Capital | 0.11% |

16. Categories of Shareholders as on 31st March, 2015

| Category | No. of Shareholders | Voting Strength % | No. of Shares held |
|--------------------------|---------------------|-------------------|--------------------|
| Individuals | 3,680 | 35.57 | 13,12,444 |
| Companies | 33 | 4.17 | 1,53,866 |
| FIs | - | - | - |
| OCBs and NRIs | 86 | 10.03 | 3,70,200 |
| Promoters | 7 | 47.53 | 17,53,852 |
| Mutual Funds, Banks, FIs | 3 | 0.67 | 24,900 |
| Hindu undivided Families | 11 | 2.03 | 74,738 |
| TOTAL | 3,820 | 100 | 36,90,000 |

17. Distribution of Share Holdings

| No. of Equity Shares held | As on 31.03.2015 | | | |
|---------------------------|----------------------|---------------------|------------------|--------------------|
| | No. of Share holders | % of Shares holders | No. of Shares | % of Share holding |
| Up to- 250 | 2,841 | 74.37 | 3,59,413 | 9.74 |
| 251- 500 | 455 | 11.91 | 1,77,787 | 4.82 |
| 501- 1,000 | 246 | 6.44 | 2,09,090 | 5.67 |
| 1,001-2,000 | 124 | 3.25 | 1,95,853 | 5.31 |
| 2,001-3,000 | 79 | 2.07 | 1,99,720 | 5.41 |
| 3,001-4,000 | 16 | 0.42 | 52,062 | 1.41 |
| 4,001-5,000 | 15 | 0.39 | 70,429 | 1.91 |
| 5,001-10,000 | 23 | 0.60 | 1,57,249 | 4.26 |
| 10,001 and above | 21 | 0.55 | 22,68,397 | 61.47 |
| TOTAL | 3,820 | 100.00 | 36,90,000 | 100.00 |

18. Dematerialization of Shares: 24,23,900 Shares working out to 65.69% of the total Shares have been Dematerialized up to 31st March 2015 and balance 12,66,100 shares working out to 34.31% are in physical form.

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

**Annexure to Report on Corporate Governance for the Financial Year ended
31st March, 2015:**

Declaration of Compliance with the Code of Conduct

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the Financial Year ended 31st March, 2015.

Place: Pune
Date: 13th August, 2015

N. R. Bagadia
Chairman & Managing Director

CEO/CFO Certificate under Clause 49 (IX) of the Listing Agreement

The Board of Directors
Bagadia Colourchem Limited

I, Sushil N. Bagadia Chief Executive Officer of the Company has certified to the Board of Directors that:-

- a) I have reviewed Financial Statements and Cash Flow Statement for the year and that to the best of my 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 my knowledge and belief, no transactions entered into by Company during the year which is fraudulent, illegal or violating of the Companies code of conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditor and Audit Committee, deficiencies in the design or operations of such internal controls, if any, of which I was aware and steps I have taken or proposed to take to rectify these deficiencies.
- d) I have 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 I have 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.

Place: Pune
Date: 13th August, 2015

Sushil Bagadia
Chief Executive Officer

AUDITORS REPORT ON CORPORATE GOVERNANCE

To,
The Members
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, 2015 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 Stakeholder Relationship 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: 13th August, 2015

Shreepad G. Shende
Proprietor
M. No. 041692

INDEPENDENT AUDITOR'S REPORT

To
The Members of Bagadia Colourchem Limited

Report on the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of Bagadia Colourchem Limited ('the Company'), which comprise the Balance Sheet as at 31st March, 2015, and the Statement of Profit and Loss, 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 Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 standalone financial statements based on our audit.

"We have taken into account the provisions of the Act, the Accounting and Auditing Standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder."

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the standalone financial statements."

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements 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, of the state of affairs of the Company as at 31st March, 2015, and its loss and its cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

- a) Note 2.1.2 in the financial statements which indicates that the Company has lost more than 80% of the accumulated surplus during two years (2014-15 and 2013-14) as the Company has incurred net loss in these two years, and it also incurred a Cash Loss in the previous year. These conditions, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. However, the financial statements of the Company have been prepared on a going concern basis for the reasons stated in the said Note.
- b) Note 2.8 in the financial statements which indicates that the Company has not followed Accounting Standard (AS) 28, for 'Impairment of Assets'. Its impact on the profits is not known.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of Section 243 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 except for the fact that the Company has not followed Accounting Standard (AS) 28, for 'Impairment of Assets'. Its impact on the profits is not known. (As referred to in sub-paragraph (b) under the Emphasis of Matters paragraph above)
 - (e) The going concern matter described in sub-paragraph (a) under the Emphasis of Matters" paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
 - (f) On the basis of the written representations received from the Directors as on 31st March, 2015 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

Shreepad G. Shende
Proprietor
Membership No. 041692

Place : Pune
Date : 28/04/2015

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, 2015 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.
- (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 not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under section 189 of the Companies Act, 2013. Therefore, clauses (iii) (a) and (iii) (b) of paragraph 3 of the Companies (Auditors Report) Order, 2015, 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 system 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 our notice that may suggest a major weaknesses in the internal control system of the Company.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules framed thereunder.
- (vi) We were informed that the Company has not maintained cost records prescribed by the Central Government under Section 148 (1) of the Companies Act, 2013.
- (vii) (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 Income-tax, Sales-tax, Wealth Tax, Duty of Customs, Duty of Excise, Value Added Tax, 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 Income-tax, Sales-tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, or Cess which have not been deposited on account of any dispute.
- (c) According to the records of the Company examined by us, there are no amounts which were required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and rules made thereunder.
- (viii) The Company's accumulated losses as at the end of the Financial Year are less than fifty per cent of its Net Worth. The Company has not incurred cash loss during the Financial Year covered by our audit but it has incurred cash loss in the immediately preceding Financial Year.
- (ix) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank. There are no debentures issued by the Company.
- (x) 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.
- (xi) As informed to us, the Company has not raised any term loans during the year.
- (xii) 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 : 28/04/2015

BAGADIA COLOURCHEM LIMITED**BALANCE SHEET AS AT 31ST MARCH, 2015**

| PARTICULARS | Note No. | As at 31-03-2015 Rs. | As at 31-03-2014 Rs. |
|--|----------|-------------------------|-------------------------|
| I EQUITY AND LIABILITIES | | | |
| 1 Shareholders' Funds | | | |
| (a) Share Capital | 3 | 3,69,00,000 | 3,69,00,000 |
| (b) Reserves and Surplus | 4 | 24,87,690 | 72,95,462 |
| (c) Money received against share warrants | - | - | - |
| 2 Share application money pending allotment | - | - | - |
| 3 Non-current Liabilities | | | |
| (a) Long-term Borrowings | 5 | 11,68,557 | 23,60,350 |
| (b) Deferred Tax Liabilities (Net) | 6 | 14,39,337 | 30,65,390 |
| (c) Other Long-term Liabilities | - | - | - |
| (d) Long-term Provisions | - | - | - |
| 4 Current liabilities | | | |
| (a) Short-term Borrowings | 7 | 88,032 | 18,29,115 |
| (b) Trade Payables | 8 | 60,909 | 6,59,540 |
| (c) Other Current Liabilities | 9 | 3,38,791 | 13,39,943 |
| (d) Short-term provisions | 10 | 2,63,090 | 4,81,520 |
| TOTAL | | 4,27,46,406 | 539,31,320 |
| II ASSETS | | | |
| 1 Non-current assets | | | |
| (a) Fixed assets | | | |
| (i) Tangible assets | 11 | 154,20,184 | 222,05,174 |
| (ii) Intangible assets | - | - | - |
| (iii) Capital work-in-progress | - | - | - |
| (iv) Intangible assets under development | - | - | - |
| (b) Non-current investments | 12 | 2,43,320 | 2,85,820 |
| (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 | 7,64,405 | 42,11,054 |
| (c) Trade receivables | 14 | 29,85,695 | 31,50,746 |
| (d) Cash and cash equivalents | 15 | 1,44,02,085 | 1,07,55,314 |
| (e) Short-term loans and advances | 16 | 89,30,717 | 1,33,23,212 |
| (f) Other current assets | - | - | - |
| TOTAL | | 4,27,46,406 | 5,39,31,320 |
| See accompanying notes to the financial statements | 1 to 33 | | |

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 : 28/04/2015

Place : Pune
Date : 28/04/2015

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2015

| Particulars | | Note No. | Current Year 2014-15 Rs. | Previous Year 2013-14 Rs. |
|-------------|--|----------|--------------------------------|---------------------------------|
| A | CONTINUING OPERATIONS | | | |
| 1 | Revenue from operations (gross) | 17 | 3,88,30,018 | 3,42,53,113 |
| | Less: Excise duty | 17 | 26,78,935 | 21,84,628 |
| | Revenue from operations (net) | | 3,61,51,083 | 3,20,68,485 |
| 2 | Other income | 18 | 23,39,213 | 16,82,005 |
| 3 | Total revenue (1+2) | | 3,84,90,296 | 3,37,50,490 |
| 4 | Expenses | | | |
| | (a) Cost of materials consumed | 19 a | 2,56,76,686 | 2,34,12,819 |
| | (b) Changes in inventories of finished goods | 19 b | - | - |
| | (c) Employee benefits expense | 20 | 27,94,402 | 50,02,690 |
| | (d) Finance costs | 21 | 2,70,654 | 1,87,165 |
| | (e) Depreciation and amortisation expense | 11 | 67,84,990 | 29,86,762 |
| | (f) Other expenses | 22 | 94,04,086 | 97,69,097 |
| | Total expenses | | 4,49,30,818 | 4,13,58,533 |
| 5 | Profit / (Loss) before exceptional and extraordinary items and tax (3 - 4) | | (64,40,522) | (76,08,043) |
| 6 | Exceptional items | - | - | - |
| 7 | Profit / (Loss) before extraordinary items and tax (5 ± 6) | | (64,40,522) | (76,08,043) |
| 8 | Extraordinary items | - | - | - |
| 9 | Profit / (Loss) before tax (7 ± 8) | | (64,40,522) | (76,08,043) |
| 10 | Tax expense: | | | |
| | (a) Current tax expense for current year | | - | - |
| | (b) (Less): MAT credit (where applicable) | | - | - |
| | (c) Current tax expense relating to prior years | | (6,699) | 31,938 |
| | (d) Net current tax expense | | (6,699) | 31,938 |
| | (e) Deferred tax | | (16,26,053) | (3,87,961) |
| 11 | Profit / (Loss) from continuing operations (9 ± 10) | | (48,07,770) | (72,52,020) |
| 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 | - | - | - |
| | 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 | | (48,07,770) | (72,52,020) |
| 14 | Profit / (Loss) for the year (11 ± 13) | | | |
| 15 | Earnings per share (of Rs. 10/- each): | | | |
| | Basic = Diluted | | | |
| | Continuing operations = Total operations | 31 | (1.30) | (1.97) |
| | See accompanying notes to the financial statements | 1 to 33 | | |

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 : 28/04/2015

Place : Pune
Date : 28/04/2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

| PARTICULARS | Current Year 31-03-2015 Rs. | Previous Year 31-03-2014 Rs. |
|--|-----------------------------------|------------------------------------|
| A. Cash Flow from Operating Activities | | |
| Net profit before tax | (64,40,522) | (76,08,043) |
| Adjusted for | | |
| Depreciation and amortisation | 67,84,990 | 29,86,762 |
| Finance costs | 2,70,654 | 1,87,165 |
| Interest income | (11,19,429) | (7,96,507) |
| Dividend income | (21,000) | (88,206) |
| Net (gain) / loss on sale of investments | (4,15,710) | - |
| Net unrealised exchange (gain) / loss | (1,31,134) | (1,60,970) |
| | 53,68,371 | 21,28,244 |
| Operating profit / (loss) before working capital changes | (10,72,151) | (54,79,799) |
| <u>Changes in working capital:</u> | | |
| <i>Adjustments for (increase) / decrease in operating assets:</i> | | |
| Inventories | 34,46,649 | 15,04,540 |
| Trade receivables | 1,65,051 | 77,59,462 |
| Short-term loans and advances | 43,92,495 | 40,03,890 |
| Long-term loans and advances | - | - |
| Other current assets | - | - |
| Other non-current assets | - | - |
| <i>Adjustments for increase / (decrease) in operating liabilities:</i> | - | - |
| Trade payables | (5,98,631) | (42,23,489) |
| Other current liabilities | (10,01,152) | (6,40,213) |
| Other long-term liabilities | - | - |
| Short-term provisions | (2,18,430) | (2,96,121) |
| Long-term provisions | - | - |
| | 61,85,982 | 81,08,069 |
| Cash generated from operations | 51,13,831 | 26,28,270 |
| Net income tax (paid) / refunds | 6,699 | (31,938) |
| Net cash flow from / (used in) operating activities (A) | 51,20,530 | 25,96,332 |
| B Cash flow from investing activities | | |
| Capital expenditure on fixed assets, including capital advances | - | (76,237) |
| Addition to Deposits with Banks Not Considered as Cash Equivalent | (57,24,470) | (5,52,232) |
| Proceeds from sale of long-term investments | | |
| - Others | 4,58,208 | - |
| Interest received | | |
| - Others | 11,19,429 | 7,96,507 |
| Dividend received | | |
| - Others | 21,000 | 88,206 |
| Cash flow from extraordinary items | - | - |
| Net income tax (paid) / refunds | - | - |
| Net cash flow from / (used in) investing activities (B) | (41,25,833) | 2,56,244 |

| PARTICULARS | Current Year 31-03-2015 Rs. | Previous Year 31-03-2014 Rs. |
|---|-----------------------------------|------------------------------------|
| C Cash flow from financing activities | | |
| Addition / (Repayment) of long-term borrowings | (11,91,793) | (15,37,172) |
| Net increase / (decrease) in other short-term borrowings | (17,41,083) | (24,35,467) |
| Finance cost | (2,70,654) | (1,87,165) |
| Cash flow from extraordinary items | - | - |
| Net cash flow from / (used in) financing activities (C) | <u>(32,03,530)</u> | <u>(41,59,804)</u> |
| Net increase / (decrease) in Cash and cash equivalents (A+B+C) | <u>(22,08,833)</u> | <u>(13,07,228)</u> |
| Cash and cash equivalents at the beginning of the year | 39,17,792 | 50,64,050 |
| Effect of exchange differences on restatement of foreign currency Cash and cash equivalents | (1,31,134) | (1,60,970) |
| Cash and cash equivalents at the end of the year | 18,40,093 | 39,17,792 |
| | <u>(22,08,833)</u> | <u>(13,07,228)</u> |
| Reconciliation of Cash and cash equivalents with the Balance Sheet: | | |
| Cash and cash equivalents as per Balance Sheet (Refer Note 15) | 1,25,61,992 | 68,37,522 |
| Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements - Bank FDs | 107,21,899 | 29,19,730 |
| Net Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) included in Note 19 | 18,40,093 | 39,17,792 |
| Add: Current investments considered as part of Cash and cash equivalents (as defined in AS 3 Cash Flow Statements) (Refer Note (ii) to Note 16 Current investments) | - | - |
| Cash and cash equivalents at the end of the year * | 18,40,093 | 39,17,792 |
| * Comprises: | | |
| (a) Cash on hand | 6,12,190 | 6,73,668 |
| (b) Balances with banks | | |
| (i) In current accounts | 2,61,752 | (1,12,297) |
| (ii) In EEFC accounts | 9,66,151 | 33,56,421 |
| (iii) In deposit accounts | - | - |
| (c) Current investments considered as part of Cash and cash equivalents | - | - |
| | 18,40,093 | 39,17,792 |

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

For Bagadia Colourchem Limited

N. R. Bagadia
Chairman &
Managing Director

Sangeeta Sushil Bagadia
Whole Time Director

Place : Pune
Date : 28/04/2015

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

Shreepad G. Shende
Proprietor
Membership No. 041692

Place : Pune
Date : 28/04/2015

NOTES TO AND FORMING PART OF THE BALANCE SHEET AS AT AND THE PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2015**1. CORPORATE INFORMATION**

Bagadia Colourchem Limited is a Public Limited Company listed on BSE 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, 2013. 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 more than 80% of the accumulated surplus is lost during two years (2014-15 and 2013-14) as the Company has incurred net loss in these two years, and it also incurred a Cash Loss in the previous 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. Also because the management is hopeful that it's efforts for turnaround will be fruitful.

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 on fixed assets is provided to the extent of depreciable amount on Straight-Line-Method (SLM) at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013 over their useful life.

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

In compliance with the provisions of the Companies Act, 2013, the Company has reworked Depreciation with reference to estimated life of the Fixed Assets prescribed by Schedule II of the said Act. Due to the revision in estimated life of the Assets, the charge for Depreciation is higher by Rs. 42.15 Lacs for the Year ended 31st March, 2015.

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 RecognitionSale 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 28 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

| Particulars | Par Value (Rs.) | As at 31-03-2015 Nos | As at 31-03-2014 Nos | As at 31-03-2015 Rs. | As at 31-03-2014 Rs. |
|---|-----------------|----------------------|----------------------|----------------------|----------------------|
| Authorised | | | | | |
| Equity Shares | 10 | <u>37,50,000</u> | 37,50,000 | <u>375,00,000</u> | 375,00,000 |
| Issued, Subscribed & Fully Paid Up | | | | | |
| Equity Shares | 10 | <u>36,90,000</u> | 36,90,000 | <u>369,00,000</u> | 369,00,000 |
| Total | | <u>36,90,000</u> | | <u>369,00,000</u> | <u>369,00,000</u> |

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.

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

| Particulars | Par Value (Rs.) | As at 31-03-2015 Nos | As at 31-03-2014 Nos | As at 31-03-2015 Rs. | As at 31-03-2014 Rs. |
|---|--------------------|----------------------------|----------------------------|----------------------------|----------------------------|
| Equity Shares | | | | | |
| Shares outstanding at the beginning of the year | 10 | 36,90,000 | 36,90,000 | 3,69,00,000 | 3,69,00,000 |
| Shares Issued during the year | - | - | - | - | - |
| Shares bought back during the year | - | - | - | - | - |
| Shares outstanding at the end of the year | 10 | 36,90,000 | 36,90,000 | 3,69,00,000 | 3,69,00,000 |

3.3 The Company has only one class of Shares referred to as Equity Shares having a par value of Rs. 10/- each. Each holder of Equity Shares is entitled to one vote per share.

3.4 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.

3.5 The Company has not declared or paid any dividend during the year or in respect of the year ended on 31st March, 2015

3.6 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.

3.7 The Company is neither a Holding Company nor a Subsidiary Company of any other Company.

3.8 The details of shareholder holding more than 5% Shares are set out below :

| Name of the Shareholder | Par Value | As at 31-03-2015 | As at 31-03-2014 | As at 31-03-2015 | As at 31-03-2014 |
|--------------------------|-----------|-----------------------|---------------------|-----------------------|---------------------|
| Equity Shares | (Rs.) | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| Sushil Natwarlal Bagadia | 10 | 9,57,452 | 25.95 | 9,57,452 | 25.95 |
| Sangeeta Sushil Bagadia | 10 | 7,34,900 | 19.92 | 7,34,900 | 19.92 |

BAGADIA COLOURCHEM LIMITED**4 RESERVES AND SURPLUS**

| Particulars | As at 31-03-2015 Rs. | As at 31-03-2014 Rs. |
|---|-------------------------------------|-------------------------------------|
| a Capital Reserve | 40,00,000 | 40,00,000 |
| b General Reserve | | |
| Opening Balance | 23,13,447 | 23,13,447 |
| Total | 23,13,447 | 23,13,447 |
| c Surplus- Opening Balance | 9,82,013 | 82,34,035 |
| Add: Net profit after tax transferred from Statement of Profit and Loss | (48,07,770) | (72,52,020) |
| Amount available for appropriation | (38,25,757) | 9,82,015 |
| Appropriations: | | |
| Amount transferred to General Reserve | - | |
| Surplus- Closing Balance | (38,25,757) | 9,82,015 |
| Grand Total | 24,87,690 | 72,95,462 |

5 LONG-TERM BORROWINGS

| Particulars | As at 31-03-2015 Rs. | As at 31-03-2014 Rs. |
|---|-------------------------------------|-------------------------------------|
| Unsecured | | |
| Deferred payment liabilities | | |
| Deferred Liability for Sales Tax | 11,68,557 | 23,60,350 |
| (None of the above, is guaranteed by Directors and / or others) | | |
| Total | 11,68,557 | 23,60,350 |

6 DEFERRED TAX LIABILITIES

| Particulars | As at 31-03-2015 Rs. | As at 31-03-2014 Rs. |
|--|-------------------------------------|-------------------------------------|
| a Tax effect of items constituting deferred tax liability | | |
| (i) Depreciation | 14,93,411 | 31,53,023 |
| b Tax effect of items constituting deferred tax assets | | |
| (i) Gratuity | (54,074) | (87,633) |
| Total | 14,39,337 | 30,65,390 |

7 SHORT-TERM BORROWINGS

| Particulars | As at 31-03-2015 Rs. | As at 31-03-2014 Rs. |
|---|----------------------------|----------------------------|
| Secured | | |
| Loans repayable on demand | | |
| From Banks | | |
| From Bank of Baroda | 88,032 | 18,29,115 |
| (Overdraft secured by fixed deposit receipts with Bank) | | |
| Total | 88,032 | 18,29,115 |

8 TRADE PAYABLES

| Particulars | As at 31-03-2015 Rs. | As at 31-03-2014 Rs. |
|----------------|----------------------------|----------------------------|
| Trade Payables | 60,909 | 6,59,540 |
| Total | 60,909 | 6,59,540 |

Refer Note No. 24 for disclosure under the Micro, Small and Medium Enterprises Act, 2006

9 OTHER CURRENT LIABILITIES

| Particulars | As at 31-03-2015 Rs. | As at 31-03-2014 Rs. |
|---|----------------------------|----------------------------|
| Other payables | | |
| (i) Statutory remittances | | |
| Withholding Taxes | 44,573 | 4,158 |
| (ii) Others (specify nature) - Liabilities for Expenses | 2,94,218 | 13,35,785 |
| Total | 3,38,791 | 13,39,943 |

BAGADIA COLOURCHEM LIMITED

10 SHORT-TERM PROVISIONS

| Particulars | As at | As at |
|--|-------------------|-------------------|
| | 31-03-2015 Rs. | 31-03-2014 Rs. |
| a Provision for employee benefits: | | |
| (i) Provision for bonus | 38,895 | 86,440 |
| (ii) Provision for compensated absences | 44,487 | 1,03,843 |
| (iii) Provision for gratuity (net) Refer Note No. 28 | 1,79,708 | 2,91,237 |
| b Provision - Others: | | |
| (i) Provision for tax (net of advance tax) | - | - |
| Advance tax | | |
| As at Current Year end Date Rs. | - | - |
| As at Earlier Year end Date Rs. | - | - |
| Total | 2,63,090 | 4,81,520 |

11 FIXED ASSETS

(i) Tangible Assets

| Particulars | Depr. % | GROSS BLOCK | | | DEPRECIATION | | | | NET BLOCK | | |
|-----------------------|---------|---------------------|-----------------|-------------|---------------------|---------------------|---------------------|-------------------------|---------------------|---------------------|---------------------|
| | | As at 31/03/2014 | Addition Rs. | Sale Rs. | As at 31/03/2015 | As at 31/03/2014 | For the year Rs. | Adjusted on Sale Rs. | As at 31/03/2015 | As at 31/03/2014 | As at 31/03/2015 |
| Land | - | 12,24,200 | - | - | 12,24,200 | 1,25,049 | 13,508 | - | 1,38,557 | 10,99,151 | 10,85,643 |
| | | (12,24,200) | - | - | (12,24,200) | (1,11,541) | (13,508) | - | (1,25,049) | (11,12,659) | (10,99,151) |
| Building | 3.34 | 2,29,39,830 | - | - | 2,29,39,830 | 108,30,850 | 7,45,777 | - | 1,15,76,627 | 121,08,980 | 113,63,203 |
| | | (229,39,830) | - | - | (2,29,39,830) | (100,64,658) | (7,66,192) | - | (108,30,850) | (1,28,75,172) | (1,21,08,980) |
| Plant & Machinery | 5.28 | 4,90,67,416 | - | - | 4,90,67,416 | 4,04,53,578 | 58,08,556 | - | 462,62,134 | 86,13,838 | 28,05,282 |
| | | (4,90,60,238) | (7,178) | - | (4,90,67,416) | (3,83,84,885) | (20,68,693) | - | (4,04,53,578) | (1,06,75,353) | (86,13,838) |
| Electric Installation | 5.28 | 27,22,249 | - | - | 27,22,249 | 26,27,327 | 74,985 | - | 27,02,312 | 94,922 | 19,937 |
| | | (27,22,249) | - | - | (27,22,249) | (25,45,972) | (81,355) | - | (26,27,327) | (1,76,277) | (94,922) |
| Furniture | 6.33 | 9,13,868 | - | - | 9,13,868 | 7,15,156 | 86,246 | - | 8,01,402 | 1,98,712 | 1,12,466 |
| | | (9,13,868) | - | - | (9,13,868) | (6,83,899) | (31,257) | - | (7,15,156) | (2,29,969) | (1,98,712) |
| Vehicle | 9.50 | 1,19,822 | - | - | 1,19,822 | 1,15,878 | 3,945 | - | 1,19,823 | 3,944 | (1) |
| | | (1,19,822) | - | - | (1,19,822) | (1,07,850) | (8,028) | - | (1,15,878) | (11,972) | (3,944) |
| Computer | 16.21 | 3,99,795 | - | - | 3,99,795 | 3,14,169 | 51,973 | - | 3,66,142 | 85,626 | 33,653 |
| | | (3,30,736) | (69,059) | - | (3,99,795) | (2,96,440) | (17,729) | - | (3,14,169) | (34,296) | (85,626) |
| Total | | 7,73,87,180 | - | - | 7,73,87,180 | 551,82,007 | 67,84,990 | - | 619,66,997 | 2,22,05,174 | 154,20,184 |
| | | (7,73,10,943) | (76,237) | - | (7,73,87,180) | (521,95,245) | (29,86,762) | - | (5,51,82,007) | (2,51,15,699) | (2,22,05,174) |

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

12 NON-CURRENT INVESTMENTS

| Particulars | | | | As at 31-03-2015 Rs. | As at 31-03-2014 Rs. |
|------------------------------|----------------|-------------------------|---------------------------|-------------------------------------|-------------------------------------|
| Non trade / Quoted / At Cost | | | | | |
| Fully Paid Equity Shares in | | No of Shares | Cost per Share | | |
| Bank of Baroda | of Rs. 10 each | 2,000 | 85.00 | 1,70,000 | |
| Punjab National Bank | of Rs. 10 each | 188 | 390.00 | 73,320 | |
| Bank of Baroda | of Rs. 10 each | 2,500 | 85.00 | | 2,12,500 |
| Punjab National Bank | of Rs. 10 each | 188 | 390.00 | | 73,320 |
| Total | | | | 2,43,320 | 2,85,820 |

Market Value - Current Year

| | | | | | |
|----------------------|----------------|-------------------------|-----------------------------------|-----------------|--|
| Equity Shares in | | No of Shares | Market Value per Share | | |
| Bank of Baroda | of Rs. 10 each | 2,000 | 163.30 | 3,26,600 | |
| Punjab National Bank | of Rs. 10 each | 188 | 144.40 | 27,147 | |

Market Value - Earlier Year

| | | | | | |
|----------------------|----------------|-------------------------|-----------------------------------|--|-----------|
| Equity Shares in | | No of Shares | Market Value per Share | | |
| Bank of Baroda | of Rs. 10 each | 2,500 | 694.50 | | 17,36,250 |
| Punjab National Bank | of Rs. 10 each | 188 | 704.75 | | 1,32,493 |

13 INVENTORIES

| Particulars | | As at 31-03-2015 Rs. | As at 31-03-2014 Rs. |
|--------------------|--|-------------------------------------|-------------------------------------|
| a | Raw Material Valued at lower of cost price on FIFO basis or net realisable value. | 7,64,405 | 42,11,054 |
| b | Finished Goods Valued at cost or net realisable value whichever is lower. | - | - |
| | Total | 7,64,405 | 42,11,054 |

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.

BAGADIA COLOURCHEM LIMITED**14 TRADE RECEIVABLES**

| Particulars | As at 31-03-2015 Rs. | As at 31-03-2014 Rs. |
|--|-------------------------------------|-------------------------------------|
| Trade receivables outstanding for a period less than six months from the date they are due for payment | | |
| Unsecured, considered good | 29,85,695 | 31,50,746 |
| | 29,85,695 | 31,50,746 |
| Less: Provision for doubtful debts | - | - |
| | 29,85,695 | 31,50,746 |
| Other Trade receivables | - | - |
| Total | 29,85,695 | 31,50,746 |

15 CASH AND CASH EQUIVALENTS

| Particulars | As at 31-03-2015 Rs. | As at 31-03-2014 Rs. |
|--|-------------------------------------|-------------------------------------|
| a Cash on hand | 6,12,190 | 6,73,668 |
| b Balances with banks | | |
| (i) In current accounts | 2,61,752 | (1,12,297) |
| (ii) In EEFC accounts | 9,66,151 | 33,56,421 |
| (iii) In deposit accounts (Refer Notes (i) & (ii) below) | 1,25,61,992 | 68,37,522 |
| Total | 1,44,02,085 | 107,55,314 |

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

Notes:

(i) Balances with banks include deposits amounting to Rs.

Previous Year Rs.

and margin monies amounting to Rs.

Previous Year Rs.

which have an original maturity of more than 12 months.

(ii) Balances with banks in deposit account include

Security against borrowings

18,40,093 39,17,792

- -
- -
- -
- -

125,61,992 68,37,522

16 SHORT-TERM LOANS AND ADVANCES

| Particulars | As at 31-03-2015 Rs. | As at 31-03-2014 Rs. |
|---|--|--|
| a Loans and advances to related parties Refer Note No. 29 Unsecured, considered good Tenancy deposits - Directors | 6,50,000 | 6,50,000 |
| b Balances with government authorities Unsecured, considered good (i) CENVAT credit receivable (ii) VAT credit receivable (iii) Income-tax refund receivable | 30,089 57,16,768 1,67,143 | 14,35,635 86,46,709 1,75,547 |
| c Other Deposits, Loans & Advances Unsecured, considered good Tenancy deposits Utility & other services deposits Interest accrued but not due Advances to Suppliers | 5,000 10,96,025 4,76,660 7,20,000 | 5,000 10,96,025 5,80,805 7,20,000 |
| d Prepaid expenses Unsecured, considered good Insurance Other Expenses - Water Charges | 9,141 59,891 | 13,491 - |
| Total | <u>89,30,717</u> | <u>133,23,212</u> |

17 REVENUE FROM OPERATIONS

| Particulars | Current Year 2014-2015 Rs. | Previous Year 2013-2014 Rs. |
|--|----------------------------------|-----------------------------------|
| a Sale of products (Refer Note (i) below) | 3,84,15,874 | 3,41,83,382 |
| b Other operating revenues (Refer Note (ii) below) Less: | 4,14,144 | 69,731 |
| c Excise duty | 26,78,935 | 21,84,628 |
| Total | <u>3,61,51,083</u> | <u>3,20,68,485</u> |
| (i) Sale of products comprises : | | |
| Manufactured goods | | |
| Pigment Alpha Blue | 75,93,985 | 19,64,817 |
| Pigment Beta Blue | 308,21,889 | 322,18,565 |
| Total - Sale of manufactured goods | <u>384,15,874</u> | <u>341,83,382</u> |
| Total - Sale of products | <u>384,15,874</u> | <u>341,83,382</u> |
| (ii) Other operating revenues comprise: | | |
| Export Incentives | 4,14,144 | 69,731 |
| Total - Other operating revenues | <u>4,14,144</u> | <u>69,731</u> |

BAGADIA COLOURCHEM LIMITED**18 OTHER INCOME**

| Particulars | Current Year 2014-2015 Rs. | Previous Year 2013-2014 Rs. |
|---|----------------------------------|-----------------------------------|
| a Interest income (Refer Note (i) below) | 11,19,429 | 7,96,507 |
| b Dividend income: | | |
| from long-term investments | 21,000 | 88,206 |
| others | | |
| c Net gain on sale of: | | |
| long-term investments | 4,15,710 | - |
| d Net gain on foreign currency transactions and translation (other than considered as finance cost) | 1,57,072 | 2,44,979 |
| e Other non-operating income (net of expenses directly attributable to such income) (Refer Note (ii) below) | 6,26,002 | 5,52,313 |
| Total | 23,39,213 | 16,82,005 |

Notes :**(i) Interest income comprises:**

Interest from banks on:

Deposits

7,01,469

7,96,507

Interest on VAT Refund

4,13,860

-

Interest on IT Refund

4,100

-

Total - Interest income**11,19,429****7,96,507****(ii) Other non-operating income comprises:**

Liabilities / provisions no longer required written back

9,002

56,611

Miscellaneous income

- Marketing Development Assistance from Ministry of Commerce &
Industry

6,17,000

4,95,702

[net of expenses directly attributable Rs. Nil
(Previous Year ended Rs. Nil)]**Total - Other non-operating income****6,26,002****5,52,313****19 a COST OF MATERIALS CONSUMED**

| Particulars | Current Year 2014-2015 Rs. | Previous Year 2013-2014 Rs. |
|----------------------------------|----------------------------------|-----------------------------------|
| Opening stock | 42,11,054 | 57,15,594 |
| Add: Purchases | 222,30,037 | 219,08,279 |
| | 264,41,091 | 276,23,873 |
| Less: Closing stock | 7,64,405 | 42,11,054 |
| Cost of material consumed | 256,76,686 | 234,12,819 |
| Material consumed comprises: | | |
| Copper Phthalocyanine Blue | 193,99,135 | 202,50,825 |
| Other Items | 62,77,551 | 31,61,994 |
| Total | 256,76,686 | 234,12,819 |

100% materials consumed is indigenous.

| Particulars | Current Year 2014-2015 Rs. | Previous Year 2013-2014 Rs. |
|--|----------------------------------|-----------------------------------|
| b Changes in inventories of finished goods | | |
| Inventories at the end of the year: | | |
| Finished goods | - | - |
| Inventories at the beginning of the year: | | |
| Finished goods | - | - |
| Net (increase) / decrease | <u>-</u> | <u>-</u> |

20 EMPLOYEE BENEFITS EXPENSE

| Particulars | Current Year 2014-2015 Rs. | Previous Year 2013-2014 Rs. |
|------------------------|----------------------------------|-----------------------------------|
| Salaries and Wages | 26,36,622 | 46,89,217 |
| Gratuity | 82,759 | 2,63,114 |
| Staff welfare expenses | 75,021 | 50,359 |
| Total | <u>27,94,402</u> | <u>50,02,690</u> |

21 FINANCE COST

| Particulars | Current Year 2014-2015 Rs. | Previous Year 2013-2014 Rs. |
|--------------------------------------|----------------------------------|-----------------------------------|
| Interest expense on: | | |
| (i) Borrowings | 2,70,207 | 1,76,401 |
| (ii) Others | | |
| - Interest on other delayed payments | 447 | 10,764 |
| Total | <u>2,70,654</u> | <u>1,87,165</u> |

22 OTHER EXPENSES

| Particulars | Current Year 2014-2015 Rs. | Previous Year 2013-2014 Rs. |
|--|----------------------------------|-----------------------------------|
| Consumption of stores - Lubricants | 11,720 | 43,979 |
| Laboratory Expenses | 89,126 | 94,619 |
| Subcontracting | 14,06,414 | 17,20,099 |
| Power and fuel | 18,42,870 | 23,89,180 |
| Water | 4,09,777 | 5,32,527 |
| Rent including lease rentals Refer Note No. 2.16 | 9,51,000 | 9,26,700 |
| Repairs and maintenance - Buildings | - | 53,177 |
| Repairs and maintenance - Machinery | 12,22,802 | 5,27,600 |
| Insurance | 22,753 | 23,079 |
| Rates and taxes | 2,59,736 | 83,282 |
| Office Expenses | 3,61,971 | 2,21,668 |
| Communication | 2,63,998 | 2,01,349 |
| Travelling and conveyance | 6,15,391 | 6,43,088 |
| Printing and stationery | 80,873 | 99,987 |

BAGADIA COLOURCHEM LIMITED

| Particulars | Current Year 2014-2015 Rs. | Previous Year 2013-2014 Rs. |
|---|----------------------------------|-----------------------------------|
| Freight and forwarding | 6,38,953 | 5,50,749 |
| Business promotion | 2,65,000 | 3,58,972 |
| Legal and professional | 8,14,061 | 10,31,219 |
| Payments to Auditors (Refer Note (i) below) | 84,700 | 77,000 |
| Bad trade and other receivables, loans and advances written off | - | 19,238 |
| Prior period items (net) (Refer Note (ii) below) | - | 6,624 |
| Miscellaneous expenses | 62,941 | 1,64,961 |
| Total | 94,04,086 | 97,69,097 |

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

| | | |
|-------------------------------|---------------|---------------|
| As auditors - statutory audit | 42,350 | 38,500 |
| For taxation matters | - | - |
| For other services | 42,350 | 38,500 |
| Total | 84,700 | 77,000 |

(ii) Details of Prior period items (net)

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

NOTES TO AND FORMING PART OF THE BALANCE SHEET AS AT AND THE PROFIT & LOSS STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2015

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.

| Particulars | Current Year 2014-15 Rs. | Previous Year 2013-14 Rs. |
|---|--------------------------------|---------------------------------|
| 25 Expenditure in Foreign Currency | | |
| Travelling & Exhibition Expenses | 1,01,038.00 | 1,61,000.00 |
| Total | 1,01,038.00 | 1,61,000.00 |
| 26 Earnings in foreign exchange | | |
| Export of goods calculated on FOB basis | 1,40,75,399.00 | 1,43,23,774.00 |
| Total | 1,40,75,399.00 | 1,43,23,774.00 |

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) | 8,64,565.00 | 12,94,021.00 |
| - Export Incentive (recognised under Revenue from Operations) | 4,14,144.00 | 69,731.00 |
| - Marketing Development Assistance from Ministry of Commerce & Industry (recognised under Other Income) | 6,17,000.00 | 4,95,702.00 |

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 | 2,91,237 | 1,03,843 | 86,440 | - |
| | (5,50,522) | (36,692) | (1,55,425) | - |
| Add : Expenses charged to the revenue | 82,759 | 1,32,137 | 1,26,545 | 51,820 |
| | (2,63,114) | (1,26,901) | (1,12,533) | (49,810) |
| | 3,73,996 | 2,35,980 | 2,12,985 | 51,820 |
| | (8,13,636) | (1,63,593) | (2,67,958) | (49,810) |
| Less : Paid to the Employees or W/B During the year | 1,94,288 | 1,91,493 | 1,74,090 | 51,820 |
| | (5,22,399) | (59,750) | (1,81,518) | (49,810) |
| Balance Payable as at the end of the year | 1,79,708 | 44,487 | 38,895 | - |
| | (2,91,237) | (1,03,843) | (86,440) | - |

(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.

BAGADIA COLOURCHEM LIMITED

c) Defined Contribution Plan

The company incurs no expenditure under any defined contribution plan.

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, Key Management Personnel & 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, Key Management Personnel & Relatives

| Sr. No. | Nature of Transactions | Current Year 2014-15 | Previous Year 2013-14 |
|---------|-------------------------------------|-------------------------|--------------------------|
| | | Rs. | Rs. |
| 1 | Sales & Other Income | | |
| 2 | Purchase & Other Services | 9,00,000 | 9,00,000 |
| 3 | Salary, Remuneration & Sitting Fees | 8,40,000 | 30,02,000 |
| 4 | Interest Received | - | - |
| 5 | Interest Paid | - | - |
| 6 | Purchases of Fixed Assets | - | - |
| 7 | Deposit Received | - | - |
| 8 | Deposit Given | 6,50,000 | 6,50,000 |
| 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 varying from 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 | 9,51,000.00 | per year |
| later than one year and not later than five years | 9,51,000.00 | per year |
| later than five years | 9,51,000.00 | per year |

| | | |
|--|-------------|-------------|
| Lease payments recognised in the Statement of Profit and Loss (excluding amortisation of premium paid on leasehold lands) | 9,51,000.00 | 9,26,700.00 |
| Contingent rents recognised as expense during the year (state basis) | - | - |

There are no subleases.

31 Earnings per Share

| Particulars | Current Year 2014-15 Rs. | Previous Year 2013-14 Rs. |
|------------------------------------|--------------------------------|---------------------------------|
| Basic & Diluted | | |
| Profit / (Loss) After Tax | (48,07,770) | (72,52,020) |
| Number of Equity Shares | 36,90,000 | 36,90,000 |
| The nominal value of Equity Shares | 10 | 10 |
| Earnings per Share Basic & Diluted | (1.30) | (1.97) |

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 : 28/04/2015

Place : Pune
Date : 28/04/2015

BAGADIA COLOURCHEM LIMITED

BAGADIA COLOURCHEM LIMITED

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

BALLOT FORM (In lieu of E-voting)

1. Name :
Registered Address of the
sole/first named Shareholder :
2. Name(s) of the Joint Shareholder(s) if any :
3. Registered Folio/DP ID & Client ID No. :
4. No. of Shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of 30th Annual General Meeting of the Company to be held on Tuesday, 29th September, 2015 by conveying my/our Assent/Dissent to the said Resolution by placing the tick [✓] mark at the appropriate box below:

| Resolution No | Resolutions | Voting | |
|---------------|--|--------|---------|
| | | For | Against |
| 1 | Ordinary Business: To receive, consider and adopt the Financial Statements of the Company for the year ended 31 st March, 2015. | | |
| 2 | Re-appointment of Ms. Sneha Bagadia [DIN: 06657740] as the Director, who retires by rotation. | | |
| 3 | Appointment of S. P. Jain & Associates, Chartered Accountants mumbai having Firm Registration Number 103969W, in place of M/s S. G. Shende & Co. Chartered Accountants, the earlier Auditors of the Company. | | |

Place :

Date :

Signature of the Shareholder/Proxy _____

For Scrutinizer's use only:

| Valid Vote (s) Cast | Total No. of Eligible Votes : | |
|---------------------|-------------------------------|---------|
| | FOR | AGAINST |
| | | |

Signature: _____

Scrutinizer :

Note:

Kindly read the instructions printed overleaf before filling the form, valid Ballot Forms received by the Scrutinizer by Monday 28th September, 2015 upto 5.00 P.M. shall only be considered.

INSTRUCTIONS

1. Members may fill up the Ballot Form printed overleaf and submit the same in a sealed envelope to the Scrutinizer, Mr. Shekhar S. Ghatpande Company Secretary, C/o. Bagadia Colourchem Limited Pune Office as mentioned over leaf or to Email ID at bagadiacolourchem@rediffmail.com, so as to reach on or before Monday 28th September, 2015 upto 5.00 P.M. Ballot Form received thereafter will strictly be treated as not received.
2. The Company will not be responsible if the envelope containing the Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a Proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of Members holding shares in physical form is verified as per the records of the Company. Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio/DP ID Client ID irrespective of the number of joint members.
8. In case of joint holder, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named Shareholders. Ballot form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
9. Where the Ballot Form has been signed by an authorized representative of the body corporate/Trust/Society, etc a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.
10. Instructions for E-voting procedure are available in the Notice of Annual General Meeting.

If undelivered, please return to:
BAGADIA COLOURCHEM LIMITED
317 Mantri Kishor Arcade, 257 Budhwar Peth,
Pune 411 002