



BAGADIA COLOURCHEM LTD.

REGISTERED OFFICE

501, SHANIYA ENCLAVE, 5th FLOOR, V. P. ROAD,
VILE - PARLE (W), MUMBAI 400056. TEL.: (022) 26111982
CIN - L24221MH1985PLC205386

BAGADIA

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalai Street,
Mumbai
Fax No. 2272 2037/2272 3121

BCL/SEC/BSE/3730/2016-2017
29th September, 2016

KIND ATTN: CORPORATE SERVICE DEPARTMENT

Sub: Disclosure of Voting Results of the 31st Annual General Meeting of the Company under Regulations 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

Dear Sir,

Pursuant to Regulation 44(3) of the Listing Regulations, 2015, we are submitting herewith the details regarding the voting results of the business transacted at the Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Wednesday, 28th September, 2016 at 2.30 P.M. at Conference hall of the Hotel Samra Garden, next to Vyasvadi Kharodi Marve Road, Malad (West) Mumbai-400 095, in the prescribed format showing the results of voting.

We attach herewith the Consolidated Report of the Scrutinizer on E-voting & physical Ballot Forms at the voting at the AGM.

We request you to note the above and acknowledge the receipt of this letter.

Thanking you,

Yours faithfully
For Bagadia Colourchem Limited

N R Bagadia's

N R Bagadia
Chairman & Managing Director
End: As above





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Voting Results pursuant to Regulation 44(3) of the Listing Agreement

Sr. No.	Particulars	Details
1	Day & Date of AGM	Wednesday, 28 th September, 2016 at 2.30 P.M.
2	Total number of shareholders on record date	Total number of shareholders as on 21 st September, 2016 - 3801 Members.
3	No. of Shareholders present in the meeting either in person or through proxy	
	Promoter & Promoter Group	3
	Public	17 (Including One (1) Proxy)
4	No. of Shareholders attended the meeting through Video Conferencing	Nil
	Promoter & Promoter Group	-Nil- [Video Conferencing Facility was not made available]
	Public	-Nil- [Video Conferencing Facility was not made available]

5. Particulars of Resolutions passed:

Resolution Nos.	Details of Agenda/ Resolution Item	Resolution Ordinary/ Special	Mode of Voting
1	Resolution for Adoption of Financial Statements for the Financial Year ended 31 st March, 2016.	Ordinary	E-voting, Physical Ballot at the Meeting
2	Re-Appointment of Ms. Sangeeta Sushil Bagadia [DIN: 02487334] as the Director, who retires by rotation.	Ordinary	E-voting, Physical Ballot at the Meeting.
3	Appointment of Amar Bafna & Associates, Chartered Accountants, Mumbai, having Firm Registration No. 114854W as the new Auditors of the Company, in place of S. P. Jain & Associates, Chartered Accountants, the earlier Auditors of the Company.	Ordinary	E-voting, Physical Ballot at the Meeting
4	Resolution u/s 180(1) (a) of the Companies Act, 2013 for mortgaging and charging of all Movable and Immovable Properties of the Company, within the limit of Rs. 20/- Crs.	Special	E-voting, Physical Ballot at the Meeting
5	Resolution u/s 180(1)(c) of the Companies Act, 2013 for borrowing from time to time any sum or sums of monies within the limit of Rs. 20/- Crs	Special	E-voting, Physical Ballot at the Meeting



The Resolutions at Item Nos. 1 to 3 were passed unanimously and none of the Shareholders voted against it. The Resolutions at Item no. 4 & 5 have been passed with the requisite majority. Details of Promoter & Non Promoter wise Voting and its percentages in the Format given in Regulation No 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 are attached hereto.

We request you to kindly take above on Record.
Thanking You,

For Bagadia Colourchem Limited

NRB of adis

N R Bagadia
Chairman & Managing Director





BAGADIA COLOURCHEM LTD.

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BAGADIA COLOURCHEM LIMITED

Agenda wise Disclosure

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2016 together with the Report of the Board of Directors attached thereto and the Auditor's Report thereon.

Resolution Required: (Ordinary/Special): Ordinary								
Whether Promoter/Promoter Group is interested in Resolution?: No								
Category	Mode of voting	No. of Shares held	No. of Votes polled	% of Votes polled on Outstanding Shares	No. of Votes – favour	No. of Votes- Against	% of Votes in favour, on Votes polled	% of Votes against, on Votes polled
		1	2	3= 2/1*100	4	5	6 = 4/2*100	7= 5/2*100
Promoter & Promoter Group	E Voting	17,53,852	17,53,852	100	17,53,852	-	100	-
	Physical Ballot		-	0	-	-	-	-
	Total		17,53,852	100	17,53,852	-	100	-
Public Institutional Holders	E Voting	24,900	-	-	-	-	-	-
	Physical Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-Others	E Voting	19,11,248	11,200	0.59	11,200	-	100	-
	Physical Ballot		265	0.01	265	-	100	-
	Total		11,465	0.60	11,465	-	100	-
Total		36,90,000	17,65,317	47.84	17,65,317	-	100	-



2. Re-appointment of Ms. Sangeeta Sushil Bagadia [DIN: 02487334] as the Director, who retires by rotation.

Resolution Required: (Ordinary/Special): Ordinary								
Whether Promoter/Promoter Group is interested in Resolution?: No								
Category	Mode of voting	No. of Shares held	No. of Votes polled	% of Votes polled on Outstanding Shares	No. of Votes – favour	No. of Votes- Against	% of Votes in favour, on Votes polled	% of Votes against, on Votes polled
		1	2	3= 2/1*100	4	5	6 = 4/2*100	7= 5/2*100
Promoter & Promoter Group	E Voting	17,53,852	17,53,852	100	17,53,852	-	100	-
	Physical Ballot		-	0	-	-	-	-
	Total		17,53,852	100	17,53,852	-	100	-
Public Institutional Holders	E Voting	24,900	-	-	-	-	-	-
	Physical Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Others	E Voting	19,11,248	11,200	0.59	11,200	-	100	-
	Physical Ballot		265	0.01	265	-	100	-
	Total		11,465	0.60	11,465	-	100	-
Total		36,90,000	17,65,317	47.84	17,65,317	-	100	-



3. Appointment of M/s Amar Bafna & Associates, Chartered Accountants, Mumbai, having Firm Registration No. 114854W as the new Auditors of the Company in place of M/s S. P. Jain & Associates, Chartered Accountants, the earlier Auditors of the Company.

Resolution Required: (Ordinary/Special): Ordinary								
Whether Promoter/Promoter Group is interested in Resolution?: No								
Category	Mode of voting	No. of Shares held	No. of Votes polled	% of Votes polled on Outstanding Shares	No. of Votes – favour	No. of Votes- Against	% of Votes in favour, on Votes polled	% of Votes against, on Votes polled
		1	2	3= 2/1*100	4	5	6 = 4/2*100	7= 5/2*100
Promoter & Promoter Group	E Voting	17,53,852	17,53,852	100	17,53,852	-	100	-
	Physical Ballot		-	0	-	-	-	-
	Total		17,53,852	100	17,53,852	-	100	-
Public Institutional Holders	E Voting	24,900	-	-	-	-	-	-
	Physical Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Others	E Voting	19,11,248	11,200	0.59	11,200	-	100	-
	Physical Ballot		265	0.01	265	-	100	-
	Total		11,465	0.60	11,465	-	100	-
Total		36,90,000	17,65,317	47.84	17,65,317	-	100	-



4. Special Resolution u/s 180 (1) (a) of the Companies Act, 2013 for mortgaging and charging of all Movable and Immovable Properties of the Company, within the limit of Rs. 20/- Crs.

Resolution Required: (Ordinary/Special): Special								
Whether Promoter/Promoter Group is interested in Resolution?: No								
Category	Mode of voting	No. of Shares held	No. of Votes polled	% of Votes polled on Outstanding Shares	No. of Votes – favour	No. of Votes- Against	% of Votes in favour, on Votes polled	% of Votes against, on Votes polled
		1	2	3= 2/1*100	4	5	6 = 4/2*100	7= 5/2*100
Promoter & Promoter Group	E Voting	17,53,852	17,53,852	100	17,53,852	-	100	-
	Physical Ballot		-	0	-	-	-	-
	Total		17,53,852	100	17,53,852	-	100	-
Public Institutional Holders	E Voting	24,900	-	-	-	-	-	-
	Physical Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Others	E Voting	19,11,248	11,200	0.59	11,000	200	98.21	1.79
	Physical Ballot		265	0.01	265	-	100	-
	Total		11,465	0.60	11,265	200	98.26	1.74
Total		36,90,000	17,65,317	47.84	17,65,117	200	99.99	0.01



5. Special Resolution u/s 180 (1) (c) of the Companies Act, 2013 for borrowing from time to time any sum or sums of monies within the limit of Rs. 20/- Crs.

Resolution Required: (Ordinary/Special): Special								
Whether Promoter/Promoter Group is interested in Resolution?: No								
Category	Mode of voting	No. of Shares held	No. of Votes polled	% of Votes polled on Outstanding Shares	No. of Votes – favour	No. of Votes- Against	% of Votes in favour, on Votes polled	% of Votes against, on Votes polled
		1	2	3= 2/1*100	4	5	6 = 4/2*100	7= 5/2*100
Promoter & Promoter Group	E Voting	17,53,852	17,53,852	100	17,53,852	-	100	-
	Physical Ballot		-	0	-	-	-	-
	Total		17,53,852	100	17,53,852	-	100	-
Public Institutional Holders	E Voting	24,900	-	-	-	-	-	-
	Physical Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Others	E Voting	19,11,248	11,200	0.59	11,000	200	98.21	1.79
	Physical Ballot		265	0.01	265	-	100	-
	Total		11,465	0.60	11,265	200	98.26	1.74
Total		36,90,000	17,65,317	47.84	17,65,117	200	99.99	0.01

FOR BAGADIA COLOURCHEM LTD.

NRS

CHAIRMAN & MANAGING DIRECTOR



BAGADIA COLOURCHEM LIMITED
Combined Report on E-Voting and Poll of
31st Annual General Meeting

By

Shekhar Ghatpande & Co.
Company Secretaries
FCS: 1659 CP: 782

Dated 28th September, 2016



Report of Scrutinizer

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 (xii) & 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Bagadia Colourchem Ltd
Shaniya Enclave, 5th Floor,
V.P. Road, Vileparle (West),
Mumbai-400 056

Dear Sir,

Subject: Combined Report of the E-Voting and Poll of 31st Annual General Meeting held on Wednesday 28th September, 2016

I, Shekhar Ghatpande Company Secretary in practice, having Membership No FCS:1659 and CP: 782 and having my office at 13, 'Saraswati Sadan' 3rd Floor Rambaug Colony, Paud Road, Kothrud, Pune 411 038 have been appointed as a Scrutinizer for the purpose of scrutinizing the remote E-voting process & ascertaining the requisite majority on remote E-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as on Voting process on Poll through Physical Ballot Forms, under the provisions of Section 109 of the Act read with Rule 21 of Rules, in a fair and transparent manner, on the Resolutions at Item



Nos. 1 to 5 contained in the Notice of the 31st Annual General Meeting (AGM) dated 11th August, 2016 of the Members of Bagadia Colourchem Ltd (the Company), held on Wednesday, 28th September, 2016 at 2.30 P.M. at Conference hall of the Hotel Samra Garden, next to Vyasvadi Kharodi Marve Road, Malad (West) Mumbai-400 095.

The Management of the Company is responsible to ensure the compliance with the requirements of the Act, and Rules relating to remote E-voting and Poll on the Resolutions contained in the Notice of 31st Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer for the Remote E-voting and for conducting Poll was restricted to make a Scrutinizer's Report of remote E-voting and Poll, of the votes cast in "favor" or "against" the Resolutions stated in the Notice, based on the reports generated from the remote E-voting system provided by National Securities Depository Limited (NSDL) and also during the Annual General Meeting on the Poll through physical Ballot Form.

I submit my Report on the same as under:

- 1) That the Company had made necessary arrangements with National Securities Depository Limited (NSDL) for facilitating remote E-voting as an alternate for the Members to enable them to cast their votes electronically.
- 2) That the EVEN allotted by NSDL for Electronic Voting was 105223.
- 3) That the remote E-voting period allowed to the Members was from 9.00 A.M. (Starting Time) on Saturday, 24th September, 2016 to 5.00 P.M. (Ending Time) on Tuesday, 27th September, 2016.
- 4) That the Shareholders holding Equity Shares as on the "Cut Off" date i.e. 21st September, 2016 were entitled to vote on the proposed Resolutions mentioned at Item Nos. 1 to 5 as set out in the Notice convening the 31st Annual General



Meeting of the Company. The said Notice of AGM is attached herewith as **Annexure I** to this report.

- 5) That the Paid up Equity Share Capital of the Company is Rs 3,69,00,000/- divided into 36,90,000 Equity Shares of Rs. 10/- each fully paid up. The voting rights allowed by the Company was One Vote for every One Equity Share held in the Company.
- 6) The E-votes were unblocked on Wednesday 28th September, 2016 at the conclusion of the Annual General Meeting in the presence of two witnesses, Mr. Mukesh Hundani presently residing at Flat No. 12 Miheer Apt., New DP Rd, Vishal Nagar, Pimple Nilakh, Pune 411027 and Mr. Neeraj Parwani, presently residing at Flat No. 10, Saraswati Sadan, Rambaug Colony, Kothrud, Pune 411038 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
- 7) Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against" were downloaded from the E-Voting website of National Securities Depository Limited (NSDL) (<http://www.evoting.nsdl.com>).
- 8) 25 Shareholders of the Company holding 17,65,052 Equity Shares have exercised their right of Voting through the process of remote E-Voting.
- 9) In respect of Physical Ballot Forms during the course of the proceedings of the 31st Annual General Meeting of the Company, all the Shareholders/ Proxies who have attended the Meeting and had not exercised their right of voting through remote E-Voting process, were requested to cast their Votes through Physical Ballot Forms.

After the time fixed for closing of the Poll by the Chairman of the Company, and after having ensured that such Shareholders/ Proxies had exercised their right of



voting through Physical Ballot Form, Ballot Box kept for polling was sealed in my presence with due identification marks placed by me.

- 10) The sealed Ballot Box was subsequently opened in my presence along with the two witnesses named in Para No. 6 above and Poll Papers were diligently scrutinized. The Poll Papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
- 11) The Poll Papers, which were incomplete and /or which were otherwise found defective were required to be treated as invalid, however I did not find any Poll Paper invalid.
- 12) Five (5) Shareholders / Proxies of the Company holding 265 Equity Shares have exercised their right of Voting through the process of Physical Ballot Forms.
- 13) The summary of the Votes cast by the Shareholders of the Company, on the basis of remote E-Voting and Voting through the process of Physical Ballot Forms are attached separately to this Report as **Annexure II**, which forms part of this Report.
- 14) On the basis of the same, I submit herewith my Combined Final Report on the Result of remote E-voting together with the Poll as under:

Item/ Resol ution No.	No. of Votes Cast in Favour of the Resolution			No. of Votes Cast against the Resolution			Invalid/ Neutral Votes Nos.
	E-Voting	Physical Poll	Total	E-Voting	Physical Poll	Total	
1	17,65,052	265	17,65,317	-Nil-	-Nil-	-Nil-	-Nil-
2	17,65,052	265	17,65,317	-Nil-	-Nil-	-Nil-	-Nil-
3	17,65,052	265	17,65,317	-Nil-	-Nil-	-Nil-	-Nil-
4	17,64,852	265	17,65,117	200	-Nil-	200	-Nil-
5	17,64,852	265	17,65,117	200	-Nil-	200	-Nil-



- 15) The register, all other papers and relevant records relating to electronic voting and Poll Voting shall remain in our safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Given at Mumbai on this 28th day of September, 2016 at 3.00 P.M.

For Shekhar Ghatpande & Co

Company Secretaries



Shekhar Ghatpande

Proprietor

Scrutinizer

Membership No FCS: 1659, CP: 782

Witness:

1) Mr. Mukesh Hundani: -

2) Mr. Neeraj Parwani:-

FOR BAGADIA COLOURCHEM LTD.

CHAIRMAN & MANAGING DIRECTOR



NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Shareholders of Bagadia Colourchem Limited will be held on Wednesday 28th September, 2016 at 2.30 P.M. at the Conference Hall of Hotel Samra Garden, Next to Vyas Vadi, Mudh Marve Road, Malad (West) Mumbai 400061 to transact the following business:-

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended 31st March, 2016 together with the Report of the Board of Directors and the Auditor's Report thereon.

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

"RESOLVED THAT Ms. Sangeeta Sushil Bagadia [DIN:02487334] Director, who retires by rotation and being eligible offers herself for reappointment, be and is hereby reappointed as the Director of the Company, liable to retire by rotation."

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 Amar Bafna & Associates, Chartered Accountants, Mumbai, having Firm Registration No. 114854W 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 36th 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 S. P. Jain & Associates, Chartered Accountants, having Firm Registration Number 103969W Mumbai, the earlier Auditors of the Company, who have informed the Company about their unwillingness for ratification of their appointment.

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."

SPECIAL BUSINESS:

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed by the Shareholders of the Company under the then Companies Act, 1956 with respect to mortgaging and /or charging by the Board of Directors of the Company of the Undertakings\Properties of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as the "Act"), or any Statutory Modification or Re-enactment thereof, for mortgaging and charging of all Movable and Immovable Properties of the Company, where so ever situate, present and future, and the whole of the Undertaking of the Company, including the Properties to be created out of the new and proposed expansion cum diversification projects of the Company, with power to take over the management of the business and concern of the Company in certain events, to or in favour of participating Financial Institutions and/or Banks, NBFCs, Debenture Trustees or any other Lending Institutions to secure their respective Rupee and Foreign Currency Loans, Term Loans, Mortgage Loans, Project Loans, Soft Loans, Fund based and Non Fund based working capital limits, or any other financial assistance not exceeding ₹ 20/- Crores [Rupees Twenty Crores only] sanctioned \ to be sanctioned from time to time to the Company.

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

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

"RESOLVED THAT in supersession of the Ordinary Resolution passed by the Shareholders of the Company under the then Companies Act, 1956 with respect to borrowing Powers of the Board of Directors of the

BAGADIA COLOURCHEEM LIMITED

Company, consent of the Company be and is hereby accorded pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act 2013 (hereinafter referred to as the "Act"), or any Statutory Modification or Re-enactment thereof, if any, for borrowing from time to time any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purpose, by an amount not exceeding ₹ 20/- Crores [Rupees Twenty Crores only]."

By Order of the Board of Directors
For Bagadia Colourcheem Limited

Place: -Mumbai
Date: - 11/08/2016

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

NOTES:-

1. A MEMBER ENTITLED TO ATTEND & VOTE AT THIS MEETING MAY APPOINT A PROXY TO ATTEND AND ON A POLL VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective must be received by the Company at its Registered Office, not later than 48 Hours before the commencement of the Meeting. A Person shall not act as Proxy for more than 50 Members and holding in the aggregate not more than 10% of the total voting share capital of the Company. However a single person may act as the Proxy, for a Member holding more than 10% of the total voting share capital of the Company, provided that such Person shall not act as a Proxy for any other Person. Proxy Holder shall prove his / her Identity at the time of attending the Meeting by producing the Photo Identity Card such as PAN Card, Aadhar Card, Passport or any other Photo Identity Card issued by Government Agency / Office. Proxies shall not have any right to speak at the Meeting.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item Nos. 4 & 5 of the Special Businesses to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
4. Notice is also given that the Register of Members and Share Transfer Books in Respect of Equity Shares of the Company will remain closed from Friday, 23rd September, 2016 to Wednesday, 28th September, 2016 (Both days inclusive).
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail addresses with Company or Depository.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to the Members whose E-mail ID's are registered with the Company or Depositories, unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their E-mail ID's with the Company or Depositories. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at registration counter to attend the AGM.

Voting through Electronic means:

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

The Remote E-voting period commences on Saturday, 24th September, 2016 (9:00 A.M.) and ends on Tuesday, 27th September, 2016 (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. Wednesday, 21st September, 2016 may cast their votes electronically. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the votes on the resolutions are cast by a Member, he or she will not be allowed to change it.

The instructions for remote E-voting are as follows:

1. Members whose E-mail addresses are registered with the Company / Depository Participant(s) will receive an E-mail from NSDL informing them of their UserID and Password. Once the Member receives the E-mail, he or she will need to go through the following steps to complete the E-voting process:
 - a. Open E-mail and open the PDF file titled 'Bagadia E-voting.pdf' using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote E-voting. Please note that this password is an initial password.
 - b. Launch your internet browser and type the following URL: <https://www.evoting.nsd.com>
 - c. Click on Shareholder — Login.
 - d. Enter the user ID and password [the initial password noted in step (a) above]. Click on Login.
 - e. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or a combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - f. The homepage of E-voting will open. Click on E-voting: Active Voting Cycles.
 - g. Select 'EVEN/ (E Voting Event Number) of Bagadia Colourchem Ltd.
 - h. Now you are ready for remote E-voting as the Cast Vote page opens.
 - i. Cast your vote by selecting the option of your choice and click on 'Submit', and also remember to 'Confirm' when prompted.
 - j. On confirmation, the message 'Vote cast successfully' will be displayed.
 - k. After you have voted on a resolution once, you will not be allowed to modify your vote.
 - l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF /JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via E-mail to bagadiacolourchem@rediffmail.com with a copy marked to evoting@nsdl.co.in.
2. For Members whose E-mail IDs are not registered with the Company / Depository Participant(s) and who receive the physical Ballot Forms, the following instructions may be noted:
 - a. The initial password is provided on the Ballot Form.
 - b. Please follow the instructions from 'b' to 'l' as mentioned in step 1 to cast your vote.

General Instructions for E-voting:

1. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and E-voting user manual for Members available in the 'Downloads' section of www.evoting.nsd.com.
2. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
3. If you are already registered with NSDL for E-voting, then you can use your existing user ID and password for casting your vote.
4. The Voting rights of Members shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the relevant date/ Cutoff date i.e. Wednesday, 21st September, 2016.

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

Procedure & Instructions for Ballot Voting:

1. Members who do not have access to E-voting facility, may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company - Mr. Shekhar S. Ghatpande, Practicing Company Secretary (Membership No. FCS1659 and CP No.782), at the Registered Office of the Company at Shaniya Enclave, 5th Floor, V. P. Road, Vileparle (W), Mumbai 400056 not later than Tuesday, 27th September, 2016, upto 5.00 P.M.
2. The Chairman shall at the Annual General Meeting, at the end of the discussions on the Resolutions on which the voting is to be held, allow voting with the assistance of Scrutinizer, by use of 'Ballot Paper' / 'Polling Paper' for all those Members who are present at the AGM but have not cast their Vote by availing the facility of e-Voting

Scrutinizer and Scrutinizer's Report:

1. Mr. Shekhar S. Ghatpande, Practicing Company Secretary (FCS No. 1659, Certificate of Practice Number 782) has been appointed as the Scrutinizer to scrutinize E-voting / Ballot Voting process in a fair and transparent manner.
2. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast in the meeting and thereafter unblock the votes cast through E-voting in the presence of at least two witnesses who are not in the employment of the Company and shall make, not later than forty-eight hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
3. The Results declared along with the Report of the Scrutinizer shall be placed on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Ltd.

EXPLANATORY STATEMENT

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

As required by Section 102(1) of the Companies Act 2013 the following Explanatory Statement sets out the material facts relating to Special Business mentioned in the accompanying Notice dated 11th August, 2016

Item No. 4 and 5

The Members of the Company under the provisions of Section 293 (1) (a) and 293 (1) (d) of the then Companies Act, 1956 had approved by way of a Ordinary Resolutions borrowings over and above the aggregate of paid up Share Capital and free reserves of the Company and also to create charge / mortgage on the assets of the Company.

As now the Companies Act, 1956 has been replaced by Companies Act, 2013 the Companies are required to pass the Special Resolutions under the new provisions of Section 180 (1) (a) and (1) (c) of the Companies Act, 2013. As the Company is identifying the new Project, the Company may be required to avail fresh borrowings from Banks/ Financial Institutions to meet part of the Project cost.

In view of this, Members are requested to pass Special Resolutions as set out at Item No. 4 and 5 of the notice in accordance with Section 180 (1) (a) and 180 (1) (c) and other applicable provisions of the Companies Act, 2013.

The Resolutions are accordingly recommended for approval as Special Resolutions under the Act.

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

By Order of the Board of Directors
For Bagadia Colourcheem Limited

Place: -Mumbai
Date: - 11/08/2016

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

Regd. Office Shaniya Enclave, 5th Floor, V.P. Road, Vileparle (West) Mumbai-400 056
CIN L24221MH1985PLC205386
EVEN 105223

Annexure II (As referred in our Report of even date)

SUMMARY OF VOTING DONE BY THE SHAREHOLDERS FOR 31ST ANNUAL GENERAL MEETING HELD ON WEDNESDAY, 28TH SEPTEMBER, 2016 THROUGH E-VOTING AND PHYSICAL BALLOT FORM

Sr. No.	Member ID/Folio No.	Name of The 1st Named Shareholder	No. of Shares/Votes entitled	Votes cast For (Against) Resolution Number 1	Votes cast For (Against) Resolution Number 2	Votes cast For (Against) Resolution Number 3	Votes cast For (Against) Resolution Number 4	Votes cast For (Against) Resolution Number 5	Entity Voted	Mode of Voting	Date of Voting and Time of Voting	Status of Vote
A. Votes Cast in Favour through E-voting												
1	A001438	Avinash Suresh Sachdev	100	100	100	100	100	100	Investor	E-voting	2016-09-26 12:06:41.053	Valid
2	A001439	Ankita U Bhanushli	100	100	100	100	100	100	Investor	E-voting	2016-09-26 17:05:36.317	Valid
3	D00001	Dattatray Bajirao Jagtap	2500	2500	2500	2500	2500	2500	Investor	E-voting	2016-09-26 18:03:09.645	Valid
4	D01035	Dattatraya Mehta	100	100	100	100	100	100	Director	E-voting	2016-09-26 17:59:14.531	Valid
5	G001152	Ganesh Darwatkar	100	100	100	100	100	100	Investor	E-voting	2016-09-26 18:01:20.532	Valid
6	M001526	Mukesh S Hundani	100	100	100	100	100	100	Investor	E-voting	2016-09-26 17:09:29.371	Valid
7	N001312	Neeraj Rajkumar Parwani	100	100	100	100	100	100	Investor	E-voting	2016-09-26 11:59:42.319	Valid
8	P01386	Purva Prashant Ghatpande	300	300	300	300	300	300	Investor	E-voting	2016-09-26 17:48:46.88	Valid
9	R00004	Ravindra Yawalkar	2400	2400	2400	2400	2400	2400	Investor	E-voting	2016-09-26 17:34:56.928	Valid
10	S00007	Shashank Ghatpande	1000	1000	1000	1000	1000	1000	Investor	E-voting	2016-09-26 17:39:18.524	Valid
11	S00019	Shashank Ghatpande	2500	2500	2500	2500	2500	2500	Investor	E-voting	2016-09-26 17:53:07.312	Valid
12	S001928	Shashikant Bhikoba Kakade	100	100	100	100	100	100	Director	E-voting	2016-09-26 17:55:14.564	Valid
13	S001933	Sagar Kakade	100	100	100	100	100	100	Investor	E-voting	2016-09-26 17:57:20.561	Valid
14	S01289	Shekhar Ghatpande	600	600	600	600	600	600	Investor	E-voting	2016-09-26 17:43:11.844	Valid
15	S01764	Seva Shekhar Ghatpande	300	300	300	300	300	300	Investor	E-voting	2016-09-26 17:50:41.047	Valid
16	V01261	Varsha Shashank Ghatpande	400	400	400	400	400	400	Investor	E-voting	2016-09-26 17:45:39.657	Valid
17	1204470000251393	Sangeeta Sushil Bagadia	300	300	300	300	300	300	Promoter Group	E-voting	2016-09-26 14:22:24.181	Valid
18	1301870000215458	Sushil Natwarlal Bagadia	938000	938000	938000	938000	938000	938000	Promoter Group	E-voting	2016-09-26 14:04:41.005	Valid
19	1301870000215502	Natwarlal Radheshyam Bagadia	61300	61300	61300	61300	61300	61300	Promoter Group	E-voting	2016-09-26 14:15:29.884	Valid
20	1301870000215517	Sangeeta Sushil Bagadia	734600	734600	734600	734600	734600	734600	Promoter Group	E-voting	2016-09-26 14:10:13.66	Valid
21	IN30074911081457	Disha Kunal Chandura	200	200	200	200	200	0	Investor	E-voting	2016-09-26 18:14:14.899	Valid
22	IN30122510026932	Tarulata Maganlal Adasani	200	200	200	200	200	200	Investor	E-voting	2016-09-25 12:26:20.068	Valid
23	IN30226912057104	Sushil Natwarlal Bagadia	19452	19452	19452	19452	19452	19452	Promoter Group	E-voting	2016-09-26 14:18:01.842	Valid



Sr. No.	Member ID/Folio No.	Name of The 1st Named Shareholder	No. of Shares/Votes entitled	Votes cast For (Against) Resolution Number 1	Votes cast For (Against) Resolution Number 2	Votes cast For (Against) Resolution Number 3	Votes cast For (Against) Resolution Number 4	Votes cast For (Against) Resolution Number 5	Entity Voted	Mode of Voting	Date of Voting and Time of Voting	Status of Vote
24	IN30226913847905	Mohit Sushil Bagadia	100	100	100	100	100	100	Promoter Group	E-voting	2016-09-26 14:24:06.091	Valid
25	IN30226913847930	Sneha Sushil Bagadia	100	100	100	100	100	100	Promoter Group	E-voting	2016-09-26 16:04:51.672	Valid
B. Votes Cast Against through E-voting			SUB TOTAL A	1765052	1765052	1765052	1764852	1764852				
26	IN30074911081457	Disha Kunal Chandura	0	0	0	0	-200	-200	Investor	E-voting	2016-09-26 18:14:14.899	Valid
C. Votes Cast in favor through Physical Ballot			SUB TOTAL B	0	0	0	-200	-200				
27	M001523	Mahendra Mahadev Sawant	100	100	100	100	100	100	Investor	Physical Ballot Voting	2016-09-28 At AGM	Valid
28	IN30074911058072	Rajendra Vasantlal Shah	5	5	5	5	5	5	Investor	Physical Ballot Voting	2016-09-28 At AGM	Valid
29	A001434	Atul Bharat Gajbihiye	100	100	100	100	100	100	Investor	Physical Ballot Voting	2016-09-28 At AGM	Valid
30	1301870000158795	Abhay Champaklal Shah	50	50	50	50	50	50	Investor	Physical Ballot Voting	2016-09-28 At AGM	Valid
31	1203990000071941	Dharmesh Gosalia	10	10	10	10	10	10	Investor	Physical Ballot Voting	2016-09-28 At AGM	Valid
D. Votes Cast Against through Physical Ballot			SUB TOTAL C	265	265	265	265	265				
32			0	0	0	0	0	0				
SUB TOTAL D			0	0	0	0	0	0				

Witness

1) Mr. Mukesh Hundani

2) Mr. Neeraj Parwani



For Shekhar Ghatpande & Co. Company Secretaries
 Shekhar Ghatpande
 Proprietor
 Scrutinizer
 Membership No. FCS:1659, CP:782
 Pune 28th September, 2016 at 3.00 P.M.



FOR BAGADIA COLOURCHEM LTD.

NRSaladi

CHAIRMAN & MANAGING DIRECTOR

SHEKHAR GHATPANDE & CO.
COMPANY SECRETARIES
 Flat No. 13, Saraswati Sadan,
 Plot No. 93, Rambaug Colony,
 Paud Road, Kothrud, PUNE-411 038.
 Phone-25435387