

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalai Street,  
Mumbai

BCL/SEC/BSE/3914/2019-2020

Online Submission.

1<sup>st</sup> October, 2019

**KIND ATTN: CORPORATE SERVICE DEPARTMENT**

**Sub: Disclosure of Voting Results of the 34<sup>th</sup> 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 Monday, 30<sup>th</sup> September, 2019 at 12.30 P.M. at Conference Hall of the Hotel Shabari 'Sai Dwar' Near Laxmi Industrial Estate, Oberoi Complex Road, SAB TV Lane, Andheri (West) Mumbai - 400053, in the prescribed format showing the results of voting.

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

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

Thanking you,

Yours faithfully  
For Fundviser Capital (India) Limited  
(Previously known as Bagadia Colourchem Limited)



Namrata Jain  
Director  
[DIN: 07052846]  
End: As above

**FUNDVISER CAPITAL (INDIA) LIMITED**

(Formally known as Bagadia Colourchem Limited)

(CIN NO. L65100MH1985PLC205386)

602, Orbit Plaza, New Prabhadevi Marg, Prabhadevi, Mumbai - 400 025

Tel.: 2432 0931 email: info@fundvisercapital.in

**FUNDVISED CAPITAL (INDIA) LIMITED**  
(Previously known as Bagadia Colouchem Limited)

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

Sr. No.	Particulars	Details
1	Day & Date of AGM	Monday 30 <sup>th</sup> September, 2019 at 12.30 P.M.
2	Total number of shareholders on record date	Total number of shareholders as on 23 <sup>rd</sup> September, 2019 - 3636 Members.
3	No. of Shareholders present in the meeting either in person or through proxy	18
	Promoter & Promoter Group	3
	Public	15
4	No. of Shareholders attended the meeting through Video Conferencing	-Nil- [Video Conferencing Facility was not made available]
	Promoter & Promoter Group	-Nil- [Video Conferencing Facility was not made available]
	Public	-Nil- [Video Conferencing Facility was not made available]

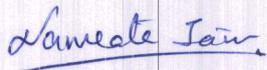
**5. Particulars of Resolutions passed:**

Resolution Nos.	Details of Agenda/ Resolution Item	Resolution Ordinary/ Special	Mode of Voting
1	To consider, approve and adopt the Financial Statements for the year ended 31st March, 2019, along with the Report of the Directors and Report of the Auditors thereon.	Ordinary	E-voting, Physical Ballot at the Meeting
2	To consider Re-Appointment of Mr. Natwarlal Bagadia as the Director, who retires by rotation, and being eligible offers himself for re-appointment and who has completed 75 years of age.	Special	E-voting, Physical Ballot at the Meeting.
3	To consider Appointment of Ms. Namrata Kapil Jain as a Director of the Company liable to retire by rotation.	Ordinary	E-voting, Physical Ballot at the Meeting
4	To consider the appointment of Ms. Nikita Jain [DIN: 07163522] as the Director of the Company.	Ordinary	E-voting, Physical Ballot at the Meeting
5	Appointment of Mr. Rajendrakumar Ghevarchand Daga as an Independent Director to hold office for a term of four consecutive years upto 30 <sup>th</sup> September, 2023.	Special	E-voting, Physical Ballot at the Meeting
6	Appointment of Mr. Satishkumar Santilal Mehta as an Independent Director to hold office for a term of four consecutive years upto 30th September, 2023.	Special	E-voting, Physical Ballot at the Meeting
7	To consider Reclassification of present/outgoing Promoters from 'Promoter and Promoter Group' Category to ' Public' Category	Special	E-voting, Physical Ballot at the Meeting

The Resolutions at Item Nos. 1 to 7 were passed unanimously and none of the Shareholders voted against it. The 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 Fundviser Capital (India) Limited  
(Previously known as Bagadia Colourchem Limited)



---

Namrata Jain  
Director  
[DIN: 07052846]

## FUNDVISER CAPITAL (INDIA) LIMITED

(Previously known as Bagadia Colourchem Limited)

1. To consider, approve and adopt the Financial Statements for the year ended 31st March, 2019, along with the Report of the Directors and Report of the Auditors thereon.

Resolution Required: (Ordinary/Special): <b>Ordinary</b>								
Whether Promoter/Promoter Group is interested in Resolution?: <b>No</b>								
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	19,60,154	19,60,154	100.00	19,60,154	-	100.00	-
	Physical Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>19,60,154</b>	<b>100.00</b>	<b>19,60,154</b>	-	<b>100.00</b>	-
Public Institutional Holders	E Voting	0	-	-	-	-	-	-
	Physical Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public-Others	E Voting	73,581	40,559	55.12	40,559	-	55.12	-
	Physical Ballot		33,022	44.88	33,022	-	44.88	-
	<b>Total</b>		<b>73,581</b>	<b>100.00</b>	<b>73,581</b>	-	<b>100.00</b>	-
<b>Total</b>		<b>20,33,735</b>	<b>20,33,735</b>	<b>100.00</b>	<b>20,33,735</b>	-	<b>100.00</b>	-

*Manoj Kumar*

2. To consider Re-Appointment of Mr. Natwarlal Bagadia as the Director, who retires by rotation, and being eligible offers himself for re-appointment and who has completed 75 years of age.

Resolution Required: (Ordinary/Special): <b>Special</b>								
Whether Promoter/Promoter Group is interested in Resolution?: <b>No</b>								
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	19,60,154	19,60,154	100.00	19,60,154	-	100.00	-
	Physical Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>19,60,154</b>	<b>100.00</b>	<b>19,60,154</b>	-	<b>100.00</b>	-
Public Institutional Holders	E Voting	0	-	-	-	-	-	-
	Physical Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public-Others	E Voting	73,581	40,559	55.12	40,559	-	55.12	-
	Physical Ballot		33,022	44.88	33,022	-	44.88	-
	<b>Total</b>		<b>73,581</b>	<b>100.00</b>	<b>73,581</b>	-	<b>100.00</b>	-
<b>Total</b>		<b>20,33,735</b>	<b>20,33,735</b>	<b>100.00</b>	<b>20,33,735</b>	-	<b>100.00</b>	-

Namale Jain

3. To consider Appointment of Ms. Namrata Kapil Jain as a Director of the Company liable to retire by rotation.

Resolution Required: (Ordinary/Special): <b>Ordinary</b>								
Whether Promoter/Promoter Group is interested in Resolution?: Yes								
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	19,60,154	19,60,154	100.00	19,60,154	-	100.00	-
	Physical Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>19,60,154</b>	<b>100.00</b>	<b>19,60,154</b>	-	<b>100.00</b>	-
Public Institutional Holders	E Voting	0	-	-	-	-	-	-
	Physical Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public- Others	E Voting	73,581	40,559	55.12	40,559	-	55.12	-
	Physical Ballot		33,022	44.88	33,022	-	44.88	-
	<b>Total</b>		<b>73,581</b>	<b>100.00</b>	<b>73,581</b>	-	<b>100.00</b>	-
<b>Total</b>		<b>20,33,735</b>	<b>20,33,735</b>	<b>100.00</b>	<b>20,33,735</b>	-	<b>100.00</b>	-

Namrata Jain

4. To consider the appointment of Ms. Nikita Jain [DIN: 07163522] as the Director of the Company.

Resolution Required: (Ordinary/Special): <b>Ordinary</b>								
Whether Promoter/Promoter Group is interested in Resolution?: Yes								
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	19,60,154	19,60,154	100.00	19,60,154	-	100.00	-
	Physical Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>19,60,154</b>	<b>100.00</b>	<b>19,60,154</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public Institutional Holders	E Voting	0	-	-	-	-	-	-
	Physical Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Others	E Voting	73,581	40,559	55.12	40,559	-	55.12	-
	Physical Ballot		33,022	44.88	33,022	-	44.88	-
	<b>Total</b>		<b>73,581</b>	<b>100.00</b>	<b>73,581</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>20,33,735</b>	<b>20,33,735</b>	<b>100.00</b>	<b>20,33,735</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

Namrata Jain

**5. Appointment of Mr. Rajendrakumar Ghevarchand Daga as an Independent Director to hold office for a term of four consecutive years upto 30th September, 2023.**

Resolution Required: (Ordinary/Special): <b>Special</b>								
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	19,60,154	19,60,154	100.00	19,60,154	-	100.00	-
	Physical Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>19,60,154</b>	<b>100.00</b>	<b>19,60,154</b>	-	<b>100.00</b>	-
Public Institutional Holders	E Voting	0	-	-	-	-	-	-
	Physical Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public- Others	E Voting	73,581	40,559	55.12	40,559	-	55.12	-
	Physical Ballot		33,022	44.88	33,022	-	44.88	-
	<b>Total</b>		<b>73,581</b>	<b>100.00</b>	<b>73,581</b>	-	<b>100.00</b>	-
<b>Total</b>		<b>20,33,735</b>	<b>20,33,735</b>	<b>100.00</b>	<b>20,33,735</b>	-	<b>100.00</b>	-

*Wameete Jeev*

**6. Appointment of Mr. Satishkumar Santilal Mehta as an Independent Director to hold office for a term of four consecutive years upto 30th September, 2023.**

Resolution Required: (Ordinary/Special): <b>Special</b>								
Whether Promoter/Promoter Group is interested in Resolution?: <b>No</b>								
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	19,60,154	19,60,154	100.00	19,60,154	-	100.00	-
	Physical Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>19,60,154</b>	<b>100.00</b>	<b>19,60,154</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public Institutional Holders	E Voting	0	-	-	-	-	-	-
	Physical Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public-Others	E Voting	73,581	40,559	55.12	40,559	-	55.12	-
	Physical Ballot		33,022	44.88	33,022	-	44.88	-
	<b>Total</b>		<b>73,581</b>	<b>100.00</b>	<b>73,581</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>20,33,735</b>	<b>20,33,735</b>	<b>100.00</b>	<b>20,33,735</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

*Namrata Jain*

7. To consider Reclassification of present/outgoing Promoters from 'Promoter and Promoter Group' Category to 'Public' Category.

Resolution Required: (Ordinary/Special): <b>Special</b>								
Whether Promoter/Promoter Group is interested in Resolution?: <b>Yes</b>								
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	19,60,154	19,60,154	100.00	19,60,154	-	100.00	-
	Physical Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>19,60,154</b>	<b>100.00</b>	<b>19,60,154</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public Institutional Holders	E Voting	0	-	-	-	-	-	-
	Physical Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public- Others	E Voting	73,581	40,559	55.12	40,559	-	55.12	-
	Physical Ballot		33,022	44.88	33,022	-	44.88	-
	<b>Total</b>		<b>73,581</b>	<b>100.00</b>	<b>73,581</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>20,33,735</b>	<b>20,33,735</b>	<b>100.00</b>	<b>20,33,735</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

*Alumate Jain*

***FUNDVISER CAPITAL (INDIA) LIMITED***  
*(Previously known as Bagadia Colourchem Limited)*  
***Combined Report on E-Voting and Poll of***  
***34<sup>th</sup> Annual General Meeting***

***By***

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

**Dated 30<sup>th</sup> September, 2019**

## 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  
Fundviser Capital (India) Limited  
(Previously known as Bagadia Colourchem Limited)  
602, Floor 6th, Plot 952/954, Orbit Plaza CHS,  
New Prabhadevi Road, Nagusayajiwadi,  
Prabhadevi Mumbai -400025

Dear Sir,

**Subject: Combined Report of the E-Voting and Poll of 34<sup>th</sup> Annual General Meeting held on Monday 30<sup>th</sup> September, 2019**

I, Shekhar Ghatpande Company Secretary in practice, having Membership No. FCS:1659 and CP: 782 and having my office at 13, 'Saraswati Sadan' 3<sup>rd</sup> Floor Rambaug Colony, Paud Road, Kothrud, Pune-411038 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 7 contained in the Notice of the 34<sup>th</sup> Annual General Meeting (AGM) dated 13<sup>th</sup> August, 2019 of the Members of Fundviser Capital (India) Limited (Previously known as Bagadia Colourchem Limited) (the Company), held on Monday, 30<sup>th</sup>

Shekhar Ghatpande & Co  
Company Secretaries,  
Scrutinizer's Report for Fundviser Capital (India) Limited  
(Previously known as Bagadia Colourchem Limited) AGM 2019.

Page 1 of 5



September, 2019 at 12.30 P.M. at Conference hall of the Hotel Shabari 'Sai Dwar' Near Laxmi Industrial Estate, Oberoi Complex Road, SAB TV Lane, Andheri (West) Mumbai - 400053.

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 34<sup>th</sup> 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 option for the Members to enable them to cast their votes electronically.
- 2) That the EVEN allotted by NSDL for Electronic Voting was 111469.
- 3) That the remote E-voting period allowed to the Members was from 9.00 A.M. (Starting Time) on Friday, 27<sup>th</sup> September, 2019 to 5.00 P.M. (Ending Time) on Sunday, 29<sup>th</sup> September, 2019.
- 4) That the Shareholders holding Equity Shares as on the "Cut Off" date i.e. Monday, 23<sup>rd</sup> September, 2019 were entitled to vote on the proposed Resolutions mentioned at Item Nos. 1 to 7 as set out in the Notice convening the 34<sup>th</sup> Annual General Meeting of the Company. The said Notice of AGM is attached herewith as **Annexure I** to this report.



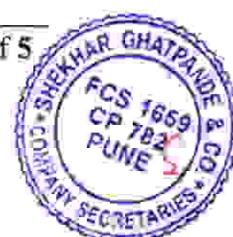
- 5) That the Paid up Equity Share Capital of the Company is Rs 3,69,00,000/- divided into 36,90,000 Equity Shares of Rs. 10/- each fully paid up. The voting rights allowed by the Company was One Vote for every One Equity Share held in the Company.
- 6) The E-votes were unblocked on Monday 30<sup>th</sup> September, 2019 at the conclusion of the Annual General Meeting in the presence of two witnesses, Ms. Shambhavi Wagle presently residing at Flat No B-1, Anandvan Society, Vrindavan Housing Complex, Kothrud, Pune 411038 and Mr. Prabhanjan Ghatpande, presently residing at Flat No 403, Sun Horizon, Baner Pune – 411045 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) 9 Shareholders of the Company holding 20,00,713 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 34<sup>th</sup> 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) Twelve (12) Shareholders of the Company holding 33,022 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 through Ballot Form as under:

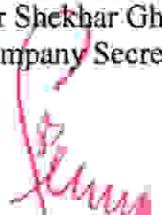
Item/ Resol ution No.	No. of Votes Cast in Favour of the Resolution			No. of Votes Cast against the Resolution			Invalid/ Neutral Votes Nos.
	E-Voting	Physical Poll	Total	E-Voting	Physical Poll	Total	
1	20,00,713	33,022	20,33,735	-Nil-	-Nil-	-Nil-	-Nil-
2	20,00,713	33,022	20,33,735	-Nil-	-Nil-	-Nil-	-Nil-
3	20,00,713	33,022	20,33,735	-Nil-	-Nil-	-Nil-	-Nil-
4	20,00,713	33,022	20,33,735	-Nil-	-Nil-	-Nil-	-Nil-
5	20,00,713	33,022	20,33,735	-Nil-	-Nil-	-Nil-	-Nil-
6	20,00,713	33,022	20,33,735	-Nil-	-Nil-	-Nil-	-Nil-
7	20,00,713	33,022	20,33,735	-Nil-	-Nil-	-Nil-	-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 Pune on this 30<sup>th</sup> day of September, 2019 at 8.00 P.M.

For Shekhar Ghatpande & Co  
Company Secretaries

  
Shekhar Ghatpande  
Proprietor  
Scrutinizer  
Membership No FCS: 1659, CP: 782



Witness:

1) Ms. Shambhavi Wagle: - 

2) Mr. Prabhanjan Ghatpande:- 



## NOTICE

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the Shareholders of Fundviser Capital (India) Limited (Previously known as Bagadia Colourchem Limited) will be held on Monday, 30<sup>th</sup> September, 2019 at 12.30 P.M. at Shabari, "Sai-Dwar", Near Laxmi Industrial Estate, Oberoi Complex Road, SAB TV Lane, Andheri (West) Mumbai-400053 to transact the following business:

## ORDINARY BUSINESS

- 1) To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2019 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 the Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and other applicable provisions if any, Mr. Natwarlal Radheshyam Bagadia [DIN:00899960] Director, who has attained the age of 75 Years and who retires by rotation and being eligible offers himself for reappointment, be and is hereby reappointed as the Non Executive Director of the Company, liable to retire by rotation."

## SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Namrata Kapil Jain (DIN: 07052846), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 27<sup>th</sup> September, 2018 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Nikita Dhannalal Jain (DIN: 07163522), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 29<sup>th</sup> October, 2018 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Mr. Rajendrakumar Ghevarchand Daga [DIN: 08234458], who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 27<sup>th</sup> September, 2018 and who holds office upto the date of this Annual General Meeting, and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a further term of four consecutive years from the date of this Annual General Meeting i.e. upto 30<sup>th</sup> September, 2023."



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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Mr. Satishkumar Santilal Mehta [DIN: 03314561], who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 27<sup>th</sup> September, 2018 and who holds office upto the date of this Annual General Meeting, and who has submitted a declaration that he meets the criteria for Independence as provided in Section 149(6) of the Act, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a further term of four consecutive years from the date of this Annual General Meeting i.e. upto 30<sup>th</sup> September, 2023."

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

"RESOLVED THAT in continuation to the Special Resolution passed by the Shareholders in their 33<sup>rd</sup> Annual General Meeting held on 27<sup>th</sup> September, 2018 re-classifying erstwhile Promoter/Promoter Group, Mr. Natwarlal R. Bagadia, Mr. Sushil N. Bagadia and Mrs. Sangeeta S. Bagadia from 'Promoters/Promoter Group' to 'Public' Category and pursuant to Regulation 31A and other relevant provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and applicable provisions, if any, of the Companies Act, 2013 and subject to necessary approvals of Regulatory authorities including the Securities and Exchange Board of India ('SEBI') and / or Stock Exchanges, and such other approvals as may be necessary, and pursuant to the communication(s) received from Outgoing Promoter/Promoter Group namely Mr. Natwarlal R. Bagadia, Mr. Sushil N. Bagadia, Mrs. Sangeeta S. Bagadia, Mr. Mohit Sushil Bagadia and Ms. Sneha Aman Tekriwal, the consent of the Members of the Company be and is hereby accorded by ratifying the earlier resolution passed by the members, to re-classify the status of all the Outgoing Promoter/Promoter Group, namely Mr. Natwarlal R. Bagadia, Mr. Sushil N. Bagadia, Mrs. Sangeeta S. Bagadia, Mr. Mohit Sushil Bagadia and Ms. Sneha Aman Tekriwal, from the 'Promoter and Promoter Group' category to the 'Public' category with effect from such date, as may be decided by the SEBI and / or Stock Exchange while granting their approval.

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

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

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

By Order of the Board of Directors  
For Fundviser Capital (India) Limited

Place: -Mumbai  
Date: -13/08/2019

Natwarlal Bagadia  
Chairman  
[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 2 of the Ordinary Business and Item Nos. 3 to 7 of the Notice 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 Tuesday, 24<sup>th</sup> September, 2019 to Monday 30<sup>th</sup> September, 2019 (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 Friday, 27<sup>th</sup> September, 2019 (9:00 A.M.) and ends on Sunday, 29<sup>th</sup> September, 2019 (5.00 P.M). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date/Cutoff date i.e. Monday, 23<sup>rd</sup> September, 2019 may cast their votes electronically. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the votes on the resolutions are cast by a Member, he or she will not be allowed to change it.

#### The instructions for remote E-voting are as follows:

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

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

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



Details on Step 1 are mentioned below:

**How to Log-into NSDL e-Voting website?**

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

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

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****;
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:



- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.



7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to - [shekhar\\_fcs1659@yahoo.com](mailto:shekhar_fcs1659@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **Procedure & Instructions for Ballot Voting:**

1. Members who do not have access to E-voting facility, may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company - Mr. Shekhar S. Ghatpande, Practicing Company Secretary (Membership No. FCS:1659 and CP No:782), at the Registered Office of the Company at 602, Floor 6th, Plot 952/954, Orbit Plaza CHS, New Prabhadevi Road, Nagusayajiwadi, Prabhadevi Mumbai -400025 not later than Sunday, 29<sup>th</sup> September, 2019 upto 5.00 P.M.
2. The Chairman shall at the Annual General Meeting, at the end of the discussions on the Resolutions on which the voting is to be held, allow voting with the assistance of Scrutinizer, by use of 'Ballot Paper' / 'Polling Paper' for all those Members who are present at the AGM but have not casted their Vote by availing the facility of e-Voting.

#### **Scrutinizer and Scrutinizer's Report:**

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



## EXPLANATORY STATEMENT

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

As required by Section 102 (1) of the Companies Act, 2013 the following Explanatory Statements sets out the material facts relating to Ordinary/Special Business mentioned in the accompanying notice dated 13<sup>th</sup> August, 2019.

### Item No. 2

Pursuant to the provisions of Section 152 the term of appointment of Mr. Natwarlal Bagadia is due to retire by rotation. Mr. Natwarlal Bagadia is associated with the Company since its incorporation in the Year 1985. As the Members are aware there is change in the Promoters and Management of the Company and the new management considering the transition period has requested him to continue as the Non Executive Director for some time.

Mr. Natwarlal Bagadia has already attained the age of 75 years and accordingly his appointment as the Director pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 requires a Special Resolution.

The Board of Directors, at its meeting held on 13<sup>th</sup> August, 2019, has unanimously decided the continuation of directorships of Mr. Natwarlal Bagadia on his due date of retirement.

The Profile for continuation of his directorship is stated in Annexure A to this Notice.

Mr. Natwarlal Bagadia himself is interested in passing of the Special Resolution at Item No 2. None of the other Directors / Key Managerial Personnel of the Company or their relatives, may be deemed to be concerned or interested in the matter.

### Item No. 3

Mrs. Namrata Kapil Jain having DIN 07052846 was appointed as Additional Director of the Company by the Board of Directors in its meeting held on 27<sup>th</sup> September, 2018, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee. She holds the office as such until the date of ensuing Annual General Meeting. The Company has received notice in writing from the members of the Company under Section 160 of the Companies Act, 2013 signifying their intention to propose her as the Director of the Company.

The appointment of Mrs. Namrata Kapil Jain has been recommended by the Nomination and Remuneration Committee. After making the Open Offer by Jain Family, in the Year 2017-2018 she has been designated as the Promoter Director of the Company. Her brief Resume, nature of expertise in functional areas, etc., are separately annexed hereto as Annexure A.

Hence the resolution at Item No. 3 of the Notice is recommended for your approval.

Except Mrs. Namrata Jain the appointee, none of the other Directors / Key Managerial Personnel of the Company or their relatives, may be deemed to be concerned or interested, financially or otherwise, to the extent of their shareholding in the resolution as set out in Item No. 3 of the Notice.

### Item No. 4

Ms. Nikita Dhannalal Jain having DIN 07163522 was appointed as Additional Director of the Company by the Board of Directors in its meeting held on 29<sup>th</sup> October, 2018, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and recommendation of the Nomination and Remuneration Committee. She holds the office as such until the date of ensuing Annual General Meeting. The Company has received notice in writing from the members of the Company under Section 160 of the Companies Act, 2013 signifying their intention to propose her as the Director of the Company.

The appointment of Ms. Nikita Jain has been recommended by the Nomination and Remuneration Committee. After making the Open Offer by Jain Family, in the Year 2017-2018 she has been designated as the Promoter Director of the Company. Her brief Resume, nature of expertise in functional areas, etc., are separately annexed hereto as Annexure A.



Hence the resolution at Item No. 4 of the Notice is recommended for your approval.

Except Ms. Nikita Jain the appointee, none of the other Directors / Key Managerial Personnel of the Company or their relatives, may be deemed to be concerned or interested, financially or otherwise, to the extent of their shareholding in the resolution as set out in Item No. 4 of the Notice.

**Item No. 5 & 6**

The Board of Directors of the Company at their meeting held on 27<sup>th</sup> September, 2018, based on the recommendations of the Nomination & Remuneration Committee, have approved the appointments of Mr. Rajendrakumar Ghevarchand Daga [DIN: 08234458] and Mr. Satishkumar Santilal Mehta [DIN: 03314561], as Additional Independent Directors of the Company to hold office up to the date of forthcoming Annual General Meeting of the Company.

In terms of provisions of Section 149(10) of the Companies Act, 2013 and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajendrakumar Daga and Mr. Satishkumar Mehta are eligible for appointment as an Independent Directors of the Company.

The Company has received notices in writing from members under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Rajendrakumar Daga and Mr. Satishkumar Mehta for the office of Independent Directors of the Company.

Mr. Rajendrakumar Daga and Mr. Satishkumar Mehta are proposed to be appointed as an Independent Directors of the Company for a term of four years upto 30<sup>th</sup> September, 2023 pursuant to provisions of Sections 149, 152 and other applicable provisions read with Schedule IV of the Companies Act, 2013; rules thereof and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

They are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013. The Company has received declarations from them, that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013, rules thereof and also declaration and confirmation from them pursuant to Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board is of the opinion that both of them fulfill the conditions specified in the Companies Act, 2013 and rules thereof and also possesses requisite skills, experience and knowledge so as to enable the Board to discharge its functions and duties effectively and they are independent of the management.

The Board considers that their vast and varied experience and expertise would be of immense benefit to the Company and it is desirable to avail their services as an Independent Directors for a further term of four consecutive years i.e. upto 30<sup>th</sup> September, 2023.

The draft letters of appointment of Mr. Rajendrakumar Daga and Mr. Satishkumar Mehta as Independent Directors setting out the terms and conditions are available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Pursuant to the Disclosure Requirements under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulations, 2015. (the Listing Regulation) the Brief Resume of Mr. Rajendrakumar Daga and Mr. Satishkumar Mehta, Nature of their Expertise in specific functional areas, name of the Listed Companies in which they hold Directorship and membership of the Committees of the Board, etc., are separately annexed hereto as Annexure A.

Except Mr. Rajendrakumar Daga and Mr. Satishkumar Mehta none of the other Directors / Key Managerial Personnel of the Company or their relatives, may be deemed to be concerned or interested, financially or otherwise, in the resolutions as set out in Item No. 5 & 6 of the Notice respectively.

The Board recommends the Special Resolutions as set out at Item No. 5 & 6 of the Notice for approval by the Members.



#### Item No.7

In the 33<sup>rd</sup> Annual General Meeting of the Shareholders of the Company held on 27<sup>th</sup> September, 2018 the Special Resolution at Item No 7 was recommended to the Shareholders, for approval of reclassification of the status of the then outgoing Promoters/Promoters Group from 'Promoter/Promoter Group Category' to 'Public Category'. The said Resolution was passed by the Shareholders unanimously. Accordingly the Company has submitted its application to BSE Ltd., for Reclassification of the Promoters.

However, the names of Mr. Mohit Sushil Bagadia and Ms. Sneha Aman Tekriwal holding 100 Equity Shares each were left out inadvertently in the said Resolution and BSE Ltd had pointed out the same. Accordingly the Board of Directors reconsidered the requests received from the Outgoing Promoters.

Hence, in continuation to the said Special Resolution passed by the shareholders in their 33<sup>rd</sup> Annual General Meeting, the Resolution at Item No 7 of the Notice is recommended for your approval, by ratifying the earlier shareholders resolution passed by members of the Company, to reclassify the outgoing Promoter/Promoter Group from 'Promoter/Promoter Group Category' to 'Public Category'. On receipt of necessary approval of the Shareholders an application will be submitted/re-submitted to BSE Ltd., in this respect.

Further, the Outgoing Promoter/Promoter Group seeking re-classification to the 'Public Category', namely Mr. Natwarlal R. Bagadia, Mr. Sushil N. Bagadia, Mrs. Sangeeta S. Bagadia, Mr. Mohit Sushil Bagadia and Ms. Sneha Aman Tekriwal do/shall not (i) hold more than 10% of the total voting rights in the Company; (ii) exercise control over the affairs of the Company directly or indirectly; (iii) have any special rights with respect to the listed entity through formal or informal arrangements including through any shareholder agreements. Further, they shall not be represented on the Board of Directors (Including not having a Nominee Director) or act as a key Managerial Personnel of the Company for a period of at least three years from date on which the stock exchange(s) approve their re-classification in the 'Public' category.

The Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations. The Company does not have any outstanding dues to the Securities and Exchange Board of India, the stock exchange(s) where its Equity Shares are listed or the depositories. Further, trading in the Equity Shares of the Company has not been suspended by the Stock Exchange(s).

Hence the Special Resolution at Item No. 7 of the Notice is recommended for your approval.

In accordance with the Listing Regulations, the Promoter/Promoter Group seeking re-classification under this resolution shall not vote on this resolution. Further, except Mr. Natwarlal R. Bagadia, Director of the Company and his relatives to the extent of their shareholding in the Company, none of the Directors /Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested in the matter.

By Order of the Board of Directors  
For Fundviser Capital (India) Limited

Place: -Mumbai  
Date: -13/08/2019

Natwarlal Bagadia  
Chairman  
[DIN: 00899960]



**Annexure A**

Details of Director seeking Appointment/Re-appointment in the forthcoming AGM:

Name of the Director	Mr. Natwarlal Bagadia	Mrs. Namrata Kapil Jain	Ms. Nikita Dhannalal Jain	Mr. Rajendrakumar Daga	Mr. Satishkumar Mehta
DIN	00899960	07052846	07163522	08234458	03314561
Date of Birth	13 <sup>th</sup> March, 1939	17 <sup>th</sup> April, 1980	24 <sup>th</sup> December, 1990	1 <sup>st</sup> June, 1960	21 <sup>st</sup> July, 1962
Date of original Appointment	27 <sup>th</sup> April, 1985	27 <sup>th</sup> September, 2018	29 <sup>th</sup> October, 2018	27 <sup>th</sup> September, 2018	27 <sup>th</sup> September, 2018
Relationship with Directors	None	None	None	None	None
Qualifications	Post Graduate in Commerce and Arts	B.A.LL.B (Hons) from the National Law Institute University Bhopal.	B.Sc. General Engineering from the University of Illinois. CFA level 1 and M.Sc. Investment Management from Cass Business School, UK.	M.E. in Computers from Mumbai University.	B.Com from Mumbai University.
Nature of his /her Expertise in specific functional areas	Mr. Natwarlal Bagadia is having wide Experience in Management Accounting and Marketing.	Ms. Namrata Jain was working with the Export -Import Bank of India as a Manager of the Bank in the Legal department. She was looking after the North-East region and was responsible for verification process and sanctioning of loans given to SME's, long-term and short-term loans.	Ms. Nikita Jain has a background of engineering and finance. She has worked as an Analyst at Goldman Saes, where she was managing many corporate, interbank and real money FX clients.	Mr. Rajendrakumar Daga has a background of computer engineering. Currently managing the Computer hardware, software and training business at Electro Comp Corporation since the last 25 years.	Mr. Satishkumar Mehta has worked with various media and publication houses. Currently managing various platforms, including newspaper, evening news channels and digital media across different channels.
Name of the Listed Companies in which he/she holds Directorship, and Membership of the Committees of the Board as on 31/03/2019	Nil	Nil	Nil	Nil	Nil
No. of Shares held in the Company as on 31/03/2019	Nil	6,70,273	Nil	Nil	Nil



**FUNDVISER CAPITAL (INDIA) LIMITED**  
(PREVIOUSLY KNOWN AS BAGADIA COLOURCHEM LTD)

Regd. Office: 602, Floor 6th, Plot 952/954, Orbit Plaza CHS, New Prabhadevi Road, Nagusajiwadi, Prabhadevi, Mumbai - 400025  
CIN L65100MH1985PLC205586  
EVEN: 111469

**ANNEXURE - II**

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

**SUMMARY OF VOTING DONE BY THE SHAREHOLDERS FOR 34TH ANNUAL GENERAL MEETING HELD ON MONDAY, 30TH SEPTEMBER, 2019 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	Votes cast For(Against) Resolution Number 6	Votes cast For(Against) Resolution Number 7	Entity Voted	Mode of Voting	Date of Voting and Time of Voting	Status of Vote
<b>A. Votes Cast in Favour through E-voting</b>														
1	'IN30075711473744	MANOHAR MANGLANI	10	10	10	10	10	10	10	10	Investor	E-voting	2019-09-27 23:45	
2	'1114695001941	SHEKHAR SHYAMRAO GHATPANDE	4500	4500	4500	4500	4500	4500	4500	4500	Investor	E-voting	28-09-19 10:59	Valid
3	'1202890001608595	PRACHI DHANNALAL JAIN	670331	670331	670331	670331	670331	670331	670331	670331	Promoter	E-voting	28-09-19 11:16	Valid
4	'1202890001611500	NAMRATA KAPIL JAIN	670273	670273	670273	670273	670273	670273	670273	670273	Promoter	E-voting	28-09-19 11:28	Valid
5	'IN30302872665963	SHEKHAR SHYAMRAO GHATPANDE	600	600	600	600	600	600	600	600	Investor	E-voting	2019-09-28 11:48	Valid
6	'130870000244186	SURESHCHAND CHHOTELAL JAIN ( HUF)	619550	619550	619550	619550	619550	619550	619550	619550	Promoter	E-voting	2019-09-28 11:57	Valid
7	'120339000093316	ASHOK BANSAL HUF	100	100	100	100	100	100	100	100	Investor	E-voting	2019-09-28 12:51	Valid
8	'1203390000128935	ASHOK DEVAKINANDAN BANSAL	100	100	100	100	100	100	100	100	Investor	E-voting	28-09-19 12:54	Valid
9	'120386000006905	DIVYANSH GOYAL	35249	35249	35249	35249	35249	35249	35249	35249	Investor	E-voting	2019-09-28 16:06	Valid
		<b>SUB TOTAL A</b>	<b>2000713</b>	<b>2000713</b>	<b>2000713</b>	<b>2000713</b>	<b>2000713</b>	<b>2000713</b>	<b>2000713</b>	<b>2000713</b>				
<b>B. Votes Cast Against through E-voting</b>														
		<b>SUB TOTAL B</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>				
<b>C. Votes Cast in favor through Physical Ballot</b>														
1	IN30429528156226	ARVIND BHAVKA BHANGARE	100	100	100	100	100	100	100	100	Investor	Physical	2019-09-30 At AGM	Valid
2	1203860000005555	PRATIBHA DAYAKRISHNA GOYAL	100	100	100	100	100	100	100	100	Investor	Physical	2019-09-30 At AGM	Valid
3	1203860000005574	DAYA KRISHNA GOYAL	100	100	100	100	100	100	100	100	Investor	Physical	2019-09-30 At AGM	Valid
4	1203860000007134	PRINCY DAYAKRISHNA GOYAL	115	115	115	115	115	115	115	115	Investor	Physical	2019-09-30 At AGM	Valid
5	1205220000012557	NIRMAL KUMAR SUMATIKUMAR JAIN (HUF)	27000	27000	27000	27000	27000	27000	27000	27000	Investor	Physical Ballot	2019-09-30 At AGM	Valid
6	IN30074910824456	ALKA SANJAY JAIN	1271	1271	1271	1271	1271	1271	1271	1271	Investor	Physical	2019-09-30 At AGM	Valid
7	1202650000057030	ANURAG GUPTA HUF	936	936	936	936	936	936	936	936	Investor	Physical	2019-09-30 At AGM	Valid
8	D001288	DIKSHA MAHENDRA SAWANT	3000	3000	3000	3000	3000	3000	3000	3000	Investor	Physical	2019-09-30 At AGM	Valid
9	IN30082911561104	GANESH CHANDRAKANT MASURKAR	100	100	100	100	100	100	100	100	Investor	Physical	2019-09-30 At AGM	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	Votes cast For(Against) Resolution Number 6	Votes cast For(Against) Resolution Number 7	Entity Voted	Mode of Voting	Date of Voting and Time of Voting	Status of Vote
10	IN30082911969539	MAITHILI GANESH MASURKAR	100	100	100	100	100	100	100	100	Investor	Physical	2019-09-30 At AGM	Valid
11	P001457	PRADEEP BABAU PATIL	100	100	100	100	100	100	100	100	Investor	Physical	2019-09-30 At AGM	Valid
12	R005367	RAJESHKUMAR PARASMAL JAIN	100	100	100	100	100	100	100	100	Investor	Physical	2019-09-30 At AGM	Valid
		<b>SUB-TOTAL C</b>	<b>33022</b>	<b>33022</b>	<b>33022</b>	<b>33022</b>	<b>33022</b>	<b>33022</b>	<b>33022</b>	<b>33022</b>				
		<b>D. Votes Cast Against through Physical Ballot</b>												
			0	0	0	0	0	0	0	0				
		<b>SUB-TOTAL D</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>				
		<b>TOTAL (A+B+C+D)</b>	<b>2033735</b>	<b>2033735</b>	<b>2033735</b>	<b>2033735</b>	<b>2033735</b>	<b>2033735</b>	<b>2033735</b>	<b>2033735</b>				

For Shekhar Ghatpande & Co.  
Company Secretaries



Shekhar Ghatpande  
Proprietor  
Scrutinizer

Membership No. FCS-1659, CP-782  
Pune 30th September, 2019 at 8.00 P.M.

Witness:

1) Ms. Shambhavi Wagle

2) Mr. Prabhakaran Ghatpande

