



**BAGADIA COLOURCHEM LTD.**

REGISTERED OFFICE

502, 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

BCL/SEC/BSE/3847/2018-2019

Online Submission.

28<sup>th</sup> September, 2018

**KIND ATTN: CORPORATE SERVICE DEPARTMENT**

**Sub: Disclosure of Voting Results of the 33<sup>rd</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 Thursday 27<sup>th</sup> September, 2018 at 2.30 P.M. at Conference Hall of the Hotel Samra Garden, next to Vyasvadi, Mudh Marve Road, Malad (West) Mumbai-400 061, 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 Bagadia Colourchem Limited

NATWARLA Digitally signed  
L by NATWARLAL  
RADHESHYAM  
RADHESHYA BAGADIA  
M BAGADIA Date: 2018.09.28  
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N R Bagadia  
Chairman & Managing Director  
End: As above



## BAGADIA COLOURCHEM LTD.

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### BAGADIA COLOURCHEM LIMITED

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

Sr. No.	Particulars	Details
1	Day & Date of AGM	Thursday 27 <sup>th</sup> September, 2018 at 2.30 P.M.
2	Total number of shareholders on record date	Total number of shareholders as on 20 <sup>th</sup> September, 2018 - 3689 Members.
3	No. of Shareholders present in the meeting either in person or through proxy	27
	Promoter & Promoter Group	2
	Public	25
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 31 <sup>st</sup> March, 2018, 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 Ms. Sangeeta Bagadia as the Director, who retires by rotation, and being eligible offers herself for re-appointment.	Ordinary	E-voting, Physical Ballot at the Meeting.
3	To consider ratification of appointment of Amar Bafna & Associates, Chartered Accountants, Mumbai, as the Auditors of the Company till the conclusion of the 36 <sup>th</sup> Annual General Meeting to be held in the Year 2021.	Ordinary	E-voting, Physical Ballot at the Meeting
4	To consider change of Name of the Company from Bagadia Colourchem Limited to Fundviser Capital (India) Limited	Special	E-voting, Physical Ballot at the Meeting
5	To consider alteration the Object Clause of the Memorandum of Association of the Company and alter the entire Memorandum of Association so as to align the same in line with the provisions of the Companies Act, 2013	Special	E-voting, Physical Ballot at the Meeting

6	To consider the alteration of the entire Article of Association so as to align the same in line with the provisions of the Companies Act, 2013.	Special	E-voting, Physical Ballot at the Meeting
7	To consider Reclassification of present Promoters from 'Promoter and Promoter Group' Category to 'Public' Category	Special	E-voting, Physical Ballot at the Meeting
8	To consider authority 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. 15/- Crore.	Special	E-voting, Physical Ballot at the Meeting
9	To consider authority u/s 180(1)(c) of the Companies Act, 2013 for mortgaging and charging of all Movable and Immovable Properties of the Company for borrowing from time to time any sum or sums of monies within the limit of Rs. 15/- Crore.	Special	E-voting, Physical Ballot at the Meeting
10	To consider authority u/s 185 of the Companies Act, 2013 for making of loan(s), giving of guarantee(s), and/or providing of security(ies)	Special	E-voting, Physical Ballot at the Meeting
11	To consider authority u/s 186 of the Companies Act, 2013 for giving loans, giving of guarantee or providing security	Special	E-voting, Physical Ballot at the Meeting

The Resolutions at Item Nos. 1 to 11 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 Bagadia Colourchem Limited

NATWARLAL  
AL  
RADHESH  
YAM  
BAGADIA

Digitally signed  
by NATWARLAL  
RADHESHYAM  
BAGADIA  
Date:  
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N R Bagadia  
Chairman & Managing Director



## BAGADIA COLOURCHEM LTD.

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CIN - L24221MH1985PLC205386

**BAGADIA**

### BAGADIA COLOURCHEM LIMITED

#### Agenda wise Disclosure

1. To consider, approve and adopt the Financial Statements for the year ended 31<sup>st</sup> March, 2018, 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?: 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	200	-	-	-	-	-	-
	Physical Ballot		200	100.00	200	-	100.00	-
	<b>Total</b>		<b>200</b>	<b>100.00</b>	<b>200</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	20,32,343	20,30,162	99.90	20,30,162	-	99.90	-
	Physical Ballot		2,181	0.10	2,181	-	0.10	-
	<b>Total</b>		<b>20,32,343</b>	<b>100.00</b>	<b>20,32,343</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>20,32,543</b>	<b>20,32,543</b>	<b>100.00</b>	<b>20,32,543</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

**2. To consider Re-Appointment of Ms. Sangeeta Bagadia as the Director, who retires by rotation, and being eligible offers herself for re-appointment.**

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
		<b>1</b>	<b>2</b>	<b>3= 2/1*100</b>	<b>4</b>	<b>5</b>	<b>6 = 4/2*100</b>	<b>7= 5/2*100</b>
Promoter & Promoter Group	E Voting	200	-	-	-	-	-	-
	Physical Ballot		200	100.00	200	-	100.00	-
	<b>Total</b>		<b>200</b>	<b>100.00</b>	<b>200</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	20,32,343	20,30,162	99.90	20,30,162	-	99.90	-
	Physical Ballot		2,181	0.10	2,181	-	0.10	-
	<b>Total</b>		<b>20,32,343</b>	<b>100.00</b>	<b>20,32,343</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>20,32,543</b>	<b>20,32,543</b>	<b>100.00</b>	<b>20,32,543</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

**3. Ratification of Appointment of Amar Bafna & Associates, Chartered Accountants, Mumbai, having Firm Registration No. 114854 as the Statutory Auditors of the Company till the conclusion of 36<sup>th</sup> Annual General Meeting to be held in the Year 2021.**

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
		<b>1</b>	<b>2</b>	<b>3= 2/1*100</b>	<b>4</b>	<b>5</b>	<b>6 = 4/2*100</b>	<b>7= 5/2*100</b>
Promoter & Promoter Group	E Voting	200	-	-	-	-	-	-
	Physical Ballot		200	100.00	200	-	100.00	-
	<b>Total</b>		<b>200</b>	<b>100.00</b>	<b>200</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	20,32,343	20,30,162	99.90	20,30,162	-	99.90	-
	Physical Ballot		2,181	0.10	2,181	-	0.10	-
	<b>Total</b>		<b>20,32,343</b>	<b>100.00</b>	<b>20,32,343</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>20,32,543</b>	<b>20,32,543</b>	<b>100.00</b>	<b>20,32,543</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

**4. To consider change of Name of the Company from Bagadia Colourchem Limited to Fundviser Capital (India) Limited**

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
		<b>1</b>	<b>2</b>	<b>3= 2/1*100</b>	<b>4</b>	<b>5</b>	<b>6 = 4/2*100</b>	<b>7= 5/2*100</b>
Promoter & Promoter Group	E Voting	200	-	-	-	-	-	-
	Physical Ballot		200	100.00	200	-	100.00	-
	<b>Total</b>		<b>200</b>	<b>100.00</b>	<b>200</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	20,32,343	20,30,162	99.90	20,30,162	-	99.90	-
	Physical Ballot		2,181	0.10	2,181	-	0.10	-
	<b>Total</b>		<b>20,32,343</b>	<b>100.00</b>	<b>20,32,343</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>20,32,543</b>	<b>20,32,543</b>	<b>100.00</b>	<b>20,32,543</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

5. To consider alteration the Object Clause of the Memorandum of Association of the Company and alter the entire Memorandum of Association so as to align the same in line with the provisions of the Companies Act, 2013

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	200	-	-	-	-	-	-
	Physical Ballot		200	100.00	200	-	100.00	-
	<b>Total</b>		<b>200</b>	<b>100.00</b>	<b>200</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	20,32,343	20,30,162	99.90	20,30,162	-	99.90	-
	Physical Ballot		2,181	0.10	2,181	-	0.10	-
	<b>Total</b>		<b>20,32,343</b>	<b>100.00</b>	<b>20,32,343</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>20,32,543</b>	<b>20,32,543</b>	<b>100.00</b>	<b>20,32,543</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

**6. To consider the alteration of the entire Article of Association so as to align the same in line with the provisions of the Companies Act, 2013.**

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
		<b>1</b>	<b>2</b>	<b>3= 2/1*100</b>	<b>4</b>	<b>5</b>	<b>6 = 4/2*100</b>	<b>7= 5/2*100</b>
Promoter & Promoter Group	E Voting	200	-	-	-	-	-	-
	Physical Ballot		200	100.00	200	-	100.00	-
	<b>Total</b>		<b>200</b>	<b>100.00</b>	<b>200</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	20,32,343	20,30,162	99.90	20,30,162	-	99.90	-
	Physical Ballot		2,181	0.10	2,181	-	0.10	-
	<b>Total</b>		<b>20,32,343</b>	<b>100.00</b>	<b>20,32,343</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>20,32,543</b>	<b>20,32,543</b>	<b>100.00</b>	<b>20,32,543</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

**7. To consider Reclassification of present 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	0	-	-	-	-	-	-
	Physical Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public Institutional Holders	E Voting	0	-	-	-	-	-	-
	Physical Ballot		-	-	-	-	-	-
	<b>Total</b>		-	-	-	-	-	-
Public- Others	E Voting	72,189	70,008	96.98	70,008	-	96.98	-
	Physical Ballot		2,181	3.02	2,181	-	3.02	-
	<b>Total</b>		<b>72,189</b>	<b>100.00</b>	<b>72,189</b>	-	<b>100.00</b>	-
<b>Total</b>		<b>72,189</b>	<b>72,189</b>	<b>100.00</b>	<b>72,189</b>	-	<b>100.00</b>	-

Note: Resolution at Item No. 7 of the Notice is in respect of approval to the reclassification of Mr. Natwarlal R. Bagadia, Mr. Sushil Bagadia and Mrs. Sangeeta Bagadia, Promoters of the Company, from Promoter category to Public category under Regulation 31A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and for Reclassification of Mrs. Namrata Jain [Acquirer No-1] Ms. Prachi Jain [Acquirer No- 2] and Sureshchand Chhotelal Jain (HUF) [Acquirer No- 3] from Public Category to Promoter and Promoter Group Category as incoming Promoters.

The votes cast by Ms. Sneha Tekriwal and Mr. Mohit Bagadia being Promoters of the Company and by the aforesaid incoming Promoters being concerned and interested in the matter, are not considered.

**8. To consider authority 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. 15/- Crore.**

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	200	-	-	-	-	-	-
	Physical Ballot		200	100.00	200	-	100.00	-
	<b>Total</b>		<b>200</b>	<b>100.00</b>	<b>200</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	20,32,343	20,30,162	99.90	20,30,162	-	99.90	-
	Physical Ballot		2,181	0.10	2,181	-	0.10	-
	<b>Total</b>		<b>20,32,343</b>	<b>100.00</b>	<b>20,32,343</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>20,32,543</b>	<b>20,32,543</b>	<b>100.00</b>	<b>20,32,543</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

9. To consider authority u/s 180(1)(c) of the Companies Act, 2013 for mortgaging and charging of all Movable and Immovable Properties of the Company for borrowing from time to time any sum or sums of monies within the limit of Rs. 15/- Crore.

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	200	-	-	-	-	-	-
	Physical Ballot		200	100.00	200	-	100.00	-
	<b>Total</b>		<b>200</b>	<b>100.00</b>	<b>200</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	20,32,343	20,30,162	99.90	20,30,162	-	99.90	-
	Physical Ballot		2,181	0.10	2,181	-	0.10	-
	<b>Total</b>		<b>20,32,343</b>	<b>100.00</b>	<b>20,32,343</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>20,32,543</b>	<b>20,32,543</b>	<b>100.00</b>	<b>20,32,543</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

**10. To consider authority u/s 185 of the Companies Act, 2013 for making of loan(s), giving of guarantee(s), and/or providing of security(ies)**

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	200	-	-	-	-	-	-
	Physical Ballot		200	100.00	200	-	100.00	-
	<b>Total</b>		<b>200</b>	<b>100.00</b>	<b>200</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	20,32,343	20,30,162	99.90	20,30,162	-	99.90	-
	Physical Ballot		2,181	0.10	2,181	-	0.10	-
	<b>Total</b>		<b>20,32,343</b>	<b>100.00</b>	<b>20,32,343</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>20,32,543</b>	<b>20,32,543</b>	<b>100.00</b>	<b>20,32,543</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

**11. To consider authority u/s 186 of the Companies Act, 2013 for giving loans, giving of guarantee or providing security**

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
		<b>1</b>	<b>2</b>	<b>3= 2/1*100</b>	<b>4</b>	<b>5</b>	<b>6 = 4/2*100</b>	<b>7= 5/2*100</b>
Promoter & Promoter Group	E Voting	200	-	-	-	-	-	-
	Physical Ballot		200	100.00	200	-	100.00	-
	<b>Total</b>		<b>200</b>	<b>100.00</b>	<b>200</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	20,32,343	20,30,162	99.90	20,30,162	-	99.90	-
	Physical Ballot		2,181	0.10	2,181	-	0.10	-
	<b>Total</b>		<b>20,32,343</b>	<b>100.00</b>	<b>20,32,343</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>20,32,543</b>	<b>20,32,543</b>	<b>100.00</b>	<b>20,32,543</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

**Shekhar Ghatpande & Co.**

Company Secretaries

**Shekhar Ghatpande**

B. Com., D.T.L., F.C.S.



Office : 'Saraswati', Flat No.13, 3rd Floor,  
93, Rambaug Colony, Paud Road, Kothrud, Pune 411 038.  
Tel. : 25435387, 41217061  
Mob.: 9422089343  
Email : shekhar\_fcs1659@yahoo.com

Resi.: 'Atharva' Bungalow, Plot No.17B, Lane No.9,  
Shikshak Nagar, Survey No.91/3, Kothrud,  
Paud Road, Pune 411 038.  
Tel.: 25396262

## **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 33<sup>rd</sup> Annual General Meeting held on Thursday 27<sup>th</sup> September, 2018**

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 11 contained in the Notice of the 33<sup>rd</sup> Annual General Meeting (AGM) dated 13<sup>th</sup> August, 2018 of the Members of Bagadia Colourchem Ltd (the Company), held on Thursday, 27<sup>th</sup> September, 2018 at 2.30 P.M. at Conference hall of the Hotel Samra Garden, next to Vyas vadi Mudh Marve Road, Malad (West) Mumbai-400061.

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 33<sup>rd</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 109250.
- 3) That the remote E-voting period allowed to the Members was from 9.00 A.M. (Starting Time) on Monday, 24<sup>th</sup> September, 2018 to 5.00 P.M. (Ending Time) on Wednesday, 26<sup>th</sup> September, 2018.
- 4) That the Shareholders holding Equity Shares as on the "Cut Off" date i.e. Thursday, 20<sup>th</sup> September, 2018 were entitled to vote on the proposed Resolutions mentioned at Item Nos. 1 to 11 as set out in the Notice convening the 33<sup>rd</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 Thursday 27<sup>th</sup> September, 2018 at the conclusion of the Annual General Meeting in the presence of two witnesses, Ms. Shambhavi Wagle presently residing at C-2/602, Kumar Parisar, New D. P. Road, 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) 26 Shareholders of the Company holding 20,30,162 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 33<sup>rd</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) Thirteen (13) Shareholders / Proxies of the Company holding 2,381 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	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-
2	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-
3	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-
4	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-
5	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-
6	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-
7(*)	70,008	2,181	72,189	-Nil-	-Nil-	-Nil-	-Nil-
8	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-
9	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-
10	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-
11	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-

**Note:**

(\*) Resolution at Item No. 7 of the Notice is in respect of approval to the reclassification of Mr. Natwarlal R. Bagadia, Mr. Sushil Bagadia and Mrs. Sangeeta Bagadia, Promoters of the Company, from Promoter category to Public category under Regulation 31A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and for Reclassification of Mrs. Namrata Jain [Acquirer No-1] Ms. Prachi Jain [Acquirer No- 2] and Sureshchand Chhotelal Jain (HUF) [Acquirer No- 3] from Public Category to Promoter and Promoter Group Category as incoming Promoters.

The votes cast by Ms. Sneha Tekriwal and Mr. Mohit Bagadia being Promoters of the Company and aforesaid incoming Promoters being concerned and interested in the matter, are not considered.

- 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 28<sup>th</sup> day of September, 2018 at 4.00 P.M.

For Shekhar Ghatpande & Co  
Company Secretaries

SHEKHAR SHYAMRAO GHATPANDE  
E

Digitally signed  
by SHEKHAR  
SHYAMRAO  
GHATPANDE  
Date: 2018.09.28  
17:59:37 +05'30'



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

Witness:

1) Ms. Shambhavi Wagle: - \_\_\_\_\_

2) Mr. Prabhanjan Ghatpande:- \_\_\_\_\_



**BAGADIA**

**Bagadia Colourchem Ltd**  
*33<sup>rd</sup> Annual Report*

# BAGADIA COLOURCHEM LIMITED

CIN: L24221MH1985PLC205386

## THIRTY THIRD ANNUAL REPORT 2017-18

### BOARD OF DIRECTORS

Name of the Director	Designation	DIN
Mr. Natwarlal R. Bagadia	Chairman & Managing Director	00899960
Mrs. Sangeeta S. Bagadia	Director- Marketing	02487334
Mr. Vilas B. Jagtap	Independent Director	03217289
Mr. Dattatraya M. Mehta	Independent Director	01691582
Mr. Sashikant B. Kakade	Independent Director	02727180
Mrs. Sneha A. Tekriwal (upto 13 <sup>th</sup> August, 2018)	Director	06657740

### CHIEF EXECUTIVE OFFICER

Mr. Sushil N. Bagadia

### AUDITORS

Amar Bafna & Associates  
Chartered Accountants, Mumbai

### BANKERS

Bank of Baroda

### REGISTRAR AND SHARE TRANSFER AGENT

Satellite Corporate Services Pvt. Ltd  
B- 302, Sony Apartments,  
Off. St. Jude High School,  
Off. Andheri Kurla Road, Jarimari Sakinaka,  
Mumbai 400072

### REGISTERED OFFICE

Shaniya Enclave, 5<sup>th</sup> Floor,  
V.P. Road, Vileparle (West)  
Mumbai – 400 056

### Information for Shareholders

#### 33<sup>rd</sup> Annual General Meeting

Date Thursday, 27<sup>th</sup> September, 2018  
Time 02.30 P.M.  
Venue Hotel Samra Garden,  
Next to Vyas Vadi, Mudh Marve Road,  
Malad (West)  
Mumbai 400061

Date of Book Closure Friday 21<sup>st</sup> September, 2018 to Thursday 27<sup>th</sup> September, 2018 (both days inclusive)

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## NOTICE

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Shareholders of Bagadia Colourchem Limited will be held on Thursday 27<sup>th</sup> September, 2018 at 2.30 P.M. at the Conference Hall of Hotel Samra Garden, Next to Vyas Vadi, Mudh Marve Road, Malad (West) Mumbai 400061 to transact the following business:

### ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018 together with the Report of the Board of Directors and the Auditor's Report thereon.
- 2) To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

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

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in partial modification of the earlier resolution passed by the Members at the 31<sup>st</sup> Annual General Meeting (AGM) held on 28<sup>th</sup> September, 2016, the Company hereby ratifies the appointment of Amar Bafna & Associates, Chartered Accountants, having Firm Registration No. 114854W as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 36<sup>th</sup> Annual General Meeting to be held in the Year 2021 on such remuneration plus applicable taxes thereon and reimbursement of out of pocket expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### SPECIAL BUSINESSES:

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

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

From:-

BAGADIA COLOURCHEM LIMITED

To:-

FUNDVISER CAPITAL (INDIA) LIMITED

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

---

By Order of the Board of Directors  
**For Bagadia Colourchem Limited**

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

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

**NOTES:-**

1. A MEMBER ENTITLED TO ATTEND & VOTE AT THIS MEETING MAY APPOINT A PROXY TO ATTEND AND ON A POLL VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. **Proxies in order to be effective must be received by the Company at its Registered Office, not later than 48 Hours before the commencement of the Meeting.** A Person shall not act as Proxy for more than 50 Members and holding in the aggregate not more than 10% of the total voting share capital of the Company. However a single person may act as the Proxy, for a Member holding more than 10% of the total voting share capital of the Company, provided that such Person shall not act as a Proxy for any other Person. Proxy Holder shall prove his / her Identity at the time of attending the Meeting by producing the Photo Identity Card such as **PAN Card, Aadhar Card, Passport or any other Photo Identity Card issued by Government Agency / Office.** Proxies shall not have any right to speak at the Meeting.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item 4 to 11 of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
4. Notice is also given that the Register of Members and Share Transfer Books in Respect of Equity Shares of the Company will remain closed from Friday, 21<sup>st</sup> September, 2018 to Thursday, 27<sup>th</sup> September, 2018 (Both days inclusive).
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail addresses with Company or Depository.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to the Members whose E-mail ID's are registered with the Company or Depositories, unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their E-mail ID's with the Company or Depositories. **Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at registration counter to attend the AGM.**

**Voting through Electronic means:[ EVEN 109250]**

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

The Remote E-voting period commences on Monday, 24<sup>th</sup> September, 2018 (9:00 A.M.) and ends on Wednesday, 26<sup>th</sup> September, 2018 (5.00 P.M). During this period, Members of the Company holding shares either in physical form or in dematerialized form, **as on the relevant date/Cutoff date i.e. Thursday 20<sup>th</sup> September, 2018** may cast their votes electronically. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the votes on the resolutions are cast by a Member, he or she will not be allowed to change it.

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

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

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

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

Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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 [ EVEN 109250 ] for which you wish to cast your vote.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to - [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 at [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 Shaniya Enclave, 5<sup>th</sup> Floor, V. P. Road, Vileparle (W), Mumbai 400056** not later than Wednesday, 26<sup>th</sup> September, 2018 upto 5.00 P.M.
- 2. The Chairman shall at the Annual General Meeting, at the end of the discussions on the Resolutions on which the voting is to be held, allow voting with the assistance of Scrutinizer, by use of 'Ballot Paper' / 'Polling Paper' for all those Members who are present at the AGM but have not casted their Vote by availing the facility of e-Voting.

**Scrutinizer and Scrutinizer's Report:**

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

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**EXPLANATORY STATEMENT**

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

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

**Item No. 4**

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

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

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

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

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

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

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

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

**Item No. 5**

The Promoter Shares now vest with Mrs. Namrata Jain (Acquirer - 1), Miss. Prachi Jain (Acquirer - 2) and Sureshchand Chhotelal Jain (HUF) (Acquirer - 3). Meanwhile the said Acquirers propose to introduce new line of activity in the field of Investment & Finance, Share & Stock Broker, Portfolio Management etc.

He further informed that meanwhile the Companies Act, 1956 under which the Company was formed has been replaced by the Companies Act, 2013. The format of the Memorandum of Association at the time of incorporation was totally different and it was divided into Main Objects, Ancillary Objects and other Objects, which is at present not permitted under the Companies Act, 2013.

Accordingly, it is also necessary to alter the Memorandum of Association so as to alter the Main Object of the Company to include the business of Investment & Finance, Share & Stock Broker, Portfolio Management etc. and to make it in line with the provisions of the newly introduced Companies Act, 2013. The Copy of the Memorandum of Association as proposed to be altered is available for inspection by the Members of the Company during business hours on all working days till the date of Annual General Meeting.

For alteration in the Memorandum of Association, the approval of the Shareholders by way of Special Resolution U/s 13 of the Companies Act, 2013 is required.

Accordingly, the Resolution at Item No. 5 of the Notice has been recommended for the approval of the Shareholders. The Board of Directors recommends the Resolution for your approval.

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

**Item No. 6**

The Company was incorporated on 27<sup>th</sup> April, 1985 under the provisions of the then prevailing Companies Act, 1956. The Articles of Association of the Company was drafted and adopted which were as per the then prevailing Companies Act, 1956.

Meanwhile the Companies Act, 1956 under which the Company was formed has been replaced by the Companies Act, 2013.

Accordingly it is proposed to alter the Articles of Association so as to make it in line with the provisions of the newly introduced Companies Act, 2013. The copy of the Articles of Association as proposed to be altered is available for inspection by the Members of the Company during business hours on all working days till the date of Annual General Meeting.

For alteration in the Articles of Association, the approval of the Shareholders by way of Special Resolution U/s 14 of the Companies Act, 2013 is required.

Accordingly, the Resolution at Item No. 6 of the Notice has been recommended for the approval of the Shareholders. The Board of Directors recommends the Resolution for your approval.

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

**Item No. 7**

The Company was in receipt of requests from Mr. Natwarlal R. Bagadia, Mr. Sushil Bagadia and Mrs. Sangeeta Bagadia, Promoters of the Company, for reclassification from Promoter category to Public category under Regulation 31A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015), as they have sold their entire stake in the Company to the Acquirers named in the Resolution. Details of their shareholding in the Company were as under:

SR NO	NAME OF THE PROMOTER	NO OF EQUITY SHARES HELD	% OF SHAREHOLDING
1	Mr. Natwarlal R. Bagadia	61,300	1.66%
2	Mr. Sushil N. Bagadia	9,57,452	25.95%
3	Mrs. Sangeeta S. Bagadia	7,34,900	19.92%

On Acquisition of the Shares the Acquirers viz. Mrs. Namrata Jain (Acquirer - 1), Miss. Prachi Jain (Acquirer - 2) and Sureshchand Chhotelal Jain (HUF) (Acquirer - 3) need to be classified as the Promoters.

For the aforesaid Re-classification the approval of the Shareholders is required, and the Company is required to comply with certain compliances.

The Directors recommends the Resolution no. 7 for approval of the members as Special Resolution.

Except Bagadia family Shareholders, none of the other Directors /Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested in the matter.

**Item No. 8 & 9**

The Members of the Company under the provisions of Section 180 (1) (a) and 180 (1) (c) of the Companies Act, 2013 had approved by way of a Special Resolutions borrowings not exceeding of ` 20/- Crore [Rupees Twenty Crore only] sanctioned \ to be sanctioned from time to time to the Company.

In supersession of the above limit Members are requested to pass Special Resolutions as set out at Item No. 8 and 9 of the notice in accordance with Section 180 (1) (a) and 180 (1) (c) and other applicable provisions of the Companies Act, 2013, reducing the said limits to ` 15,00,00,000/- [ Rupees Fifteen Crore Only ].

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.

**Item No. 10**

Pursuant to the provisions of Section 185 of the Companies Act, 2013 the approval of the Shareholders by way of Special Resolution is required for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by Board of Directors of the Company.

As the Company is entering into new line of business, the Company may grant Loans, give Guarantees and provide Securities to the Concerns in which the Directors are interested.

In view of this the Resolution at Item No 10 is recommended for the approval of the Shareholders, as an abundant precaution, although at present there is no such proposal under consideration by the Board of Directors.

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 Resolution.

**Item No. 11**

Pursuant to the provisions of Section 186 of the Companies Act, 2013 the approval of the Shareholders by way of Special Resolution is required for giving Loans to any person or other body corporate, giving of guarantee or providing security in connection with a loan to any other body corporate or person and / or for acquiring whether by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate, in excess of certain Limits mentioned therein.

As the Company is entering into new line of business, the Company may enter into such transactions.

In view of this the Resolution at Item No 11 is recommended for the approval of the Shareholders, as an abundant precaution, although at present there is no such proposal under consideration by the Board of Directors.

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 Resolution.

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By Order of the Board of Directors  
**For Bagadia Colourchem Limited**

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

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

## BAGADIA COLOURCHEM LTD

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

CIN L24221MH1985PLC205386

EVEN 109250

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

### SUMMARY OF VOTING DONE BY THE SHAREHOLDERS FOR 33RD ANNUAL GENERAL MEETING HELD ON THURSDAY, 27TH SEPTEMBER, 2018 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	Votes cast For (Against) Resolution Number 8	Votes cast For (Against) Resolution Number 9	Votes cast For (Against) Resolution Number 10	Votes cast For (Against) Resolution Number 11	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	109250S01764	SEVA SHEKHAR GHATPANDE	300	300	300	300	300	300	300	300	300	300	300	300	Investor	E-voting	9/24/2018 11:15	Valid
2	1202890001608595	PRACHI DHANNALAL JAIN	670331	670331	670331	670331	670331	670331	670331	0	670331	670331	670331	670331	Investor	E-voting	9/24/2018 11:42	Valid
3	109250A01394	ALKA BAGADIA	900	900	900	900	900	900	900	900	900	900	900	900	Investor	E-voting	9/24/2018 12:03	Valid
4	109250G01138	GAYATRIDEVI RATANLAL BAGADIA	6100	6100	6100	6100	6100	6100	6100	6100	6100	6100	6100	6100	Investor	E-voting	9/24/2018 12:21	Valid
5	109250V01261	VARSHA SHASHANK GHATPANDE	400	400	400	400	400	400	400	400	400	400	400	400	Investor	E-voting	9/24/2018 11:27	Valid
6	1202890001611500	NAMRATA KAPIL JAIN	670273	670273	670273	670273	670273	670273	670273	0	670273	670273	670273	670273	Investor	E-voting	9/24/2018 11:31	Valid
7	109250C01109	CHHAGANLAL B BAGADIA	100	100	100	100	100	100	100	100	100	100	100	100	Investor	E-voting	9/24/2018 12:08	Valid
8	109250D01070	DEOKI NANDAN BAGADIA	200	200	200	200	200	200	200	200	200	200	200	200	Investor	E-voting	9/24/2018 12:11	Valid
9	109250G01137	GAYATRIDEVI RATANLAL BAGADIA	2700	2700	2700	2700	2700	2700	2700	2700	2700	2700	2700	2700	Investor	E-voting	9/24/2018 12:16	Valid
10	109250P01386	PURVA PRASHANT GHATPANDE	300	300	300	300	300	300	300	300	300	300	300	300	Investor	E-voting	9/24/2018 13:00	Valid
11	109250S00007	SHASHANK GHATPANDE	1000	1000	1000	1000	1000	1000	1000	1000	1000	1000	1000	1000	Investor	E-voting	9/24/2018 13:03	Valid
12	1203860000007134	PRINCY DAYAKRISHNA GOYAL	12306	12306	12306	12306	12306	12306	12306	12306	12306	12306	12306	12306	Investor	E-voting	9/24/2018 13:47	Valid
13	109250R01407	RAMNARAYAN DWARKADAS BAGADIA	500	500	500	500	500	500	500	500	500	500	500	500	Investor	E-voting	9/24/2018 12:37	Valid
14	109250R01527	RAMNARAYAN D BAGADIA	600	600	600	600	600	600	600	600	600	600	600	600	Investor	E-voting	9/24/2018 12:41	Valid
15	IN30059710293774	DNYANESHWAR KAMLAKAR BHAGWAT	2	2	2	2	2	2	2	2	2	2	2	2	Investor	E-voting	9/25/2018 0:39	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	Votes cast For(Against) Resolution Number 8	Votes cast For(Against) Resolution Number 9	Votes cast For(Against) Resolution Number 10	Votes cast For(Against) Resolution Number 11	Entity Voted	Mode of Voting	Date of Voting and Time of Voting	Status of Vote
16	109250D01035	DATTATRAYA MEHTA	100	100	100	100	100	100	100	100	100	100	100	100	Investor	E-voting	9/26/2018 12:47	Valid
17	109250S00019	SHASHANK GHATPANDE	2500	2500	2500	2500	2500	2500	2500	2500	2500	2500	2500	2500	Investor	E-voting	9/26/2018 13:05	Valid
18	109250S01289	SHEKHAR GHATPANDE	600	600	600	600	600	600	600	600	600	600	600	600	Investor	E-voting	9/26/2018 15:26	Valid
19	1203860000006905	DIVYANSH GOYAL	36000	36000	36000	36000	36000	36000	36000	36000	36000	36000	36000	36000	Investor	E-voting	9/24/2018 14:53	Valid
20	1202650000057007	YASH GUPTA	500	500	500	500	500	500	500	500	500	500	500	500	Investor	E-voting	9/25/2018 14:56	Valid
21	109250D00001	DATTATRAY BAJIRAO JAGTAP	2500	2500	2500	2500	2500	2500	2500	2500	2500	2500	2500	2500	Investor	E-voting	9/26/2018 12:45	Valid
22	109250G001152	GANESH DARWATKAR	100	100	100	100	100	100	100	100	100	100	100	100	Investor	E-voting	9/26/2018 12:50	Valid
23	109250R00004	RAVINDRA YAWALKAR	2100	2100	2100	2100	2100	2100	2100	2100	2100	2100	2100	2100	Investor	E-voting	9/26/2018 12:56	Valid
24	109250S001933	SAGAR KAKADE	100	100	100	100	100	100	100	100	100	100	100	100	Investor	E-voting	9/26/2018 13:02	Valid
25	109250S001928	SHASHIKANT BHIKOB KAKADE	100	100	100	100	100	100	100	100	100	100	100	100	Investor	E-voting	9/26/2018 13:09	Valid
26	1303870000244186	SURESHCHAND CHHOTELAL JAIN (HUF) .	619550	619550	619550	619550	619550	619550	619550	0	619550	619550	619550	619550	Investor	E-voting	9/26/2018 16:25	Valid
		<b>SUB TOTAL A</b>	<b>2030162</b>	<b>2030162</b>	<b>2030162</b>	<b>2030162</b>	<b>2030162</b>	<b>2030162</b>	<b>2030162</b>	<b>70008</b>	<b>2030162</b>	<b>2030162</b>	<b>2030162</b>	<b>2030162</b>				
<b>B. Votes Cast Against through E-voting</b>																		
			0	0	0	0	0	0	0	0	0	0	0	0				
		<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>0</b>	<b>0</b>	<b>0</b>	<b>0</b>				
<b>C. Votes Cast in favor through Physical Ballot</b>																		
27	S001939	SUVARNA AMBLE	100	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical	2018-09-27 At AG	Valid
28	A001440	AKSHAY KHARE	100	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical	2018-09-27 At AG	Valid
29	A001434	ATUL GAJBHIYE	100	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical	2018-09-27 At AG	Valid
30	M001523	MAHENDRA SAWANT	100	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical	2018-09-27 At AG	Valid
31	U001064	UMESH RAY	100	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical	2018-09-27 At AG	Valid
32	S001927	SURESH ADAV	100	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical	2018-09-27 At AG	Valid
33	1203990000071941	DHARMESH GOSALIA	10	10	10	10	10	10	10	10	10	10	10	10	Investor	Physical	2018-09-27 At AG	Valid
34	IN30226913847905	MOHIT BAGADIA	100	100	100	100	100	100	100	0	100	100	100	100	Investor	Physical	2018-09-27 At AG	Valid
35	IN30226913847930	SNEHA TEKRIWAL	100	100	100	100	100	100	100	0	100	100	100	100	Investor	Physical	2018-09-27 At AG	Valid
36	IN30082911969539	MAITHILI MASURKAR	100	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical	2018-09-27 At AG	Valid
37	IN30048428156226	ARVIND BHANGARE	100	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical	2018-09-27 At AG	Valid
38	IN30074910824456	ALKA SANJAY JAIN	1271	1271	1271	1271	1271	1271	1271	1271	1271	1271	1271	1271	Investor	Physical	2018-09-27 At AG	Valid
39	R005367	RAJESHKUMAR PARASMAL JAIN	100	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical Ballot	2018-09-27 At AG	Valid
		<b>SUB TOTAL C</b>	<b>2381</b>	<b>2381</b>	<b>2381</b>	<b>2381</b>	<b>2381</b>	<b>2381</b>	<b>2381</b>	<b>2181</b>	<b>2381</b>	<b>2381</b>	<b>2381</b>	<b>2381</b>				

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	Votes cast For(Against) Resolution Number 8	Votes cast For(Against) Resolution Number 9	Votes cast For(Against) Resolution Number 10	Votes cast For(Against) Resolution Number 11	Entity Voted	Mode of Voting	Date of Voting and Time of Voting	Status of Vote
<b>D. Votes Cast Against through Physical Ballot</b>																		
			0	0	0									0				
		<b>SUB TOTAL D</b>	<b>0</b>	<b>0</b>	<b>0</b>									<b>0</b>				
		<b>TOTAL (A+B+C+D)</b>	<b>2032543</b>	<b>2032543</b>	<b>2032543</b>	<b>2032543</b>	<b>2032543</b>	<b>2032543</b>	<b>2032543</b>	<b>72189</b>	<b>2032543</b>	<b>2032543</b>	<b>2032543</b>	<b>2032543</b>				

**For Shekhar Ghatpande & Co.**

Company Secretaries

SHEKHAR SHYAMRAO GHATPANDE Digitally signed by SHEKHAR SHYAMRAO GHATPANDE Date: 2018.09.28 18:01:07 +05'30'

Shekhar Ghatpande

Proprietor

Scrutinizer

Membership No. FCS:1659, CP:782

Pune 28th September, 2018 at 2.00 P.M.

Witness:

1) Ms.Shambhavi wagale \_\_\_\_\_

2) Mr. Prabhanjan Ghatpande \_\_\_\_\_

***BAGADIA COLOURCHEM LIMITED***  
***Combined Report on E-Voting and Poll of***  
***33<sup>rd</sup> Annual General Meeting***

***By***

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

**Dated 28<sup>th</sup> September, 2018**



## **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 33<sup>rd</sup> Annual General Meeting held on Thursday 27<sup>th</sup> September, 2018**

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 11 contained in the Notice of the 33<sup>rd</sup> Annual General Meeting (AGM) dated 13<sup>th</sup> August, 2018 of the Members of Bagadia Colourchem Ltd (the Company), held on Thursday, 27<sup>th</sup> September, 2018 at 2.30 P.M. at Conference hall of the Hotel Samra Garden, next to Vyas vadi Mudh Marve Road, Malad (West) Mumbai-400061.

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 33<sup>rd</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 109250.
- 3) That the remote E-voting period allowed to the Members was from 9.00 A.M. (Starting Time) on Monday, 24<sup>th</sup> September, 2018 to 5.00 P.M. (Ending Time) on Wednesday, 26<sup>th</sup> September, 2018.
- 4) That the Shareholders holding Equity Shares as on the "Cut Off" date i.e. Thursday, 20<sup>th</sup> September, 2018 were entitled to vote on the proposed Resolutions mentioned at Item Nos. 1 to 11 as set out in the Notice convening the 33<sup>rd</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 Thursday 27<sup>th</sup> September, 2018 at the conclusion of the Annual General Meeting in the presence of two witnesses, Ms. Shambhavi Wagle presently residing at C-2/602, Kumar Parisar, New D. P. Road, 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) 26 Shareholders of the Company holding 20,30,162 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 33<sup>rd</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) Thirteen (13) Shareholders / Proxies of the Company holding 2,381 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
	E-Voting	Physical Poll	Total	E-Voting	Physical Poll	Total	Nos.
1	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-
2	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-
3	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-
4	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-
5	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-
6	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-
7(*)	70,008	2,181	72,189	-Nil-	-Nil-	-Nil-	-Nil-
8	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-
9	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-
10	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-
11	20,30,162	2,381	20,32,543	-Nil-	-Nil-	-Nil-	-Nil-



**Note:**

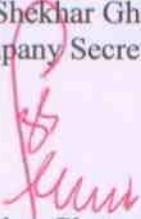
(\*) Resolution at Item No. 7 of the Notice is in respect of approval to the reclassification of Mr. Natwarlal R. Bagadia, Mr. Sushil Bagadia and Mrs. Sangeeta Bagadia, Promoters of the Company, from Promoter category to Public category under Regulation 31A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and for Reclassification of Mrs. Namrata Jain [Acquirer No-1] Ms. Prachi Jain [Acquirer No- 2] and Sureshchand Chhotelal Jain (HUF) [Acquirer No- 3] from Public Category to Promoter and Promoter Group Category as incoming Promoters.

The votes cast by Ms. Sneha Tekriwal and Mr. Mohit Bagadia being Promoters of the Company and aforesaid incoming Promoters being concerned and interested in the matter, are not considered.

- 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 28<sup>th</sup> day of September, 2018 at 4.00 P.M.

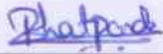
For Shekhar Ghatpande & Co  
Company Secretaries

  
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 33<sup>rd</sup> Annual General Meeting of the Shareholders of Bagadia Colourchem Limited will be held on Thursday 27<sup>th</sup> September, 2018 at 2.30 P.M. at the Conference Hall of Hotel Samra Garden, Next to Vyas Vadi, Mudh Marve Road, Malad (West) Mumbai 400061 to transact the following business:

### ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018 together with the Report of the Board of Directors and the Auditor's Report thereon.
- 2) To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution:

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

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in partial modification of the earlier resolution passed by the Members at the 31<sup>st</sup> Annual General Meeting (AGM) held on 28<sup>th</sup> September, 2016, the Company hereby ratifies the appointment of Amar Bafna & Associates, Chartered Accountants, having Firm Registration No. 114854W as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 36<sup>th</sup> Annual General Meeting to be held in the Year 2021 on such remuneration plus applicable taxes thereon and reimbursement of out of pocket expenses etc. as may be mutually agreed between the Board of Directors of the Company and the Auditors."

### SPECIAL BUSINESSES:

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

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

From:-

BAGADIA COLOURCHEM LIMITED

To:-

FUNDVISER CAPITAL (INDIA) LIMITED

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

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



**BAGADIA COLOURCHEM LIMITED**

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

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

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

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By Order of the Board of Directors  
For Bagadia Colourchem Limited

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

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



**NOTES:-**

1. A MEMBER ENTITLED TO ATTEND & VOTE AT THIS MEETING MAY APPOINT A PROXY TO ATTEND AND ON A POLL VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective must be received by the Company at its Registered Office, not later than 48 Hours before the commencement of the Meeting. A Person shall not act as Proxy for more than 50 Members and holding in the aggregate not more than 10% of the total voting share capital of the Company. However a single person may act as the Proxy, for a Member holding more than 10% of the total voting share capital of the Company, provided that such Person shall not act as a Proxy for any other Person. Proxy Holder shall prove his / her Identity at the time of attending the Meeting by producing the Photo Identity Card such as PAN Card, Aadhar Card, Passport or any other Photo Identity Card issued by Government Agency / Office. Proxies shall not have any right to speak at the Meeting.
3. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Item 4 to 11 of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
4. Notice is also given that the Register of Members and Share Transfer Books in Respect of Equity Shares of the Company will remain closed from Friday, 21<sup>st</sup> September, 2018 to Thursday, 27<sup>th</sup> September, 2018 (Both days inclusive).
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail addresses with Company or Depository.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to the Members whose E-mail ID's are registered with the Company or Depositories, unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their E-mail ID's with the Company or Depositories. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at registration counter to attend the AGM.

**Voting through Electronic means:[ EVEN 109250]**

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

The Remote E-voting period commences on Monday, 24<sup>th</sup> September, 2018 (9:00 A.M.) and ends on Wednesday, 26<sup>th</sup> September, 2018 (5.00 P.M). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date/Cutoff date i.e. Thursday 20<sup>th</sup> September, 2018 may cast their votes electronically. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the votes on the resolutions are cast by a Member, he or she will not be allowed to change it.

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

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

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

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



Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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 [ EVEN 109250 ] for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to - [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 at [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 Shaniya Enclave, 5<sup>th</sup> Floor, V. P. Road, Vileparle (W), Mumbai 400056 not later than Wednesday, 26<sup>th</sup> September, 2018 upto 5.00 P.M.
2. The Chairman shall at the Annual General Meeting, at the end of the discussions on the Resolutions on which the voting is to be held, allow voting with the assistance of Scrutinizer, by use of 'Ballot Paper' / 'Polling Paper' for all those Members who are present at the AGM but have not casted their Vote by availing the facility of e-Voting.



**Scrutinizer and Scrutinizer's Report:**

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

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**EXPLANATORY STATEMENT**

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

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

**Item No. 4**

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

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

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

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

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

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

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

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



**Item No. 5**

The Promoter Shares now vest with Mrs. Namrata Jain (Acquirer - 1), Miss. Prachi Jain (Acquirer - 2) and Sureshchand Chhotelal Jain (HUF) (Acquirer - 3). Meanwhile the said Acquirers propose to introduce new line of activity in the field of Investment & Finance, Share & Stock Broker, Portfolio Management etc.

He further informed that meanwhile the Companies Act, 1956 under which the Company was formed has been replaced by the Companies Act, 2013. The format of the Memorandum of Association at the time of incorporation was totally different and it was divided into Main Objects, Ancillary Objects and other Objects, which is at present not permitted under the Companies Act, 2013.

Accordingly, it is also necessary to alter the Memorandum of Association so as to alter the Main Object of the Company to include the business of Investment & Finance, Share & Stock Broker, Portfolio Management etc. and to make it in line with the provisions of the newly introduced Companies Act, 2013. The Copy of the Memorandum of Association as proposed to be altered is available for inspection by the Members of the Company during business hours on all working days till the date of Annual General Meeting.

For alteration in the Memorandum of Association, the approval of the Shareholders by way of Special Resolution U/s 13 of the Companies Act, 2013 is required.

Accordingly, the Resolution at Item No. 5 of the Notice has been recommended for the approval of the Shareholders. The Board of Directors recommends the Resolution for your approval.

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

**Item No. 6**

The Company was incorporated on 27<sup>th</sup> April, 1985 under the provisions of the then prevailing Companies Act, 1956. The Articles of Association of the Company was drafted and adopted which were as per the then prevailing Companies Act, 1956.

Meanwhile the Companies Act, 1956 under which the Company was formed has been replaced by the Companies Act, 2013.

Accordingly it is proposed to alter the Articles of Association so as to make it in line with the provisions of the newly introduced Companies Act, 2013. The copy of the Articles of Association as proposed to be altered is available for inspection by the Members of the Company during business hours on all working days till the date of Annual General Meeting.

For alteration in the Articles of Association, the approval of the Shareholders by way of Special Resolution U/s 14 of the Companies Act, 2013 is required.

Accordingly, the Resolution at Item No. 6 of the Notice has been recommended for the approval of the Shareholders. The Board of Directors recommends the Resolution for your approval.

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

**Item No. 7**

The Company was in receipt of requests from Mr. Natwarlal R. Bagadia, Mr. Sushil Bagadia and Mrs. Sangeeta Bagadia, Promoters of the Company, for reclassification from Promoter category to Public category under Regulation 31A (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations, 2015), as they have sold their entire stake in the Company to the Acquirers named in the Resolution. Details of their shareholding in the Company were as under:

SR NO	NAME OF THE PROMOTER	NO OF EQUITY SHARES HELD	% OF SHAREHOLDING
1	Mr. Natwarlal R. Bagadia	61,300	1.66%
2	Mr. Sushil N. Bagadia	9,57,452	25.95%
3	Mrs. Sangeeta S. Bagadia	7,34,900	19.92%



## BAGADIA COLOURCHEM LIMITED

On Acquisition of the Shares the Acquirers viz. Mrs. Namrata Jain (Acquirer - 1), Miss. Prachi Jain (Acquirer - 2) and Sureshchand Chhotelal Jain (HUF) (Acquirer - 3) need to be classified as the Promoters.

For the aforesaid Re-classification the approval of the Shareholders is required, and the Company is required to comply with certain compliances.

The Directors recommends the Resolution no. 7 for approval of the members as Special Resolution.

Except Bagadia family Shareholders, none of the other Directors /Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested in the matter.

### Item No. 8 & 9

The Members of the Company under the provisions of Section 180 (1) (a) and 180 (1) (c) of the Companies Act, 2013 had approved by way of a Special Resolutions borrowings not exceeding of ₹ 20/- Crore [Rupees Twenty Crore only] sanctioned \ to be sanctioned from time to time to the Company.

In supersession of the above limit Members are requested to pass Special Resolutions as set out at Item No. 8 and 9 of the notice in accordance with Section 180 (1) (a) and 180 (1) (c) and other applicable provisions of the Companies Act, 2013, reducing the said limits to ₹ 15,00,00,000/- [ Rupees Fifteen Crore Only ].

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.

### Item No. 10

Pursuant to the provisions of Section 185 of the Companies Act, 2013 the approval of the Shareholders by way of Special Resolution is required for making of loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by Board of Directors of the Company.

As the Company is entering into new line of business, the Company may grant Loans, give Guarantees and provide Securities to the Concerns in which the Directors are interested.

In view of this the Resolution at Item No 10 is recommended for the approval of the Shareholders, as an abundant precaution, although at present there is no such proposal under consideration by the Board of Directors.

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 Resolution.

### Item No. 11

Pursuant to the provisions of Section 186 of the Companies Act, 2013 the approval of the Shareholders by way of Special Resolution is required for giving Loans to any person or other body corporate, giving of guarantee or providing security in connection with a loan to any other body corporate or person and / or for acquiring whether by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate, in excess of certain Limits mentioned therein.

As the Company is entering into new line of business, the Company may enter into such transactions.

In view of this the Resolution at Item No 11 is recommended for the approval of the Shareholders, as an abundant precaution, although at present there is no such proposal under consideration by the Board of Directors.

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 Resolution.

By Order of the Board of Directors  
For Bagadia Colourchem Limited

**N. R. Bagadia**

Chairman & Managing Director

[DIN: 00899960]

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



**BAGADIA COLOURCHEM LTD**

**ANNEX: II**

Regd. Office Shaniya Enclave, 5th Floor, V.P. Road, Vileparle (West) Mumbai-400 056  
 CIN L24221MH1985PLC205386  
 EVEI 109250

**Annexure II (As referred in our Report of even date)**  
**SUMMARY OF VOTING DONE BY THE SHAREHOLDERS FOR 33RD ANNUAL GENERAL MEETING HELD ON THURSDAY, 27TH SEPTEMBER, 2018 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	Votes cast For(Against) Resolution Number 8	Votes cast For(Against) Resolution Number 9	Votes cast For(Against) Resolution Number 10	Votes cast For(Against) Resolution Number 11	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	109250S01764	SEVA SHEKHAR GHATPANDE	300	300	300	300	300	300	300	300	300	300	300	300	Investor	E-voting	9/24/2018 11:15	Valid
2	1202890001608595	PRACHI DHANNALAL JAIN	670331	670331	670331	670331	670331	670331	670331	670331	670331	670331	670331	670331	Investor	E-voting	9/24/2018 11:42	Valid
3	109250A01394	ALKA BAGADIA	900	900	900	900	900	900	900	900	900	900	900	900	Investor	E-voting	9/24/2018 12:03	Valid
4	109250G01138	GAYATRIDEVI RATANLAL BAGADIA	6100	6100	6100	6100	6100	6100	6100	6100	6100	6100	6100	6100	Investor	E-voting	9/24/2018 12:21	Valid
5	109250V01261	VARSHA SHASHANK GHATPANDE	400	400	400	400	400	400	400	400	400	400	400	400	Investor	E-voting	9/24/2018 11:27	Valid
6	1202890001611500	NAMRATA KAPIL JAIN	670273	670273	670273	670273	670273	670273	670273	670273	670273	670273	670273	670273	Investor	E-voting	9/24/2018 11:31	Valid
7	109250C01109	CHHAGANLAL B BAGADIA	100	100	100	100	100	100	100	100	100	100	100	100	Investor	E-voting	9/24/2018 12:08	Valid
8	109250D01070	DEOKI NANDAN BAGADIA	200	200	200	200	200	200	200	200	200	200	200	200	Investor	E-voting	9/24/2018 12:11	Valid
9	109250G01137	GAYATRIDEVI RATANLAL BAGADIA	2700	2700	2700	2700	2700	2700	2700	2700	2700	2700	2700	2700	Investor	E-voting	9/24/2018 12:16	Valid
10	109250P01386	PURVA PRASHANT GHATPANDE	300	300	300	300	300	300	300	300	300	300	300	300	Investor	E-voting	9/24/2018 13:00	Valid
11	109250S00007	SHASHANK GHATPANDE	1000	1000	1000	1000	1000	1000	1000	1000	1000	1000	1000	1000	Investor	E-voting	9/24/2018 13:03	Valid
12	1203860000007134	PRINCY DAYAKRISHNA GOYAL	12306	12306	12306	12306	12306	12306	12306	12306	12306	12306	12306	12306	Investor	E-voting	9/24/2018 13:47	Valid
13	109250R01407	RAMNARAYAN DWARKADAS BAGADIA	500	500	500	500	500	500	500	500	500	500	500	500	Investor	E-voting	9/24/2018 12:37	Valid
14	109250R01527	RAMNARAYAN D BAGADIA	600	600	600	600	600	600	600	600	600	600	600	600	Investor	E-voting	9/24/2018 12:41	Valid
15	IN30059710293774	DNYANESHWAR KAMLAKAR BHAGWAT	2	2	2	2	2	2	2	2	2	2	2	2	Investor	E-voting	9/25/2018 0:39	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	Votes cast For(Against) Resolution Number 9	Votes cast For(Against) Resolution Number 10	Votes cast For(Against) Resolution Number 11	Entity Voted	Mode of Voting	Date of Voting and Time of Voting	Status of Vote	
16	109250D01035	DATTATRAYA MEHTA	100	100	100	100	100	100	100	100	100	100	100	Investor	E-voting	9/26/2018 12:47	Valid	
17	109250S00019	SHASHANK GHATPANDE	2500	2500	2500	2500	2500	2500	2500	2500	2500	2500	2500	Investor	E-voting	9/26/2018 13:05	Valid	
18	109250S01289	SHEKHAR GHATPANDE	600	600	600	600	600	600	600	600	600	600	600	Investor	E-voting	9/26/2018 15:26	Valid	
19	120386000006905	DIVYANSH GOYAL	36000	36000	36000	36000	36000	36000	36000	36000	36000	36000	36000	Investor	E-voting	9/24/2018 14:53	Valid	
20	1202650000057007	YASH GUPTA	500	500	500	500	500	500	500	500	500	500	Investor	E-voting	9/25/2018 14:56	Valid		
21	109250D00001	DATTATRAY BAJIRAO JAGTAP	2500	2500	2500	2500	2500	2500	2500	2500	2500	2500	Investor	E-voting	9/26/2018 12:45	Valid		
22	109250G001152	GANESH DARWATKAR	100	100	100	100	100	100	100	100	100	100	Investor	E-voting	9/26/2018 12:50	Valid		
23	109250R00004	RAVINDRA YAWALKAR	2100	2100	2100	2100	2100	2100	2100	2100	2100	2100	Investor	E-voting	9/26/2018 12:56	Valid		
24	109250S001933	SAGAR KAKADE	100	100	100	100	100	100	100	100	100	100	Investor	E-voting	9/26/2018 13:02	Valid		
25	109250S001928	SHASHIKANT BHIKOB KAKADE	100	100	100	100	100	100	100	100	100	100	Investor	E-voting	9/26/2018 13:09	Valid		
26	1303870000244186	SURESHCHAND CHHOTELAL JAIN (HUF)	619550	619550	619550	619550	619550	619550	619550	619550	619550	619550	619550	Investor	E-voting	9/26/2018 16:25	Valid	
<b>B. Votes Cast Against through E-voting</b>																		
				0	0	0	0	0	0	0	0	0	0					
<b>SUB TOTAL A</b>				<b>2030162</b>	<b>2030162</b>													
<b>SUB TOTAL B</b>				<b>0</b>	<b>0</b>													
<b>C. Votes Cast in favor through Physical Ballot</b>																		
27	S001939	SUVARNA AMBLE	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical	2018-09-27 At AC	Valid	
28	A001440	AKSHAY KHARE	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical	2018-09-27 At AC	Valid	
29	A001434	ATUL GAJBHIYE	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical	2018-09-27 At AC	Valid	
30	M001523	MAHENDRA SAWANT	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical	2018-09-27 At AC	Valid	
31	U001064	UMESH RAY	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical	2018-09-27 At AC	Valid	
32	S001927	SURESH ADAV	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical	2018-09-27 At AC	Valid	
33	1203990000071941	DHARMESH GOSALIA	10	10	10	10	10	10	10	10	10	10	10	Investor	Physical	2018-09-27 At AC	Valid	
34	IN30226913847905	MOHIT BAGADIA	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical	2018-09-27 At AC	Valid	
35	IN30226913847930	SNEHA TEKRIWAL	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical	2018-09-27 At AC	Valid	
36	IN30082911969539	MAITHILI MASURKAR	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical	2018-09-27 At AC	Valid	
37	IN30048428156226	ARVIND BHANGARE	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical	2018-09-27 At AC	Valid	
38	IN30074910824456	ALKA SANJAY JAIN	1271	1271	1271	1271	1271	1271	1271	1271	1271	1271	1271	Investor	Physical	2018-09-27 At AC	Valid	
39	R005367	RAJESHKUMAR PARASMAL JAIN	100	100	100	100	100	100	100	100	100	100	100	Investor	Physical Ballot	2018-09-27 At AC	Valid	
<b>SUB TOTAL C</b>				<b>2381</b>	<b>2381</b>													
<b>SUB TOTAL</b>				<b>2381</b>	<b>2381</b>	<b>2381</b>												



