



Bagadia Colourchem Ltd.

*26th Annual Report
2010-2011*

BOARD OF DIRECTORS :

Mr. Natwarlal R. Bagadia
Chairman & Managing Director

Mr. Sushil N. Bagadia
Joint Managing Director

Mr. Raghunath R. Gune
Director

Mr. Vilas B. Jagtap
Director

Mr. Dattatraya M. Mehta
Director

Mrs. Sangeeta Bagadia
Director-Marketing

Mr. Shashikant Kakade
Director

Auditors :

S.G. Shende & Co.
Chartered Accountants

Bankers :

Bank of Baroda
Camp Branch
Pune 411 001

Registered Office :

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

Pune Office for Correspondence:

317 Mantri Kishor Arcade
257 Budhwar Peth,
Pune 411 002.

Factory :

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

26th Annual General Meeting
on Thursday, 15th September, 2011
at 2.00 p.m. at Hotel Sagar,
Kharodi Marve Road, Malad (West)
Mumbai 400 095

NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Shareholders of Bagadia Colourchem Limited will be held on Thursday, 15th September, 2011 at 2.00 P.M. at the Meeting Hall Hotel Sagar, Kharodi Marve Road, Malad (West) Mumbai 400095 to transact the following business:-

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the year ended on that date together with the Director's Report and the Compliance Certificate attached thereto and the Auditor's Report thereon.
- 2) To appoint a Director in place of Mr. Vilas Jagtap, who retires by rotation, and being eligible offers himself for reappointment.
- 3) To appoint a Director in place of Mr. Shashikant Kakade who retires by rotation, and being eligible offers himself for reappointment.
- 4) To appoint the Auditors to hold the office from the conclusion of this meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT in accordance with the provisions of Section 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 the consent of the Company be and is hereby accorded to the re-appointment of Mr. Natwarlal R. Bagadia as the 'Chairman & Managing Director' of the Company, not liable to retire by rotation, for a further period of Three Years with effect from 1st October, 2011 on the following existing terms and conditions :-

- A) SALARY & ALLOWANCES: - Salary and Allowances taken together shall not exceed Rs. 1,00,000/- (Rupees One lakh) per month.
- B) The Company shall also provide Car with Driver to the Chairman & Managing Director for Company's business and also telephone at his residence exclusively for the business purposes.
- C) The remuneration comprising Salary, Perquisites and other benefits and allowances of Mr. Natwarlal R. Bagadia, Chairman & Managing Director shall be as specified by the Board of Directors from time to time and further, subject to the overall ceilings laid down in Sections 198 and 309 of the Companies Act, 1956 or any modification or re-enactment thereof.

- D) In the event of absence or inadequacy of profits, Mr. Natwarlal R. Bagadia, Chairman & Managing Director would be paid the then existing remuneration subject to a ceiling as laid down in Section II, Part II of Schedule XIII of the Companies Act, 1956 as amended from time to time, as the minimum Remuneration.

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

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

"RESOLVED THAT in accordance with the provisions of Section 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 the consent of the Company be and is hereby accorded to the re-appointment of Mr. Sushil Natwarlal Bagadia as the 'Joint Managing Director' of the Company, liable to retire by rotation, for a period of Three Years with effect from 1st October, 2011 on the following existing terms and conditions :-

- A) SALARY & ALLOWANCES: - Salary and Allowances taken together shall not exceed Rs. 1,00,000/- (Rupees One lakh) per month.
- B) The Company shall also provide Car with Driver to the Joint Managing Director for Company's business and also telephone at his residence exclusively for the business purposes.
- C) The remuneration comprising Salary, Perquisites and other benefits and allowances of Mr. Sushil Natwarlal Bagadia, Joint Managing Director shall be as specified by the Board of Directors from time to time and further, subject to the overall ceilings laid down in Sections 198 and 309 of the Companies Act, 1956 or any modification or re-enactment thereof.
- D) In the event of absence or inadequacy of profits, Mr. Sushil Natwarlal Bagadia, Joint Managing Director would be paid the then existing remuneration subject to a ceiling as laid down in Section II, Part II of Schedule XIII of the Companies Act, 1956 as amended from time to time, as the minimum Remuneration.

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

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

"RESOLVED THAT in accordance with the provisions of Section 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 Mrs. Sangeeta Sushil Bagadia be and is hereby re - appointed as the 'Director - Marketing' of the Company, liable to retire by rotation, for a further period of Three Years with effect from 1st January, 2012 on the revised consolidated remuneration of Rs. 50,000/- (Rupees Fifty Thousand) per month.

RESOLVED FURTHER THAT the remuneration comprising Salary, Perquisites and other benefits and allowances of Mrs. Sangeeta Sushil Bagadia, 'Director - Marketing' shall be as specified by the Board of Directors from time to time and further, subject to the overall ceilings as laid down in Sections 198 and 309 of the Companies Act, 1956 or any modification or re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits, Mrs. Sangeeta Sushil Bagadia, 'Director - Marketing' would be paid the then existing remuneration subject to a ceiling as laid down in Section II, Part II of Schedule XIII of the Companies Act, 1956 as amended from time to time, as the minimum Remuneration.

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

By Order of the Board of Directors

Place : Pune

N.R. Bagadia

Date : 9th August, 2011 Chairman & Managing Director

NOTES:-

- 1) A MEMBER ENTITLED TO ATTEND & VOTE AT THIS MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2) An Explanatory Statement pursuant to the provisions of Section 173 of the Companies Act, 1956 in respect of Item Nos. 5 to 7 of the Notice is annexed hereto.
- 3) Notice is also given that the Register of Members and the Share Transfer Books of the Company will remain close from Saturday 10th September, 2011 to Thursday, 15th September, 2011 (both days inclusive).
- 4) Additional Information on Directors seeking re-appointment at the Annual General Meeting, pursuant to Clause No. 49 IV (G) of the Listing Agreement with the Stock Exchange is furnished in the Corporate Governance Report.

EXPLANATORY STATEMENT

(Pursuant to Section 173 (2) of the Companies Act, 1956)

As required by Section 173 of the Companies Act, 1956, the following Explanatory Statement sets out the material facts relating to the Special Business mentioned in the accompanying Notice dated 9th August, 2011.

Item Nos. 5 to 7

Mr. Natwarlal R. Bagadia and Mr. Sushil N. Bagadia were re-appointed as the Chairman & Managing Director and Joint Managing Director respectively of the Company, in the 23rd Annual General Meeting held on 30th September, 2008 w.e.f. 1st October, 2008 for a period of three Years i.e. up to 30th September, 2011.

Mrs. Sangeeta Bagadia was appointed as the 'Director Marketing' in the Extra Ordinary General Meeting held on 28th February, 2009 w.e.f. 1st January, 2009 for a period of three years i.e. up to 31st December, 2011.

The said appointments are due to expire shortly.

All these Directors of the Company have successfully shouldered their responsibilities as the working Directors of the Company.

The re-appointments of Mr. N. R. Bagadia and Mr. Sushil Bagadia for a further period of three years are proposed on

the existing remuneration without there being any revision. Considering the working and future Business plans of the Company, and considering the present salary structure prevailing in the market it is proposed to revise the remuneration of Mrs. Sangeeta Bagadia and also to reappoint her for a further period of three years.

Accordingly the Resolutions as set out in Item Nos. 5 to 7 of the notice are recommended for your approval.

Mr. N. R. Bagadia, Mr. Sushil Bagadia and Mrs. Sangeeta Bagadia Directors of the Company are interested and concerned in passing of the aforesaid Resolutions. None of the other Directors of the Company is in any way concerned or interested in passing of the said Resolutions.

The Resolutions as set out in the notice and the aforesaid Explanatory Statement may be treated as an abstract of the terms of appointment and Memorandum of Interest under Section 302 of the Companies Act 1956.

By Order of the Board of Directors

Place : Pune

N.R. Bagadia

Date : 9th August, 2011 Chairman & Managing Director

DIRECTORS' REPORT

To
The Members,
The Board of Directors have pleasure in presenting before you the 26th Annual Report and Audited Statements of Accounts for the year ended as on 31st March, 2011.

1. FINANCIAL RESULTS

The Financial Results for the year ended on 31st March, 2011 are briefly given below:-

	2010-2011	2009-2010
	(Rs.)	(Rs.)
Sales and Other Income	9,77,46,232	9,27,21,748
Profit / (Loss) before Interest, Depreciation & Taxation	56,57,801	57,98,222
Less :-		
Finance Cost	3,96,211	3,76,177
Depreciation	33,06,118	33,61,912
Profit / (Loss) before tax	19,55,472	20,60,133
Less :- Provision For Tax	11,27,000	12,13,500
Deferred Tax	(4,78,726)	(4,16,635)
Earlier Year	6,772	(36,933)
Profit / (Loss) after Taxation	13,00,426	13,00,201
Add :- Balance brought forward from previous year	31,25,529	18,25,328
Balance transferred to Balance Sheet	44,25,955	31,25,529

2. MANAGEMENT DISCUSSION & ANALYSIS REPORT

During the year under review the Sales of the Company were Rs.969.08 Lacs as against Rs. 914.97 Lacs of the previous year. The export turnover of the Company during the year under report was Rs. 629.55 Lacs as against Rs. 642.90 Lacs of the previous year. The Company has earned the Profit before Tax of Rs. 19.55 Lacs as against the Profit of Rs. 20.60 Lacs of the previous year.

3. DIVIDEND

The Directors regret their inability to recommend any Dividend on the Equity Shares of the Company, due to the marginal Profit earned by the Company.

4. FIXED DEPOSITS

The Company has not accepted any fixed deposits.

5. DIRECTORS

Mr. Vilas Jagtap and Mr. Shashikant Kakade Directors of the Company retire by rotation and being eligible offer themselves for reappointment.

The terms of appointment of Mr. N. R. Bagadia and Mr. Sushil Bagadia as the Chairman & Managing Director and Joint Managing Director respectively are due to expire on 30th September, 2011. The term of appointment of Mrs. Sangeeta Sushil Bagadia as Director - Marketing is due to expire on 31st December, 2011. Necessary Resolutions for their re-appointments have been recommended for your approval, and the Board of Directors recommends the same for your approval.

6. AUDITORS

The present Auditors M/s S. G. Shende & Co., Chartered Accountants, will retire at the conclusion of the forthcoming Annual General Meeting. They have informed their willingness to continue for the Current Year.

As required per proviso to Section 224(1) of the Companies Act, 1956, a written Certificate has been obtained by the Company from the Auditors certifying that if they are appointed as the Auditors of your Company, such appointment would be within the limits specified in Section 224 (1)(B) of the Companies Act, 1956.

7. AUDITORS' QUALIFICATIONS

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

8. COMPLIANCE CERTIFICATE

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

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9. ADDITIONAL INFORMATION:-

A) Under Section 217 (2A) of the Companies Act, 1956.

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

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

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

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

C) Information about Foreign Exchange

Foreign Exchange Earnings: - Rs. 6,29,55,180/-

Foreign Exchange Outgo :- Rs. 1,77,685/-

D) Disclosure under Stock Exchange Requirements

- (i) Disclosure under SEBI Circular dated 29th April, 1998

The Equity Shares of the Company are listed on Bombay Stock Exchange Ltd.

The Company has already paid the necessary Listing Fees of the Exchange till the financial year 2011- 2012.

10. DIRECTOR'S RESPONSIBILITY STATEMENT

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

- a) That while preparing the annual accounts for the period ended 31st March, 2011, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the Company for that period.
- c) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) That the Directors had prepared the annual accounts on a going concern basis.

11. ACKNOWLEDGMENT

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

By Order of the Board of Directors

Place : Pune

N.R. Bagadia

Date : 9th August, 2011 Chairman & Managing Director

ANNEXURE TO DIRECTORS' REPORT

Information under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Director's Report for the year ended 31st March, 2011.

FORM - A
A. POWER AND FUEL CONSUMPTION

	Year ended 31/03/2011	Year ended 31/03/2010
1. Electricity		
a) Purchased units	1,146,952	1,170,046
Total Amount (Rs.)	6,014,620	5,757,560
Rate/Unit (Rs.)	5.24	4.92
b) Own Generation		
Through Diesel Generators (Rs.)	—	65,905
Units	—	10,300
Units per liter of diesel oil		
Cost/Unit (Rs.)	—	6.40
2. Coal		
Quantity (kgs)	763,291	671,489
Amount (Rs.)	4,711,716	3,061,975
Average Rate (Rs.)	6.17	4.56
3. Furnace Oil		
Quantity (Ltrs.)	96,000	52,200
Total amount (Rs.)	4,104,790	1,981,293
Average rate (Rs.)	42.76	37.96
4. Other/Internal Generation	—	—

B. CONSUMPTION PER UNIT OF PRODUCTION (KG)

Electricity (Units)	1.78	1.73
Diesel/Oil (Ltrs)	—	1.98

By Order of the Board of Directors,

Place :- Pune

Date :- 9th August, 2011

N.R. Bagadia

Chairman & Managing Director

BAGADIA COLOURCHEM LIMITED

Compliance Certificate

To

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

COMPANY REG. NO: - L24221MH1985PLC205386

I have examined the registers, records, books and papers of Bagadia Colourchem Limited, having its Registered office at the address mentioned above, (herein after referred to as the Company) as required to be maintained under the Companies Act, 1956, (herein after referred to as the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company, for the financial year ended on 31st March, 2011. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:-

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in 'Annexure B' to this Certificate, with the Registrar of Companies/ Regional Director/ Central Government/ Company Law Board or other Authorities within the time prescribed under the Act and in case of delay, with the payment of additional filing fees thereon as prescribed under the Act and the rules made there under.
3. The Company is a Public Limited Company within the meaning of the provisions of the Act and as such the comments on prohibition of invitation to public and acceptance of Deposit other than its members, Directors and their relatives are not required. The Company has not accepted any deposits from General Public.
4. The Board of Directors duly met Seven times on : 28th April, 2010, 28th May, 2010, 10th August, 2010, 20th September, 2010, 3rd November, 2010, 24th January, 2011 and 10th February, 2011
- in respect of which meetings, proper Notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from Thursday, 16th September, 2010 to Monday, 20th September, 2010 (Both days inclusive) and the Advertisement as required under Section 154 of the Act was published.
6. The Annual General Meeting for the financial year ended on 31st March, 2010 was held on Monday, 20th September, 2010 after giving due notice to the members of the Company and the resolutions passed there at were duly recorded in the Minute Book maintained for the purpose.
7. That during the financial year under Report, no Extra Ordinary General Meeting of the Shareholders of the Company was held.
8. The Company has not advanced any loans to its Directors and/or persons or firms or companies referred in Section 295 of the Act. However the Company has placed security Deposit with Mrs. Sangeeta Bagadia & Mr. Shashikant Kakade Directors of the Company for the Office premises obtained from them on rental basis.
9. There are no transactions with the Directors/Director's Relatives/ Firms in which Director or Relative is a Partner or a Private Company of which the Director is a Member or a Director, and as such the provisions of Section 297 of the Act in respect of contracts specified in that Section did not apply, except for the contracts for taking the premises and car on rental basis from the Directors. As the said contract of taking the premises is for immovable property the provisions of Section 297 of the Act, are not applicable.
10. The Company has duly maintained the Register required to be maintained u/s 301 of the Act.
11. The Company has not employed any person falling within the purview of Section 314 of the Act and as such the question of obtaining any approvals from the Board of Directors, members or Central Government did not arise.

12. The Board of Directors or duly constituted Committee of Directors has issued duplicate Share Certificates during the financial year under Report, after the necessary compliances were obtained from the Shareholders by the Registrar & Share Transfer Agents M/s Satellite Corporate Services Pvt Ltd. the SEBI approved R & T Agents.
13. (i) The Company during the year under Report has not issued and allotted any shares. The Equity Shares of the Company are listed on The Bombay Stock Exchange Ltd. Mumbai and the Company has appointed M/s Satellite Corporate Services Pvt Ltd. the SEBI approved R & T Agents to look after the Share Transfer work. The Equity Shares of the Company are also allowed for Dematerialisation and Transfers are also effected in Demat Form. All the Share Transfer work during the Year under Report was looked after by M/s Satellite Corporate Services Pvt Ltd. the SEBI approved R & T Agents.
- 13 (ii) During the Financial Year under Report, the Company had not declared any Dividend on its Equity Shares.
- 13 (iii) That there was no unclaimed or unpaid dividend which was required to be transferred to Unpaid Dividend Account of the Company.
- 13 (iv) That the Company is not having any Unpaid Dividend Account, application money due for refund, matured Deposits, matured Debentures and the Interest accrued thereon which have remained unclaimed or unpaid for a period of Seven Years and which are required to be transferred to Investor Education and Protection Fund.
- 13 (v) That the Company has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. During the year under Report there was no appointment of Additional Directors, Alternate Director and Directors to fill casual vacancy.
15. The Company has appointed Mr. N. R. Bagadia, Mr. Sushil Bagadia and Mrs. Sangeeta Bagadia as the Chairman & Managing Director, Joint Managing Director and Director - Marketing respectively. There was no change in the terms of appointment of these appointees.
16. The Company has not appointed any Sole Selling Agents during the financial year under Report.
17. During the year under the report, the Company was not required to obtain any approvals of the Central Government, Company Law Board, Registrar and/or such other Authorities prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. During the year under report the Company has not issued and allotted any shares.
20. During the year under report the Company has not bought back any shares.
21. The Company has not issued and allotted any Preference Shares and hence the question of redemption of Preference Shares during the financial year under report did not arise.
22. There were no transactions necessitating the Company to keep in abeyance the rights of dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A of the Act.
24. The Company has not availed any additional borrowings from Bank during the Year under Report.
25. During the Financial Year under Report, Company has not made any loans and investments, or given guarantees or provided securities to other bodies corporate.
26. During the year under the Report the Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another. However during the Year under Report, the Company has received necessary certified copy dated 23rd April, 2010 of the Order dated 21st April, 2010 received from The Regional Director, Western Region Ministry of Corporate Affairs, for approval for shifting of Registered Office of the Company from Pune to Mumbai. The Company has filed the copy of the said Order to The Registrar of Companies and the Registered Office has been shifted from Pune to Mumbai w.e.f. 23rd April, 2010. The Company has completed all the compliances in this regard and the Master Data for the same has been updated on the official Website - MCA-21, effecting the said change in the place of the Registered Office.

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27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under report.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under report.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under report.
30. The Company has not altered the provisions of the Articles of Association during the financial year under report.
31. On verification of the records of the Company and as informed to me there was no prosecution initiated against or show cause notices received by the Company for alleged offences under the Act and also the fines and penalties or any other punishment imposed on the Company.
32. The Company has not received any money as security from its employees during the financial year under report.
33. As informed to us, the provisions of the Provident Fund Act are not applicable to the Company.

For SHEKHAR GHATPANDE & CO
Company Secretaries

Place : Pune
Date : 9th August, 2011

Shekhar Ghatpande
Proprietor
FCS: 1659 CP: 782

Annexure A

Registers as maintained by the Company

01. Register of Investments u/s 49 of the Act.
02. Register of Charges u/s 143 of the Act.
03. Register of Members u/s 150 and Index of Members u/s 151 of the Act.
04. Minutes Book of the Board of Directors.
05. Minutes Book of the General Meetings.
06. Books of Accounts u/s 209 of the Act.
07. Register of particulars of Contracts u/s 301 of the Act.
08. Register of Directors u/s 303 of the Act.
09. Register of Director's Shareholding u/s 307 of the Act.
10. Register of Investments or loans made, guarantees given or security provided u/s 372A of the Act.
11. Register of Transfers
12. Register of Director's Attendance
13. Register of Shareholder's Attendance
14. Register of Proxies
15. Register of Fixed Assets.

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended on 31st March, 2011.

A) To the Registrar of Companies :

Sr. No	FORM NO.	PARTICULARS	CHALLAN/ SRN NO. / DT	DATE OF PAYMENT OF CHALLAN AND NAME OF THE BANK
1	Form No. 21	Regional Directors' Order dated 21st April, 2010 for Shifting of Registered Office of the Company	A83976985 dt. 29/04/2010	29/04/2010 Payment by Credit Card
2	Form No. 18	Shifting of Registered Office of the Company from Pune to Mumbai w.e.f. 23rd April, 2010	A86099488 dt. 29/05/2010	29/05/2010 Payment by Credit Card
3	Form No. 66	Compliance Certificate for the year ended 31/03/2010	P52743267 dt. 23/09/2010	23/09/2010 Payment by Credit Card
4	Form No. 23AC/ACA	Annual Accounts 31/03/2010	P52761921 dt. 23/09/2010	23/09/2010 Payment by Credit Card
5	Form No. 23B	Consent to act as Auditor by S. G. Shende & Co. Chartered Accountants	S03863842 dt. 10/11/2010	Directly filed by the Auditors. No filing Fee is applicable
6	Form No. 20B	Annual Return 2010	P61180972 dt. 25/11/2010	Payment by Credit Card 25/11/2010
7	Form No. 17	Filing of Satisfaction of Charge Bank of Baroda Charge ID 90083832 Rs. 11,25,000/-	B00967331 dt. 18/12/2010	Payment by Credit Card 18/12/2010

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

BAGADIA COLOURCHEM LIMITED

ANNEXURE TO THE DIRECTOR'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2011 REPORT ON CORPORATE GOVERNANCE

(As required under Clause 49 of the Listing Agreement entered into with the Stock Exchange)

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

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

2. Board of Directors

The strength of the Board at the close of the financial year 2010-2011 was Seven Directors, comprising of Three Executive Directors and Four Non-Executive Directors. During the financial year under review i.e. 2010-2011 Seven Board Meetings were held on 28th April, 2010, 28th May, 2010, 10th August 2010, 20th September, 2010, 3rd November 2010, 24th January, 2011 and 10th February, 2011.

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

Name of the Director	Category of Directorship	No. of Board Meetings attended	Attendance at the last AGM	No. of other Directorships held	No. of Committees of which Member of other Companies
Mr. Natwarlal R. Bagadia	Chairman & Managing Director (ED) (P)	7	Yes	Nil	Nil
Mr. Sushil N. Bagadia	Joint Managing Director (ED) (P)	7	Yes	1	Nil
Mr. Raghunath R. Gune	Director (NED)(I)	5	Yes	Nil	Nil
Mr. Vilas Bajirao Jagtap	Director (NED)(I)	5	Yes	Nil	Nil
Mr. Dattatrya M. Mehta	Director (NED)(I)	4	No	Nil	Nil
Mrs. Sangeeta S. Bagadia	Director (ED) (P)	7	Yes	Nil	Nil
Mr. Shashikant B. Kakade	Director (NED)(I)	5	Yes	Nil	Nil

ED = Executive Director

NED = Non Executive Director

P = Promoter Director

I = Independent Director

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

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

- Are not substantial shareholders of the company i.e. do not own two percent or more of the block of voting shares.
- Is not less than 21 years of age.

Information supplied to the Board:

Among others, information supplied to the Board includes:

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

3. Audit Committee

The Audit Committee was constituted in June 2002. At close of financial year 2010-2011 i.e. as on 31st March, 2011 it comprises of Mr. Shashikant B. Kakade, Mr. Raghunath R. Gune, Mr. Vilas Bajirao Jagtap. Mr. Shashikant B. Kakade was Chairman of Audit Committee, since he was appointed as the Director.

Audit Committee held total Four Meetings during the Financial Year under review on 28th May, 2010, 10th August, 2010, 3rd November, 2010 and 10th February, 2011. The Members were present to all the Meetings. The terms of reference of the Audit Committee includes the matters specified in Clause 49 (II) of Listing Agreement with Stock Exchanges.

4. Remuneration Committee

The Remuneration Committee was constituted in June 2002. At close of Financial Year 2010-2011 i. e as on 31st March, 2011 it comprises of Mr. Shashikant B. Kakade, Mr. Raghunath R. Gune, Mr. Vilas Bajirao Jagtap. Mr. Raghunath R. Gune was Chairman of Remuneration Committee. During the Year no meeting of the Remuneration Committee was held.

Details of Remuneration paid / payable to all the Directors for the Financial Year 2010-2011 are as follows.

Name of the Director	Remuneration (Rs.)	Sitting Fees (Rs.)	Total (Rs.)
Mr. Natwarlal R. Bagadia	12,00,000	NIL	12,00,000
Mr. Sushil N. Bagadia	12,00,000	NIL	12,00,000
Mr. Raghunath R. Gune	NIL	1,250	1,250
Mr. Vilas Bajirao Jagtap	NIL	1,250	1,250
Mr. Dattatrya M. Mehta	NIL	1,000	1,000
Mrs. Sangeeta S. Bagadia	3,00,000	NIL	3,00,000
Mr. Shashikant B. Kakade	NIL	1,250	1,250

BAGADIA COLOURCHEM LIMITED

5. Shareholder's / Investor's Grievance Committee

The Shareholder's / Investor's Grievance Committee was constituted in June 2002. At close of financial year 2010-2011 i.e. as on 31st March, 2011 it comprises of Mr. N. R. Bagadia, Mr. Raghunath R. Gune and Mr. Vilas Bajirao Jagtap. Mr. N. R. Bagadia was Chairman of the Shareholder's / Investor's Grievance Committee. The details of complaints received and resolved are NIL. The numbers of pending share transfers are NIL.

6. General Body Meetings

Details of Last Three Annual General Meetings held :

The 23rd, 24th & 25th Annual General Meetings were held by the Company on 30th September, 2008 (at its Registered Office at 9.30 a.m.), 24th September 2009 ((at its Registered Office at 9.30 a.m.) and 20th September 2010 (at Hotel Sagar Kharodi Marve Road Malad (W) Mumbai at 2.00 p.m.). During the Year under Report, there was no Special Resolutions required to be passed through Postal Ballot at any of the above Annual General Meetings.

7. Disclosures

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

8. Particulars of Directors eligible for reappointment

Mr. Vilas Jagtap, and Mr. Shashikant Kakade who seeks reappointment in the ensuing Annual General Meeting are the a businessman, and have rich and vast experience in the field of business.

Additional Information on Directors seeking re-appointment at the Annual General Meeting, pursuant to Clause No. 49 IV (G) of the Listing Agreement with the Stock Exchange is furnished below :-

Sr. No.	Name of the Director / Qualification (Age)	Shareholding in the Company (No. of equity Shares held)	Committee Positions in the Company	Relationship with other Directors if any	Directorships held in other companies/ Committee positions held in other companies
1	Mr. Vikas Jagtap Age : 54 Years	Nil	Nil	N.A.	N.A.
2	Mr. Shashikant Kakade Age: 52 Years	Nil	Nil	N.A.	N.A.

Note :- 1) Re-appointments of Mr. Vilas Jagtap and Mr. Shashikant Kakade are on retirement by rotation basis.

9. Means of Communication

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

10. General Shareholder Information

AGM : - Date, Time and Venue

26th Annual General Meeting on 15th September, 2011 at 2.00 P.M at Meeting Hall, Hotel Sagar, Kharodi Marve Road, Malad (West) Mumbai 400095.

Financial Calendar	April – March
Date of book closure	Saturday 10th September, 2011 to Thursday, 15th September, 2011 (both days inclusive).
Dividend Payment Dates	Not Applicable since Company has not declared any Dividend
Listing on Stock Exchanges	The Company's Shares are presently listed on Bombay Stock Exchange Ltd. The Annual Listing Fees have been paid up to date.
BSE Stock Code	530197
ISIN Number	INE 365H01014
Market Price Data & Price Performance in comparison To BSE Sensex	During the Financial Year under Report, no major transactions were recorded on the Stock Exchange at Mumbai, during the Period April, 2010 to March, 2011.
Share Transfer Agents	Satellite Corporate Services Pvt. Ltd B- 302, Sony Apartments, Off. St. Jude High School, Off. Andheri Kurla Road, Jarimari Sakinaka, Mumbai 400072. Email Id :- service@satellitecorporate.com Phone :- 022 2852061/62, Fax: 022 28511809

Distribution of shareholding & shareholding pattern The shareholding pattern as of 31/03/2011 is as follows :

Category	No. of Shares	%
Promoters & their Relatives	17,12,000	46.40
Resident Individuals	14,48,500	39.25
Mutual Funds & UTI	24,900	0.67
Private Corporate Bodies	1,17,200	3.18
Banks / Financial Institutions	-	-
NRIS / OCBs	3,87,400	10.50
TOTAL	36,90,000	100.00

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

11. Monthly High and low quotations along with the volume of shares traded at Bombay Stock Exchange Ltd., during 2010-2011 :

Month & Year	BSE		
	High (Rs.)	Low (Rs.)	Volume (Nos.)
April 2010	6.18	3.45	9,400
May 2010	7.86	6.48	32,600
June 2010	7.80	6.98	1,500
July 2010	7.07	6.00	23,500
August 2010	6.61	5.71	12,200
September 2010	6.00	5.12	24,100
October 2010	7.64	5.20	9,900
November 2010	8.50	7.94	6,600
December 2010	8.50	7.30	53,200
January 2011	7.65	6.00	4,300
February 2011	6.31	4.65	19,700
March 2011	6.71	4.38	10,100
		TOTAL	2,07,100

BAGADIA COLOURCHEM LIMITED

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

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

13. Share Transfer System

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

The Shares transferred (in physical Form) during 2010-2011

	2010-2011
Shares Transferred	21,900
Total No. of Shares as on 31st March, 2011	36,90,000
% on Share Capital	0.59%

14. Categories of Shareholders as on 31st March, 2011

Category	No. of Shareholders	Voting Strength %	No. of shares held
Individual	3,737	36.81	13,57,628
Companies	28	4.65	1,71,672
FIs	NIL	NIL	NIL
OCBs and NRI's	99	10.47	3,86,400
Promoters	5	46.99	17,34,100
Mutual Funds, Banks, FIs	3	0.67	24,900
Hindu Undivided Families	6	0.41	15,300
TOTAL	3,878	100%	36,90,000

15. Distribution of Share Holdings :

No. of Equity Shares held	As on 31.03.2011			
	No. of Share holders	% of Share holders	No. of Shares	% of Share holding
Up to- 250	2,887	74.45	3,69,400	10.01
251- 500	458	11.81	1,78,600	4.84
501- 1,000	261	6.73	2,24,200	6.08
1,001-2,000	117	3.02	1,86,500	5.05
2,001-3,000	80	2.06	2,01,000	5.45
3,001-4,000	17	0.44	55,400	1.50
4,001-5,000	14	0.36	66,400	1.80
5,001-10,000	23	0.59	1,65,900	4.50
10,001 and above	21	0.54	22,42,600	60.77
TOTAL	3,878	100%	36,90,000	100%

16. Dematerialization of Shares: 22,92,800 Shares working out to 62.13% of the total Shares have been Dematerialized up to 31st March 2011 and balance 13,97,200 shares working out to 37.87% are in physical form.

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

AUDITOR'S REPORT ON CORPORATE GOVERNANCE

To,
The Members of
Bagadia Colourchem Limited.

We have examined the compliance of the conditions of Corporate Governance by Bagadia Clourchem Limited for the year ended on 31st March, 2011 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

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

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

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

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

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

Place : Pune
Date : 9th August, 2011

Shreepad G. Shende
Proprietor
M. No. 041692

BAGADIA COLOURCHEM LIMITED

REPORT OF THE AUDITORS' TO THE SHAREHOLDERS

The Members of

Bagadia Colourchem Limited,

1. We have audited the attached Balance Sheet of **Bagadia Colourchem Limited**, as at 31.03.2011, the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that :
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (ii) In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books;
 - (iii) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;

- (iv) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards (AS) referred to in sub-section (3C) of Section 211 of the Companies Act, 1956; to the extent applicable, *except for the fact that Accounting Standard (AS) 28, 'Impairment of Assets' has not been followed by the Company.*
- (v) On the basis of written representations received from the Directors, as on 31st March 2011, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2011 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
- (vi) In our opinion and to the best of our information and according to the explanations given to us, the said financial statements, *subject to Note No. 1.6 regarding non following of Accounting Standard (AS) 28, 'Impairment of Assets', its impact on profits is not ascertained*, and read together with the notes thereon, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2011; and
 - (b) in the case of the Profit and Loss Account, of the Profit for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flow for the year ended on that date.

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

Shreepad G. Shende
Proprietor
Membership No. 041692

Place : Pune
Date : 31st May, 2011

Annexure to the Auditors' Report referred to in Paragraph 3 of our report of even date on the Accounts for the year ended on 31st March, 2011 of Bagadia Colourchem Limited.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were said to be noticed on verification.
- (c) During the year the Company has not disposed off a substantial part of its fixed assets.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. The discrepancies noticed on physical verification between the physical stocks and the book records were not material.
- (iii) According to the information and explanations given to us, The Company has neither granted nor taken any loans, secured or unsecured, to / from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. Therefore, clauses (iii) (b), to and (iii) (g) of paragraph 4 of the Companies (Auditors Report) Order, 2003, are not applicable to the Company for the current year.
- (iv) According to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services if any as per information given to us, no major weaknesses in the internal control system have been identified by the management or the internal auditors of the Company during the year. During the course of our audit, nothing had come to notice that may suggest a major weaknesses in the internal control system of the Company.
- (v) (a) On the basis of the audit procedures performed by us and according to the information and explanations given to us on our enquiries in this behalf and the record produced before us for our verification, the particulars of contracts and arrangements required to be entered into the register in pursuance of Section 301 of the Companies Act, 1956 have been so entered.
- (b) According to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Act and exceeding the value of Rupees Five Lakhs in respect of any party during the year, have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time. However, in respect of certain transactions, prevailing market prices at the relevant time are not available as these transactions are of a special nature.
- (vi) According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Companies Act, 1956 and the rules framed thereunder.
- (vii) According to the information and explanations given to us, the Company has an internal audit system commensurate with its size and nature of its business.
- (viii) To the best of our information and based on the information and explanations given to us the Central Government has not prescribed the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956.
- (ix) (a) According to the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including Investor Education and Protection Fund dues, Income-tax, Sales-tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other material statutory dues as applicable with the appropriate authorities in India *except for the fact that Sales tax deferred liability of the amount of Rs. 19,34,947/- is outstanding for a period of more than 6 months.* We have been informed that the Company is not liable to pay Provident Fund and Employees State Insurance & Service Tax.
- (b) According to the records of the Company examined by us, there are no dues of Investor Education and Protection Fund, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess which have not been deposited on account of any dispute.
- (x) The Company does not have any accumulated losses as at the end of the financial year. The Company has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank or debenture holders.
- (xii) According to the information and explanations given to us, the Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions during the year.
- (xvi) As informed to us, the Company has not raised any term loans during the year.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the no funds raised on short-term basis have been used for long-term investment.
- (xviii) As informed to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956, during the year.
- (xix) The Company has not issued any debentures during the year.
- (xx) The Company has not raised any money by public issues during the year.
- (xxi) During the course of our examination of the books and records of the Company, carried out in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

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

Place : Pune
Date : 31st May, 2011

Shreepad G. Shende
Proprietor
Membership No. 041692

BAGADIA COLOURCHEM LIMITED**BALANCE SHEET AS AT 31ST MARCH, 2011**

PARTICULARS	Schedule	As At	
		31st March, 2011	31st March, 2010
		Rupees	Rupees
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	1	36,900,000	36,900,000
Reserves & Surplus	2	10,739,402	9,438,976
		47,639,402	46,338,976
Loan Funds			
Secured Loans	3	3,886,058	2,383,822
Unsecured Loans	4	8,972,144	8,972,144
		12,858,202	11,355,966
Deferred Tax Liability		4,305,039	4,783,765
	TOTAL	64,802,643	62,478,707
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block		74,773,096	72,673,866
Less : Depreciation		45,796,891	42,490,773
Net Block	5	28,976,205	30,183,093
Investments	6	540,820	540,820
CURRENT ASSETS, LOANS & ADVANCES	7		
Inventories		8,155,778	6,186,785
Sundry Debtors		10,776,416	10,139,292
Cash & Bank Balances		8,596,663	13,679,165
Loans & Advances		16,675,433	10,989,777
		44,204,290	40,995,019
Less: Current Liabilities & Provisions	8		
Current Liabilities		7,349,287	7,185,388
Provisions		1,569,385	2,054,837
		8,918,672	9,240,225
Net Current Assets		35,285,618	31,754,794
	TOTAL	64,802,643	62,478,707
Notes to Accounts	15		

As per our Report of even date

For & on behalf of the Board of Directors

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

Shreepad G. Shende
Proprietor
Membership No. 041692

N. R. Bagadia **Sushil N. Bagadia**
Chairman & Jt. Managing Director
Managing Director

Place :- Pune
Date :- 31st May, 2011

Place :- Pune
Date :- 31st May, 2011

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2011

PARTICULARS	Schedule	Current Year 2010-2011 Rupees	Previous Year 2009-2010 Rupees
INCOME			
Sales			
Domestic		33,952,730	27,207,130
Export		62,955,180	64,290,428
Gross		96,907,910	91,497,558
Less : Excise Duty		3,171,328	2,126,577
Net Sales		93,736,582	89,370,981
Other Income	9	4,009,650	3,350,767
Increase / (Decrease) in Stock	10	(547,061)	65,050
	TOTAL (A)	97,199,171	92,786,798
EXPENDITURE			
Material Cost	11	67,432,169	59,999,831
Employees Cost	12	4,730,583	4,724,684
Manufacturing & Other Expenses	13	19,378,618	22,264,061
Finance Costs	14	396,211	376,177
Depreciation	5	3,306,118	3,361,912
	TOTAL (B)	95,243,699	90,726,665
Profit Before Tax	TOTAL (A - B)	1,955,472	2,060,133
Less : Provision for Tax - Current		1,127,000	1,213,500
- Deferred		(478,726)	(416,635)
- Earlier Years		6,772	(36,933)
Profit After Tax		1,300,426	1,300,201
Add : Balance Brought Forward from Previous Year		3,125,529	1,825,328
Profit Available for Appropriation		4,425,955	3,125,529
APPROPRIATIONS			
Balance Carried to Balance Sheet		4,425,955	3,125,529
Earnings per Equity Share (Rupees)			
(Face value of Rs. 10/- per Equity Share Basic & diluted)		0.35	0.35
Notes to Accounts	15		

As per our Report of even date

For & on behalf of the Board of Directors

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

Shreepad G. Shende
Proprietor
Membership No. 041692

N. R. Bagadia **Sushil N. Bagadia**
Chairman & Jt. Managing Director
Managing Director

Place :- Pune
Date :- 31st May, 2011

Place :- Pune
Date :- 31st May, 2011

BAGADIA COLOURCHEM LIMITED

Schedules 1 to 15 annexed to and forming part of the Balance Sheet as at and the Profit & Loss Account for the year ended on 31st March, 2011.

	As At 31st March, 2011 Rupees	As At 31st March, 2010 Rupees
SCHEDULE 1 : SHARE CAPITAL		
AUTHORISED		
37,50,000 Equity Shares of Rs. 10/- each	<u>37,500,000</u>	<u>37,500,000</u>
ISSUED, SUBSCRIBED & PAID UP		
36,90,000 Equity Shares of Rs. 10/- each	<u>36,900,000</u>	<u>36,900,000</u>
TOTAL	<u>36,900,000</u>	<u>36,900,000</u>
Out of the above, 180,000 (Previous year same) Equity Shares of Rs. 10/- each were allotted as fully paid bonus shares by capitalisation of profits.		
SCHEDULE 2 : RESERVES AND SURPLUS		
Capital Reserve	<u>4,000,000</u>	<u>4,000,000</u>
General Reserve		
Opening Balance	<u>2,313,447</u>	<u>2,313,447</u>
TOTAL	<u>2,313,447</u>	<u>2,313,447</u>
Profit & Loss Account		
Transferred from Profit & Loss A/c	<u>4,425,955</u>	<u>3,125,529</u>
TOTAL	<u>4,425,955</u>	<u>3,125,529</u>
GRAND TOTAL	<u>10,739,402</u>	<u>9,438,976</u>
SCHEDULE 3 : SECURED LOANS		
Working Capital Finance		
From Bank Of Baroda Camp, Pune	<u>3,408,053</u>	<u>2,383,822</u>
From Bank Of Baroda Churchgate, Mumbai (Overdraft against fixed deposit receipts with Bank)	<u>478,005</u>	<u>—</u>
TOTAL	<u>3,886,058</u>	<u>2,383,822</u>
SCHEDULE 4 : UNSECURED LOANS		
Deferred Liability for Sales Tax	<u>8,972,144</u>	<u>8,972,144</u>
TOTAL	<u>8,972,144</u>	<u>8,972,144</u>

SCHEDULE 5 : FIXED ASSETS

Particulars	GROSS BLOCK					DEPRECIATION			NET BLOCK		
	Depr %	As at 01.04.2010 Rs.	Addition Rs.	Sale Rs.	As at 31.03.2011 Rs.	As at 01.04.2010 Rs.	For the Year Rs.	Adjusted on Sale Rs.	As at 31.03.2011 Rs.	As at 01.04.2010 Rs.	As at 31.03.2011 Rs.
Land	-	1,224,200 (1,224,200)	-	-	1,224,200 (1,224,200)	71,020 (57,513)	13,507 (13,507)	-	84,527 (71,020)	1,153,180 (1,166,687)	1,139,673 (1,153,180)
Building	3.34	21,943,600 (21,943,600)	996,230	-	22,939,830 (21,943,600)	7,794,806 (7,061,889)	737,470 (732,917)	-	8,532,276 (7,794,806)	14,148,794 (14,881,711)	14,407,554 (14,148,794)
Plant & Machinery	5.28	45,557,972 (45,557,972)	1,103,000	-	46,660,972 (45,557,972)	31,529,629 (29,124,168)	2,349,670 (2,405,461)	-	33,879,299 (31,529,629)	14,028,343 (16,433,804)	12,781,673 (14,028,343)
Electric Installation	5.28	2,722,249 (2,722,249)	-	-	2,722,249 (2,722,249)	2,210,707 (2,066,972)	135,283 (143,735)	-	2,345,990 (2,210,707)	511,542 (655,277)	376,259 (511,542)
Furniture	6.33	775,287 (775,287)	-	-	775,287 (775,287)	560,292 (516,570)	43,412 (43,722)	-	603,704 (560,292)	214,995 (258,717)	171,583 (214,995)
Vehicle	9.50	119,822 (119,822)	-	-	119,822 (119,822)	83,772 (75,745)	8,026 (8,027)	-	91,798 (83,772)	36,050 (44,077)	28,024 (36,050)
Computer	16.21	330,736 (277,496)	-	-	330,736 (330,736)	240,547 (226,004)	18,750 (14,543)	-	259,297 (240,547)	90,189 (51,492)	71,439 (90,189)
TOTAL		72,673,867 (72,620,627)	2,099,230 (53,240)	-	74,773,096 (72,673,867)	42,490,773 (39,128,861)	3,306,118 (3,361,912)	-	45,796,891 (42,490,773)	30,183,093 (33,491,765)	28,976,205 (30,183,093)

Note : Figures in bracket relate to Previous Year.

	As At 31st March, 2011 Rupees	As At 31st March, 2010 Rupees
--	--	--

SCHEDULE 6 : INVESTMENTS

Non trade / Quoted (At Cost) 5,500 Equity Shares of Bank of Baroda of Rs.10/- each for cash at a premium of Rs. 75/- per share, fully paid-up Market value on 31.03.2011 Rs. 963.15 (Previous Year Rs. 639.25) per share aggregating to Rs. 52,97,325/- (Previous Year Rs. 35,15,875/-)

467,500

467,500

Non trade / Quoted (At Cost) 188 Equity Shares of Punjab National Bank of Rs. 10/- each for cash at a premium of Rs. 380/- per share, fully paid-up Market value on 31.03.2011 Rs. 1,220.15 (Previous Year Rs. 1,013.45) per share aggregating to Rs. 2,29,388/- (Previous Year Rs. 1,90,529/-)

73,320

73,320

TOTAL**540,820****540,820**

BAGADIA COLOURCHEM LIMITED

	As At 31st March, 2011 Rupees	As At 31st March, 2010 Rupees
SCHEDULE 7 : CURRENT ASSETS, LOANS AND ADVANCES		
INVENTORIES		
Finished Goods	1,233,843	1,780,904
Raw Material	6,921,935	4,405,881
TOTAL	<u>8,155,778</u>	<u>6,186,785</u>
SUNDRY DEBTORS (Unsecured, Considered Good)		
Debts over 6 months	—	—
Other debts	10,776,416	10,139,292
TOTAL	<u>10,776,416</u>	<u>10,139,292</u>
CASH & BANK BALANCES		
Cash in hand	627,336	32,115
Balances with Scheduled Banks		
On Current Accounts	330,565	276,401
On C.C.Accounts	—	1,379,340
On Deposit Accounts	7,638,762	11,991,309
TOTAL	<u>8,596,663</u>	<u>13,679,165</u>
LOANS & ADVANCES		
Tenancy Deposits	655,000	655,000
Balances with Excise Authorities	4,996,737	2,728,279
Balances with VAT Authorities	8,521,498	6,152,648
Other Deposits	1,074,426	1,074,426
Advances recoverable in cash or in kind or for value to be received	1,330,776	203,313
Income - Taxes Paid Net of Provision	96,996	176,111
TOTAL	<u>16,675,433</u>	<u>10,989,777</u>
GRAND TOTAL	<u>44,204,290</u>	<u>40,995,019</u>
SCHEDULE 8 : CURRENT LIABILITIES		
Sundry Creditors	7,264,279	7,083,733
T. D. S. Payable	85,008	101,655
TOTAL	<u>7,349,287</u>	<u>7,185,388</u>
Note : Refer Note No. 12 of Schedule 15 for disclosure under the Micro, Small and Medium Enterprises Act, 2006		
PROVISIONS		
Provision for Expenses	1,193,857	1,409,084
Provision for Income-Tax Net of Payments	375,528	645,753
TOTAL	<u>1,569,385</u>	<u>2,054,837</u>
GRAND TOTAL	<u>8,918,672</u>	<u>9,240,225</u>

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	Current Year 2010-2011 Rupees	Previous Year 2009-2010 Rupees
SCHEDULE 9 : OTHER INCOME		
Sale of Export Licence	2,557,774	2,201,693
Sundry Balances Written Back	51,798	48,190
Discount Received	18,851	117,161
Interest Received	514,717	428,992
Excess Provision Written Back	166,304	417,441
Dividend on Equity Shares	84,756	55,140
MDA Assistance claim	615,450	82,150
TOTAL	<u>4,009,650</u>	<u>3,350,767</u>
SCHEDULE 10 : INCREASE / (DECREASE) IN STOCK		
Finished Goods		
Closing Stock	1,233,843	1,780,904
Less : Opening Stock	1,780,904	1,715,854
TOTAL	<u>(547,061)</u>	<u>65,050</u>
SCHEDULE 11 : MATERIAL COST		
Opening Stock	4,405,881	1,456,333
Add : Purchases during the year	68,313,338	61,252,836
Add : Freight and Unloading	1,634,885	1,696,543
SUB-TOTAL	74,354,104	64,405,712
Less : Closing Stock	6,921,935	4,405,881
Material Cost	<u>67,432,169</u>	<u>59,999,831</u>
SCHEDULE 12 : EMPLOYEE COST		
Directors' Remuneration	2,700,000	2,700,000
Wages (Including Medical Allowance, Leave Wages & Bonus)	1,502,215	1,367,267
Salary (Including Leave Salary & Bonus)	116,724	118,716
Gratuity - Paid / Provided	69,562	57,845
Employee Welfare	342,082	480,856
TOTAL	<u>4,730,583</u>	<u>4,724,684</u>
SCHEDULE 13 : MANUFACTURING AND OTHER EXPENSES		
Labour Charges	1,297,347	991,535
Oils, Lubricants & Fuel	1,242,248	1,614,063
Electricity - Factory	6,014,620	5,757,560
Repairs & Maintenance	2,989,558	4,164,161
Water Charges	1,217,112	1,784,662
Laboratory Expenses	185,107	128,177
Insurance - Inventory	22,709	22,846
Rent, Rates & Taxes	976,042	838,537
Electricity - Offices	14,255	17,921
Travelling, Petrol & Vehicle Expenses	502,852	727,678
Telephone	129,259	157,552
Audit Fees	70,000	45,000
Professional Fees	1,104,826	1,109,134
Miscellaneous Expenses	450,836	343,264
Sundry Balances Written off	10,184	33,952
Excise Duty & Service Tax - Expenditure	437,883	300,129
Export Expenses	885,268	870,500
Commission & Discount	42,596	—
Packing & Forwarding	848,965	826,983
Advertisement	598,224	465,450
Bad Debts written off	—	77,080
Postage	70,255	55,482
Exchange Rate Difference	268,472	1,932,395
TOTAL	<u>19,378,618</u>	<u>22,264,061</u>
SCHEDULE 14 : FINANCE COSTS		
Interest to Bank	234,818	250,135
Bank Charges & Commission	88,563	126,042
Other Interest	72,830	—
TOTAL	<u>396,211</u>	<u>376,177</u>

BAGADIA COLOURCHEM LIMITED

SCHEDULE 15 : NOTES TO ACCOUNTS

1. Statement on Significant Accounting Policies

1.1. Revenue Recognition of Income and Expenditure

All income and expenditure are accounted for on accrual basis except where stated otherwise.

Sales, other Income & Purchases

Sales are net of taxes. Duty Draw Back, if any, is classified under the head other Income. Purchases are net of taxes.

1.2. Inventories

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

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

1.3. Foreign Currency Transactions

Transactions in foreign currency are accounted for at exchange rates prevailing at the time of the transactions. All exchange gains/Losses arising out of such transactions are taken to profit and Loss account. Foreign currency monetary assets and liabilities are translated at the exchange rates prevailing on the last working day of the accounting year. There were no forward exchange contracts during the year.

1.4. Fixed Assets

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

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

1.5. Depreciation & Amortisation

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

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

1.6. Impairment of Assets

Accounting Standard (AS) 28, 'Impairment of Assets' has not been followed by the company.

1.7. Employee Benefits

Refer Note No. 17 below.

1.8. Bonus

Bonus has been provided for.

1.9. Excise Duty

Provision has been made on Finished Goods in stock on the year end date.

1.10. Contingent Liabilities

Contingent Liabilities are not provided for but are disclosed in the Notes to Accounts giving nature of liability and its quantum, if ascertained.

1.11. Taxes on Income

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

2. Previous year figures are regrouped wherever necessary.

3. Contingent Liability for counter guarantee given for obtaining bank guarantee of Rs. 25,000/- (Previous Year Rs. Nil)

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

5. Capacities, and Quantities of Finished Goods manufactured and sold are as follows :

Organic Pigments & Dye Intermediates

Particulars	Quantities		Value	
	31.03.2011	31.03.2010	31.03.2011	31.03.2010
	Kgs.	Kgs.	Rs.	Rs.
Licensed Capacity	N.A.	N.A.	—	—
Installed Capacity	882,000	882,000	—	—
Opening Stock	11,700	11,875	1,780,904	1,715,854
Manufactured	643,035	681,740	—	—
Sold	331,910	344,240	96,907,910	91,497,558
Captive Consumption	315,700	337,675	—	—
(Trf. from one finished item to another)				
Sale of Other Goods	—	—	—	—
Closing Stock	7,125	11,700	1,233,843	1,780,904

6. Details of Raw materials consumed / cost of goods sold :

Particulars	Quantities		Value	
	31.03.2011	31.03.2010	31.03.2011	31.03.2010
	Kgs.	Kgs.	Rs.	Rs.
Basic Chemicals	750,247	812,350	36,238,458	34,956,922
Catalysts	36,427	45,374	4,215,606	3,232,450
Solvents	17,812	16,639	998,940	847,634
Acids & Oils	560,535	538,440	6,064,343	3,138,818
Others & Fuel	1,540,791	1,350,862	18,279,937	16,127,464
Freight & Unloading	—	—	1,634,885	1,696,543
Total Consumption:			67,432,169	59,999,831

7. Details of Expenditure on Repairs & Maintenance

Particulars	2010-11	2009-10
	Rs.	Rs.
Plant & Machinery	2,796,241	3,855,030
Building	50,571	4,700
Electrical Installation	142,746	304,431
Total	2,989,558	4,164,161

8. Details of Audit Fees (Inclusive of Service tax)

Particulars	2010-11	2009-10
	Rs.	Rs.
Audit under Companies Act, 1956	35,000	23,000
Income Tax Act, 1961	12,000	7,000
Maharashtra VAT Act, 2002	23,000	15,000
Total	70,000	45,000

BAGADIA COLOURCHEM LIMITED

Particulars	2010-11 Rs.	2009-10 Rs.
9. Expenditure in foreign currency On account of travelling	177,685	1,82,265
TOTAL	177,685	1,82,265
10. Foreign Exchange earnings On account of Export of Goods (FOB)	62,955,180	64,290,428
TOTAL	62,955,180	64,290,428
11. Miscellaneous Expenses include Sitting Fees to Directors of Rs 4,750/- (Previous Year Rs 5,000/-)		
12. The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures relating to amounts unpaid as at the year end date, together with interest paid / payable under this Act, have not been given. The same has been relied upon by the Auditors.		
13. Major components of deferred tax (assets) / liabilities arising on account of timing differences are :		

Particulars	31.03.2011 Rs.	31.03.2010 Rs.
Deferred Tax Liability		
(i) Depreciation	4,406,998	4,881,673
Deferred Tax Asset		
(i) Gratuity	(101,959)	(97,908)
Total	4,305,039	4,783,765

14. As required by accounting Standards – 18 “**Related Party Disclosure**” is made as under;
- A. Names of Related Parties and Description of Relationship with whom there were no transactions during the year.
Associates & Joint Ventures :
- a) Sandeep Electronics Private Limited;
 - b) City Cloth Stores.
- B. Names of Related Parties and Description of Relationship with whom there were transaction during the year. :
- Directors & Relatives
- a) Mr. Natwarlal R. Bagadia, Chairman & Managing Director;
 - b) Mr. Sushil N. Bagadia, Joint Managing Director;
 - c) Mr. R. R. Gune, Director;
 - d) Mr. Vilas Jagtap, Director;
 - e) Mr. Dattatraya M. Mehta, Director;
 - f) Mrs. Sangeeta Sushil Bagadia, Director
 - g) Mr. Shashikant Kakade, Director;

C. Value of transactions : Directors & Relatives

Sr. No.	Nature of Transactions	31.03.2011 (Rs.)	31.03.2010 (Rs.)
1.	Sales & Other Income	—	—
2.	Purchase & Other Services		
	Mrs Sangeeta Sushil Bagadia Office Rent	360,000	225,000
	Mr Shashikant Kakade Office Rent	60,000	60,000
	Mrs Sangeeta Sushil Bagadia Car Rent	480,000	480,000
		<u>900,000</u>	<u>765,000</u>
3.	Salary, Remuneration & Sitting Fees		
	Mr N. R. Bagadia Remuneration	1,200,000	1,200,000
	Mr Sushil Bagadia Remuneration	1,200,000	1,200,000
	Mrs Sangeeta Sushil Bagadia Remuneration	300,000	300,000
	Mr R. R. Gune Sitting Fees	1,250	1,250
	Mr Vilas Jagtap Sitting Fees	1,250	1,250
	Mr Dattatraya M. Mehta Sitting Fees	1,000	1,250
	Mr Bidkar Prakash Sitting Fees	—	500
	Mr Kakade Shashikant Sitting Fees	1,250	750
		<u>2,704,750</u>	<u>2,705,000</u>
4.	Interest Received	—	—
5.	Interest Paid	—	—
6.	Purchases of Fixed Assets	—	—
7.	Deposit Received	—	—
8.	Deposit Given		
	Mrs Sangeeta Sushil Bagadia Premises	600,000	600,000
	Mr Shashikant Kakade Premises	50,000	50,000
		<u>650,000</u>	<u>650,000</u>
9.	Investment in Equity of this Company (At face value)		
	Mr. Natwarlal R. Bagadia, Chairman & Managing Director	613,000	613,000
	Mr. Sushil N. Bagadia, Joint Managing Director;	9,380,000	9,161,000
	Mrs. Sangeeta Sushil Bagadia, Director	7,346,000	7,346,000
	Mr. Mohit Sushil Bagadia, Relative	1,000	—
	Ms. Sneha Sushil Bagadia, Relative	1,000	—
		<u>17,341,000</u>	<u>17,120,000</u>
10.	Guarantees Given	—	—
11.	Outstanding Payable – Net	—	—
12.	Outstanding Receivable – Net	—	—
13.	Provision for doubtful debt	—	—
14.	Amounts written off	—	—
15.	Amounts written back	—	—

15. Earnings per Share

Particulars	31.03.2011 Rs.	31.03.2010 Rs.
Basic & Diluted Profit / (Loss) After Tax	1,300,426	1,300,201
Number of Equity Shares	3,690,000	3,690,000
The nominal value of Equity Shares	10	10
Earnings per Share Basic & Diluted	0.35	0.35

BAGADIA COLOURCHEM LIMITED

16. Segment Information

16.1. Information about Primary Geographical Segments

Particulars	Domestic (Rs.)		Export (Rs.)		Total (Rs.)	
	2010-11	2009-10	2010-11	2009-10	2010-11	2009-10
Revenue						
- External	30,781,402	25,080,553	62,955,180	64,290,428	93,736,582	89,370,981
- Inter Segment	—	—	—	—	—	—
Total Revenue	30,781,402	25,080,553	62,955,180	64,290,428	93,736,582	89,370,981
Result						
Segment Result	9,352,819	8,226,307	13,096,704	14,951,484	22,449,523	23,177,791
Unallocated Exp Net of Unallocated Income					20,858,706	21,351,655
Operating Profit					1,590,817	1,826,136
Interest Expense					234,818	250,135
Interest & Dividend Income					599,473	484,132
Non-cash expenses other than Depreciation					—	—
Profit before tax					1,955,472	2,060,133
Prior Period Adjustment					—	—
Extra ordinary charge					—	—
Provision for tax					655,046	759,932
Profit after tax					1,300,426	1,300,201
Other Information						
Segment Assets					73,721,315	71,718,932
Segment Liabilities					26,081,913	25,379,956
Capital Expenditure					2,099,230	53,240
Depreciation & Amortisation					3,306,118	3,361,912
Non-cash other than Depreciation & Amortisation					—	—

16.2. Information about Secondary Business Segments :

Not applicable since no secondary segment is identified as the Company operates in a single business segment of manufacturing of dye intermediates.

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

a) Defined Benefit Plan

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

1 Gratuity :

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

2 Leave Salary / Wages :

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

3 Bonus :

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

4 Medical Allowance :

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

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

Partuculars	Gratuity (Rs.)	Leave Salary/ Wages (Rs.)	Bonus (Rs.)	Medical Allowance (Rs.)
Balance Payable as at the beginning of the year	325,385 (270,609)	113,265 (83,186)	109,200 (98,250)	— —
Add : Expenses charged to the revenue	69,562 (57,845)	121,217 (113,265)	114,000 (109,200)	50,680 (45,792)
Sub-total :-	394,947 (328,454)	234,482 (196,451)	223,200 (207,450)	50,680 (45,792)
Less : Paid to the Employees During the year	56,100 (3,069)	113,265 (83,186)	109,200 (98,250)	45,792 (45,792)
Balance Payable as at the end of the year	338,847 (325,385)	121,217 (113,265)	114,000 (109,200)	4,888 —

Figure in the bracket are relating to the previous year.

BAGADIA COLOURCHEM LIMITED

18. Balance Sheet Abstract and Company's General Business Profile

I. Registration Details

Registration No.	36054	State Code	11
Balance Sheet Date	31.03.2011		

II. Capital Raised during the year (Amount in Rs. Thousands)

Public Issue	NIL	Right Issue	NIL
Bonus Issue	NIL	Private Issue	NIL

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities	64,803	Total Assets	64,803
Sources of Funds			
Paid-Up Capital	36,900	Reserves & Surplus	10,740
Secured Loans	3,886	Unsecured Loans	8,972
Deferred Tax Liability	4,305		
Application of Funds			
Net Fixed Assets	28,976	Investments	541
Net Current Assets	35,286	Misc. Expenditure	NIL
Accumulated Losses	NIL		

IV. Performance of Company (Amount in Rs. Thousands)

Turnover	93,737	Total Expenditure	91,782
Profit / Loss Before Tax	1,955	Profit / (Loss) After Tax	1,300
Earnings per share in Rs.	0.35	Dividend	NIL

V. Generic Names of Three Principal Products / Services of Company (as per monetary terms)

Item Code No. (ITC Code)	32041741
Product Description	Pigment Blue 15 (Phthalocyanine Blue)
Item Code No. (ITC Code)	32041749
Product Description	Pigment Blue, Others (Organic)

As per our Report of even date

For & on behalf of the Board of Directors

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

Shreepad G. Shende
Proprietor
Membership No. 041692

N. R. Bagadia **Sushil N. Bagadia**
Chairman & Jt. Managing Director
Managing Director

Place :- Pune
Date :- 31st May, 2011

Place :- Pune
Date :- 31st May, 2011

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

	Current Year 2010-11 Rupees	Previous Year 2009-10 Rupees
A. Cash Flow from Operating Activities		
Net profit before tax	1,955,472	2,060,133
Adjusted for		
Exchange rate difference	(133,116)	(668,467)
Depreciation	3,306,118	3,361,912
Dividend / Interest Income	(599,473)	(484,132)
Interest Charged	234,818	250,135
Tax Expenses	(655,046)	(759,932)
	<u>2,153,301</u>	<u>1,699,516</u>
Operating profit before working capital changes	4,108,773	3,759,649
Changes in :		
Trade Receivables	(637,124)	(287,009)
Loans & Advances	(5,685,656)	585,576
Inventories	(1,968,993)	(3,014,598)
Trade Payables	180,546	4,515,834
Other Current Liabilities	(502,099)	(750,648)
	<u>(8,613,326)</u>	<u>1,049,155</u>
Cash Generated from Operations	(4,504,553)	4,808,804
Interest Paid	(234,818)	(250,135)
Cash flow before Extraordinary Items	(4,739,371)	4,558,669
Prior Period Adjustment / Extra-ordinary Charge	—	—
Net Cash from Operating Activities (A)	<u>(4,739,371)</u>	<u>4,558,669</u>
B. Cash Flow from Investing Activities		
(Increase) / Decrease in investments	—	—
(Purchase) / Sale of Fixed Assets	(2,099,230)	(53,240)
Dividend / Interest Received	599,473	484,132
Net Cash Used in Investing Activities (B)	<u>(1,499,757)</u>	<u>430,892</u>
C. Cash Flow from Financing Activities		
(Increase) / Decrease in Deferred Tax Liability	(478,726)	(416,635)
Reduction in Working Capital Finance	1,502,236	(1,058,609)
Net Cash from Financing Activities (C)	<u>1,023,510</u>	<u>(1,475,244)</u>
Net increase / decrease in Cash and Cash equivalents (A+B+C)	<u>(5,215,618)</u>	<u>3,514,317</u>
Opening Cash and Cash equivalents	13,679,165	9,496,381
Closing Cash and Cash equivalents	8,596,663	13,679,165
Add / (Less) Exchange rate difference	(133,116)	(668,467)
Adjusted closing cash and cash equivalent	<u>8,463,547</u>	<u>13,010,698</u>
	<u>(5,215,618)</u>	<u>3,514,317</u>

Notes :

- The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 "Cash Flow Statements", issued by the Institute of Chartered Accountants of India
- Previous year's figures have been reclassified to confirm with current year's presentation, where applicable.

For **Bagadia Colourchem Limited**

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

N.R. Bagadia
Chairman & Managing Director

Sushil N. Bagadia
Jt. Managing Director

For **S.G SHENDE & CO.**
Chartered Accountants
FRN : 120915W

Place : Pune
Date : 31st May, 2011

Shreepad G. Shende
Proprietor
Membership No. 041692

BAGADIA COLOURCHEM LIMITED

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

FORM OF PROXY

I/We
of
being a Member(s) of Bagadia Colourchem Limited hereby appoint
..... of
or failing him of
as my/our proxy to attend and vote for me/us on my/our behalf at the **TWENTYSIXTH ANNUAL GENERAL MEETING** of the Company to be held on **Thursday, 15th September, 2011, at 2.00 p.m.** at the Meeting Hall, Hotel Sagar, Kharodi Marve Road, Malad (West), Mumbai 400 095 at any adjournment thereof.

Signed this..... day of2011.

Signature



Note : The Proxy must be returned so as to reach the Registered Office not less than 48 hours before the time for holding the meeting.
A Proxy need not be a member of the Company.

BAGADIA COLOURCHEM LIMITED

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

**ATTENDANCE SLIP
26th Annual General Meeting**

Regd.Folio No. _____

I certify that I am a Shareholder/Proxy for the registered Shareholder of the Company.

I hereby record my presence at the **26th ANNUAL GENERAL MEETING** of the Company at the Registered Office.

Member's/Proxy's name in BLOCK Letters

Member's/Proxy's Signature

Note : Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL.

BOOK POST

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