

# ANNUAL REPORT

## 2016-2017

**BALGOPAL COMMERCIAL LIMITED**  
**CIN: L51109WB1982PLC035193**  
**23, POLLOCK STREET, CHAMBER NO-8,**  
**1<sup>ST</sup> FLOOR,**  
**KOLKATA-700001**

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## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS:**

BANWARILAL MAHANSARIA	(MANAGING DIRECTOR
VIKASH GUPTA	(DIRECTOR)
MANISHA AGARWAL	(DIRECTOR)
ANKITA MAHANSARIA	CFO

### **AUDIT COMMITTEE:**

MANISHA AGARWAL	Chairman
VIKASH GUPTA	Member
BANWARILAL MAHANSARIA	Member

### **NOMINATION & REMUNERATION COMMITTEE**

MANISHA AGARWAL	Chairman
VIKASH GUPTA	Member
BANWARILAL MAHANSARIA	Member

### **STAKEHOLDER'S RELATIONSHIP COMMITTEE:**

MANISHA AGARWAL	Chairman
VIKASH GUPTA	Member
BANWARILAL MAHANSARIA	Member

### **AUDITORS:**

M/s GHOSH & GHOSH  
CHARTERED ACCOUNTANTS  
25, R.N. MUKHARJEE ROAD  
KOLKATA-700001

### **REGISTERED OFFICE:**

23, POLLOCK STREET, CHAMBER NO-8, 1<sup>ST</sup> FLOOR,  
KOLKATA-700001

### **REGISTRAR & SHARE TRANSFER AGENT:**

MAHESHWARI DATAMATICS PRIVATE LIMITED  
MR. S. RAJAGOPAL - VICE PRESIDENT  
23 R. N MUKHERJEE ROAD, 5<sup>TH</sup> FLOOR.  
KOLKATA - 700001  
TEL.: 033 2248 2248; FAX: 033 2248 4787  
EMAIL: mdpldc@yahoo.com

**BALGOPAL COMMERCIAL LIMITED**

CIN: L51109WB1982PLC035193

Registered Office: 23, Pollock Street, Chamber no-8, 1<sup>st</sup> Floor, Kolkata – 700001

E-mail: [info@bcommercial.org](mailto:info@bcommercial.org)

Website: [www.bcommercial.org](http://www.bcommercial.org)

**NOTICE**

Notice is hereby given that 35<sup>th</sup> Annual General Meeting (AGM) of the shareholders of the Company will be held on Wednesday, the 13<sup>th</sup> day of September, 2017 at 23, POLLOCK STREET, CHAMBER NO-8, 1<sup>ST</sup> FLOOR, KOLKATA-700001 at 2:00 P.M. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2017, and the report of the Directors and Auditors thereon.
2. None of the Director retires by rotation for this year.
3. To appoint auditors of the Company and to fix their remuneration and to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, and all other provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation of audit committee of the Board, the Company hereby ratifies the appointment of M/s GHOSH & GHOSH, Chartered Accountants (Firm Registration No.: 306020E) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the AGM of the Company to be held in the year 2019 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

For and on behalf of the Board

Place: Kolkata

Date: 4<sup>th</sup> Day of August, 2017

Sd/-

**Banwari lal Mahansaria**  
**Managing Director**  
**(DIN: 06759626)**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF /HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.**
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules framed thereunder, a person can act as a proxy on behalf of a member or members not exceeding 50 (Fifty) and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. Also, a member holding more than 10% of the total share capital of the company carrying voting rights, may appoint a single person as a proxy provided that such a person shall not act as a proxy for any other member or person.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Members and Share Transfer Books will remain closed from September 7<sup>th</sup>, 2017 to September 13<sup>th</sup>, 2017 (both days inclusive).
7. Copies of the Annual Report 2017 are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2017 are being sent by the permitted mode.
8. Members are requested to notify the changes, if any, in their registered address to the Registrar and Share Transfer Agent Maheshwari Datamatics Pvt. Ltd. at 23, R.N Mukherjee Road, 5th Floor, Kolkata- 700 001.
9. Members are requested to bring their copy of Annual Report to the meeting.
10. Members desiring to seek information on Annual Accounts to be explained at the meeting are requested to send their queries at least ten days before the date of the meeting so that the information can be made available at the meeting.

11. The Company's shares are listed with The Calcutta Stock Exchange Limited and BSE Limited.
12. To support the "Green Initiative", the Members who have not registered their e-mail addresses are requested to register the same with Registrars and Share Transfer Agent/Depositories.
13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 6<sup>th</sup> September, 2017.
14. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 28<sup>th</sup> July, 2017.
15. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 6<sup>th</sup> September, 2017 are requested to send the written / email communication to the Company Registrar and Transfer Agents viz., Maheshwari Datamatics Pvt. Ltd., Mr. S. Rajagopal (Vice President) 23, R.N Mukherjee Road, 5<sup>th</sup> Floor, Kolkata- 700 001. Contact No.: 033-2248 2248, Fax- 033-2248 4787, E-Mail: mdpldc@yahoo.com. Company by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
16. Voting through electronic means Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the company is offering remote e-voting facility to its members in respect of the businesses to be transacted at the Annual General Meeting. For this purpose the company has signed an agreement with Central Depository Services (India) Ltd (CDSL) for facilitating e-voting.
17. The remote e-voting period commences on 10<sup>th</sup> September, 2017 (9:00 a.m.) and ends on 12<sup>th</sup> September, 2017 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on "cut - off" date 6<sup>th</sup> Day of September, 2017 may cast their vote through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
18. The Board of Director's of the company herewith appointed CS Praveen Sharma, Practicing Company Secretary [Membership No. A30365 and CP No. 14501] as a Scrutinizer for the remote e- voting process. He will within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and will make a scrutinizer's report of the votes cast in favour or against to the Chairman of the company. The results on the resolutions shall be declared on or after the AGM of the company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions. The results declared along with the scrutinizer's report will be available on the website of the company (Website: www.bcommercial.org) within two days of the passing of the

resolutions and communication of the same to the Calcutta Stock Exchange Ltd and BSE Limited.

19. Members can opt for only one mode of voting i.e. either by Physical Ballot or E-voting. However, in case a Member has voted both through physical as well as E-voting, then voting done through e-voting shall prevail and voting done by physical ballot will be treated as invalid.
20. Distribution of Gifts: In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the AGM or in connection therewith.
21. Nomination Facility: Members holding shares in the physical form and desirous of making/changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), who will provide the form on request. In respect of shares held in electronic/demat form, the Members may please contact their respective depository participant.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.
23. **Voting through Electronic Means**
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Reg. 44(1) of SEBI(LODR) Regulation 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
  - II. **Voting at the AGM:** The facility for voting through poll paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through poll paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**III. The process and manner for remote e-voting are as under:**

- i) The voting period begins on 10.09.2017 from 9.00 A.M and ends on 12.09.2017 till 5.00P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 06.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The facility for voting through polling paper shall be made available at the AGM and the members as on the "cut-off date" i.e. Record date, attending the meeting who has not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper / polling paper.
- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- iii) Click on "Shareholders" tab.
- iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vii).</li></ul>



- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant **Balgopal Commercial Limited** on which you choose to vote.
- xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Institutional Shareholders:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- xx) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

For and on behalf of the Board

Place: Kolkata

Date: 4<sup>th</sup> Day of August, 2017

Sd/-

**Banwari lal Mahansaria**  
**Managing Director**  
**(DIN: 06759626)**

**BALGOPAL COMMERCIAL LIMITED**

CIN: L51109WB1982PLC035193

Registered Office: 23, Pollock Street, Chamber no-8, 1<sup>st</sup> Floor, Kolkata – 700001

E-mail: [info@bcommercial.org](mailto:info@bcommercial.org)

Website: [www.bcommercial.org](http://www.bcommercial.org)

**ATTENDANCE SLIP**

**35<sup>TH</sup> ANNUAL GENERAL MEETING ON 13<sup>TH</sup> SEPTEMBER, 2017**

Registered Folio No/ DP ID & Client Id*	
Name and Address of the Shareholder(s)	
Name of joint holders, if any	
No. of Shares held	

\*Applicable to shareholders holding shares in electronic form.

I/We hereby record my/our presence at the 35<sup>th</sup> Annual General Meeting of Balgopal Commercial Limited held on Wednesday, 13<sup>th</sup> September, 2017 at 2.00 P.M. at 23, Pollock Street, Chamber no-8, 1<sup>st</sup> Floor, Kolkata – 700001.

-----  
Member's/Proxy Name in Block Letter

-----  
Member's/Proxy's Signature

**Notes:**

1. Members/Proxy holders are requested to bring this slip with them when they come to the meeting and hand it over at the entrance of the Meeting hall duly signed.
2. The electronic voting particulars are set out below:

<b>EVSN (Remote E-voting Sequence Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>
<b>170817013</b>		

Please refer to the attached AGM Notice for instructions on remote e-voting  
Remote e-voting facility is available during the following voting period:

Commencement of Remote e-voting	End of Remote e-voting
<b>September 10, 2017 from 9.00 am</b>	<b>September 12, 2017 till 5.00 pm</b>

**BALGOPAL COMMERCIAL LIMITED**

CIN: L51109WB1982PLC035193

Registered Office: 23, Pollock Street, Chamber no-8, 1<sup>st</sup> Floor, Kolkata – 700001

E-mail: [info@bcommercial.org](mailto:info@bcommercial.org)

Website: [www.bcommercial.org](http://www.bcommercial.org)

**35<sup>TH</sup> ANNUAL GENERAL MEETING ON 13<sup>TH</sup> SEPTEMBER, 2017**

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules, 2014]

Name of the Member (s):	
Registered address:	
E-mail Id:	
Folio No./Client Id*:	
DP ID*:	

\*Applicable to shareholders holding shares in electronic form.

I/We, being the member(s) of ----- Shares of the above named Company, hereby appoint:

1. Name: -----Address: -----E-mail ID: -----Signature-----or failing him;

2. Name: -----Address: -----E-mail ID: -----Signature-----or failing him;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 35<sup>th</sup> Annual General Meeting of Balgopal Commercial Limited to be held on Wednesday, 13<sup>th</sup> September, 2017 at 2.00 P.M. at 23, Pollock Street, Chamber no-8, 1<sup>st</sup> Floor, Kolkata – 700001 and at any adjournment thereof in respect of resolutions as are indicated below:

Resol ution No.	Resolution Proposed	Vote (Optional)	
		For	Against
1	Adoption of Financial Statement of the Company for the year ended March 31, 2017, and the report of the Directors and Auditors thereon.		
2	None of the Director retires by rotation for this year.		
3	To ratify the appointment of M/s GHOSH & GHOSH, Chartered Accountants,(FRN: 306020E) as Statutory Auditors of the Company.		

Signed this.....day of.....2017

Signature of the Shareholder .....

Signature of Proxy holder(s) .....

Affix  
Revenue  
Stamp

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/she thinks fit.

## DIRECTORS' REPORT

### For The Financial Year 2016-17

Dear Members,

The Directors have pleasure in presenting their 35<sup>th</sup> Annual Report on the business and operations of the Company together with the audited financial statements for the financial year ended March 31<sup>st</sup>, 2017.

➤ **Financial Performance of the Company**

Particulars	(Amount in Rs.)	
	2016-17	2015-16
Profit Before Tax & Provision	5,47,610	4,94,372
Less: Current Tax	93,743	1,52,761
Profit After Tax available for appropriation	4,53,867	3,41,612
Loss Brought Forward From Previous Year	-	-
Profit/ (Loss) Carried Forward	4,53,867	3,41,612
Basic/ Diluted Earnings Per Share	0.03	0.02

➤ **Dividend**

The Directors have not recommended any dividend for the financial year 2016-17.

➤ **Transfer Of Unclaimed Dividend To Investor Education And Protection Fund**

The provisions of Section 125(5) of the Companies Act, 2013 do not apply on the company as no dividend has been declared during the year.

➤ **Reserves**

No amount was transferred to the Reserves during the year.

➤ **Brief description of the Company's working during the year/State of Company's affair**

The Company a diversified business entity has great experience in managing and distributing different products in India more than 20 years. The Company's Primary business is trading in Sarees having a wide variety of sarees from plain to designer and cotton to silk.

➤ **Change in the nature of business, if any**

There has been no change in the nature of the business of the Company during the year.

➤ **Material Changes and Commitments, if any, affecting the Financial Position of the Company**

During the year, the company has applied for voluntary delisting of the equity shares of the company from the Calcutta Stock Exchange Ltd.

During the year approval of the shareholders was obtained through postal ballot in respect of special resolution regarding the appointment of Mr. Banwarilal Mahansaria as the Managing Director of the Company, who had completed the age of 70 years. The results of postal ballot were declared on 11<sup>th</sup> March, 2017.

➤ **Internal Financial Control Systems and their Adequacy**

The details in respect of Internal Financial Control Systems and their Adequacy are included in the Management Discussion and Analysis which form part of this report.

➤ **Details of Subsidiary/Joint Ventures/Associate Companies**

The Company does not have any subsidiary, Joint Venture and Associate Company.

➤ **Deposits**

The company has neither accepted nor renewed any deposits during the year, covered under Chapter V of the Act.

➤ **Auditors**

• **Statutory Auditors**

M/s GHOSH & GHOSH, Chartered Accountants, have been re-appointed as Statutory Auditors of the company till the conclusion of the Annual General Meeting of the company to be held in the year 2019 (subject to ratification of their re- appointment at every AGM) and the Directors of the Company shall fix the remuneration from time to time in consultation with the Audit Committee.

• **Auditors' Report**

The observations made by the Auditors are self- explanatory and do not require any further clarification. Further, the explanations or comments by the Board on every qualification, reservation or adverse remark or disclaimer made by the auditor in his report shall be given.

• **Secretarial Audit Report**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with corresponding Rules framed thereunder, Raghunath Mandal was appointed as the Secretarial Auditors of the Company to carry out the secretarial audit for the year ending 31st March, 2017. There is no qualification, reservation or adverse remark or disclaimer made by the company secretary in the secretarial audit report. The Secretarial Audit Report is annexed to the Board Report.

- **Internal Audit Report**

M/S Rinku Jain & Co, Chartered Accountants, Internal Auditor has submitted a report for the financial year 2016-17 based on the internal audit conducted during the year under review.

- **Share Capital**

- **Issue of equity shares with differential rights**

The Company has not issued any of its securities with differential rights during the year under review.

- **Buy Back of Securities**

The company has not bought back any of its securities during the year under review.

- **Sweat Equity, Bonus Shares & Employee Stock Option Plan**

The company has not issued any bonus shares during the current financial year

- **Preferential Issue of Capital**

The company has not issued any shares on preferential basis during the year.

- **Extract of the Annual Return**

The extract of the Annual Return pursuant to the provisions of section 92 read with Rule 12 of the Companies (Rules), 2014 is furnished in Annexure A (MGT – 9) and is attached to this Report.

- **Board of Directors and Key Managerial Personnel :**

The Board has a optimum combination of executive and non executive director of the company.

**Changes in Directors and Key Managerial Personnel**

During the year under review following changes were made in the composition of the Board of Directors and Key Managerial Personnel:

- Aashika Banka ceased from the post of Company Secretary w.e.f 21/07/2016.
- At the Board meeting held on 21/12/2016
  - Mr. Banwari Lal Mahansaria, has been appointed as the Managing Director.
  - Mr. Barun Mahansaria resigned from the post of Managing Director .
- Ankita Mahansaria has been appointed as the CFO of the Company.w.e.f 21/01/2017.

**Formal Annual Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, the Board has carried out the annual performance evaluation of its own performance and the Directors individually.

### **Independent Directors**

Mr. Vikash Gupta and Mrs. Manisha Agarwal, Independent Directors of the Company have given the certificate of independence to the Company stating that they meet the criteria of independence as mentioned under Section 149(6) of the Companies Act, 2013 and the rules made there under and the same have been noted by the Board.

#### ➤ **Number of meetings of the Board of Directors**

Seven Meetings of the Board of Directors were held during the financial year 2016-17. These were held on the following dates:

- i) 30.05.2016
- ii) 21.07.2016
- iii) 11.08.2016
- iv) 14.11.2016
- v) 21.12.2016
- vi) 27.01.2017
- vii) 28.03.2017

#### ➤ **Audit Committee**

Composition of the Audit committee is in accordance with the requirements of section 177 of the Companies Act 2013 which is stated below:

<b>Name</b>	<b>Designation</b>
Manisha Agarwal	Chairman
Vikash Gupta	Member
Banwari Lal Mahansaria	Member

#### ➤ **Nomination and Remuneration Committee**

Composition of the Nomination & Remuneration Committee is in accordance with the requirements of section 178(1) of the Companies Act 2013. The composition is as under:

<b>Name</b>	<b>Designation</b>
Manisha Agarwal	Chairman
Vikash Gupta	Member
Banwari Lal Mahansaria	Member

#### ➤ **Stakeholder's Relationship Committee**

Composition of the Stakeholder's Relationship Committee is in accordance with the requirement of the provisions of the Companies Act, 2013. The Composition is as under:



Name	Designation
Manisha Agarwal	Chairman
Vikash Gupta	Member
Banwari Lal Mahansaria	Member

➤ **Corporate Social Responsibility (CSR)**

As the company does not have net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any financial year, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable.

➤ **Conservation of energy, Technology absorption and Foreign exchange earnings and Outgo**

The provisions of section 134(m) of the Companies Act 2013 regarding the disclosure of particulars of conservation of energy and technology absorption prescribed by the rules are not applicable to our company. The company does not have any Foreign Exchange transactions during the financial year.

➤ **Order of Court.**

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

➤ **Particulars of Loans, Guarantees or Investments**

The provisions of Loans, guarantees or Investments as per section 186 of the Companies Act, 2013 are complied with.

➤ **Particulars of Contracts or Arrangements with Related Parties:**

The company has no material individual transactions with its related parties which are covered under section 188 of the Companies Act, 2013, which are not in the ordinary course of business and not undertaken on an arm's length basis during the financial year 2016-17.

➤ **Managerial Remuneration:**

The Company earned minimal profit during the year so the Company has not provided any Managerial Remuneration to the Directors.

➤ **Corporate Governance and Management Discussion & Analysis Reports**

The Corporate Governance Report and Management Discussion & Analysis Report have been annexed with the report.

➤ **Corporate Governance Certificate**

The Corporate Governance certificate from the auditor regarding compliance of conditions of corporate governance as stipulated by SEBI (LODR) Regulations, 2015 has been annexed with the report.

➤ **Goods and Service Tax**

The Goods and Services tax (GST) is a significant reform in the tax structure of the country to harmonize national market for goods and services and is expected to have a favourable impact on the economy inspite of the implementation challenges

➤ **Sexual Harassment Of Women At Work Place**

The Company has in place a policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. There were nil complaints received during the year under review.

➤ **Details of establishment of vigil mechanism for directors and employees**

Pursuant to sub-section (9) & (10) of section 177 of the Companies Act, 2013, read with rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company has established a Whistle Blower Policy (Vigil mechanism) for Directors and Employees of the Company to report their genuine concerns or grievances. The policy was approved by the Board of Directors of the Company at its meeting and the Audit Committee was empowered by the Board of Directors to monitor the same and to report to the Board about the complaints in an unbiased manner.

➤ **Familiarization program for independent directors**

In terms of Reg. 25(7) of the SEBI (LODR) Regulations, 2015 the Company is required to conduct the Familiarisation Programme for Independent Directors (IDs) to familiarise them about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various initiatives. The details of such familiarization programmes are available on the Company's website.

➤ **Risk management policy**

The company does not have any Risk Management Policy as the element of risk threatening the Company's existence is very minimal.

➤ **Directors' Responsibility Statement**

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors confirm that—

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors have 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 and loss of the company for that period;

(c) the directors have 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) the directors have prepared the annual accounts on a going concern basis;

(e) the directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively, and

(f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

➤ **Acknowledgements**

The Directors would like to express their appreciation of the co-operation and assistance received from the shareholders, bankers and other business constituents during the year under review

**For and on behalf of the Board of Directors**

**Sd/-  
Banwari Lal Mahansaria  
Managing Director  
(DIN: 06759626)**

**Sd/-  
Manisha Agarwal  
Director  
Din: 06815164**

**Place: Kolkata  
Date: 29/05/2017**

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
As on financial year ended on 31.03.2017

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

<b>I. REGISTRATION &amp; OTHER DETAILS:</b>		
1	CIN	L51109WB1982PLC035193
2	Registration Date	20/08/1982
3	Name of the Company	BALGOPAL COMMERCIAL LIMITED
4	Category/ Sub-category of the Company	Company Limited by shares/ Indian Non Government Company
5	Address of the Registered office & contact details	23, POLLOCK STREET KOLKATA-700001 Phone No: 033- 65020273
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Maheshwari Datamatics Private Limited 23, R, N Mukherjee Road, 5th Floor, Kolkata -700001 Tel: 033-2248-2248, Fax: 2248-4787 Email ID: mdpl@cal.vsnl.net.in
<b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>		

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Trading in Fabrics	46419	86.72%
2	Other Financial Activities	649	13.28%

<b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>					
SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 01/Apr/2016]				No of Shares held at the end of the year [As on 31/Mar/2017]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	442000	0	442000	2.6772	442000	0	442000	2.6772	0.0000
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.									
e) Banks/Fi									
f) Any other									
<b>Sub-total (A)(1)</b>	<b>442000</b>	<b>0</b>	<b>442000</b>	<b>2.6772</b>	<b>442000</b>	<b>0</b>	<b>442000</b>	<b>2.6772</b>	<b>0.0000</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corp.									
d) Banks/FI									
e) Any other									
<b>Sub-total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>442000</b>	<b>0</b>	<b>442000</b>	<b>2.6772</b>	<b>442000</b>	<b>0</b>	<b>442000</b>	<b>2.6772</b>	<b>0.0000</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds									
b) Banks/FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Alternate Investment Funds									
Foreign Portfolio Investors									
Provident Funds / Pension Funds									
Qualified Foreign Investor									
<b>Sub-total(B)(1)-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>

<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	304200	304200	1.8425	0	304200	304200	1.8425	0.0000
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	15763800	15763800	95.4803	0	15763800	15763800	95.4803	0.0000
c) Others (Specify)									
Non Resident Indians									
Qualified Foreign Investor									
Custodian of Enemy Property									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies-D R									
Foreign Portfolio Investors									
NBFCs registered with RBI									
Employee Trusts									
Domestic Corporate Unclaimed Shares Account									
Investor Education and Protection Fund Authority									
<b>Sub-total(B)(2):-</b>	<b>0</b>	<b>16068000</b>	<b>16068000</b>	<b>97.3228</b>	<b>0</b>	<b>16068000</b>	<b>16068000</b>	<b>97.3228</b>	<b>0.0000</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>0</b>	<b>16068000</b>	<b>16068000</b>	<b>97.3228</b>	<b>0</b>	<b>16068000</b>	<b>16068000</b>	<b>97.3228</b>	<b>0.0000</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>442000</b>	<b>16068000</b>	<b>16510000</b>	<b>100.0000</b>	<b>442000</b>	<b>16068000</b>	<b>16510000</b>	<b>100.0000</b>	<b>0.0000</b>

ii) Shareholding of Promoters-

Sl No	Shareholder's Name	Shareholding at the beginning of the year [As on 01/Apr/2016]			Shareholding at the end of the year [As on 31/Mar/2017]			% change in share holding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	BANWARI LAL MAHANSARIA .	130000	0.7874	0.0000	130000	0.7874	0.0000	0.0000
2	BANWARI LAL MAHANSARIA HUF	91000	0.5512	0.0000	91000	0.5512	0.0000	0.0000
3	BARUN MAHANSARIA .	91000	0.5512	0.0000	91000	0.5512	0.0000	0.0000
4	BIMLA MAHANSARIA	78000	0.4724	0.0000	78000	0.4724	0.0000	0.0000
5	RAJ KUMAR MAHANSARIA	52000	0.3150	0.0000	52000	0.3150	0.0000	0.0000
	<b>TOTAL</b>	<b>442000</b>	<b>2.6772</b>	<b>0.0000</b>	<b>442000</b>	<b>2.6772</b>	<b>0.0000</b>	<b>0.0000</b>

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

Sl No	Name	Shareholding at the beginning [01/Apr/16]/end of the year [31/Mar/17]		Cumulative Shareholding during the year [01/Apr/16 to 31/Mar/17]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	BANWARI LAL MAHANSARIA HUF				
	01/04/2016	91000	0.5512		
	31/03/2017	91000	0.5512	91000	0.5512
2	RAJ KUMAR MAHANSARIA				
	01/04/2016	52000	0.3150		
	31/03/2017	52000	0.3150	52000	0.3150
3	BIMLA MAHANSARIA				
	01/04/2016	78000	0.4724		
	31/03/2017	78000	0.4724	78000	0.4724
4	BANWARI LAL MAHANSARIA .				
	01/04/2016	130000	0.7874		
	31/03/2017	130000	0.7874	130000	0.7874
5	BARUN MAHANSARIA .				
	01/04/2016	91000	0.5512		
	31/03/2017	91000	0.5512	91000	0.5512

iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):					
Sl No	Name	Shareholding at the beginning [01/Apr/16]/end of the year [31/Mar/17]		Cumulative Shareholding during the year [01/Apr/16 to 31/Mar/17]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	SEEMA SARAFF				
	01/04/2016	78000	0.4724		
	31/03/2017	78000	0.4724	78000	0.4724
2	MURARI MOHAN PAL				
	01/04/2016	78000	0.4724		
	31/03/2017	78000	0.4724	78000	0.4724
3	ARCHANA BHUTRA				
	01/04/2016	78000	0.4724		
	31/03/2017	78000	0.4724	78000	0.4724
4	BANSHI BERA				
	01/04/2016	78000	0.4724		
	31/03/2017	78000	0.4724	78000	0.4724
5	MANOJ BANSAL				
	01/04/2016	78000	0.4724		
	31/03/2017	78000	0.4724	78000	0.4724
6	MANJU DEVI SHAH				
	01/04/2016	78000	0.4724		
	31/03/2017	78000	0.4724	78000	0.4724
7	PUSPA LAHARI				
	01/04/2016	78000	0.4724		
	31/03/2017	78000	0.4724	78000	0.4724
8	VIJAY SHREE MARDA				
	01/04/2016	78000	0.4724		
	31/03/2017	78000	0.4724	78000	0.4724
9	TAPAN KUMAR GHOSH				
	01/04/2016	78000	0.4724		
	31/03/2017	78000	0.4724	78000	0.4724
10	NINGOMBAM LOKENDRO SINGH				
	01/04/2016	78000	0.4724		
	31/03/2017	78000	0.4724	78000	0.4724
*	Not in the list of Top 10 shareholders as on 01/04/2016 The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2017.				
#	Ceased to be in the list of Top 10 shareholders as on 31/03/2017. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2016.				



<b>(v) Shareholding of Directors and Key Managerial Personnel:</b>							
SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning/end of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Barun Mahansaria,						
	At the beginning of the year	01/04/2016	Resigned from directorship w.e.f 21st Decemner, 2016.	91000	0.55%	-	-
	Changes during the year			-	-	-	-
	At the end of the year	31/03/2017		-	-	91,000	0.55%
2	Banwarilal Mahansaria,						
	At the beginning of the year	01/04/2016		130000	0.79%	130000	0.79%
	Changes during the year			-	-	-	-
	At the end of the year	31/03/2017		-	-	130000	0.79%

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (IN RS)
		Name	Designation	
1	Gross salary	There was no remuneration paid to the Managing Director, Whole-time Director and/or Manager.		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- as % of profit - others, specify			
5	Others, please specify			
	Total (A)			
	Ceiling as per the Act			

### B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors		Total Amount (IN RS)
		Name	Designation	
1	Independent Directors	There was no remuneration paid to the other Directors i.e Independent Directors and other Non-Executive Directors of the Company.		
	Fee for attending board committee			
	Commission			
	Others, please specify			
	Total (1)			
2	Other Non-Executive Directors			
	Fee for attending board committee			
	Commission			
	Others, please specify			
	Total (2)			
	Total (B)=(1+2)			
	Total Managerial Remuneration			
	Overall Ceiling as per the Act			

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (IN RS)
		Name	Designation	
1	Gross salary	Aashika Banka	Ankita Mahansaria	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	40097	720000	760,097.00
	(b) Value of perquisites u/s 17(2) Income-			-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-
2	Stock Option			-
3	Sweat Equity			-
4	Commission			
	- as % of profit - others, specify			-
5	Others, please specify			-
	Total	40097	720000	760,097.00

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
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There was no penalty, punishment and compounding of offences with respect to the company, its Directors and other officers.

Date: 29/05/2017

For and on behalf of Board of Directors

Place: Kolkata

Sd/-

Banwari Lal Mahansaria

Managing Director

(DIN: 06759626)

Sd/-

Manisha Agarwal

Director

Din: 06815164

## **Form No. MR - 3**

### **SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**BALGOPAL COMMERCIAL LIMITED**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **BALGOPAL COMMERCIAL LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of (to the extent applicable to the company):

- a. The Companies Act, 2013 (the Act) and the rules made there under;
- b. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- c. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- d. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - iii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - iv. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

v. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

I further report that, there were no actions / events in pursuance of;

a. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.  
(Not notified during the period under Audit)

(ii) The Listing Agreements entered into by the Company with Calcutta Stock Exchange Limited and BSE Limited.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

#### **I further report that**

The compliance by the company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

#### **I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

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

I further report that during the financial year the company had applied for to the Calcutta Stock Exchange Ltd for voluntary delisting of its equity shares and the same is under process.

I further report that during the year approval of the shareholders was obtained through postal ballot in respect of special resolution regarding the appointment of Mr. Banwarilal Mahansaria as the Managing Director of the Company, who had completed the age of 70 years. The results of postal ballot were declared on 11<sup>th</sup> March, 2017.

**Place: Kolkata**  
**Date: 29<sup>th</sup> May, 2017**

**Sd/-**  
**Raghunath Mandal**  
Company Secretary  
C.P No: 3678  
Mem. No: 9933

## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **OVERALL REVIEW**

In Fiscal 2016-17, the global economic condition remained weak and uncertain. The macro economic situation was bleak and witnessed inflationary pressure. The Indian rupee witnessed high volatility depreciating against USD and causing substantial economic losses. The slide was mainly caused on account of slowing down of economic decisions. Further the global environment also remained subdued.

### **OPPORTUNITIES**

Increased consumer demand for high end and value added textile products in the domestic market, in spite of low levels of consumer confidence worldwide.

### **CHALLENGES**

- (i) Good economic environment
- (ii) Freeing of Government regulatory controls with regard to exports

### **RISKS AND CONCERNS**

The continued policies of Government controlling free exports and volatile economic environment have a bearing on the overall performance of the company.

### **OPERATIONAL REVIEW**

Considering the business environment your directors foresee the startup of business operation in the near future.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has suitable and adequate system of Internal Controls commensurating its size and nature of operations primarily to ensure that – - the assets are safeguarded against loss from unauthorized use or disposition; - the transactions are authorized, recorded and reported correctly and - Code of conduct, Policies and applicable statutes are duly complied with. As a measure of Internal Control System, which has been evolved over the years, the Company has established a methodical system of Annual Budgeting and Management Information System (MIS). In addition, Administrative and HR activities of the Company are also brought within this purview.

The Company is conscious of importance of systems control and so continuously assesses the quality of integrated software package.

Continuous reporting of these systems is made to the Board and Audit Committee for their review to upgrade, revise and to focus on determination of adequacy of the Control Systems. The composition and role of Audit Committee can be found in the Corporate Governance Report in the Annual Report.

## **ENVIRONMENT AND SAFETY**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires the conduct of all operations in such manner so as to ensure safety of all concerned, compliance of statutory and industrial requirements for environment protection and conservation of natural resources to the extent possible.

## **RISK MANAGEMENT**

Risk is an integral part of the business process. To enhance the risk management process, the company has mapped the risks. Risk arises for achieving business objectives are identified and prioritized. Risk mitigation activity plans are established and executed as and when need arises. Periodical reviews are carried out to assess the risk levels.

## **HUMAN RESOURCES**

Human resources development, in all its aspect like training in safety and social values is under constant focus of the management. Relations between management and the employees at all levels remained healthy and cordial throughout the year. The management and employees are dedicated to achieve the corporate objective and the targets set before the Company.

## **CAUTIONARY STATEMENT**

Readers are cautioned that this discussion and analysis contains forward looking statements that involve risks and uncertainties. When used in this discussion, the words "anticipate," "believe," "estimate," "intend," "will," and "expected" and other similar expressions as they relate to the Company or its business are intended to identify such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements, risks and opportunities could differ materially from those expressed or implied in these forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements as these are relevant at a particular point of time & adequate restraint should be applied in their use for any decision making or formation of an opinion.

**For and on behalf of the Board of Directors**

**Sd/-  
Banwari Lal Mahansaria  
Managing Director  
DIN: 06759626**

**Sd/-  
Manisha Agarwal  
Director  
Din: 06815164**

**Place: Kolkata  
Date: 29/05/2017**



## MD & CFO CERTIFICATION

The Board of Directors  
**BALGOPAL COMMERCIAL LIMITED,**  
23, POLLOCK STREET, ROOM NO-8, 1<sup>ST</sup> FLOOR,  
KOLKATA 700001

May 29, 2017

We, BANWARI LAL MAHANSARIA, Managing Director (MD) and ANKITA MAHANSARIA, Chief Financial Officer (CFO) of BALGOPAL COMMERCIAL LTD both certify to the Board that we have reviewed the financial statements and the cash flow statement of the Company for the Financial Year ended on 31st March, 2017 and to the best of our knowledge and belief, we certify that –

1. The Statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; that the Statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are no fraudulent or illegal transactions and transactions violative of the Company's Code of Conduct.

3. For the purposes of financial reporting, we accept the responsibility for establishing and maintaining the internal controls which are monitored by the Company's Internal Audit Team and have evaluated based on feedbacks received from the Company's Internal Audit Team, the effectiveness of the internal control systems of the Company pertaining to financial reporting and have reported to the Auditors and the Audit Committee, the deficiencies, if any, in the operation and design of such internal controls and the steps taken or proposed to be taken to rectify the deficiencies.

4. We have indicated to the Auditors and the Audit committee:

- (i) Significant changes, if any in the internal controls over financial reporting during the year;
- (ii) Significant changes, if any in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
- (iii) Instances of significant fraud, if any of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Sd/-**  
**BANWARI LAL MAHANSARIA**  
Managing Director (MD)

**Sd/-**  
**ANKITA MAHANSARIA**  
Chief Financial Officer (CFO)

## **CERTIFICATE ON COMPLIANCE**

To,  
The Members of  
**BALGOPAL COMMERCIAL LIMITED**  
23, Pollock Street, Room No-8, 1st Floor,  
Kolkata - 700001

We have examined all relevant records of Balgopal Commercial Limited (the Company) for the purpose of certifying compliance of the disclosure requirements and corporate governance norms as specified for the Listed Companies for the financial year ended 31st March, 2017. We have obtained all the information and explanations to the best of our knowledge and belief, which were necessary for the purpose of this certification.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the 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 according to the explanations given to us, we certify that the Company has complied with disclosure requirements and corporate governance norms as specified for Listed Companies.

We further state that further 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.

Place: Kolkata  
Date: 29/05/2017

**For GHOSH & GHOSH**  
Chartered Accountants  
FRN:-306020E

**Sd/-**  
**A.K. GHOSH**  
Partner  
Membership no-052945

## CORPORATE GOVERNANCE REPORT FOR THE YEAR 2016-17

### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

**BALGOPAL COMMERCIAL LIMITED** ("the Company") strives to follow the best Corporate Governance practices, develop best policies/guidelines, adopting highest standards of professionalism, honesty; integrity and ethical behavior to achieve business excellence and enhancing and maximizing shareholders value and protect the interest of stakeholders. The governance structure involves distribution of rights and responsibilities among different participants in the corporation (such as the board of directors, managers, shareholders, creditors, auditors, regulators, and other stakeholders).

### BOARD OF DIRECTORS & BOARD MEETINGS:

The Company is fully compliant with the Corporate Governance norms in terms of constitution of the Board of Directors ("the Board") i.e. combination of executive and non-executive directors with not less than fifty percent of the Board of Directors comprising of non-executive directors. The Board of the Company is composed of eminent individuals from diverse fields. Every member of the Board, including the Non-Executive Directors, has full access to any information related to the Company.

The Board of Directors duly met 7 (Seven) times respectively on i) 30.05.2016, ii) 21.07.2016, iii) 11.08.2016, iv) 14.11.2016, v) 21.12.2016, vi) 27.01.2017 and vii) 28.03.2017 in respect of these meetings proper Notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting (AGM) and the number of Directorships and Committee Chairmanships / Memberships held by them in other public limited companies as on March 31, 2017 are given herein below:

Name	Category	Attendance		No. of other Directors hips**	No. of Board Committees (other than BALGOPAL COMMERCIAL LIMITED)
		Board Meeting	Last AGM		
*Banwari Lal Mahansaria	Managing Director	7	Yes	Nil	Nil
Manisha Agarwal	Independent Director	7	Yes	Nil	Nil
Vikash Gupta	Independent Director	7	Yes	Nil	Nil

\*Mr. Barun Mahansaria resigned from the post of Managing Director and Mr. Banwarilal Mahansaria was designated as Managing Director of the company w.e.f 21/12/2016. Mr. Barun Mahansaria attended all the meeting during his tenure.

\*\*Excluding directorship in, private companies, foreign companies and companies incorporated under Section 8 of the Companies Act, 2013.

- 1) The Company did not have any pecuniary relationship and transaction with any of the Non-Executive Directors during the year under reference
- 2) All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 (“the Act”) and SEBI LODR Regulations, 2015.

### **APPOINTMENT AND TENURE:**

The Directors of the Company are appointed by Members at the General Meetings. In accordance with the Articles of Association of the Company, all Directors, except the Managing Director and Independent Directors of the Company, step down at the Annual General Meeting each year and, if eligible, offer themselves for re-election. The Managing Director of the Company is appointed for a term of five years as per the requirement of the statute. The Executive Directors on the Board have been appointed as per the provisions of the Companies Act, 1956/ Companies Act, 2013 and serve in accordance with the terms of their contract of service with the Company.

As regards the appointment and tenure of Independent Directors, following is the policy adopted by the Board:

- The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and Listing Regulations.
- The Independent Directors will serve a maximum of two terms of five years each.

### **BOARD BUSINESS**

The normal business of the Board includes:

- framing and overseeing progress of the Company’s annual plan and operating framework;
- framing strategies for shaping of portfolio and direction of the Company and for corporate resource allocation;
- reviewing financial plans of the Company;
- reviewing quarterly and annual business performance of the Company;
- reviewing the Annual Report and Financial Statements for adoption by the Members;
- reviewing the progress of various functions and businesses of the Company;
- reviewing the functioning of the Board and its Committees.

## **AUDIT COMMITTEE:**

Committee is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Act.

- Examination of Financial Statement and Statutory Auditors' report thereon and discussion of any related issues with the Internal & Statutory Auditors and the management of the Company.
- Review of Financial Statement before their submission to the Board, including Directors' Responsibility Statement, changes in accounting policies and practices, statutory compliances and qualification in draft audit report.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls.
- Evaluation of risk management system.
- Monitoring end use of funds raised through public offers and related matters.
- Establishing a vigil mechanism for Directors and employees to report genuine concerns and to make provision for direct access to the Chairperson of the Committee in appropriate or exceptional cases and review its findings.
- Review of Company's financial reporting processes and the disclosure of financial information to ensure that the Financial Statement is correct, sufficient and credible.
- Look into reasons for substantial defaults in payments to stakeholders.
- Approval of appointment of CFO or any other person heading Finance function after assessing the qualifications, experience, background etc. of the candidate.
- Recommendation for appointment, remuneration and terms of appointment of the Statutory Auditors of the Company.
- Review and monitor the Auditor's independence and performance, effectiveness of audit process and adequacy of internal control systems.
- Call for comments of the Statutory Auditors about internal control systems, the scope of audit, including the observations of the Statutory Auditors.
- Reviewing the adequacy of the Internal Audit function including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of Internal Audit.
- Discussion with statutory auditors before the audit commences, about nature and scope of audit as well as post audit discussion to ascertain any area of concern.
- Reviewing findings of any internal investigation into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- The Chairman of the Committee to attend the General Meeting to respond to the queries of shareholders.

At present the Audit Committee constitutes of 3 members viz. Mr. Vikash Gupta Mr. Banwarilal Mahansaria, and Mrs. Manisha Agarwal.

The Audit Committee met four times during the year, i.e. on 30/05/2016, 11/08/2016, 14/11/2016 and 27/01/2017.

Name	Category	No. of Meetings during the year 2016-17	
		Held	Attended
Manisha Agarwal	Chairman & Independent Director	4	4
*Banwarilal Mahansaria	Executive & Non Independent Director	4	1
**Barun Mahansaria	Executive & Non Independent Director	4	3
Vikash Gupta	Independent Director	4	4

\*Mr. Banwarilal Mahansaria was appointed as member of the committee w.e.f 21/12/2016.

\*\*Mr. Barun Mahansaria ceased to be Managing Director and consequently a member of this committee w.e.f 21/12/2016.

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

This Committee has been constituted in line with the provisions of Section 178 of the Companies Act, 2013, and Corporate Governance Norms (Regulation 20(4) of SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015).

The Committee monitors the Company's response to investor complaints. The Committee exercises the power to transfer of shares, non-receipt of dividend/notices/annual reports, etc.

At present the Stakeholders Relationship Committee constitutes of 3 members viz. Mr. Vikash Gupta, Mr. Banwarilal Mahansaria, and Mrs. Manisha Agarwal.

The Stakeholders Relationship Committee met four times during the year, i.e. on 30/05/2016, 11/08/2016, 14/11/2016 and 27/01/2017.

Name	Category	No. of Meetings during the year 2016-17	
		Held	Attended
Manisha Agarwal	Chairman & Independent Director	4	4
Banwarilal Mahansaria	Executive & Non Independent Director	4	4
Vikash Gupta	Independent Director	4	4

#### **Status Report of Investor Complaints for the year ended March 31, 2017**

No. of Complaints Received—Nil

No. of Complaints Resolved—Nil

No. of Complaints Pending— Nil

## **NOMINATION AND REMUNERATION COMMITTEE:**

This Committee has been constituted in line with the provisions of Section 178 of the Companies Act, 2013, and Corporate Governance Norms (Regulation 19(4) of SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015).

The **terms of reference** for the Nomination and Remuneration Committee includes:

- To formulate a Nomination and Remuneration Policy on:
  - determining qualifications, positive attributes and independence of a director.
  - guiding remuneration of Directors, Key Managerial Personnel (“KMP”) and other employees and Board diversity.
- Recommend Nomination and Remuneration Policy to the Board.
- Identify candidates who are qualified to become Directors.
- Identify persons who are qualified to become Senior Management (Senior Management of the Company means employees of the Company who are Divisional Heads and Corporate Functional Heads).
- Recommend to the Board the appointment and removal of Directors and Senior Management.
- Lay down the process for evaluation of the performance of every Director on the Board.
- The Chairman of the Committee to attend the General Meeting to respond to the queries of shareholders.

The draft appointment letter for independent directors is available on the website of the company.

At present the Nomination and Remuneration Committee constitutes of 3 members viz Mr. Vikash Gupta, Mr. Banwarilal Mahansaria, and Mrs. Manisha Agarwal.

The Committee met once during the year under reference i.e. on 21/12/2016.

Name	Category	No. of Meetings during the year 2016-17	
		Held	Attended
Manisha Agarwal	Chairman & Independent Director	1	1
*Banwarilal Mahansaria	Executive & Non Independent	1	0
**Barun Mahansaria	Executive & Non Independent Director	1	1
Vikash Gupta	Independent Director	1	1

\*Mr. Banwarilal Mahansaria was appointed as member of the committee w.e.f 21/12/2016.

\*\*Mr. Barun Mahansaria ceased to be Managing Director and consequently a member of this committee w.e.f 21/12/2016.

### **WHISTLE BLOWER POLICY (Vigil Mechanism)**

Pursuant to sub-section (9) & (10) of section 177 of the Companies Act, 2013, read with rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company has established a Whistle Blower Policy (Vigil mechanism) for Directors and Employees of the Company to report their genuine concerns or grievances. The Audit Committee was empowered by the Board of Directors to monitor the same and to report to the Board about the complaints in an unbiased manner. The policy may be referred to on the website of the Company ([www.bcommercial.org](http://www.bcommercial.org)).

### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

In terms of Regulation 25 of SEBI LODR Regulations, 2015, your Company is required to conduct the Familiarisation Programme for Independent Directors (IDs) to familiarise them about their roles, rights, responsibilities in your Company, nature of the industry in which your Company operates, business model of your Company, etc., through various initiatives. The details of such familiarization programmes are available on your Company's website ([www.bcommercial.org](http://www.bcommercial.org)).

### **BOARD EVALUATION:**

In terms of the requirement of the Companies Act, 2013 and the Listing Regulations, an annual performance evaluation of the Board was undertaken. During the year, the Board undertook the process of evaluation through discussions and made an oral assessment of its functioning. The Board had, during the year, opportunities to interact and make an assessment of its functioning as a collective body.

From time to time during the year, the Board was appraised of the business issues and the related opportunities and risks. The Board discussed various aspects of the functioning of the Board and its Committees such as structure, composition, meetings, functions and interaction with Management and what needs to be done to further improve the effectiveness of the Board's functioning.

### **SEPARATE MEETING OF INDEPENDENT DIRECTORS**

During the year, separate meeting of the Independent Directors was held on 14.11.2016 and 27/01/2017 as per the requirement of the Act and SEBI LODR Regulations; 2015. The Independent Directors and inter alia discussed:

- the performance of Non-Independent Directors and the Board as a whole;
- the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and
- other matters arising out of Board / Committee(s) deliberations.



## **POLICY ON RELATED PARTY TRANSACTION**

The Company has not entered into any material Related Party Transaction during the year. In line with requirement of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available at Company's website under the weblink:

<http://bcommercial.org/policy/Related%20Party%20Transaction%20Policy.pdf>

## **PREVENTING CONFLICT OF INTEREST:**

The Board of Directors is responsible for ensuring that rules are in place to avoid conflict of interest by the Board members and the Management Committee. The Board has adopted the Code of Conduct for the members of the Board and Senior Management Team.

The members of the Board and the Management Committee annually confirm the compliance of the Code of Conduct to the Board. The Code of Conduct is in addition to the Code of Business Principles of the Company. A copy of the said Code of Conduct is available on the website of the Company <http://bcommercial.org/BOMBINOO/code%20of%20conduct.pdf>

## **SUBSIDIARY COMPANY**

As on date, the company does not have any subsidiary/ Joint Ventures/ Associate Companies.

## **POLICY ON ARCHIVAL AND PRESERVATION OF DOCUMENTS**

Pursuant to Regulation 9 of SEBI Listing Regulations, The Company has adopted a Policy on Archival and Preservation of Documents.

## **SHARE DEALING CODE:**

The Company has instituted a mechanism to avoid Insider Trading and abusive self-dealing in the securities of the Company. In accordance with the SEBI Regulations as amended, the Company has established systems and procedures to prohibit insider trading activity and has framed a Share Dealing Code. The Share Dealing Code of the Company prohibits the Directors of the Company and other specified employees dealing in the securities of the Company on the basis of any unpublished price sensitive information, available to them by virtue of their position in the Company. The objective of this Code is to prevent misuse of any unpublished price sensitive information and prohibit any insider trading activity, in order to protect the interest of the shareholders at large.

## **ANNUAL GENERAL MEETINGS:**

The details of the Annual General Meetings held in the past three years and the special resolutions passed there are as follows:

Year	Date	Venue	Time	No. of Special Resolution Passed
2013-14	22 <sup>nd</sup> August, 2014	23, Pollock Street, Kolkata-700001	11.00 AM	3
2014-15	30 <sup>th</sup> September, 2015	23, Pollock Street, Kolkata-700001	2.00 PM	NIL
2015-16	27 <sup>th</sup> September, 2016	23, Pollock Street, Kolkata-700001	12.00 PM	NIL

During the year, the approval of the shareholders was obtained through postal ballot in respect of special resolutions regarding the appointment of Mr. Banwarilal Mahansaria as the Managing Director of the Company.

Mr. Bijay Agarwal, Practising Company Secretary was the Scrutinizer for the postal ballot process including e-voting. The results were declared by the Chairman, on 11th March, 2017. The above mentioned resolutions were passed with requisite majority. The voting results and the scrutinizer report is available at the Company's website [www.bcommercial.org](http://www.bcommercial.org).

#### **AFFIRMATION AND DISCLOSURE:**

All the members of the Board and the Management Committee have affirmed their compliance with the Code of Conduct as on 31st March, 2017 and a declaration to that effect, signed by the Managing Director is attached and forms part of this Report. The Company has complied with the requirements as specified in the Listing Regulations.

#### **DISCLOSURE ON WEBSITE:**

The following information has been disseminated on the website of the Company:

1. Details of business of the Company.
2. Terms and conditions of appointment of Independent Directors.
3. Composition of various Committees of Board of Directors.
4. Code of Conduct for Board of Directors and Senior Management Personnel.
5. Details of establishment of vigil mechanism/Whistle Blower policy.
6. Policy on dealing with Related Party Transactions.
7. Details of familiarization programmes imparted to Independent Directors.

#### **DISCLOSURE OF PENDING CASES / INSTANCES OF NON-COMPLIANCE:**

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the year.

#### **RECONCILIATION OF SHARE CAPITAL AUDIT:**

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited ("NSDL") and the

Central Depository Services (India) Limited (“CDSL”) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

**MEANS OF COMMUNICATION:**

- (i) The Management Discussion and Analysis Report, in accordance SEBI LODR Regulations is annexed to the Directors’ Report and forms part of this Annual Report being sent to all the members of the Company.
- (ii) The Internal Auditor regularly reviews and reports their audit findings to Audit Committee.
- (iii) The quarterly and annual results of the Company are published in the newspaper and are promptly submitted to the stock exchanges. The results are also displayed on the website of the company.

**GENERAL SHAREHOLDER INFORMATION:**

<b>Date, time and venue of AGM</b>	Wednesday, September 13, 2017 at 2.00 P.M. at the registered office of the Company situated at 23, POLLOCK STREET, CHAMBER NO-8, 1 <sup>ST</sup> FLOOR, KOLKATA-700001, West Bengal, India
<b>Financial Year</b>	1 <sup>st</sup> April, 2016 to 31 <sup>st</sup> March, 2017
<b>Dates of Book Closure</b>	September 7, 2017 to September 13, 2017 (Both the days inclusive)
<b>Dividend Payment Date</b>	Not Applicable
<b>Financial Calendar Period</b>	Board Meeting to approve quarterly financial results (Tentative Schedule)
Quarter ending 30 <sup>th</sup> Jun 2017	-Mid August 2017
Quarter ending 30 <sup>th</sup> Sep 2017	-Mid November 2017
Quarter ending 31 <sup>st</sup> Dec 2017	-Mid February 2018
Quarter ending 31 <sup>st</sup> Mar 2018	-May 2018

<b>Listing on Stock Exchanges</b>	The Calcutta Stock Exchange Limited and BSE Ltd
<b>ISIN</b>	INE119R01014
<b>Listing Fees</b>	Listing fees paid to the stock exchanges upto 31 <sup>st</sup> March, 2018.
<b>Stock Code</b>	CSE – 12204 and BSE: 539834
<b>Registered Office</b>	23, POLLOCK STREET, CHAMBER NO-8, 1 <sup>ST</sup> FLOOR, KOLKATA 700001

<b>Compliance officer &amp; Contact Address</b>	Mr. Banwarilal Mahansaria 23, POLLOCK STREET, CHAMBER NO-8, 1 <sup>ST</sup> FLOOR, KOLKATA-700001 Phone: (033)-65020273 Email id: <a href="mailto:info@bcommercial.org">info@bcommercial.org</a>
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**REGISTRAR AND TRANSFER AGENTS:**

Maheshwari Datamatics Private Limited  
23, R.N Mukherjee Road, 5<sup>th</sup> Floor,  
Kolkata – 700001,  
Phone: 033 2248 2248, Email ID: mdpldc@yahoo.com

**SHARE TRANSFER SYSTEM:**

Share transfers in physical form are processed by the Registrar and Transfer Agents, Maheshwari Datamatics Private Limited and are approved by the Stakeholders Relationship Committee of the Company or the authorised signatories of the Company. Share transfers are registered and returned within 15 days from the date of lodgment if documents are complete in all respects. The depository system handles share transfers in dematerialised form.

**Distribution of Shareholding as on March 31, 2017**

Particulars	Shareholders		Equity shares	
	Number	% of total	Amount (Rs)	% of total
30001 to 40000	18	3.32%	7,02,000	0.43%
50001 to 100000	30	5.54	23,40,000	1.42%
Above 100000	494	91.14%	162,05,8000	98.16%
<b>Total</b>	<b>542</b>	<b>100%</b>	<b>165,10,0000</b>	<b>100%</b>

**Categories of Shareholders as at March 31, 2017**

Sr. No	Description	No. of Shares	% to Capital
A.	Promoters & Promoters Group - Individuals	442,000	2.68
B.	Public Shareholding		
	<b>-Institutions</b> Financial Institutions/Banks	Nil	Nil
	<b>-Non-institutions</b> Individuals	16,068,900	97.32
	<b>Total</b>	<b>16,510,000</b>	<b>100.00</b>

**ADDRESS OF CORRESPONDENCE:**

Members may contact Mr. Banwarilal Mahansaria, Managing Director for all investor related matters at the registered office of the company at the following address:

**BALGOPAL COMMERCIAL LIMITED**  
23, POLLOCK STREET, CHAMBER NO-8, 1<sup>ST</sup> FLOOR,  
KOLKATA 700001  
West Bengal, India  
Phone: (033)-65020273  
Email id: [info@bcommercial.org](mailto:info@bcommercial.org)

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

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This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2017, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

**BALGOPAL COMMERCIAL LIMITED**

Sd/-

**BANWARILAL MAHANSARIA**  
Managing Director  
DATE: 29/05/2017  
PLACE: KOLKATA

## INDEPENDENT AUDITORS' REPORT

**To the Members of**

**Balgopal Commercial Limited,**

**Report on the Financial Statements for the F.Y. 2016-2017**

We have audited the accompanying financial statements of Balgopal Commercial Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss, the Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express a reasonable opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified u/s 143(10) of the Act and authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting

policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2017, and its statement of profit & loss and cash flows for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

1. As required by Companies (Auditors Report) Order 2016 ('the order') issued by Central Government of India in terms of subsection (11) of section 143 of the Act, we enclose in the "Annexure 1" a statement on the matters specified in paragraphs 3 & 4 of the said order, to extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those book.
  - c) The Balance Sheet, Statement of Profit and Loss and statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the director is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, we give our separate Report in "Annexure 2".
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - I. The Company does not have any pending litigations which would impact its financial position.
    - II. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

- IV. The Company has provided requisite disclosures in the financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notifications S.O 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures performed and the representations provided to us by the Management we report that the disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the Management.

Place: Kolkata  
Date: 29/05/2017

**For Ghosh & Ghosh**  
Firm Registration Number: - 306020E  
Chartered Accountants

**Sd/-**  
**A. K. Ghosh**  
**Partner**  
**Membership no.-052945**



## **“ANNEXURE 1” TO THE INDEPENDENT AUDITOR’S REPORT**

### **Annexure to Auditors’ Report**

In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that: -

- 1 a) Based on our scrutiny of the Company’s Books of Account and other records and according to the information and explanations given to us by the management, we are of the opinion that the question of commenting on maintenance of proper records of fixed assets and physical verification of fixed assets does not arise since the company had no fixed assets as on 31st March, 2017 nor at any time during the financial year ended on 31st March, 2017.  
  
b) According to the information and explanations given to us, as the company owns no immovable properties, the requirement on reporting whether title deeds is held in the name of the company or not is not applicable.
- 2) Physical verification of inventory has been conducted by the management at reasonable intervals as required under clause 3(ii). No material discrepancies were found as compared to books record.
- 3) The Company has not granted loans, secured or unsecured to any companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence the reporting requirement under clause (iii) of the said order does not arise.
- 4) Based on our scrutiny of the Company’s records and according to the information and explanations given to us by the management, we are of the opinion that in respect of loans and guarantees given, investments made, and securities purchased by the company, the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- 5) In our opinion and according to information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Section 73 to 76 or any other relevant provisions of the Companies Act and Rules framed there under and hence the reporting requirement under clause (v) of the said order does not arise.
- 6) According to the information and explanations provided by the management, the company is not engaged in production of any such goods or provision of any such services for which maintenance of cost records has been prescribed by the Central Government under section 148(1). Hence the reporting requirement under clause (vi) of the said order does not arise.
- 7) a) Based on our scrutiny of the Company’s Book of Account and other records and according to the information and explanations given to us by the management, we are of the opinion that the company is regular in depositing with appropriate authorities undisputed statutory dues applicable to it and no undisputed amounts payable in respect of any statutory dues were outstanding as at 31st March, 2017 for a period of more than six months from the date they became payable.  
  
b) According to the records of the company and the information and explanations given to us by the management, there are no disputed statutory dues outstanding in the name of the company.

- 8) According to the records of the company, the Company has neither borrowed any amount from any financial institution, bank or government nor issued any debentures till 31<sup>st</sup> March, 2017. Hence, in our opinion the reporting requirement under clause (viii) of the said order does not arise.
- 9) According to the records of the company, the company has neither raised any moneys by way of Initial Public Offer or Further Public Offer (including debt instrument) nor has the company raised any term loans. Hence, in our opinion the reporting requirement under clause (ix) of the said order does not arise.
- 10) Based upon the audit procedures performed and information and explanations given to us by the management, neither any fraud on the company by its officers or employees nor any fraud by the company has been noticed or reported during the course of our audit.
- 11) According to the records of the company, no Managerial remuneration has been paid or provided during the year under audit. Hence, in our opinion the reporting requirement under clause (xi) of the said order does not arise.
- 12) In our opinion and to the best of our information and according to the explanations provided by the management, we are of the opinion that the company is not a Nidhi Company. Hence, in our opinion the reporting requirement under clause (xii) of the said order does not arise.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) Based on our scrutiny of the Company's Book of Account and other records and according to the information and explanations received by us from the management, we are of the opinion that the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Hence, the reporting requirement under clause (xiv) of the said order does not arise.
- 15) Based on our scrutiny of the Company's Book of Account and other records and according to the information and explanations received by us from the management, we are of the opinion that the company has not entered into any non-cash transactions with its directors or persons connected with him. Hence, the reporting requirement under clause (xv) of the said order does not arise.
- 16) In our opinion and to the best of our information and according to the explanations provided by the management, we are of the opinion that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, the reporting requirement under clause (xvi) of the said order does not arise.

**Place: Kolkata**  
**Date: 29/05/2017**

**For Ghosh & Ghosh**  
**Firm Registration Number: - 306020E**  
**Chartered Accountants**

**Sd/-**  
**A. K. Ghosh**  
**Partner**  
**Membership no.-052945**

## **“ANNEXURE 2” TO THE INDEPENDENT AUDITOR’S REPORT**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Balgopal Commercial Limited the Company as of 31st March, 2017 in conjunction with our audit of the financial statement of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s Board of Director’s is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31-Mar-2017, based on the internal control over financial reporting criteria established by the Company, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**Place: Kolkata**  
**Date: 29/05/2017**

**For Ghosh & Ghosh**  
**Firm Registration Number: - 306020E**  
**Chartered Accountants**

**Sd/-**  
**A. K. Ghosh**  
**Partner**  
**Membership no.-052945**

**BALGOPAL COMMERCIAL LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2017**

Amount in Rs.

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	165,100,000	165,100,000
(b) Reserves and Surplus	2	16,131,611	15,677,744
<b>(2) Current Liabilities</b>			
(a) Trade Payable	3	4,513,704	-
(b) Other current liabilities	4	11,500	11,400
(c) Short term provision	5	93,743	152,761
<b>Total</b>		<b>185,850,558</b>	<b>180,941,905</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Non current investment	6	74,217,807	57,890,791
<b>(2) Current assets</b>			
(a) Inventories	7	56,185,963	76,441,141
(b) Trade Receivables	8	14,126,433	283,400
(c) Short Term Loans & Advances	9	41,003,710	45,635,387
(d) Cash and cash equivalents	10	316,645	691,186
<b>Total</b>		<b>185,850,558</b>	<b>180,941,905</b>

Significant Accounting Policies & Notes to Accounts 17

The Notes referred to above form an integral part of the Balance Sheet

This is the Balance Sheet referred to in our report of even date

For Ghosh & Ghosh  
Firm registration Number- 306020E

For Balgopal Commercial Limited

Sd/-  
A. K. Ghosh  
Partner  
Membership no.-052945

Sd/-  
Banwari Lal Mahansaria  
Managing Director  
(DIN: 06759626)

Sd/-  
Ankita Mahansaria  
CFO

Place:- Kolkata  
Date : 29/05/2017

Sd/-  
Manisha Agarwal  
Director  
Din: 06815164

**BALGOPAL COMMERCIAL LIMITED**  
**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2017**

Amount in Rs.			
Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. Revenue from operations	11	45,739,921	25,990,750
II. Other Operating Income	12	7,002,451	4,458,607
<b>III. Total Revenue(I+II)</b>		<b>52,742,372</b>	<b>30,449,357</b>
IV. Expenses:			
Direct expenses	13	29,568,837	21,952,640
Changes in inventories of finished goods (including stock-in-trade)	14	20,255,178	4,364,349
Employee benefit expenses	15	1,712,940	718,664
Administrative & Others expenses	16	657,806	2,919,331
<b>V. Total Expenses</b>		<b>52,194,762</b>	<b>29,954,984</b>
<b>VI. Profit before tax (III-V)</b>		<b>547,610</b>	<b>494,373</b>
VII. Tax expense:			
(1) Current tax		93,743	152,761
VIII. Profit/(Loss) for the period (VI-VII)		<b>453,867</b>	<b>341,612</b>
IX. Earning per equity share:			
-Basic		0.03	0.02
-Diluted		0.03	0.02

Significant Accounting Policies & Notes to Accounts

17

This is the Profit & Loss Account referred to in our report of even date

For Ghosh & Ghosh  
 Firm registration Number- 306020E

For Balgopal Commercial Limited

Sd/-  
 A. K. Ghosh  
 Partner  
 Membership no.-052945

Sd/-  
**Banwari Lal Mahansaria**  
 Managing Director  
 (DIN: 06759626)

Sd/-  
**Ankita Mahansaria**  
 CFO

Place:- Kolkata  
 Date : 29/05/2017

Sd/-  
**Manisha Agarwal**  
 Director  
 Din: 06815164

**BALGOPAL COMMERCIAL LIMITED**  
**CASH FLOW STATEMENT ANNEXURE TO BALANCE SHEET FOR THE YEAR ENDED ON**  
**31.03.2017**

(Amount in Rs.)

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before tax	547,610	494,373
<b>Adjustment for :</b>		
(a) Depreciation	-	-
(b) Interest Received	(3,637,596)	(4,458,607)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>(3,089,986)</b>	<b>(3,964,234)</b>
<b>Adjustment for :</b>		
(a) Trade and Other Receivables	(13,843,033)	24,098,865
(b) Inventories	20,255,178	4,364,349
(c) Other Current Liabilities	100	164
(d) Trade Payable	4,513,704	(42,178,215)
<b>CASH GENERATED FROM OPERATING ACTIVITIES</b>	<b>7,835,963</b>	<b>(17,679,071)</b>
<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>		
Extraordinary Items Prior Period		
(a) Priorperiod Expenses/Income	-	-
(b) Income Tax/Deferred Tax	(152,761)	(243,493)
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>7,683,202</b>	<b>(17,922,564)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
(a) Purchase of Fixed Assets	-	-
(b) Purchase of Investment	(16,327,016)	(33,877,978)
(c) Sale of Investments	-	-
<b>NET CASH FLOW IN INVESTING ACTIVITIES</b>	<b>(16,327,016)</b>	<b>(33,877,978)</b>
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
(a) Share Application Money Received		
(b) Interest (Paid)/Received	3,637,596	4,458,607
(c) Increase in Loans and Advances	4,631,677	47,241,496
	<b>8,269,273</b>	<b>51,700,103</b>
Net Increase (Decrease) in Cash (A + B + C)	(374,541)	(100,439)
Opening Balance of Cash & Cash Equivalents	691,186	791,625
Closing Balance of Cash & Cash Equivalents	316,645	691,186

**AUDITOR'S REPORT**

We have checked the attached cash flow statement of BALGOPAL COMMERCIAL LIMITED for the year ended 31st March, 2017 from the books and records maintained by the company in the ordinary course of business and have subject to comparative figures for the year ended 31st March,2016

For Ghosh & Ghosh  
Firm registration Number- 306020E

For Balgopal Commercial Limited

Sd/-  
A. K. Ghosh  
Partner  
Membership no.-052945

Sd/-  
**Banwari Lal Mahansaria**  
**Managing Director**  
**(DIN: 06759626)**

Sd/-  
**Ankita Mahansaria**  
**CFO**

Place:- Kolkata  
Date : 29/05/2017

Sd/-  
**Manisha Agarwal**  
**Director**  
**Din: 06815164**

# BALGOPAL COMMERCIAL LIMITED

Notes forming part of the standalone financial statements

## NOTE NO- 1

### SHARE CAPITAL

Particulars	Figures as at the end of current reporting period		Figures as at the end of previous reporting period	
	Number of shares	Amount (Rs.)	Number of shares	Amount (Rs.)
(a) Authorised Equity shares of Rs.10/- each	24,000,000	240,000,000	24,000,000	240,000,000
(b) Issued, Subscribed & fully paid up Equity shares of Rs.10/- each fully paid up	16,510,000	165,100,000	16,510,000	165,100,000
<b>Total</b>	<b>16,510,000</b>	<b>165,100,000</b>	<b>16,510,000</b>	<b>165,100,000</b>

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Opening Balance	Fresh Issue		Closing Balance
Equity shares				
- Number of shares	16,510,000	-	-	16,510,000
- Amount (in Rs.)	165,100,000	-	-	165,100,000

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	Figures as at the end of current reporting period		Figures as at the end of previous reporting period	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
NIL				



# BALGOPAL COMMERCIAL LIMITED

Amount in Rs.

Particulars		Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>NOTE NO - 2</b>			
<b>RESERVE &amp; SURPLUS</b>			
<b>Securities Premium Account</b>			
As Per Last Balance Sheet		14,848,200	14,848,200
Less: Utilised on Issue of Bonus shares			-
		14,848,200	14,848,200
<b>Profit &amp; Loss Account</b>			
As Per Last Balance Sheet		829,544	540,222
Add : Profit/(Loss) of the year		453,867	341,612
Less: Tax paid for earlier years			52,290
		1,283,411	829,544
<b>TOTAL</b>		16,131,611	15,677,744
<b>NOTE NO - 3</b>			
<b>TRADE PAYABLES</b>			
Creditors		4,513,704	-
		4,513,704	-
<b>NOTE NO - 4</b>			
<b>OTHER CURRENT LIABILITIES</b>			
Audit Fees Payable		11,500	11,400
		11,500	11,400
<b>NOTE NO - 5</b>			
<b>SHORT TERM PROVISION</b>			
Provision for Income Tax		93,743	152,761
		93,743	152,761
<b>NOTE NO - 6</b>			
<b>NON CURRENT INVESTMENT</b>			
Investment			
- Unquoted Shares (At Cost)		55,663,385	50,877,184
- Quoted Shares (At Cost)		18,554,422	7,013,607
		74,217,807	57,890,791
<b>NOTE NO - 7</b>			
<b>INVENTORIES</b>			
(At lower of cost and net realizable value)			
Finished goods (As per inventories taken, valued and certified by the management)		56,185,963	76,441,141
		56,185,963	76,441,141
<b>NOTE NO - 8</b>			
<b>TRADE RECEIVABLES</b>			
(Unsecured unless otherwise stated)			
Considered good			
Sundry Debtors (Unsecured considered good)		14,126,433	283,400
		14,126,433	283,400

## BALGOPAL COMMERCIAL LIMITED

Amount in Rs.			
Particulars		Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>NOTE NO - 9</b> <b>SHORT TERM LOANS &amp; ADVANCES</b> (Receivable in cash or in kind or value to be received) Loans & Advances		41,003,710	45,635,387
		41,003,710	45,635,387
<b>NOTE NO - 10</b> <b>CASH &amp; CASH EQUIVALENTS</b> Cash in Hand Cash at Bank		248,545	558,182
		68,100	133,004
		316,645	691,186

The details of Specified Bank Notes (SBNs) held and transacted during the period from November 8, 2016 to December 30, 2016 is given below, as required in terms of Ministry of Corporate Affairs, Notification No.GSR 308(E) dated March 30, 2017:

Amount (in Rs)			
Particulars	SBNs*	Other Denomination Notes	Total
Closing Cash in hand as on 08.11.2016	-	761,061.00	761,061.00
Add: Permitted Receipts	-	-	-
Add: Cash Withdrawal from Bank	-	150,000.00	150,000.00
Less: Permitted Payments	-	207,603.00	207,603.00
Less: Cash Deposit in Banks	-	-	-
Closing Balance as on 30.12.2016	-	703,458.00	703,458.00

\*The term SBNs (Specified Bank Notes) shall have the same meaning provided in the notification of the Government of India, in the Ministry Finance, Department of Economic Affairs number S.O.3407(E), dated November 8, 2016.

<b>NOTE NO - 11</b> <b>REVENUE FROM OPERATIONS</b> Sales		45,739,921	25,990,750
		45,739,921	25,990,750
<b>NOTE NO - 12</b> <b>OTHER OPERATING INCOME</b> FNO Profit Intra Day Profit/Loss Dividend Short Term Capital Gain Long Term Capital Gain Interest		1,098,862	-
		220,129	-
		60,000	-
		521,087	-
		1,464,776	-
		3,637,596	4,458,607
		7,002,451	4,458,607
<b>NOTE NO - 13</b> <b>DIRECT EXPENSES</b> Purchases		29,568,837	21,952,640
		29,568,837	21,952,640

## BALGOPAL COMMERCIAL LIMITED

Amount in Rs.

Particulars		Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>NOTE NO - 14</b>			
<b>CHANGE IN INVENTORIES OF FINISHED GOODS (INCLUDING STOCK-IN-TRADE)</b>			
<b>Opening Inventories</b>			
Finished Goods		76,441,141	80,805,490
<b>Closing Inventories</b>			
Finished Goods		56,185,963	76,441,141
		20,255,178	4,364,349
<b>NOTE NO - 15</b>			
<b>EMPLOYEE BENEFIT EXPENSES</b>			
Salary		1,658,558	691,223
Staff Welfare		54,382	27,441
		1,712,940	718,664
<b>NOTE NO - 16</b>			
<b>ADMINISTRATIVE &amp; OTHER EXPENSES</b>			
Audit fees		17,350	11,400
Advertising Exp		15,056	15,024
Bad Debts		-	30,810
Bank Charges		-	1,060
Conveyance Exp		72,365	40,019
Accounting Charges		96,000	-
Demat Charges		2,505	818
Depository Exp		134,613	72,684
Filing Fee			13,200
General Exp		127,384	77,930
Income Tax Paid		4,350	4,554
Listing Fees		-	2,581,226
Printing & Stationary		35,386	25,262
Professional Fees		10,888	15,509
Share Trading Expense		86,865	2,752
Telephone Exp		49,245	25,283
Website Exp		5,800	1,800
		657,806	2,919,331

# **BALGOPAL COMMERCIAL LIMITED**

## **Notes forming part of the financial statements**

### **Note 17:**

#### **Corporate Review**

Balgopal Commercial Ltd., incorporated on 20th August 1982, having its registered office at 23, Pollock Street, Room No.8, 1st Floor, Kolkata- 700001, West Bengal. The Directors of the company are Mrs. Manisha Agarwal, Mr. Vikash Gupta and Mr. Banwari Lal Mahansaria.

#### **Significant accounting policies**

##### **17.1: Basis of Preparation of financial statements**

The Company maintains its accounts on accrual basis following the historical cost convention in accordance with generally accepted accounting principles ["GAAP"] in India. GAAP comprises mandatory accounting standards as prescribed under section 133 of Companies Act, 2013 (the Act) read with Rule 7 of Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

##### **17.2: Use of estimates**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

##### **17.3: Revenue Recognitions**

- a) Revenue in respect of finished goods is recognized on delivery during the accounting year.
- b) Revenue in respect of services is recognized accrual basis of work performed.

##### **17.4: Employee Benefits**

All Employees benefits falling due wholly within twelve month of rendering the services are classified as short term employee benefits which include benefits like salary, wages, short term compensated, absences and performance incentives and are recognized as expense in the period in which the employee renders the related services.

**17.5: Material events after balance sheet date**

Events which are of material nature after the balance sheet date are accounted for in the accounts.

**17.6: Taxes on income**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

**17.7: Earnings per share**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations.

**17.8: Inventories**

Inventories are valued at the lower of cost and net realisable value.

**17.8: Investment**

- i) Quoted shares are valued at cost or market value, whichever is lower.
- ii) Unquoted shares are valued at cost.

**17.9: Cash and Cash equivalents**

Cash and Cash equivalents comprise cash and cash on deposit with banks and corporations. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

**17.10: Cash Flow Statements**

Cash Flow Statement has been prepared in accordance with Accounting Standard 3 issued by Institute of Chartered Accountants of India.

**17.11: Pending Litigations:**

The company does not have any pending litigations which would impact its financial position.

**17.12: Investor Education and Protection Fund:**

There were no amounts which were required to be transferred to the Investor Education and Protection Fund of the company.

**17.13: Forceable Losses:**

The company does not have any long term contracts including derivative contracts which require any provision for forceable losses.

**Note: "Previous year figures have been regrouped wherever necessary."**

**For Ghosh & Ghosh  
Firm Registration Number: - 306020E  
Chartered Accountants**

**For Balgopal Commercial Limited**

Sd/-

**A. K. Ghosh  
Partner  
Membership no.-052945**

**Sd/-  
Banwari Lal Mahansaria  
Managing director  
Din: 06759626**

**Sd/-  
Ankita Mahansaria  
CFO**

**Sd/-  
Manisha Agarwal  
Director  
Din: 06815164**

**Place: Kolkata  
Date: 29/05/2017**

**ROUTE MAP OF 35<sup>TH</sup> ANNUAL GENERAL MEETING TO BE HELD ON WEDNESDAY, THE 13<sup>TH</sup> DAY OF SEPTEMBER, 2017 AT 23, POLLOCK STREET, CHAMBER NO-8, 1<sup>ST</sup> FLOOR, KOLKATA-700001**

