



ANNUAL REPORT  
2015-16

**Bombay Talkies Limited**

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Kishor Gopal Patil  
Mrs. Rajashree Gopal Patil  
Ms. Harshali Bhagwan Zine

### **AUDITORS**

M/s. Ritesh Burad and Company  
Chartered Accountants

### **REGISTERED OFFICE**

406, Balaram Bhavan, Grand Road,  
Mumbai – 400 007  
Telephone : 9167346889  
Website: bombaytalkieslimited.com  
Email: btl.invstcomp@rediffmail.com  
CIN No. : L65990MH1984PLC033919

### **BANKERS**

Indusind Bank

### **REGISTRAR AND SHARE TRANSFER AGENT**

Adroit Corporate Services Pvt. Ltd.  
19/20 Jaferbhoy Ind. Estate, 1st floor, Makwana Road,  
Marol, Andheri (E), Mumbai – 400 059  
Telephone : 022-42270400

## NOTICE

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of BOMBAY TALKIES LIMITED will be held on Wednesday, 28<sup>th</sup> September, 2016 at 11.00 A.M. at the Registered Office of the Company at Registered office of the Company to transact the following businesses: -

### AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss for the financial year ended on that date and the Reports of the Boards of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Kishor Patil who retires by rotation in term of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modifications, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provision of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (corresponding to Section 224 and other applicable provisions, if any, of the Companies Act, 1956), M/s. Ritesh Burad & Company, (Registration No. 103781) Chartered Accountants, be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and the remuneration to be fixed by the Board of Directors.”

### AS SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:-

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made hereunder read with Schedule IV to the Act, Harshali Bhagwan Zine, who was appointed an additional director of the Company by the Board of Directors in the Board Meeting held on 01.04.2016 and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received notices from a members proposing his candidature for the office of the director, be and is hereby appointed as an Independent Non-Executive Director of the Company.”

By Order of the Board

(Rajashree Patil)  
Director

Place: Mumbai

Dated: 25<sup>th</sup> August, 2016

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### NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The Instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the meeting.

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2016, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not

more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy such person shall not act as a proxy for any person or shareholder.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item of Special Business under Item No. 4 of the Notice is annexed hereto
3. Members who hold shares in Dematerialized form are requested to bring their Client ID and DP ID nos. for easier identification of attendance at the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 26.09.2016 to 30.09.2016 (both days inclusive).
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to Section 154 of the Companies Act, 1956), a member desirous of obtaining any information concerning the accounts and operation of the Company is requested to send his queries to the Company at least 7 days before the date of the meeting, so that the information required by the member is made available at the meeting.
6. Members attending the meeting are requested to bring their copy of the Annual Report with them to the meeting.
7. As per the provisions of the Companies Act, 1956, as amended, facility for making nomination is available to individual shareholder. The prescribed form can be obtained from the Company.
8. Ministry of Corporate Affairs vide its circular no.17/2011 dated 21/04/2011 & 18/2011 dt.29/04/2011 has taken Green Initiative in the Corporate Governance by allowing the companies to send various notices/documents including audited financial results, directors report, auditor's report, general meeting notices to the members through electronic mode to the registered email addresses of the shareholders.

Members are therefore requested to register their email addresses with the Company and also keep a note to inform any change in your email address.

As per SEBI's circular in respect of transaction involving transfer of shares in physical form of a listed company, it is mandatory for the transferee(s) to furnish copy of PAN card for registration of transfer of Shares.

9. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11.AM and 1.PM upto the date of the Annual General Meeting.
10. Voting through Electronic Means:
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2016, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the 29<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under:

The notice of the 26<sup>th</sup> Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the 26<sup>th</sup> Annual General Meeting (AGM) :

- a. Log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- b. Click on “Shareholders” tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with “BOMBAY TALKIES LIMITED.” from the drop down menu and click on “SUBMIT”.
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. 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.
- g. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- h. After entering these details appropriately, click on “SUBMIT” tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach Password Creation’ menu wherein they are required to mandatory 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.
- j. For Members holding shares in physical form, the details in Attendance Slip can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the relevant EVSN “BOMBAY TALKIES LIMITED” for which you choose to vote.
  - l. 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.
- m. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- n. 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.
- o. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- q. If Demat account holder has forgotten the changed password then enter the User ID and image verification code, click on Forgot Password & enter the details as prompted by the system.

- r. ● Institutional shareholders (i.e. other than Individuals, H U F, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [heldeske.evoting@cdslindia.com](mailto:heldeske.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

II. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). You can also contact the helpdesk on the toll free number: 1800-200-5533.

III. The e-voting period begins from 25.09.2016 from 9.00 A.M. and ends on 27.09.2016 till 6.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 21.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.

IV. 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/entitlement date of 21.09.2016.

V. Kala Agarwal, Practicing Company Secretary, C.P. No. 5356 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VI. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared on or after the 26<sup>th</sup> Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within two (2) days of passing of the resolutions at the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company on 28th September, 2016 and communicated to the Stock Exchange.

11. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company for admission to the Meeting hall.

12. Corporate Members are requested to send to the Company/RTA, a duly certified copy of the Board resolution /Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.

13. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.

14. Shareholders, who have not dematerialized their shares as yet, are advised to have their shares dematerialized to avail the benefits of paperless trading as well as easy liquidity, as the trading in shares of the Company is under compulsory dematerialized form.
15. The Company's Equity Shares are listed on Mumbai Stock Exchange Ltd and upto date listing fees have been paid in time.
16. Members who are holding Shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holding into one folio. The Share Certificates will be returned to the Members after incorporating requisite changes thereon.
17. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication- Annual Report, Notices, Circulars, etc. from the Company electronically.
18. Ballot form for voting is also being sent alongwith this notice to the members to enable those who do not have access to e-voting facility to cast their vote on the resolutions, to be approved at the 32<sup>nd</sup> AGM, by sending their assent or dissent in writing.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013,  
IN RELATION TO THE SPECIAL BUSINESS IS ANNEXED HERETO**

Ms. Harshali Bhagwan Zine have been appointed as additional director of the company on 1<sup>st</sup> April 2016, since she is additional director, he ceases to hold office as a director at the Annual General Meeting.

The Company has notice from some of the members of the company proposing her name as Director of the Company.

Since she has render valuable services to the company. The resolution mentioned in item no. 4 is placed for consideration of the member.

None of the Directors are interested.

By Order of the Board

(Rajashree Patil)  
Director

Place: Mumbai  
Dated: 25<sup>th</sup> August, 2016



## DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2015-16

To,  
The Members,  
BOMBAY TALKIES LIMITED

Your directors have pleasure in presenting herewith their 32<sup>nd</sup> Annual Report together with the Audited Statements of Accounts of the Company for the year ended 31st March, 2016.

### **FINANCIAL HIGHLIGHTS:**

The financial highlights of the company, for the year ended 31st March, 2016 are summarized as below:

| Particulars  | (In Rupees)                               |   |
|--|---|---|
|  | Year ended<br>31 <sup>st</sup> March 2016 | Year ended<br>31 <sup>st</sup> March 2015 |
| Income for the year  | 18370950.00                               | 19332600.00                               |
| Expenditure for the year excluding Depreciation and Amortization Exp.  | 18468136.75                               | 1,90,88,756.00                            |
| Profit or Loss before Depreciation and Amortization Exp.               | (97186.75)                                | 2,43,844.00                               |
| Less: Depreciation and Amortization Exp.                               | (109615.00)                               | 1,36,914.00                               |
| Profit or Loss after Depreciation and Amortization Exp. But before Tax | (206801.75)                               | 1,06,930.00                               |
| Less: Tax Expense  | (25690.89)                                | 55,882.00                                 |
| <b>Profit/(Loss) after tax</b>   | <b>(233492.64)</b>                        | <b>51,048.00</b>                          |
| Add: Balance Profit/(Loss) B/F from the previous Year                  | 1596807.03                                | 15,45,759.03                              |
| Balance Profit / (Loss) C/F to the next year                           | <b>1363314.39</b>                         | <b>15,96,807.03</b>                       |

### **DIVIDEND :**

Your Directors have not recommended any dividend for the Financial Year ended March 31, 2016.

### **RESERVES :**

No amount was transferred to the reserves during the financial year ended 31st March, 2016.

### **NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS :**

The Board of Directors meet 5 (five) times during the financial year 2015 – 2016. The necessary quorum was present for all the meetings.

### **STATE OF COMPANY'S AFFAIRS :**

During the year under review, the Company has incurred a net Loss of Rs. (233492.64) in comparison to last year's profit of Rs. 51048.00. Barring unforeseen events, your Directors expect to achieve good results in the coming years.

### **CHANGE IN THE NATURE OF BUSINESS :**

There is no change in the nature of the business of the company during the financial year ended 31st March, 2016.

### **MATERIAL CHANGES AND COMMITMENTS :**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 :**

The company has not given any Loans & Guarantees or provided any security and has not made any investment during the financial year 2015-2016. Thus, the provisions of Section 186 of the Companies Act, 2013 is not applicable to the company.

**EXTRACT OF ANNUAL RETURN :**

The extract of Annual Return in form no.MGT-9 as required under Section 92(3) of the Companies Act, 2013 for the financial year ending March 31, 2016 is annexed hereto and forms part of this report.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188**

:

The company has not entered into any related party transactions which fall under section 188(1) of the Companies Act, 2013 during the year under review. Therefore, the provisions of Section 188(1) of the Companies Act, 2013 were not attracted and disclosure in Form AOC-2 is not required.

**PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS/ OUTGO:**

In accordance with the provisions of Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 (3) of Accounts of Company Rules, 2014, there is no energy conservation, technology ,absorption etc. during the Financial Year 2015-2016. There is no foreign exchange earnings and outgo during the year.

**RISK MANAGEMENT POLICY :**

Risk Management is an integral part of the Company's business strategy. The Board sets and approves the strategic plans and objectives for risk management and risk philosophy. The Board of Directors has adopted a Risk Management Policy.

**ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS :**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures.

**CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL**

- a) There has been change in the constitution of Board of Directors of the company during the year under review i.e. the structure of the Board is -

| <b><u>Din No.</u></b> | <b><u>Name of the Director</u></b> | <b><u>Date of Appointment</u></b> | <b><u>Date of Resignation</u></b> |
|-----------------------|------------------------------------|-----------------------------------|-----------------------------------|
| 5121017               | KISHOR GOPAL PATIL                 | 28/11/2011                        | -                                 |
| 5135897               | RAJASHREE KISHOR PATIL             | 25/10/2011                        | -                                 |
| 7479232               | HARSHALI BHAGWAN ZINE              | 01/04/2016                        | -                                 |

- b. Retirement by rotation: Mr. Harshali B. Zine, Director and Rajashree Kishor Patil, Director, retires by rotation at this AGM and is eligible for reappointment. He is proposed to be reappointed as a Director at this AGM.

- a) In view of the applicable provisions of the Companies Act, 2013, the Company is not mandatorily required to appoint any whole time KMPs.

**DEPOSITS:**

The Company has not accepted any deposits during the year under review.

**DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES :**

The Company does not have any Subsidiary, Joint Venture or an Associate Company.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS :**

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and company's operations in future.

**BOARD'S COMMENT ON THE AUDITORS' REPORT :**

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self explanatory. The Auditors' Report does not contain any qualification, reservation or adverse remark.

**APPOINTMENT OF STATUTORY AUDITOR :**

Ritesh Burad & Co, Chartered Accountants, existing Auditors of the Company, were appointed for a period of two years by the Board of Directors of the company in meeting held on 21<sup>st</sup> November 2016. Their appointment for the second year to audit the accounts for the financial year beginning on 1st April, 2015 to 31<sup>st</sup> March, 2016 requires ratification by the members. They are eligible and available for re-appointment.

**DIRECTORS RESPONSIBILITY STATEMENT :**

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors, confirm that —

- a) In the preparation of the annual accounts for financial year ended 31st March, 2016, the applicable accounting standards have been followed and there is no material departures from the same;
- 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 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 year;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the 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 for the financial year ended 31st March, 2016 on a going concern basis;
- e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**1. ACKNOWLEDGMENT:**

Your Directors express their appreciation and gratitude for the continued co-operation, support and assistance provided by all the valued channel partners, Distributor, Suppliers, Bankers, Shareholders, the Central Government and State Government.

For Order of the Board of Directors

Place : Mumbai  
Dated : 25<sup>th</sup> August 2016

Kishor Patil  
Din No. 05121017  
Director

Harshali B. Zine  
Din No. 02265076  
Director

## FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup>  
MARCH, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:-

|      |   |  |
|------|---|--|
| i.   | CIN   | L65990MH1984PLC033919  |
| ii.  | Registration Date   | 03/09/1984   |
| iii. | Name of the Company   | Bombay Talkies Limited   |
| iv.  | Category/Sub-Category of the Company                                      | Company Limited by Shares/<br>Indian Non-Government Company/   |
| v.   | Address of the Registered office and contact details                      | 406, Balaram Bhavan, Grant Road, Mumbai Mumbai<br>City<br>MH 400007 IN   |
| vi.  | Whether listed company  | Yes  |
| vii. | Name, Address and Contact details of Registrar and Transfer Agent, if any | Adroit Corporate Services Pvt. Ltd.,<br>17-20, Jafferbhoy Ind. Estate,<br>1 <sup>st</sup> Floor, Makwana Road,<br>Marol Naka, Andheri (E),<br>Mumbai 400059. |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY \*\*

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

| Sl. No | Name and Description of main products/ services | NIC Code of the Product/ service | % to total turnover of the company |
|--------|---|----------------------------------|------------------------------------|
| 1      | Financial & Insurance Service                   | K8                               | %                                  |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| Sl. No. | Name and Address of the Company | CIN/ GLN | Holding/ Subsidiary /Associate | % of shares held | Applicable Section |
|---------|---------------------------------|----------|--------------------------------|------------------|--------------------|
|         | Nil                             | Nil      | Nil                            | Nil              | Nil                |



|   |         |          |            |        |         |          |            |        |     |
|---|---------|----------|------------|--------|---------|----------|------------|--------|-----|
| (i) Individual shareholders holding nominal share capital upto Rs. 2 lakh         | 1320705 | 18538211 | 19858916   | 36.78  | 1360478 | 18541329 | 19901807   | 36.86  | -   |
| (ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh | -       | -        | -          | -      | -       | -        | -          | -      | -   |
| c) Qualified Foreign Investor   | -       | -        | -          | -      | -       | -        | -          | -      | -   |
| d) Any Other (specify)  |         |          |            |        |         |          |            |        |     |
| di) N. R. I.  | 539     | -        | 539        | -      | 39      | -        | 39         | -      | -   |
| dii) Foreign Indl. Holding (FDI)  | -       | -        | -          | -      | 1       | -        | 1          | -      | -   |
| diii) Clearing Member   | 6521    | -        | 6521       | 0.01   | -       | -        | -          | -      | -   |
| Sub-total (B) (2)   | 2869289 | 48930711 | 51800000   | 95.93  | 2666171 | 48933829 | 51600000   | 95.56  | -   |
| Total Public Shareholding (B) = (B) (1) + (B) (2)                                 | 2869289 | 48930711 | 51800000   | 95.93  | 2666171 | 48933829 | 51600000   | 95.56  | -   |
| C. Shares held by Custodian for GDRs & ADRs                                       | -       | -        | -          | -      | -       | -        | -          | -      | -   |
| Grand Total (A+B+C)   | 2969289 | 51030711 | 54,000,000 | 100.00 | 2966171 | 51033829 | 54,000,000 | 100.00 | N.A |

ii.Shareholding of Promoters

| Sl. No | Shareholder's Name                      | Shareholding at the beginning of the year |                                  |   | Shareholding at the end of the year |                                  |   | % 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      | ABBHEY FINEXIM PVT. LTD.                | 600000                                    | 2.57                             | Nil   | 600000                              | 2.57                             | Nil   | Nil                                       |
| 2      | BAY INLAND FINANCE PVT. LTD.            | 500000                                    | 0.90                             | Nil   | 500000                              | 0.90                             | Nil   | Nil                                       |
| 3      | BHASKAR FUND MANAGEMENT LTD.            | 500000                                    | 0.60                             | Nil   | 500000                              | 0.60                             | Nil   | Nil                                       |
| 4      | CLIFTON SECURITIES PRIVATE LTD          | 600000                                    | 2.74                             | Nil   | 600000                              | 2.74                             | Nil   | Nil                                       |
| 5      | ONLINE INFORMATION TECHNOLOGIES LIMITED | 200000                                    | 0.29                             | Nil   | 200000                              | 0.29                             | Nil   | Nil                                       |

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

| Sl. No | Name of the shareholder  | Shareholding at the beginning of the year |             | Cumulative Shareholding during the year |             |
|--------|--|---|-------------|---|-------------|
|        |  | No. of shares                             | % of shares | No. of shares                           | % of shares |
| 1      | At the beginning of the year   | Nil                                       | Nil         | Nil                                     | Nil         |
|        | Increase or Decrease in shareholding during the year {Transfer (Inter se transfers)} | Nil                                       | Nil         | Nil                                     | Nil         |
|        | At the end of the year   | -   | -           | -                                       | -           |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sl. No | For Each of the Top 10 Shareholders   | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|--------|---|---|----------------------------------|---|----------------------------------|
|        |   | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |
| 1      | CONRAD TELEFLIMS LIMITED  | 3360000                                   | 6.22                             | 3360000                                 | 6.22                             |
| 2      | FALCON ENTERPRISES PVT LIMITED  | 2700000                                   | 5.00                             | 2700000                                 | 5.00                             |
| 3      | GRACEFUL PROPERTIES LIMITED   | 3360000                                   | 6.22                             | 3360000                                 | 6.22                             |
| 4      | ISPAT SHEET LTD   | 2640000                                   | 4.89                             | 2640000                                 | 4.89                             |
| 5      | JAGDISHWAR PHARMACUTICALS WORK LTD.   | 2880000                                   | 5.33                             | 2880000                                 | 5.33                             |
| 6      | LAFFAN SOFTWARE LIMITED   | 3120000                                   | 5.78                             | 3120000                                 | 5.78                             |
| 7      | N.E. ELECTRONICS LIMITED  | 3180000                                   | 5.89                             | 3180000                                 | 5.89                             |
| 8      | ONLINE INFORMATION TECHNOLOGIE  | 3000000                                   | 5.56                             | 3000000                                 | 5.56                             |
| 9      | SRG CUSTODIANS & SECU. LTD.   | 2820000                                   | 5.22                             | 2820000                                 | 5.22                             |
| 10     | VARISHTHA BUSINESS PVT LTD  | 2940000                                   | 5.44                             | 2940000                                 | 5.44                             |
| 11     |   |   |                                  |   |                                  |
|        | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | -   | -                                | -                                       | -                                |
|        | At the End of the year (or on the date of separation, if separated during the year)   | -   | -                                | -                                       | -                                |

(v) Shareholding of Directors and Key Managerial Personnel:

| Sl. No | Name of the shareholder  | Shareholding at the beginning of the year |             | Cumulative Shareholding during the year |             |
|--------|--|---|-------------|---|-------------|
|        |  | No. of shares                             | % of shares | No. of shares                           | % of shares |
| 1      | At the beginning of the year   |   |             |   |             |
|        | Increase or Decrease in shareholding during the year {Transfer (Inter se transfers)} | -   | -           | -                                       | -           |
|        | At the end of the year   | -   | -           | -                                       | -           |
|        |  | -   | -           | -                                       | -           |



## V. INDEBTEDNESS

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

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

| Sl. No. | Particulars of Remuneration   | Name of MD/WTD/ Manager |   |   |   | Total Amount |
|---------|---|-------------------------|---|---|---|--------------|
| 1.      | Gross salary<br>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961<br>(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961 | -                       | - | - | - | -            |
| 2.      | Stock Option  | -                       | - | - | - | -            |
| 3.      | Sweat Equity  | -                       | - | - | - | -            |
| 4.      | Commission<br>- as % of profit<br>- Others, specify...  | -                       | - | - | - | -            |
| 5.      | Others, please specify  | -                       | - | - | - | -            |
| 6.      | Total (A)   | -                       | - | - | - | -            |
|         | Ceiling as per the Act  | -                       | - | - | - | -            |

B. Remuneration to other directors:

| Sl. No. | Particulars of Remuneration  | Name of Directors |   |   |   | Total Amount |
|---------|--|-------------------|---|---|---|--------------|
|         | <u>Independent Directors</u><br>• Fee for attending board committee meetings<br>• Commission<br>• Others, please specify         | -                 | - | - | - | -            |
|         | Total(1)   | -                 | - | - | - | -            |
|         | <u>Other Non-Executive Directors</u><br>• Fee for attending board committee meetings<br>• Commission<br>• 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

| Sl. no. | Particulars of Remuneration   | Key Managerial Personnel |                   |     |       |
|---------|---|--------------------------|-------------------|-----|-------|
|         |   | CEO                      | Company Secretary | CFO | Total |
| 1.      | Gross salary<br>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961<br>(b) Value of perquisites u/s17(2) Income-tax Act, 1961<br>(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | -                        | -                 | -   | -     |
| 2.      | Stock Option  | -                        | -                 | -   | -     |
| 3.      | Sweat Equity  | -                        | -                 | -   | -     |
| 4.      | Commission<br><br>-as % of profit<br>-Others, specify...  | -                        | -                 | -   | -     |
| 5.      | Others, please specify  | -                        | -                 | -   | -     |
| 6.      | Total   | -                        | -                 | -   | -     |

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) |
|-------------------------------------|------------------------------|-------------------|---|----------------------------|------------------------------------|
| <b>A. Company</b>                   |                              |                   |   |                            |                                    |
| Penalty                             | -                            | -                 | -   | -                          | -                                  |
| Punishment                          | -                            | -                 | -   | -                          | -                                  |
| Compounding                         | -                            | -                 | -   | -                          | -                                  |
| <b>B. Directors</b>                 |                              |                   |   |                            |                                    |
| Penalty                             | -                            | -                 | -   | -                          | -                                  |
| Punishment                          | -                            | -                 | -   | -                          | -                                  |
| Compounding                         | -                            | -                 | -   | -                          | -                                  |
| <b>C. Other Officers In Default</b> |                              |                   |   |                            |                                    |
| Penalty                             | -                            | -                 | -   | -                          | -                                  |
| Punishment                          | -                            | -                 | -   | -                          | -                                  |
| Compounding                         | -                            | -                 | -   | -                          | -                                  |

Place: Mumbai

For and on behalf of the Board of Directors

Date : 25<sup>th</sup> August, 2016

KISHOR GOPAL PATIL  
Director  
(Din : 05121017)

RAJASHREE K. PATIL  
Director  
(Din: 05135897)

# BOMBAY TALKIES LIMITED

## CORPORATE GOVERNANCE

### **1. COMPANY'S PHILOSOPHY :**

The Company has been following sound Corporate Governance practices right from its inception. The driving forces of Corporate Governance in the company are its core values- Belief in people, Entrepreneurship, Customers Orientation and the pursuit of Excellence. The Company's goal is to find creative and productive ways of delighting its stakeholders, i.e. Investors, Customers and Associates, while fulfilling the role of a responsible corporate representative committed to best practices .

### **2. BOARD OF DIRECTORS:**

In terms of Company's Corporate Governance Policy, all statutory and other significant and material information are placed before the Board of Directors to enable it to discharge its responsibilities of strategic supervision of the Company as trustees of the Shareholders.

#### **2.1 Composition Directors:**

The Board of Directors of the Company consist of qualified Non-Executive Directors. The total number of Directors of the Company are three.

The Composition of the Board of Directors as on 31st March, 2016 and the number of other Directorship and Membership/Chairmanship held by the Directors in the committee of various Companies are given below :-

| <u>Name of Directors</u>                             | <u>Category of Directorship</u> | <u>No. of other Directorship held as on 31st March, 2016</u> | <u>Committee Membership held in other Companies</u> |                    |
|--|---------------------------------|--|---|--------------------|
|  |                                 |  | <u>As Member</u>                                    | <u>As Chairman</u> |
| 1. Mr. Kishor Patil Chairperson & Executive Director |                                 | 5  | 4   | 1                  |
| 2. Mrs. Rajashree Patil                              | NED                             | 5  | 3   | 2                  |
| 3. Ms. Harshali Bhagwan Zine                         | NED                             | 5  | 3   | 2                  |

#### **1. NED = Non-Executive Director**

#### **2.2 Meetings and Attendance :**

During the financial year ended 31<sup>st</sup> March, 2016, six Meetings of the Board of Directors were held on 29/04/2015, 29/07/2015, 23/08/2015, 29/10/2015 and 29/01/2016.

| <u>Name of the Directors</u> | <u>No. of Board Meetings attended</u> | <u>Attendance of the Last Annual General Meeting held on 28<sup>th</sup> September, 2016</u> |
|------------------------------|---------------------------------------|--|
|                              |                                       |  |
| Mr. Kishor Gopal Patil       | 6                                     | Yes  |
| Mrs. Rajashree Patil         | 6                                     | Yes  |
| Ms. Harshali Bhagwan Zine    | 6                                     | Yes  |

### **3. AUDIT COMMITTEE:**

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities, an Audit Committee has been constituted consisting of only Independent Directors as sub-committee to the Board. The functions of the Audit Committee include:

- Reviewing the adequacy of internal control systems and the Internal Audit Reports, and their compliance thereof.
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending the appointment of external auditors and fixation of their audit fee and also approval for payment for any other services.
- Reviewing with Management the quarterly and annual financial statements before submission to the Board.

**Composition and other details**

The Audit Committee of the Company was constituted with three Independent Directors viz.

Mr. Kishor Gopal Patil  
Mrs. Rajashree Patil  
Ms. Harshali Bhagwan Zine

During the year under review, the Audited Committee met 4 times, Mr. Kishor Patil, Chairman, and Mr. Rajashree Patil director attended the meetings.

The meetings of the Audit Committee were attended by the head of Finance and Internal Audit and Statutory Auditors as invitees. Members held discussions with the Statutory Auditors during the meetings of the Committee and the quarterly and annual audited financials of the company were reviewed by the Audit Committee before consideration and approval by the Board of directors. The committee reviewed the internal control systems and the conduct of Internal Audit.

**4. REMUNERATION COMMITTEE :**

The need for Constitution of Remuneration Committee is not felt by the Company in view of the fact that all the Directors are non-executive Directors. Due to the prevailing critical financial condition of the Company, all the Directors have decided to waive their rights to receive the fees for attending the meetings of the Board of Directors and Committee thereof.

**5. INVESTOR GRIEVANCE COMMITTEE :**

As a measure of good corporate governance and to focus on shareholders grievances towards strengthening investor relation, an Investor Grievance Committee, as a sub-committee to Board of Directors has been constituted.

**a. The functions of the committee include:**

To specifically look in to the redressal of investors' grievances pertaining to:

- 1) Transfer of Shares
- 2) Dividends
- 3) Dematerialization of shares
- 4) Replacement of lost / stolen / mutilated share certificates
- 5) Non-receipt of rights / bonus / split share certificates
- 6) Other related issues

**b. Constitution and composition:**

The Committee was constituted with following two non-executive directors.

Mr. Kishor Gopal Patil  
Mrs. Rajashree Patil  
Ms. Harshali Bhagwan Zine

During the year under review, the Committee met 4 times to review investor grievances.

**c. Others:-**

There is no valid request pending for share transfer at the year end neither there is any pending complain from the investor.

**6. VENUE AND TIME OF THE LAST THREE ANNUAL GENERAL MEETINGS :**

| <b>Year Ended</b>            | <b>Venue</b>                                      | <b>Date</b>                      | <b>Time</b> |
|------------------------------|---|----------------------------------|-------------|
| 31 <sup>st</sup> March, 2013 | 406, Balaram Bhavan, Grant Road, Mumbai – 400 007 | 21 <sup>st</sup> September, 2013 | 11.30 a.m.  |
| 31 <sup>st</sup> March, 2014 | 406, Balaram Bhavan, Grant Road, Mumbai – 400 007 | 20 <sup>th</sup> September, 2014 | 12.00 p.m.  |
| 31 <sup>st</sup> March, 2015 | 406, Balaram Bhavan, Grant Road, Mumbai – 400 007 | 21 <sup>st</sup> September, 2015 | 11.00 p.m.  |

**7. DISCLOSURES:**

- (i) There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, their Subsidiaries or relatives conflicting with Company's interest.
- (ii) There are no pecuniary relationships or transactions of non-executive directors vis-à-vis Company.
- (iii) No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets.

**MEANS OF COMMUNICATION :**

The quarterly and yearly financial results of the Company are sent to the Stock Exchanges immediately after they are approved by the Board. These are widely published in leading Financial / Non-financial newspapers having all India coverage.

**8. GENERAL SHAREHOLDERS INFORMATION :**

**8.1 Registered Office :** 406, Balaram Bhavan, Grant Road, Mumbai Mumbai City MH 400007

**8.2 Annual General Meeting :** 28<sup>th</sup> September, 2016 at 11.00 A. M.  
( Date, Time & Venue) 406, Balaram Bhavan, Grant Road, Mumbai Mumbai City MH 400007

**8.3 Book Closure :**  
28<sup>th</sup> September, 2016 to 28<sup>th</sup> September, 2016 (One Day)

**8.4 Listing of Shares & Other Securities :**  
Name of the Stock Exchange: - Mumbai Stock Exchange Ltd.

**8.5 Market Price Data :**  
The monthly high and low quotation of the shares of the company for the last financial years are not provided as there was no trading during the said financial years.

**8.6 STOCK CODE :** 511246

## 8.7 DISTRIBUTION OF SHARE HOLDING :

The Shareholding of equity shares as on 31<sup>st</sup> March, 2016 is given below:-

| Category            |         | Number of Shareholders | Per %         | Number of Shares Held | Per %         |
|---------------------|---------|------------------------|---------------|-----------------------|---------------|
| Upto                | 100     | 254                    | 15.43         | 14118                 | 0.03          |
| 101                 | 500     | 328                    | 19.93         | 108124                | 0.20          |
| 501                 | 1000    | 170                    | 10.33         | 150993                | 0.28          |
| 1001                | 2000    | 109                    | 6.62          | 173117                | 0.32          |
| 2001                | 3000    | 60                     | 3.65          | 154083                | 0.29          |
| 3001                | 4000    | 23                     | 1.40          | 82661                 | 0.15          |
| 4001                | 5000    | 22                     | 1.34          | 106382                | 0.20          |
| 5001                | 10000   | 30                     | 1.82          | 230151                | 0.43          |
| 10001               | 20000   | 46                     | 2.79          | 816667                | 1.51          |
| 20001               | 50000   | 576                    | 34.99         | 18022425              | 33.37         |
| 50001               | & Above | 28                     | 1.70          | 34141279              | 63.22         |
| <b>TOTAL ==&gt;</b> |         | <b>1646</b>            | <b>100.00</b> | <b>54000000</b>       | <b>100.00</b> |

## 8.8 SHAREHOLDING PATTERN :-

| Category               | No. of Shares   | Per %         |
|------------------------|-----------------|---------------|
| Nationalized Banks     | -               | -             |
| Mutual Funds           | -               | -             |
| NRIs / OCBs            | 40              | 0.00          |
| Other Bodies Corporate | 34098153        | 63.14         |
| Public                 | 19901807        | 36.86         |
| <b>Total</b>           | <b>54000000</b> | <b>100.00</b> |

## 8.9 Share Transfer system:-

Shares sent for transfer in physical form are registered and returned by the company in about 15 to 20 days of receipt of the documents, provided documents are found in order. Shares under objection are returned within two weeks. The Share Transfer Committee meets generally on a weekly basis to consider the transfer proposals

8.10 Financial Calendar : April to March.

8.11 ISIN NO. FOR dematerialized Shares: INE910D01024

8.12 Registrar and Share Transfer Agents  
(Both for Physical & Dematerialised Shares)

**Adroit Corporate Services Pvt. Ltd**  
19/20, Jaferbhoy Industrial Estate,  
Makwana Road, Marol Naka,  
Andheri, (E), Mumbai - 400059  
Phone: 022 – 28596060  
Fax : 022 - 28503748  
E-mail: info@adroitcorporate.com

## CERTIFICATE

To  
The Members of  
**BOMBAY TALKIES LIMITED**  
Mumbai

We have examined the compliance of the conditions of Corporate Governance by **M/s. BOMBAY TALKIES LIMITED** for the year ended 31<sup>st</sup> March, 2016 as stipulated in Clause 49 of the Listing Agreement of the said Company, with the stock exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that the Company have maintained records to show the Investors Grievances against the Company and have certified that as on 31<sup>st</sup> March, 2016, there were no investor grievances remaining unattended / pending for more than 30 days.

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

**For Ritesh Burad & Company**  
Chartered Accountants

**Ritesh Burad**  
Proprietor  
Membership No. 103781

Place : MUMBAI  
Date : 25<sup>th</sup> August, 2016



## Management Discussion and Analysis

### Overall review, industry Structure and Developments:

The Scenario and situation is compounding by factor like political instability and emergence of low cost for out sourcing business. It is expected that growth will come mostly in organic way.

### Opportunities and Threat

Your Company, with its diversified portfolio of investments and trading strategy with available liquid funds was particularly well placed to benefit on improvement in the sentiment in market.

### Out Look

The Company has net Loss of Rs. 2,33,492.64 for the year 2015-16 as Compared to a net Profit of Rs. 51,048.00 in the previous year 2014-15. The Company's has made profit in the year under consideration basically due to volatile Market.

### Internal control System

The Company has an adequate system of internal control, which assures us of maintaining proper accounting records and reliability of financial information. The Company ensures adherence to all internal control policies and procedures as well as compliances with regulatory guidelines.

### Human relations

The Company has a team of able and experienced industry professionals. There is in place a well defined in - house training program for its employees. Since the Company is not having manufacturing activities, hence the HRD was not formed.

Financial performance with respect to operational performance (Amount in Rs.)

| Particulars                | 31-03-2016     | 31-03-2015     |
|----------------------------|----------------|----------------|
| Total Income               | 1,83,70,950.00 | 1,93,32,600.00 |
| Total Expenditure          | 1,84,68,136.75 | 1,90,88,756.00 |
| Depreciation               | 1,09,615.00    | 1,36,914.00    |
| Profit / (loss) before Tax | (2,06,801.75)  | 1,06,930.00    |
| Less : Tax Paid            | 26,690.89      | 55,882.00      |
| Profit / (loss) after Tax  | (2,33,492.64)  | 51,048.00      |

### Caution:

The statements in this report including Management's Discussion and Analysis report reflects Company's projections, estimates, expectations or predictions and contain forward looking statements that involve risks and uncertainty. The Company and the Management shall not be held liable for any loss, which may arise as a result of any action taken on the basis of the information contained herein. Readers are cautioned not to place undue reliance on these forward looking statements that speak only of the expectations as on the date.

## **CEO & CFO CERTIFICATION**

The Members  
Bombay Talkies Limited  
406, Balam Bhavan,  
Grant Road,  
Mumbai – 400 007

Re-financial Statements for the year ended 31<sup>st</sup> March 2016 – Certification

We, Kishor Patil, Chairman, Independent & Non - Executive Director and Rajashree Patil Independent & Non - Executive Director, on the basis of the review of the financial statements and the cash flow statements for the

Financial year ending 31<sup>st</sup> March 2016 and to the best of our knowledge and belief, thereby certify that:-

1. These statements do not contain any materially untrue statements or omit any material fact or contains statements that might be misleading.
2. These 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.
3. There are to the best of our knowledge and belief, no transaction entered into by the company during the year ended 31<sup>st</sup> March 2016 which are fraudulent, illegal or vocative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting, we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.
5. We further certify that:
  - (a) There have been no significant changes in the international control over financial reporting during this year.
  - (b) There have been no significant changes in accounting policies during this year and that the same have been disclosed in the noted to the financial statements.
  - (c) There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.

Kishor Patil  
**Chairman, Independent & Non - Executive Director**  
**Director**

Harshali B. Zine  
**Independent & Non - Executive**  
**Director**

Place : Mumbai, 25<sup>th</sup> Day of August, 2016.

## **DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT**

In accordance with clause 49 of the Listing Agreement with the Stock Exchanges, Mumbai, I, Rajashree Patil, Chairman, Independent & Non - Executive Director of the Company, hereby declare that the Board Members and senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this report, for the year ended 31<sup>st</sup> March 2016.

For Bombay Talkies Limited

Kishor Patil  
Chairman, Independent & Non - Executive Director

Place: Mumbai  
Date: 25<sup>th</sup> August 2016

## INDEPENDENT AUDITOR'S REPORT

### To The Members of BOMBAY TALKIES LIMITED

#### Report on the Financial Statements

We have audited the accompanying financial statements of **BOMBAY TALKIES LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2016, the statement of profit and loss and the cash flow statement for the year then 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 and financial performance 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 an 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 thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the 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 control 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 the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the financial statements.

## **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 31 March 2016 and its profit and its cash flows for the year ended on that date.

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

As required by the Companies (Auditors' Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Companies Act, 2013. We give in the Annexure A statements on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.

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 purposes 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 books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and 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 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 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, refer to our separate report in "Annexure B"; and
- (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 has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

## **For Ritesh Burad & Co**

Chartered Accountants

(Firm Registration No. 117936W)

## **Ritesh Burad**

Proprietor

Membership No. 103781

Place : MUMBAI

Date : 25<sup>th</sup> August, 2016

## **Annexure A to the Independent Auditors' Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

### **1) In Respect of Fixed Assets**

- a. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b. The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

### **In Respect of Inventory**

Physical verification of inventory has been conducted at reasonable intervals by the management and No material discrepancies were noticed on physical verification.

### **2) Loans and advances to parties covered under section 189**

The company has not granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Act. So Clause (1) to (C) is not applicable

### **3) Compliance under section 185 and 186 of The Companies Act , 2013**

In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

### **4) Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed there under while accepting Deposits**

The Company has not accepted any deposits from the public.

### **5) Maintenance of cost records**

The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

### **6) Deposit of Statutory Dues**

- a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of

undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable

- b. According to the information and explanations given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute.

#### **7) Repayment of Loans and Borrowings**

Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institution, bank of debenture holders.

#### **8) Utilization of Money Raised by Public Offers and Term Loan For which they Raised**

The company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans. Hence this clause is not applicable.

#### **9) Reporting of Fraud During the Year**

According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

#### **10) Managerial Remuneration**

To the best of our knowledge and belief and according to the information and explanations given to us, as the Company is an unlisted Company, Managerial remuneration has been paid or provided in accordance with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **11) Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio**

In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

#### **12) Related party compliance with Section 177 and 188 of companies Act - 2013**

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.

**13) Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentures**

According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

**14) Compliance under section 192 of Companies Act - 2013**

According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

**15) Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934**

The company is not required to be registered under section 45-IA of the Reserve Bank of India Act.

**For Ritesh Burad & Co**  
Chartered Accountants  
(Firm Registration No. 117936W)

**Ritesh Burad**  
Proprietor  
Membership No. 103781

Place : MUMBAI  
Date : 25<sup>th</sup> August, 2016



## **Annexure - B to the Auditors' 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 Infosys Limited ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The Company's management 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 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 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 judgment, 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:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 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 authorisations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorised 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 March 2016, 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 Institute of Chartered Accountants of India.

**For Ritesh Burad & Co**  
Chartered Accountants  
(Firm Registration No. 117936W)

**Ritesh Burad**  
Proprietor  
Membership No. 103781

Place : MUMBAI  
Date : 25<sup>th</sup> August, 2016

# **Bombay Talkies Limited**

**BALANCE SHEET AS AT 31ST MARCH, 2016**

| PARTICULARS   | NOTE NO | 31.03.2016                  |    | 31.03.2015           |    |
|---|---------|-----------------------------|----|----------------------|----|
|   |         | Rs.                         | P. | Rs.                  | P. |
| <b>I. EQUITY AND LIABILITIES</b>                          |         |                             |    |                      |    |
| <b>(1) <u>Shareholders' Funds</u></b>                     |         |                             |    |                      |    |
| (a) Share Capital   | 1       | 54,000,000.00               |    | 54,000,000.00        |    |
| (b) Reserves and Surplus                                  | 2       | 1,363,314.39                |    | 1,596,807.03         |    |
| <b>(2) <u>Current Liabilities</u></b>                     |         |                             |    |                      |    |
| (a) Trade Payables  | 3       | 865,400.00                  |    | 1,565,400.00         |    |
| (b) Other Current Liabilities                             | 4       | 238,567.80                  |    | 218,989.80           |    |
| <b>Total :</b>  |         | <b>56,467,282.19</b>        |    | <b>57,381,196.83</b> |    |
| <b>II. ASSETS</b>   |         |                             |    |                      |    |
| <b>(1) <u>Non-Current Assets</u></b>                      |         |                             |    |                      |    |
| (a) Fixed Assets  |         |                             |    |                      |    |
| (i) Tangible Assets                                       | 5       | 3,876,491.35                |    | 3,986,106.35         |    |
| <b>(2) <u>Non-Current Investments</u></b>                 |         |                             |    |                      |    |
|   | 6       | 16,878,420.50               |    | 16,718,620.50        |    |
| <b>(3) <u>Current Assets</u></b>                          |         |                             |    |                      |    |
| (a) Stock in trade  | 7       | 17,261,400.00               |    | 18,001,400.00        |    |
| (b) Trade Receivables                                     | 8       | 543,750.00                  |    | 543,750.00           |    |
| (c) Cash and cash equivalents                             | 9       | 69,727.34                   |    | 54,436.09            |    |
| (d) Short term Loans & Advances                           | 10      | 17,837,493.00               |    | 18,076,883.89        |    |
| <b>Total :</b>  |         | <b>56,467,282.19</b>        |    | <b>57,381,196.83</b> |    |
| <b>See accompanying notes to the Financial Statements</b> |         | -                           |    | -                    |    |
| For Ritesh Burad & Company<br>Chartered Accountants       |         | For & on Behalf of Board    |    |                      |    |
|   |         | Kishor Patil<br>Director    |    |                      |    |
| (Ritesh Burad)<br>Partner<br>Membership No.: 103781       |         | Rajashree Patil<br>Director |    |                      |    |
| Mumbai, 25th August 2016                                  |         |                             |    |                      |    |

# Bombay Talkies Limited

## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

| SR.NO     | PARTICULARS   | NOTE NO | 31.03.2016           |      | 31.03.2015           |      |
|-----------|---|---------|----------------------|------|----------------------|------|
|           |   |         | Rs.                  | P.   | Rs.                  | P.   |
| <b>A.</b> | <b>INCOME :</b>   |         |                      |      |                      |      |
| I         | Income From Operations  | 11      | 1,051,050.00         |      | 1,275,350.00         |      |
| II        | Other Income  | 12      | 58,500.00            |      | 55,850.00            |      |
| III       | Closing Stock   | 7       | 17,261,400.00        |      | 18,001,400.00        |      |
|           |   |         | -                    |      | -                    |      |
| IV        | <b>Total Revenue</b>  |         | <b>18,370,950.00</b> |      | <b>19,332,600.00</b> |      |
| <b>B.</b> | <b>EXPENSES :</b>   |         |                      |      |                      |      |
| I         | Opening Stock   | 13      | 18,001,400.00        |      | 18,396,400.00        |      |
| II        | Purchases   | 14      | -                    |      | 270,000.00           |      |
| III       | Employees Benefit Exps  | 15      | 66,660.00            |      | 63,175.00            |      |
| IV        | Other Expenses  | 16      | 509,691.75           |      | 496,095.00           |      |
| V         | <b>Total Expenses</b>   |         | <b>18,577,751.75</b> |      | <b>19,225,670.00</b> |      |
| VI        | Profit before exceptional and extraordinary items and tax (III -IV) |         | (206,801.75)         |      | 106,930.00           |      |
| VII       | Exceptional Items   |         | -                    |      | -                    |      |
| VIII      | Profit before extraordinary items and tax (V - VI)                  |         | (206,801.75)         |      | 106,930.00           |      |
| IX        | Extraordinary Items -   |         | -                    |      | -                    |      |
| X         | Profit before tax (VII - VIII)                                      |         | (206,801.75)         |      | 106,930.00           |      |
| XI        | <b>TAX EXPENSE :</b>  |         |                      |      |                      |      |
|           | Income Tax Paid   |         | 26,690.89            |      | 55,882.00            |      |
| XII       | Profit/(Loss) for the perid from continuing operations (IX -X)      |         | (233,492.64)         |      | 51,048.00            |      |
| XIII      | Profit/(Loss) from discontinuing operations                         |         | -                    |      | -                    |      |
| XIV       | Tax expense of discontinuing operations                             |         | -                    |      | -                    |      |
| XV        | Profit/(Loss) from discontinuing operations (XII - XIII)            |         | -                    |      | -                    |      |
| XVI       | Profit/(Loss) for the period (XI + XIV)                             |         | (233,492.64)         |      | 51,048.00            |      |
| XVII      | Earning per equity share:   |         |                      |      |                      |      |
|           | (1) Basic   |         |                      | 0.00 |                      | 0.00 |
|           | (2) Diluted   |         |                      |      |                      |      |

**See accompanying notes to the Financial Statements**

For Ritesh Burad & Company  
Chartered Accountants

For & on Behalf of Board

Kishor Patil  
Director

(Ritesh Burad)  
Partner  
Membership No.: 103781

Rajashree Patil  
Director

Mumbai, 25th August 2016

# Bombay Talkies Limited

**NOTES FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016.**

**NOTE : 1 SHARE CAPITAL**

| SR. NO.                          | PARTICULARS  | 31.3.2016            | 31.03.2015           |                      |                   |
|----------------------------------|--|----------------------|----------------------|----------------------|-------------------|
| <b>A.</b>                        | <b>AUTHORIZED CAPITAL :</b>  |                      |                      |                      |                   |
|                                  | 540 00 000 Equity Shares of Rs.1/- each.<br>(Previous Year 540 00 000 Equity Shares of Rs.1/- each)                            | 54,000,000.00        | 54,000,000.00        |                      |                   |
|                                  |  | <b>54,000,000.00</b> | <b>54,000,000.00</b> |                      |                   |
| <b>B.</b>                        | <b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL :</b>   |                      |                      |                      |                   |
|                                  | 54 000000 Equity Shares of Rs.1/- each Fully paid up<br>(Previous Year 54 0 00 000 Equity Shares of Rs.1/- each fully paid up) | 54,000,000.00        | 54,000,000.00        |                      |                   |
|                                  |  | <b>54,000,000.00</b> | <b>54,000,000.00</b> |                      |                   |
| <b>C.</b>                        | <b>RECONCILIATION OF NO. OF SHARES :</b>   |                      |                      |                      |                   |
|                                  | No. of Equity shares at the beginning of the Year  | 54,000,000           | 54,000,000           |                      |                   |
|                                  | Add : No. of Equity Shares allotted during the Year  | -                    | -                    |                      |                   |
|                                  | No. of Equity shares at the close of the Year  | <b>54,000,000</b>    | <b>54,000,000</b>    |                      |                   |
| <b>D.</b>                        | <b>Details of shareholders holding more than 5 % shares in the Co.:-</b>   | <b>31.3.2016</b>     | <b>31.3.2016</b>     | <b>31.03.2015</b>    | <b>31.03.2015</b> |
|                                  | <b>Companies :-</b>  |                      |                      |                      |                   |
|                                  | <b>Name :</b>  | <b>No. of</b>        | <b>%</b>             | <b>No. of Shares</b> | <b>%</b>          |
|                                  | Graceful Properties Limited  | 3,360,000            | 6.22                 | 3,360,000            | 6.22              |
|                                  | Jagdishwar Pharmaceuticals Works Limited   | 2,880,000            | 5.33                 | 2,880,000            | 5.33              |
|                                  | Laffan Software Limited  | 3,120,000            | 5.78                 | 3,120,000            | 5.78              |
|                                  | NE Electronics Limited   | 3,180,000            | 5.89                 | 3,180,000            | 5.89              |
|                                  | Conrad Telefilms Limited   | 3,360,000            | 6.22                 | 3,360,000            | 6.22              |
|                                  | Varishtha Business Pvt. Ltd  | 2,940,000            | 5.44                 | 2,940,000            | 5.44              |
|                                  | Online Information Technologies Limited  | 3,000,000            | 5.56                 | 3,000,000            | 5.56              |
| SRG Custodian & Sec. (I) Limited | 2,820,000  | 5.22                 | 2,820,000            | 5.22                 |                   |

**NOTE : 2 RESERVES & SURPLUS :**

| SR. NO.   | PARTICULARS                                      | 31.3.2016           | 31.03.2015          |
|-----------|--|---------------------|---------------------|
| <b>A.</b> | Surplus ( Balance in Statement of Profit & Loss) |                     |                     |
|           | Balance brought forward from previous year       | 1,596,807.03        | 1,545,759.03        |
|           | <b>ADD : Profit/(Loss) for the period</b>        | (233,492.64)        | 51,048.00           |
|           | <b>TOTAL :-</b>                                  | <b>1,363,314.39</b> | <b>1,596,807.03</b> |

**NOTE : 3 TRADE PAYABLES :**

| SR. NO.   | PARTICULARS      | 31.3.2016         | 31.03.2015          |
|-----------|------------------|-------------------|---------------------|
| <b>A.</b> | Sundry Creditors | 865,400.00        | 1,565,400.00        |
|           | <b>TOTAL :-</b>  | <b>865,400.00</b> | <b>1,565,400.00</b> |

**NOTE :4 OTHER CURRENT LIABILITIES :**

| SR. NO.   | PARTICULARS                | 31.3.2016         | 31.03.2015        |
|-----------|----------------------------|-------------------|-------------------|
| <b>A.</b> | Audit Fees Payable         | 5,618.00          | 5,618.00          |
| <b>B.</b> | Registrar Expenses Payable | 7,558.00          | -                 |
| <b>C.</b> | Lisiting Fees Payable      | 224,720.00        | -                 |
| <b>D.</b> | Provision for Taxation     | -                 | 212,700.00        |
| <b>E.</b> | Demat Charges Payable      | 671.80            | 671.80            |
|           | <b>TOTAL :-</b>            | <b>238,567.80</b> | <b>218,989.80</b> |

**NOTE : 5 FIXED ASSETS :**

**Tangible Assets**

| SR. NO.   | Particulars          | Gross Block      |                                |                | Depreciation     |                    |                |                    | Net Carrying Amount |                  |
|-----------|----------------------|------------------|--------------------------------|----------------|------------------|--------------------|----------------|--------------------|---------------------|------------------|
|           |                      | As at 01.04.2015 | Addition /<br>adjust-<br>ments | Dedut-<br>ions | As at 31.03.2016 | Upto<br>31.03.2015 | For the Year   | Upto<br>31.03.2016 | As at 31.03.2016    | As at 31.03.2015 |
| <b>A.</b> | Furniture & Fixtures | 902,874          | -                              | -              | 902,874          | 902,874            | -              | 902,874            | -                   | -                |
| <b>B.</b> | Computer             | 139,060          | -                              | -              | 139,060          | 139,060            | -              | 139,060            | -                   | -                |
| <b>C.</b> | Office Equipments    | 289,800          | -                              | -              | 289,800          | 231,947            | 15,302         | 247,249            | 42,551              | 57,853           |
| <b>D.</b> | Telephone Epbx       | 100,000          | -                              | -              | 100,000          | 100,000            | -              | 100,000            | -                   | -                |
| <b>E.</b> | Air Conditioners     | 85,750           | -                              | -              | 85,750           | 53,461             | 3,643          | 57,104             | 28,646              | 32,289           |
| <b>F.</b> | Motor Car            | 6,619,265        | -                              | -              | 6,619,265        | 2,723,300          | 90,670         | 2,813,970          | 3,805,294           | 3,895,964        |
|           | <b>Total</b>         | <b>8,136,749</b> | <b>-</b>                       | <b>-</b>       | <b>8,136,749</b> | <b>4,150,642</b>   | <b>109,615</b> | <b>4,260,257</b>   | <b>3,876,491</b>    | <b>3,986,106</b> |

# Bombay Talkies Limited

NOTES FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016.

## NOTE : 6 NON CURRENT INVESTMENTS :

| SR. NO. | PARTICULARS                           | 31.3.2016            | 31.03.2015           |
|---------|---------------------------------------|----------------------|----------------------|
| A.      | Investment in Quoted Shares           | 1,929,912.94         | 1,929,912.94         |
| B.      | Investment in Unquoted Shares         | 3,480,050.00         | 3,320,250.00         |
| C.      | Investment in Share Application Money | 11,435,000.00        | 11,435,000.00        |
| D.      | Investment in Debentures              | 33,457.56            | 33,457.56            |
|         | <b>TOTAL :-</b>                       | <b>16,878,420.50</b> | <b>16,718,620.50</b> |

## NOTE :7 STOCK IN TRADE :

| SR. NO. | PARTICULARS             | 31.3.2016            | 31.03.2015           |
|---------|-------------------------|----------------------|----------------------|
| A.      | Closing Stock of shares | 17,261,400.00        | 18,001,400.00        |
|         | <b>TOTAL :-</b>         | <b>17,261,400.00</b> | <b>18,001,400.00</b> |

## NOTE : 8 TRADE RECEIVABLES :

| SR. NO. | PARTICULARS  | 31.3.2016         | 31.03.2015        |
|---------|--|-------------------|-------------------|
| A.      | <b>Outstanding for a period Exceeding six months from due date</b> |                   |                   |
|         | <b>Other Debts</b>   |                   |                   |
|         | a) Secured, Considered Good :                                      | -                 |                   |
|         | b) Unsecured, Considered Good :                                    | 543,750.00        | 543,750.00        |
|         | c) Doubtful  | -                 |                   |
|         | <b>TOTAL :-</b>  | <b>543,750.00</b> | <b>543,750.00</b> |

## NOTE : 9 CASH & CASH EQUIVALENTS :

| SR. NO. | PARTICULARS                        | 31.3.2016        | 31.03.2015       |
|---------|------------------------------------|------------------|------------------|
| A.      | <b>Balance with Banks</b>          |                  |                  |
|         | In current accounts                | 34,005.89        | 30,695.64        |
| B.      | <b>Cheques, Drafts, on hand</b>    | -                | -                |
| C.      | <b>Cash on hand (As Certified)</b> | 35,721.45        | 23,740.45        |
|         | <b>TOTAL :-</b>                    | <b>69,727.34</b> | <b>54,436.09</b> |

## NOTE : 10 SHORT TERMS LOANS AND ADVANCES :

| SR. NO. | PARTICULARS                         | 31.3.2016            | 31.03.2015           |
|---------|-------------------------------------|----------------------|----------------------|
| A.      | <b>Loans and advances to others</b> |                      |                      |
|         | a.Loans & Advances                  | 17,633,499.00        | 17,633,499.00        |
|         | b.Deposite                          | 114,268.00           | 114,268.00           |
|         | c.Income Tax                        | 89,726.00            | 89,726.00            |
|         | d.Tax Deducted at Source            | -                    | 239,390.89           |
|         | <b>TOTAL :-</b>                     | <b>17,837,493.00</b> | <b>18,076,883.89</b> |

## NOTE : 11 INCOME FROM OPERATIONS :

| SR. NO. | PARTICULARS     | 31.3.2016           | 31.03.2015          |
|---------|-----------------|---------------------|---------------------|
| A.      | Sale of Shares  | 1,051,050.00        | 1,275,350.00        |
|         | <b>TOTAL :-</b> | <b>1,051,050.00</b> | <b>1,275,350.00</b> |

## NOTE : 12 OTHER INCOME :

| SR. NO. | PARTICULARS     | 31.3.2016        | 31.03.2015       |
|---------|-----------------|------------------|------------------|
| A.      | Misc. Income    | 58,500.00        | 55,850.00        |
|         | <b>TOTAL :-</b> | <b>58,500.00</b> | <b>55,850.00</b> |

## NOTE : 13 OPENING STOCK :

| SR. NO. | PARTICULARS     | 31.3.2016            | 31.03.2015           |
|---------|-----------------|----------------------|----------------------|
| A.      | Stock of Shares | 18,001,400.00        | 18,396,400.00        |
|         | <b>TOTAL :-</b> | <b>18,001,400.00</b> | <b>18,396,400.00</b> |

## NOTE : 14 PURCHASES :

| SR. NO. | PARTICULARS        | 31.3.2016 | 31.03.2015        |
|---------|--------------------|-----------|-------------------|
| A.      | Purchase of Shares | -         | 270,000.00        |
|         | <b>TOTAL :-</b>    | <b>-</b>  | <b>270,000.00</b> |

# Bombay Talkies Limited

NOTES FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016.

## NOTE : 15 EMPLOYEE BENEFIT EXPENSES

| SR. NO. | PARTICULARS            | 31.3.2016        | 31.03.2015       |
|---------|------------------------|------------------|------------------|
| A.      | Salaries & Wages       | 48,000.00        | 48,000.00        |
| B.      | Staff Welfare Expenses | 18,660.00        | 15,175.00        |
|         | <b>TOTAL :-</b>        | <b>66,660.00</b> | <b>63,175.00</b> |

## NOTE : 16 OTHER EXPENSES

| SR. NO. | PARTICULARS                  | 31.3.2016         | 31.03.2015        |
|---------|------------------------------|-------------------|-------------------|
| A.      | Advertisement Exps           | 22,456.00         | 30,720.00         |
| B.      | Audit Fees                   | 5,618.00          | 5,618.00          |
| C.      | Bank Charges                 | 400.75            | 4,400.00          |
| D.      | CDSL Fees                    | 10,305.00         | 6,741.00          |
| E.      | Computer Expenses            | 26,750.00         | 108,800.00        |
| F.      | Depreciation                 | 109,615.00        | 136,914.00        |
| G.      | Filing Fees                  | -                 | 6,600.00          |
| H.      | Legal & Professional Charges | 30,000.00         | 22,214.00         |
| I.      | Listing Fees                 | 224,720.00        | 112,360.00        |
| J.      | Membership fees              | -                 | 1,124.00          |
| K.      | NSDL Fees                    | 10,305.00         | 6,741.00          |
| L.      | Printing & Stationery        | 13,035.00         | 3,450.00          |
| M.      | Registrar Exps               | 45,087.00         | 44,413.00         |
| N.      | Web Site Wxpenses            | 11,400.00         | 6,000.00          |
|         | <b>TOTAL :-</b>              | <b>509,691.75</b> | <b>496,095.00</b> |

## NOTE : 17 EARNING PER EQUITY SHARE

| SR. NO. | PARTICULARS  | 31.3.2016  | 31.03.2015 |
|---------|--|------------|------------|
| A.      | Profit/Loss attributable to Equity Shareholder                       | -          | -          |
| B.      | No. Of Equity Shares at the end of year                              | 54,000,000 | 54,000,000 |
| C.      | Weighted Average number of Equity Shares outstanding during the year | 54,000,000 | 54,000,000 |
| D.      | Nominal Value of Equity Share  | 10.00      | 10.00      |
| E.      | Basic Earning Per Share  | -          | -          |

## NOTE : 18 RELATED PARTY DISCLOSURES

| SR. NO. | PARTICULARS  | 31.3.2016        | 31.03.2015       |
|---------|--|------------------|------------------|
| A.      | <b>Key Management Personnel :-</b><br>Harshali B. Zine: Director<br>Rajashree Patil : Director<br>Kishore Patil : Director   |                  |                  |
| B.      | <b>Relative of Key Management Personnel with whom transaction has taken place :-</b><br>Nil  |                  |                  |
| C.      | <b>Enterprises Over which key management Personnel &amp; their relative are able to exercise Significant influence:-</b><br>Nil  |                  |                  |
| D.      | <b>Transaction with the related parties during the year :-</b><br><b>With parties referred to in note 18(a), (b) &amp; (c)</b><br><br>Nature of Transaction<br>Remuneration<br>Meeting fees<br>Outstanding at year end | -<br>-<br>-<br>- | -<br>-<br>-<br>- |

# Bombay Talkies Limited

**NOTES FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016**

## **NOTE : 19 SIGNIFICANT ACCOUNTING POLICIES**

- A.** The financial statements are prepared under historical cost convention and in accordance with generally accepted accounting principles (except otherwise referred elsewhere in these notes) and materially comply with the mandatory accounting standards specified in Companies (Accounting Standards) Rules, 2006 and the Guidance Notes issued by The Institute of principles (except otherwise referred elsewhere in these notes) and materially comply with the mandatory accounting Chartered Accountants of India and the applicable provisions of the Companies Act, 1956.
- B.** Generally all items of Income and Expenditure having material effect on profitability are recognized on accrual basis.
- C.** Preliminary expenses are being amortized over a period of five years commencing from the current financial year in which commercial activities were commenced.
- D.** Investments are stated at cost. Fall, if any, in value of unquoted Investments could not be ascertained due to non-availability of their Balance Sheet.
- E.** Quoted Shares are stated at cost.  
Unquoted Shares are stated at cost .

## **F. REVENUE RECOGNITION :-**

- a) Income is reconised as per the terms of contract with customers when the services are rendered.

## **G. EXPENDITURE RECOGNITION :-**

- a) All the expenses are accounted for on accrual basis

## **H. TAXATION :-**

- a) Tax expense comprises of current Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act 1961.

## **NOTE : 20 OTHER NOTES TO FINANCIAL STATEMENTS**

- A.** No provision has been made in respect of Gratuity payable to employees. The present liability for future payments of Gratuity is unascertained.
- B.** Trade Receivables, Loans & Advances (Dr./Cr.), Trade Payables, Advances and Deposits (Dr./Cr.) are taken as per balances appearing in the books of accounts of the Company, as conformation thereof are still awaited.
- C.** In the opinion of the Board of Directors, the realizable value of Non current Assets (Other than Fixed assets not meant for resale) and Current Assets in the ordinary course of business would not be less than the amount at which they are appearing in the Balance Sheet and the provision for all known liabilities is adequate and not in excess of the amount at which they are stated in the Balance Sheet.

## **D. Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit/ loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

## **E. Cash Flow Statement**

The cash flow statement is prepared by the indirect method setout in the accounting standard 3 in cashflow statement. Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and cash in hand .

For the purpose of calculating diluted earnings per share, the net profit/ loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.



**F.** According to the information provided to us, there were no dues to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006.

**G.** Previous Year figures have been re-grouped/re-casted and/or re-arranged wherever found necessary.

As per our report of even date  
For Ritesh Burad & Company  
Chartered Accountants

**For & on Behalf of Board**

**Kishor Patil**  
Director

(Ritesh Burad)  
Partner  
Membership No.: 103781

**Rajashree Patil**  
Director

Mumbai, 25th August 2016

# BOMBAY TALKIES LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

|   | Rupees<br>For the year ended<br>31.03.2016 | Rupees<br>For the year ended<br>31.03.2015 |
|---|--|--|
| <b>A</b> Cash Flow from Operating Activities    |  |  |
| Net Profit before tax                           | (233,493)                                  | 51,048                                     |
| Adjustments for :                               |  |  |
| Depreciation                                    | 109,616                                    | 136,915                                    |
| Share Issue Exppenses W/off                     | -  | -  |
| Operating Profit before Working Capital changes | (123,877)                                  | 187,963                                    |
| Trade and Other Receivables                     | -  | -  |
| Inventories                                     | 740,000                                    | 395,000                                    |
| Trade and Other Paybles                         | (680,423)                                  | -  |
| Loans and Advances                              | 239,391                                    | -  |
| Cash Generated from Opertions                   | 175,091                                    | 582,963                                    |
| Direct Taxes Paid                               | -  | -  |
|   | <b>175,091</b>                             | <b>582,963</b>                             |
| <b>B</b> Cash Flow from Investing Activities    |  |  |
| Fixed Assets                                    | -  | -  |
| Investments                                     | (159,800)                                  | (628,050)                                  |
| Interest and Other Income                       | -  | -  |
| Net Cash (used in)/from Investing Activities    | (159,800)                                  | (628,050)                                  |
| <b>C</b> Cash Flow from Financing Activities    |  |  |
| Dividend Paid                                   | -  | -  |
| Interest Paid                                   | -  | -  |
|   | -  | -  |
| Net changes in cash & cash equivalents (A+B+C)  | 15,291                                     | (45,087)                                   |
| Cash & cash equivalents - Opening Balance       | 54,436                                     | 99,523                                     |
|   | <b>69,727</b>                              | <b>54,436</b>                              |
|   | (0)  |  |

For and on behalf of the Board of Directors

**Kishor Patil**  
Chairman

**Rajashree Patil**  
Director

Mumbai, 25th August 2016

### Auditors' Certificate

We have examined the attached Cash Flow Statement of Bombay Talkies Limited for the year ended 31st March,2016.The statement has been prepared by the Company in accordance with the requirements of Listing Agreement Clause 32 with Stock Exchange and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of even date to the Members of the Company.

As per our report of even date  
For Ritesh Burad & Company  
Chartered Accountants

(Ritesh Burad)  
Partner  
Membership No.: 103781

Mumbai, 25th August 2016

# Bombay Talkies Limited

406, Balaram Bhavan, Grand Road, Mumbai – 400 007



## BALLOT FORM

1. Name of the First Named Shareholder :  
(Inblock letters)
2. Postal address :
3. Registered folio No. / \*Client ID No. :  
(\*Applicable to investors holding shares in dematerialized form)
4. Class of Share :

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

| No | No Item No.  | No. of shares held by me | I assent to the Resolution | I dissent from the Resolution |
|----|--|--------------------------|----------------------------|-------------------------------|
| 1  | <b>Ordinary Business:</b>  |                          |                            |                               |
| i) | Adoption of Financial Statements for the year ended 31 <sup>st</sup> March, 2016 |                          |                            |                               |
| 1. | To re-appoint Mr. Kishor Patil   |                          |                            |                               |
| 2. | To appoint Mr. Jitu Mohato   |                          |                            |                               |
| 3. | To re-appoint M/s Ritesh Burad and Co.   |                          |                            |                               |
| 4  | <u>Special Resolution</u>  |                          |                            |                               |
| i) | Appoint of Mr. Jitu Mohato as a additional director                              |                          |                            |                               |

Place : Mumbai  
Date : 28/09/2016

-----  
(Signature of the shareholder)

**\*Note:** Please read the instructions printed overleaf carefully before exercising your vote.

**\*Process and manner for casting vote at the AGM using the Ballot Form:**

1. The Company is offering the facility for voting by way of physical ballot at the AGM.
2. The Form should be signed by the Member/Proxy holder/Authorized Representative as the case may be. In case of joint holding, the form should be completed and signed by the first named member and in his/her absence, by the next name joint holder. *A Power of Attorney (PoA) holder may vote on behalf of a member, mentioning the registration number of the PoA registered with the company or enclosing an attested copy of the PoA.*
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board resolution/authorization.
4. Vote should be cast in case of each resolution, either in favour of or against by putting the tick (v) mark in the column provided in the Ballot Form.
5. Unsigned, incomplete, improperly or incorrectly ticked mark ballot forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or as to whether the votes are in favour or against or if the signature cannot be verified.
6. The decision of the Scrutinizer on the validity of the Ballot will be final.



# Bombay Talkies Limited

406, Balam Bhavan, Grand Road, Mumbai – 400 007

CIN : L65999MH1984lc033919

## PROXY FORMS

Name of Member(s) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

Member's Folio/Client Id No. : \_\_\_\_\_ DP ID No.: \_\_\_\_\_

I/we being the member(s), holding \_\_\_\_\_ shares of the above named Company, hereby appoint.

(1) Name : \_\_\_\_\_ Address \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature \_\_\_\_\_

(2) Name : \_\_\_\_\_ Address \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature \_\_\_\_\_

(3) Name : \_\_\_\_\_ Address \_\_\_\_\_

Email Id: \_\_\_\_\_ Signature \_\_\_\_\_

As my/our proxy to attend and vote (on poll) for me/us and my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company, to be held on Wednesday, the 28<sup>th</sup> September, 2016 at 11.00 p.m. at Registered office of the Company at 406, Balam Bhavan, Grand Road, Mumbai – 400 007 and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Members Folio / DP ID – Client Id No. : \_\_\_\_\_

Signature of Share Holder(s) : \_\_\_\_\_

Signature of proxy Holder(s) : \_\_\_\_\_

Affix  
Revenue  
Stamp  
Rs. 1

### 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.
- For the resolutions explanatory statement and notes please refer to the notice of Thirty First Annual General Meeting.
- It is optional to put "X" in the appropriate column against the Resolution indicated in the Box. If you leave the for or against column blank
- Please complete all details including details of member(s) in above box before submission.