

# **BOMBINOO COMMERCIAL CO. LIMITED**

Annual Report 2012-13

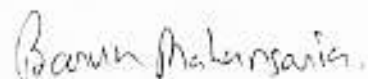
# **BOMBINOO COMMERCIAL CO LTD**

## **NOTICE**

**NOTICE** is hereby given that Annual General Meeting of the shareholders of Company will be held at the Registered Office of the company at 12A, Nando Mullick Lane, Kolkata-700006, West Bengal, India on 30<sup>th</sup> day of September, 2013 at 11 a.m. to transact the following business:

1. To adopt the audited accounts of the Company for the year ended 31<sup>st</sup> March 2013 and Directors Report thereon.
2. To appoint a Director in place of Ms. Manisha Agarwal, Director, who retires by rotation at the AGM and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix its remuneration.

**By order of the Board**



**Barun Mahansaria**  
(Director)

Registered Office:-  
12A, Nando Mullick Lane,  
Kolkata-700006,  
West Bengal, India

Dated the 21<sup>th</sup> day of May' 2013

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**NOTE:-** A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy need not be a member of the company.

# BOMBINOO COMMERCIAL COMPANY LIMITED

12A, NANDO MULLICK LANE, KOLKATA - 700 006  
E-mail : bombinoocommercial@gmail.com

## DIRECTORS' REPORT TO THE SHAREHOLDERS

Ladies & Gentlemen,

Your Directors have pleasure to present before you the Annual Report and the Audited Statement for the year ended 31<sup>st</sup> March, 2013.

## FINANCIAL RESULT

During the period under review the Company has made a loss of Rs.233.00, which when added to the past year debit balance of Rs.95,676.00 makes a total debit balance of Rs.95,909.00 which your directors propose to carry forward to next year.

## DIVIDEND

Your Directors regret their inability to recommend any dividend for the year.

## EMPLOYEES

Section 217(2A) is not applicable to the Company as no employees of the Company are in receipt of the remuneration specified under the above section.

## AUDITORS

M/s A.SARAOGI & ASSOCIATES, Chartered Accountants, Auditors of the Company retires and offers them self for re-appointment.

## DIRECTORS RESPONSIBILITY STATEMENT:

- i. In the preparation of annual accounts, the applicable accounting standards had been followed.
- ii. Accounting policies are applied consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period.
- iii. Proper & sufficient care was taken for the maintenance of adequate accounting records in accordance with the provision of Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. The annual accounts had been prepared on the basis of going concern.

For and behalf of the Board

BOMBINOO COMMERCIAL CO. LTD.  
Barun Mahansaria  
Director / Authorised Signatory

Place: Kolkata  
Date: 21.05.2013

Director

# REPORT ON CORPORATE GOVERNANCE

## OUR POLICY ON GOVERNANCE

The Company's philosophy of Corporate Governance is adopting highest standards of professionalism, honesty, integrity and ethical behaviour to achieve business excellence and enhancing and maximizing shareholders value and protect the interest of stakeholders. The governance structure involves distribution of rights and responsibilities among different participants in the corporation (such as the board of directors, managers, shareholders, creditors, auditors, regulators, and other stakeholders).

## BOARD OF DIRECTORS

The composition of Board is in accordance with Clause 49 (IA) of the Listing Agreement i.e. combination of executive and non-executive directors with not less than fifty percent of the Board of Directors comprising of non-executive directors.

The Board of Directors duly met 5(Five) times respectively on 21/05/2012, 28/07/2012, 13/08/2012, 25/10/2012, and 22/01/2013 in respect of which meetings proper Notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

The composition and category of directors, attendance of each Director at the Board of Directors meetings during the financial year 2012-13 and at the last Annual General Meeting is indicated below and other relevant details is as under:

Name	Category	Attendance		No. of other Directorships**	No. of Board Committees (other than Bombinoo Commercial Co Ltd)
		Board Meeting	Last AGM		
Barun Mahansaria	Executive	5	Yes	NIL	NIL
Banwarilal Mahansaria	Non-Executive	5	Yes	NIL	NIL
Manisha Agarwal	Independent Non-Executive	5	Yes	NIL	NIL

\*\*Excluding directorship in, private companies, foreign companies and companies incorporated under Section 25 of the Companies Act, 1956

- 1) The Company did not have any pecuniary relationship and transaction with any of the Non- Executive Directors during the year under reference
- 2) All Independent Directors have confirmed that they meet the "independence" criteria as mentioned under Clause 49 of the Listing Agreement

Ms. Manisha Agarwal retires by rotation at the forthcoming Annual General Meeting. He is eligible for re-appointment. Their particulars are enclosed as an Annexure to the Notice convening the ensuing Annual General Meeting.

## AUDIT COMMITTEE

The Audit Committee of the Board consisted of the three board members, viz. Mr. Barun Mahansaria, Mr. Banwarilal Mahansaria, Ms. Manisha Agarwal.

Members of the Audit Committee except Mr. Barun Mahansaria are Non-executive Directors. The quorum for the Audit Committee is two members personally present. Ms. Manisha Agarwal is the

chairman of the Committee.

The Audit Committee met five times during the year, i.e. 21/05/2012, 28/07/2012, 13/08/2012, 25/10/2012, and 22/01/2013, Mr. Barun Mahansaria, Mr. Banwarilal Mahansaria, Ms. Manisha Agarwal attended all five meetings.

#### **Terms of Reference**

The terms of reference of this Committee are wide, the same are in accordance with those specified in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.

### **INVESTOR GRIEVANCE COMMITTEE**

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The Investor Grievance Committee of the Board consisted of three Members of the Board, viz Mr. Barun Mahansaria, Mr. Banwarilal Mahansaria, Ms. Manisha Agarwal

The Investor Grievance Committee met four times during the year, i.e. 21/05/2012, 28/07/2012, 25/10/2012, and 22/01/2013. Mr. Barun Mahansaria, Mr. Banwarilal Mahansaria, Ms. Manisha Agarwal attended all four meetings.

Ms. Manisha Agarwal, Non-Executive Independent Director chairs the Committee Meeting. Members of the Committee except Mr. Barun Mahansaria are Non-executive Directors. The quorum for the Committee Meeting is two directors personally present.

#### **Terms of Reference**

The Committee monitors the Company's response to investor complaints. The Committee exercise the power to transfer of shares, non-receipt of dividend/notices/annual reports, etc in accordance with the provisions of Clause 49IV(G)(iv) of the Listing Agreement.

#### **Name and designation of Compliance Officer:**

Mr. Barun Mahansaria (Director)

Phone: 9681024566

Email id: [bombinoocommercial@gmail.com](mailto:bombinoocommercial@gmail.com)

#### **Status Report of Investor Complaints for the year ended March 31, 2013**

No of Complaints Received – Nil

No of Complaints Resolved – Nil

No of Complaints Pending – Nil

### **REMUNERATION COMMITTEE**

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The Remuneration Committee of the Board consists of all the three directors, viz Mr. Barun Mahansaria, Mr. Banwarilal Mahansaria, Ms. Manisha Agarwal.

Ms. Manisha Agarwal, Non-Executive Independent Director chairs the Committee Meeting. Members of the Committee except Mr. Barun Mahansaria are Non-executive Directors. The quorum for the Committee Meeting is two directors personally present.

The Committee met once during the year under reference i.e. on 25/10/2012. All the Directors attended the said meeting.

## Terms of Reference

The Remuneration Committee determines and recommends to the Board the remuneration payable to the executive directors and to the senior management personnel.

## REMUNERATION

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None of the Directors receive any Remuneration from the Company.

## ANNUAL GENERAL MEETINGS:

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

Year	Date	Venue	Time	No. of Special Resolution Passed
2009-10	30 <sup>th</sup> September, 2010	12A, NANDO MULLICK LANE KOLKATA- 700006	11 A.M	NIL
2010-11	30 <sup>th</sup> September, 2011	12A, NANDO MULLICK LANE KOLKATA- 700006	11 A.M	NIL
2011-12	28 <sup>th</sup> September, 2012	12A, NANDO MULLICK LANE KOLKATA- 700006	11 A.M	NIL

No Postal Ballot was conducted during the financial year 2012-13. There is no proposal, at present, to pass any Special Resolution by Postal Ballot.

## DISCLOSURES

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- i) There was no material individual transaction with related parties such as Promoter, Directors, Key Managerial Personnel, relatives or subsidiary that could have potential conflict of interest with the Company, during the year ended 31<sup>st</sup> March, 2013. Except from those disclosed in the financial statements for the year ended March 31, 2013.
- ii) The Company follows the mandatory Accounting Standards prescribed by the Institute of Chartered Accountants of India and to the best of its knowledge there are no deviations in the accounting treatments that require specific disclosure.
- iii) The CEO/CFO certificate for the financial year ended March 31, 2013 is annexed hereto.
- iv) There have been no instances of non-compliance on any matter as regards the rules and regulations prescribed by the Securities and Exchange Board of India or any other statutory authority relating to capital markets during the last three years.
- v) The Company has regularized its filings with the Stock Exchange. The Company has implemented the mandatory requirements of Corporate Governance as set out in the Listing Agreement during the year under reference.

- vi) Though the Company does not have a specific Whistle blower policy, no personnel is denied access to the Audit Committee. A certificate from Auditor certifying the compliance by the Company with the provisions of Corporate Governance of the Listing Agreement is annexed hereto.
- vii) A qualified practicing Chartered Accountant conducted a Reconciliation of Share Capital Audit on quarterly basis reconciling the total Share Capital, all the shares are held in physical form.
- viii) Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchange a Company Secretary-in-Practice have issued certificates on half-yearly basis, confirming due compliance of share transfer formalities by the Company.

## MEANS OF COMMUNICATION

- (i) All periodical reports including Un-audited financial results, Quarterly Shareholding Pattern, clause 49A compliance etc, is sent to the shareholders at their email id / postal address registered with the company.
- (ii) The Management Discussion and Analysis Report, in accordance Clause 49 of the Listing Agreement is annexed to the Directors' Report and forms part of this Annual Report being sent to all the members of the Company.

## GENERAL SHAREHOLDER INFORMATION

<b>Date, time and venue of AGM</b>	Monday, September 30 <sup>th</sup> , 2013, at 11 A.M. at the registered office of the Company situated at 12A, Nando Mullick Lane Kolkata- 700006
<b>Financial Year</b>	1 <sup>st</sup> April, 2012 to 31 <sup>st</sup> March, 2013
<b>Dates of Book Closure</b>	Thursday, 26 <sup>th</sup> September, 2013 to Saturday, 28 <sup>th</sup> September, 2013 (Both the days inclusive)
<b>Dividend Payment Date</b>	Not Applicable
<b>Financial Calendar Period</b>	Board Meeting to approve quarterly financial results (Tentative Schedule) Quarter ending 30th Jun 2013 - End July 2013 Quarter ending 30th Sep 2013 - End October 2013 Quarter ending 31st Dec 2013 - End January 2014 Quarter ending 31st Mar 2014 - April / May 2014
<b>Listing on Stock Exchanges</b>	Calcutta Stock Exchange
<b>Listing Fees</b>	Listing fees as prescribed are in arrears to the stock exchanges up to 31st March 2014.
<b>Stock Code</b>	CSE- 12204
<b>Registered Office</b>	12A, Nando Mullick Lane Kolkata- 700006
<b>Compliance officer &amp; Contact Address</b>	<b>Mr. Barun Mahansaria</b> 12A, Nando Mullick Lane Kolkata- 700006 Phone: 91 9681024566 Email ids: <a href="mailto:bombinoocommercial@gmail.com">bombinoocommercial@gmail.com</a>

## SHARE TRANSFER SYSTEM

Shareholders / Investors are requested to send share transfer related documents directly to the Company. If the transfer documents are in order, the transfer of shares is registered within 7 days of receipt of transfer document.

### Investor Services

Number of complaints from shareholders during the year ended March 31, 2013

Complaints outstanding as on 1st April 2012	Nil
Complaints received during the year ended 31st March 2013	Nil
Complaints resolved during the year ended 31st March 2013	Nil
Complaints pending as on 31st March 2013	Nil

### Distribution of Shareholding as on March 31, 2013

No. of shares	No. of shareholders	% of holders	Share (Amount)	% of Shareholding
Up to 5000	538	9.26%	2100000	87.50%
5001 – 10000	4	0.74%	300000	12.50%
10001 – 20000	-	-	-	-
20001 – 30000	-	-	-	-
30001 – 40000	-	-	-	-
40001 – 50000	-	-	-	-
50001 – 100000	-	-	-	-
100001 and above	-	-	-	-
<b>TOTAL</b>	542	100%	24,00,000	100%

### Categories of Shareholders as at March 31, 2013

Sr. No	Description	No. of Shares	% to Capital
A.	Promoters & Promoters Group - Individuals	34,000	14.17%
B.	Public Shareholding		
	<b>-Institutions</b> Financial Institutions/Banks	NIL	NIL
	<b>- Non-institutions</b> Individuals	2,06,000	85.83%
	<b>Total</b>	2,40,000	100%