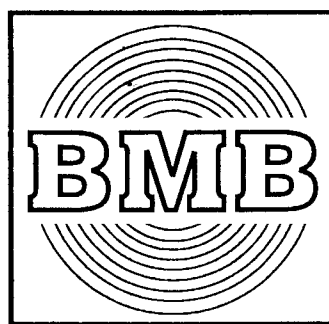


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**21st**  
**ANNUAL REPORT**

**2011-12**



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**BMB MUSIC & MAGNETICS LTD.**

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**BMB MUSIC & MAGNETICS LTD.**

**21<sup>st</sup> ANNUAL REPORT**

**2011-2012**

<b>CHAIRMAN AND MANAGING DIRECTOR</b>	<b>:</b>	<b>Shri. Kastoor Chand Bokadia</b>
<b>DIRECTORS</b>	<b>:</b>	<b>Shri. Mahavir Chand Bokadia Shri. Pramod Bokadia Shri. Mahesh Sharma Shri. Jai Dev Chakrovaty Shri. Azgan Thamizmane Vadaseri Algappa Shri. Rajeev Jain Shri. Vinay Jain</b>
<b>BANKERS</b>	<b>:</b>	<b>Andhra Bank, Jaipur Bank Of Maharashtra, Andheri</b>
<b>AUDITORS</b>	<b>:</b>	<b>Sarda Soni Associates Chartered Accountants, Mumbai</b>
<b>REGISTERED OFFICE</b>	<b>:</b>	<b>206, A-Block, Amrit Kalash, Near Kamal &amp; Co. Tonk Road, Jaipur-302015.</b>
<b>REGISTRARS &amp; TRANSFER AGENTS FOR TRANSFER &amp; DEMATERLISATION</b>	<b>:</b>	<b>Adroit Corporte Services Pvt. Ltd. 19/20, Jaferbhoy Industiral Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka Mumbai -400 059.</b>

## **BMB MUSIC & MAGNETICS LTD.**

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### **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 21<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF BMB MUSIC AND MAGNETICS LIMITED (FORMALLY KNOWN AS BOKADIA FILMS LIMITED) WILL BE HELD AT REGISTERED OFFICE OF THE COMPANY AT 206, A-BLOCK, AMRIT KALASH, NEAR KAMAL & CO. TONK ROAD, JAIPUR-302015 ON THURSDAY, 27<sup>TH</sup> SEPTEMBER 2012, AT 04.30 P.M. TO TRANSACT THE FOLLOWING BUSINESS:**

#### **ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2012 and the Audited Balance Sheet as at that date, Cash Flow statement for the year ended 31<sup>st</sup> March, 2012 and Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Jaidev Chakravorty who retires by rotation and being eligible, offers himself for re – appointment.
- 3) To appoint a Director in place of Mr. Azagan Thamizmane Vadaseri Alagappa who retires by rotation and being eligible, offers himself for re – appointment.
- 4) To re-appoint M/s. Sarda Soni Associates, Chartered Accountants, as Statutory Auditor of the Company, to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

#### **NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and to vote on a poll instead of himself and such proxy need not be a member of the company. Proxies in order to be effective must be received by the company not later 48 hours before the meeting.
2. Members are requested to notify immediately any change in their address.
3. The Register of Members and the Share Transfer Book of the Company will remain closed from 21<sup>st</sup> September, 2012 to 27<sup>th</sup> September, 2012 (both days inclusive).
4. Members desiring to submit mandates, to lodge transfer deed for shares are requested to forward the same so as to reach the Company's Registrars, M/s Adroit Corporate Services Pvt. Ltd., 19/20, Jaferbhoy Industiral Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka, Mumbai - 400 059.
5. In accordance with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges the particulars of Directors who are proposed to be re-appointed are given in the Corporate Governance Section.
6. Members are requested to send their queries to the Company, if any on Accounts at least 10 days before the Meeting.
7. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company or at the office of R & T Agent prior to closure of the Register of Members as stated above.

## 21st Annual Report

8. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
9. Members/Proxies should bring the attendance slip duly filled in, for attending the Meeting. The Attendance slip is sent with this Annual Report.
10. Recently, the Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents to their shareholders electronically as part of its green initiatives in corporate Governance.

Recognizing the spirit of the circular issued by the MCA, we henceforth propose to send Documents like the Notice convening the general meetings, Financial Statements, Directors', Auditors' Report, etc. to the email address provided by you with your depositories.

We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email.

11. Members can avail of the Nomination facility by filing Form 2B with the Company or its Registrar. Blank forms will be supplied on request. In case of shares held in demat form, the nomination has to be lodged with their DP.
12. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository Participants with whom they are maintaining their demat accounts(s). Members holding shares in physical form can submit their PAN details to System Support Services.

**FOR AND ON BEHALF OF THE BOARD**

**Place: Jaipur**

**Date: 04<sup>th</sup> September, 2012**

**KASTOOR CHAND BOKADIA**  
Chairman & Managing Director

**Registered Office: -**

A-Block Amrit Kalash  
Near Kamal & Company,  
Tonk Road, Jaipur

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## **BMB MUSIC & MAGNETICS LTD.**

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### **Annexure to Notice**

Details of the Directors seeking appointment/re-appointment in forthcoming Annual General Meeting

(In pursuance of Clause 49 of the Listing Agreements)

Name of Director	Mr. Jaidev Chakroborty
Age	44
Date of Appointment	15/02/2004
Expertise in specific functional areas	<b>B.Sc.</b>
Qualifications	<b>Directed many films and T.V. Serials</b>
List of Companies in which outside Directorship held as on 04 <sup>th</sup> September, 2012 (excluding Private Companies)	NIL
Chairman/Member of the Committees of the Boards of the other Companies in which he is a Director as on 31 <sup>st</sup> March, 2012	NIL

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Name of Director	Dr. Azgan Thamizmane Vadaseri Alagappa
Age	61
Date of Appointment	03/12/2007
Expertise in specific functional areas	<b>Produced many hit films</b>
Qualifications	<b>PH'D</b>
List of Companies in which outside Directorship held as on 04 <sup>th</sup> September, 2012 (excluding Private Companies)	NIL
Chairman/Member of the Committees of the Boards of the other Companies in which he is a Director as on 31 <sup>st</sup> March, 2012	NIL

**By order of the Board of Directors,**

**Kastoor Chand Bokadia**  
**Managing Director**

Place: Jaipur  
Dated: 04-09-2012

**Registered Office:-**  
A-Block Amrit Kalash  
Near Kamal & Company,  
Tonk Road, Jaipur

## 21st Annual Report

### DIRECTOR'S REPORT TO THE MEMBERS:-

The Directors have pleasure in presenting their 21<sup>st</sup> Annual Report and Audited Accounts for the year ended on 31<sup>st</sup> March, 2012.

#### I. FINANCIAL RESULTS:-

(Rs. in 000)

Particulars	For the Year ended 31 <sup>st</sup> March, 2012	For the Year ended 31 <sup>st</sup> March, 2011
Sales	608.00	3087.65
Increase/ (Decrease) in Stock	(7946.18)	(1766.54)
Other Income	0.00	0.00
Total Income	7338.18	1321.11
Profit / (Loss) Before Depreciation	(8523.70)	(8021.18)
Depreciation	1818.50	1818.50
Net profit / (Loss) for the year	(10,342.20)	(6202.68)
Extra-ordinary Expenses	0.00	0.00
Net Profit/ (Loss) before Tax	(10,342.20)	(6202.68)
Deferred Tax liability reversed for Current Year	506.96	497.26
Net Profit/ (Loss) after Tax	(9835.24)	(5705.42)
Balance in P/L A/c. carried from previous year	(13,347.91)	(7642.49)
Balance in P/L A/c carried to balance Sheet	(23,183.15)	(13347.91)

#### II. DIVIDEND:

In view of the losses and overall financials of the Company, the Directors regret their inability to recommend any dividend for the year ended on 31<sup>st</sup> March, 2012.

#### III. DIRECTORS

In accordance with the provisions of the Companies act, 1956, and the Articles of Association of the Company Mr. Jaidev Chakravorty and Mr. Azagan Thamizmane Vadaseri Alagappa are to retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. Your Board of Directors recommends their re-appointment.

#### IV. PERFORMANCE AND FUTURE PROSPECTS

The performance of the Company is likely to improve as the Board of Directors are hopeful of break-through in production of films and to enlarge its present business activities.

#### V. AUDITOR'S REPORT

M/s. Sarda Soni Associates, Chartered Accountants have given their consent to be appointed as Statutory Auditors of the Company if appointed by the Members and have confirmed that their appointment if made will be within the limits specified in sub-section (1B) of Section 224 of the Companies Act, 1956

Further, the Auditor's Report read with notes to the accounts referred are self-explanatory and therefore, do not require any comment / clarification.

## **BMB MUSIC & MAGNETICS LTD.**

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### **VI. PARTICULARS OF EMPLOYEES**

Information in accordance with Sub-Section (2A) of the Section 217 of the Companies act, 1956, as amended read with Companies (Particulars of Employees) Rules, 1975 is Nil.

### **VII. FIXED DEPOSIT**

During the year under review, your Company has not accepted any fixed deposit from public in terms of provisions of section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975.

### **VIII. AUDIT COMMITTEE**

The Audit Committee consists of Independent Directors, namely, Dr. Azgan Thamizmane (Chairman), Mr. Mahesh Sharma (Member) and Mr. Jaidev Chakroborty (Member). The constitution of Audit Committee meets the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with Stock Exchange.

### **IX. INVESTORS GRIEVANCE COMMITTEE**

The Investors Grievance Committee consists of Dr. Azgan Thamizmane (Chairman), Mr. Mahesh Sharma (Member) and Mr. Jaidev Chakroborty (Member). The constitution of Investor Grievance Committee meets the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with Stock Exchanges.

### **X. CORPORATE GOVERNANCE:**

Your Company's philosophy is to enhance Stakeholders' value by adopting and implementing best of the Corporate Governance practices. A detailed Report on Corporate Governance Compliance duly certified by the Practicing Company Secretary form part of this Report as Annexure "A".

### **XI. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

As required by Clause 49 of the Listing Agreement with the Stock Exchanges, a Management Discussion and Analysis Report is appended to the Annual Report.

A Management Discussion, an Analysis Report also forms part of this Report of your Directors as Annexure "B".

### **XII. DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 217 (2AA) of the Companies Act, 1956 with respect to Directors Responsibility Statement, it is hereby confirmed that

- a. In preparation of annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- b. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the company for that period.
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. The Directors had prepared the annual accounts on a going concern basis.

## 21st Annual Report

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### XIII. PARTICULARS OF ENERGY CONSERVATION, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information in accordance with the provisions of section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988 are given as under:-

Conservation of Energy: Company Activities do not involve any significant energy consumption; however every effort is being made to conserve it.

### XVI. RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

The Company does not carry out any specific R & D activity on its own. However, the Company adopts the latest trends in Technology Development and introduces the same so as to ensure higher production and reduction in cost with best output in return.

#### Foreign exchange Earnings & Outgoings

(a) Foreign Exchange Earnings	:	NIL
(b) Foreign Exchange Outgo	:	NIL

By order of the Board of Directors,

Kastoor Chand Bokadia  
Managing Director

Place: Jaipur.

Dated: 04<sup>th</sup> September, 2012

#### **Registered Office:-**

A-Block Amrit Kalash  
Near Kamal & Company,  
Tonk Road, Jaipur



## **21st Annual Report**

### **CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2012**

#### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

The Company's philosophy is to enhance Customer's satisfaction and Shareholders value by practicing the principles of good Corporate Governance.

#### **I. BOARD OF DIRECTORS**

The Board of the Company is well structured with adequate blend of Professional, Executive and Independent Directors.

The Company's Board comprised of Eight Directors: one is Promoter Executive Director, two are Promoter Non-Executive Directors and one is Non-Executive Director and remaining four are Non-Executive Independent Directors. Half of the Board of Directors comprises of Independent Directors.

The composition of the Board is in conformity with the Clause 49 of the Listing Agreement entered into with the Stock Exchange and exceeds by far the percentages prescribed in the said Agreements. All Independent Non-Executive Directors comply with the legal requirements of being "Independent".

- i. None of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. Necessary Disclosures regarding Committee positions in other Public Companies as on March 31, 2012 have been made by the Directors.
- ii. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of directorships and Committee Chairmanships / Memberships held by them in other companies is given below. Other directorships do not include alternate directorships, directorships of private limited companies, Section 25 Companies and of companies incorporated outside India. Chairmanship / Membership of Board Committees include only Audit and Shareholders / Investors Grievance Committees.

The Board met 6 (Six) times during the year on 30/05/2011, 05/07/2011, 12/08/2011, 03/10/2011, 14/11/2011, and 14/02/2012

## II. COMPOSITION, CATEGORY, THEIR DIRECTORSHIP AND COMMITTEE MEMBERSHIP IN OTHER COMPANIES

Name of Directors	Category of Directors	No. of Board Meetings attended during the year 2011-2012	No. of Directorship in other Public Companies	Number of Other Board Committee		Attendance at the last Annual General Meeting
				As Chairman	As Member	
Mr. K. C. Bokadia (Chairman & Managing Director)	Promoter & Executive Director	6	Nil	Nil	Nil	Yes
Mr. Mahavir C. Bokadia	Promoter & Non-Executive	6	Nil	Nil	Nil	Yes
Mr. Parmod Bokadia	Promoter & Non-Executive	6	Nil	Nil	Nil	Yes
Mr. Mahesh Sharma	Non-Executive Independent	4	Nil	Nil	Nil	No
Mr. Jaidev Chakravorty	Non-Executive Independent	6	Nil	Nil	Nil	Yes
Mr. Azgan Thamizmane Vadaseri Alagappa	Non-Executive Independent	4	Nil	Nil	Nil	No
Mr. Rajeev Jain	Non-Executive Independent	4	Nil	Nil	Nil	No
Mr. Vinay Jain	Non-Executive	2	Nil	Nil	Nil	No