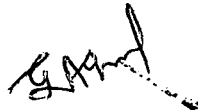


90TH ANNUAL REPORT 2008-2009

Report **CERTIFIED TRUE COPY**

For Bombay Cycle & Motor Agency Ltd.



DIRECTOR

Authorised Signatory



**BOMBAY
CYCLE & MOTOR
AGENCY LTD.**

BOMBAY CYCLE & MOTOR AGENCY LIMITED
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BOARD OF DIRECTORS

CHAKOR L. DOSHI
CHAIRMAN

CHIRAG C. DOSHI

KANIKA G. SANGER

SANJAY P. MUTHE

T. D. LAL

REGISTERED OFFICE

534, Sardar Vallabhbhai Patel Road,
Opera House, Mumbai - 400 007.
Tel. : 022 - 23617171, 40287171
Fax : 022 - 23634527

SERVICE STATION

7, J. Tata Road, Churchgate,
Mumbai - 400 020.

BANKERS

BANK OF INDIA
HDFC BANK
STATE BANK OF INDIA

AUDITORS

A.B. JOG & COMPANY
Chartered Accountants

**REGISTRAR & SHARE
TRANSFER AGENTS**

TSR DARASHAW LIMITED
6-10, Haji Moosa Patrawala Ind. Estate,
20, Dr. E. Moses Road,
Mahalaxmi,
Mumbai - 400 011.
Tel. : 66568484
Fax : 66568494

BOMBAY CYCLE & MOTOR AGENCY LIMITED

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NOTICE

NOTICE is hereby given that the NINETYTH ANNUAL GENERAL MEETING of BOMBAY CYCLE & MOTOR AGENCY LTD., will be held at the Registered Office of the Company at 534, Sardar Vallabhbhai Patel Road, Opera House, Mumbai - 400 007 on Monday, the 10th day of August, 2009, at 11.00 a.m. to transact the following business :

- 1) To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2009 and the Profit & Loss Account for the year ended on that date and the Report of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Sanjay P. Muthe, who retires by rotation and being eligible, offers himself for reappointment.
- 3) To appoint a Director in place of Mrs. Kanika G. Sanger, who retires by rotation and being eligible, offers herself for reappointment.
- 4) To appoint M/s. A.B. Jog & Co., Chartered Accountants, Mumbai as Auditors of the Company to hold office from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company and to fix their remuneration.

NOTES:

A) A MEMBER, ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY AND THE POWER OF ATTORNEY, IF ANY, UNDER WHICH IT IS SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING OF THIS ANNUAL GENERAL MEETING AS PROVIDED BY ARTICLE 110 OF THE ARTICLES OF ASSOCIATION OF THE COMPANY.

B) The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 27th July, 2009 to Monday, 10th August, 2009 (both days inclusive).

By order of the Board of Directors
For Bombay Cycle & Motor Agency Ltd.,

T. D. LAL
Director

Registered Office :
534, Sardar Vallabhbhai Patel Road,
Opera House,
Mumbai - 400 007.
Dated : 24th June, 2009

BOMBAY CYCLE & MOTOR AGENCY LIMITED

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DIRECTORS' REPORT

To,
The Members of
BOMBAY CYCLE & MOTOR AGENCY LIMITED

Your Directors have the pleasure to present to you the Annual Report and the audited statement of accounts for the year ended 31st March, 2009.

FINANCIAL RESULTS :

	For the year ended 31.03.2009 Rupees	Previous year ended 31.03.2008 Rupees
Profit /(Loss) before depreciation and taxation	2,39,16,146	2,44,73,848
Less : Depreciation & Other Charges on Fixed Assets	13,25,682	11,19,996
Profit /(Loss) for the year before Provisions	2,25,90,464	2,33,53,852
Add:Provisions written back: For Diminution in value of investments	(3,62,440)	4,44,776
Add(Less):Prior year Effects		
a) Expenses/Income(net)	6,636	(3,45,241)
b) MAT Credit Entitlement	-	17,36,882
Less:Provision for taxation		
a) M A T u / s 1 1 5 JB	(25,19,187)	(26,06,876)
b) Fringe Benefit Tax	(65,215)	(73,434)
Add: MAT Credit entitlement	25,19,187	26,06,876
Less : Deferred Tax Asset w/off	(78,31,443)	(78,99,568)
Profit/(Loss) for the year after tax & Adjustments/ write back	1,43,38,002	1,72,17,267
Deficit brought forward from Previous year	(3,57,08,565)	(5,29,25,832)
Balance carried to Balance Sheet	(2,13,70,563)	(3,57,08,565)

DIVIDEND :

Your Directors do not recommend any dividend for the financial year ended on 31st March, 2009, in view of the brought forward losses still remaining unabsorbed.

OPERATION HIGHLIGHTS :

The total turnover of the Company including Automobile sales, service and Hospitality Division is Rs.11.84 Crores as compared to Rs. 14.14 Crores in the previous year.

During the year under review, the Company could sell 54 Hyundai cars manufactured by M/s. Hyundai Motor India Ltd. as compared to 118 Hyundai Cars sold in the previous year. The

passenger car market in Automobiles Industry continues to face severe competition and the Dealers still indulge in offering heavy cash discounts, free accessories and other cash incentives. This situation causes severe adverse impact on margins earned at dealers' end.

The sale of Spare Parts during the year was Rs.291 lacs as against Rs.275 lacs in the previous year.

As regards Hospitality Division, with improved services, the Company has been able to scale up its turnover in this segment. This coupled with the stringent cost control measures adopted has enabled the Company to achieve better performance.

PERSONNEL:

The industrial relations continue to be satisfactory in all the Units of the Company.

None of the employees fall within the purview of Section 217(2A) of the Companies Act, 1956 and the rules framed thereunder.

INSURANCE:

The properties, stocks, stores, assets, etc. belonging to the Company continue to be adequately insured against fire, riot, civil commotion etc.

DIRECTORS:

Mr. Sanjay P. Muthe and Mrs. Kanika G. Sanger Directors, will retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

DEPOSITS:

There are no fixed deposits outstanding as on 31st March, 2009.

INCOME TAX ASSESSMENT:

Income tax assessment of your Company has been completed upto the Assessment Year 2006-2007. However the Company has preferred appeals with the higher authorities in respect of A.Y. 2002-03 and 2003-04.

BOMBAY CYCLE & MOTOR AGENCY LIMITED

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ADDITIONAL INFORMATION :

As regards the additional information required by the Companies [Amendment] Act, 1988 regarding Conservation of Energy, the same is not required to be given by the Company, as the Company is not listed in the Schedule to the Companies [Disclosure of particulars in the Report of Board of Directors] Rules, 1988.

Moreover, since there is no Research & Development activity, import of technology or foreign exchange earnings or outgo, no details of the same are annexed to this report.

SECRETARIAL COMPLIANCE REPORT :

As required under Section 383A(1) of the Companies Act, 1956, the Compliance Report issued by M/s. Ragini Chokshi & Associates, Practicing Company Secretaries, Mumbai, is attached herewith and forms part of this report.

DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed by your company along with proper explanation relating to material departures, if any;
- ii) the Directors have selected such accounting policies and applied them consistently, and judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2009 and of its profit for the year ended on that date;
- iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv) the annual accounts have been prepared, on a going concern basis.

AUDITORS :

M/s. A. B. Jog & Co., Chartered Accountants, Mumbai, the Statutory Auditors of the Company will retire at the ensuing Annual General Meeting and they being eligible have offered themselves for reappointment. The Company has received the necessary certificate u/s 224-1B from them about their eligibility for re-appointment. The members

are requested to appoint the Auditors and fix their remuneration.

ACKNOWLEDGEMENTS:

Your Directors place on record their sincere appreciation of the assistance and co-operation that the Company has been receiving from its employees as also from the Banks.

Your Directors also like to thank the customers, suppliers and shareholders for their continued support and co-operation.

For and on behalf of the Board of Directors

CHAKOR L. DOSHI
CHAIRMAN

Registered Office :

534, Sardar Vallabhbhai Patel Road, Opera House, Mumbai - 400 007.

Dated : 24th June, 2009

BOMBAY CYCLE & MOTOR AGENCY LIMITED

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COMPLIANCE CERTIFICATE

Registration No. of the Company : 11-557
Nominal Capital : Rs.50,00,000/-

To,
The Members
M/s. BOMBAY CYCLE & MOTOR AGENCY
LIMITED.

We have examined the registers, records, books and papers of M/s. BOMBAY CYCLE & MOTOR AGENCY LIMITED. (Regd. No. 11-557) as required to be maintained under the Companies Act, 1956, (The Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2009. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company and its officers we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company is a Public Limited Company and hence comments are not required.
4. The Board of directors duly met Six times respectively on 19th April, 2008, 21st June, 2008, 29th July, 2008, 25th October, 2008, 29th January, 2009 and on 30th March, 2009 in respect of which meetings, proper notices were given and the proceedings were properly recorded, passed and signed in the Minutes Book maintained for the purpose.
5. The Company closed its register of members from 30-07-2008 to 13-08-2008 and necessary compliance of section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31st March, 2008 was held on 13th August, 2008 after giving due notice to the members of the Company and the resolutions passed there at were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its Directors and / or persons, firms or Companies referred in Section 295 of the Act.
9. The Company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
10. The Company has made necessary entries in the Register maintained under section 301 of the Act.
11. There were no instances of Company falling within the purview of Section 314 of the Act, and the Company is not required to obtain approvals from the Board of Directors, Members and Central Government.
12. The Company has not issued any duplicate share Certificate during the financial year under review.
13. The Company has :
 - i) Delivered all the Certificates on allotment of securities and on lodgement thereon for transfer / transmission or any other purpose in accordance with the provisions of the Act.
 - ii) Not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 - iii) The Company was not required to post warrants to any member of the Company as no dividend was declared during the financial year.

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- iv) There is no amount in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which has remained unpaid or unclaimed for a period of seven years and has to be transferred to Investor Education and Protection Fund.
- v) Duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The Company has not appointed any Managing Director / Whole-time Director / Manager during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was required to obtain approvals of the Central Government, under section 211(4) of the Companies Act, 1956 during the financial year and complied with the same.
18. The Directors have disclosed their interest in other Firms / Companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There was no transaction necessitating to keep in abeyance rights to dividend / right shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited or accepted any Deposits including any unsecured loans falling within the purview of section 58A of the Act read with Companies (Acceptance of Deposit) Rules 1975, during the financial year under review from public.
24. The Company has not made any borrowings during the financial year ended 31st March, 2009.
25. The Company has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one State to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to Share Capital of the Company during the year under scrutiny.
30. The Company has altered its Articles of Association by passing Special Resolution through Postal Ballot during the year under scrutiny.
31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year under certification.
33. The Company has deposited both employees and employers contribution to Provident Fund with prescribed authorities pursuant to section 418 of the Act.

For RAGINI CHOKSHI & ASSOCIATES
 Mrs. Ragini Chokshi
 (Proprietor)
 Company Secretary
 C.P.No. 1436

Place : Mumbai, 23rd June, 2009.

BOMBAY CYCLE & MOTOR AGENCY LIMITED

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Annexure 'A'

Registers as maintained by the Company

1. Register of Investments u/s 49
2. Register of charges u/s 143 / copies of instrument creating the charge u/s 136.
3. Register of Members u/s 150 and index of members u/s 151.
4. Registers and Returns u/s 163.
5. Minutes Book of Meeting.
6. Books of Accounts.
7. Register of Particulars of Contracts in which directors are interested u/s 301.
8. Register of Directors, Managing Directors, Managers and Secretary u/s 303.
9. Register of Directors shareholdings u/s 307.
10. Foreign Register of Members u/s 157.
11. Register of Inspection.

Other Registers

1. Register of Director Attendance
2. Register of Transfer
3. Register of Shareholders Attendance
4. Register of Proxies
5. Register of Fixed Assets

Annexure 'B'

Forms and Returns as filed by the Company with Registrar of the Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2009.

Sr. No.	Form No. / Return	Filed under section	For	Date of filing	Whether filing within Prescribed Time Yes / No	if delay in filing, whether requisite additional fee paid Yes / No
1.	20B	159	2007-2008	01.09.2008	Yes	N.A.
2.	23AC/ACA	220	2007-2008	26.08.2008	Yes	N.A.
3.	CCOM	383A	2007-2008	26.08.2008	Yes	N.A.
4.	Form No. 23	31	2008-2009	28.03.2009	Yes	N.A.
5.	Form No. 62		2008-2009	24-03-2009	Yes	N.A.

For RAGINI CHOKSHI & ASSOCIATES

Mrs. Ragini Chokshi
(Proprietor)

Company Secretary
C.P.No. 1436

Place : Mumbai, 23rd June, 2009.

BOMBAY CYCLE & MOTOR AGENCY LIMITED

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REPORT OF THE AUDITORS TO THE MEMBERS

We have audited the attached Balance Sheet of BOMBAY CYCLE & MOTOR AGENCY LIMITED, as at 31st March, 2009, the Profit & Loss Account and also the Cash Flow Statement for the year ended upon that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. And the audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion. With these remarks we now report as follows:

1. As required by the Companies (Auditor's Report) Order 2003 issued by the Central Government on 12th June, 2003 and Companies (Auditor's Report) (Amendment) Order 2004 issued by the Central Government on 25th November, 2004, both in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in the said order to the extent they are applicable to the Company and based on such checks applied by us as considered necessary and also based on information and explanations given by the Directors.
2. Further to our comments in the Annexure referred in paragraph 1 above :
 - (a) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books;
 - (b) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- (c) The Balance Sheet and Profit & Loss Account and Cash Flow Statement dealt with by the report are in agreement with the books of accounts;
- (d) In our opinion, the annexed Balance Sheet and Profit & Loss Account and Cash Flow Statement dealt with by the report comply with the requirements of the Accounting Standards referred to in sub- Section (3c) of Section 211 of the Companies Act, 1956 as amended;
- (e) On the basis of written representation received from the directors as on 31st March 2009 and taken on record by the Board of Directors, none of the Directors of the Company are disqualified as on 31st March 2009 from being appointed as director under clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
- (f) In our opinion and according to the best of our information and according to the explanation given to us, the said accounts read with the notes attached to and forming part of the same give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-
 - 1) In the case of Balance Sheet, of the State of affairs of the Company as at 31st March, 2009;
 - 2) In the case of the Profit and Loss Account of the Profit for the year ended on that date and ultimate deficit carried to the Balance Sheet.

AND

- 3) In the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

For A. B. Jog & Company
Chartered Accountants

(A. B. Jog)
Proprietor

Membership No. 10655

Mumbai, 24th June, 2009.

BOMBAY CYCLE & MOTOR AGENCY LIMITED

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ANNEXURE TO THE AUDITOR'S REPORT M/S BOMBAY CYCLE & MOTOR AGENCY LIMITED

(Referred to in Para 1 of the Report of even date)

- | | |
|--|---|
| <p>i) The Company has maintained proper records to show full particulars including quantitative details and situation of the Fixed Assets and the same has been physically verified by the Management once in every half year. In our opinion, the frequency of such verification is reasonable. No material discrepancies were reportedly noticed on such verification.</p> <p>ii) There were minor sales/dispositions of few of the Fixed Assets during the year. However the same has not affected the Company's status as a going concern.</p> <p>iii) The physical verification of inventory of the Company at all its locations has been conducted by the Management during the year during the last week of each month which frequency in our opinion is reasonable.</p> <p>iv) In our opinion, the procedures of physical verification of inventories followed by the Management are reasonable and adequate in relation to the size of the Company and nature of its business.</p> <p>v) According to the inventory records produced to us for our verification, we are of the opinion that the Company is maintaining proper records of inventory and discrepancies noticed on physical verification of inventories, if any, referred to above, though not material, have been properly dealt with in the books of account.</p> <p>vi) .(a) As per the information and explanation given to us and the records produced to us for verification, the Company has not granted any loans, secured or unsecured either to companies, firms or other parties covered in the register required to be maintained under Section 301 or to any other third party and thus no further comments about loans granted are applicable.</p> <p>(b) As regards loans taken, the Company had outstanding unsecured loan as on beginning of the year of NIL (Previous year Rs. 65 Lakhs) taken from a party covered in the register maintained under</p> | <p>Section 301 of the Companies Act, 1956. The maximum amount involved during the previous year was Rs. 65 Lakhs and balance as on the date of Previous Balance Sheet was NIL. However a liability towards interest was outstanding to the extent of Rs.10 Lakhs at the beginning of Current Year (Previous Year Rs. 10 Lakhs) which was paid in the current year and the outstanding at the end of year is Rs. NIL(Previous year Rs. 10 Lakhs). In our opinion, the rate of interest and the terms and conditions of this loan taken by the company were not prima facie prejudicial to the company.</p> <p>vii) There are proper and adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to and on purchases of inventory, fixed assets and with regard to the sale of goods and services.</p> <p>viii) In our opinion and according to the information and explanation given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act have been entered in the Register required to be maintained under that section. The transactions made in pursuance of such contracts or arrangements, in our opinion and according to the information and explanation given to us, have been made at prices available with Company for such transactions or price at which transaction for similar goods or services have been made with other parties at the relevant time.</p> <p>ix) According to the information and explanations given to us, the Company has during the year not either accepted or solicited any deposits from the public within the meaning of section 58A of the Companies Act, 1956 and thus the question of compliance with the directives issued by the Reserve Bank of India and the provisions of Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under does not arise. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal in this regard.</p> |
|--|---|