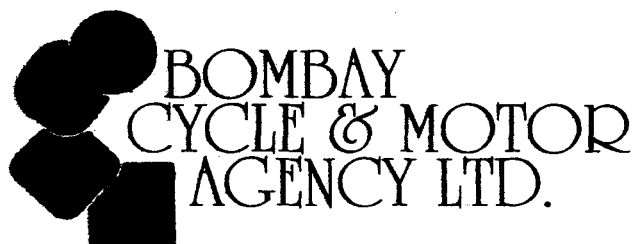


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ANNUAL REPORT
2002-2003

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BOMBAY CYCLE & MOTOR AGENCY LIMITED

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BOARD OF DIRECTORS

CHAKOR L. DOSHI
CHAIRMAN

TANIL KILACHAND

CHIRAG C. DOSHI

KANIKA G. SANGER

SANJAY P. MUTHE
(w.e.f. 17.03.2003)

COMPANY SECRETARY

R. P. MONDKAR

REGISTERED OFFICE

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

SERVICE STATIONS

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

105-B, Sion-Koliwada Road,
Mumbai - 400 022.

BANKERS

DENA BANK
HDFC BANK

AUDITORS

DALAL & SHAH
Chartered Accountants

**REGISTRAR & SHARE
TRANSFER AGENT**

TATA SHARE REGISTRY LTD.,
Army & Navy Building,
148, Mahatma Gandhi Road,
Fort, Mumbai - 400 001.

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NOTICE

NOTICE is hereby given that the EIGHTY-FOURTH ANNUAL GENERAL MEETING of BOMBAY CYCLE & MOTOR AGENCY LTD., will be held at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce, Kaikhushru Dubash Marg, (Rampart Row), Fort, Mumbai - 400 001, on Tuesday, the 19th August, 2003, 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, 2003 and the Profit & Loss Account for the year ended 31st March, 2003 and the Report of Directors and Auditors thereon.
- 2) To appoint a Director in place of Shri Chakor L. Doshi, who retires by rotation and being eligible, offers himself for reappointment.
- 3) To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

SPECIAL BUSINESS :

- 4) To consider and if thought fit, to pass with or without modification, the following Resolution as an Ordinary Resolution :

"RESOLVED that Mr. Sanjay P. Muthe whose term of Office as an Additional Director pursuant to Section 260 of the Companies Act, 1956 expires at this Annual General Meeting and in respect of whom the Company has received a Notice under Section 257 of the Companies Act, 1956 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

R. P. MONDKAR
COMPANY SECRETARY

Registered Office :

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

Dated : 30th June, 2003.

NOTES

- a) A member, entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member. 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 the aforesaid 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 Thursday 14th August, 2003 to Tuesday 19th August, 2003.
- c) Members are requested to note that the Company has appointed Tata Share Registry Ltd. (located at Army & Navy Building, 148 Mahatma Gandhi Road, Fort, Mumbai - 400 001) as its Registrar & Share Transfer Agent.

EXPLANATORY STATEMENT UNDER SECTION 173 OF THE COMPANIES ACT, 1956

Item No.4 :

The Board of Directors appointed Mr. Sanjay P. Muthe, a Practicing Chartered Accountant w.e.f. 17th March, 2003. Pursuant to the provisions of Section 260 of the Companies Act, 1956 read with Article 161 of Articles of Association of the Company, Mr. Sanjay P. Muthe holds the office only upto the date of this Annual General Meeting. Notice as required under Section 257 of the Companies Act, 1956 has been received from a Member proposing his candidature for the office of a Director of the Company.

Considering the vast experience of Mr. Sanjay P. Muthe, the Board considers it desirable that the Company should continue to avail itself of his services and accordingly the resolution as set out in Item No.4 of the Notice appointing

BOMBAY CYCLE & MOTOR AGENCY LIMITED
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him as a Director liable to retire by rotation is recommended for the approval of the Shareholders.

The Board therefore recommends passing the above resolution as set out in the accompanying Notice. None of the Directors except Mr. Sanjay P. Muthe is concerned/interested in the Resolution.

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

R. P. MONDKAR
COMPANY SECRETARY

Registered Office :

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

Dated : 30th June, 2003.



BOMBAY CYCLE & MOTOR AGENCY LIMITED

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DIRECTORS' REPORT

To,
The Members of
BOMBAY CYCLE & MOTOR AGENCY LIMITED

Your Directors present to you the annual report and the audited statement of accounts for the year ended 31st March, 2003.

FINANCIAL RESULTS :

| | As at 31.3.2003 Rupees | As at 31.3.2002 Rupees |
|--|------------------------------|------------------------------|
| (Loss) before depreciation and taxation | (3,55,80,292) | (2,98,23,578) |
| Add : Depreciation | 19,75,406 | 18,46,597 |
| (Loss) for the year before Provisions | (3,75,55,698) | (3,16,70,175) |
| Add : Provisions : | | |
| a) for Dimunition in value of investments | (17,10,055) | — |
| b) for taxation in respect of earlier year | — | (2,47,075) |
| Less : Prior year adjustment | 1,94,751 | (3,595) |
| Balance carried to Balance Sheet | (3,90,71,002) | (3,19,20,845) |

DIVIDEND :

In view of the loss suffered by the Company, your Directors do not recommend any dividend.

OPERATION HIGHLIGHTS :

The total turnover of the Company, including sales, service and hospitality division is Rs. 33.59 crores as compared to Rs. 38.12 crores in the previous year.

During the year under review, the Company could sell 558 Hyundai cars manufactured by M/s. Hyundai Motor India Ltd. as compared to 689 Hyundai Cars sold in the previous year. The passenger car market in Automobile 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 new Hospitality division which commenced its activity since May, 2001, had to face tough competition, especially from new entrants in the restaurant business in and around the area of your company during the year under review.

The decrease in the overall turnover, sluggish automobile market and erosion of margins, both in the auto division and in the hospitality division, resulted in the loss of Rs.3.76 crores as compared to loss of Rs. 3.17 crores in the previous year.

SPARE PARTS :

The sale of Spare Parts during the year was Rs.194 lacs as against Rs.216 lacs in the previous year.

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 continues to be adequately insured against fire, riot, civil commotion, etc.

DIRECTORS :

Shri Chakor L. Doshi, Director will retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

During the year under review, Mr. Vinod L. Doshi and Mr. V. T. Pawar, Directors, resigned from the Board. Your Directors keep on record their appreciation of the valuable services rendered by them during their tenure as Directors.

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Mr. Sanjay P. Muthe was appointed as an Additional Director. Mr. Muthe holds office as an Additional Director till the conclusion of ensuing Annual General Meeting. Mr. Muthe is seeking to be elected as a Director liable to retire by rotation.

DEPOSITS :

There are no fixed deposits outstanding as on 31st March, 2003.

INCOME TAX ASSESSMENT :

Income tax assessment of your Company has been completed upto the Assessment Year 2000-2001.

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 of the Companies Act, 1956, Compliance Report issued by M/s. Ragini Chokshi & Co., Company Secretary, Mumbai, is attached herewith.

DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibilities Statement, it is hereby confirmed :

- i) that in the preparation of the annual accounts for the financial year ended 31st March 2003, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) that the Directors had selected such accounting policies and applied consistently,

and made judgements and estimates that were 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;

- iii) that 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;
- iv) that the Directors had prepared the annual accounts for the financial year ended 31st March, 2003, on a going concern basis.

AUDITORS :

The Auditors of the Company, M/s Dalal & Shah, Chartered Accountants, retire at the conclusion of ensuing Annual General Meeting & are eligible for reappointment. The requisite certificate pursuant to Section 224(1-B) of the Companies Act, 1956, has been received.

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,
Mumbai - 400 007.

Dated : 30th June, 2003.

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COMPLIANCE CERTIFICATE

Registration No. of the Company : 11-557 / TA
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, 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, 2003. 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, its officers and agents, 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 being a Public Limited Company, comments are not required.
4. The Board of directors duly met Five times respectively on 29th June 2002; 1st July, 2002; 28th August, 2002; 27th December, 2002; 17th March, 2003, in respect of which meetings, proper notices were given and the proceedings were properly recorded, signed and passed in the Minutes Book maintained for the purpose.
5. The Company closed its register of members

on 13th August, 2002 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, 2002 was held on 28th August, 2002 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 or persons or firms or companies referred to U/S 295 of the Act.
9. The Company has not entered into any contract falling within the purview of section 297 of the Act.
10. The Company has made necessary entries in the Register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has not issued any duplicate share Certificate during the financial year.
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) The Company has 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.
 - iv) There is no amount in unpaid dividend

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- account, application money due for refund, matured deposits, matured debentures and 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. The appointment of additional director during the financial year has been duly made.
 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 had made an application to Central Government regarding exemption for giving quantitative information under section 211(4) of the Companies Act, 1956, however application was not accepted. Quantitative details in connection with Liquor are furnished in the annexed accounts.
 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 were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares.
 23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
 24. The Company has borrowed amount from Bank for Car finance.
 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 during the financial year.
 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 the 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.
 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 & CO.
Ragini Chokshi
Company Secretary
C.P.No. 1436

Place : Mumbai, 30th June, 2003.

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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. Registers 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 Particular 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 Deposits under rule 7 of the Companies (Acceptance of Deposits) Rules 1975.
12. Register of Inspection.

Other Registers

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

Note : The Company has not maintained the following registers as it was informed that there were no entries / transactions to be recorded therein.

1. Register of Securities Bought Back u/s 77A.
2. Register and Index of Debenture holders u/s 152.
3. Minutes Book of Class Meeting / Creditors Meeting.
4. Register of Renewed and Duplicate Certificate under Rule 7 of the Companies Rules, 1960.
5. Register of Destruction of Record / Document.

Annexure 'B'

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending 31st March, 2003.

| Sr. | 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. | Balance Sheet & Annual A/C | 220 | 2001-2002 | 04.09.2002 | Yes | No |
| 2. | Annual Return | 159 | 2001-2002 | 25.10.2002 | Yes | No |
| 3. | Compliance Certificate | 383A | 2001-2002 | 04.09.2002 | Yes | No |
| 4. | Form 32 | | | 27.12.2002 | Yes | No |
| 5. | Form 32 | | | 16.04.2003 | Yes | No |
| 6. | Form 23 | | | 27.09.2002 | Yes | No |

Place : Mumbai, 30th June, 2003

For RAGINI CHOKSHI & CO.
Ragini Chokshi
Company Secretary
C.P.No. 1436

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, 2003 and also the Profit and Loss Account for the year ended on that date annexed thereto and the Cash Flow Statement for the period ended on that date. 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.

1. 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. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Manufacturing and other Companies (Auditor's Report) Order, 1988, issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in paragraphs 4 & 5 of the said Order.
3. Further to our comments in Annexure referred to in paragraph 2 above we report that :
 - (a) We have 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 appears from our examinations of books of the Company;
 - (c) The Balance Sheet and Profit and Loss Account dealt with by the report are in agreement with the books of account of the Company;
 - (d) In our opinion, the attached Balance

Sheet and the Profit and Loss Account dealt with by this report, comply with the Accounting Standards referred in Sub-Section 3(C) of Section 211 of the Companies Act, 1956 to the extent applicable;

- (e) On the basis of written representation received from the Directors as on 31st March, 2003 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2003 from being appointed as a Director in terms of Clause (g) of Sub-section (1) of Section 274 of the Companies Act, 1956;
- (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with note no. 12 relating to pending reconciliation and confirmation of balances of certain parties and its impact on the revenue as detailed in the note, note no. 13 relating to disclosure of quantitative details to the extent practicable and possible and application for exemption from disclosure as detailed in the note and read together with other notes thereon, 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;
 - i) in the case of Balance Sheet of the state of affairs of the Company as at 31st March, 2003;
 - ii) in the case of the Profit and Loss Account of the loss for the year ended on that date;
 - iii) in the case of Cash Flow Statement of the cash flow for the year ended on that date.

For and on behalf of
DALAL & SHAH
Chartered Accountants
Shishir Dalal
Partner

Mumbai, 30th June, 2003