

BOMBAY POTTERIES & TILES LIMITED

73rd ANNUAL REPORT 2006-2007

ANNUAL REPORT 2006-2007

BOMBAY POTTERIES & TILES LIMITED

Directors

Shri Manoj V. Wadhwa (Chairman)

Shri Deepak V. Wadhwa

Smt. Pramila V. Wadhwa

Auditors

Messrs. Lodha & Co.

Chartered Accountants

Solicitors & Advocates

Messrs. M. T. Miskita & Co.

Bankers

Indian Bank

Standard Chartered Bank

Registered Office

United India Building,

2nd Floor,

Sir P. M. Road,

Mumbai – 400 001.

BOMBAY POTTERIES & TILES LIMITED**NOTICE**

Notice is hereby given that the 73rd Annual General Meeting of the Company will be held on Friday, 28th September 2007 at 3.30 p.m. at SHEETAL ARCH, Jasmine Hall, Opp : Shoppers Stop, 230 Linking Road, Bandra (West), Mumbai 400 050. to transact the following business :

ORDINARY BUSINESS :

1. To receive and adopt the Directors Report and the Audited Accounts of the Company for the year ended 31st March 2007.
2. To appoint a Director in place of Mr Deepak V. Wadhwa, who retires by rotation and being eligible himself for re-appointment.
3. To appoint M/s Anil Jaykant & Co, Chartered Accountants, as Auditors of the Company and to authorize the Board of Directors to fix their remuneration.

M/s Lodha & Co., the retiring auditors of the Company have informed the Company that they do not wish to seek re-appointment as Auditors of the Company. A special notice has received by the Company under Section 225 (1) of the Companies Act 1956 from a member for appointing M/s Anil Jaykant & Co., Chartered Accountants, as the Statutory Auditors of the Company on remuneration to be fixed by the Board of Directors.

BY ORDER OF THE BOARD

MANOJ V. WADHWA
CHAIRMAN

PLACE : MUMBAI

DATED : 28TH August 2007

NOTES

1. 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 of the Company. Proxies in order to be valid must be lodged at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. The Register of Members and Share Transfer books of the Company will remain closed from Thursday, 27th September 2007 to Friday 28th September 2007 (both days inclusive).

BOMBAY POTTERIES & TILES LIMITED

DIRECTORS REPORT

Your Directors are pleased to place before you the 73rd Annual Report together with the audited accounts for the financial year ended on 31st March 2007.

OPERATIONS :

Your Directors are have to report that the Company has not been able to sale one flat which has remained unsold. The operations of the Company have resulted in to loss of Rs 2,67,716/- after providing for depreciation and writing back the excess provision of Rs 7,984/- towards the deferred tax during the year under report as against the profit of Rs 10,46,016/- during the last year. The Income-tax debit adjustment relating to earlier years amounting to Rs 5,62,697/- has been added resulting in to loss of Rs 8,30,413/-. A loss of Rs 23,38,588/- accumulated at the end of last year has been brought forward and added to the above loss of Rs 8,30,413/- and thus total accumulated loss of Rs 31,69,001/- has been carried to balance sheet.

Your directors are assessing and analyzing the various options for the business of the Company, which would certainly require finance. Thus the options have to be worked out properly which could be implemented. Thus the Company has to run the show and make required expenses.

DIVIDEND :

In view of the losses, your directors have not recommended any dividend for the year under report.

DIRECTORS :

Mr Deepak V. Wadhwa retire by rotation and being eligible offer himself for re-appointment.

AUDITORS :

Messrs Lodha & Co., Chartered Accountants retire as Auditors of the Company but have expressed their inability to be re-appointed as Auditors of the Company.

PERSONNEL :

Not a single employee was in receipt of remuneration of the limit prescribed u/s. 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

PARTICULARS REGARDING CONSERVATION OF ENERGY, ETC. :

Particulars relating to the Conservation of Energy, Technology Absorption is not applicable to the Company. The Company does not have any Foreign earnings nor there is any Foreign Exchange outgo.

**DIRECTORS RESPONSIBILITY STATEMENT AS PER SECTION 217 (2AA)
OF THE COMPANIES ACT, 1956 :**

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

- (i) That in the preparation of the accounts for the financial year ended 31st March 2007 the applicable accounting standards have been followed :
- (ii) That the directors have selected such accounting policies and applied them consistently and made judgement 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 of the Company for the year under review :
- (iii) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding of the assets of the Company and for preventing the detecting fraud and other irregularities :
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March 2007 on a 'going concern' basis.

AUDITORS REPORT :

The Auditors observations except item No. 4 (f) relating to preference shares are self-explanatory and do not require any comments or clarifications. As regards the observation of the auditors regarding the provision of Section 80 of the Act, the directors explain that due to non-availability of finance neither the preference shares could be redeemed nor the dividend has been paid.

FOR AND ON BEHALF OF THE BOARD

MANOJ V. WADHWA
CHAIRMAN

PLACE : MUMBAI

DATED : 28th August 2007

AUDITORS' REPORT

To the members of

BOMBAY POTTERIES & TILES LIMITED

1. We have audited the attached Balance Sheet of **BOMBAY POTTERIES & TILES LIMITED** as at 31st March, 2007, the Profit and Loss Account and also the Cash Flow Statement for the year ended on 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.
2. We conducted our audit in accordance with the 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 management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956 (hereinafter referred to as the "Act"), we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order, to the extent applicable.
4. Further to our comments in the Annexure referred to in paragraph 3 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 examination of the books.
 - c) The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub section (3C) of Section 211 of the Act, to the extent applicable.

- e) On the basis of the written representations received from the directors as on 31st March, 2007 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2007 from being appointed as a director of the Company in terms of Section 274 (1) (g) of the Act.
- f) *The Company has not complied with the provisions of Section 80 of the Act inasmuch as that it has neither redeemed the 12% Cumulative Preference Shares amounting to Rs.19,00,000 (cumulative dividend thereon: Rs.22,80,000), nor taken approval from Company Law Board / National Company Law Tribunal to extend the period of redemption. (Refer Note No. 2 in Schedule 'N' to the Financial Accounts).*
- g) *Subject to the matters referred to at paragraph 4 (f) above, in our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the significant accounting policies and other notes appearing in Schedule 'N' and those appearing elsewhere in the accounts, 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:*
- i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2007;
 - ii) in the case of the Profit & Loss Account, of the loss of the Company for the year ended on that date; and
 - iii) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For LODHA & CO.
Chartered Accountants

R. P. BARADIYA
Partner
(Membership No. 44101)

Place: Mumbai,
Dated: 28th August 2007