

BOMBAY POTTERIES & TILES LIMITED

75th ANNUAL REPORT 2008-2009

ANNUAL REPORT 2008-2009

BOMBAY POTTERIES & TILES LIMITED

Directors

Shri Manoj V. Wadhwa (Chairman)
Shri Deepak V. Wadhwa
Smt Pramila V. Wadhwa

Auditors

Messrs Anil Jaykant & 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 75th Annual General Meeting of the Company will be held on Wednesday, 30th September 2009 at 3.30 p.m. at - **11 Happy Home, 244 Waterfield 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 2009.
2. To appoint a Director in place of Mr. Manoj V. Wadhwa, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint the Auditors and to fix their remuneration.

BY ORDER OF THE BOARD

MANOJ V. WADHWA
CHAIRMAN

PLACE : MUMBAI

DATED : 2ND SEPTEMBER 2009

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 Monday, 28th September 2009 to Wednesday 30th September 2009 (both days inclusive)

BOMBAY POTTERIES & TILES LIMITED**DIRECTORS REPORT**

Your Directors are pleased to place before you the 75th Annual Report together with the audited accounts for the financial year ended on 31st March 2009.

OPERATIONS:

Your Directors have to report that the stock of one flat is still lying with the Company for want of permission from ULC Department. However, the Company has not been able to finalise any line of activity so far. The expenses have been kept as minimum but for legal and professional charges paid for the labour matter dispute which is pending in the court. The operations of the Company have resulted in the loss of Rs 2,34,639/- after providing for depreciation during the year under report as against the loss of Rs 1,59,618/- during last year. The above loss of Rs 2,34,639/- has been added to the brought forward loss of Rs 33,67,192/- resulting in to the total loss of Rs 36,01,831/- which has been carried forward to the 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 loss, your directors have not recommended any dividend for the year under report.

DIRECTORS :

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

AUDITORS :

Messrs Anil Jaykant & Co., Chartered Accountants, retire as Auditors of the Company and being eligible offer themselves for re-appointment.

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.

: 02 :

**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 2009 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 loss 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 the assets of the Company and for preventing and detecting the fraud and other irregularities :
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March 2009 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 : 2ND SEPTEMBER 2009

: 03 :

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, 2009, 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, 2009 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2009 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 (a) in Schedule 'L' 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 'L' 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, 2009;
 - 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 ANIL JAYKANT & CO.
Chartered Accountants

ANIL J. SHAH
Proprietor
(Membership No. 11584)

Place: Mumbai,
Dated: 2nd September 2009

: 05 :

**ANNEXURE REFERRED TO IN PARAGRAPH 3 OF AUDITORS' REPORT OF
EVEN DATE ON THE FINANCIAL STATEMENTS AS AT AND FOR THE YEAR
ENDED 31ST MARCH, 2009 OF BOMBAY POTTERIES & TILES LIMITED.**

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of audit, we state that:

1. (i) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (ii) The physical verification of fixed assets was carried out during the year, which, in our opinion, is reasonable considering the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- (iii) No substantial / major part of fixed assets has been disposed off during the year.
2. (i) The inventory (flat) has been physically verified by the management at reasonable intervals during the year.
- (ii) In our opinion, the procedures of physical verification of inventory (flat) followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (iii) On the basis of examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventory. No discrepancies have been noticed on physical verification between the physical stocks and the book records.
3. a) The Company has not granted any loans, secured or unsecured, to Companies, firms or other parties covered in the register maintained under Section 301 of the Act.
- b) The Company has taken unsecured interest free loan from other parties covered in the Register maintained under Section 301 of the Act and there are no terms and conditions specified in the said loan. The amount outstanding is Rs 2,11,277/- as at 31.03.2009. The terms and conditions are not prima facie prejudicial to the interest of the Company.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business. During the course of our audit, no major weaknesses have been noticed in the internal control system.