



**BOMBAY TALKIES LTD.**

**Annual Report**  
**2012-2013**

Directors : Mr. Rajesh Kothari  
Mr. Shailesh Parab  
Mr. Kishor Patil

Registered Office : 403, Balaram Bhavan,  
Grant Road,  
Mumbai – 400 007

Registrar & Share Trasfer : Adroit Corporate Services Pvt. Ltd.  
19, Jaferbhoy Industrial Estate,  
Makwana Road, Marol Naka,  
Andheri East, Mumbai – 400 059

Auditors : H. T. Merchant & Company  
Chartered Accoutants  
Mumbai

## **NOTICE**

NOTICE is hereby given that the 29<sup>th</sup> Annual General Meeting of Bombay Talkies Limited will be held on Saturday, the 21<sup>st</sup> September, 2013 at 11:00 A.M. at the Registered Office of the Company at 403, Balaram Bhavan, Grant Road, Mumbai – 400 007 to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2013 and Profit and Loss Account for the year ended as on that date and Reports of the Directors and Auditors thereon.
2. To appoint a Directors in place of Mr. Rajesh Kothari and Mr. Kishor Patil who were retires by rotation and being eligible, offers himself for re-appointment.

### **AS SPECIAL BUSINESS:**

3. To consider and, if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:-

“RESOLVED that Mr. Shailesh Parab, who was appointed with effect from 01.04.2013 as a Director of the Company and holds office upto the date of this Annual General Meeting under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company”.

By Order of the Board of

Place : Mumbai  
Dated : 28<sup>th</sup> August 2013

Sd/-  
Kishor Patil  
Director

### **NOTES:**

1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty- eight hours before the commencement of the meeting, duly completed, stamped and signed. Corporate members are requested to send board resolution duly certified authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from 21<sup>st</sup> September 2013 to 21<sup>st</sup> September 2013.

**Explanatory Statement pursuant to the provisions of Section 173 (2) of the Companies Act, 1956 with regard to the Special Business as set out in the accompanying notice.**

**Item No. 3**

Mr. Shailesh Parab was appointed as an additional Director by the Board of Directors of the Company at their meeting held on 01.04.2013 pursuant to Section 260 of the Companies Act, 1956. Mr. Shailesh Parab shall hold office as additional Director up to the date of the ensuing Annual General Meeting. Notices have been received under Section 257 of the Companies Act, 1956 from some members of your Company signifying their intention proposing the appointment of Mr. Shailesh Parab as Director of your Company as set out under proposed Resolution Nos.3

The Board recommends the proposed Resolution Nos. 3 for your approval. None of the Director except who is being appointed is directly or indirectly concerned or interested in the resolutions.

By Order of the Board of

Place : Mumbai  
Dated : 28<sup>th</sup> August 2013

Sd/-  
Kishor Patil  
Director

## **DIRECTOR'S REPORT**

Your Directors have Pleasure in Presenting the Annual Report together with audited statement of accounts for the year ended 31<sup>st</sup> March, 31<sup>st</sup> March 2013

### **WORKING RESULTS**

(Amount in Rs)

<b>Particulars</b>	<b>31.03.2013</b>	<b>31.03.2012</b>
Total Income	1,601,000.00	2,026,750.00
Depreciation	3,815,557.00	3,548,909.00
Profit (Loss) Before Tax	53,487.44	109,071.01
Provision for Tax-FBT	-	-
Profit (Loss) after Tax	53,487.44	109,071.01
Prior Period Adjustment	-	-
Balance brought forward	1,317,626.29	1,208,555.28
Balance carried to Balance Sheet	1,371,113.73	1,317,626.29

### **DIVIDEND:**

In View of the inadequate Profit, your directors do not Proposed any dividend for the year.

### **DIRECTORS**

Mr. Rajesh Kothari and Mr. Kishor Patil were retires by rotation and being eligible, offer them selves for re-election.

Mr. Shailesh Parab was appointed as an additional Director of the Company and Mr.Vinod Verma was resigned from the office Directors of the Company

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors State:

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanations relating to material departure;
- ii) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that ate 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 the loss of the Company for the 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 o a going concern basis.

## **FIXED DEPOSITS**

Your company has neither invited nor accepted any Fixed Deposits from the public during the financial year under review.

## **CORPORATE GOVERNANCE AND COMPLIANCE CERTIFICATE:**

Separate notes on Corporate Governance and Management Discussion and Analysis Report are set out as Annexure “A” and “B” respectively. A Certificate from the Auditor of the Company certifying compliance conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

## **LISTING AGREEMENTS REQUIREMENTS:**

The securities of your company are listed at BSE Ltd., Mumbai. Trading in company's securities remain suspended at BSE Ltd. for various reasons including non-submission of documents and all possible steps are being taken by the management to get shares traded at the floor of the BSE Ltd.

## **BUY-BACK OF SHARES**

There was no buy-back of shares during the year under review.

## **PARTICULARS OF THE EMPLOYEES:**

None of the employees employed during the year was in receipt of remuneration in excess of the Prescribed limit specified in section 217 (2A) of the Companies Act, 1956 Hence, furnishing of particulars under the Companies (Particulars of Employees) 1975 does not arise.

## **AUDITORS & AUDITORS REPORT**

The Auditors of the Company **M/s. H. T. Merchant & Company**, Chartered Accountants, Mumbai, hold office until the conclusion of the forthcoming Annual General Meeting of the company and being eligible offers themselves for appointment.

## **CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

During the year under review, there were no activities, which required heavy consumption of energy. However adequate measures have been taken to make sure that there is no wastage of energy. Since the requisite information with regard to the conservation of energy, technology absorption (Disclosures of Particulars in the report of Board of Directors) Rules is irrelevant/not applicable to the company during the year under review, the same are not reported.

## **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Foreign Exchange earnings and Outgo is not Applicable to the Company.

## **ACKNOWLEDGEMENTS**

The Board of Directors wish to place on record their appreciation for the co-operation and support of the Company's Bankers, its valued customers, employees and all other intermediaries concerned with the company's business.

Your directors sincerely thank all members for supporting us during the difficult days. We look forward to your continued support and reiterate that we are determined to ensure that the plans are successfully implemented.

By Order of the Board of

Place : Mumbai  
Dated : 28<sup>th</sup> August 2013

Kishor Patil  
Director

## **-: CORPORATE GOVERNANCE:-**

### **COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Bombay Talkies Limited aims at ensuring high ethical standards in all areas of its business operations to enhance its stake holder's value.

In accordance with Clause 49 of the Listing agreement with the Stock Exchanges, the details of governance including compliances by the Bombay Talkies Limited with the provisions of Clause 49 are as under:

#### **1. BOARD OF DIRECTORS:**

As on 31<sup>st</sup> March 2013, The Company's Board consisted of three (3Nos.) independent /non-executive directors, who have rich experience in their fields.

The Board of Directors duly meets 5 times during the last financial year on the following dates 25.07.2012,29.08.2012, 27.10.2012, 30.01.2013 and 26.04.2013.

#### **Code of conduct:**

The Company has already implemented a Code of Conduct for all Board Members and Senior Managements of the company in compliance with Clause 49 (1) of the Listing Agreement. But, since the operations of the Company were not much, the application of the code of conduct was limited to that extent

The constitution of the Board as on 31<sup>st</sup> March 2013 and the attendance of the Directors are given below:

Name of the Director	Category of the Director	No. of other Directorship (*)	No. of Board meetings Attended	Attendance at Last AGM
Rajesh Kothari	Independent Non Executive Director	4	5	Present
Vinod Varma	Independent Non Executive Director	-	5	Present
Kishor Patil	Independent Non Executive Director	4	5	Present



- Excludes Directorship in Indian Private Limited Companies, Foreign Companies, Companies u/s 25 of the Companies act, 1956
- The Director(s) are neither Chairman nor members of any other committee(s) other than Audit committee, grievance committee, remuneration committee of Bombay Talkies Limited as mentioned in this report.

Detailed Agenda is circulated/ sent to the members of the Board in advance. The Board discusses/ deliberates and decides on all the topics/ matters including those suggested in the Listing Agreement, as and when the requirement arises.

**Risk Mitigation Plan:** The Company has already adopted a risk mitigation plan, suitable to the Company. During the year there were no activities that required the assessment of risk.

## 2. AUDIT COMMITTEE:

The total strength of the Audit Committee is three. The said committee was constituted to exercise powers and discharge function as stipulated in Clause 49 of the Listing Agreement, and other relevant statutory and regulatory provisions. The Chairman of the audit committee is an independent/non executive director, and of the other two members one is executive director and the other is non-executive / independent director.

During the relevant financial year, five Audit Committee Meetings were held on 25.07.2012, 29.08.2012, 27.10.2012, 30.01.2013 and 26.04.2013

The constitution of the Committee and the attendance of each member of the Committee is given below:

Name of the Member	Category	No. of Meetings	Attendance (No)
Rajesh Kothari	Chairman, Independent & Non Executive Director	5	5
Vinod Varma	Independent & Non Executive Director	5	5
Kishor Patil	Independent & Non Executive Director	5	5

## 3. SHARE HOLDERS GRIEVANCE/ SHARE TRANSFER COMMITTEE:

### Share Holder's Grievance Committee

Share Holders Grievance Committee consists of two independent Directors, and one compliance officer who have met on 25.07.2012, 27.10.2012, 30.01.2013, and 26.04.2013. As on 31<sup>st</sup> March, 2013, Company has no complaints/ grievances.

The data for the year is as follows: No of Complaints received from share holders/ Exchange during the year 2012-13.

During the year company had affected transfers involving (Nil) equity shares.

The constitution of the Committee as on today is as under:

<b>Name of the Member</b>	<b>Category</b>	<b>No. of Meetings</b>	<b>Attendance</b>
Rajesh Kothari	Chairman, Independent & Non Executive Director	4	4
Vinod Varma	Independent & Non Executive Director	4	4
Kishor Patil	Independent & Non Executive Director	4	4

At present, Kishor Patil is a Compliance officer of the Company. He was appointed in 01<sup>st</sup> March, 2013. Kishor Patil, who was Compliance officer, prior to this date, had attended all the meetings held during the year.

#### **Share Transfer Committee**

The same members of Share Holders Grievance Committee are the members of this committee also. The Committee has met four times on 25.07.2012, 27.10.2012, 30.01.2013, and 26.04.2013

#### **4. REMUNERATION COMMITTEE**

The Directors have decided that till the company earns adequate Profits, they will not draw any remuneration from the Company. So remuneration committee was not set up during the year under review.

#### **5. OTHER DETAILS/INFORMATIONS**

The details of Annual General Meeting held in last 3 years are as under:-

<b>Year Ended</b>	<b>Venue</b>	<b>Date</b>	<b>Time</b>
31 <sup>st</sup> March, 2010	24/26, Cama Buildig, Dalal Street, Fort, Mumbai - 400023	27 <sup>th</sup> September, 2010	11.30 a.m.
31 <sup>st</sup> March, 2011	24/26, Cama Buildig, Dalal Street, Fort, Mumbai - 400023	24 <sup>th</sup> September, 2011	11.30 a.m.
31 <sup>st</sup> March, 2012	24/26, Cama Buildig, Dalal Street, Fort, Mumbai - 400023	22 <sup>nd</sup> September, 2012	11.30 a.m.

The Company has neither used Postal Ballot nor passed any special resolutions during these years, and there was no Extra Ordinary General Meetings of the members of the Company during the relevant period.