



ANNUAL REPORT
2014-15

Bombay Talkies Limited

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Kishor Gopal Patil
Mrs. Rajashree Gopal Patil
Mr. Shailesh Parab

AUDITORS

M/s. Ritesh Burad and Company
Chartered Accountants

REGISTERED OFFICE

406, Balaram Bhavan, Grand Road,
Mumbai – 400 007
Telephone : 9167346889
Website: bombaytalkieslimited.com
Email: btl.invstcomp@rediffmail.com
CIN No. : L65990MH1984PLC033919

BANKERS

Indusind Bank

REGISTRAR AND SHARE TRANSFER AGENT

Adroit Corporate Services Pvt. Ltd.
19/20 Jaferbhoy Ind. Estate, 1st floor, Makwana Road,
Marol, Andheri (E), Mumbai – 400 059
Telephone : 022-42270400

Bombay Talkies Limited
403, Balaram Bhavan, Grant Road, Mumbai – 400 007

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of Bombay Talkies Limited will be held on Monday, the 21st September, 2015 at 11:30 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 31st March, 2015 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. Shailesh Parab (DIN 02265076) and Rajashree Kishor Patil (DIN 05135897) who were retires by rotation and being eligible, offers themselves for re-appointment.
3. To re-appoint the Auditors of the Company and fix their remuneration.

By Order of the Board of Directors

Place : Mumbai
Dated : 23rd August 2015

Kishor Patil
Din No.05121017
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 21st September 2015 to 21st September 2015.
3. Members should notify changes in the address, if any, specifying full address in block letters with pin code of the post office.
4. Member seeking information on accounts or any other matter contain in the notice are requested to write to the company at least 7 days before the meeting, so to revert information can be kept ready at the meeting.
5. Member attending the meeting are request to bring their copy of the Annual Report.

Bombay Talkies Limited
403, Balaram Bhavan, Grant Road, Mumbai – 400 007

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2014-2015

To,
The Members,
BOMBAY TALKIES LIMITED

Your directors have pleasure in presenting herewith their Thirty First Annual Report together with the Audited Statements of Accounts of the Company for the year ended 31st March, 2015.

FINANCIAL HIGHLIGHTS :

The financial highlights of the company, for the year ended 31st March, 2015 are summarized as below:

(In Rupees)

Particulars	Year ended 31st March 2015	Year ended 31st March 2014
Income for the year	1,93,32,600.00	1,92,77,100.00
Expenditure for the year excluding Depreciation and Amortization Exp.	1,90,88,756.00	1,88,78,216.62
Profit or Loss before Depreciation and Amortization Exp.	2,43,844.00	3,98,883.38
Less: Depreciation and Amortization Exp.	1,36,914.00	1,98,171.08
Profit or Loss after Depreciation and Amortization Exp. But before Tax	1,06,930.00	2,00,712.30
Less: Tax Expense	55,882.00	26,067.00
Profit/(Loss) after tax	51,048.00	1,74,645.30
Add: Balance Profit/(Loss) B/F from the previous Year	15,45,759.03	13,71,113.73
Balance Profit / (Loss) C/F to the next year	15,96,807.03	15,45,759.03

DIVIDEND :

Your Directors have not recommended any dividend for the Financial Year ended March 31, 2015.

RESERVES :

No amount was transferred to the reserves during the financial year ended 31st March, 2015.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS :

The Board of Directors meet 5 (five) times during the financial year 2014 – 2015. The necessary quorum was present for all the meetings.

STATE OF COMPANY'S AFFAIRS :

During the year under review, the Company has incurred a net profit of Rs. 51048.00 in comparison to last year's profit of Rs. 1,74,645.30. Barring unforeseen events, your Directors expect to achieve good results in the coming years.

CHANGE IN THE NATURE OF BUSINESS :

There is no change in the nature of the business of the company during the financial year ended 31st March, 2015.

MATERIAL CHANGES AND COMMITMENTS :

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 :

The company has not given any Loans & Guarantees or provided any security and has not made any investment during the financial year 2014-2015. Thus, the provisions of Section 186 of the Companies Act, 2013 is not applicable to the company.

EXTRACT OF ANNUAL RETURN :

The extract of Annual Return in form no.MGT-9 as required under Section 92(3) of the Companies Act, 2013 for the financial year ending March 31, 2015 is annexed hereto and forms part of this report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES UNDER SECTION 188 :

The company has not entered into any related party transactions which fall under section 188(1) of the Companies Act, 2013 during the year under review. Therefore, the provisions of Section 188(1) of the Companies Act, 2013 were not attracted and disclosure in Form AOC-2 is not required.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS/ OUTGO:

In accordance with the provisions of Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8 (3) of Accounts of Company Rules, 2014, there is no energy conservation, technology ,absorption etc. during the Financial Year 2014-2015. There is no foreign exchange earnings and outgo during the year.

RISK MANAGEMENT POLICY :

Risk Management is an integral part of the Company's business strategy. The Board sets and approves the strategic plans and objectives for risk management and risk philosophy. The Board of Directors has adopted a Risk Management Policy.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS :

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

- a) There has been change in the constitution of Board of Directors of the company during the year under review i.e. the structure of the Board is -

<u>Din No.</u>	<u>Name of the Director</u>	<u>Date of Appointment</u>	<u>Date of Resignation</u>
5121017	KISHOR GOPAL PATIL	28/11/2011	-
5135897	RAJASHREE KISHOR PATIL	25/10/2011	-
2265076	SHAILESH GHANSHAM PARAB	01/04/2013	-

- b. Retirement by rotation: Mr. Shaliesh Parab, Director and Rajashree Kishor Patil, Director, retires by rotation at this AGM and is eligible for reappointment. He is proposed to be reappointed as a Director at this AGM.
- a) In view of the applicable provisions of the Companies Act, 2013, the Company is not mandatorily required to appoint any whole time KMPs.

DEPOSITS:

The Company has not accepted any deposits during the year under review.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES :

The Company does not have any Subsidiary, Joint Venture or an Associate Company.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS :

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and company's operations in future.

BOARD'S COMMENT ON THE AUDITORS' REPORT :

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self explanatory. The Auditors' Report does not contain any qualification, reservation or adverse remark.

APPOINTMENT OF STATUTORY AUDITOR :

Ritesh Burad & Co, Chartered Accountants, existing Auditors of the Company, were appointed for a period of two years by the Board of Directors of the company in meeting held on 21st November 2016. Their appointment for the second year to audit the accounts for the financial year beginning on 1st April, 2015 to 31st March, 2016 requires ratification by the members. They are eligible and available for re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors, confirm that —

- a) In the preparation of the annual accounts for financial year ended 31st March, 2015, the applicable accounting standards have been followed and there is no material departures from the same;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the

state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that year;

- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts for the financial year ended 31st March, 2015 on a going concern basis;
- e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

ACKNOWLEDGMENT :

Your Directors express their appreciation and gratitude for the continued co-operation, support and assistance provided by all the valued channel partners, Distributor, Suppliers, Bankers, Shareholders, the Central Government and State Government.

For Order of the Board of Directors

Place : Mumbai
Dated : 23rd August 2015.

Kishor Patil
Din No. 05121017
Director

Shailesh Parab
Din No. 02265076
Director

Bombay Talkies Limited
403, Balaram Bhavan, Grant Road, Mumbai – 400 007

FORM NO. MGT-9

**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST
MARCH, 2015**

**[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]**

I. REGISTRATION AND OTHER DETAILS:-

i.	CIN	L65990MH1984PLC033919
ii.	Registration Date	03/09/1984
iii.	Name of the Company	Bombay Talkies Limited
iv.	Category/Sub-Category of the Company	Company Limited by Shares/ Indian Non-Government Company/
v.	Address of the Registered office and contact details	406, Balaram Bhavan, Grant Road, Mumbai Mumbai City MH 400007 IN
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Adroit Corporate Services Pvt. Ltd., 17-20, Jafferbhoy Ind. Estate, 1 st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai 400059.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY **

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Financial and Insurance Service	K8	%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl.No.	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
	Nil	Nil	Nil	Nil	Nil

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	300000	2100000	2400000	4.44	300000	2100000	2400000	4.44	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A) (1):-	300000	2100000	2400000	4.44	300000	2100000	2400000	4.44	-
2) Foreign									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	300000	2100000	2400000	4.44	300000	2100000	2400000	4.44	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B) (1):-	-	-	-	-	-	-	-	-	-
2. Non Institutions									
a) Bodies Corp.									
j) Indian	1449675	30392500	31842175	58.97	1341523	30392500	31734023	59.14	
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	992219	18428211	19748916	35.96	1320705	18428211	19748916	36.57	-

(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	227380	110000	337380	0.20	-	110000	110000	0.20	-
c) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
d) Any Other (specify)									
di) N. R. I.	14	-	14	-	539	-	539	0.00	-
dii) Foreign Indl. Holding (FDI)	1	-	1	-	1	-	1	0.00	-
diii) Clearing Member	-	-	-	0.01	6521	-	6521	0.01	
Sub-total (B) (2)	2669289	48930711	51600000	95.56	2669289	48930711	51600000	95.56	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	2669289	48930711	51600000	95.56	2669289	48930711	51600000	95.56	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2969289	51030711	54000000	100%	2969289	51030711	54000000	100%	N. A

ii.Shareholding of Promoters

Sr.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Abbey Finexim Pvt. Ltd.	600000	2.57	Nil	898950	2.57	Nil	Nil
2	Bay Inland Finance Pvt. Ltd.	500000	0.90	Nil	315600	0.90	Nil	Nil
3	Bhaskar Fund Management Ltd.	500000	0.60	Nil	208500	0.60	Nil	Nil
4	Clifton Securities Pvt. Ltd.	600000	2.74	Nil	958400	2.74	Nil	Nil
5	Online Information Technologies Ltd.	200000	0.29	Nil	100000	0.29	Nil	Nil