



ANNUAL REPORT
2017-18

Bombay Talkies Limited

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Mahendra Kumar Jhajharia
Mr. Sanjiv Agarwal
Mr. Dharmesh Kotak
Mr. Anaysha Patel
Mr. Nikhil Munna Lodh

AUDITORS

M/s. Ritesh Burad and Company
Chartered Accountants

REGISTERED OFFICE

201, Nav Neelam Building, A Wing, 2nd Floor,
108 Worli Sea Face Road, Worli,
Mumbai – 400 018
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
Website : www.adroitcorporate.com
Email : info@adroitcorporate.com

BOMBAY TALKIES LIMITED

REGISTERED OFFICE :

**201, NAVNEELAM BUILDING, A-WING, 2ND FLOOR, 108, WORLI SEA FACE ROAD, WORLI,
MUMBAI – 400018**

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the Members of BOMBAY TALKIES LIMITED will be held on Saturday, 28th September, 2018 at 11.00 A.M. at the Registered Office of the Company at Registered office of the Company to transact the following businesses: -

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss for the financial year ended on that date and the Reports of the Boards of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Dharmesh Kotak who retires by rotation in term of section 152(6) of the Companies Act, 2013 & being eligible offers himself for re-appointment.
3. To appoint a Director in place of Shri. Nikhil Lodh who retires by rotation in term of section 152(6) of the Companies Act, 2013 & being eligible offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies Act (Audit And Auditors) Rules, 2014, M/s. Ritesh Baurd & Co., Chartered Accountants, having FRN No. 117936W, the Statutory Auditors of the Company, who had been appointed to hold office of Statutory Auditors from the conclusion of Thirty Forth Annual General Meeting of the Company till the conclusion of the Thirty Fifth Annual general Meeting be and is hereby appointed for the financial year 2018-19, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

By Order of the Board

Sd/-

Mahendra Kumar Jhajharia
Director

Place: Mumbai

Dated: 10th May, 2018

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The Instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before commencement of the meeting.

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2016, a person can act as a proxy on behalf of members not exceeding fifty and holding in the

aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy such person shall not act as a proxy for any person or shareholder.

2. Members who hold shares in Dematerialized form are requested to bring their Client ID and DP ID nos. for easier identification of attendance at the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 28.09.2018 to 28.09.2018 (both days inclusive).
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to Section 154 of the Companies Act, 1956), a member desirous of obtaining any information concerning the accounts and operation of the Company is requested to send his queries to the Company at least 7 days before the date of the meeting, so that the information required by the member is made available at the meeting.
5. Members attending the meeting are requested to bring their copy of the Annual Report with them to the meeting.
6. As per the provisions of the Companies Act, 1956, as amended, facility for making nomination is available to individual shareholder. The prescribed form can be obtained from the Company.
7. Ministry of Corporate Affairs vide its circular no.17/2011 dated 21/04/2011 & 18/2011 dt.29/04/2011 has taken Green Initiative in the Corporate Governance by allowing the companies to send various notices/documents including audited financial results, directors report, auditor's report, general meeting notices to the members through electronic mode to the registered email addresses of the shareholders.
Members are therefore requested to register their email addresses with the Company and also keep a note to inform any change in your email address.

As per SEBI's circular in respect of transaction involving transfer of shares in physical form of a listed company, it is mandatory for the transferee(s) to furnish copy of PAN card for registration of transfer of Shares.

8. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11.AM and 1.PM upto the date of the Annual General Meeting.
9. Voting through Electronic Means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2016, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under:

The notice of the 34th Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. The e-Voting particulars are provided at the bottom of the Attendance Slip for the 34th Annual General Meeting (AGM):

- a. Log on to the e-voting website: www.evotingindia.com during the voting period.
- b. Click on "Shareholders" tab
- c. Now, select Electronic Voting Sequence No. as mentioned in the Attendance Slip along with "BOMBAY TALKIES LIMITED." from the drop down menu and click on "SUBMIT".
- d. Now Enter your User ID (as mentioned in the Attendance Slip) :
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f. However, if you are a first time user, please use the e-Voting particular provided in the Attendance Slip and fill up the same in the appropriate boxes:
- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach Password Creation' menu wherein they are required to mandatory enter their login password in the new password field.

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e- voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j. For Members holding shares in physical form, the details in Attendance Slip can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the relevant EVSN "BOMBAY TALKIES LIMITED" for which you choose to vote.
- l. On the voting page, you will see "Resolution Description" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- q. If Demat account holder has forgotten the changed password then enter the User ID and image verification code, click on Forgot Password & enter the details as prompted by the system.
- r. ● Institutional shareholders (i.e. other than Individuals, H U F, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to heldesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com. You can also contact the helpdesk on the toll free number: 1800-200-5533.
- III. The e-voting period begins from 25.09.2018 from 9.00 A.M. and ends on 27.09.2018 till 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 21.09.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- III. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of 21.09.2018.
- IV. Kala Agarwal, Practicing Company Secretary, C.P. No. 5356 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- V. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared on or after the 34th Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within two (2) days of passing of the resolutions at the 34th Annual General Meeting (AGM) of the Company on 28th September, 2018 and communicated to the Stock Exchange.

10. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company for admission to the Meeting hall.
11. Corporate Members are requested to send to the Company/RTA, a duly certified copy of the Board resolution /Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
12. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
14. Shareholders, who have not dematerialized their shares as yet, are advised to have their shares dematerialized to avail the benefits of paperless trading as well as easy liquidity, as the trading in shares of the Company is under compulsory dematerialized form.
15. The Company's Equity Shares are listed on Mumbai Stock Exchange Ltd and upto date listing fees have been paid in time.
16. Members who are holding Shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holding into one folio. The Share Certificates will be returned to the Members after incorporating requisite changes thereon.
17. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication- Annual Report, Notices, Circulars, etc. from the Company electronically.
18. Ballot form for voting is also being sent alongwith this notice to the members to enable those who do not have access to e-voting facility to cast their vote on the resolutions, to be approved at the 34thAGM, by sending their assent or dissent in writing.

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2017-18

To,
The Members,
BOMBAY TALKIES LIMITED

Your directors have pleasure in presenting herewith their 34th Annual Report together with the Audited Statements of Accounts of the Company for the year ended 31st March, 2018.

FINANCIAL HIGHLIGHTS :

The financial highlights of the company, for the year ended 31st March, 2018 are summarized as below:

Particulars	(In Rupees)	
	Year ended 31 st March 2018	Year ended 31 st March 2017
Income for the year	2,06,76,200.00	1,73,56,650.00
Expenditure for the year excluding Depreciation and Amortization Exp.	1,70,17,453.60	1,78,46,801.00
Profit or Loss before Depreciation and Amortization Exp.	36,58,746.40	(4,90,151.00)
Less: Depreciation and Amortization Exp.	(1,09,615.00)	(1,09,615.00)
Profit or Loss after Depreciation and Amortization Exp. But before Tax	35,49,131.40	(5,99,766.00)
Less: Tax Expense	-	-
Profit/(Loss) after tax	35,49,131.40	(5,99,766.00)
Add: Balance Profit/(Loss) B/F from the previous Year	7,63,548.39	13,63,314.39
Balance Profit / (Loss) C/F to the next year	43,12,679.79	7,63,548.39

CHANGE IN THE NATURE OF BUSINESS (if any):

There is no change in the nature of the business of the company during the financial year ended 31st March, 2018.

DIVIDEND :

Your Directors have not recommended any dividend for the Financial Year ended March 31, 2018.

RESERVES :

No amount was transferred to the reserves during the financial year ended 31st March, 2018.

SHARE CAPITAL :

The paid up equity share capital as at March 31, 2018 stood at Rs. 35,00,00,000/- (Rupees. Thirty Five Crores Only). There is no change in the share capital of the company during the financial year.

RESULT OF OPERATION & STATE OF COMPANY'S AFFAIRS :

During the year under review, the Company has incurred a net Profit Rs. 43,12,679.79 in comparison to last year's net Loss of Rs. 7,63,548.39 Barring unforeseen events, your Directors expect to achieve good results in the coming years.

SUBSIDIARY AND ASSOCIATES COMPANIES :

There are no companies which have become or ceased to be the Subsidiary or Associates Companies during the financial Year 2017-18

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS :

The Board of Directors meet 5 (five) times during the financial year 2017-2018. The necessary quorum was present for all the meetings.

CORPORATE GOVERNANCE :

A report on corporate governance as required in the terms of provision of schedule V, of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, together with the Auditors certificate thereon is annexed herewith.

EXTRACT OF ANNUAL RETURN :

Pursuant to the provisions of section 134(3)(a) of the Companies Act, 2013. Extract of the Annual return as on March 31, 2018, as prescribed under section 92(3) of the Companies Act. 2013, read with relevant rules is attached as “ANNEXURE” and form part of this Report.

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>
00517067	MAHENDRAKUMAR BASUDEO JHAJHARIA	15/03/2017	-
06642157	DHARMESH KOTAK	15/04/2017	-
07854193	ANAYSHA PATEL	15/06/2017	-
07857458	NIKHIL MUNNA LODH	15/06/2017	-

- b. Retirement by rotation: Mr. Mahendrakumar Jhajharia, Director and Nikhil Lodh, 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.

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 OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY :

The company has not given any Loans & Guarantees or provided any security and has not made any investment during the financial year 2017-18. Thus, the provisions of Section 186 of the Companies Act, 2013 is not applicable to the company.

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.

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, 2018, 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, 2018 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.

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 02ND November 2018. Their appointment for the second year to audit the accounts for the financial year beginning on 1st April, 2018 to 31st March, 2018 requires ratification by the members. They are eligible and available for re-appointment.

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