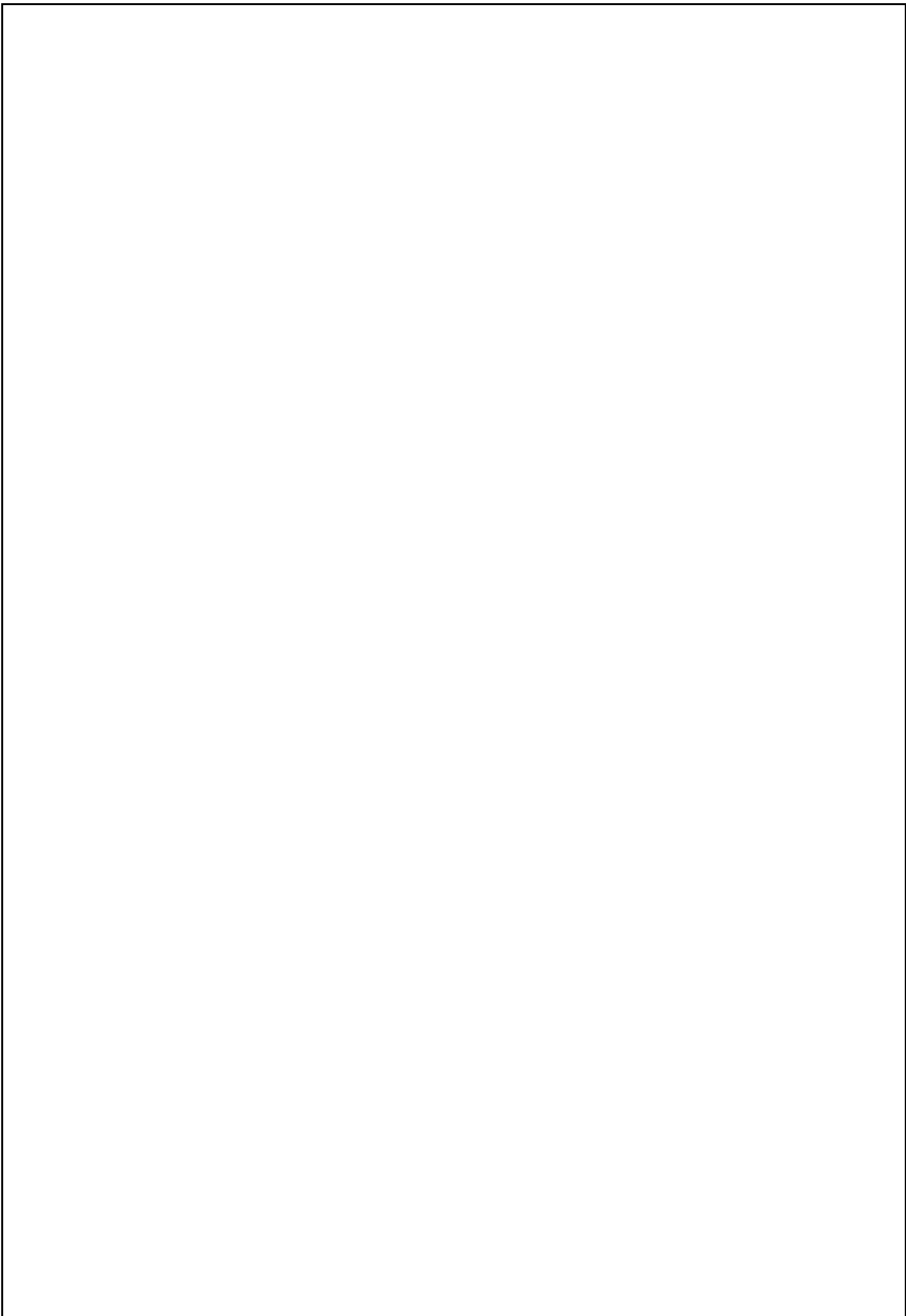




BOMBAY TALKIES LTD.

Annual Report

2011-2012

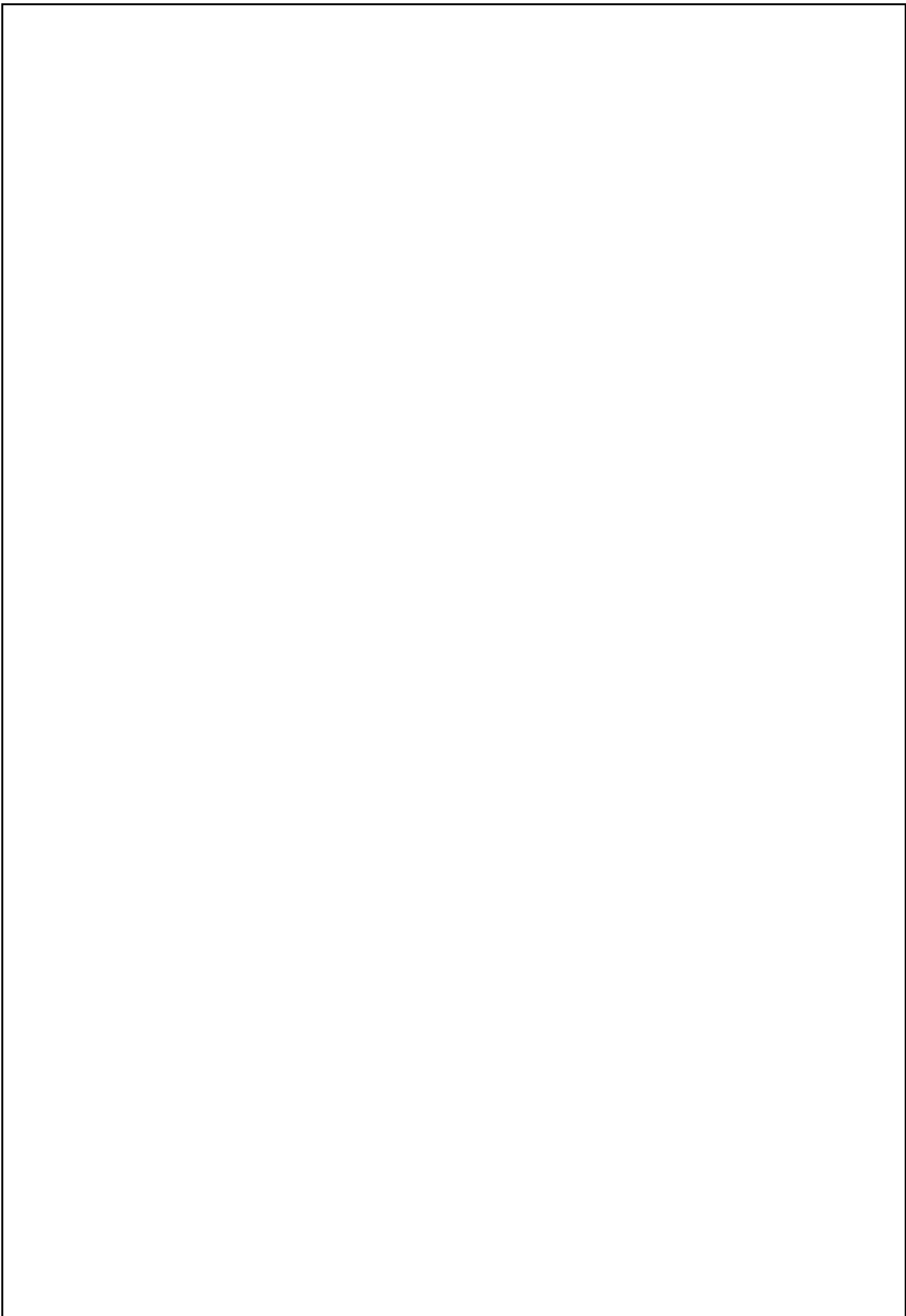


Directors : Mr. Rajesh Kothari
Mr. Vinod Varma
Mr. Kishor Patil

Registered Office : 203, Navratna Co-op Housing Society Ltd.
Building No. 1, Derasar Lane, Road No. 2,
Santacruz East,
Mumbai – 400 055

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

Auditors : Rishi Shekhri & Associates
Chartered Accountants
Mumbai



NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of Bombay Talkies Limited will be held on Saturday, the 22nd September, 2012 at 11:00 A.M. at the Registered Office of the Company at 203, Navratna Co-op Housing Society Ltd., Building No. 1, Derasar Lane, Road No. 2, Santacruz East, Mumbai – 400 055 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 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. Vinod Verma 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. Kishor Patil, who was appointed with effect from 28.11.2011 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”.

AS SPECIAL BUSINESS:

ORDINARY RESOLUTION:

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 M/s Rishi Sekhri & Associates, Chartered Accountants, Mumbai, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors in consultation with the Auditors."

By Order of the Board of

Place : Mumbai
Dated : 29th August 2012

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 22nd September 2012 to 22nd September 2012.

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. 4

Mr. Kishor Patil was appointed as an additional Director by the Board of Directors of the Company at their meeting held on 28.11.2011 pursuant to Section 260 of the Companies Act, 1956. Mr. Kishor Patil 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. Kishor Patil as Director of your Company as set out under proposed Resolution Nos. 4

The Board recommends the proposed Resolution Nos. 4 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 : 29th August 2012

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 31st March, 31st March 2012

WORKING RESULTS

(Amount in Rs)

Particulars	31.03.2012	31.03.2011
Total Income	2,026,750.00	4,892,780.00
Depreciation	3,548,909.00	3,286,801.00
Profit (Loss) Before Tax	109,071.01	71,272.12
Provision for Tax-FBT	-	-
Profit (Loss) after Tax	109,071.01	71,272.12
Prior Period Adjustment	-	-
Balance brought forward	1,208,555.28	1,137,283.00
Balance carried to Balance Sheet	1,317,626.29	1,208,555.28

DIVIDEND:

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

DIRECTORS

Mr. Kishor Patil was appointed as an additional Director of the Company.

Miss Mamata Chopra 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 are 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 on 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. Rishi Sekhri & Associates,. 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 : 29th August 2012

Kishor Pail
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 31st March 2012, 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 29.04.2011 25.07.2011, 18.08.2011, 22.10.2011 and 25.01.2012.

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 31st March 2012 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 discuss/ deliberate 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 29.04.2011, 25.07.2011, 18.08.2011, 22.10.2011 and 25.01.2012.

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 25.07.2011, 22.10.2011, 25.01.2012, and 22.04.2012. As on 31st March, 2012, Company has no complaints/ grievances.

The data for the year is as follows: No of Complaints received from share holders/ Exchange during the year 2011-12.

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

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

Name of the Member	Category	No. of Meetings	Attendance
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 01st March, 2012. Swati Uttekar 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 25.07.2011, 22.10.2011, 25.01.2012, and 22.04.2012

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:-

Year Ended	Venue	Date	Time
31 st March, 2009	24/26, Cama Buildig, Dalal Street, Fort, Mumbai - 400023	26 th September, 2009	01 30 p.m.
31 st March, 2010	24/26, Cama Buildig, Dalal Street, Fort, Mumbai - 400023	27 th September, 2010	11 30 p.m.
31 st March, 2011	24/26, Cama Buildig, Dalal Street, Fort, Mumbai - 400023	24 th September, 2011	11 30 p.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.

- **Means of communication:**

The Company has started filings the entire quarterly / half yearly / annual results of the company with the Stock Exchanges and press release are made in English & Marathi as stipulated in the Listing Agreement. The company does not have a web site. It also has not displayed in official news release and no presentations were made to institutional investors or to the analysts. We do not send half yearly financial reports to the share holders. The management Discussion and Analysis is a part of the Annual Report

- **Compliance of Insider Trading Norms:**

Company has adopted the code of internal procedures and thus complies with the insider trading norms.

- **General Shareholder's information**

a) AGM, date, time, and venue

Venue	Date	Time
203, Navratna Co-op Housing Society Ltd, Building No. 1, Derasar Lane, Road No. 2, Santacruz East, Mumbai – 400 055	22nd September, 2012	11.30 a.m

b) Financial year ending 31st March, 2012

c) Book closure date 22nd September, 2012 to 22nd September, 2012 **(both the days inclusive)**

d) Listing on stock exchanges. :- Bombay Stock Exchange Ltd.

All the dues regarding the Listing Fee have been paid

e) Distribution schedule as on – 31st March, 2012

Category	Number of Shareholders	% (percentage)	Number of Shares Held	% (Percentage)
Upto – 100	199	13.55	12560	0.02
101 – 500	277	18.86	94078	0.17
501 – 1000	148	10.07	130477	0.24
1001 – 2000	87	5.92	136603	0.25
2001 - 3000	43	2.93	112566	0.21
3001 – 4000	19	1.29	66568	0.12
4001 – 5000	15	1.02	73273	0.14
5001 - 10000	28	1.91	228757	0.42
10001 - 20000	49	3.34	857713	1.59
20001 - 50000	574	39.07	17956040	33.25
50001 and above	30	2.04	34331365	63.59
Total	1469	100.00	54000000	100.00

f) **Share price movements:**

Month	High	Low
April 2011	2.36	2.19
May 2011	2.25	2.14
June 2011	2.24	2.04
July 2011	2.57	2.34
August 2011	3.61	2.69
September 2011	3.15	2.85
October 2011	3.90	2.98
November 2011	3.95	1.64
December 2011	1.72	1.00
January, 2012	1.05	0.99
February, 2012	1.14	1.07
March, 2012	1.18	1.13

g) Share Holding Pattern as on 31st March 2012.

Category	No. of Shares	%
Nationalized Banks	-	-
Mutual Funds	-	-
Central Government/ State Government(s)	-	-
NRIs / OCBs	15	0.00
Other Bodies Corporate	34188109	63.31
Public	19811876	36.69
Total	54000000	100.00

a) Director retiring by rotation / reappointment:

b) The ISIN for the dematerialized share of the company is

c) Share transfer system:

d) The Company has not proposed / declared any dividend during the year.

e) Financial Year: 1st of April to 31st March

For the current financial year, following is the calendar (tentative and subject to change)

Financial reporting for 31st March 2012

- 1st Quarter - 25.07.2011
- 2nd Quarter – 22.10.2011,
- 3rd Quarter – 25.01.2012
- Financial year closing: 18.08.2011
- 4th Quarter – 23.04.2012

f) Address for correspondence

- Regd Office: 203, Navratna Co-op Housing Society Ltd., Building No. 1, Derasar Lane, Road No. 2, Santacruz East, Mumbai – 400 055
- E-mail id of the Compliance officer: Mr. Kishor Patil
- E-mail id of the Company : btl.in.vstcomp@rediffmail.com
- Telephone No : 7498953389
- Fax : 7498953389

g) Share Transfer Agents: Adroit Corporate Services Private Limited
19, Jaferbhoy Industrial Estate
Makwana Road, Marol Naka, Andheri (East)
Mumbai - 400 059.

h) Stock Code – 512127 (Bombay Stock Exchange Ltd)

- i) Dematerialization of shares & liquidity: Bulk of the shares are in physical mode, as given below:

Sr. No	Particulars	No. of share holders	No. of shares	Percentage
1	Physical Shares	652	51030711	94.50
2	Electronic Shares	814	2969289	5.50
	Total	1466	54000000	100.00

- j) Outstanding GDRs/ADRs/Warrants or any Convertible instruments, Conversion date and likely impact on equity : NIL
- k) Conversion date and likely impact on Equity Shares: Not Applicable.
- l) The details of related parties' viz.; Promoters, Directors or the Management, their Subsidiaries or relatives conflicting with Company's interest: None
- m) Penalties or structures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the period under review: None
- n) Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc : Nil
- o) Whistle Blower Policy: Though there is no formal Whistle Blower Policy; the company takes cognizance of the complaints made and suggestion given by the employees and others.
- p) Training of Board Members: The Directors interact with the management in a very free and open manner on information that may be required by them for orientation with the business of the company.
- q) Mechanism for evaluating non-executive Board Members: The Non-Executive Directors of the Company are from diverse fields relevant to the Company's business requirements and have long standing experience and expertise in their respective fields.

Non -Executive Directors add substantial value to the deliberations of the Board and Committee thereof, besides giving guidance on matters referred to them from time to time. They also play an important role in safeguarding the interests of the stakeholders. In the light of the above, the Chairman under authority' from the Board evaluates the performance of each Non-Executive Director.

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Bombay Talkies Limited
203, Navratna Co-op Housing Society Ltd.,
Building No. 1, Derasar Lane, Road No. 2,
Santacruz East,
Mumbai – 400 055

We have examined the compliance of the conditions of Corporate Governance by Bombay Talkies Limited for the year ended 31st March 2012 as stipulated in clause 49 of the Listing Agreement with the Stock Exchanges.

The Compliance of the conditions of Corporate Governance is the responsibility of the company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of Corporate Governance. It is neither an audit nor an expression on the financial statements of the Company.

In our opinion and to the best of our information, and according to the explanations given to us, we certify, that the Company has partly complied with the conditions of The Corporate Governance as stipulated in the above mentioned listing agreement.

We state that majority of the investor grievances were attended within one month as per maintained by the company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Rishi Sekhri & Associates

Chartered Accountants

(Rishi Sekhri)

Proprietor

MEMBERSHIP NO. : 126656

Place : Mumbai

Dated : 29th August, 2012

Bombay Talkies Limited

BALANCE SHEET AS AT 31ST MARCH, 2012

PARTICULARS	NOTE NO.	31.03.2012	31.03.2011
		RS.	RS.
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	54,000,000.00	54,000,000.00
(b) Reserves and Surplus	2	1,317,626.29	1,208,555
(2) Current Liabilities			
(a) Trade Payables	3	1,565,400.00	1,565,400.00
(b) Other Current Liabilities	4	218,989.80	218,887
TOTAL :-->		57,102,016.09	56,992,842
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	5	4,587,839.43	4,849,947
(2) Current Investments	6	14,902,870.50	13,598,371
(3) Current Assets			
(a) Stock in trade	7	18,425,400.00	18,625,400
(b) Trade Receivables	8	543,750.00	543,750
(c) Cash and cash equivalents	9	165,272.27	222,310
(d) Short term Loans & Advances	10	18,476,883.89	19,134,834
(4) Miscellaneous Expenditure	11	-	18,230
		57,102,016.09	56,992,842

See accompanying notes to the Financial Statements

For Rishi Sekhri & Associates
Chartered Accountants

For & on Behalf of Board

(Rishi Sekhri)
Proprietor
MEMBERSHIP NO. : 126656
Place : Mumbai
Dated : 29.08.2012

Kishor Patil
Director

Vinod Varma
Director

Bombay Talkies Limited

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

SR. NO	PARTICULARS	NOTE NO.	31.03.2012	31.03.2011
			RS.	RS.
I	Income From Operations	12	2,004,500.00	4,847,530.00
II	Other Income	13	22,250.00	45,250.00
III	Closing Stock	7	18,425,400.00	18,625,400.00
			-	-
IV	Total Revenue		20,452,150.00	23,518,180.00
V	EXPENSES :			
	Opening Stock	14	18,625,400.00	16,935,900.00
	Purchases	15	300,000.00	4,847,500.00
	Employees Benefit Exps	16	48,000.00	102,250.00
	Other Expenses	17	1,369,678.99	1,561,257.88
	TOTAL EXPENSES		20,343,078.99	23,446,907.88
VI	Profit before exceptional and extraordinary items and tax (III - IV)		109,071.01	71,272.12
VII	Exceptional Items		-	-
VIII	Profit before extraordinary items and tax (V - VI)		109,071.01	71,272.12
IX	Extraordinary Items -		-	-
X	Profit before tax (VII - VIII)		109,071.01	71,272.12
XI	TAX EXPENSE :			
	(1) Income Tax Paid		-	-
XII	Profit/(Loss) for the period from continuing operations (IX - X)		109,071.01	71,272.12
XIII	Profit/(Loss) from discontinuing operations		-	-
XIV	Tax expense of discontinuing operations		-	-
XV	Profit/(Loss) from discontinuing operations (XII - XIII)		-	-
XVI	Profit/(Loss) for the period (XI + XIV)		109,071.01	71,272.12
XVI	Earning per equity share:			
	(1) Basic		0.00	0.00
	(2) Diluted			

See accompanying notes to the Financial Statements

For Rishi Sekhri & Associates

Chartered Accountants

For & on Behalf of Board

(Rishi Sekhri)

Proprietor

MEMBERSHIP NO. : 126656

Place : Mumbai

Dated : 29.08.2012

Kishor Patil

Director

Vinod Varma

Director

Bombay Talkies Limited

Note 5 Fixed Assets

Tangible Assets

Particular	Gross Block			Depreciation			Net Carrying Amount		
	As at 01.04.2011	Addition/ adjustments	Deductions	As at 31.03.2012	Upto 31.03.2011	For the Year	Upto 31.03.2012	As at 31.03.2012	As at 31.03.2011
Furniture & Fixtures	902,874.08	-	-	902,874.08	759,106.00	57,152.00	816,258.00	86,616.08	143,768.00
Computer	139,060.00	-	-	139,060.00	51,932.00	22,541.00	74,473.00	64,587.00	87,128.00
Office Equipments	289,800.37			289,800.37	170,739.00	15,302.00	186,041.00	103,759.37	119,061.00
Telephone Epbx	100,000.00			100,000.00	104,540.00	(4,540.00)	100,000.00	-	(4,540.00)
Air Conditioners	85,749.80	-	-	85,749.80	38,889.00	3,643.00	42,532.00	43,217.80	46,860.00
Motor Car	6,619,265.18	-	-	6,619,265.18	2,161,595.00	168,010.00	2,329,605.00	4,289,659.18	4,457,670.00
Total	8,136,749.43	-	-	8,136,749.43	3,286,801.00	262,108.00	3,548,909.00	4,587,839.43	4,849,947.00

Bombay Talkies Limited

NOTES FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

NOTE : 1 SHARE CAPITAL

SR. NO.	PARTICULARS	31.3.2012		31.03.2011	
A.	AUTHORIZED CAPITAL				
	540 00 000 Equity Shares of Rs.1/- each.	54,000,000.00		54,000,000.00	
	(Previous Year 540 00 000 Equity Shares of Rs.1/- each)	54,000,000.00		54,000,000.00	
B.	ISSUED , SUBSCRIBED & PAID UP CAPITAL				
	54 000000 Equity Shares of Rs.1/- each Fully paid up	54,000,000.00		54,000,000.00	
	(Previous Year 54 0 00 000 Equity Shares of Rs.1/- each fully paid up)	54,000,000.00		54,000,000.00	
C.	RECONCILIATION OF NO. OF SHARES				
	No. of Equity shares at the beginning of the Year	54,000,000		54,000,000	
	Add : No. of Equity Shares allotted during the Year	-		-	
	No. of Equity shares at the close of the Year	54,000,000		54,000,000	
D.	Details of shareholders holding more than 5 % shares in the Co.:-	31.03.2012	31.03.2012	31.03.2011	31.03.2011
	Name	No. of Shares	%	No. of Shares	%
	Graceful Properties Limited	3,360,000	6.22	3,360,000	6.22
	Jagdishwar Pharmaceuticals Works Limited	2,880,000	5.33	2,880,000	5.33
	Laffan Software Limited	3,120,000	5.78	3,120,000	5.78
	NE Electronics Limited	3,180,000	5.89	3,180,000	5.89
	Conrad Telefilms Limited	3,360,000	6.22	3,360,000	6.22
	Ispat Sheets Limited	2,640,000	4.89	2,640,000	4.89
	Vivek Tex-Tech Private Limited	2,940,000	5.44	2,940,000	5.44
	Online Information Technologies Limited	3,000,000	5.56	3,000,000	5.56
	SRG Custodian & Sec. (I) Limited	2,820,000	5.22	2,820,000	5.22
	Falcon Enterprises Pvt. Limited	2,700,000	5.00	2,700,000	5.00

NOTE : 2 RESERVES & SURPLUS

SR. NO.	PARTICULARS	31.3.2012		31.03.2011	
A.	Surplus (Balance in Statement of Profit & Loss)				
	Balance brought forward from previous year	1,208,555.28		1,137,283.00	
	ADD : Profit/(Loss) for the period	109,071.01		71,272.00	
		1,317,626.29		1,208,555.28	
	TOTAL :->	1,317,626.29		1,208,555.28	

NOTE : 3 TRADE PAYABLES

SR. NO.	PARTICULARS	31.3.2012		31.03.2011	
A.	Sundry Creditors				
		1,565,400.00		1,565,400.00	
	TOTAL :-	1,565,400.00		1,565,400.00	

NOTE :4 OTHER CURRENT LIABILITIES

SR. NO.	PARTICULARS	31.03.2012		31.03.2011	
A.	Audit Fees Payable				
		5,618.00		5,515.00	
B.	Provision for Taxation				
		213,371.80		213,371.80	
	TOTAL :-	218,989.80		218,886.80	

NOTE : 6 CURRENT INVESTMENTS			
SR. NO.	PARTICULARS	31.03.2012	31.03.2011
A.	Investment in Quoted Shares	1,929,912.94	2,129,912.94
B.	Investment in Unquoted Shares	1,504,500.00	-
C.	Investment in Share Application Money	11,435,000.00	11,435,000.00
D.	Investment in Debentures	33,457.56	33,457.56
	Total	14,902,870.50	13,598,370.50

NOTE : 7 STOCK IN TRADE

SR. NO.	PARTICULARS	31.03.2012	31.3.2011
A.	Closing Stock of shares	18,425,400.00	18,625,400.00
	TOTAL :-	18,425,400.00	18,625,400.00

NOTE : 8 TRADE RECEIVABLES

SR. NO.	PARTICULARS	31.03.2012	31.3.2011
	OUTSTANDING FOR A PERIOD EXCEEDING SIX MONTHS FROM DUE DATE		
A.	Other Debts		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	543,750.00	543,750.00
	c) Doubtful	-	-
	TOTAL :-	543,750.00	543,750.00

NOTE : 9 CASH & CASH EQUIVALENTS

SR. NO.	PARTICULARS	31.03.2012	31.3.2011
	BALANCE WITH BANKS		
	In current accounts	54,363.82	221,472.81
	CHEQUES, DRAFTS ON HAND	-	-
	CASH ON HAND (As Certified)	110,908.45	837.45
	TOTAL :-	165,272.27	222,310.26

NOTE : 10 SHORT TERMS LOANS AND ADVANCES

SR. NO.	PARTICULARS	31.03.2012	31.03.2011
A.	LOANS & ADVANCES TO RELATED PARTIES		
	Loans & Advances	18,033,499.00	18,691,449.00
	Deposite	114,268.00	114,268.00
	Income Tax	89,726.00	-
	Tax Deducted at Source	239,390.89	329,116.89
	TOTAL :-	18,476,883.89	19,134,833.89

NOTE : 11 MISCELLANEOUS EXPENDITURE

SR. NO.	PARTICULARS	31.03.2012	31.03.2011
A.	Share Issue Exps		
	Balance brought forward	18,230.00	55,975.00
	ADD : Incurred during the year	-	-
	LESS : Written off during the year	18,230.00	37,745.00
		-	18,230.00

Bombay Talkies Limited

NOTES FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

NOTE : 12 Income From Operations

SR. NO.	PARTICULARS	31.03.2012	31.03.2011
	Sale of Shares	2,004,500.00	4,847,530.00
	TOTAL :-	2,004,500.00	4,847,530.00

NOTE : 13 Other Income

SR. NO.	PARTICULARS	31.03.2012	31.03.2011
	Misc. Income	22,250.00	45,250.00
	TOTAL :-	22,250.00	45,250.00

NOTE : 14 Opening Stock

SR. NO.	PARTICULARS	31.03.2012	31.03.2011
	Stock of Shares	18,625,400.00	16,935,900.00
	TOTAL :-	18,625,400.00	16,935,900.00

NOTE : 15 Purchases

SR. NO.	PARTICULARS	31.03.2012	31.03.2011
	Purchase of Shares	300,000.00	4,847,500.00
	TOTAL :-	300,000.00	4,847,500.00

NOTE : 16 EMPLOYEE BENEFIT EXPENSES

SR. NO.	PARTICULARS	31.03.2012	31.03.2011
	Salaries & Wages	48,000.00	102,250.00
	TOTAL :-	48,000.00	102,250.00

NOTE : 17 OTHER EXPENSES

PARTICULARS	31.03.2012	31.03.2011
Legal & Professional Charges	79,050.00	88,800.00
Entertainment	671,352.38	748,623.70
Filing Fees	3,250.00	5,250.00
Listing Fees	16,545.00	11,030.00
CDSL Fees	6,618.00	6,618.00
NSDL Fees	6,618.00	6,618.00
Demat Charges	-	1,373.60
Registrar Exps.	29,781.00	39,708.00
Administrative & Other Exps.	-	17,593.00
Computer Expenses	68,600.00	99,475.00
Depreciation	262,108.00	268,918.00
Printing & Stationery	5,240.00	51,104.00
Advertisement Exps	14,824.00	11,069.00
Motor Car Exps	178,654.00	161,790.00
Bank Charges	378.61	27.58
Auditor's Remuneration	5,618.00	5,515.00
Share Issue Exps. W/off	18,230.00	37,745.00
Web Site Wxpenses	2,812.00	-
TOTAL :-	1,369,678.99	1,561,257.88

NOTE : 18 EARNING PER EQUITY SHARE

SR. NO.	PARTICULARS	31.03.2012	31.03.2011
A.	Profit/Loss attributable to Equity Shareholder	109,071.91	71,272.00
B.	No. Of Equity Shares at the end of year	54,000,000	54,000,000
C.	Weighted Average number of Equity Shares outstanding during the year	54,000,000	54,000,000
D.	Nominal Value of Equity Share	10.00	10.00
E.	Basic Earning Per Share	0.00	0.00

NOTE : 19 RELATED PARTY DISCLOSURES**a) KEY MANAGEMENT PERSONNEL :-**

Vinod Verma: Director
Rajesh Kothari: Director
Kishore Patil : Director

b) Relative of Key Management Personnel with whom transaction has taken place :-

NIL

c) ENTERPRISE OVER WHICH KEY MANAGEMENT PERSONNEL & THEIR RELATIVE ARE ABLE TO EXERCISE SIGNIFICANT INFLUENCE :-

NIL

d) TRANSACTIONS WITH THE RELATED PARTIES

DURING THE YEAR :-

WITH PARTIES REFERRED TO IN NOTE 18(a), (b) & (c)

Nature of Transaction

Remuneration

Meeting fees

Outstanding at year end

31.03.2012

Rs.

31.03.2011

Rs.

-
-
-

BOMBAY TALKIES LIMITED

Cash Flow Statement for the year ended March 31, 2011

	Rupees For the year ended 31.03.2012	Rupees For the year ended 31.03.2011
A Cash Flow from Operating Activities		
Net Profit before tax	109,071	71,272
Adjustments for :		
Depreciation	262,108	268,918
Share Issue Expenses W/off	18,230	37,745
Operating Profit before Working Capital changes	<u>389,409</u>	<u>377,935</u>
Trade and Other Receivables	-	-
Inventories	200,000	(1,689,500)
Trade and Other Paybles	103	(5,478)
Loans and Advances	657,950	(35,468)
Cash Generated from Opertions	<u>1,247,462</u>	<u>(1,352,511)</u>
Direct Taxes Paid	-	-
	<u>1,247,462</u>	<u>(1,352,511)</u>
B Cash Flow from Investing Activities		
Fixed Assets	-	-
Investments	(1,304,500)	603,500
Interest and Other Income	-	-
Net Cash (used in)/from Investing Activities	<u>(1,304,500)</u>	<u>603,500</u>
C Cash Flow from Financing Activities		
Dividend Paid	-	-
Interest Paid	-	-
Net Cash (used in)/from Financing Activities	<u>-</u>	<u>-</u>
Net changes in cash & cash equivalents (A+B+C)	(57,038)	(749,011)
Cash & cash equivalents - Opening Balance	<u>222,310</u>	<u>971,321</u>
	<u>165,272</u>	<u>222,310</u>

For and on behalf of the Board of Directors

Place : Mumbai
Date : 29.08.2012

Kishor Patil
Chairman

Vinod Varna
Director

Auditors' Certificate

We have examined the attached Cash Flow Statement of Bombay Talkies Limited for the year ended 31st March,2012.The statement has been prepared by the Company in accordance with the requirements of Listing Agreement Clause 32 with Stock Exchange and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of even date to the Members of the Company.

As per our report of even date
For **Rishi Sekhri & Associates**
Chartered Accountants

(Rishi Sekhri)
Proprietor
MEMBERSHIP NO. : 126656
Place : Mumbai
Dated : 29.08.2012

Bombay Talkies Limited

NOTES FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

NOTE : 20 SIGNIFICANT ACCOUNTING POLICIES

- A. The financial statements are prepared under historical cost convention and in accordance with generally accepted accounting principles (except otherwise referred elsewhere in these notes) and materially comply with the mandatory accounting standards specified in Companies (Accounting Standards) Rules, 2006 and the Guidance Notes issued by The Institute of Principles (except otherwise referred elsewhere in these notes) and materially comply with the mandatory accounting Chartered Accountants of India and the applicable provisions of the Companies Act, 1956.
- B. Generally all items of Income and Expenditure having material effect on profitability are recognized on accrual basis.
- C. Preliminary expenses are being amortized over a period of five years commencing from the current financial year in which commercial activities were commenced.
- D. Investments are stated at cost. Fall, if any, in value of unquoted Investments could not be ascertained due to non-availability of their Balance Sheet.
- E. Unquoted Shares : At cost or fair value whichever is lower.
Unquoted shares are valued "At Cost" and not at "Lower of cost or fair value/Break up Value" as prescribed under AS-13.
- F. REVENUE RECOGNITION :-
a) Income is recognised as per the terms of contract with customers when the services are rendered.
- G. EXPENDITURE RECOGNITION :-
a) All the expenses are accounted for on accrual basis
- H. TAXATION :-
a) Tax expense comprises of current Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act 1961.

NOTE : 21 OTHER NOTES TO FINANCIAL STATEMENTS

- A. No provision has been made in respect of Gratuity payable to employees. The present liability for future payments of Gratuity is unascertained.
- B. Trade Receivables, Loans & Advances (Dr./Cr.), Trade Payables, Advances and Deposits (Dr./Cr.) are taken as per balances appearing in the books of accounts of the Company, as conformation thereof are still awaited.
- C. In the opinion of the Board of Directors, the realizable value of Non current Assets (Other than Fixed assets not meant for resale) and Current Assets in the ordinary course of business would not be less than the amount at which they are appearing in the Balance Sheet and the provision for all known liabilities is adequate and not in excess of the amount at which they are stated in the Balance Sheet.
- D. Earnings per share
Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit/ loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.
- E. According to the information provided to us, there were no dues to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006.
- F. Previous Year figures have been re-grouped/re-casted and/or re-arranged wherever found necessary.
- G. Till the year ended 31st March 2011, the company was using pre-revised Schedule VI to the Companies Act 1956, for preparation and presentation of its financial statements. During the year ended 31st March 2012, the revised Schedule VI notified under the Companies Act 1956, has become applicable to the Company. The Company has reclassified previous years figures to conform to this year's classification. It significantly impacts presentation and disclosures made in the financial statements, particularly presentation of Balance Sheet.

As per our report of even date
For **Rishi Sekhri & Associates**
Chartered Accountants

For & on Behalf of Board

(Rishi Sekhri)
Proprietor
MEMBERSHIP NO. : 126656
Place : Mumbai
Dated : 29.08.2012

Kishor Patil
Director

Vinod Varma
Director

Management Discussion and Analysis

Overall review, industry Structure and Developments :

The Scenario and situation is compounding by factor like political instability and emergence of low cost for out sourcing business. It is expected that growth will come mostly in organic way.

Opportunities and Threat

Your Company, with its diversified portfolio of investments and trading strategy with available liquid funds was particularly well placed to benefits on improvement in the sentiment in market.

Out Look

The Company has net Profit of Rs. 109,071.01 for the year 2011-2012 as Compared to a net Profit of Rs. 71,272.12 in the previous year 2010-11. The Company's has made profit in the year under consideration basically due to volatile Market.

Internal control System

The Company has an adequate system of internal control, which assures us of maintaining proper accounting records and reliability of financial information. The Company ensures adherence to all internal control policies and procedures as well as compliances with regulatory guidelines.

Human relations

The Company has a team of able and experienced industry professionals. There is in place a well defined in - house training program for its employees. Since the Company is not having manufacturing activities, hence the HRD was not formed.

Financial performance with respect to operational performance (Amount in Rs.)

Particulars	31.03.2012	31.03.2011
Total Income	2,026,750.00	4,892,780.00
Depriciation	3,548,909.00	3,286,801.00
Profit (Loss) Before Tax	109,071.01	71,272.12
Provision for Tax-FBT	-	-
Profit (Loss) after Tax	109,071.01	71,272.12
Prior Period Adjustment	-	-
Balance bought forward	1,208,555.28	1,137,283.00
Balance carried to Balance Sheet	1,317,626.29	1,208,555.28

Caution:

The statements in this report including Management's Discussion and Analysis report reflects Company's projections, estimates, expectations or predictions and contain forward looking statements that involve risks and uncertainty. The Company and the Management shall not be held liable for any loss, which may arise as a result of any action taken on the basis of the information contained herein. Readers are cautioned not to place undue reliance on these forward looking statements that speak only of the expectations as on the date.

CEO & CFO CERTIFICATION

The Members

Bombay Talkies Limited
203, Navratna Co-op Housing Society Ltd.,
Building No. 1, Derasar Lane, Road No. 2,
Santacruz East, Mumbai – 400 055

Re-financial Statements for the year ended 31st March 2012 – Certification

We, Kishor Patil, Chairman, Independent & Non - Executive Director and Vinod Varma Independent & Non - Executive Director, on the basis of the review of the financial statements and the cash flow statements for the

Financial year ending 31st March 2012 and to the best of our knowledge and belief, thereby certify that: -

1. These statements do not contain any materially untrue statements or omit any material fact or contains statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are to the best of our knowledge and belief, no transaction entered into by the company during the year ended 31st March 2012 which are fraudulent, illegal or violative of the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting, we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.
5. We further certify that:
 - (a) There have been no significant changes in the internal control over financial reporting during this year.
 - (b) There have been no significant changes in accounting policies during this year and that the same have been disclosed in the notes to the financial statements.
 - (c) There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having significant role in the Company's internal control systems over financial reporting.

Kishor Patil
Chairman, Independent & Non - Executive Director

Vinod Varma
Independent & Non - Executive Director

Place: Mumbai, 30th Day of August, 2012.

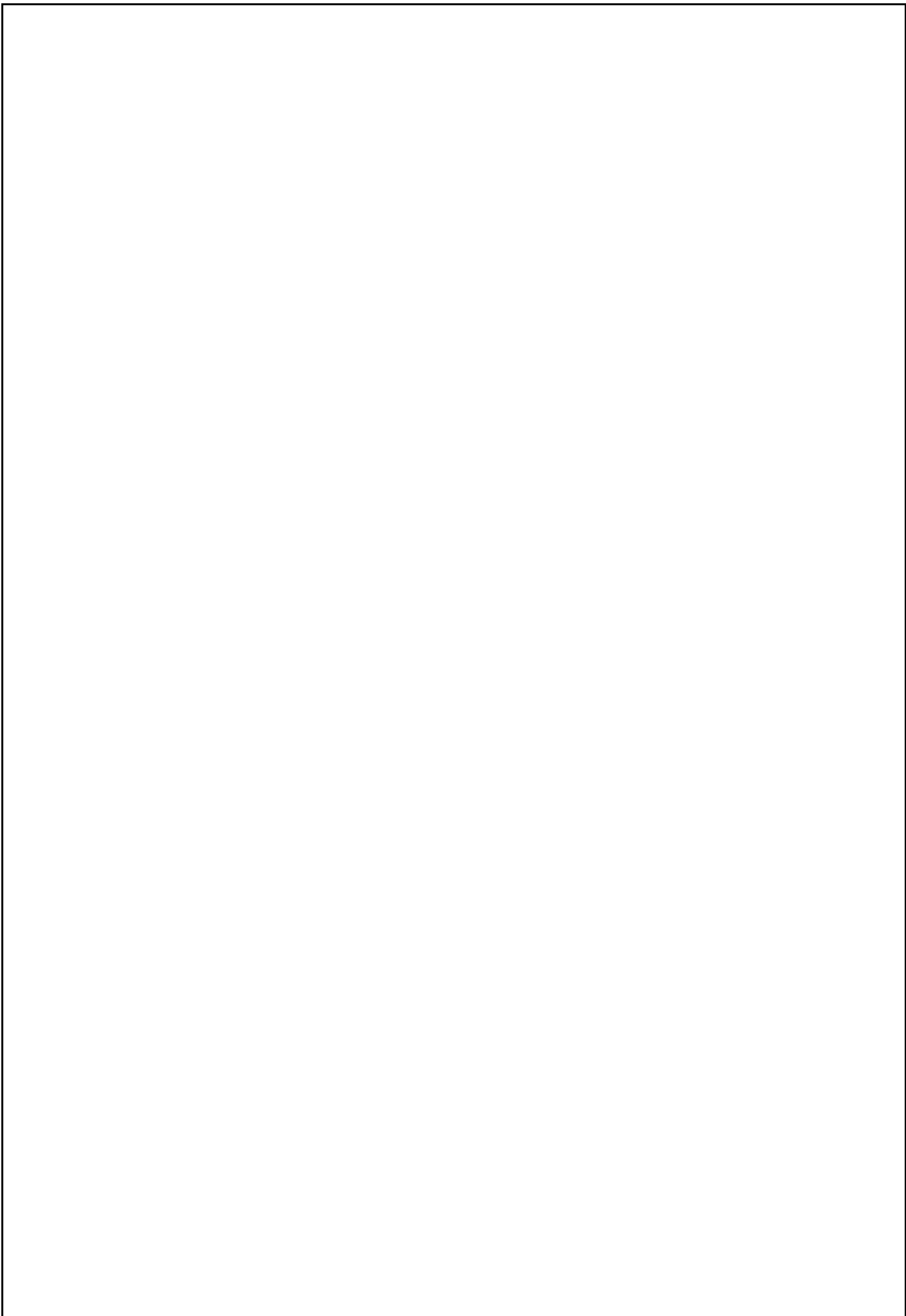
DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT

In accordance with clause 49 of the Listing Agreement with the Stock Exchanges, Mumbai, I, Rajesh Kothari, Chairman, Independent & Non - Executive Director of the Company, hereby declare that the Board Members and senior Management Personnel have affirmed compliance with the said Code of Conduct, as mentioned in this report, for the year ended 31st March 2012.

For Bombay Talkies Limited

Kishor Patil
Chairman, Independent & Non - Executive Director

Place: Mumbai
Date: 30th August 2012



BOMBAY TALKIES LIMITED

Registered Office

203, Navratna Co-op Housing Society Ltd., Building No. 1, Derasar Lane, Road No. 2, Santacruz East, Mumbai – 400 055

ATTENDANCE SLIP

I, hereby record my attendance at the 28th Annual General Meeting of the Company at 303, 203, Navratna Co-op Housing Society Ltd., Building No. 1, Derasar Lane, Road No. 2, Santacruz East, Mumbai – 400 055 on Tuesday the 22nd day of September, 2012 at 11.30 A.M.

Name of the Shareholder: _____

(In Capital Letters)

Name of Proxy: _____

(In Capital Letters)

Signature: _____

Registered Folio No. _____ Client ID No. _____ No. of Shares: _____

Note

1. Shareholder/ Proxy Holder wishing to attend the meeting must bring this attendance slip duly signed to the meeting and hand it over at the entrance.
2. Shareholder/ Proxy holder desiring to attend the meeting should bring his/her copy of Annual report for reference at the meeting.

BOMBAY TALKIES LIMITED

Registered Office

203, Navratna Co-op Housing Society Ltd., Building No. 1, Derasar Lane, Road No. 2, Santacruz East, Mumbai – 400 055

PROXY FORM

I/We _____ of _____ at the District of _____ being a Member/ members of the above named company hereby appoint _____ of in the District of _____ failing him/ her _____ of _____ in the District of _____ as my/ our Proxy to attend and vote on my / our behalf at the 28th Annual General Meeting of the Company to be held at 203, Navratna Co-op Housing Society Ltd., Building No. 1, Derasar Lane, Road No. 2, Santacruz East, Mumbai – 400 055 on Tuesday the 22nd day of September, 2012 at 11.30 A. M. and at any adjournment thereof.

Signature
Affix Re 1/- Revenue Stamp

Signed this _____ day of _____ 2012

Registered Folio No. _____ Client ID _____ DP ID _____

No. of Shares _____

Note: This proxy form duly completed should be deposited at the Registered Office of the Company not later than 48 (Forty Eight) hours before the time fixed for holding of the meeting.

