



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 | | | % change in share holding during 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 |

iii. Change in Promoters' Shareholding (please specify, if there is no change)

| Sl. No | Name of the shareholder | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|--|---|-------------|---|-------------|
| | | No. of shares | % of shares | No. of shares | % of shares |
| 1 | At the beginning of the year | Nil | Nil | Nil | Nil |
| | Increase or Decrease in shareholding during the year { Transfer (Inter se transfers) } | Nil | Nil | Nil | Nil |
| | At the end of the year | - | - | - | - |

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sl. No | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|---|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |
| 11 | | | | | |
| | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | - | - | - | - |
| | At the End of the year (or on the date of separation, if separated during the year) | - | - | - | - |

(v) Shareholding of Directors and Key Managerial Personnel:

| Sl. No | Name of the shareholder | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|--------|--|---|-------------|---|-------------|
| | | No. of shares | % of shares | No. of shares | % of shares |
| 1 | At the beginning of the year | | | | |
| | Increase or Decrease in shareholding during the year {Transfer (Inter se transfers)} | - | - | - | - |
| | At the end of the year | - | - | - | - |
| | | - | - | - | - |

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|--------------|--------------------|
| Indebtedness at the beginning of the financial year | - | - | - | - |
| i) Principal Amount | - | 36762194 | 65000 | 36697194 |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |
| Total (i+ii+iii) | - | 36762194 | 65000 | 36697194 |
| Change in Indebtedness during the financial year | - | - | - | - |
| - Addition | - | - | - | - |
| - Reduction | - | - | - | - |
| Net Change | - | - | - | - |
| Indebtedness at the end of the financial year | - | - | - | - |
| i) Principal Amount | - | 36762194 | 65000 | 36697194 |
| ii) Interest due but not paid | | | | |
| iii) Interest accrued but not due | | | | |
| Total (i+ii+iii) | - | 36762194 | 65000 | 36697194 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/ or Manager:

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/ Manager | | | | Total Amount |
|---------|--|----------------------------|---|---|---|-----------------|
| 1. | Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - | - | - | - |
| 2. | Stock Option | - | - | - | - | - |
| 3. | Sweat Equity | - | - | - | - | - |
| 4. | Commission - as % of profit - Others, specify... | - | - | - | - | - |
| 5. | Others, please specify | - | - | - | - | - |
| 6. | Total (A) | - | - | - | - | - |
| | Ceiling as per the Act | - | - | - | - | - |

B. Remuneration to other directors:

| Sl. No. | Particulars of Remuneration | Name of Directors | | | | Total Amount |
|---------|--|-------------------|---|---|---|-----------------|
| | <u>Independent Directors</u> • Fee for attending board committee meetings • Commission • Others, please specify | - | - | - | - | - |
| | Total(1) | - | - | - | - | - |
| | <u>Other Non-Executive Directors</u> • Fee for attending board committee meetings • Commission • Others, please specify | - | - | - | - | - |
| | Total(2) | - | - | - | - | - |
| | Total (B)=(1+2) | - | - | - | - | - |
| | Total Managerial Remuneration | - | - | - | - | - |
| | Overall Ceiling as per the Act | - | - | - | - | - |

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

| Sl. no. | Particulars of Remuneration | Key Managerial Personnel | | | |
|-----------|---|--------------------------|-------------------|-----|-------|
| | | CEO | Company Secretary | CFO | Total |
| 1. | Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961 (b) Value of perquisites u/s17(2) Income-tax Act,1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | - | - | - | - |
| 2. | Stock Option | - | - | - | - |
| 3. | Sweat Equity | - | - | - | - |
| 4. | Commission -as % of profit -Others, specify... | - | - | - | - |
| 5. | Others, please specify | - | - | - | - |
| 6. | Total | - | - | - | - |

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Type | Section of the companies Act | Brief description | Details of Penalty/ Punishment/ Compounding fees imposed | Authority [RD/NCLT/ Court] | Appeal made, If any (give details) |
|-------------------------------------|------------------------------|-------------------|--|----------------------------|------------------------------------|
| A. Company | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| B. Directors | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |
| C. Other Officers In Default | | | | | |
| Penalty | - | - | - | - | - |
| Punishment | - | - | - | - | - |
| Compounding | - | - | - | - | - |

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

-: CORPORATE GOVERNANCE:-

COMPANY'S PHILSOPHY 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 2015, 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 28.07.2014 23.08.2014, 29.10.2014, 29.01.2015 and 29.04.2015.

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 2015 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 |
|----------------------|------------------------------------|-------------------------------|--------------------------------|------------------------|
| Rajashree Patil | Independent Non Executive Director | 4 | 5 | Present |
| Shailesh Parab | Independent Non Executive Director | 5 | 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 28.07.2014, 23.08.2014, 29.10.2014, 29.01.2015 and 29.04.2015.

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) |
|--------------------|--|-----------------|-----------------|
| Rajashree Patil | Chairman, Independent & Non Executive Director | 5 | 5 |
| Shailesh Parab | 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 28.07.2014, 29.10.2014, 29.01.2015 and 29.04.2015. As on 31st March, 2015, Company has no complaints/ grievances.

The data for the year is as follows: No of Complaints received from share holders/ Exchange during the year 2014-15.

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 |
|--------------------|--|-----------------|------------|
| Rajashree Patil | Chairman, Independent & Non Executive Director | 4 | 4 |
| Shailesh Parab | 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, 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 28.07.2014, 29.10.2014, 29.01.2015 and 29.04.2015.

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, 2012 | 24/26, Cama Buildig, Dalal Street, Fort, Mumbai - 400023 | 22 nd September, 2012 | 11.30 a.m. |
| 31 st March, 2013 | 403, Balaram Bhavan, Grant Road, Mumbai – 400 007 | 21 st September, 2013 | 11.30 a.m. |
| 31 st March, 2014 | 403, Balaram Bhavan, Grant Road, Mumbai – 400 007 | 20 th September, 2014 | 12.00 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 |
|---|----------------------------------|------------|
| 403, Balaram Bhavan, Grant Road, Mumbai – 400 001 | 21 st September, 2015 | 11.00 a.m. |

b) Financial year ending 31st March, 2015

c) Book closure date 21st September, 2015 to 21st September, 2015

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, 2015

| Shares Slab | | Share Holders | Per % | Total Shares |
|---------------|-----------|---------------|---------------|-----------------|
| Upto | 100 | 246 | 15.18 | 14461 |
| 101 | 500 | 325 | 20.05 | 107786 |
| 501 | 1000 | 166 | 10.24 | 147293 |
| 1001 | 2000 | 103 | 6.35 | 163352 |
| 2001 | 3000 | 54 | 3.33 | 139777 |
| 3001 | 4000 | 23 | 1.42 | 81012 |
| 4001 | 5000 | 22 | 1.36 | 105912 |
| 5001 | 10000 | 30 | 1.85 | 232482 |
| 10001 | 20000 | 48 | 2.96 | 838728 |
| 20001 | 50000 | 576 | 35.53 | 18027918 |
| 50001 | And Above | 28 | 1.73 | 34141279 |
| Total→ | | 1621 | 100.00 | 54000000 |

f) Share price movements:

| Month | High | Low |
|----------------|-------|-------|
| April 2014 | - | - |
| May 2014 | 0.29 | 0.21 |
| June 2014 | 0.57 | 0.3 |
| July 2014 | 0.75 | 0.58 |
| August 2014 | 0.91 | 0.76 |
| September 2014 | 1.97 | 0.92 |
| October 2014 | 2.72 | 2 |
| November 2014 | 3.5 | 2.77 |
| December 2014 | 8.42 | 3.57 |
| January, 2015 | 11.91 | 8.58 |
| February, 2015 | 13.12 | 10.36 |
| March, 2015 | 10.16 | 5.71 |

g) Share Holding Pattern as on 31st March 2015.

| Category | No. of Shares | % |
|---|-----------------|---------------|
| Nationalized Banks | - | - |
| Mutual Funds | - | - |
| Central Government/ State Government(s) | - | - |
| NRIs / OCBs | 539 | 0.00 |
| Other Bodies Corporate | 34140545 | 63.22 |
| Public | 19858916 | 36.78 |
| 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 2015

- 1st Quarter - 28/07/2014
- 2nd Quarter – 29/10/2014
- 3rd Quarter – 29/01/2015
- Financial year closing: 23.08.2014
- 4th Quarter – 29/04/2015

f) Address for correspondence

- Regd Office: 403, Balaram Bhavan, Grant Road, Mumbai – 400
- E-mail id of the Compliance officer: Mr. Kishor Patil
- E-mail id of the Company : btl.invtcomp@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 | 653 | 51030711 | 94.50 |
| 2 | Electronic Shares | 966 | 2969289 | 5.50 |
| | Total | 1619 | 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
403, Balaram Bhavan,
Grant Road,
Mumbai – 400 007

We have examined the compliance of the conditions of Corporate Governance by Bombay Talkies Limited for the year ended 31st March 2015 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 as 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 Ritesh Burad & Company
(Chartered Accountants)

Ritesh Burad
Proprietor
Membership No : 103781

Place : Mumbai
Dated : 23rd August, 2015

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 cast 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. 51,048.00 for the year 2014-15 as Compared to a net Profit of Rs. 174,645.30 in the previous year 2013-14. 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
(Rs.)

(Amount in

| Particulars | 31.03.2015 | 31.03.2014 |
|----------------------------------|--------------|--------------|
| Total Income | 1,331,200.00 | 880,700.00 |
| Depreciation | 1,36,914.00 | 1,98,171.08 |
| Profit (Loss) Before Tax | 1,06,930.00 | 2,00,712.30 |
| Profit (Loss) after Tax | 51,048.00 | 174,645.30 |
| Prior Period Adjustment | - | - |
| Balance brought forward | 1,545,759.03 | 1,371,113.73 |
| Balance carried to Balance Sheet | 1,596,807.03 | 1,545,759.03 |

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
406, Balaram Bhavan,
Grant Road,
Mumbai – 400 007

Re-financial Statements for the year ended 31st March 2015 – Certification

We, Kishor Patil, Chairman, Independent & Non - Executive Director and Shailesh Parab 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 2015 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 2015 which are fraudulent, illegal or vocative 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 international 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 noted 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

Shailesh Parab
Independent & Non - Executive Director

Place : Mumbai, 23rd Day of August, 2015.

DECLARATION – COMPLIANCE WITH THE CODE OF CONDUCT

In accordance with clause 49 of the Listing Agreement with the Stock Exchanges, Mumbai, I, Rajashree Patil, 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 2015.

For Bombay Talkies Limited

Kishor Patil
Chairman, Independent & Non - Executive Director

Place: Mumbai
Date: 23rd August 2015

Independent Auditors' Report

To The Members of BOMBAY TALKIES LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **BOMBAY TALKIES LIMITED** (the Company), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 2013 (the Act) and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;
- b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date;

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 (the Order) issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(11) of the Act, we report that:
 - a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) The Balance Sheet, and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, and the Statement of Profit and Loss, comply with Accounting Standards notified under the Act of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
 - e) On the basis of the written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164 of the Act.

For Ritesh Burad & Co

Chartered Accountants
(Firm Registration No. 117936W)

Ritesh Burad

Proprietor
Membership No. 103781

Place : MUMBAI
Date : 23rd August, 2015

Annexure to The Auditors' Report

Referred to in Paragraph 3 of my report of even date on the accounts of **BOMBAY TALKIES LIMITED** for the period ended March 31, 2015.

As the company is a public company and falls within the preview specified under paragraph 2 of the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013. Hence the matters specified in paragraphs 4 and 5 of the said Order are enclosed below.

For Ritesh Burad & Co
Chartered Accountants
(Firm Registration No. 117936W)

Ritesh Burad
Proprietor
Membership No. 103781

Place : MUMBAI
Date : 23rd August, 2015

Bombay Talkies Limited

BALANCE SHEET AS AT 31ST MARCH, 2015

| PARTICULARS | NOTE NO. | 31.03.2015 | 31.03.2014 |
|---|----------|-----------------------------|---------------|
| | | RS. | RS. |
| I. EQUITY AND LIABILITIES | | | |
| (1) <u>Shareholders' Funds</u> | | | |
| (a) Share Capital | 1 | 54,000,000.00 | 54,000,000.00 |
| (b) Reserves and Surplus | 2 | 1,596,807.03 | 1,545,759.03 |
| (2) <u>Current Liabilities</u> | | | |
| (a) Trade Payables | 3 | 1,565,400.00 | 1,565,400.00 |
| (b) Other Current Liabilities | 4 | 218,989.80 | 218,989.80 |
| TOTAL :--> | | 57,381,196.83 | 57,330,148.83 |
| II. ASSETS | | | |
| (1) <u>Non-Current Assets</u> | | | |
| (a) Fixed Assets | | | |
| (i) Tangible Assets | 5 | 3,986,106.35 | 4,123,020.35 |
| (2) <u>Non-Current Investments</u> | 6 | 16,718,620.50 | 16,090,570.50 |
| (3) <u>Current Assets</u> | | | |
| (a) Stock in trade | 7 | 18,001,400.00 | 18,396,400.00 |
| (b) Trade Receivables | 8 | 543,750.00 | 543,750.00 |
| (c) Cash and cash equivalents | 9 | 54,436.09 | 99,524.09 |
| (d) Short term Loans & Advances | 10 | 18,076,883.89 | 18,076,883.89 |
| | | 57,381,196.83 | 57,330,148.83 |
| See accompanying notes to the Financial Statements For Ritesh Burad & Company Chartered Accountants | | - | - |
| | | For & on Behalf of Board | |
| | | Kishor Patil Director | |
| (Ritesh Burad) Proprietor MEMBERSHIP NO. : 103781 Place : Mumbai Mumbai, 23rd August 2015 | | Rajashree Patil Director | |

Bombay Talkies Limited

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

| SR. NO. | PARTICULARS | NOTE NO. | 31.03.2015 | 31.03.2014 |
|-------------|---|----------|----------------------|----------------------|
| | | | RS. | RS. |
| I | Income From Operations | 11 | 1,275,350.00 | 847,200.00 |
| II | Other Income | 12 | 55,850.00 | 33,500.00 |
| III | Closing Stock | 7 | 18,001,400.00 | 18,396,400.00 |
| | | | - | - |
| IV | Total Revenue | | 19,332,600.00 | 19,277,100.00 |
| V | EXPENSES : | | | |
| | Opening Stock | 13 | 18,396,400.00 | 18,596,400.00 |
| | Purchases | 14 | 270,000.00 | - |
| | Employees Benefit Exps | 15 | 63,175.00 | 48,000.00 |
| | Other Expenses | 16 | 496,095.00 | 431,987.70 |
| | TOTAL EXPENSES | | 19,225,670.00 | 19,076,387.70 |
| VI | Profit before exceptional and extraordinary items and tax (III -IV) | | 106,930.00 | 200,712.30 |
| VII | Exceptional Items | | - | - |
| VIII | Profit before extraordinary items and tax (V - VI) | | 106,930.00 | 200,712.30 |
| IX | Extraordinary Items - | | - | - |
| X | Profit before tax (VII - VIII) | | 106,930.00 | 200,712.30 |
| XI | TAX EXPENSE : | | | |
| | (1) Income Tax Paid | | 55,882.00 | 26,067.00 |
| XII | Profit/(Loss) for the perid from continuing operations (IX -X) | | 51,048.00 | 174,645.30 |
| 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) | | 51,048.00 | 174,645.30 |
| XVI | Earning per equity share: | | | |
| | (1) Basic | | 0.00 | 0.00 |
| | (2) Diluted | | | |

See accompanying notes to the Financial Statements

For Ritesh Burad & Company
Chartered Accountants

For & on Behalf of Board

Kishor Patil
Director

(Ritesh Burad)
Proprietor
MEMBERSHIP NO. : 103781
Place : Mumbai
Mumbai, 23rd August 2015

Rajashree Patil
Director

Bombay Talkies Limited

Note 5 Fixed Assets

Tangible Assets

| Particular | Gross Block | | | Depreciation | | | Net Carrying Amount | | |
|----------------------|---------------------|--------------------------|------------|---------------------|---------------------|-------------------|---------------------|---------------------|---------------------|
| | As at 01.04.2014 | Addition/ adjustments | Deductions | As at 31.03.2015 | Upto 31.03.2014 | For the Year | Upto 31.03.2015 | As at 31.03.2015 | As at 31.03.2014 |
| Furniture & Fixtures | 902,874.08 | - | - | 902,874.08 | 902,874.08 | - | 902,874.08 | - | - |
| Computer | 139,060.00 | - | - | 139,060.00 | 119,555.00 | 19,505.00 | 139,060.00 | - | 19,505.00 |
| Office Equipments | 289,800.37 | | | 289,800.37 | 216,645.00 | 15,302.00 | 231,947.00 | 57,853.37 | 73,155.37 |
| Telephone Epbx | 100,000.00 | | | 100,000.00 | 100,000.00 | - | 100,000.00 | - | - |
| Air Conditioners | 85,749.80 | - | - | 85,749.80 | 49,818.00 | 3,643.00 | 53,461.00 | 32,288.80 | 35,931.80 |
| Motor Car | 6,619,265.18 | - | - | 6,619,265.18 | 2,624,836.00 | 98,464.00 | 2,723,300.00 | 3,895,964.18 | 3,994,428.18 |
| Total | 8,136,749.43 | - | - | 8,136,749.43 | 4,013,728.08 | 136,914.00 | 4,150,642.08 | 3,986,106.35 | 4,123,020.35 |

Bombay Talkies Limited

NOTES FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE : 1 SHARE CAPITAL

| SR. NO. | PARTICULARS | 31.3.2015 | 31.03.2014 |
|-----------|---|----------------------|------------------|
| A. | <u>AUTHORIZED CAPITAL</u> | | |
| | 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. | <u>ISSUED , SUBSCRIBED & PAID UP CAPITAL</u> | | |
| | 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. | <u>RECONCILIATION OF NO. OF SHARES</u> | | |
| | 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. | <u>Details of shareholders holding more than 5 % shares in the Co.:-</u> | 31.3.2015 | 31.3.2015 |
| | Name | No. of Shares | % |
| | Graceful Properties Limited | 3,360,000 | 6.22 |
| | Jagdishwar Pharmaceuticals Works Limited | 2,880,000 | 5.33 |
| | Laffan Software Limited | 3,120,000 | 5.78 |
| | NE Electronics Limited | 3,180,000 | 5.89 |
| | Conrad Telefilms Limited | 3,360,000 | 6.22 |
| | Varishtha Business Pvt. Ltd | 2,940,000 | 5.44 |
| | Online Information Technologies Limited | 3,000,000 | 5.56 |
| | SRG Custodian & Sec. (I) Limited | 2,820,000 | 5.22 |

NOTE : 2 RESERVES & SURPLUS

| SR. NO. | PARTICULARS | 31.3.2015 | 31.03.2014 |
|-----------|--|--------------|--------------|
| A. | Surplus (Balance in Statement of Profit & Loss) | | |
| | Balance brought forward from previous year | 1,545,759.03 | 1,371,113.73 |
| | ADD : Profit/(Loss) for the period | 51,048.00 | 174,645.30 |
| | | 1,596,807.03 | 1,545,759.03 |
| | Dated : 28.08.2013 | | |
| | TOTAL :-> | 1,596,807.03 | 1,545,759.03 |

NOTE : 3 TRADE PAYABLES

| SR. NO. | PARTICULARS | 31.3.2015 | 31.03.2014 |
|-----------|------------------|--------------|--------------|
| 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 | 31.3.2015 | 31.03.2014 |
|-----------|------------------------|------------|------------|
| A. | Audit Fees Payable | 5,618.00 | 5,618.00 |
| B. | Provision for Taxation | 212,700.00 | 212,700.00 |
| C. | Demat Charges Payable | 671.80 | 671.80 |
| | TOTAL :- | 218,989.80 | 218,989.80 |

NOTE : 6 NON CURRENT INVESTMENTS

| SR. NO. | PARTICULARS | 31.3.2015 | 31.03.2014 |
|---------|---------------------------------------|----------------------|----------------------|
| A. | Investment in Quoted Shares | 1,929,912.94 | 1,929,912.94 |
| B. | Investment in Unquoted Shares | 3,320,250.00 | 2,692,200.00 |
| 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 | 16,718,620.50 | 16,090,570.50 |

NOTE :7 STOCK IN TRADE

| SR. NO. | PARTICULARS | 31.3.2015 | 31.03.2014 |
|---------|-------------------------|----------------------|----------------------|
| A. | Closing Stock of shares | 18,001,400.00 | 18,396,400.00 |
| | TOTAL :- | 18,001,400.00 | 18,396,400.00 |

NOTE : 8 TRADE RECEIVABLES

| SR. NO. | PARTICULARS | 31.3.2015 | 31.03.2014 |
|---------|--|-------------------|-------------------|
| | 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 | 31.3.2015 | 31.03.2014 |
|---------|------------------------------------|------------------|------------------|
| | BALANCE WITH BANKS | | |
| | In current accounts | 30,695.64 | 46,970.64 |
| | CHEQUES, DRAFTS ON HAND | - | - |
| | CASH ON HAND (As Certified) | 23,740.45 | 52,553.45 |
| | TOTAL :- | 54,436.09 | 99,524.09 |

NOTE : 10 SHORT TERMS LOANS AND ADVANCES

| SR. NO. | PARTICULARS | 31.3.2015 | 31.03.2014 |
|---------|---------------------------------------|----------------------|----------------------|
| A. | LOANS & ADVANCES TO OTHERS | | |
| | Loans & Advances | 17,633,499.00 | 17,633,499.00 |
| | Deposite | 114,268.00 | 114,268.00 |
| | Income Tax | 89,726.00 | 89,726.00 |
| | Tax Deducted at Source | 239,390.89 | 239,390.89 |
| | TOTAL :- | 18,076,883.89 | 18,076,883.89 |

Bombay Talkies Limited

NOTES FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE : 11 Income From Operations

| SR. NO. | PARTICULARS | 31.3.2015 | 31.03.2014 |
|------------|-----------------|---------------------|-------------------|
| 1 | Sale of Shares | 1,275,350.00 | 847,200.00 |
| | TOTAL :- | 1,275,350.00 | 847,200.00 |

NOTE : 12 Other Income

| SR. NO. | PARTICULARS | 31.3.2015 | 31.03.2014 |
|------------|-----------------|------------------|------------------|
| 1 | Misc. Income | 55,850.00 | 33,500.00 |
| | TOTAL :- | 55,850.00 | 33,500.00 |

NOTE : 13 Opening Stock

| SR. NO. | PARTICULARS | 31.3.2015 | 31.03.2014 |
|------------|-----------------|----------------------|----------------------|
| 1 | Stock of Shares | 18,396,400.00 | 18,596,400.00 |
| | TOTAL :- | 18,396,400.00 | 18,596,400.00 |

NOTE : 14 Purchases

| SR. NO. | PARTICULARS | 31.3.2015 | 31.03.2014 |
|------------|--------------------|-------------------|------------|
| 1 | Purchase of Shares | 270,000.00 | - |
| | TOTAL :- | 270,000.00 | - |

NOTE : 15 EMPLOYEE BENEFIT EXPENSES

| SR. NO. | PARTICULARS | 31.3.2015 | 31.03.2014 |
|------------|------------------------|------------------|------------------|
| 1 | Salaries & Wages | 48,000.00 | 48,000.00 |
| 2 | Staff Welfare Expenses | 15,175.00 | - |
| | TOTAL :- | 63,175.00 | 48,000.00 |

NOTE : 16 OTHER EXPENSES

| SR. NO. | PARTICULARS | 31.3.2015 | 31.03.2014 |
|------------|------------------------------|-------------------|-------------------|
| 1 | Advertisement Exps | 30,720.00 | 28,670.00 |
| 2 | Audit Fees | 5,618.00 | 5,618.00 |
| 3 | Bank Charges | 4,400.00 | 526.62 |
| 4 | CDSL Fees | 6,741.00 | 6,741.00 |
| 5 | Computer Expenses | 108,800.00 | 7,500.00 |
| 6 | Depreciation | 136,914.00 | 198,171.08 |
| 7 | Filing Fees | 6,600.00 | 6,500.00 |
| 8 | Legal & Professional Charges | 22,214.00 | 93,136.00 |
| 9 | Listing Fees | 112,360.00 | 16,854.00 |
| 10 | Membership fees | 1,124.00 | 1,124.00 |
| 11 | Motor Car Exps | - | 16,586.00 |
| 12 | NSDL Fees | 6,741.00 | 6,741.00 |
| 13 | Printing & Stationery | 3,450.00 | 3,240.00 |
| 14 | Registrar Exps | 44,413.00 | 37,080.00 |
| 15 | Web Site Wxpenses | 6,000.00 | 3,500.00 |
| | TOTAL :- | 496,095.00 | 431,987.70 |

Bombay Talkies Limited

NOTES FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE : 17 EARNING PER EQUITY SHARE

| SR. NO. | PARTICULARS | 31.3.2015 | 31.03.2014 |
|------------|--|------------|------------|
| A. | Profit/Loss attributable to Equity Shareholder | 51,048.00 | 174,645.30 |
| 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 : 18 RELATED PARTY DISCLOSURES

a) KEY MANAGEMENT PERSONNEL :-

Shailesh G. Parab : Director

Rajashree Patil : 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

| 31.03.2015 | 31.03.2014 |
|------------|------------|
| Rs. | Rs. |
| - | - |
| - | - |
| - | - |

Bombay Talkies Limited

NOTES FORMING INTEGRAL PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

NOTE : 19 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. Quoted Shares are stated at cost.
Unquoted Shares are stated at cost.
- 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 : 20 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. Cash Flow Statement

The cash flow statement is prepared by the indirect method set out in the accounting standard 3 in cashflow statement. Cash and cash equivalents for the purpose of cash flow statement comprise cash at bank and cash in hand .

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.
- F. According to the information provided to us, there were no dues to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006.
- G. Previous Year figures have been re-grouped/re-casted and/or re-arranged wherever found necessary.

As per our report of even date
For Ritesh Burad & Company
Chartered Accountants

For & on Behalf of Board

(Ritesh Burad)
Proprietor

Kishor Patil
Director

Rajashree Patil

MEMBERSHIP NO. : 103781
Place : Mumbai
Mumbai, 23rd August 2015

Director

BOMBAY TALKIES LIMITED

Cash Flow Statement for the year ended March 31, 2015

| | Rupees For the year ended 31.03.2015 | Rupees For the year ended 31.03.2014 |
|---|--|--|
| A Cash Flow from Operating Activities | | |
| Net Profit before tax | 51,048 | 174,645 |
| Adjustments for : | | |
| Depreciation | 136,915 | 198,171 |
| Share Issue Expenses W/off | - | - |
| Operating Profit before Working Capital changes | <u>187,963</u> | <u>372,816</u> |
| Trade and Other Receivables | - | - |
| Inventories | 395,000 | 200,000 |
| Trade and Other Paybles | - | - |
| Loans and Advances | - | 200,000 |
| Cash Generated from Opertions | <u>582,963</u> | <u>772,816</u> |
| Direct Taxes Paid | <u>-</u> | <u>-</u> |
| | <u>582,963</u> | <u>772,816</u> |
| B Cash Flow from Investing Activities | | |
| Fixed Assets | - | - |
| Investments | (628,050) | (692,200) |
| Interest and Other Income | - | - |
| Net Cash (used in)/from Investing Activities | <u>(628,050)</u> | <u>(692,200)</u> |
| C Cash Flow from Financing Activities | | |
| Dividend Paid | - | - |
| Interest Paid | <u>-</u> | <u>-</u> |
| | <u>-</u> | <u>-</u> |
| Net changes in cash & cash equivalents (A+B+C) | (45,087) | 80,616 |
| Cash & cash equivalents - Opening Balance | 99,523 | 18,907 |
| | 54,436 | 99,523 |

For and on behalf of the Board of Directors

Kishor Patil
Chairman

Rajashree Patil
Director

Mumbai, 23rd August 2015

Auditors' Certificate

We have examined the attached Cash Flow Statement of Bombay Talkies Limited for the year ended 31st March,2015.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 H. T. Merchant & Co.
Chartered Accountants

(H. T. Merchant)
Proprietor
MEMBERSHIP NO. : 033805
Place : Mumbai
Mumbai, 23rd August 2015

BOMBAY TALKIES LIMITED
Registered Office
403, Balaram Bhavan, Grant Road, Mumbai – 400 007

ATTENDANCE SLIP

I, hereby record my attendance at the 31st Annual General Meeting of the Company at 403, Balaram Bhavan, Grant Road, Mumbai – 400 007 on Wednesday, the 21st day of September, 2015 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

403, Balaram Bhavan, Grant Road, Mumbai – 400 007

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 31st Annual General Meeting of the Company to be held at 403, Balaram Bhavan, Grant Road, Mumbai – 400 007 on Wednesday the 21st day of September, 2015 at 11.30 a.m. and at any adjournment thereof.

Signature
Affix Re 1/- Revenue Stamp

Signed this _____ day of _____ 2015

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.