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**NEW BOMBAY PRINTING &
DYEING MILLS LIMITED**

18th Annual Report
2008-09

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New Bombay Printing & Dyeing Mills Ltd.

Whole-Time Director

Mr. Santosh Jain

Non-Executive Director

Mr. Anand Jariwal, Director

Mr. Gopiram Jariwal, Director

Bankers to the Company:

Corporation Bank

Indian Overseas Bank

Auditors:

N K JALAN & CO.,

Chartered Accountants,

Registrar and Share Transfer Agents:

Sharex Dynamic (India) Pvt. Ltd.

17/B, Dena Bank Building, 2nd Floor,

Horniman Circle, Fort,

Mumbai – 400 001

Registered Office:

B/4, Yoga, 12th Gulmohar Cross Road,

JVPD Scheme, Vile Parle (East),

Mumbai - 400049

NEW BOMBAY PRINTING & DYEING MILLS LIMITED

NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of the Members of New Bombay Printing and Dyeing Mills Limited will be held on Wednesday, 30th September, 2009 at 3.00 p.m. at A 107, 1st Floor, Gokul Arcade, Near Garware Chowk, Sahar Road, Vile Parle (East) Mumbai - 400057 to transact the following business:

Ordinary Business:

1. To receive, consider, approve and adopt the audited Balance Sheet as at March 31, 2009, the Profit and Loss Account for the year ended on that date and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Gopiram Jariwal who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors M/s. N.K.Jalan & Co., Chartered Accountants, Mumbai to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

"RESOLVED THAT M/s. N.K.Jalan & Co., Chartered Accountants, Mumbai be and are hereby re-appointed as the 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 may be fixed by the Board of Directors."

Special Business:

4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 16 & 94 of the Companies Act, 1956 (including any amendments to or re-enactments thereof) and other applicable provisions of the Companies Act, 1956 and Article No. 4 of the Articles of Association, the existing Authorised Share Capital of the Company of Rs. 3,00,00,000/- (Rupees Three Crores only) divided into 30,00,000 (Thirty Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each be increased to Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) each."

"RESOLVED FURTHER THAT the existing Clause V of Memorandum of Association of the Company, be deleted by substitution in its place the following clause as new Clause V:-

- V. The authorized share Capital of the company is Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy Lacs) Equity Shares of Rs.10/- (Rupees Ten Only) Each

"RESOLVED FURTHER THAT Mr. Santosh Kumar Jain, Whole Time Director be and is hereby authorized to sign and file all necessary forms, returns and any other document with the Registrar of Companies, Maharashtra, Mumbai and to do all such acts, deeds and things as may be necessary in this regard."

5. To consider and, if thought fit, to pass with or without modification s, the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 31 of the Companies Act, 1956 and other provisions, if any, including any amendments thereto or re-enactment thereof the Articles of Association of the Company be altered by deleting the existing Article 3 (Three) and substitute in its place the following new Article 3:

3. "The Authorised Share Capital of the Company is as per clause V of the Memorandum of Association of the Company."

"RESOLVED FURTHER THAT Mr. Santosh Kumar Jain, Whole Time Director be and is hereby authorized to sign and file all necessary forms, returns and any other document with the Registrar of Companies, Maharashtra, Mumbai and to do all such acts, deeds and things as may be necessary in this regard."

6. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Board of Directors be and is hereby authorized, pursuant to the provisions of section 293(1) (d) of the Companies Act, 1956, to borrow money, from time to time, at its discretion either from the Company's Bank or any other bank, financial institution or any other lending institutions or persons on such terms and conditions as may be considered suitable by the Board of Directors up to a limit not exceeding in the aggregate Rs. 20 Crores notwithstanding that the money to be borrowed together with the money already borrowed by the Company apart from temporary loan obtained from the Company's Bankers in the ordinary course of business, will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or

any of the above powers to the Committee of Directors or the Managing Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution"

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 198, 269, 309, 310, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby given for the appointment of Mr. Santosh Kumar Jain as a Whole-Time Director of the Company for a period of Five years w.e.f. June 4, 2009 to June 3, 2014 at no remuneration as agreed between Mr. Santosh Kumar Jain and the Board of Directors with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such a manner as may be agreed between the Board of Directors and Mr. Santosh Kumar Jain."

"RESOLVED FURTHER THAT any of the Director of the Company, be and is hereby authorized to file necessary forms and returns with the Registrar of Companies, Maharashtra, Mumbai to give effect to the above resolution."

8. To consider and, if thought fit, to pass with or without modification s, the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 372A of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956 or any amendments or modifications thereof (including any ordinance or statutory modification, re-enactment thereof for the time being in force) and subject to consent and approvals of Reserve Bank of India (RBI), Public Financial Institution(s), Securities and Exchange Board of India (SEBI) or such authorities, if required and/or in accordance with the guidelines and notifications issued by SEBI, Government, etc. and such other approvals/permissions as may be necessary under any other statute for the time being in force, consent and approval of the Company be and is hereby accorded to the Board of Directors of the Company to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of any company or body corporate, whether in India or outside, as the Board may think fit, in excess of the limits specified in section 372A of the Companies Act, 1956 but not exceeding Rs. 20 Crores;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the Managing Director of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

For and on behalf of Board of Directors of
New Bombay Printing and Dyeing Mills Limited

Place: Mumbai
Date: August 31, 2009

Registered Office:
B/4 Yoga, 12th Gulmohar Cross Road,
JVPD Scheme, Vile Parle (East), Mumbai - 400049.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

1. Instrument of Proxies in order to be effective must be received/deposited with the company at its registered office not less than 48 hours before the commencement of the meeting.

3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing to attend and vote on their behalf at the Meeting.

4. All the documents referred to in the accompanying notice are available for inspection at the registered office of the Company on all the working days between 10.00 a.m to 12.00 noon upto the date of the Annual General Meeting.

5. Members are requested to notify their change of address, if any, to the Company/ Share Transfer Agent, Sharex Dynamic (India) Private Limited, 17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort, Mumbai- 400 001.

6. The Register of Members and Share Transfer Books of the Company shall remain closed from 28 September, 2009 to 30 September, 2009 (both days inclusive).

NEW BOMBAY PRINTING & DYEING MILLS LIMITED

7. Shareholders are requested to forward their queries on the accounts for the financial year ended March 31, 2009 to the Company at least 10 days in advance, to enable us to keep the required information available at the Meeting.
8. Members are requested to give their valuable suggestions for improvement of the services and are also advised to quote their E-mail Id's, telephone / facsimile no. for prompt reply of their communications.

For and on behalf of Board of Directors of
New Bombay Printing and Dyeing Mills Limited

sd/-
Santosh Jain
Whole Time Director

Place: Mumbai
Date: August 31, 2009

EXPLANATORY STATEMENT (Pursuant to Section 173(2) of the Companies Act, 1956)

ITEM NO 4 & 5

The Company plans to raise the funds in future in the form of equity share capital. Therefore it was decided to bring prospective equity funding into the Company, your directors have recommended increase in Authorized Share Capital of the Company to accommodate new issue of shares. Increase in Authorized Share Capital would necessitate amendment to the Clause 3 of the Memorandum of Association which needs your approval by passing an Ordinary Resolution. The amendment in Capital Clause in Memorandum of Association also necessitates corresponding amendment in clause 3 of Article of Association of Company by stating revised capital clause therein. However, the Board has decided to replace the said existing clause 3. Amendment in Articles of Association requires member's approval by passing a Special Resolution.

The Board recommends the said resolutions for your approval.

None of the directors may be considered to be interested or concerned in the said resolutions.

ITEM NO 6

As per the provisions of Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting, borrow monies in excess of the aggregate of the paid-up capital of the Company and its free reserves. The increasing business operations and future growth plans of the Company would necessitate restructuring of the borrowing limits by authorizing the Board of Directors to borrow funds which may exceed at any time the aggregate of the paid-up capital of the Company and its free reserves but not exceeding Rs. 20 Crores.

Your Directors recommend the resolution for your approval. None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

ITEM NO 7

The Board of Director in its meeting held on 04th June 2009, decided to appoint Mr. Santosh Kumar Jain as a Whole Time Director of the Company. As per the Companies Act, 1956 appointment of a Whole Time Director requires approval of Shareholders.

Your Directors recommend the resolution for your approval. None of the Directors of the Company except the appointee himself is in any way, concerned or interested in the said resolution.

ITEM NO 8

Your Company has identified areas for expanding the business activities in India and abroad. In order to execute the proposed plans, the Company may have to invest in the capital of other companies/ body corporate. Further, the Company may also invest in any body corporate in the similar line of business by way of subscription and /or purchase of equity/ equity related securities or preference shares or any other instrument. It is proposed to meet the requirement of funds for investments through proceeds from issue of securities, borrowings and/or internal accruals. The said investments may exceed the limits set out in Section 372A of the Act, but not exceeding Rs. 20 Crores and hence require prior approval of the members by Special resolution.

The Board recommends approval of the aforesaid resolution in the best interest of the Company.

None of the Directors of the company is interested or concerned in the said resolution.

For and on behalf of Board of Directors of
New Bombay Printing and Dyeing Mills Limited

sd/-
Santosh Jain
Whole Time Director

Place: Mumbai
Date: August 31, 2009

Registered Office:
B/4 Yoga, 12th Gulmohar Cross Road,
JVPD Scheme, Vile Parle (E), Mumbai - 400049

DIRECTOR'S REPORT

Your directors present herewith the Eighteenth Annual Report together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2009.

FINANCIAL RESULTS	For the period ended 31 st March 2009	For the period ended 31 st March 2008
Total Income	15.51	28.28
Less: Total Expenditure	(42.14)	(2.64)
Profit/(Loss) before Depreciation	(26.64)	25.64
Less: Depreciation	Nil	Nil
Profit/(Loss) After depreciation	(26.64)	25.64
Add/(Less) Prior Period Adjustment	Nil	(12.45)
Profit/ (Loss) Before Taxation	(26.64)	13.19
Less: Provision for Tax		
Current Tax	Nil	2.94
Deffered Tax (Net)	Nil	(26.24)
Net Profit After Tax	(26.64)	36.49
Profit / (Loss) brought forward from previous year	(155.27)	(191.76)
Balance carried to Balance Sheet	(181.91)	(155.27)

OPERATIONS:

The business operations of the Company are also affected by global recessions. The major portion of expenses was incurred as a loss on sale of shares. The Company remained non-operational during the year under review. The Company has incurred a net loss of Rs.28.43 lakhs during the year under review. However, the management is optimistic about the Company's future and is chalking various plans and policies for its revival, growth and expansion.

TRANSFER TO RESERVE

Due to incurring of losses no amount was transferred to reserves during the year under review.

DIVIDEND

In absence of adequate profits, no dividend payment is recommended by the Board.

PUBLIC DEPOSITS

During the year under review, your Company has neither invited nor accepted any fixed deposits from the public within the meaning of Section 58A of the Companies Act, 1956.

DIRECTORS:

- Mr. Gopiram Jariwal who retires by rotation is being eligible offers himself for re-appointment.
- Mr. Gajesh Abani has resigned from the post of Managing Director of the Company as well as from the Board of Directors of the Company w.e.f 19th June 2009.
- Mr. Santosh Jain was appointed as the Whole time Director of the Company w.e.f 4th June 2009. His appointment needs the approval of shareholders in the ensuing Annual General Meeting.
- Mr. Anand Jariwal continues to hold the Directorship of the Company.

FINANCE:

So far the Company has not taken any finance from Bank or Financial Institutions or from the markets through debt instruments.

PARTICULARS OF EMPLOYEES:

During the year under review, there were no employees drawing remuneration of Rs. 24,00,000/- p.a. or Rs. 2,00,000/- p.m. or more. Hence there is no information to be provided in accordance with the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules, 1975.

DISCLOSURE UNDER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956:

The particulars required under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, is given in Annexure-I to this Directors Report.

NEW BOMBAY PRINTING & DYEING MILLS LIMITED

AUDITORS

The auditor of the Company M/s. N.K. Jalan & Company, Chartered Accountants, Mumbai, retires at the ensuing Annual General Meeting and being eligible offers themselves for re-appointment. The appointment if made will be in accordance with the sub section (1B) of section 224 of the Companies Act, 1956 as per certificate furnished by the auditor. Members will be required to appoint Auditors for the current year and to authorize the Board of Directors to fix their remuneration.

AUDITOR'S OBSERVATIONS:

Observations of auditor are self explanatory and do not required further to be commented by directors in this report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956 with respect to Director's Responsibility Statement, it is hereby confirmed:

1. That in the preparation of the accounts for the financial year ended 31st March 2009; the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. That the Directors have adopted such accounting policies and applied them consistently and made judgments estimates that were reasonable and prudent so as to give a true and fair view of the state affair of the Company at the end of the financial year and of the profit or loss of the company for the year under review.
3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the Directors have prepared the accounts for the financial year ended 31st March 2009 on a "going concern" basis.

CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Pursuant to clause 49 of the Listing Agreement entered into with the Stock Exchanges, the Company has complied with all the provisions of Corporate Governance and a report on corporate governance is annexed hereto and forms part of this report. A certificate from the auditors of the Company regarding compliance of conditions of corporate governance has been included in this Annual Report. Also attached a Management Discussion and Analysis report. In future, the Company intends to implement the non-mandatory recommendations, as prescribed in Code of Corporate Governance.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation for the support and co-operation, which the Company continues to receive from its associates and bankers. The Directors are also thankful to the shareholders for their unstinted support to the Company

For and on behalf of Board of Directors of
New Bombay Printing and Dyeing Mills Limited.

Place: Mumbai
Date: August 31, 2009

sd/-
Santosh Jain
Whole Time Director

Registered Office:
B/4 Yoga, 12th Gulmohar Cross Road,
JVPD Scheme, Vile Parle (West), Mumbai – 400049

ANNEXURE I I. CONSERVATION OF ENERGY:

- (a) Energy conservation measures taken – Nil
- (b) Additional investments and proposals if any, being implemented for reduction of consumption of energy – Nil
- (c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods – Nil

(d) Total energy consumption and energy consumption per unit of production – Nil FORM-A: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

- A. Power and fuel consumption: Nil
- B. Consumption per unit of production: Nil

II. TECHNOLOGY ABSORPTION

FORM-B: FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION ETC.

- I. Research and Development: Nil
- II. Technology Absorption, Adaptation and Innovation: Nil

II. FOREIGN EXCHANGE EARNINGS AND OUTGO

- I. Earnings in Foreign Exchange during the year NIL
- II. Foreign Exchange outgo during the year NIL

For and on behalf of Board of Directors of
New Bombay Printing and Dyeing Mills Limited

sd/-
Santosh Jain
Whole Time Director

Place: Mumbai
Date: August 31, 2009

Registered Office:
B/4 Yoga, 12th Gulmohar Cross Road,
JVPD Scheme, Vile Parle (West), Mumbai – 400049

ANNEXURE TO THE DIRECTOR'S REPORT MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRIAL STRUCTURE AND DEVELOPEMENT

The Indian Textile Industry is one of the oldest and most significant industries in the Country. It accounts for around 4 per cent of the Gross Domestic Product (GDP), 14 per cent Industrial Production and 13 per cent of total export earnings. India is fast establishing itself as a global textile and apparel-sourcing hub with its abundant multi-fiber raw material base, well established production bases, design capability and skilled labor force.

OPPORTUNITIES AND RISKS

In current times of a global meltdown, the government has come out with an economic stimulus package for the textile industry. This includes:

- Additional allocation of US\$ 285.66 million to clear the entire backlog in TUFS, which would enhance cash flow of the exporters.
- Extension of interest rate subvention of 2 per cent on pre and post shipment credit
- Additional fund of US\$ 224.42 million for refund of terminal excise duty

The Company is currently recuperating from the losses it has incurred in the past and is making all the efforts to grab the opportunities present in the market for the textile industry and minimize its weaknesses and risks of the market.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The Company is currently working in one segment only i.e. "Textiles - Texturising/Processing" and since the Company remained un-operational during the year under review there is no segment wise or product wise performance.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has in place adequate internal control systems, which provide among other things, reasonable assurance of recording the transaction of its operations in all material respects and of providing protection against significant misuse or loss of company's assets.

CAUTIONARY STATEMENT:

Statements in this report on Management Discussion and Analysis describing the company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectation of future events, actual results could however differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include global and domestic demand-supply conditions, finished goods prices, raw material costs and availability, change in Government regulations and tax structure, economic developments within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward looking statements which may be amended or modified in future on the basis of subsequent

NEW BOMBAY PRINTING & DYEING MILLS LIMITED

For and on behalf of Board of Directors of
New Bombay Printing and Dyeing Mills Limited

Place: Mumbai
Date: August 31, 2009

sd/-
Santosh Jain
Whole Time Director

Registered Office:
B/4 Yoga, 12th Gulmohar Cross Road,
JVPD Scheme, Vile Parle (West), Mumbai - 400049

REPORT ON CORPORATE GOVERNANCE:

I. Company's Philosophy on Code of Corporate Governance:

Pursuant to the revised Clause 49 of the Listing Agreement the detailed report on Corporate Governance is set below:

The Company strongly believes in enhancing and balancing stakeholder values through good corporate governance. To pursue this objective the Company has adopted its own code formulated by its experience in the field. The company has been consistently improving transparency and accountability to all its stakeholders.

II. Board of Directors:

The board of directors of the Company comprises of three non executive directors and one executive director. The directors are qualified professionals in business, finance and corporate management. The board meets at least once in a quarter to consider amongst other business matters, the quarterly performance of the Company and financial results. Directors attending the meetings actively participate in the deliberation at these meetings.

Number of Board Meetings

Five Board meetings were held during the year ended March, 31, 2008 and the gap between two meetings did not exceed four months. The Board meetings were held five times on April 30, 2008, July 31, 2008, August 21, 2008, October 30, 2008 and January 31, 2009. Directors attending the meetings actively participate in the deliberation at these meetings.

III Board of Directors:

• Composition of Board of Directors

The Board of Directors comprises of four members, consisting of three Non-Executive Directors. The composition is as under:-

Name of director	Category	Designation	No Of meetings Held	No. Of meetings Attended	* No. Of membership in Boards of other companies	No. Of membership in Committees of other companies	Last AGM attended
Anand Jariwal	Non Executive and Independent	Director	5	5	-	-	Yes
Gopiram Jariwal	Non Executive and Independent	Director	5	5	-	-	Yes
Gajesh Abani**	Executive and Non Independent Director	Managing Director	5	5	-	-	Yes
Santosh Jain***	Non Executive Non Independent Director	Director	5	5	1	-	Yes

Does not include directorship / committee positions in companies incorporated outside India.

**** Mr. Gajesh Abani has resigned from the Managing Directorship of the Company and Directorship of Board of Directors of the Company w.e.f 19th June 2009.**

***** Mr. Santosh Jain is appointed as the Whole Time Director of the Company w.e.f 4th June, 2009. His appointment as whole time Director needs approval of shareholder in the ensuing Annual General Meeting. Pursuant to this appointment, the category of Mr. Santosh Jain has changed to Executive Director w.e.f. 4th June, 2009.**

None of the directors is a member in more than ten committees or acts as a Chairman in more than five committees across all companies in which he or she is a director.

Code of Conduct:

The Board of Directors has laid down a Code of Conduct for the Board members and

senior management personnel of the Company. The same is circulated among the Board Members and Senior Management Personnel. However the same is not posted on the web site. All the members of the Board and Senior Management Personnel have affirmed compliance of the respective Code of Conduct on Annual Basis. The required Declaration to the Compliance is offered herewith.

DECLARATION:

To the Members of
New Bombay Printing And Dyeing Mills Limited.

As provided under clause 49 of the Listing Agreement with the stock Exchange, it is hereby declared that all the Board Members and Senior Management personnel of the Company have affirmed the Compliance with the prescribed code of conduct on annual basis.

For New Bombay Printing And Dyeing Mills Limited

Sd/-
Santosh Jain
Place: Mumbai
Date: 31.8.2009

[III] AUDIT COMMITTEE:

Your Board of Directors has constituted an Audit Committee in line with requirements of the listing agreement. Audit Committee comprising of three directors viz. Mr. Anand Jariwal, Mr. Gopiram Jariwal and Mr. Gajesh Abani. Mr. Anand Jariwal is the Chairman of the committee who is an Independent Director. After Mr. Gajesh Abani resigned from the Directorship w.e.f 19th June, 2009 Mr. Santosh Jain has been inducted as the member of the committee. In the absence of a Company Secretary, Mr. Gopiram Jariwal, one of the committee member acts as a secretary of the Committee. The Committee meetings were held Five times on April 30, 2008, July 31, 2008, August 21, 2008, October 30, 2008 and January 31, 2009

which were attended by all members. The charter of role and responsibilities of the audit committee includes the following major areas.

- To review reports of the Internal Audit Department and recommend to the Board to decide about the scope of its work including the examination of major items of expenditure.
- To meet statutory and internal auditors periodically and discuss their findings, suggestions and other related matters.
- To review the auditors' report and limited review on the financial statements and to seek clarifications thereon if required, from the auditors and to implement any suggestion.
- To review the weaknesses in internal controls, if any, reported by the internal and statutory auditors and report to the Board the recommendations relating thereto.
- To act as a link between the statutory and internal auditors and the Board of Directors.
- To recommend a change in the auditors if in the opinion of the Committee the auditors have failed to discharge their duties adequately.

The committee acts in accordance with the terms of reference specified by the Boards. During the year under review the Audit Committee has met every quarter for review of quarterly / half yearly and annual accounts and financial statements. Audit Committee also ensures compliance of internal control system.

[III] SUBSIDIARY COMPANY

The Company does not have any subsidiary company.

[IV] DISCLOSURES

- The Company does not have any related party transaction that are material in nature either with its promoters and/or their subsidiary Companies, director and their relatives etc, that would have potential conflict with the interests of the Company at large.
- The Company has complied with all the procedural requirements of regulatory authority on matters related to capital market.
- The Company has already laid broad guidelines for Board disclosures.
- No money was raised from the public issue, rights issues, preference issue, etc. during the year under review.
- The Company do not pay any remuneration to its directors, executive and non executive.

NEW BOMBAY PRINTING & DYEING MILLS LIMITED

6. Following are the details of shareholding of Directors of the Company:

a. Anand Jariwal	Director	Nil
b. Gopiram Jariwal	Director	Nil
c. Gajesh Abani*	Managing Director	Nil
d. Santosh Jain	Whole Time Director	400000(13.33%)

* Gajesh Abani has resigned from the Directorship of the Company w.e.f. June 19, 2009

SHARE TRANSFER & SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

A shareholders / investors grievance Committee headed by a Non-Executive Director was formed to specifically look into redressal of complaints like transfer of shares, issuance of duplicate shares, non-receipt of Annual Report etc, received from shareholders / investors and improve the efficiency in investors service and all other day-to-day matters governing the relationship between the company and its shareholders, wherever possible. The Committee meets as and when require and periodically reviews the status of investor grievances.

Constitution and Composition

Following were the members of committee for the year under review:

▪ Mr. Anand Jariwal	Chairman
▪ Mr. Gajesh Abani	Member
▪ Mr. Santosh Jain	Member

ANNUAL GENERAL MEETING

Details of the last three Annual General Meeting held.

ANNUAL GENERAL	DATE	TIME	VENUE
Fifteenth	30.09.2006	3:00 p.m.	Trans Thane Creek Industrial Area, Plot No. C-257, Pawane Village, Navi Mumbai
Sixteenth	28.09.2007	11:00 a.m.	Trans Thane Creek Industrial Area, Plot No. C-257, Pawane Village, Navi Mumbai
Seventeenth	26.09.2008	1.00 p.m.	Block A-1, Parle Colony C.H.S., Sahakar Road, Vile Parle (East), Mumbai - 400 057

There were no special resolution passed in Fifteenth and Seventeenth AGM.

However following special resolution was passed in the Sixteenth AGM held on 28th September 2007:

Pursuant to the provisions of regulation 12 of the SEBI (Substantial Acquisition of Shares and Takeover) Regulation 1997 for handing over the control and Management of the Company to Mr. Gajesh Abani

Postal Ballot:

No resolution was passed by conducting Postal Ballot in the previous year. No resolution is proposed to be passed by conducting a postal ballot [V] **CERTIFICATION**

The CEO has certified to the Board with reference to the Financial Statement and other matters as required in clause 49 of the listing agreement. Members of the Company can obtain copies of the said certificate available for inspection during the course of ensuing Annual General Meeting

[VII] COMPLIANCE

Compliance Certificate for the Corporate Governance from M/s. N.K. Jalan & Co., Chartered Accountant, Mumbai is reproduced herein below;

CERTIFICATE FROM AUDITOR

To the Members of
New Bombay Printing And Dyeing Mills Limited

I have examined all the relevant records of New Bombay Printing and Dyeing Mills Limited for the purpose of certifying compliance of the conditions of Corporate Governance under clause 49 of the Listing Agreement with the stock Exchanges for the financial year ended 31st March, 2009. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. My examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above mentioned Listing Agreement except that the Code of Conduct is not posted on the web site of the Company.

As required by the Guidance Note issued by the Institute Chartered Accountants of India, we state that, as per records maintained by the Company, and certified by the Registrar of the Company as on March 31, 2009 there were no investor grievances pending for a period exceeding one month.

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

For N.K. Jalan & Co.
Chartered Accountants
Sd/-
N.K. Jalan
Proprietor

Mumbai, 31st August, 2009.

GENERAL SHAREHOLDER INFORMATION

- Annual General Meeting of the Company will be held on Wednesday, 30th September 2009 at 3:00 p.m. at, A 107, 1st Floor, Gokul Arcade, Sahar Road, Vile Parle (East), Mumbai - 400 057
- Tentative calendar of events for the financial year 2009-2010 (April - March) is given below:
 - First Quarter - on or before 31-07-2009,
 - Second Quarter - on or before 31-10-2009,
 - Third Quarter - on or before 31-01-2010,
 - Fourth Quarter - on or before 30-04-2010
- Book closure : Register of member and share transfer register will remain close from 28th September, 2009 to 30th September, 2009 (both days inclusive)
- The shares of the Company are listed on:
Bombay Stock Exchange.
- The scrip code of the Company at Bangalore Stock Exchange is **531062**
- Since the scrip of the shares has been suspended from the trading it is not possible to give Market Price Data for the year under review.
- The Company has appointed M/s Sharex Dynamic India Ltd. as share transfer agent. All the transfer received process and approved by the Share Transfer Committee at its meeting. For redressal of related grievances, shareholders may contact Mr. Baliga at transfer agent office.
- The shares of the company are not admitted to NSDL and CDSL and hence no ISIN has been allotted. Shares received for physical transfer are registered within a maximum period of two weeks from the date of receipt, the documents are clear in any respect. The Company has applied for dematerialization of shares with the depositories.

NEW BOMBAY PRINTING & DYEING MILLS LIMITED

9. CATEGORIES OF SHAREHOLDERS AS ON 31ST MARCH, 2009

Category	No of shares held	% of shares holding
A. Promoter(s) Holding		
1. Promoter(s)		
- Indian Promoters	400000	13.33
- Foreign Promoters	-	-
2. Persons acting in concert	-	-
Sub-Total	400000	13.33
B. Non Promoters Holding		
3. Institutional Investors		
A. Mutual Funds & UTI		
B. Banks, Financial Institutions, Insurance Company (Central/State Govt. Inst/ Non-Govt. Inst FI(s))	3500	0.117
C.	-	-
Sub-Total	3500	0.117
4. Others		
A. Private Corporate Bodies	202200	6.74
B. Indian Public	2093400	69.78
C. NRI/OCBs	300900	10.03
D. Any other : Clearing Members	-	-
Sub-Total	2596500	86.55
Grand Total	30,00,000	100.00

DISTRIBUTION OF SHAREHOLDING AS ON 31-03-2009

NO. OF SHARES	NO. OF SHAREHOLDER	% OF SHAREHOLDERS	NO OF SHARES	% OF SHARE
UPTO 100	2194	47.30	219400	7.31
101 - 200	1240	26.74	248000	8.27
201 - 500	692	14.92	278600	9.29
501 - 1000	271	5.84	229800	7.66
1001 - 5000	205	4.42	477400	15.91
5001 - 10000	18	0.39	145000	4.83
10001 - 100000	14	0.30	557400	18.58
10001 - & above	4	0.09	844400	28.15
TOTAL	4638	100.00	3000000	100.00

AUDITOR'S REPORT

TO THE MEMBERS OF NEW BOMBAY PRINTING & DYEING MILLS LTD

We have audited the attached Balance sheet of New Bombay Printing & Dyeing Mills Ltd as at 31st March 2009 and also the Profit & Loss Account of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with the accounting standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

2. As required by the Companies (Auditor's Report) Order, 2003 (hereinafter referred to as "the order") issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the annexure a statement on the matters specified in the paragraphs 4 & 5 of the said Order.

3. Further, to our comments referred to in Para 3 above, 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 accounts 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 Profit & Loss Account dealt with by this report are in agreement with the books of accounts;

d. In our opinion, the Balance Sheet and Profit & Loss Account dealt with this report comply with the accounting standards referred to in section 211 (3C) of the Companies Act, 1956.

4. On the basis of written representation received by us from the Directors of the company as at 31st March 2009 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March 2009 from being appointed as Director of the company under section 274(1)(g) of the Companies Act, 1956.

5. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the significant accounting policies and notes to accounts, give information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.

i. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2009;

ii. In the case of Profit & Loss Account, of the profit of the company for the year ended on that date; and

iii. In the case of Cash Flow Statement, the cash flows for the year ended on that date.

FOR N.K.JALAN & CO.
Chartered Accountants

sd/-
(N.K.JALAN)
Proprietor
Membership No. 11878

Place: Mumbai
Date: 16.08.2009

NEW BOMBAY PRINTING & DYEING MILLS LIMITED

NEW BOMBAY PRINTING & DYEING MILLS LIMITED

Annexure to Auditors' Report

This is the Annexure referred to in Para 3 of our report of even date on the accounts of New Bombay Printing & Dyeing Mills Ltd. for the year ended 31st March 2009

1. The company does not own any Fixed Assets. Hence provisions of sub clause (a), (b) and (c) of clause (i) of paragraph 4 of the Order are not applicable.
2. The Company is not carrying on any manufacturing or trading activity. Therefore, the provisions of sub clause (a), (b) and (c) of clause (ii) of paragraph 4 of the Order are not applicable.
3. (a) The Company has not given loan to any party covered in the register Maintained under Section 301 of the Companies Act, 1956. Hence provisions of sub clause (a), (b), (c) & (d) of clause (iii) of paragraph 4 of the Order is not applicable.
(e) The Company has taken loan from two parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.20,42,255 and year-end balance of loan taken from such parties was Rs.15,42,255.
(f) In our opinion, the rate of interest and other terms and conditions on which loans have been taken from companies, firms or other parties listed in register maintained under section 301 of the Companies Act, 1956 are not, prima-facie, prejudicial to the interest of the company.
(g) There are no instalments due on loans taken by the company. Hence provisions of sub clause (g) of clause (iii) of paragraph 4 of the Order is not applicable.
4. In our opinion and according to the information and explanations given to us, there are internal control procedures commensurate with the size of the Company and nature of its business, for the purchase of fixed assets and sale of services. Further, on the basis of our examination and according to the information and Explanations given to us, we have neither come across nor have we been informed of any instance of major weaknesses in the aforesaid internal control Procedures.
5. (a) In our opinion and according to the information and explanations given to us, transactions that need to be entered into a Register in pursuance of Section 301 of the Companies Act, 1956 has been so entered.
(b) In our opinion and according to the information and explanations given to us, the transaction in excess of Rs. 5 lacs each in value, have been made at prices, which are not comparable with the prevailing market prices of such services, as the same, in view of the management, are not readily available.
6. The company has not accepted any deposits from the public of the nature which attracts the provisions of sections 58A and 58AA of the Companies Act, 1956 and the rules made there under. Therefore, the provision of clause (vi) of paragraph 4 of the Order is not applicable.
7. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
8. As per the information and explanations given to us, in respect of the class of industry the Company falls under, the maintenance of cost records has not been prescribed by the Central Government under section 209 (l) (d) of the companies Act, 1956. Therefore, the provision of clause (viii) paragraph 4 of the Order is not applicable to the Company.
9. (a) According to the information and explanations given to us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including provident Fund, investor Education and protection Fund, Employees state insurance, income tax, sales tax, Wealth tax, Custom Duty, Excise duty cess and other, material statutory dues with the appropriate authorities, where applicable. Based on the information furnished to us, there are no undisputed statutory dues as at 31st March, 2009, which are outstanding for a period exceeding six months from the date they became payable.
(b) According to the information and explanations given to us, there are no cases of non-deposit with the appropriate authorities of disputed dues of sales tax/income tax/wealth tax/excise duty and Cess.
10. The Company is registered for a period of more than five years. It has accumulated losses more than 50% of its net worth at the end of financial year and it has incurred cash losses in such financial year but not in the immediately preceding financial year..
11. The Company does not have any outstanding loans with banks and financial institutions. Hence provisions of clause (xi) of paragraph 4 of the Order is not applicable.
12. According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Hence provisions of clause (xii) of paragraph 4 of the Order is not applicable.
13. The Company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, provisions of sub clause (a), (b) (c) and (d) of clause (xiii) of paragraph 4 of the order are not applicable.
14. Based on our examination of the records and evaluation of the related internal controls, the Company has maintained proper records of transactions and contracts in respect of its dealing in shares, securities and other investments and timely entries have been made therein. All the investments are held in the name of the company.
15. The company has not given any guarantee to bank or financial institution the terms of which are prejudicial to the interest on Company.
16. The company has not availed any term loan during the year. Therefore, the provision of clause (xvi) of paragraph 4 of the order is not applicable.
17. According to information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term investments. No long term funds have been used to finance short term assets except the working capital.
18. The company has not made preferential allotment of shares to parties and companies covered in the Registered maintained under section 301 of the companies Act, 1956. Hence provisions of clause (xviii) of paragraph 4 of the Order is not applicable.
19. The company has not issued any debentures during the year. Therefore, the provision of clause (xix) of paragraph 4 of the order is not applicable to Company.
20. The company has not raised any money through a public issue during the year. Therefore, the provision of clause (xx) of paragraph 4 of the order is not applicable.
21. Based on the audit procedures performed and information given to us and the representation made by the Management, we report that no fraud on or by the Company has been noticed or reported during the year.

FORN.KJALAN & CO.
Chartered Accountants

(N.K JALAN) Proprietor
Membership No. 11878

Place: Mumbai
Date: 16.08.2009

NEW BOMBAY PRINTING & DYEING MILLS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2009

	SCH	As at March 31,2009 Rs.	As at March 31,2008 Rs.
SOURCES OF FUNDS			
SHAREHOLDERS' FUND			
Share Capital	1	29,847,100	29,847,100
Reserve & Surplus		-	-
		29,847,100	29,847,100
LOAN FUNDS			
Secured Loans		-	-
Unsecured Loans	2	1,542,255	2,042,255
TOTAL		31,389,355	31,889,355
APPLICATION OF FUNDS			
FIXED ASSETS			
Gross Block		-	-
Less : Depreciation		-	-
Net Block		-	-
INVESTMENTS			
		-	-
CURRENT ASSETS, LOANS & ADVANCES			
Cash & Bank balances	3	853,544	2,417,120
Loans & Advances		14,033,929	15,633,929
		14,887,473	18,051,049
Less : Current Liabilities & Provisions	4	1,688,625	1,688,625
		13,198,848	16,362,424
NET CURRENT ASSETS			
MISCELLANEOUS EXPENDITURE			
(To the extent not written off or adjusted)			
Profit & Loss Account		18,190,507	15,526,931
TOTAL		31,389,355	31,889,355
SIGNIFICANT ACCOUNTING			
POLICIES & NOTES TO ACCOUNTS			
	7		

As per our report of even date
For N K Jalan & Co.
Chartered Accountants

For and on behalf of Board of Directors

sd/-
(N.K Jalan) Proprietor

sd/-
(Santosh Jain)
Whol Time Director

sd/-
(Anand Jariwal)
Director

Place : Mumbai

Dated : 16.08.09

NEW BOMBAY PRINTING & DYEING MILLS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	SCH	Year ended March 31,2009 Rs.	Year ended March 31,2008 Rs.
<u>INCOME</u>			
Profit on Sale of Assets		-	-
Other Income	5	1,550,763	2,827,603
TOTAL		1,550,763	2,827,603
<u>EXPENDITURE</u>			
Administrative Expenses	6	357,417	263,645
Interest & Finance Charges		164,452	-
Loss on sale of shares		3,692,470	-
TOTAL		4,214,339	263,645
Profit / (loss) Before Tax & Prior period adj.		(2,663,576)	2,563,958
Prior Period adjustments		-	1,244,625
Profit / (loss) Before Tax		(2,663,576)	1,319,333
Provision for Tax			
Current Tax			294,000
FBT			-
Deffered Tax (Net)			(2,624,400)
Profit / (loss) After Tax		(2,663,576)	3,649,733
Balance Brought Forward		(15,526,931)	(19,176,664)
		(18,190,507)	(15,526,931)
EARNINGS PER SHARE (Basic & Diluted) (refer note of sch 13)		-	1.23
SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS			
	7		

As per our report of even date
For N K Jalan & Co.
Chartered Accountants

sd/-
(N.K. Jalan) Proprietor

Dated : 16.08.09
Place : Mumbai

For and on behalf of Board of Directors

sd/-
(Santosh Jain)
Whole Time Director

sd/-
(Anand Jariwal)
Director

NEW BOMBAY PRINTING & DYEING MILLS LIMITED

SCHEDULE : 1

SHARE CAPITAL	As at March 31,2009 Rs.	As at March 31,2008 Rs.
AUTHORISED CAPITAL		
3000000 (PY 3000000) Equity Shares of Rs. 10/- each	30,000,000	30,000,000
ISSUED, SUBSCRIBED & PAID UP		
3000000 (PY 3000000) Equity Shares of Rs. 10/- each fully paid up	30,000,000	30,000,000
Less: Calls Unpaid	152,900	152,900
	29,847,100	29,847,100

SCHEDULE : 2

LOAN FUNDS	As at March 31,2009 Rs.	As at March 31,2008 Rs.
Unsecured Loan: From Directors	1,542,255	2,042,255
	1,542,255	2,042,255

SCHEDULE : 3

CURRENT ASSETS, LOANS AND ADVANCES	As at March 31,2009 Rs.	As at March 31,2008 Rs.
A. CURRENT ASSETS		
Cash & Bank Balances :		
Cash on Hand	726,295	476,295
Balance in Scheduled Banks in Current Account	127,249	1,940,825
	853,544	2,417,120
B. LOANS AND ADVANCES (Unsecured, considered good)		
Tax Deducted at source	389,304	389,304
Advances recoverable in cash or kind or for value to be received	12,400,000	14,000,000
Advance Tax	1,244,625	1,244,625
	14,033,929	15,633,929

NEW BOMBAY PRINTING & DYEING MILLS LIMITED

SCHEDULE : 4

CURRENT LIABILITIES AND PROVISIONS	As at March 31,2009 Rs.	As at March 31,2008 Rs.
A. CURRENT LIABILITIES		
Outstanding Expenses :		
Creditors:-	120,000	120,000
Priya Jalan	-	10,000
N.K. Jalan	30,000	20,000
B. PROVISIONS		
Provision For Tax	1,538,625	1,538,625
	1,688,625	1,688,625

SCHEDULE : 5

OTHER INCOME	Year ended March 31,2009 Rs.	Year ended March 31,2008 Rs.
Interest Received	-	8,153
Dividend	29,200	-
Advisory Fees (TDS nil PY Rs.319450/-)	1,521,563	2,819,450
	1,550,763	2,827,603

SCHEDULE : 6

ADMINISTRATION & OTHER EXPENSES	Year ended March 31,2009 Rs.	Year ended March 31,2008 Rs.
Director's Remuneration	-	170,000
Bank Charges	-	5,314
Printing & Stationery	36,310	3,850
Legal & Professional Fees	32,044	33,265
Listing fees	11,784	10,000
Sundry Expenses	170,881	12,829
Auditor's Remuneration	20,000	20,000
Electricity Charges	-	8,388
STT	83,211	-
DP Charges	3,187	-
	357,417	263,645

NEW BOMBAY PRINTING & DYEING MILLS LIMITED

Schedule 7

Significant Accounting Policies and Notes forming part of the Balance Sheet as at March 31, 2009 and Profit & Loss Account for the year ended March 31, 2009

1. Basis of preparation of financial statements:

The financial statements have been prepared under historical cost convention on an accrual basis.

2. Use of Estimates:

The presentation of financial statements is in conformity with Indian GAAP, which requires estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities as of the date of the financial statements, and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognised in the year in which the results are known/materialized.

3. Fixed assets and depreciation:

The Fixed Assets are stated at cost of acquisition less accumulated depreciation thereon.

4. Depreciation:

Depreciation on fixed assets is provided on Written down value Method at the rates prescribed in the Schedule XIV of the Companies Act, 1956.

5. Revenue Recognition:

Revenue is recognized on accrual basis.

6. Taxes on income:

- Provision for current tax, if any is computed in accordance with the relevant tax regulations.
- Deferred tax is recognized for all timing differences between accounting income and taxable income and is quantified using enacted/substantially enacted tax rates as at the balance sheet date.
- Deferred Tax Asset and Provision for MAT Credit is not recognized as Matter of prudence.

7. Investments:

Long-term investments are valued at cost, less provision, if any, for permanent diminution in value of investments. Cost includes original cost of acquisition including brokerage and stamp duty. STT has not been included in the cost of the investments

Notes to Accounts:

- Information under 4D of Para II, Para 3 and 4 of Part II of Schedule VI of the Companies Act, 1956 are not applicable to the company.
- In accordance with the Accounting Standard 22 on "Accounting for Taxes on Income", (AS 22) issued by The Institute of Chartered Accountants of India, Deferred assets and liabilities are recognized for all timing differences in accordance with the said standard. Deferred Tax Asset and Provision for MAT Credit is not recognized as matter of prudence.
- Directors Remuneration:
Salaries Rs. NIL (P.Y. Rs. 1,70,000)
- Balance of Debtors, Creditors, and Loan & Advances are subject to confirmation and/or reconciliation/consequential adjustments, if any.
- Earnings per share:-

	Rs.	Rs.
	2008-2009	2007-2008
Profits available for equity shareholders (a)	(28,43,576)	36,49,733
*Weighted average number of shares Used in computing Basic & Diluted Earnings per share (b)	29,84,710	29,84,710
Nominal value of share	10/-	10/-
Earnings per share basic & diluted (a)/(b)	-	1.23

6. Related Party Disclosure

Key Management Personnel:

Gopiram Jariwal - Chairman
Anand Jariwal - Director
M. H Singh

Nature of Payment	Key Management Personnel	Relatives of Key Management Personnel	Total Amount (in Rs.)
Loan repaid	5,00,000 (NIL)	NIL NIL	5,00,000 NIL
Remuneration	NIL (1,70,000)	NIL (NIL)	NIL (1,70,000)

7. Previous year's figures have been re-grouped, re-classified and re-arranged, wherever considered necessary to conform to current year's presentation.

As per our attached report of even date On behalf of the Board of Directors
FOR N K JALAN & CO
Chartered Accountants

sd/-
(N. K JALAN) Proprietor

sd/- Director sd/- Director

Place: Mumbai
Dated: 16-08-2009

CASH FLOW STATEMENT

PARTICULARS	March-09		March-08	
	Rs.	Rs.	Rs.	Rs.
	(in Lacs)	(in Lacs)	(in Lacs)	(in Lacs)
CASH FROM OPERATING ACTIVITIES				
Net Profit/ (Loss) before Tax & Extraordinary Items		(26.64)		25.64
Adjustments for:				
Dividend	(0.29)		0.00	
Loss on sale of Shares	(36.92)		0	
		<u>(37.22)</u>		<u>0.00</u>
Operating Profit/(Loss) before Working Capital changes:		(63.85)		25.64
Adjustments for:				
(Increase)/Decrease in Trade & Other Receivable	16.00		(4.17)	
Increase/(Decrease) in Current Liabilities & Provisions	0.00		0.00	
		<u>16.00</u>		<u>(4.17)</u>
Less : Taxes paid		<u>0.00</u>		<u>(15.64)</u>
Net Cash Generated/(used in) Operating Activities		<u><u>(47.85)</u></u>		<u><u>5.83</u></u>
CASH FLOW FROM INVESTING ACTIVITIES				
Investments (net of sales)		36.92		0.00
Dividend		<u>0.29</u>		<u>0.00</u>
Net Cash Generated/(used in) Investing Activities		<u><u>37.22</u></u>		<u><u>0.00</u></u>
CASH FLOW FROM FINANCING ACTIVITIES				
Interest Paid on Term Loan		0.00		-
Loan taken/(repaid) net		(5.00)		20.42
Net Cash Generated/(used in) Financing Activities		<u><u>(5.00)</u></u>		<u><u>20.42</u></u>
Cash & Cash Equivalents (Opening)		24.17		(2.08)
Net Increase/(Decrease) in Cash & Cash Equivalents	[A + B + C]	<u>(15.64)</u>		<u>26.25</u>
Cash & Cash Equivalents (Closing)		<u><u>8.53</u></u>		<u><u>24.17</u></u>

For N K Jalan & Co.
Chartered Accountants

sd/-
(N.K Jalan) Proprietor

For and on behalf of Board of Directors

sd/-
(Santosh Jain)
Whole Time Director

sd/-
(Anand Jariwal)
Director

Place : Mumbai
Dated : 16-08-2009

NEW BOMBAY PRINTING & DYEING MILLS LIMITED

NEW BOMBAY PRINTING AND DYEING MILLS LIMITED
Registered Office : B/4 Yoga, 12th Gulmohar Cross Road, JVPD Scheme, Mumbai - 400049

Regd. Folio No. _____

No. of Shares _____

Name of the attending Shareholders/Proxy
(in block letter)

DP ID no./Client No.

I/We hereby recorded my presence at the **EIGHTEENTH ANNUAL GENERAL MEETING** of the Company to be held on Wednesday 30th September, 2009 at 3:00 p.m. at A-107, 1st Floor Gokul Arcade Sahar Road, Vile Parle (East), Mumbai - 400 057.

Signature of the proxy holder

Signature of Shareholder

NOTE: Shareholders/proxy is requested to bring the attendance slip with him when they come to the meeting. No attendance slip will be issued at the time of meeting.

PROXY FORM

NEW BOMBAY PRINTING AND DYEING MILLS LIMITED
Registered Office : B/4 Yoga, 12th Gulmohar Cross Road, JVPD Scheme, Mumbai - 400049

Regd. Folio No. _____

No. of Shares _____

i/we _____ of _____ being a members of M/s. New Bombay Printing & Dyeing Mills Limited hereby

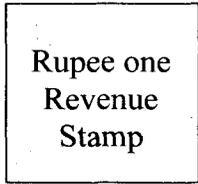
appoint _____ of _____ or

failing him/her of as my/our proxy to vote for me/us at the **EIGHTEENTH ANNUAL GENERAL**

MEETING of the Company to be held on Wednesday 30th September 2009 at 3:00 p.m. at A-107, 1st Floor, Gokul Arcade Sahar Road, Vile Parle (East), Mumbai - 400 057 and at any adjournment (s) thereof.

Signed this day of 2009.

Signature



Notes: This form, in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

Additional Information Pursuant to Part IV of Schedule VI to the Companies Act, 1956

I. REGISTRATION DETAILS

Registration No.	11-63275	State Code	11
Balance Sheet Date	31.03.2009		

II. CAPITAL RAISED DURING THE YEAR (Amount in Rs. Thousands)

Public Issue	NIL	Rights Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (Amount in Rs. Thousands)

Total Liabilities	31,389	Total Assets	31,389
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SOURCES OF FUNDS

Paid Up Capital & Share Application	29,847	Reserves & Surplus	0
Secured Loans	-	Unsecured Loans	1,542

APPLICATION OF FUNDS (Amount in Rs. Thousands)

Net Fixed Assets	-	Investments	-
Net Current Assets	13,199	Misc. Expenditure	18,191
Accumulated Losses	-	Deffered Tax Assets	-

IV. PERFORMANCE OF COMPANY (Amount in Rs. Thousands)

Total Income	1,551	Total Expenditure	4,214
Profit/(Loss) Before Tax	(2,664)	Profit/(Loss) After Tax	(2,664)
Earning Per Share in Rs.	0.00	Dividend	-

V. GENERIC NAME OF PRINCIPAL PRODUCT OF COMPANY (Amount in Rs. Thousands)

Item Code No.	N.A
Product Description	N.A

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