

**BOMBINOO COMMERCIAL CO. LIMITED**

Annual Report 2012-13

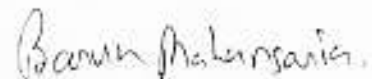
# **BOMBINOO COMMERCIAL CO LTD**

## **NOTICE**

**NOTICE** is hereby given that Annual General Meeting of the shareholders of Company will be held at the Registered Office of the company at 12A, Nando Mullick Lane, Kolkata-700006, West Bengal, India on 30<sup>th</sup> day of September, 2013 at 11 a.m. to transact the following business:

1. To adopt the audited accounts of the Company for the year ended 31<sup>st</sup> March 2013 and Directors Report thereon.
2. To appoint a Director in place of Ms. Manisha Agarwal, Director, who retires by rotation at the AGM and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix its remuneration.

By order of the Board



**Barun Mahansaria**  
(Director)

Registered Office:-  
12A, Nando Mullick Lane,  
Kolkata-700006,  
West Bengal, India

Dated the 21<sup>th</sup> day of May' 2013

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**NOTE:-** A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy need not be a member of the company.

# BOMBINOO COMMERCIAL COMPANY LIMITED

12A, NANDO MULLICK LANE, KOLKATA - 700 006  
E-mail : bombinoocommercial@gmail.com

## DIRECTORS' REPORT TO THE SHAREHOLDERS

Ladies & Gentlemen,

Your Directors have pleasure to present before you the Annual Report and the Audited Statement for the year ended 31<sup>st</sup> March, 2013.

## FINANCIAL RESULT

During the period under review the Company has made a loss of Rs.233.00, which when added to the past year debit balance of Rs.95,676.00 makes a total debit balance of Rs.95,909.00 which your directors propose to carry forward to next year.

## DIVIDEND

Your Directors regret their inability to recommend any dividend for the year,

## EMPLOYEES

Section 217(2A) is not applicable to the Company as no employees of the Company are in receipt of the remuneration specified under the above section.

## AUDITORS

M/s A.SARAOGI & ASSOCIATES, Chartered Accountants, Auditors of the Company retires and offers them self for re-appointment.

## DIRECTORS RESPONSIBILITY STATEMENT:

- i. In the preparation of annual accounts, the applicable accounting standards had been followed.
- ii. Accounting policies are applied consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the loss of the company for that period.
- iii. Proper & sufficient care was taken for the maintenance of adequate accounting records in accordance with the provision of Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv. The annual accounts had been prepared on the basis of going concern.

For and behalf of the Board

BOMBINOO COMMERCIAL CO. LTD.  
Banun Mahansaria  
Director / Authorised Signatory

Place: Kolkata  
Date: 21.05.2013

Director

# REPORT ON CORPORATE GOVERNANCE

## OUR POLICY ON GOVERNANCE

The Company's philosophy of Corporate Governance is adopting highest standards of professionalism, honesty, integrity and ethical behaviour to achieve business excellence and enhancing and maximizing shareholders value and protect the interest of stakeholders. The governance structure involves distribution of rights and responsibilities among different participants in the corporation (such as the board of directors, managers, shareholders, creditors, auditors, regulators, and other stakeholders).

## BOARD OF DIRECTORS

The composition of Board is in accordance with Clause 49 (IA) of the Listing Agreement i.e. combination of executive and non-executive directors with not less than fifty percent of the Board of Directors comprising of non-executive directors.

The Board of Directors duly met 5(Five) times respectively on 21/05/2012, 28/07/2012, 13/08/2012, 25/10/2012, and 22/01/2013 in respect of which meetings proper Notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

The composition and category of directors, attendance of each Director at the Board of Directors meetings during the financial year 2012-13 and at the last Annual General Meeting is indicated below and other relevant details is as under:

Name	Category	Attendance		No. of other Directorships**	No. of Board Committees (other than Bombinoo Commercial Co Ltd)
		Board Meeting	Last AGM		
Barun Mahansaria	Executive	5	Yes	NIL	NIL
Banwarilal Mahansaria	Non-Executive	5	Yes	NIL	NIL
Manisha Agarwal	Independent Non-Executive	5	Yes	NIL	NIL

\*\*Excluding directorship in, private companies, foreign companies and companies incorporated under Section 25 of the Companies Act, 1956

- 1) The Company did not have any pecuniary relationship and transaction with any of the Non- Executive Directors during the year under reference
- 2) All Independent Directors have confirmed that they meet the "independence" criteria as mentioned under Clause 49 of the Listing Agreement

Ms. Manisha Agarwal retires by rotation at the forthcoming Annual General Meeting. He is eligible for re-appointment. Their particulars are enclosed as an Annexure to the Notice convening the ensuing Annual General Meeting.

## AUDIT COMMITTEE

The Audit Committee of the Board consisted of the three board members, viz. Mr. Barun Mahansaria, Mr. Banwarilal Mahansaria, Ms. Manisha Agarwal.

Members of the Audit Committee except Mr. Barun Mahansaria are Non-executive Directors. The quorum for the Audit Committee is two members personally present. Ms. Manisha Agarwal is the

chairman of the Committee.

The Audit Committee met five times during the year, i.e. 21/05/2012, 28/07/2012, 13/08/2012, 25/10/2012, and 22/01/2013, Mr. Barun Mahansaria, Mr. Banwarilal Mahansaria, Ms. Manisha Agarwal attended all five meetings.

#### **Terms of Reference**

The terms of reference of this Committee are wide, the same are in accordance with those specified in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956.

### **INVESTOR GRIEVANCE COMMITTEE**

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The Investor Grievance Committee of the Board consisted of three Members of the Board, viz Mr. Barun Mahansaria, Mr. Banwarilal Mahansaria, Ms. Manisha Agarwal

The Investor Grievance Committee met four times during the year, i.e. 21/05/2012, 28/07/2012, 25/10/2012, and 22/01/2013. Mr. Barun Mahansaria, Mr. Banwarilal Mahansaria, Ms. Manisha Agarwal attended all four meetings.

Ms. Manisha Agarwal, Non-Executive Independent Director chairs the Committee Meeting. Members of the Committee except Mr. Barun Mahansaria are Non-executive Directors. The quorum for the Committee Meeting is two directors personally present.

#### **Terms of Reference**

The Committee monitors the Company's response to investor complaints. The Committee exercise the power to transfer of shares, non-receipt of dividend/notices/annual reports, etc in accordance with the provisions of Clause 49IV(G)(iv) of the Listing Agreement.

#### **Name and designation of Compliance Officer:**

Mr. Barun Mahansaria (Director)  
Phone: 9681024566  
Email id: [bombinoocommercial@gmail.com](mailto:bombinoocommercial@gmail.com)

#### **Status Report of Investor Complaints for the year ended March 31, 2013**

No of Complaints Received – Nil  
No of Complaints Resolved – Nil  
No of Complaints Pending – Nil

### **REMUNERATION COMMITTEE**

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The Remuneration Committee of the Board consists of all the three directors, viz Mr. Barun Mahansaria, Mr. Banwarilal Mahansaria, Ms. Manisha Agarwal.

Ms. Manisha Agarwal, Non-Executive Independent Director chairs the Committee Meeting. Members of the Committee except Mr. Barun Mahansaria are Non-executive Directors. The quorum for the Committee Meeting is two directors personally present.

The Committee met once during the year under reference i.e. on 25/10/2012. All the Directors attended the said meeting.

## Terms of Reference

The Remuneration Committee determines and recommends to the Board the remuneration payable to the executive directors and to the senior management personnel.

## REMUNERATION

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None of the Directors receive any Remuneration from the Company.

## ANNUAL GENERAL MEETINGS:

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The details of the Annual General Meetings held in the past three years and the special resolutions passed there at are as follows:

Year	Date	Venue	Time	No. of Special Resolution Passed
2009-10	30 <sup>th</sup> September, 2010	12A, NANDO MULLICK LANE KOLKATA- 700006	11 A.M	NIL
2010-11	30 <sup>th</sup> September, 2011	12A, NANDO MULLICK LANE KOLKATA- 700006	11 A.M	NIL
2011-12	28 <sup>th</sup> September, 2012	12A, NANDO MULLICK LANE KOLKATA- 700006	11 A.M	NIL

No Postal Ballot was conducted during the financial year 2012-13. There is no proposal, at present, to pass any Special Resolution by Postal Ballot.

## DISCLOSURES

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- i) There was no material individual transaction with related parties such as Promoter, Directors, Key Managerial Personnel, relatives or subsidiary that could have potential conflict of interest with the Company, during the year ended 31<sup>st</sup> March, 2013. Except from those disclosed in the financial statements for the year ended March 31, 2013.
- ii) The Company follows the mandatory Accounting Standards prescribed by the Institute of Chartered Accountants of India and to the best of its knowledge there are no deviations in the accounting treatments that require specific disclosure.
- iii) The CEO/CFO certificate for the financial year ended March 31, 2013 is annexed hereto.
- iv) There have been no instances of non-compliance on any matter as regards the rules and regulations prescribed by the Securities and Exchange Board of India or any other statutory authority relating to capital markets during the last three years.
- v) The Company has regularized its filings with the Stock Exchange. The Company has implemented the mandatory requirements of Corporate Governance as set out in the Listing Agreement during the year under reference.

- vi) Though the Company does not have a specific Whistle blower policy, no personnel is denied access to the Audit Committee. A certificate from Auditor certifying the compliance by the Company with the provisions of Corporate Governance of the Listing Agreement is annexed hereto.
- vii) A qualified practicing Chartered Accountant conducted a Reconciliation of Share Capital Audit on quarterly basis reconciling the total Share Capital, all the shares are held in physical form.
- viii) Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchange a Company Secretary-in-Practice have issued certificates on half-yearly basis, confirming due compliance of share transfer formalities by the Company.

## MEANS OF COMMUNICATION

- (i) All periodical reports including Un-audited financial results, Quarterly Shareholding Pattern, clause 49A compliance etc, is sent to the shareholders at their email id / postal address registered with the company.
- (ii) The Management Discussion and Analysis Report, in accordance Clause 49 of the Listing Agreement is annexed to the Directors' Report and forms part of this Annual Report being sent to all the members of the Company.

## GENERAL SHAREHOLDER INFORMATION

<b>Date, time and venue of AGM</b>	Monday, September 30 <sup>th</sup> , 2013, at 11 A.M. at the registered office of the Company situated at 12A, Nando Mullick Lane Kolkata- 700006
<b>Financial Year</b>	1 <sup>st</sup> April, 2012 to 31 <sup>st</sup> March, 2013
<b>Dates of Book Closure</b>	Thursday, 26 <sup>th</sup> September, 2013 to Saturday, 28 <sup>th</sup> September, 2013 (Both the days inclusive)
<b>Dividend Payment Date</b>	Not Applicable
<b>Financial Calendar Period</b>	Board Meeting to approve quarterly financial results (Tentative Schedule)
Quarter ending 30th Jun 2013	- End July 2013
Quarter ending 30th Sep 2013	- End October 2013
Quarter ending 31st Dec 2013	- End January 2014
Quarter ending 31st Mar 2014	- April / May 2014
<b>Listing on Stock Exchanges</b>	Calcutta Stock Exchange
<b>Listing Fees</b>	Listing fees as prescribed are in arrears to the stock exchanges up to 31st March 2014.
<b>Stock Code</b>	CSE- 12204
<b>Registered Office</b>	12A, Nando Mullick Lane Kolkata- 700006
<b>Compliance officer &amp; Contact Address</b>	<b>Mr. Barun Mahansaria</b> 12A, Nando Mullick Lane Kolkata- 700006 Phone: 91 9681024566 Email ids: <a href="mailto:bombinoocommercial@gmail.com">bombinoocommercial@gmail.com</a>

## SHARE TRANSFER SYSTEM

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Shareholders / Investors are requested to send share transfer related documents directly to the Company. If the transfer documents are in order, the transfer of shares is registered within 7 days of receipt of transfer document.

### Investor Services

Number of complaints from shareholders during the year ended March 31, 2013

Complaints outstanding as on 1st April 2012	Nil
Complaints received during the year ended 31st March 2013	Nil
Complaints resolved during the year ended 31st March 2013	Nil
Complaints pending as on 31st March 2013	Nil

### Distribution of Shareholding as on March 31, 2013

No. of shares	No. of shareholders	% of holders	Share (Amount)	% of Shareholding
Up to 5000	538	9.26%	2100000	87.50%
5001 – 10000	4	0.74%	300000	12.50%
10001 – 20000	-	-	-	-
20001 – 30000	-	-	-	-
30001 – 40000	-	-	-	-
40001 – 50000	-	-	-	-
50001 – 100000	-	-	-	-
100001 and above	-	-	-	-
<b>TOTAL</b>	542	100%	24,00,000	100%

### Categories of Shareholders as at March 31, 2013

Sr. No	Description	No. of Shares	% to Capital
A.	Promoters & Promoters Group - Individuals	34,000	14.17%
B.	Public Shareholding		
	<b>-Institutions</b> Financial Institutions/Banks	NIL	NIL
	<b>- Non-institutions</b> Individuals	2,06,000	85.83%
	<b>Total</b>	2,40,000	100%



## ADDRESS OF CORRESPONDENCE

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Shareholders may correspond with at the Registered Office, address mentioned herein below, on all matters relating to transfer of shares, etc.

Members may contact Mr. Barun Mahansaria, Compliance Officer for all investor related matters at the registered office of the company at the following address:

**BOMBINOO COMMERCIAL CO LTD**  
12A, Nando Mullick Lane  
Kolkata- 700006  
Email id: [bombinoocommercial@gmail.com](mailto:bombinoocommercial@gmail.com)

**On behalf of the Board of Directors**

**Sd/- Barun Mahansaria**

**Director**

**CERTIFICATE ON COMPLIANCE  
UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

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To,  
The Members of **BOMBINOO COMMERCIAL CO LTD**

We have examined the compliance of conditions of Corporate Governance by **Bombinoo Commercial Co Ltd** for the year ended 31 March 2013, as stipulated in clause 49 of the listing agreement of the said company with the stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion 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 and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For A Saraogi & Associates  
Chartered Accountants

**Sd/- Anneel Saraogi**

Anneel Saraogi  
Membership No. 057545

**21<sup>st</sup> May 2013**

CERTIFICATION BY THE CHIEF EXECUTIVE OFFICER ON CODE OF CONDUCT

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To,  
The Members of **Bombinoo Commercial Co Ltd**

I, Barun Mahansaria, Director & CEO of the Company declare that all Board Members and Senior Management of the Company have affirmed compliance with the code of conduct.

**Sd/- Barun Mahansaria**

Barun Mahansaria  
Chief Executive Officer

21st May 2013

## CHIEF EXECUTIVE OFFICER'S CERTIFICATION

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I, Barun Mahansaria, Chief Executive Officer, responsible for the finance function certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2013 and that to the best of my knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) 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.
- (b) To the best of my knowledge and belief, no transactions entered into by the company during the year ended March 31, 2013 which are fraudulent, illegal or in violation of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the Auditors and the Audit Committee:
  - i. Significant changes in internal control over financial reporting during the year;
  - ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which I might be aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Thanking You  
Yours faithfully,

**Sd/- Barun Mahansaria**

Barun Mahansaria  
Chief Executive Officer

21st May 2013

COMPLIANCE CERTIFICATE

CIN No. Of the Company : L51109WB1982PLC035193  
Registration No. Of the Company : 035193  
Nominal Capital : Rs. 24,00,00,000/-  
Paid Up Capital : Rs. 24,00,000/-

To,  
The Members  
M/S. BOMBINOO COMMERCIAL CO LTD  
12A, NANDO MULLICK LANE  
KOLKATA - 700006

I have examined the registers, records, books and papers of M/S. **BOMBINOO COMMERCIAL CO LTD.** (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there-under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March, 2013. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

01. The Company has kept and maintained all registers as stated in Annexure "A" to this Certificate, as per the provisions of the Act and the rules made there-under and all entries therein have been duly recorded.
02. The Company has duly filed the Forms and Return as stated in Annexure "B" to this Certificate, with the Registrar of Companies, West Bengal within the time prescribed under the Act and the rules made there-under.
03. The Company being a Public Limited Company comments are not required.
04. The Board of Directors duly met 5(FIVE) times respectively on 21/05/2012, 28/07/2012, 13/08/2012, 25/10/2012, and 22/01/2013 in respect of which meetings proper Notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
05. The Company closed its Register of members, and/or Debenture holders from 25<sup>th</sup> September, 2012 to 27<sup>th</sup> September, 2012 inclusive of both days as per the provisions of Companies Act, 1956.



06. Annual General Meeting for the financial year ended on 31-03-2012 was held on 28-09-2012.
07. No Extra-Ordinary General Meetings was held on during the financial year under review.
08. The Company has not advanced any loans to its directors or persons or firms or Companies referred to under section 295 of the Act.
09. The Company has not entered into any contract falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the Register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has not issued any duplicate Share Certificate during the financial year under review.
13. The Company has
  - i) Not made any allotment of shares during the financial year under review. There was no transfer of shares during the year under review.
  - ii) Not deposited any amount in a separate Bank Account as no dividend was declared during the financial year under review.
  - iii) No requirement to post warrants to any member of the Company as no dividend was declared during the financial year under review.
  - iv) No requirement to transfer any amount in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investors Education and Protection Fund.
  - v) Duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. However, there was no appointment of Additional/Alternate Director(s) to fill casual vacancies and resignation of Director(s) during the financial year under review.
15. The Company has not appointed Managing Director/ Whole-time Director/ Manager during the financial year.

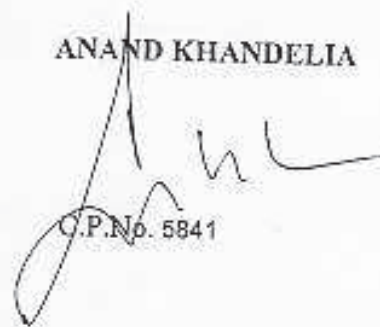


16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year under review.
18. The Directors have disclosed their interest in other Firms/Companies to the Board of Directors pursuant to the provision of the Act during the financial year.
19. The Company has not issued any shares during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There was no transaction(s) necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A of the Companies Act, 1956 during the financial year under review.
24. The Company has not made borrowings during the financial year under Section 293(1)(d) of the Act.
25. The Company has not made any loans or advances or given guarantee or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one state to another during the year under review.
27. The Company has not altered the provisions of Memorandum with respect to the objects of the Company during the year under review.
28. The Company has not altered the provisions of Memorandum with the respect to the name of the Company during the year under review.



29. The Company has not altered the provisions of Memorandum with respect to the Share Capital of the Company during the year under review and complied with the provisions of the Act.
30. The Company has not altered its Articles of Association during the year under review.
31. There was/were no prosecution initiated against or show Cause Notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. I am informed that the Company has not received any money as security from its employees during the financial year under review.
33. I am informed that the Company has not deducted any contributions towards Provident Fund from its employees during the financial year under review, as Provident Fund is not applicable to the Company.

ANAND KHANDELIA



C.P.No. 5841

PLACE: KOLKATA  
DATED: 21/05/2013





## ANNEXURE A

### Statutory Registers as maintained by BOMBINOO COMMERCIAL CO LTD:

1. Register of Members u/s. 150(1)
2. Minute Book of meetings of Board of Directors u/s. 193(1)
3. Minute Book of meetings of members u/s. 193(1)
4. Register of Contracts u/s. 301(3)
5. Register of Directors/Managing Director/Manager u/s. 303(1)
6. Register of Directors' share holdings u/s. 307(1)
7. Register of Charges u/s. 143
8. Books of Accounts u/s. 209

### Other Registers

1. Register of Directors' Attendance
2. Register of Members' Attendance
3. Register of Transfer
4. Register of Application and Allotment

## ANNEXURE B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended on 31-03-2013

Serial No.	Form No. / Return	For	Filing Date	Whether Filed within prescribed time Yes/No	If delay in filing whether additional fees paid Yes/No
<b>NO FORMS FILED</b>					



## INDEPENDENT AUDITOR'S REPORT

To the Members of BOMBINOO COMMERCIAL COMPANY LIMITED,

**Report on the Financial Statements for the F.Y. 2012-13**

We have audited the accompanying financial statements of BOMBINOO COMMERCIAL COMPANY LIMITED, which comprise the Balance Sheet as at March 31, 2013 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**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. 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.

**Auditor's 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. 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 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, 2013; and
- b) in the case of the Profit and Loss Account, of the loss for the year ended on March 31, 2013



**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) 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 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 Statement of Profit and Loss comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
  - e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For A. Saraogi & Associates  
Chartered Accountants  
Firm regn. Number- 322993E

  
(Aneel Saraogi)  
Partner  
Membership no.-057545



Place - Kolkata  
Dated - 21.05.2013

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of BOMBINO COMMERCIAL COMPANY LIMITED on the accounts of the company for the year ended 31<sup>st</sup> March, 2013.

1. (a) According to information and explanation given to us the company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) The physical verification of fixed assets is carried out at reasonable intervals by the management.  
(c) No Fixed Assets were disposed off during the financial year concerned.
2. The Company is not having inventory and therefore provisions of clause 4(ii) is not applicable to the Company.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.  
(e) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) & (g) are not applicable to the company.
4. Since the Company has purchased fixed assets therefore the internal control procedure is applicable.
5. In our opinion and according to information & explanations given to us, there are no such transactions that need to be entered into a register in pursuance of section 301 of the Act.
6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
8. According to information & explanation given to us, the company is not required to maintain cost records as prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act.
9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31<sup>st</sup> of March, 2013 for a period of more than six months from the date they became payable.  
(b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.



10. The company is not having accumulated losses more than 50% of its net worth. The company has incurred cash losses during the financial year covered by audit.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
14. According to information and explanations given to us, the Company is trading in Shares, Mutual funds & other Investments. Proper records & timely entries have been maintained in this regard & further investments specified are held in their own name.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
16. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31<sup>st</sup> March, 2013, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
19. The Company has no outstanding debentures during the period under audit.
20. The Company has not raised any money by public issue during the year.
21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.



Place - Kolkata  
Dated - 21.05.2013

For A. Saraogi & Associates  
Chartered Accountants  
Firm regn. Number- 322993E

  
(Aneel Saraogi)

Partner  
Membership no.-057545

# BOMBINOO COMMERCIAL COMPANY LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2013

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	2,400,000	2,400,000
(b) Reserves and Surplus	2	177,452,291	177,452,524
<b>(2) Current Liabilities</b>			
(a) Other current liabilities	3	3,000	2,000
<b>Total</b>		<b>179,855,291</b>	<b>179,854,524</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Non current investment	4	74,269,185	74,269,185
<b>(2) Current assets</b>			
(a) Inventories	5	68,000,000	68,000,000
(b) Loans & Advances	6	37,580,000	37,580,000
(c) Cash and cash equivalents	7	6,106	5,339
<b>Total</b>		<b>179,855,291</b>	<b>179,854,524</b>

Significant Accounting Policies & Notes to Accounts

10

The Notes referred to above form an integral part of the Balance Sheet  
This is the Balance Sheet referred to in our report of even date

A. SARAOGI & ASSOCIATES  
Firm registration Number- 322993E



*(Signature)*  
Anneel Saraogi  
Partner  
Membership no.-057545

Directors

Place:- Kolkata  
Dated : 21.05.2013

**BOMBINOO COMMERCIAL CO. LTD.**  
*B. L. Mahajan*  
Director / Authorised Signatory

**BOMBINOO COMMERCIAL CO. LTD.**  
*Banun Mahansaria*  
Director / Authorised Signatory

# BOMBINOO COMMERCIAL COMPANY LIMITED

## PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2013


Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I. Revenue from operations		-	-
II. Other Income		13,415	13,158
<b>III. Total Revenue (I+II)</b>	8	13,415	13,158
IV. Expenses:			
Others expenses		13,648	13,589
<b>V. Total Expenses</b>	9	13,648	13,589
<b>VI. Profit before tax (III-V)</b>		(233)	(431)
VII. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
<b>VIII. Profit/(Loss) for the period (VI-VII)</b>		(233)	(431)
IX. Earning per equity share:			
(1) Basic		(0)	(0)
(2) Diluted		(0)	(0)

Significant Accounting Policies & Notes to Accounts

10

This is the Profit & Loss Account referred to in our report of even date

For A.SARAOGI & ASSOCIATES  
Chartered Accountants  
Firm Reg. No. - 324521E


  
Anneel Saraogi  
Partner  
Membership no.-057545



Place:- Kolkata  
Dated : 21.05.2013

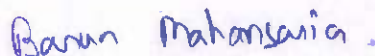
Directors

**BOMBINOO COMMERCIAL CO. LTD.**



Director / Authorised Signatory

**BOMBINOO COMMERCIAL CO. LTD.**



Director / Authorised Signatory

**BOMBINOO COMMERCIAL COMPANY LIMITED**

**CASH FLOW STATEMENT ANNEXURE TO BALANCE SHEET FOR THE YEAR ENDED ON 31.03.2013**

	31st March, 2013	31st March, 2012
<b>A. CASH FLOW FROM OPERATION ACTIVITIES</b>		
Net Profit/(Loss) before tax	(233.00)	(431.00)
<u>Adjustment for :</u>		
(a) Depreciation	0.00	0.00
(b) Interest Received	0.00	0.00
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>(233.00)</b>	<b>(431.00)</b>
<u>Adjustment for :</u>		
(a) Trade and Other Receivables.	0.00	0.00
(b) Inventories	0.00	0.00
(c) Other Current Liabilities	1,000.00	0.00
(d) Other Current Assets	0.00	0.00
<b>CASH GENERATED FROM OPERATION</b>	<b>767.00</b>	<b>(431.00)</b>
<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>	<b>0.00</b>	<b>0.00</b>
<u>Extraordinary Items Prior Period</u>		
(a) Prior period Expenses/Income	0.00	0.00
(b) Income Tax/Deferred Tax	0.00	0.00
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>767.00</b>	<b>(431.00)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
(a) Purchase of Fixed Assets	0.00	0.00
(b) Sale of Investments	0.00	0.00
<b>NET CASH FLOW IN INVESTING ACTIVITIES</b>	<b>0.00</b>	<b>0.00</b>
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
(a) Share Application Money Received	0.00	0.00
(b) Interest (Paid)/Received	0.00	0.00
(C) Increase in Loans and Advances	0.00	0.00
	<b>0.00</b>	<b>0.00</b>
<b>Net Increase (Decrease) in Cash (A + B + C)</b>	<b>767.00</b>	<b>(431.00)</b>
Opening Balance of Cash & Cash Equivalents	5,338.71	5,769.71
Closing Balance of Cash & Cash Equivalents	<b>6,105.71</b>	<b>5,338.71</b>

**AUDITOR'S REPORT**

We have checked the attached cash flow statement of BOMBINOO COMMERCIAL COMPANY LIMITED for the year ended 31st March, 2013 from the books and records maintained by the company in the ordinary course of business and have subject to comparative figures for the year ended 31st March, 2012

**For A.SARAOGI & ASSOCIATES**

Chartered Accountants,

Firm registration Number- 322993E



Anneel Saraogi

Partner

Membership no.-057545

Place:Kolkata

Dated : 21.05.2013



**BOMBINOO COMMERCIAL CO. LTD.**

*B. L. Mahanica*

Director / Authorised Signatory

**BOMBINOO COMMERCIAL CO. LTD.**

*Barun Mahanica*

Director / Authorised Signatory



# BOMBINOO COMMERCIAL COMPANY LIMITED

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>NOTE NO - 1</b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORISED CAPITAL</b>		
2,40,00,000 Equity Shares of Rs 10/-each fully paid up (Previous Year 2,40,00,000 Equity Shares of Rs 10/-each fully paid up)	240,000,000	240,000,000
	240,000,000	240,000,000
<b>ISSUED, SUBSCRIBED &amp; PAID UP CAPITAL</b>		
2,40,000 Equity Shares of Rs 10/-each fully paid up (Previous Year 2,40,000 Equity Shares of Rs 10/-each fully paid up)	2,400,000	2,400,000
	2,400,000	2,400,000
<b>NOTE NO - 2</b>		
<b>RESERVE &amp; SURPLUS</b>		
<b>Securities Premium Account</b>		
Balance as per Last Balance Sheet	177,548,200	177,548,200
<b>Profit &amp; Loss Account</b>		
As Per Last Balance Sheet	(95,676)	(95,245)
Add : Profit/(Loss) of the year	(233)	(431)
	177,452,291	177,452,524
<b>NOTE NO - 3</b>		
<b>OTHER CURRENT LIABILITIES</b>		
Audit Fees Payable	3,000	2,000
	3,000	2,000
<b>NOTE NO - 4</b>		
<b>NON CURRENT INVESTMENT</b>		
Investment in unquoted shares	74,269,185	74,269,185
	74,269,185	74,269,185



BOMBINOO COMMERCIAL CO. LTD.

*B.L. Mahajan*

Director / Authorised Signatory

Directors

BOMBINOO COMMERCIAL CO. LTD.

*Barun Mahansaria*

Director / Authorised Signatory

# BOMBINOO COMMERCIAL COMPANY LIMITED

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>NOTE NO - 5 INVENTORIES</b> (At lower of cost and net realisable value)		
Finished goods	68,000,000	68,000,000
	68,000,000	68,000,000
<b>NOTE NO - 6 LOANS &amp; ADVANCES</b> (Unsecured, considered good unless otherwise stated)		
Advances recoverable in cash or in kind or for value to be received	37,580,000	37,580,000
	37,580,000	37,580,000
<b>NOTE NO - 7 CASH &amp; BANK BALANCES</b>		
<u>Cash &amp; Cash Equivalents</u>		
Cash Balance in Hand	6,106	5,339
	6,106	5,339
<b>NOTE NO - 8 OTHERS INCOME</b>		
Miscellaneous Receipts	13,415	13,158
	13,415	13,158
<b>NOTE NO - 9 OTHERS EXPENSES</b>		
Account fees	3,000	2,000
Miscellaneous expenses	10,648	10,659
	13,648	12,659



Directors

**BOMBINOO COMMERCIAL CO. LTD.**

*B. L. Mahalingam*

Director / Authorised Signatory

**BOMBINOO COMMERCIAL CO. LTD.**

*Bannu Mahalingam*

Director / Authorised Signatory

# BOMBINOO COMMERCIAL COMPANY LIMITED

## SCHEDULE '10'

### SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS:

#### 1. SIGNIFICANT ACCOUNTING POLICIES:

- (i) The financial statement has been prepared on the historical cost convention and with generally accepted accounting principles.
- (ii) Items for Profit & Loss a/c have been accounted for on accrual basis.
- (iii) Investments have been made in unquoted shares and have been stated at cost.

#### 2. NOTES ON ACCOUNTS:

- (i) Previous year's figures have been regrouped/ re-arranged wherever necessary.
- (ii) The Company is listed on Calcutta Stock Exchange.
- (iii) There is no Contingent Liability for the year under review.
- (iv) There is no employee eligible for the benefit of gratuity; hence no such provision is made.
- (v) In the opinion of the Board and to the best of their knowledge and belief, the value of realization of current assets in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet.
- (vi) The Company has no amount to be paid to Micro, Small and Medium Enterprises in accordance with provisions of Micro, Small & Medium Enterprises Development Act, 2006.
- (vii) In terms of Accounting Standard 20, the calculation of EPS is given below:-
  - (a) Profit/(Loss) after Taxation:- (Rs 233.00)
  - (b) Weighted Average number of Equity Shares outstanding during the year: - 24,00,000 shares.
  - (c) Normal value of shares:- Rs 10/ share
  - (d) Basic and Diluted EPS:- (Rs. 0.00)
- (viii) Accordance with the Accounting Standard AS-22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, Deferred Tax Asset is not created as a matter of prudence as there is no reasonably certainty of future profit.
- (ix) As per information and explanation provided by the Management there are no outstanding dues of SSI undertakings as required by Schedule VI of the Companies Act, 1956.


### SIGNATURES TO SCHEDULES '1' TO '10'

In terms of our report of even date annexed herewith.

For A.SARAOGI & ASSOCIATES  
Chartered Accountants

Place - Kolkata  
Dated - 21.05.2013



  
Anneel Saraogi  
Partner

Membership no.-057545

BOMBINOO COMMERCIAL CO. LTD.

*B.L. Mallick*

Director / Authorised Signatory

BOMBINOO COMMERCIAL CO. LTD.

*Bannu Mahantani*  
Director / Authorised Signatory

# BOMBINOO COMMERCIAL CO LTD

12A, NANDO MULLICK LANE, KOLKATA-700006, WEST BENGAL, INDIA

## PROXY FORM

FOLIO NO.	
NO. OF SHARES	

I/We \_\_\_\_\_ of \_\_\_\_\_  
Being a Member / Members of Bombinoo Commercial Co Ltd hereby  
appoint Mr. / Ms. \_\_\_\_\_ as my / our Proxy to  
attend and vote for me / us and on my / our behalf at the ANNUAL  
GENERAL MEETING of the Company to be held on 30<sup>th</sup> September, 2013  
and at any adjournment(s) thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013.

Affix  
Re.1/-  
Revenue  
Stamp

Signature(s)

Proxy form must reach company's registered  
office not later than 48 hours before the  
commencement of the meeting

FOR OFFICE USE ONLY

DATE OF RECEIPT

# **BOMBINOO COMMERCIAL CO LTD**

12A, NANDO MULICK LANE, KOLKATA-700006, WEST BENGAL, INDIA

## **ATTENDANCE SLIP**

FOLIO NO.	
NO. OF SHARES	

*Name & Address of Shareholder / Proxy holder*

-----  
-----  
-----

*I, hereby certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Annual General Meeting of the Company held on 30<sup>th</sup> September, 2013 at 11.00 A.M. at its Registered Office at 12A, Nando Mullick Lane, Kolkata-700006, West Bengal, India.*

*Member's / Proxy's Signature*

*(Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Meeting Hall)*

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