

BOMBAY POTTERIES & TILES LIMITED

Registered Office : Happy Home, 1st floor, 244 Waterfield Rd, Bandra (W), Mumbai 400 050

Tel.No: 022 46092152, Fax No: 2645 4914

Email id : mwadhwaconstructions@rediffmail.com

CIN : L26933MH1933PLC001977

July 31, 2024

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Code: 502216

Sub: Annual Report for the Financial year 2018-19

Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial year 2018-19 as per provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015.

The above is also uploaded on the Company's website viz. www.bombaypotteries.com and the portal of the stock exchange, where the securities of the Company are listed.

You are requested to kindly take the same on your records.

Yours truly,

For **Bombay Potteries & Tiles Ltd**


Vishal Kumar
Compliance Officer



BOMBAY POTTERIES AND TILES LIMITED
[CIN. L26933MH1933PLC001977]

85TH ANNUAL REPORT 2018-2019

ANNUAL REPORT 2018-2019

BOMBAY POTTERIES AND TILES LIMITED

[CIN. L26933MH1933PLC001977]

DIRECTORS

Shri Manoj V. Wadhwa	.. Chairman & Managing Director
Mr Rakesh Shivkumar Wadhwa	.. Independent Director
Mr Deepak Herkishan Mirchandani	.. Independent Director
Ms Minal M. Wadhwa	.. Director
Mr Harshvardhan M. Wadhwa	.. Director

AUDITORS

Messrs Rajesh Vakil & Co.
Chartered Accountants

REGISTRAR & SHARE TRANSFER AGENT

ALANKIT ASSIGNMENTS LTD
Alankit Heights
3E/7 Jhandewalan Extension
NEW DELHI - 110 055

SOLICITORS & ADVOCATES

Messrs M.T. Miskita & Co.,

BANKERS

IDBI BANK LTD

REGISTERED OFFICE

11 Happy Home
244 Waterfield Road
Bandra (West)
MUMBAI - 400 050

BOMBAY POTTERIES & TILES LIMITED
[CIN. L26933MH1933PLC001977]

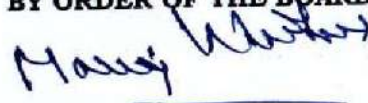
NOTICE

Notice is hereby given that the 85th Annual General Meeting of the Company will be held on Monday, the 30th September 2019 at 3.30 p.m. at **11 Happy Home, 244 Waterfield Road, Bandra (West), Mumbai 400 050**, to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended 31st March 2019 including the Audited Balance Sheet as at 31st March 2019 , Profit & Loss Account and Cash Flow Statement for the financial year ended on that date and the reports of the Directors & Auditors thereon.
2. To appoint a Director in place of Mr. Harshvardhan M. Wadhwa [DIN 07338344] who retires by Rotation and being eligible offers himself for re-appointment.

BY ORDER OF THE BOARD



[MANOJ V. WADHWA]
CHAIRMAN & MANAGING DIRECTOR
[DIN : 01127682]

PLACE : MUMBAI

DATED : 27.08.2019

: 01:

Details of the Director seeking re-appointment at the ensuing Annual General Meeting

Name of the Director : MR. Harshvardhan M. Wadhwa
DIN : 07338344
Date of Birth : 23.10.1997
Nationality : Indian
Date of Appointment : 18.11.2015
Profile of the Director : Businessman
Directorship of other Companies as on 31st March 2019 : Director of -
01. Saubhagya Estates Pvt.Ltd.
02. Bright Paints Pvt.Ltd.
03. Anmol Properties Pvt.Ltd.
04. Pravasu Properties & Finlease Pvt.Ltd.
05. Harshvardhan Securities Pvt.Ltd.
06. Varsha Ritu Constructions Pvt.Ltd.
07. Meadows Investments Pvt.Ltd.
08. Nanita Engineers Pvt.Ltd.
09. Resham Construction Pvt.Ltd.
10. Sylvex Cable Co.Pvt.Ltd.
No. of Equity Shares held in the Company. : Ordinary .. 100
Relationship between Directors inter se : Mr. Manoj V. Wadhwa .. Father
Ms. Minal M. Wadhwa .. Sister
Qualification : MSC in Real Estate Development
No.of Board Meeting attended : 03
Remuneration : NIL

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company. Proxies in order to be valid must be lodged at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10 per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
2. The Register of Members and Share Transfer books of the Company will remain closed from Friday, 27th September 2019 to Monday, 30th September 2019 (both days inclusive).
3. In case of corporate shareholders proposing to participate at the meeting through their Representative, necessary authorization under Section 113 of the Act for such representation may please be forwarded to the Company.
4. As per SEBI Circular No: SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April 2018 all the Shareholders are required to submit details of PAN/Bank Account/Email ID etc. Accordingly, a letter addressed to the Company and a FORM regarding details of PAN/Bank Account/Email ID etc. is enclosed herewith with a request to please furnish the same to the Company at the earliest.
5. In terms of Circulars / Regulations issued by SEBI, it is now mandatory to furnish a copy of PAN Card to the Company or its R&T Agent, M/s Alankit Assignments Ltd in the case of transactions related to transfer of shares, deletion of name, transmission of shares and transposition of shares. Hence members are requested to furnish copy of their PAN Card while proceeding for aforesaid transactions.
6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or its R&T Agent, M/s Alankit Assignments Ltd. for assistance in this regard.

Voting through electronic means

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The remote e-voting period commences on 27th September 2019 (9.00 am) and ends on 29th September 2019 (5:00 pm). During this period members' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 23.09.2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The e-voting module shall be disabled by NSDL for voting after 05.00 pm on 29.09.2019.

III The process and manner for remote e-voting are as under:

- A. As the Equity Shares and Preference Shares are having common folio numbers as Folio No. 1,2,3 which can not be accepted by the Computer and thus the Folio Nos. have been revised by preceding your Folio with "E" for Equity Shares, P-1, P-2 for Preference Shares and is shown in the e-voting particulars. Thus the members are requested to use Folio Number as printed on the "E-voting Particulars" attached separately.
- B. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "BPT e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

Note: Shareholders already registered with NSDL for e-voting will not receive the PDF file "BPT e-voting.pdf".

- (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>

- (iii) Click on Shareholder - Login

- (iv) Put user ID and password as initial password/PIN noted in step (i) above.. Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No)

- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Bombay Potteries & Tiles Ltd".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to arjan234@gmail.com with a copy marked to evoting@nsdl.co.in

C. In case a Member receives physical copy of the Notice of AGM) [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM.

EVEN [E-Voting Event Number]	USER ID	PASSWORD/ PIN
111166		

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

IV. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

V. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VII. The Shareholders shall have one vote for each Share held by them as on cut-off date of 23.09.2019 and the facility for e-voting would be provided once for every folio/client ID irrespective of number of joint holders.

VIII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23.09.2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

IX. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through "Ballot Paper" or "Polling Paper".

XI. Mr. A.N. Rajani [Membership No.FCS 199] of M/s. A.N. Rajani & Co. Practising Company Secretary, has been appointed as the Scrutinizer for providing facility to the members of the Company, to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XII. The facility for voting through 'Ballot Paper' OR 'Polling Paper' shall be made available at the Annual General Meeting for the Members attending the Meeting who have not cast their vote by remote e-voting.

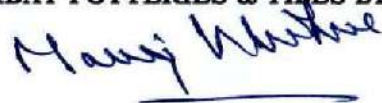
XIII. The Members who have cast their vote by remote e-voting prior to Annual General Meeting may also attend the Annual General Meeting but shall NOT be entitled to cast their vote again at the Annual General Meeting.

XIV. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 Hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XV. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Annual General Meeting Notice shall be deemed to have been passed on the date of Annual General Meeting i.e. 30.09.2019.

XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.bombaypotteriesandtileslimited.com and on the website of NSDL i.e. (<https://www.evoting.nsdl.com>) after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to the BSE Limited, Mumbai.

By Order of the Board
For **BOMBAY POTTERIES & TILES LTD.**



[**MANOJ V. WADHWA**]
CHAIRMAN & MANAGING DIRECTOR
[DIN 01127682]

Place : Mumbai
Dated : 27.08.2019

BOMBAY POTTERIES & TILES LIMITED

[CIN. L26933MH1933PLC001977]

DIRECTORS REPORT

Your Directors have pleasure in presenting their 85th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended 31st March 2019.

1. Financial Results

PARTICULARS	YEAR ENDED 31 ST MARCH 2019	YEAR ENDED 31 ST MARCH 2018
REVENUE	-	-
Revenue from Operations	-	-
Other Income	-	-
Total Revenue	-	-
EXPENSES		
Change in inventories of Stock-in Trade	-	-
Depreciation and amortization expense	-	-
Other Expenses	12,14,026	588,531
Total Expenses	12,14,026	588,531
Loss Before Tax	12,14,026	(588,531)
Current Tax	-	-
Loss for the year	12,14,026	588,531
Tax Provision Written back	-	-
Net Loss	12,14,026	(588,53)
Earnings per equity share : [Face Value of Rs 100/- each]		
Basic	[9.34]	[4.53]
Diluted	[9.34]	[4.53]

INDIAN ACCOUNTING STANDARDS [IND AS]

The Company has drawn up its Accounts under IND AS

PERFORMANCE / STATE OF AFFAIRS OF THE COMPANY:

Due to sluggish in the Real Estate Development the Company could not take up any Project. The Company is continuously making efforts to develop its land at Kurla, which is encumbered upon by illegal occupants and shall embark its development as soon as it is vacated.

The Company has not carried on any activity during the year under report. Thus the operations of the Company have resulted in to loss of Rs.12,14,026/- which has been carried forward to Balance sheet and added to the accumulated loss of Rs 61,66,561/- brought forward and thus accumulated loss of Rs 73,80,587/- appear in the Balance Sheet as on 31.03.2019.

AMOUNT CARRIED TO RESERVE:

The Company has not carried any amount to the reserves during the current financial year.

DIVIDENDS:

In view of the loss, the Directors have not recommend any dividend on Equity Shares for the Financial Year ended 31st March 2019. The Directors have not recommended the dividend on Preference Shares for the Financial Year ended 31st March 2019.

CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of business of the Company during the Financial Year 2018-19.

SHARE CAPITAL:

There is no change in the Authorized, issued, subscribed and paid-up Share Capital of the Company. The Company has not issued any class of securities including shares during the year. The Company has not bought back any securities during the Financial Year under review.

DIRECTORS & KEY MANAGERIAL PERSONNEL:

There is no change in the composition of Directors and Key Managerial Personnel during the year under review. The Company has already appointed Chief Financial Officer. However, the Company could not appoint Company Secretary as required though the Company has tried its best efforts for the same but could not get any person as such.

Mr. Manoj V. Wadhwa, Chairman and Managing Director is the only Key Managerial Personnel in the Company

In accordance with the provisions of Section 152 of the Companies Act, 2013 Mr. Harshvardhan M. Wadhwa, is liable to retire by rotation and being eligible offers himself for reappointment.

No Director or Key Managerial Personnel has resigned during the year.

DIRECTORS REMUNERATION – No Director as well as Managing Director is drawing any remuneration and Meeting fees.

FIXED DEPOSITS:

During the year the Company did not accept or renew any Fixed Deposit or unsecured loans from the public within the meaning of Section 73 of the Companies Act, 2013 read with The Companies (Acceptance of deposit by Companies) Rules, 2014 and no Fixed Deposit remain unclaimed with the Company as on 31.03.2019.

EXTRACT OF ANNUAL RETURN:

The extract of Annual Return as provided under Section 92 (3) of the Companies Act 2013 and as prescribed in Form No. MGT-9 of the Companies [Management and Administration] Rules 2014 is appended as Annexure -1 to this Annual Report.

TRAINING OF INDEPENDENT DIRECTORS:

Your Company's Independent Directors are qualified and have been associated with corporate and business organizations. Hence they all understand Company's business and activities very well. However, the Board has shown Company's business activities to all the Independent Directors pursuant to the provisions of Clause 25 of S.E.B.I [Listing Obligations & Disclosure Requirements] Regulations 2015.

NUMBER OF MEETINGS OF THE BOARD:

The Board of Directors duly met 06 [SIX] times in the Financial Year 2018-19 viz. on 31.05.2018, 14.08.2018, 28.08.2018, 12.11.2018, 31.01.2019, & 30.03.2019.

COMMITTEES OF THE BOARD

There are currently three Committees as follows :-

1. Audit Committee
2. Nomination & Remuneration Committee
3. Stakeholders Relationship Committee

AUDIT COMMITTEE MEETING

The Audit Committee of the Board of your Company comprises of two Independent Non Executive Directors Mr Rakesh S. Wadhera & Mr Deepak H. Mirchandani and one Chairman & Managing Director Mr Manoj V. Wadhwa, who is the Chairman of the Committee. The Committee acts as a link between the Statutory & Internal Auditors and the Board of Directors.

The Audit Committee shall act in accordance with the prescribed provisions of Section 177 of the Companies Act 2013 and inter alia include.

To ensure that the financial reporting process and the disclosure of its financial information and the financial statements are correct, sufficient and credible. Recommend the appointment of Statutory Auditors and Fixation of Audit Fees. Reviewing with the management, performance of Statutory and Internal Auditors and adequacy of the Internal Control Systems. Reviewing the adequacy of Internal Audit Functions. Discussion with Statutory Auditors and Internal Auditors on nature and scope of audit etc. Reviewing the Company's Financial and Risk Management Policies.

The Audit Committee met four times on 31.05.2018, 14.08.2018, 12.11.2018 and 31.01.2019. during the Financial Year ended 31st March 2019 with full attendances of all the Members.

NOMINATION AND REMUNERATION COMMITTEE:

The Nomination & Remuneration Committee comprises of Mr Rakesh S. Wadhwa, Independent Director, as its Chairman with Mr Deepak H. Mirchandani, Independent Director & Ms. Minal M. Wadhwa, Non Executive Director.

The Nomination and Remuneration Committee shall act in accordance with the prescribed provisions of Section 178 of the Companies Act 2013 and shall perform the following functions :-

- (a) to formulate the criteria for determining qualifications;
- (b) to frame and formulate positive attributes and independence of Director;
- (c) to recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other Senior Management employees;
- (d) to identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down;
- (e) to recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.

Pursuant to the provisions of 178 (3) of the Act, the Remuneration Policy for selection and appointment of Directors, Senior Management personnel has been framed. Remuneration to Key Managerial Personnel will be based as such to attract and retain quality talent. For Directors, it will be based on the basis of provisions of Companies Act, 2013 and as per the approval of the Shareholders wherever required.

The Company is not paying the meeting fees to any Director attending the Board Meeting and Audit Committee Meetings.

During the year no meeting of the Nomination and Remuneration Committee was held.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Stakeholders Relationship Committee consist of :

Mr Rakesh S. Wadhwa, Independent Director as its Chairman and Miss. Minal M. Wadhwa, Non Executive Director.

The Stakeholders Relationship Committee looks in to issues relating to Shareholders redressal of complaints from investors and shall consider and resolve the grievances of security holders of the Company.

The Share work is being handled by the Company departmentally in its own office and Mr Vijayan is the Compliance Officer. M/s Alankit Assignments Limited. has been appointed as a Registrar & Share Transfer Agent w.e.f. 9th January 2019.

During the year no meeting of Stakeholders Relationship Committee was held as there was no complaint.

INDEPENDENT DIRECTORS MEETING

In terms of Schedule IV of the Companies Act 2013 and Clause 25 of S.E.B.I [Listing Obligations & Disclosure Requirements] Regulations 2015 one separate meeting of the Independent Directors was held on 30.03.2019, wherein the performance of the non Independent Directors including the Chairman & Managing Director and Board as a whole was reviewed. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board of Directors of the Company.

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and Regulation 4(f) and Regulation 17 of S.E.B.I [Listing Obligations & Disclosure Requirements] Regulations 2015, the Board has carried out an Annual Performance Evaluation of its own performance as well as the Directors individually as well as the evaluation of its Audit Committee. However the evaluation of the Nomination and Remuneration Committee and the Stakeholders Relationship Committee was not done as no employee was employed and no complaint was received from any person. Independent Directors have carried out a separate evaluation on the performance of Chairman & Managing Director and Non Independent Directors in separate meeting of Independent Directors.

DIRECTORS' RESPONSIBILITY STATEMENT :

Your Directors hereby confirm that:

1. In the preparation of the annual accounts for Financial Year ended 31st March 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures.
2. The Directors have selected such accounting policies and applied them consistently and made judgements 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 Financial Year on 31st March 2019 and of the Loss of the Company for that period.
3. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Directors have prepared the annual accounts for the financial year ended 31st March, 2019 on 'going concern' basis.
5. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and have been operating effectively.
6. The Directors have devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION BY INDEPENDENT DIRECTORS:

Both the independent Directors have furnished necessary declarations under Section 149(7) of the Companies Act, 2013 that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act 2013 and Regulation 25 of S.E.B.I [listing Obligations & Disclosure Requirements] Regulations 2015.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of the Report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

In terms of sub Rule 5 (vii) of Rule 8 of Companies (Account) Rules 2014, there are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

VIGIL MECHANISM:

The Company has adopted a Vigil Mechanism and Whistle Blower Policy as required under Section 177 (9) of Companies Act, 2013 and Regulation 22 of S.E.B.I [listing Obligations & Disclosure Requirements] Regulations 2015 with a view to provide mechanism for Directors and Employees to approach Audit Committee to report existing/probable violation of laws, rules, regulations or unethical conduct and to provide for adequate safeguards against victimization of persons who may use such mechanism. The said policy is posted on the Company's website [www. bombaypotteriesandtileslimited.com](http://www.bombaypotteriesandtileslimited.com). There has been no case of frauds reported to the Audit Committee/Board during the Financial Year under review.

SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Act and The Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014, the Board of Directors of the Company has appointed Mr. A.N. Rajani, a Company Secretary, in Practice to undertake the secretarial Audit of the Company for the year ended 31st March 2019. The Secretarial Audit Report is annexed herewith as "Annexure- II" to this Report.

The Board had noted the observation that the Company being a listed Company is yet to appoint a Company Secretary and Chief Financial Officer in the category of Key Managerial Personnel as required under Section 203 of the Companies Act, 2013 and that the Company has also not redeemed the Preference Shares including accumulated dividend. The Company has already appointed Chief Financial Officer. However, the Company could not appoint Company Secretary as required though the Company has tried its best efforts for the same but could not get any person as such. The Company shall continue to take steps for appointment of Company Secretary. The Company shall take appropriate steps to redeem the preference shares including dividend or apply for extension of time or issue of fresh redeemable Preference Shares.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY – INTERNAL AUDIT:

The Company has an adequate Internal Financial Control Systems/Procedures and Internal Audit Systems commensurate with the size of the Company and nature of its business. The Management periodically review the Internal Financial Control and Internal Audit Systems for further improvement. Pursuant to Section 138 of the Companies Act, 2013 the Company has also appointed Mr. Sanjay Bhachawat, a Chartered Accountant, as an Internal Auditor for the Financial Year 2018-19 who monitors and evaluates the efficacy and adequacy of internal financial control system in the Company, its compliance, operating systems, accounting procedures and policies and internal audit.

CONSERVATION OF ENERGY TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

The Company is not engaged in manufacturing activity during the Financial Year under review. The information required under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, with respect to conservation of energy, technology absorption is not applicable to the Company. The Company does not have any foreign exchange earnings nor there is any foreign exchange outgo.

PARTICULARS OF REMUNERATION TO EMPLOYEES/DIRECTORS/KEY MANAGERIAL PERSONNEL:

The Company did not have any Director, Employee etc. drawing any salary/commission during the whole year or part of the year ended on 31st March 2019. Thus the Company has not paid any remuneration/commission to any Director/Key Managerial Personnel or Employee. Thus information as required under Section 197 of the Companies Act read with Rule 5 (1) of the Companies (Appointment and remuneration of Managerial Personnel) Rules 2014 is NIL.

Moreover the Company has not employed any person as an employee during the whole year or part of the year and has not paid any remuneration in the year to any one. Thus the information pursuant to Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 is NIL.

RELATED PARTY TRANSACTIONS:

The Company has not entered in to any contract or arrangement with related parties during the Financial Year which falls under the scope of Section 188 (1) of the Act. Thus the information on transaction with related parties pursuant to Section 134 (3) (h) of the Act read with Rule 8 (2) of the Companies (Accounts) Rules 2014 is NIL.

PARTICULARS OF LOANS GIVEN, GUARANTEES GIVEN, INVESTMENTS MADE AND SECURITIES PROVIDED UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

No loans and/or guarantees were given, no investments made and no securities provided by the Company covered under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES:

The Company does not have any subsidiary / joint ventures/associate companies during the financial year under review. No Company has become or ceased to be Company's subsidiary, joint venture or associate Company during the Financial Year 2018-19.

CASH FLOW STATEMENT:

The cash flow statement for the year 2018 – 2019 is attached to the Balance Sheet.

ISSUE OF EMPLOYEE STOCK OPTION:

The Company has not issued/granted any stock option to its employees including its Key Managerial Personnel and hence, the provisions of Rule 12 (9) of the Companies [Share Capital & Debentures] Rules, 2014 are not applicable.

TRANSFER OF UNCLAIMED DIVIDENDS AND SHARES TO INVESTOR EDUCATION & PROTECTION FUND [IEPF] ACCOUNT :

Your Company did not have any funds lying unpaid or unclaimed dividend for the last seven years and hence, no funds or shares were required to be transferred to Investor Education and Protection Fund or Demat Account as required under Section 124/125 of the Companies Act, 2013.

✓ **RISK MANAGEMENT :**

Pursuant to Section 134 (3)(n) of the Companies Act, 2013, the Company has formulated Risk Management Policy and the Risk Management framework which ensures that the Company is able to carry out identification of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company.

CORPORATE SOCIAL RESPONSIBILITY [C S R]:

The provisions of Section 135 of the Companies Act, 2013 are not applicable to the Company as the Company does not fall in any of criteria specified in sub section (1) of Section 135 of the Companies Act.

COST AUDIT

The Cost Audit Orders/Rules are not applicable to the Company.

✓ **CORPORATE GOVERNANCE REPORT:**

The provisions related to Corporate Governance Report is not applicable to the Company as per Regulation 15 (2) of S.E.B.I [Listing Obligations & Disclosure Requirements] Regulations 2015.

MANAGEMENT DISCUSSIONS AND ANALYSIS:

The Board has discussed the various options for taking up some project. The Board also discussed the financial requirements and the means of raising the finance. The outlook of the Construction Industry, which was started by the Company, is quite promising but is in depressed conditions since quite some time. Moreover the Company will require lot of finance for taking up any construction project.

The financial statements have been prepared under the historical cost convention, on the basis of a going concern.

**DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE
[PREVENTION, PROHIBITION AND REDRESSAL] ACT, 2013:**

In order to prevent sexual harassment of women at work place The Sexual Harassment of Women at Workplace [Prevention, Prohibition and Redressal] Act, 2013 has been notified and your Company has in place a Policy on prevention of sexual harassment in line with the requirements of the said Act. Since there is no employee in the Company, the question of complaints during the Financial Year does not arise.

LISTING OF SHARES WITH BOMBAY STOCK EXCHANGE

The Company confirm that it has paid the Annual Listing Fees for the year 2019-20 to the Bombay Stock Exchange where the Company's shares are listed.

AUDITORS REPORT

There are no qualifications/reservation or adverse remarks in the Auditors' Report. No frauds were reported by the Statutory Auditors pursuant to Sub Section 12 of Section 143 of the Companies Act 2013.

STATUTORY AUDITORS

M/s Rajesh Vakil & Co. Chartered Accountants [Firm Registration No: 108473W] were appointed as Statutory Auditors of the Company in the Annual General Meeting held on 20th September 2018 to hold the Office from the conclusion of the said Annual General Meeting of the Company until the conclusion of the Annual General Meeting of the Company to be held in the Calendar Year 2023. The Company has received a Certificate from the Statutory Auditors confirming that they are eligible to continue as Statutory Auditors of the Company under Section 141 of the Companies Act 2013.

For and on Behalf of the Board

Manoj V. Wadhwa

PLACE : MUMBAI
DATE : 27.08.2019

[MANOJ V. WADHWA]
CHAIRMAN & MANAGING DIRECTOR
[DIN : 01127682]

ANNEXURE - I

TO THE DIRECTOR'S REPORT

EXTRACT OF ANNUAL RETURN

As on the Financial Year ended 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules 2014)

FORM NO. MGT-9

I. REGISTRATION AND OTHER DETAILS :

- i) CIN : L 26933MH1933PLC001977
- ii) Registration Date : 18.06.1933
- iii) Name of the Company : BOMBAY POTTERIES & TILES LTD.
- iv) Category/Sub Category of the Company : Company Limited by Shares / Indian Non Government Company.
- v) Address of the Registered Office and Contact Details : 11 Happy Home
244 Waterfield Road
Bandra (West)
Mumbai - 400 050.
- vi) Whether Listed Company – Yes/No : YES
- vii) Name, Address and contact details of Registrar and Transfer Agent, if any - : NIL

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

[All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated]

Sl. No.	Name and Description of Main Products/Services	NIC Code of the Products/Services	% of Total Turnover of the Company
1	NIL Company is not operative	NIL	NIL

II. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company does not have any holding, subsidiary and associate companies.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

I. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1 st April, 2018]				No. of Shares held at the end of the year[As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual/HUF	-	30265	30265	23.28	-	29565	29565	22.74	0.54
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	45062	45062	34.66	-	45062	45062	34.66	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	-	75327	75327	57.94	-	74627	74627	57.40	0.54
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (B) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoters- A = (A)(1) + (A)(2)	-	75327	75327	57.94	-	74627	74627	57.40	0.54
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	765	765	0.60	-	765	765	0.60	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-

BOMBAY POTTERIES & TILES LTD.

f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	10	10	-	-	10	10	-	-
				The Central	Bank	Executors	& Trustees	Co. Ltd	
Sub-total (B)(1):-	-	775	775	0.60	-	775	775	0.60	-
2. Non-Institutions									
a) Bodies Corp.	-	15413	15413	11.85	-	15413	15413	11.85	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	38450	38450	29.57		39150	39150	30.11	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	35	35	0.03	-	35	35	0.03	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R									
Sub-total (B)(2):-	-	53898	53898	41.46	-	53898	53898	41.46	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	54673	54673	42.06	-	54673	54673	42.06	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	130000	130000	100	-	130000	130000	100	-

BOMBAY POTTERIES & TILES LTD

ii) Shareholding of Promoters:

S. No	Shareholder's Name	Shareholding at the beginning of the year 1 st April, 2018			Shareholding at the end of the year 31 st March, 2019			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	
1	Anmol Properties P Ltd	25062	19.28	0	25062	19.28	-	-
2	Medows Inv.Pvt.Ltd	20000	15.38	0	20000	15.38	-	-
3	Mr Manoj V. Wadhwa	30265	23.28	0	29565	22.74	-	0.54
	TOTAL	75327	-	-	74627	-	-	-

iii) Change in Promoters Shareholding [Please specify, if there is no Change]

Sr No	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01/04/2018 to 31/03/2019)	
		No. of Shares at the beginning 01/04/2018	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Mr. Manoj V. Wadhwa	30265	23.28	31.5.18 28.8.18	Total (-) 700 Nos	Transfer (-)500 (-)200	29565	22.74

iv) Shareholding Pattern of Top Ten Shareholders as on 31st March, 2019: (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01/04/2018 to 31/03/2019)	
		No. of Shares at the beginning 1/4/2018	% of total shares of the Company				No. of Shares	% of total shares of the Company
01	Marve Beach & Resorts Ltd	15000	11.53	-	-	-	15000	11.53
02	Mr Vijay V. Wadhwa	10000	7.69	-	-	-	10000	7.69
03	Mrs Vinita V Wadhwa	4681	3.60	-	-	-	4681	3.60
04	Mr Chandrakumar Dhanuka	600	0.46	-	-	-	600	0.46
05	Mrs Lakshi Jain	600	0.46	-	-	-	600	0.46
06	United India Insurance Co.Ltd	592	0.45	-	-	-	592	0.45
07	City Holding Ltd	301	0.23	-	-	-	301	0.23
08	Shri Yogesh R. Patel	250	0.19	-	-	-	250	0.19
09	Mrs Sita Singh	200	0.15	-	-	-	200	0.19
10	Mr Balakrishna V. Bhide	170	0.13	-	-	-	170	0.13

v) Shareholding of Directors and Key Managerial Personnel :

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year 01.04.2018		Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Cumulative Shareholding during the year 31.03.2019	
		No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
01	Mr Manoj V. Wadhwa	30265	23.28	Decrease(-)500 nos shares Transferred on 31.05.2018 Decrease (-) 200 nos Shares transferred on 28.08.2018	29565	22.74
02	Mr Rakesh Shivkumar Wadhera	-	-	-	-	-
03	Mr. Deepak Herkishan Mirchandani	-	-	-	-	-
04	Ms. Minal M. Wadhwa	-	-	Increase (+) of shares 100 nos	100	0.07
05	Mr Harshvardhan M. Wadhwa	-	-	Increase (+) of Shares 100 nos	100	0.07

v) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	2725660	-	2725660

OMBAY POTTERIES & TILES LTD.

ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	2725660	-	2725660
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	1180613	-	1180613
* Reduction	-	-	-	-
Net Change	-	1180613	-	1180613
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	3906273	-	3906273
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	3906273	-	3906273

vi. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to managing director, whole time directors and/or manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Gross salary	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL
5	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	NIL	NIL

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount [Rs.]
1	Independent Directors	NIL	NIL	NIL	NIL	NIL
	Fee for attending board / committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL	NIL	NIL
2	Other Non-Executive Directors	NIL	NIL	NIL	NIL	NIL
	Fee for attending board committee meetings	NIL	NIL	NIL	NIL	NIL
	Commission	NIL	NIL	NIL	NIL	NIL

MBAY POTTERIES & TILES LTD.

Others, please specify	-	-	-	-	-
Total (2)	-	-	-	-	-
Total (B)=(1+2)					
Total Managerial Remuneration (A + B)	NIL				
Overall Ceiling as per the Act	Maximum 11% of net profit				

C. Remuneration to key managerial personnel other than MD/Manager/WTD

SN	Particulars of Remuneration	Name of Key Managerial Personnel			
		CEO	CS	CFO	TOTAL
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES (UNDER THE COMPANIES ACT):

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NONE				
Punishment	NONE				
Compounding	NONE				
B. DIRECTORS					
Penalty	NONE				
Punishment	NONE				
Compounding	NONE				
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment	NONE				
Compounding	NONE				

For and on behalf of the Board of Directors
BOMBAY POTTERIES & TILES LIMITED

Manoj V. Wadhwa

MANOJ V. WADHWA

[CHAIRMAN & MANAGING DIRECTOR]

[DIN NO.01127682]

Minal M. Wadhwa

[DIRECTOR]

[DIN NO.07220456]

Mumbai :27.08.2019

ANNEXURE - II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH 2019

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule
No.9 of the Companies (Appointment and Remuneration Managerial Personnel)
Rules, 2014]*

To:

The Members,
Bombay Potteries & Tiles Limited
MUMBAI - 400 050.

Dear Sirs,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Bombay Potteries and Tiles Ltd (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Bombay Potteries & Tiles Ltd's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2019 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Bombay Potteries & Tiles Limited ("the Company") as given in Annexure -A, for the financial year ended on 31st March, 2019, according to the provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (iv) The Reserve Bank of India Act, 1934 relating to Non-Banking Financial Institutions to the extent applicable to the Company as per representations made by the Company.

2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:-
- a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as the Company has not issued any securities to the employees of the Company;
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as the Company has not issued any shares during the year;
 - c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as the Company has not bought-back any securities;
 - e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client, as the Company has its own in-house share transfer department and dealing with shareholders directly; The Company has appointed M/s. Alankit Assignments Limited as a Registrar & Share Transfer on 9th January 2019
 - f) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder as all shares are in physical form; and
 - g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as the Company has not issued any debt securities.
3. Provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder were not attracted to the Company during the financial year under report, as the Company is not having foreign shareholders.
4. I have relied on the representation made by the Company and its Officers for systems and mechanism framed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given in Annexure -B.
5. No Sector specific Laws are applicable to the Company.

I have also examined compliances with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- (ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited.
- (iii) The Securities & Exchange Board of India [Listing Obligations & Disclosure Requirements] Regulations 2015. [wef 01.12.2015]

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subject to the following observations:

- Pursuant to the provisions of Section 203 of the Companies Act, 2013, the appointment of Company Secretary and Chief Financial Officer as the Key Managerial Personnel is yet to be made by the Company.
- The Company has not redeemed the Preference Shares including accumulated dividend thereon.

I further report that,

The Board of Directors of the Company is duly constituted with proper balance of Non Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the year under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

A.N. RAJANI & CO.
Company Secretaries

Sd/-

A.N. RAJANI
[Proprietor]

FCS No : 0199
COP No : 5490

Place : Mumbai
Date : 31.05.2019

This Report is to be read with my letter of even date which is annexed as Annexure -C and forms an integral part of this Report.

ANNEXURE - A

List of documents verified :

1. Memorandum & Articles of Association of the Company.
2. Annual Report.
3. Minutes of the Meetings of the Board of Directors and Audit Committee & Separate Meeting of Independent Directors along with Attendance Registers
4. Minutes of General Body Meetings held.
5. Statutory Registers viz:
 - a. Register of Directors & KMP
 - b. Register of Directors' Shareholding
 - c. Register of Members
6. Agenda Papers submitted to all the Directors/Members for the Board Meetings and Committee Meetings.
7. Declarations received from the Directors of the Company pursuant to provisions of Section 184 of the Companies Act, 2013.
8. Declaration received from Independent Directors
9. Intimations received from Directors under the prohibition of Insider Trading Code.
10. E-forms filed by the Company, from time to time, under applicable provisions of the Companies Act, 2013 and attachments thereof.
11. Intimations / documents / reports / returns filed with the Stock Exchanges pursuant to the provisions of Listing Agreement.

ANNEXURE - B

1. The Income Tax Act, 1961.
2. The Reserve Bank of India Act, 1934 to the extent applicable to the Company being a Non Banking Financial Institution.
3. The Companies Act 2013 & Listing Agreement with the Bombay Stock Exchange Limited & SEBI Rules and Regulations.

Office Address : 9 Ashiana, 31st Road
Bandra (W), Mumbai - 400050.

A.N. Rajani
Practicing Company Secretary
FCS No: 0199
COP No: 5490

Place : Mumbai
Dated : 31.05.2019

: 28 :

ANNEXURE - C

To,

**The Members
Bombay Potteries & Tiles Ltd
Mumbai**

The report of even date is to be read along with this letter:

- 1) Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- 2) I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed by me provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events, etc.
- 5) The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management as listed in Annexure B above.
- 6) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

My examination was limited to the verification of procedure of secretarial records on test basis.

The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Arjan N Rajani
Practicing Company Secretary
FCS No. 0199
C P No. 5490**

Mumbai : 31.05.2019

RAJESH VAKIL & CO.
Chartered Accountants

Phone : 66943311
Email ID: jaina11@live.com
11 Pritam, 11th Road,
Khar (West)
Mumbai - 400 052.

Independent Auditor's Report

To The Members of
BOMBAY POTTRIES & TILES LTD.

Report on Financial Statements

We have audited the accompanying financial statements of BOMBAY POTTERIES & TILES LTD (the "Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, Cash Flow Statement and the Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent, and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

RAJESH VAKIL & CO.

Chartered Accountants

Phone : 66943311

Email ID: jaina11@live.com

11 Pritam, 11th Road,
Khar (West)
Mumbai - 400 052.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019 and its loss and its cash flows for the year ended on that date.

RAJESH VAKIL & CO.
Chartered Accountants

Phone : 66943311
Email ID: jaina11@live.com
11 Pritam, 11th Road,
Khar (West)
Mumbai - 400 052.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India, by sub-section 11 of section 143 of the Act, we give in the "**Annexure A**" attached hereto our comments on the matters specified in the paragraphs 3 and 4 of the said Order.
2. As required by sub-section 3 of Section 143 of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms section 164 (2) of the Companies Act, 2013.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**", and
 - (g) With respect to the matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

RAJESH VAKIL & CO.

Chartered Accountants

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1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
3. As at the year end, there were no amounts required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR RAJESH VAKIL & CO.

Chartered Accountants

Firm Registration No. 108437W



JAINA AGARWAL

[Partner]

(Membership No. 42291)

Place : Mumbai

Dated : 31.05.2019

ANNEXURE –“A” TO THE INDEPENDENT AUDITORS REPORT

Annexure referred to in Paragraph 1 of our report of even date.

- 1.1. The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- 1.2. All the fixed assets have been physically verified by the Management at reasonable intervals and no material discrepancies were noticed on such verification.
- 1.3. The Title Deeds of immovable property are held in the name of the Company as on the date of the Balance Sheet.
2. The Company does not have inventory and thus Clause 2 is not applicable in this case.
3. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnership or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 and thus Clause No. 3 is not applicable in this case.
4. The Company has not advanced any loan or made any investment or given any guarantee or security and thus Clause No.4 is not applicable to the Company.
5. The Company has not accepted any deposits from the public. Thus Clause 5 is not applicable to the Company.
6. The Central Government has not prescribed for maintenance of cost records under section 148 (1) of the Companies Act, 2013 for the Company.

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7. (a) The Company is generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other statutory dues, as applicable with the appropriate authority during the year. According to the information and explanations given to us, there are no undisputed amount payable in respect of the above statutory dues which have remained outstanding as at March 31, 2019 for a period of more than six months from the date they became payable.

(b) There are no dues of Income Tax or Sales Tax or Wealth Tax or Service Tax, Custom duty, Excise Duty, VAT which have not been deposited on account of any dispute with the appropriate authorities.

8. The Company has not obtained any loan from any Financial Institution or Bank or Government or Debenture holders. Thus Clause 8 of the Order is not applicable.

9. The Company has not raised moneys by way of initial Public Offer or further Public offer including debt instruments, and term loans. Accordingly Clause 9 of the Order is not applicable to the Company.

10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

11. The Company has not paid any managerial Remuneration nor provided for any Managerial remuneration. Thus Clause 11 is not applicable to the Company.

12. In our opinion, the Company is not a Nidhi Company. Therefore the provisions of Clause 12 of the Order are not applicable to the Company.

13. The Company has not entered in to any transactions with the related parties and thus Clause 13 of the Order is not applicable to the Company.

RAJESH VAKIL & CO.

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14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly the provisions of Clause 14 of the Order are not applicable to the Company.

15. Based upon the audit procedures performed and the information and explanations given by the Management, the Company has not entered in to any non cash transactions with Directors or persons connected with him. Accordingly, the provisions of Clause 15 of the Order are not applicable to the Company .

16. In our opinion, the Company is not required to be registered under Section 45- 1A of the Reserve bank of India Act, 1934 and accordingly, the provisions of Clause 16 of the Order are not applicable to the Company and hence not commented upon.

FOR RAJESH VAKIL & CO.

Chartered Accountants

Firm Registration No.; 108437W


JAINA AGARWAL
[Partner]
(Membership No. 42291)

Place : Mumbai

Dated : 31.05.2019

RAJESH VAKIL & CO.

Chartered Accountants

Phone : 66943311

Email ID: jaina11@live.com

11 Pritam, 11th Road,
Khar (West)
Mumbai - 400 052.

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF BOMBAY POTTERIES & TILES LIMITED.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **BOMBAY POTTERIES & TILES LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI") These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

RAJESH VAKIL & CO.

Chartered Accountants

Phone : 66943311

Email ID: jaina11@live.com11 Pritam, 11th Road,
Khar (West)
Mumbai - 400 052.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

RAJESH VAKIL & CO.

Chartered Accountants

Phone : 66943311

Email ID: jaina11@live.com

11 Pritam, 11th Road,

Khar (West)

Mumbai - 400 052.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

FOR RAJESH VAKIL & CO.

Chartered Accountants

Firm Registration No.; 108437W



JAINA AGARWAL

[Partner]

(Membership No. 42291)

Place : Mumbai

Dated : 31.05.2019

BOMBAY POTTERIES & TILES LTD

BALANCE SHEET

as at 31st MARCH 2019

(All amounts in INR , unless otherwise stated)

	NOTES	AS AT 31ST MARCH 2019	AS AT 31ST MARCH 2018
ASSETS			
Non-current Assets			
Property, Plant & Equipment	2	83413	83413
Capital work in progress		0	0
Other Intangible Assets		0	0
Financial Assets			
Investments	3	25003	25003
Loans		0	0
Other Financial Assets	4	10320100	10320100
Other non current assets	5	900000	900000
Total Non Current Assets (A)		11328516	11328516
CURRENT ASSETS			
Inventories			
		0	0
Financial Assets			
- Trade receivables		0	0
- Cash & Cash equivalents	6	83527	114055
- Bank balance other than above		0	0
- Loans		0	0
- Other current Financial assets		0	0
Other current assets	7	121258	121258
Total Current Assets (B)		204785	235313
TOTAL ASSETS (A+B)		11533301	11563829
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	8	13000000	13000000
Other Equity	9		
- Share Premium		0	0
- Other reserves		0	0
- Retained earnings		(73,28,857)	(61,14,831)
Total Equity (A)		5671143	6885169

Liabilities			
Non Current Liabilities			
Other Financial Liabilities	10	1900000	1900000
Total Non Current Liabilities(B)		1900000	1900000
Current Liabilities			
- Short Term Borrowings	11	3906273	2725660
- Trade Payables	12	55709	53000
- Other Current Liabilities	13	176	0
Total Current Liabilities ©		3962158	2778660
Total Liabilities (B+C)		5862158	4678660
TOTAL EQUITY AND LIABILITIES (A+B+C)		11533301	11563829
Significant Accounting Policies	1		
See accompanying notes to the Financial Statements	15-26		

For and on behalf of the Board of Directors

As per our report of even date attached

for **Rajesh Vakil & Co.**
Chartered Accountants
MUMBAI
Jaina Agarwal
Partner
Membership No: 42291

Manoj V. Wadhwa
Manoj V. Wadhwa
Chairman & Mg. Director
DIN NO:01127682

Minal M. Wadhwa
Minal M. Wadhwa
Director
DIN NO: 07220456

Place : Mumbai
Date : 31/05/2019

Place : Mumbai
Dated : 31/05/2019

STATEMENT OF PROFIT AND LOSS
for the year ended 31st March 2019

(All amounts in INR , unless otherwise stated)

	NOTES	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
REVENUE FROM OPERATIONS			
CONTINUING OPERATIONS			
Revenue from operations		0	0
Other Income		0	0
Total Income		0	0
Expenses			
Total Expenses			
Changes in inventories of Stock in Trade		0	0
Depreciation and Amortisation of expenses		0	0
Other expenses	14	1214026	588531
		1214026	588531
Profit/(Loss) before exceptional items and tax from continuing operations		(12,14,026)	(5,88,531)
Exceptional Items		0	0
Profit/Loss before tax from continuing operations		(12,14,026)	(5,88,531)
Tax Expense		0	0
a. Current Tax		0	0
b. Deferred Tax		0	0
Profit/Loss for the year from continuing operations		(12,14,026)	(5,88,531)
DISCONTINUED OPERATIONS		0	0
Profit/(Loss) from discontinued Operations		0	0
Profit/(Loss) for the year		(12,14,026)	(5,88,531)

BOMBAY POTTERIES & TILES LTD**STATEMENT OF PROFIT AND LOSS**

for the year ended 31st March 2019

contd..

(All amounts in INR , unless otherwise stated)

	NOTES	FOR THE YEAR ENDED 31ST MARCH 2019	FOR THE YEAR ENDED 31ST MARCH 2018
OTHER COMPREHENSIVE INCOME			
Other comprehensive income to be reclassified to profit or loss in subsequent periods		0	0
Other comprehensive income not to be reclassified to profit or loss in subsequent periods		0	0
Reimbursement of post employment benefit obligations		0	0
Other comprehensive income for the year, net of tax		0	0
Total comprehensive income for the year, net of tax		(12,14,026)	(5,88,531)
Earning per equity share (for continuing operations)			
a) Basic	24	(9.34)	(4.53)
b) Diluted	24	(9.34)	(4.53)
Earning per equity share (for discontinuing operations)			
a) Basic		-	-
b) Diluted		-	-
Earning per equity share (for continuing & discontinuing operations)			
a) Basic	24	(9.34)	(4.53)
b) Diluted	24	(9.34)	(4.53)
See accompanying notes to the Financial Statements	15-26		

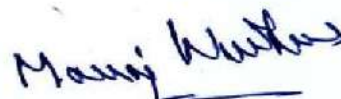
For and on behalf of the Board of Directors

As per our report of even date attached for Rajesh Vakil & Co.

Chartered Accountants


Jaina Agarwal
Partner

Membership No: 42291


Manoj V. Wadhwa
Chairman & Mg. Director
DIN NO:01127682


Minal M. Wadhwa
Director
DIN NO: 07220456

Place : Mumbai

Date : 31/05/2019


Place : Mumbai

:43: Dated : 31/05/2019

BOMBAY POTTERIES & TILES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

	Year ended 31st March, 2019 <u>Rupees</u>	Year ended 31st March, 2018 <u>Rupees</u>
A CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit (Loss)before tax and extra ordinary items	(1,214,026)	(588,531)
Adjustment for :		
Income tax Provision Written Back	-	-
Depreciation	-	-
Sundry deposits written off	-	-
Operating profit before working Capital Changes	<u>(1,214,026)</u>	<u>(588,531)</u>
Adjustments for :		
(Increase) / Decrease in Trade receivables	-	-
(Increase) / Decrease in Inventories	-	-
(Increase) / Decrease in Loans & Advances	-	-
(Decrease) / Increases in Trade Payables	2,709	35,500
(Decrease) / Increases in Other Current Liabilities	176	-
Cash generated from operations	<u>(1,211,141)</u>	<u>(553,031)</u>
Direct taxes paid	-	-
Net cash from Operating Activities (A)	<u>(1,211,141)</u>	<u>(553,031)</u>
B CASH FLOW FROM INVESTING ACTIVITIES:	-	-
Purchase of Investments	-	-
Sale of Investments	-	-
Net Cash from investing activities (B)	<u>-</u>	<u>-</u>
C CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds/(Repayment) of short term Borrowing	1,180,613	583,900
Net cash from financing activities (C)	<u>1,180,613</u>	<u>583,900</u>
Net Decrease in Cash and Cash Equivalents(A+B+C)	<u>(30,528)</u>	<u>30,869</u>
Cash and Cash Equivalents as at 1st April ,2018 (opening)	<u>104,350</u>	<u>73,481</u>
Cash and Cash Equivalents as at 31st March, 2019(closing)	<u>73,822</u>	<u>104,350</u>

- Notes:**
- 1) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 on "Cash Flow Statement" issued by the Institute of Chartered Accountants of India
 - 2) Fixed deposits kept against bank gurantee has been included in other recievables
 - 3) Previous year's figures have been regrouped/rearranged wherever necessary to conform the current year's presentation.

for Rajesh Vakil & Co.
Chartered Accountants

Jaina Agarwal
Partner
Membership No: 42291

Place : Mumbai
Date : 31/05/2019

For and On behalf of the Board

Manoj V. Wadhwa
Chairman & Managing Director
DIN NO:01127682

Minal M. Wadhwa
DIRECTOR
DIN NO: 07220456

BOMBAY POTTERIES & TILES LTD

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2019

A. EQUITY SHARE CAPITAL

EQUITY SHARES OF INR 100 EACH ISSUED, SUBSCRIBED AND FULLY PAID	NO. OF SHARES	AMOUNT IN INR
At 1st April 2017	130000	13000000
issue of share Capital	0	0
At 31st March 2018	130000	13000000
Total Equity Share Capital	130000	13000000
At 1st April 2018	130000	13000000
issue of share Capital	130000	13000000
At 31st March 2019	130000	13000000
Total Equity Share Capital	130000	13000000

BOMBAY POTTERIES & TILES LTD

B. OTHER EQUITY

	Capital Reserve [Note 9]	Retained Earning [Note 9]	Total Equity
At 1st April 2017	51730	(55,78,030)	(55,26,300)
Profit /(Loss) for the year	0	(5,88,531)	(5,88,531)
other comprehensive income	0	0	0
Total comprehensive income for the year	0	(5,88,531)	(5,88,531)
Issue of Share Capital	0	0	0
Adjusted for depreciation pertaing to FY 2017-18 on revalued assets	0	0	0
At 31st March 2018	51730	(61,66,561)	(61,14,831)
1st April 2018	51730	(61,66,561)	(61,14,831)
Profit /(Loss) for the year	0	(12,14,026)	(12,14,026)
other comprehensive income	0	0	0
Total comprehensive income for the year	0	(12,14,026)	(12,14,026)
Issue of Share Capital	0	0	0
Adjusted for depreciation pertaing to FY 2018-19 on revalued assets	0	0	0
At 31st March 2019	51730	(73,80,587)	(73,28,857)

See accompanying notes to the financial stat For and on behalf of the Board of Directors

for Rajesh Vakil & Co.
Chartered Accountants

Jaina Agarwal

Partner

Membership No: 42291

Manoj V. Wadhwa

Manoj V. Wadhwa
Chairman & Mg. Director
DIN NO:01127682

Minal M. Wadhwa

Minal M. Wadhwa
Director
DIN NO: 07220456

Place : Mumbai

Date : 31/05/2019

Place : Mumbai

Date : 31/05/2019

BOMBAY POTTERIES & TILES LIMITED

NOTE - 1

1. SIGNIFICANT ACCOUNTING POLICIES:

A. General:

The Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards [IND AS] notified under the Companies [Indian Accounting Standard] Rules 2015 [as amended].

B. Revenue recognition for construction of buildings and sale of flats:

Revenue from Land and Building under construction thereon is recognized on completion of the project and substantial compliance of the terms of agreements for sale of flats.

C. Investments:

Long Term Investments are stated at cost. In case, there is a permanent diminution in the value of any investments, a provision for the same is made in the accounts.

D Fixed Assets:

- i. Certain Land & building were revalued from time to time and are stated at such updated book values less depreciation, where applicable.
- ii. Other fixed assets are stated at cost less depreciation. Cost includes freight, duties and Taxes and incidental expenses related to acquisition, installation, erection and commissioning.

E. Depreciation:

Depreciation on Fixed Assets is provided on straight line method over the useful life of assets in Schedule II to the Companies Act, 2013.

F. Taxation:

Provision for the current income tax is made on the basis of the estimated taxable income for the current accounting year in accordance with Income Tax Act, 1961

Mat credit asset is recognized and carried forward only if there is a reasonable certainty of it being set off against regular tax payable within the stipulated statutory period.

Deferred Tax resulting from timing differences between book and tax profits is accounted for under the liability method, at the current rate of tax, to the extent that the timing differences are expected to crystallize. Deferred tax assets are recognized and carried forward only if there is a virtual/reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

G. Provisions, Contingent Liabilities and Contingent Assets:

A provision is made based on a reliable estimate, when it is probable that an outflow of resources embodying economic benefit will be required to settle an obligation. Contingent liabilities, if material, are disclosed by way of notes to accounts. Contingent assets are not recognized or disclosed in the financial statements.

BOMBAY POTTERIES & TILES LTD

Note 2

Property, Plant and Equipment

(All amounts in INR , unless otherwise stated)

Description of Assets	Freehold Land	Plant & Equipments	Computers	Total
Year ended 31st March 2018				
Gross carrying amount				
Cost as at 1st April 2017	288808	53882	33000	375690
Additions	-	-	-	-
Disposals	-	-	-	-
Closing gross carrying amount	288808	53882	33000	375690
Accumulated depreciation as at 1st April 2017	205395	53882	33000	292277
Additions	-	-	-	-
Disposals	-	-	-	-
Closing Accumulated depreciation	205395	53882	33000	292277
Net carrying amount as at 31st March 2018	83413	0	0	83413
Year ended 31st March 2019				
Gross carrying amount				
Cost as at 1st April 2018	288808	53882	33000	375690
Additions	-	-	-	-
Disposals	-	-	-	-
Closing gross carrying amount	288808	53882	33000	375690
Accumulated depreciation as at 1st April 2018	205395	53882	33000	292277
Additions	-	-	-	-
Disposals	-	-	-	-
Closing Accumulated depreciation	205395	53882	33000	292277
Net carrying amount as at 31st March 2019	83413	0	0	83413

BOMBAY POTTERIES & TILES LIMITED

NOTE NO. 3

In Rs.

NON-CURRENT INVESTMENTS	As at 31st March,2019	As at 31st March,2018
OTHER THAN TRADE (AT COST)		
INVESTMENTS: (Long-term, Non-trade and Unquoted) In Government Securities:*		
7 years National Savings Certificates	1	1
3% 1946-86 Conversion Loan of the face value of Rs.18,700	1	1
4.25% National Defence Bonds, 1972 of the face of Rs.3,000	1	1
2500 'C' class shares of Rs.10 each, fully paid up, of The National Co-operative Bank Ltd.,	25,000	25,000
TOTAL	25,003	25,003

atured but not realised and are lying with the Sales Tax/Excise Departments.

NOTE NO. 4

OTHER FINANCIAL ASSETS	As at 31st March,2019	As at 31st March,2018
Unsecured, considered good		
i. Deposits (with Government Authorities)	1,03,20,100	1,03,20,100
	1,03,20,100	1,03,20,100

NOTE NO. 5

In Rs.

OTHER NON CURRENT ASSETS	As at 31st March,2019	As at 31st March,2018
i. Arrears of Dividend on preference share Capital (Also Refer Note no.19)	9,00,000	9,00,000
	9,00,000	9,00,000

NOTE NO. 6

CASH AND CASH EQUIVALENTS	As at 31st March,2019	As at 31st March,2018
Cash and Cash Equivalents		
Cash on Hand	50,272	50,272
Balances with banks in current accounts	23,550	54,078
In Fixed Deposit Accounts	9,705	9,705
(Receipts pledged with Bank against Guarantee issued by them)		
	83,527	1,14,055

NOTE NO. 7

OTHER CURRENT ASSETS	As at 31st March,2019	As at 31st March,2018
Unsecured, Considered Good		
Advances recoverable in cash or in kind or for value to be recd	1,20,000	1,20,000
Interest accrued on Fixed Deposits	1,258	1,258
Other receivables	-	-
	1,21,258	1,21,258

BOMBAY POTTERIES & TILES LIMITED

NOTE NO. 8

In Rs.

SHARE CAPITAL	As at 31st March,2019		As at 31st March,2018	
	Number	Rs	Number	Rs
Authorized				
Equity Shares of Rs.100/- each	1,90,000	1,90,00,000	1,90,000	1,90,00,000
12% Cumulative Preference Shares of Rs 190 each	10,000	19,00,000	10,000	19,00,000
Unclassified Shares of Rs 100 each	5,000	50,00,000	5,000	50,00,000
	1,90,000	1,90,00,000	1,90,000	1,90,00,000
Issued, Subscribed & Fully Paid				
Equity Shares of Rs.100/- each	1,30,000	1,30,00,000	1,30,000	1,30,00,000
	1,30,000	1,30,00,000	1,30,000	1,30,00,000

8.1 Out of the above

- a) 7089 equity shares have been allotted as fully paid-up Bonus shares by capitalisation of General Reserve
- b) 97911 equity shares have been allotted as fully paid up shares pursuant to the scheme of Arrangement to the shareholders of amalgamated company viz. Softex Intra Ltd.

8.2 Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period :

Particulars	As at 31st March,2019		As at 31st March,2018	
	Number	Rs	Number	Rs
Fully Paid up Equity				
Shares outstanding as at the beginning of the year	1,30,000	1,30,00,000	1,30,000	1,30,00,000
Shares allotted during the year	-	-	-	-
Shares outstanding as at the end of the year	1,30,000	1,30,00,000	1,30,000	1,30,00,000

8.3 Details of Equity Shareholders holding more than 5% shares in the Company

Name of the Shareholders	Equity Shares			
	As at 31st March,2019		As at 31st March,2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Anmol Properties Private Limited	25,062	19	25,062	19
Marve Beach Resorts Private Limited	15,000	12	15,000	12
Medows Investments Private Limited	20,000	15	20,000	15
Mr. Vijay V.Wadhwa	10,000	8	10,000	8
Mr. Manoj V.Wadhwa	29,565	23	30,265	23
Mr. Deepak V.Wadhwa	10,000	8	10,000	8

8.4 Rights, preference & restrictions attached to Equity Shares

The Company has only one class of Shares referred to as Equity Shares having face value of Rs 100 per Share. Each Shareholder of Equity Share is entitled to one vote per share. The holders of equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by the Share Holders at the Annual General Meeting, except in case of Interim Dividend.

In the event of liquidation, the Equity Shareholders are eligible to receive the remaining assets of the Company after the distribution of all preferential amounts, in proportion to their shareholding.

NOTE NO. 9

In Rs.

Particulars	As at 31st March, 2019	As at 31st March, 2018
OTHER EQUITY		
Capital Reserve Account: (Credited upon re-issue of forefited Shares) Balance as at the beginning of the year	51,730	51,730
Retained Earnings Balance as at the beginning of the year Net profit (Loss)during the year	(61,66,561) (12,14,026)	(55,78,030) (5,88,531)
Balance as at the end of the year	(73,80,587)	(61,66,561)
	(73,28,857)	(61,14,831)

NOTE NO. 11

SHORT -TERM BORROWINGS	As at 31st March, 2019	As at 31st March, 2018
Unsecured From A Director	39,06,273	27,25,660
	39,06,273	27,25,660

NOTE NO. 12

TRADE PAYABLES	As at 31st March, 2019	As at 31st March, 2018
Trade Payables	55,709	53,000
	55,709	53,000

NOTE NO. 13

OTHER CURRENT LIABILITIES	As at 31st March, 2019	As at 31st March, 2018
TDS payable	176	-
	176	-

BOMBAY POTTERIES & TILES LIMITED

NOTE NO. 10

In Rs.

OTHER FINANCIAL LIABILITIES	As at 31st March, 2019		As at 31st March, 2018	
	Number	Rs	Number	Rs
12% Cumulative Preference Shares of Rs 190 each	10,000	19,00,000	10,000	19,00,000
	10,000	19,00,000	10,000	19,00,000

10.1 Out of the above

- a). 12% cumulative preference shares were redeemable on or before 14th June, 2003

10.2 Reconciliation of number of shares outstanding at the beginning and at the end of the reporting period :

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number	Rs	Number	Rs
Fully Paid up Preference				
Shares outstanding as at the beginning of the year	10,000	19,00,000	10,000	19,00,000
Shares allotted during the year	-	-	-	-
Shares outstanding as at the end of the year	10,000	19,00,000	10,000	19,00,000

10.3 Details of Preference Shareholders holding more than 5% shares in the Company

Name of the Shareholders	Preference Shares			
	As at 31st March, 2019		As at 31st March, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Unit Trust Of India	1,257	7	1,257	7

10.4 Rights, preference & restrictions attached to Preference shares

The Company has only one class of Preference Shares referred to as Preference Shares having face value of Rs 190 per 12% cumulative preference shares were redeemable on or before 14th June, 2003. The preference shareholders do not have any voting rights.

NOTES TO ACCOUNTS

15. Contingent Liabilities not provided in respect of:

- a) In respect of arrears of dividend on 12% 10 years redeemable cumulative preference shares Rs.22,80,000 (Previous Year Rs.22, 80,000). The Company may also be liable to pay dividend / interest w.e.f. 15th June, 2003 (due date of redemption), amounting to Rs. 35,99,900 up to 31st March, 2019 (Rs. 33,71,900 up to 31st March, 2018).
 - b) The Application for condonation of delay and appeal against the exparte order dated 18th January 2006 of the First Labour Court, Mumbai in respect of wages payable to the workmen approximately amounting to Rs. 2,50,00,000 has been dismissed by the Court and thus the Company has filed a writ petition before the Hon'ble High Court, Mumbai. The Hon'ble High Court has granted a conditional stay of execution, implementation and enforcement of the award on the Company depositing a sum to the extent of the 50% of the amount awarded by First Labour Court. And accordingly Company has deposited Rs 1,03,20,100 with the Prothonotary and Senior Master High Court, Mumbai and shown as deposits under the head Loans and advances given in the Balance Sheet. In the opinion of the Management no amount would be required to be paid as the demand pertains to the workers whose dues were already settled.
- 16 Estimated amount of contract remaining to be executed on Capital Account and not provided for (Net of Advances) Rs.NIL (Previous Year Rs. NIL).
- 17 Balances in investments account where the certificates are lodged with Government authorities, sundry creditors and advances given are subject to confirmations and reconciliation, if any. The Management does not expect any material difference on such reconciliation.
- 18 In the opinion of the board, the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business. The provision for all known liabilities and depreciation is adequate and not in excess of the amount reasonably required.
- 19 In lieu of arrears of dividend on 9.5% Cumulative Preference Share Capital amounting to Rs.9, 00,000 up to 15th June, 1993, the Company had issued additional capital by way of 12% 10 years Redeemable Cumulative Preference Shares (at the time of statutory redemption of 9.5% Cumulative Preference Capital) and the said amount being that of dividend arrears, would be appropriated out of the profits of subsequent years.

- 20 Freehold land of Rs.2,05,395 (previous year Rs.2,05,395) has been encroached upon by the illegal occupants and fully provided for. The management is hopeful of getting the vacant possession in due course.
- 21 The amount due to Small Scale Industries and/ or Ancillary Industrial suppliers on account of principal amount is Rs NIL The same is disclosed on the basis of the information available with the Company regarding the status of suppliers as defined under the Industries (Development and Regulation) Act, 1951 and interest on Delayed Payments to small Scale and Ancillary Industrial Undertaking Act, 1993.
- 22 10,000 shares issued as 12% Cumulative Preference shares having face value of Rs.190 per share were redeemable on or before 14th June 2003. Rs.19,00,000 was shown under issued subscribed and fully paid shares in previous years. The same has been transferred and shown as other Financial Liabilities.
- 23 Related Party Disclosures- Related party disclosures as required by Accounting Standard -18 "Related Party Disclosures" are given below. [Related parties are as identified by the Company and relied upon by the Auditors]:

A. List of Related Parties

Parties where control exists:-

Manoj V. Wadhwa	Director & Shareholder
Deepak V. Wadhwa	Shareholder
Vinita V. Wadhwa	Shareholder
Varsha D. Wadhwa	Shareholder
Anmol Properties Pvt. Ltd.	Shareholder
Marve Beach Resorts Pvt. Ltd.	Shareholder
Medows Investments Pvt. Ltd.	Shareholder

2. Other Related Parties

i) Associates where key Management personnel and their relatives have significant influence: -

- a) Meadows Investments Private Ltd.
- b) Saubhagya Estates Private Ltd.
- c) Pravasu Prproperties Private Ltd.
- d) Anmol Properties Private Ltd.
- e) VarshaRitu Constructions Private. Ltd.
- f) Bright Paints Pvt. Ltd.
- g) Sylvex Cable Co. Private Ltd.

ii) Key Management Personnel: -

- a) Mr. Manoj V. Wadhwa Chairman & Managing Director

iii) Relative of Key Management Personnel:-

- a) Vijay V. Wadhwa
- b) Vinita V. Wadhwa
- c) Deepak V. Wadhwa
- d) Varsha D. Wadhwa
- e) Minal M. Wadhwa
- f) Harshvardhan M. Wadhwa

B. During the year, the following transactions were carried out with the related Parties in the normal course of business.

(Amount in Rupees)

Transaction	Associates	Key Management Personnel	Relative of Key Management Personnel	Total
Loan taken	- (-)	11,80,613 (5,83,900)	- (-)	11,80,613 (5,83,900)
Repayment of Loan	- (-)	- (-)	- (-)	- (-)
Year- end Balance				
Loan Taken	- (-)	39,06,273 (27,25,660)	- (-)	39,06,273 (27,25,660)

Notes:

1. No amount pertaining to Related Parties has been provided for as doubtful debts. Also, no amount has been written off / written back during the year.
2. Figures in brackets represent corresponding amount of previous year.

24. Basic and Diluted Earnings Per Share as per Accounting Standard-20 is computed as under:

Particular	31-03-2019	31-03-2018
	(Rs.)	(Rs.)
Net Profit / (Loss) as per Profit and Loss Account	(1214026)	(588531)
Less : Dividend payable on Cumulative Preference Shares for the year	-	-
Net Profit (Loss) considered for EPS Calculation	(1214026)	(588531)
Weighted Average no. of Equity Shares	130000	130000
Nominal value of Equity Share	100	100
Basic & Diluted Earnings per Share	(9.34)	(4.53)

25. Segment Reporting

The Company is mainly engaged in the business of property development/construction and all its activities are carried on in India and hence, there is no separate reportable Segment as per the Accounting Standard 17 – “Segment Reporting” issued by the Institute of Chartered Accountants of India.

26. The Accounting policies set out in Note 1 have been applied in preparing the Financial Statements for the year ended 31st March 2019.

On Behalf of the Board of Directors

[MANOJ V. WADHWA]
Chairman & Managing Director

[MINAL M. WADHWA]
DIRECTOR

As per our Report of even date attached

for **RAJESH VAKIL & CO.**
CHARTERED ACCOUNTANTS

Jaina Agarwal
[Partner]

MEMBERSHIP NO : 42291

PLACE : MUMBAI,
DATED : 31-05-2019

BOMBAY POTTERIES & TILES LIMITED

[CIN. L26933MH1933PLC001977]

Registered Office : 11 Happy Home, 244 Waterfield Rd, Bandra (W) Mumbai 400 050.

ATTENDANCE SLIP

I certify that I am a Member/Proxy holder for the member of the Company.

DP ID/CL ID/Folio No: No. of Shares held :

Full Name of the Share Holder :

Full name of Proxy / Representative :

Signature of the Shareholder/Proxy/Representative

I hereby record my presence at the 85th ANNUAL GENERAL MEETING of the Company to be held on Monday, 30th September 2019 at 3.30 p.m. at the Registered Office of the Company at 11 'Happy Home', 244 Waterfield Road, Bandra (West), Mumbai 400 050.

Signature of the shareholder / proxy / representative*

BOMBAY POTTERIES & TILES LIMITED

[CIN. L26933MH1933PLC001977]

Registered Office : 11 Happy Home, 244 Waterfield Rd, Bandra (W) Mumbai 400 050.

Email ID: mwadhwaconstructions@rediffmail.com

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014.]

Name of the Members (s) :

Registered Address :

Email ID :

Folio No./DP ID-Client ID No.

I/We, being the member (s) of shares of the above named Company, hereby appoint -

1. Name : Address :

..... E-mail Id:.....

Signature:, or failing him / her

2. Name : Address :

..... E-mail Id:.....

Signature:, or failing him / her

3. Name : Address :

..... E-mail Id:.....

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 85th ANNUAL GENERAL MEETING of the Company to be held on Monday, 30th September 2019 at 3.30 p.m. at the Registered Office of the Company at 11 'Happy Home', 244 Waterfield Road, Bandra (West), Mumbai 400 050, and at any adjournment thereof in respect of such resolutions as are indicated below :

** I wish my above proxy to vote in the manner as indicated in the box below :

Resolution Number	Resolution	For	Against
01	Adoption of the Audited Financial Statement for the financial year ended on 31.03.2019, including the Audited Balance Sheet as at 31 st March 2019, Profit and Loss Account and Cash Flow Statement for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.		
02	To appoint a Director in place of Mr. Harshvardhan M. Wadhwa, who retires by Rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.		

Signed this Day of.....2019.

Affix
Revenue
Stamp

.....
Signature of Shareholder

.....
Signature of Proxy holder (s)

Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. ** It is optional to indicate your preference. If you leave the for, against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.