**Registered Office**

201, Nav Neelam Building, A Wing,
2nd Floor, 108, Worli Sea Face Road, Worli
Mumbai - 400 018
Tel.: +91 22 9167346889
CIN : L65990MH1984PLC033919
Email : btl.invstcomp@rediffmail.com

Date: August 30, 2022

To
The Listing Department
BSE Limited
Phirozee Jeejeebhoy Towers
Dalal Street, 25th Floor
Mumbai - 400 001

Subject: Submission of Annual Report for the Financial Year 2021-22

Respected Sir/ Madam,

In terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of Annual Report of the Company for the financial year ended on March 31, 2022 is enclosed. The same is also available on the website of the Company at <http://bombaytalkieslimited.in/> as required under Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to kindly take note of this.

For BOMBAY TALKIES LIMITED

(DHARMESH KOTAK)
Director
DIN: 06642157

BOMBAY TALKIES LIMITED

38th
ANNUAL REPORT
2021 - 2022

Corporate Information

BOARD OF DIRECTORS

MR. NIKHIL MUNNA LODH (CEO/KMP)
MR. DARMESH KOTAK (Independent Director)
MS. VANDANA GUPTA (Independent Director)
MS. GUNJAN MITTAL (Independent Director)
MS. HARSHALI BHAGWAN ZINE (Independent Director) (Resigned w.e.f. 03.09.2021)
MS. TANIYA RAVINDRA KOLHATKAR (Independent Director) (Appointed w.e.f. 03.09.2021)

CHIEF FINANCIAL OFFICER

MR. NIKHIL MUNNA LODH

COMPANY SECRETARY

MS. MANDEEP KAUR

AUDITORS

S. N. Chakrabarty & Co.
CHARTERED ACCOUNTANT

REGISTRAR & SHARE TRANSFER AGENT

ADROIT CORPORATE SERVICES PVT LTD
19/20, JAFERBHOY INDUSTRIAL ESTATE
1ST Floor, MAKWANA ROAD, MAROL
ANDHERI (EAST) MUMBAI 400059
PHONE NO. 022-42270400
WEBSITE : www.adroitcorporate.com
EMAIL : info@adroitcorporate.com

BANKERS

INDUSIND BANK
MUMBAI

REGISTERED & ADMINISTRATIVE OFFICE

201, NAV NEELAM BUILDING,
A- WING, 2ND FLOOR,
108, WORLI SEA FACE ROAD, WORLI,
MUMBAI 400018
PHONE : 91-9167346889
Website : bombaytalkiesltd.com
Email : btl.invstcomp2rediffmail.com
CIN no. : L65990MH1984PLC033919

BOMBAY TALKIES LIMITED

CIN: L65990MH1984PLC033919

Registered office :

201, Nav Neelam Building, A Wing, 2nd Floor, 108, Worli Sea face Road,
Mumbai 400018

Website : bombaytalkiesltd.com

Email : btl.invstcomp@rediffmail.com Phone: +91-9167368889

NOTICE

NOTICE is hereby given that:

The 38th Annual General Meeting of the Members of Bombay Talkies Limited will be held on Thursday, 29th September, 2022 at 11.00 p.m. at the registered office of the Company to transact the following businesses: -

ORDINARY BUSINESS

1. Adoption of Financial Statements for the financial year ended March 31, 2022:

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon;

2. Re-Appointment of Ms. Taniya Ravindra Kolhatkar (holding DIN : 09299839) as a Director, liable to retire by rotation, who had offered himself for re-appointment:

To appoint a Director in place of Ms. Taniya Ravindra Kolhatkar (holding DIN : 09299839) who retires by rotation in term of section 152(6) of the Companies Act, 2013 and being eligible offers herself for re-appointment.

By Order of the Board

Sd/-

(Taniya Ravindra Kolhatkar)

Managing Director

DIN: 09299839

Place: Mumbai

Dated: 27/08/2022

NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under item 3 of notice is annexed hereto
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies, in order to be effective, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A blank proxy form is attached herewith the annual report. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 % (ten) percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Corporate Members intending to send their Authorized Representatives to attend the meeting are requested to send a Certified True Copy of the Board Resolution authorizing their Representative to attend and vote on their behalf at the Meeting.
4. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
5. 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, 2022. 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 Company's Registrars and Transfer Agents for assistance in this regard.
6. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to RTA in case the shares are held in physical form.
7. The notice of AGM is being sent to those members/beneficial owners whose name will appear in the register of members/list of beneficiaries received from the depositories as on Thursday 22nd September, 2022.
8. The copy of Annual Report, notice of 38th Annual General Meeting, notice of e-voting etc. are being sent to the members through e-mail who have registered their e-mail ids with the Company/ Depository Participant (DPs)/ Company's Registrar and Transfer Agent (RTA). Members are requested to update their preferred e-mail ids with the Company/ Depository Participant (DPs)/ Company's Registrar and Transfer Agent (RTA), which will be used for the purpose of future communications.
9. Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company for the same at its registered office before the annual general meeting.
10. All the documents referred in the Notice, Annual Report and Register of Director's Shareholding are open for inspection, during the business hours, at the Registered office of the Company up to and including the date of Annual General Meeting.
11. The register of Members and Share Transfer books of the Company shall remain closed during the Book Closure period i.e. Thursday 24th September 2022 to Thursday 29th September 2022 (both days inclusive).
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
13. The members holding shares in the same name of same order of names under different folios are requested to send the share certificates for consolidation of such shares to the Company.
14. Shareholder seeking any information with regard to the accounts is requested to write to the Company at an early date but not later than 10 days before the scheduled date of holding of Annual General Meeting.
15. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

16. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (“DPs”) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
17. The notice of the 34th Annual General Meeting and Annual Report for the financial year 2021-22 of the Company is also been uploaded on the website of the Company i.e www.bombaytalkieslimited.in.
18. E-voting
In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (“remote e-voting”).
 - I. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper.
 - II. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.

Instructions for members voting electronically

- III. In compliance with the provisions of Section 108 of the Act read with Rules made there under and Regulation 44 of the Listing Regulations, the Company is offering e voting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e Friday, September 23, 2022, only shall be entitled to avail the facility of remote e-voting/evoting at the AGM. NSDL will be facilitating remote evoting to enable the Members to cast their votes electronically. Members can cast their vote online from 09.00 A.M. (IST) on Monday, September 26, 2022 to 5.00 P.M. (IST) on Wednesday, September 28, 2022. At the end of remote e-voting period, the facility shall forthwith be blocked.

How do I vote electronically using NSDL e-Voting system? The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) Login method for e-Voting for Individual shareholders holding securities in demat mode In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3) If the user is not registered for Easi/Easiest, option to register is

	<p>available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in . or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. **Your User ID details are given below :**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. **Password details for shareholders other than Individual shareholders are given below:**

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. **If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:**

- a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

Process for those shareholders whose email ids are not registered with the depositories/company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to svarnimudyog@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to svarnimudyog@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode.](#)
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote voting.

General Guidelines for shareholders

- a) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- b) The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date being Friday, September 23, 2022. In case of joint holders, the Member whose name appears as the first holder in order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send request to Ms. Soni Singh, Assistant Manager, NSDL or Mr. Anubhav Saxena, NSDL at evoting@nsdl.co.in.
- d) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- e) The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sejalglass.co.in and on the website of the Depository/ies within 48 hours of passing of the resolutions at the Annual General Meeting and will be communicated to Stock Exchanges wherein shares of the company are listed.

THE COMPANY WHOLEHEARTEDLY WELCOMES MEMBERS/PROXIES AT THE ANNUAL GENERAL MEETING OF THE COMPANY. THE MEMBERS / PROXIES MAY PLEASE NOTE THAT NO GIFTS / GIFT COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.

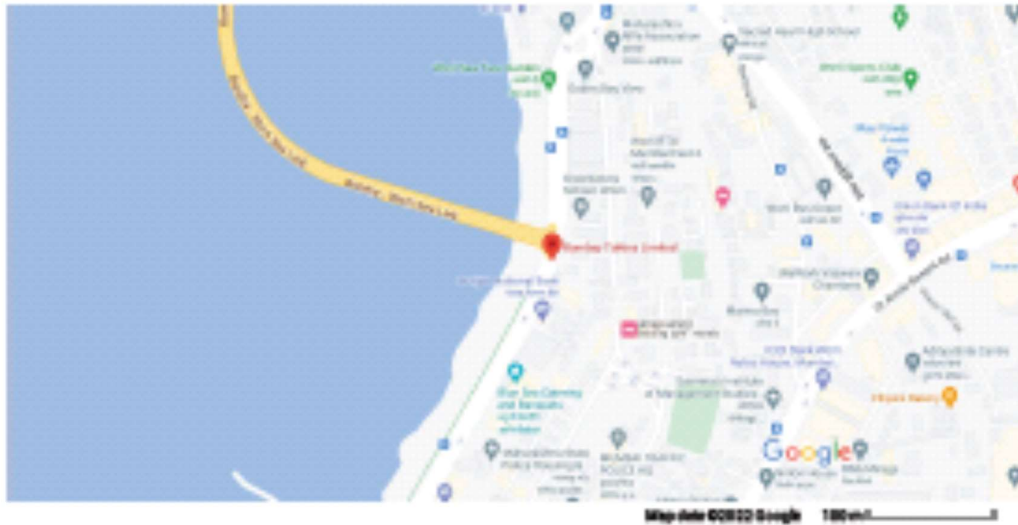
Additional Information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. Ms. Taniya Ravindra Kolhatkar

Name	Ms. Taniya Ravindra Kolhatkar
DIN	09299839
Designation	Managing Director
Date of Birth	16.05.1992
Qualification & Expertise	Graduate Degree and has vast and rich experience in Media and Entertainment Industry
Relationship with Other Directors of the Company	Not related with any other Directors of the Company
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board	Nil
Total shares held by him in the company	Nil

ROUTE MAP

Google Maps **Bombay Talkies Limited**



Bombay Talkies Limited

Financial planner



Directions



Save



Nearby



Send to
phone



Share



2nd Floor, 301, Nav Neelam Building, A Wing, 108,
Khan Abdul Gaffar Khan Road, Worli, Mumbai,
Maharashtra 400018



bombaytalkieslimited.in



091673 46609



2868+WP Mumbai, Maharashtra

ATTENDANCE SLIP FOR THE ANNUAL GENERAL MEETING

Name	
Jointly with	
Address	
Folio No	
Full name of Proxy (if attending the Meeting)	

I/We hereby record my/our presence at the 38th Annual General Meeting of the company, to be held on Thursday, September 29, 2022 at 11.30 AM at 201, Nav Neelam Building, A Wing, 2nd Floor, 108, Worli Sea Face Road, Worli, Mumbai – 400 018.

Signature of the shareholder/proxy

Form No. MGT-11

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 Member(s)	
Address	
Folio No/ Client Id	
DP ID	
E-mail Id	

I/ We, being the member(s) of Bombay Talkies Limited, holding Equity Shares of the Company, hereby appoint.

1	Name:	Address:
	Email Id:	
		Signature:
	Or failing him/her	
2	Name:	Address:
	Email Id:	
		Signature:
	Or failing him/her	
3	Name:	Address:
	Email Id:	
		Signature:
	Or failing him/her	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 38th Annual General Meeting of members of the Company, to be held on Thursday, September 29, 2022 at 11.00 AM at 201, Nav Neelam Building, A Wing, 2nd Floor, 108, Worli Sea Face Road, Worli, Mumbai – 400 018. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
	Ordinary Business		
1	Adoption of Financial Statements for the financial year ended March 31, 2022:		
2	Re-Appointment of Smt. Taniya Ravindra Kolhatkar (holding DIN : 09299839) as a Director, liable to retire by rotation, who had offered herself for re-appointment:		

Signed this day of , 2022

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

BOMBAY TALKIES LIMITED

CIN: L65990MH1984PLC033919

Registered office :

201, Nav Neelam Building, A Wing, 2nd Floor, 108, Worli Sea face Road,
Mumbai 400018

Website : bombaytalkiesltd.com

Email : btl.invtcomp@rediffmail.com Phone: +91-9167368889

DIRECTOR'S REPORT

To,
The Shareholders,

Your Directors have pleasure in presenting the 38th Annual Report along with the Audited Financial statements of the Company for the financial year ended 31st March, 2022.

1. Financial Results:

Particulars	2021-22	2020-21
Income	11.59	5.28
Expenditure	29.91	13.53
Profit/(Loss) before depreciation tax and exceptional item	(18.32)	(8.26)
Exceptional item		
Depreciation	---	---
Exceptional item	---	---
Profit/(Loss) before Taxation	(18.32)	(8.26)
Deferred Tax/Current tax	24.62	32.88
Profit/(Loss) After Taxation	6.30	24.62

2. Business performance:

The Company does not have divisions therefore division wise working details are not applicable. Total revenue from operations of the Company was Rs.11.59 lacs for the year ended 31st March, 2022 as against Rs. 2.28 Lacs for the year ended 31st March, 2021. During the financial year 2021-22, the Company Losses after tax of Rs. 18.32 lacs compared to Rs. 8.26 Lacs losses in previous year.

3. Share Capital:

The paid up equity capital as on March 31, 2022 is Rs. 5,40,00,000/- divided into 54000000 equity shares of Rs. 1/- each. During the year under review, the Company has not issued bonus shares nor issued shares with differential voting rights nor granted stock options nor sweat equity and nor buy back its own securities.

4. Change in nature of Business:

There was no change in nature of business activity during the year.

5. Transfers to Reserves:

During the year, the Company has not transferred any amount to the reserves.

6. Material Changes and Commitments Affecting The Financial Position of the Company occurred between the end of the Financial Year of the Company to which The financial statement relate and the date of the report:

There are 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.

7. Dividend:

Your Directors do not recommend any dividend for the equity shareholders for the financial year 2021-2022.

8. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Out-Go:

A) Conservation of energy:

- (i) The steps taken or impact on conservation of energy; Nil
- (ii) The steps taken by the company for utilizing alternate sources of energy; Nil
- (iii) The capital investment on energy conservation equipment; Nil

Note: - The Company does not have any manufacturing activities which require heavy consumption of energy. The company uses latest technology low energy consumption products in its office.

B) Technology absorption:

- (i) The efforts made towards technology absorption: Nil
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: Nil
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Nil
 - a) The details of technology imported: Nil
 - b) The year of import; Nil
 - c) Whether the technology been fully absorbed; Nil
 - d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; Nil and
- (iv) The expenditure incurred on Research and Development. Nil

Note: - In respect of the Nature of the Business of the company there was no requirement of any technology.

C) Foreign exchange earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows. -No Foreign Exchange is earned or spent by the company during the year under review.

9. Extract of Annual Return:

As required under Section 134(3)(a) of the Act, the extract of the Annual Return for the financial year 2021- 22 in Form MGT-9 is put up on the Company's website at www.bombaytalkieslimited.in.

10. Directors and Key Managerial Personnel

A) Changes in Directors and Key Managerial Personnel:

- i) As per the provisions of Section 149 and 152 of the Companies Act, the shareholders at their Annual General Meeting held on 30th September, 2021 (Last years AGM) had approved the re-appointment of all existing Independent Directors of the Company for tenure of up to five consecutive years. None of the Independent Directors are liable to retire by rotation.
- ii) In accordance with section 149(7) of the Companies Act, 2013, each Independent Director has confirmed to the Company that he or she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iii) Further, in accordance with provisions of Section 152 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of

Association of your Company Ms.Taniya Ravindra Kolhatkar, Director, of the Company is liable to retire by rotation at the ensuing AGM and being eligible offered herself for reappointment.

- iv) Mr. Naveen Sharma was appointed on May 3, 2022 as Chef Financial Officer of the Company pursuant to the provisions of Section 203 read with rule 8 of Companies (Appointment and Remuneration) Rules, 2014 and other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, the consent of the Board be and is hereby accorded to appoint Mr. Naveen Sharma as Chief Financial Officer of the Company with effect from May 03, 2022, at such remuneration as may be agreed by the Board of Directors of the Company, to perform the duties which may be performed by a Chief Financial Officer under the Companies Act, 2013 and any other duties assigned to him by the Board from time to time
- v) Mr. Nikhil Munna Lodh has resigned from the post of Directorship and Chief Financial Officer with effect from 27/04/2022 due to personal reasons and his pre-occupations.

11. Independent directors' declaration :

Each of the Independent Directors have provided a declaration in accordance with Section 149(7) of the Act, read with Rules 16 and 25(8) of the Listing Regulations, confirming that he/she meets the criteria of independence as laid out in Section 149(6) of the Act and Regulations 16(1)(b) and 25(8) of the Listing Regulations.

12. Deposits:

During the year under review, your Company did not accept any deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

13. Internal Control Systems and their Adequacy:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

14. Board and Committee Meetings:

The Board of Directors (herein after called as “the Board”) met for 6 (Six) times during the Year under review:

Sr. No.	Particulars	No. of meetings held
1	Board meetings	8
2	Audit Committee meetings	7
3	Nomination and Remuneration Committee meeting	4
4.	Stakeholders Committee Meeting	4

15. Code of Conduct:

The Company has laid down a code of conduct for all Board members and senior management and Independent Directors of the Company. All the Board members including independent directors and senior management personnel have affirmed compliance with the code of conduct.

16. Vigil Mechanism/ Whistle Blower Policy:

The Company has a vigil mechanism named 'BOMTALKIES' in terms of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to deal with instance of fraud and mismanagement, if any, and to report concerns about unethical behavior, wrongful conduct and violation of the Company's code of conduct or ethics policy. The details of the said policy are explained in the Corporate Governance Report and also posted on the website of the Company i.e. www.bombaytalkieslimited.in.

17. Remuneration Policy:

The Board has, on the recommendation of the Nomination and Remuneration Committee adopted the Remuneration Policy, which inter-alia includes policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management Personnel and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

18. Familiarisation Programme For Board Members:

The Company is required to conduct the Familiarization Programme for Independent Directors (IDs), to familiarize them about the Company and their roles, rights, responsibilities in the Company. The Familiarization Programme is stated in the Corporate Governance Report forming part of this Annual Report. The details of such Familiarization Programme for directors may be referred to, at the website of the Company at www.bombaytalkieslimited.in.

19. Secretarial Standards:

The Company has in place proper systems to ensure compliance with the provisions of the applicable Secretarial Standards issued by The Institute of Company Secretaries of India and such systems are adequate and operating effectively.

20. Director's Responsibility Statement:

The directors confirm that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2021-22 and of the **loss** of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system was adequate and operating effectively.

21. Risk Policy:

Business risk evaluation and management is an ongoing process within the Company as per the risk management policy established by the board. The Company understands that risk evaluation and risk mitigation is a function of the Board of the Company and the Board of Directors is fully committed to developing a sound system for identification and mitigation of applicable risks viz., systemic and non-

systemic. The Board of Directors has approved a Risk Management Policy as per which the Company is in the process of identifying critical risks of various departments within the Company. Once identified, a sound mitigation system will be put in place. Further the Board is of the opinion that at present there are no material risks that may threaten the functioning of the Company.

The Company has a Risk Management framework in place to identify, assess, monitor and mitigate various risks to the business. This framework seeks to minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The framework also defines the risk management approach across the enterprise at various levels. Risk Management forms an integral part of the Company's planning process. Risk Management Committee of the Board reviews the process of risk management. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report

22. Auditors:

The shareholders of the Company at the 38th Annual General Meeting held on 29th September, 2022 had appointed M/s. S. N. Chakraborty & Co., Chartered Accountants (FRN: 309080E) as the Statutory Auditors of the company to hold office for period of 5 years commencing from the conclusion of the 38th AGM till the conclusion of 42nd AGM to held in the year 2026. M/s. S. N. Chakraborty & Co. Chartered Accountants (FRN: 309080E) will continue to act as auditors of the Company till financial year 2021-22.

23. Statutory Auditors' Observations:

The notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors Report does not contain any qualification, reservation or adverse remark.

There is no audit qualification for the year under review. Further no frauds are reported by the Auditor which falls within the purview of Section 143(12) of Companies Act, 2013.

24. Particulars of Contracts and Arrangements with Related Parties:

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis and are reviewed by the Audit Committee of the Board. During the year the Company has not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. A Policy on related party transactions has been posted on the Company's website www.bombaytalkieslimited.in

25. Disclosure under section 197(12) of the companies act, 2013 and other disclosures as per rule 5 of companies (Appointment & Remuneration) rules, 2014:

The statement containing particulars of employees as required under 197(12) of the Companies Act, 2013 read along with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not applicable to the Company as no employees were in receipt of remuneration above the limits specified in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

26. Secretarial Audit Report:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 G Aakash & Associates, Practicing Company Secretary was appointed to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2022. The Secretarial Audit Report is annexed herewith as "Annexure A."

The Secretarial Auditor of the Company has given unqualified report during the year under review.

27. Particulars of Loans, Guarantees or Investments:

The Company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013 during the Financial Year 2021-22.

28. Equity shares with differential Rights:

The Company has not issued any equity shares with deferential voting rights.

29. Corporate Social Responsibility Initiatives:

The provisions of section 135 about constitution of Corporate Social Responsibility Committee are not applicable to the Company. Hence, the company has not formed the same.

30. Details of Subsidiary/Joint Ventures/Associate Companies:

The company does not have any subsidiary companies or joint venture companies or associate companies during the year under review. Also, there was no company which have become or ceased to become the subsidiaries/joint ventures/associate company (ies) during the year.

31. Significant and Material Orders Passed by the Regulators or Courts or Tribunals:

During the financial year under review there were no significant and / or material orders, passed by the Regulatory/ Statutory Authorities or the Courts, which would impact the going concern status and its future operations.

32. Disclosure regarding issue of Employee Stock Options:

The Company has not issued shares under employee's stock options scheme pursuant to provisions of Section 62 read with Rule 12(9) of Companies (Share Capital and Debenture) Rules, 2014.

33. Disclosure regarding issue of Sweat Equity Shares

The Company has not issued sweat equity shares pursuant to provisions of Section 54 read with Rule 8 of Companies (Share Capital and Debenture) Rules, 2014 during the Financial Year.

34. Management Discussion and Analysis:

Management Discussion and Analysis Report for the financial year under review as stipulated under regulation 34 of the Listing Regulations is set out in a separate Section forming part of this Report.

35. Corporate Governance:

The Corporate Governance Report for Financial Year 2021 -22 as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') forms part of the Annual Report. The certificate from a practicing chartered accountant on compliance(s) with the corporate governance norms forms part of the Corporate Governance Report.

36. Board's Response on Auditors Qualification, Reservation or Adverse Remark or disclaimer Made:

There are no qualifications, reservations or adverse remarks made by the Statutory Auditors in their report or by the Company Secretary in Practice in the Secretarial Audit Report.

37. Disclosures Under Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013:

The Company is committed to provide a safe & conducive work environment to its employees and has formulated 'Policy for Prevention of Sexual Harassment' to prohibit, prevent or deter any acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment, thereby providing a safe and healthy work environment. During the year under review, no case of sexual harassment was reported.

38. Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future:

There are no significant and material orders passed by the Regulators/ Court who would impact the going concern status of the Company and its future operations.

39. Internal Financial Controls

The Directors had laid down internal Financial controls to be followed by the Company and such policies and procedures adopted by the Company 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. The Audit Committee evaluates the internal financial control system periodically

40. Compliance with Secretarial Standards on Board and General meeting

During the year under review, the Company has complied with the applicable Secretarial Standards i.e. SS-1 and SS-2, relating to "Meetings of the Board of Directors" and "General Meetings", respectively, issued by The Institute of Company Secretaries of India.

41. Cost Auditor

The appointment of Cost Auditor for the Company is not applicable to the Company

42. Appreciations:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, Executives, Staff and workers at all levels for their continuous co-operation and assistance.

Place: Mumbai
Dated: 27/08/2022

By Order of the Board
Sd/-
(Taniya Ravindra Kolhatkar)
Managing Director
DIN: 09299839

Annexure A
Form No. MR-3

SECRETARIAL AUDIT REPORT

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

To,
The Members,
Bombay Talkies Limited
CIN : L65990MH1984PLC033919
201, Navneelam Building A Wing
108, Worli Seaface Road, Worli
Mumbai – 400 018

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bombay Talkies Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2022, 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:
3. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Impala Industrial Enterprises Limited for the financial year ended on 31st March, 2022 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 Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- (f) 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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- (vi) Other Applicable Acts,
- (a) Factories Act, 1948
 - (b) Payment Of Wages Act, 1936, and rules made thereunder,
 - (c) The Minimum Wages Act, 1948, and rules made thereunder,
 - (d) Employees' State Insurance Act, 1948, and rules made thereunder,
 - (e) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made thereunder,
 - (f) The Payment of Bonus Act, 1965, and rules made thereunder,
 - (g) Payment of Gratuity Act, 1972, and rules made thereunder,
 - (h) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,
 - (i) Food Safety and Standards Act, 2006, and rules made thereunder.

4. We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Limited.

5. We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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.

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

6. We 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.

**For G Aakash & Associates
Company Secretaries**

Date: 27.05.2022

Place: Haryana

Sd/-

Aakash Goel

(Prop.)

M. No.: A57213

CP No.: 21629

Peer Review No.: 1685/2022

UDIN: A057213D000403561

ANNEXURE – 1

To,
The Members,
Bombay Talkies Limited

Our report of even date is to be read along with this letter.

1. It is management's responsibility to identify the Laws, Rules, Regulations, Guidelines and Directions which are applicable to the Company depending upon the industry in which it operates and to comply and maintain those records with same in letter and in spirit. Our responsibility is to express an opinion on those records based on our audit.
2. We 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. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management's Representation about the compliance of Laws, Rules, Regulations, Guidelines and Directions and happening events etc.
5. 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.

**For G Aakash & Associates
Company Secretaries**

Sd/-

**Aakash Goel
(Prop.)**

M. No.: A57213

CP No.: 21629

Peer Review No.: 1685/2022

UDIN: A057213D000403561

Date: 27.05.2022

Place: Haryana

REPORT ON CORPORATE GOVERNANCE

Pursuant to Schedule V (C) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended as on date.

Corporate Governance is a set of standards which aims to improve the Company's image, efficiency and effectiveness. It is the road map, which guides and directs the Board of Directors of the Company to govern the affairs of the Company in a manner most beneficial to all the Shareholders, the Creditors, the Government and the Society at large. Your Company has complied with all material aspects of the Corporate Governance Code as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A Report on the Corporate Governance compliance is furnished below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate governance is a value-based framework to manage our Company affairs in a fair and transparent manner. As a responsible corporation, we use this framework to maintain accountability in all our affairs and employ democratic and open processes. We have evolved guidelines and best practices over the years to ensure timely and accurate disclosure of information regarding our financials, performance, and governance of the Company. The Board of Directors and the management of the Company is committed to the consistent adherence to the corporate governance code and constant review of the Board processes, practices and the Management Systems to maintain a greater degree of responsibility and accountability.

2. BOARD OF DIRECTORS:

The Board of Directors is entrusted with the ultimate responsibility of the management, general affairs, directions and performance of the Company. The members on the Board possess adequate experience, expertise and skills necessary to manage the affairs of the Company in the most efficient manner. The strength of Board of Directors is 5 (Five). Whose composition and category is given below:

A. Composition and category of directors as on March 31, 2022:

The Board comprises such numbers of non-executive, executive and Independent Directors as required under applicable legislation. The composition of board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The Board of the Company comprises of 5 (Five) Directors. The Composition of the Board of Directors is as follows:

Director	Category
Mr. Nikhil Munna Lodh	Executive- Non-Independent Director
Mr. Dharmesh Kotak	Non-Executive - Non Independent Director
Ms. Vandana Gupta	Non-Executive - Independent Director
Ms. Gunjan Mittal	Non-Executive - Independent Director
Ms. Taniya Ravindra Kolhatkar	Non-Executive - Independent Director
Ms. Harshali Bhagwan Zine	Non-Executive - Independent Director

B. Attendance of Each Director at the meeting of the Board of directors and the last Annual General Meeting:

Name of the Directors	No. of Board Meeting Attended	Attendance at last AGM held on September 29, 2021
Mr. Nikhil Munna Lodh	8	Yes
Mr. Dharmesh Kotak	8	Yes
Ms. Vandana Gupta	8	Yes
Ms. Gunjan Mittal	8	Yes
Ms. Harshali Bhagwan Zine (refer note below)	5	NA
Ms. Taniya Ravindra Kolhatkar (refer note below)	5	Yes

Notes to table above:

Ms. Taniya Ravindra Kolhatkar - Appointed w.e.f. September 03, 2021

Ms. Harshali Bhagwan Zine – Resigned on September 03, 2021

C. Number of Other Board of Directors Or Committees in Which A Directors is a member or chairperson:

Directors	Category	No. of other Directorship	No. of other Committee positions	
			Member	Chairman
Mr. Nikhil Munna Lodh	Executive- Non-Independent Director	1	0	1
Mr. Dharmesh Kotak	Non-Executive - Independent Director	3	3	0
Ms. Vandana Gupta	Non-Executive – Non Independent Director	6	6	0
Ms. Gunjan Mittal	Non-Executive - Independent Director	2	2	0
Ms. Taniya Ravindra Kolhatkar	Non-Executive - Independent Director	1	1	0

D. Number of Meetings of the Board of Directors held and dates on which held:

During the year under review, the meetings of the Board of Directors were held Eight (8) times on the following dates and confirm to the Regulation 17(2) of the Listing Regulations.:

- 29th June 2021
- 31st July 2021
- 13th August 2021
- 3rd September 2021
- 13th November 2021
- 27th January 2022
- 8th March 2022
- 22nd March 2022

E. Disclosure of Relationships Between Directors Inter-Se:

None of the Directors of the Company are related to each other.

F. Separate Meetings of Independent Directors:

As stipulated under Schedule IV to the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations, a separate meeting of the Independent Directors was held. Amongst other matters they reviewed the performance of Non Independent Directors and the Board as a whole; reviewed the performance of the Chairperson of the Company, and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties

G. Number of shares and convertible instruments held by Non-Executive directors:

None of the Non- Executive Directors of the Company has Equity shares and convertible instruments

H. Familiarization programme imparted to Independent Directors:

Pursuant to Regulation 25(7) of the Listing Regulations, familiarization programmes were imparted to Independent Directors of the Company, on the nature of the industry and the business model of the Company, roles, rights and responsibilities of the Independent Directors and other relevant information.

The policy on familiarization programme is available at www.bombaytalkieslimited.in.

I. Matrix of skill/expertise/competence of the Board of Directors:

The role of Board of Directors is one of providing guidance and direction to the operating management of the company and laying down the framework for maintenance of high standards of governance and accountability. Since the non-executive Independent Directors are not required to involve themselves in the day to day operations and day to day strategies of running the business, no strict specific domain qualification or domain expertise can be prescribed for them. What is required is the ability to grasp the general aspects of business of the company, principles of governance and ability to articulate on matters brought to the Board etc.

J. Independent Directors confirmation:

Based on the disclosures received from all the independent directors and also in the opinion of the Board, the Independent Directors fulfill the conditions specified in the Companies Act, 2013 and Listing Regulations and are independent of the Management.

3. AUDIT COMMITTEE:

A. Terms of reference:

As per provisions of Section 177 of the Companies Act, 2013 and Regulation 18(3) and Schedule II - Part C to the Listing Regulations, the brief terms of reference of the Audit Committee of the Company, inter alia include-

- a) The recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- b) Review and monitor the auditor's independence and performance and effectiveness of audit process.
- c) Examination of the Financial Statement and the Auditors' Report thereon.
- d) Approval or any subsequent modification of transactions of the Company with related parties.
- e) Scrutiny of inter-corporate loans and investments.
- f) Valuation of undertakings or assets of the Company, wherever it is necessary.
- g) Evaluation of internal financial controls and risk management systems.
- h) Monitoring the end use of funds raised through public offers and related matters.

B. Composition, Name of Members and Chairperson:

The composition of the Committee is in line with the provisions of Section 177 of the Companies Act, 2013 and Section 18(3) of the Listing Regulations, as detailed below:

Name of Director	Position	Category
Ms. Vandana Gupta	Chairperson	Non-Executive - Independent Director
Mr. Dharmesh Kotak	Member	Non-Executive - Independent Director
Ms. Gunjan Mittal	Member	Non-Executive - Independent Director

C. Meetings and attendance during the year 2021-2022:

Name of Director	29-06-2021	31-07-2021	13-08-2021	13-11-2021	27-01-2022	08-03-2022	22-03-2022
Ms. Vandana Gupta	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Dharmesh Kotak	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Ms. Gunjan Mittal	Yes	Yes	Yes	Yes	Yes	Yes	Yes

The Audit Committee Meetings were also attended by the Statutory / Internal Auditors, wherever necessary.

4. NOMINATION AND REMUNERATION COMMITTEE

A. Terms of Reference:

The brief terms of reference are as per the provisions of Section 178 of the Companies Act, 2013 and Regulation 19(4) of the Schedule II - Part D to the Listing Regulations, inter alia include;

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Identifying persons who are qualified to become directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- Whether to extend or continue the terms of appointment of Independent Director, on the basis of the report of performance evaluation of Independent Directors.

B. Composition, Name of Members and Chairperson:

The composition of the Committee is in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19(1) of the Listing Regulations, as detailed below:

Name of Director	Position	Category
Ms. Gunjan Mittal	Chairperson	Non-Executive - Independent Director
Mr. Dharmesh Kotak	Member	Non-Executive - Independent Director
Ms. Vandana Gupta	Member	Non-Executive - Independent Director

C. Meetings and attendance during the year 2021-2022:

During the year under review, the Committee met on the following dates:

Name of Director	29-06-2021	31-07-2021	13-11-2021	27-01-2022
Ms. Gunjan Mittal	Yes	Yes	Yes	Yes
Mr. Dharmesh Kotak	Yes	Yes	Yes	Yes
Ms. Vandana Gupta	Yes	Yes	Yes	Yes

D. Performance evaluation criteria for independent directors:

During the year under review, the Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc.

Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance at Board Meetings and General Meetings; participation in Board proceedings; independence and candidness shown at meetings; clarity and objectiveness in expressing views at meetings; awareness of governance code, compliance requirements, risk framework, etc.

The evaluation of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. The Directors were satisfied with the outcome of the evaluation, which reflected the overall engagement of the Board and its Committees with the Company.

5. REMUNERATION OF DIRECTORS:

There are no pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the Company during the year other than in the nature of sitting fee, which they are entitled to as a director, as detailed below.

Name of the directors	Remuneration
Mr. Nikhil Munna Lodh	Rs. 1/-
Mr. Dharmesh Kotak	Nil
Ms. Vandana Gupta	Nil
Ms. Gunjan Mittal	Nil
Ms. Harshali Bhagwan Zine	Nil
Ms. Taniya Ravindra Kolhatkar	Nil

6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The composition of the Stakeholders Relationship Committee is in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, as detailed below:

Name of Director	Position	Category
Ms. Gunjan Mittal	Chairperson	Non-Executive - Independent Director
Mr. Dharmesh Kotak	Member	Non-Executive - Independent Director
Ms. Vandana Gupta	Member	Non-Executive - Independent Director

Meetings and Attendance during the year 2021-22:

During the year under review, the Committee met on the following dates:

Name of Director	29-06-2021	31-07-2021	13-11-2021	27-01-2022
Ms. Gunjan Mittal	Yes	Yes	Yes	Yes
Mr. Dharmesh Kotak	Yes	Yes	Yes	Yes
Ms. Vandana Gupta	Yes	Yes	Yes	Yes

7. GENERAL BODY MEETINGS:

A. Location and time, where last three Annual General Meetings held;

B. No. of Special Resolutions passed at the meetings:

Financial Year Ended	Date	Location of Meeting	Time
2020-21	30 th September, 2021	201, Nav Neelam Building, A- Wing, 2 nd Floor, 108, Worli Sea Face Road, Worli, Mumbai 400018	11.00 A. M
2019-20	30 th December, 2020	201, Nav Neelam Building, A- Wing, 2 nd Floor, 108, Worli Sea Face Road, Worli, Mumbai 400018	11.00 A. M
2018-19	26 th September, 2019	201, Nav Neelam Building, A- Wing, 2 nd Floor, 108, Worli Sea Face Road, Worli, Mumbai 400018	11.00 A. M

C. Special Resolutions passed through Postal Ballot and details of Voting Pattern during the year 2021-22:

No postal ballot was conducted during the financial year 2021-22.

D. Passing of Special Resolutions through Postal Ballot, during the year 2021-22

Your Company may propose to pass Special Resolutions conducted through Postal Ballot, if necessary, to comply with the provisions of the Companies Act, 2013 and the Rules made thereunder

8. MEANS OF COMMUNICATION:

- a) The Unaudited Financial Results for every Quarter and the Annual Audited Financial Results of the Company, in the prescribed format are taken on record by the Board and are submitted to BSE.
- b) The Quarterly / Annual Results are also posted on the Company's website at www.bombaytalkieslimited.in.
- c) All the Official news releases are disseminated on the website of the Company.
- d) No presentations were made to the institutional investors or to the analysts during the year under review.

9. GENERAL SHAREHOLDER INFORMATION:

A)	AGM: Date, time and venue	Thursday, 29th September, 2022 at 11.00 a.m. 201, Nav Neelam Building, A- Wing, 2nd Floor, 108, Worli Sea Face Road, Mumbai 400018
B)	Financial year	April 01, 2021 to March 31, 2022
	Adoption of Quarterly Results for the quarter ending	Date of adoption
	June 2022	On or before August 15, 2022
	September 2022	On or before November 15, 2022
	December 2022	On or before February 14, 2023
	March 2023	On or before May 31, 2023
C)	Dividend Payment Date	No dividend was declared
D)	Listing on Stock Exchanges exchange at which securities are listed Listing fee for 2021-22 have been paid in respect of BSE.	BSE Ltd
E)	Stock Code	BOMTALKIES-511246
F)	Market Price Data: High., Low during each month in last financial year	There was no trading during the Year
G)	Registrar and Transfer Agents	Adorit Corporate Services Pvt. Ltd.
H)	Share Transfer System	Demat and Physical (both)
I)	Distribution of shareholding	As per Annexure-1
J)	De-materialization of shares and liquidity	2966171 Equity share
K)	Plant Locations	NA
L)	Address for correspondence	201, Nav Neelam Building, A- Wing, 2nd Floor, 108, Worli Sea Face Road, Mumbai 400018
M)	List of all credit rating obtained by the entity:	The Company was not required to obtain any Credit rating during the FY2021-22.

Distribution of Shareholding as on 31.03.2022 (Annexure – 1)

No. of Shares	No. of shareholders	% of Total holders	No. of Shares	% of total Holdings
Upto 500	965	58.59	778568	1.44
501 – 1000	32	1.94	241061	0.45
1001 – 2000	46	2.79	816667	1.51
2001 – 3000	353	21.43	9355650	17.33
3001 – 4000	183	11.11	6858700	12.70
4001 – 5000	40	2.43	1808075	3.35
5001 – 10000	8	0.49	615779	1.14
10001 & Above	20	1.21	33525500	62.08
TOTAL	1647	100.00	54000000	100.00

10. OTHER DISCLOSURES:

(a) Related Party Disclosures:

During the year under review, no transaction of material nature has been entered into by the Company with its promoters, the directors or the management, or relatives, etc., that may have a potential conflict with the interests of the Company.

All related party transactions are placed before the Audit Committee as also the Board for approval. A statement giving details of the transactions entered with the related parties is placed before the Audit Committee and the Board of Directors for their approval / ratification on a quarterly basis.

The Register of Contracts containing transactions, in which directors are interested, is placed before the Audit Committee / Board regularly

The Board of Directors of the Company, on the recommendation of the Audit Committee, adopted a policy on Related Party Transactions, to regulate the transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. The Policy as approved by the Board is uploaded on the Company's website at www.bombaytalkieslimited.in.

(b) Non-Compliances by the Company:

There has been no instance of non-compliance by the Company on any matter related to Capital Markets during the last three Financial Years.

(c) Establishment of Vigil Mechanism/ Whistle Blower Policy and affirmation that no personnel has been denied access to the Audit Committee:

In accordance with the provisions of Section 177(9) of the Companies Act, 2013 and the Rules made thereunder and also Regulation 22 of the Listing Regulations, your Company has in place a vigil mechanism termed as Whistle Blower Policy, for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy, which also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

The Whistle Blower mechanism is devised in such a manner that would enable the stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices. The Whistle Blower Policy is made available on the website of the Company at www.bombaytalkieslimited.in.

(d) Compliance with Mandatory Requirements and adoption of non-mandatory requirements:

The Company has complied with all the mandatory requirements of Corporate Governance norms as enumerated under Schedule II to the Listing Regulations.

(e) Subsidiary Company:

The Company does not have any Subsidiary

(f) Disclosure of commodity price risks and commodity hedging activities: Not Applicable

(g) Details of utilization of funds raised through preferential allotment: Not Applicable

(h) Certification from Company Secretary in Practice:

M/s. G. Akash & Associates. Practicing Company Secretary, has issued a certificate confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

(i) Details of Recommendation of Committee not accepted by the Board:

There were no instances where the Board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year.

(j) Total fees paid to statutory auditors for all services: Rs. 7,500/-

(k) Disclosures in relation to Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

Number of complaints filed during the financial year	Nil
Number of complaints disposed of during the financial year	Nil
Number of complaints pending as on end of the financial year	Nil

11. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT:

The Company has complied with all the mandatory requirements of the Corporate Governance Report.

12. DISCLOSURE RELATING TO ADOPTION OF DISCRETIONARY REQUIREMENTS SPECIFIED IN PART E OF SCHEDULE II:

(a) The Board:

The Company has a Non- Executive Chairman and he is entitled to maintain his Chairperson's office at the Company's expenses and also allowed reimbursement of expenses incurred in performance of his duties.

(b) Modified Opinion(s) in Audit Report: NIL

(c) Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee

13. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS:

a) The Company has complied with the Corporate Governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46(as applicable).

b) Code of Conduct for the Directors (incorporating the duties of Independent Directors) and Senior Management of the Company:

The Board of Directors had laid down a Code of Conduct applicable to all the Directors and Senior Managers of the Company. The said Code of Conduct has been posted on the website of the Company at www.bombaytalkieslimited.in.

c) Code of Conduct for prevention of Insider Trading With a view to regulate trading in securities by the directors and designated employees, the Company has adopted a code of Conduct to regulate, monitor and report trading by Insiders. The said insider trading policy has been posted on the website of the Company at www.bombaytalkieslimited.in

14. RECONCILIATION OF SHARE CAPITAL AUDIT:

Karishma Sureka & Co. Practicing Company Secretary has issued quarterly reports reconciling the issued and listed capital of the Company with the aggregate of the number of shares held by shareholders in physical form and in the Depositories and the said certificates were submitted to BSE.

15. CEO/CFO Certification:

As required under Schedule II - Part B to the Listing Regulations the Chief Financial Officer has furnished the necessary Certificate to the Board of Directors with respect to financial statements and Cash flow statements for the year ended March 31, 2022.

Place: Mumbai
Dated: 27/08/2022

By Order of the Board
Sd/-
(Taniya Ravindra Kolhatkar)
Managing Director
DIN: 09299839

CERTIFICATE ON CORPORATE GOVERNANCE REPORT

**The Members of
Bombay Talkies Limited**
CIN: L65990MH1984PLC033919

I have examined the compliance of conditions of Corporate Governance by Impala Industrial Enterprises Limited for the year ended March 31, 2022 as per Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period April 01, 2021 to March 31, 2022..

The Compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company to ensure Compliance with the condition of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors, Officers and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned clause of the Listing Regulations.

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

For S. N. Chakrabarty & Co.
Chartered Accountants
Firm Registration No. 309080E

Sd/-
Saurindra Nath Chakrabarty
Proprietor

Membership No: 16230
UDIN : 22016230AJRYNN3608
Kolkata

MD / CFO CERTIFICATION

(Pursuant to Regulation 17(8) read with Schedule II of SEBI
(Listing Obligations & Disclosure Requirements) Regulations, 2015)

**To,
The Board of Directors
Bombay Talkies Limited**

We have reviewed financial statements and the Cash Flow Statement for the year ended March 31, 2022 and that to the best of our knowledge and belief:

1. To the best of our knowledge and belief, we certify that:
 - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that are misleading.
 - b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. To the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

By Order of the Board
Sd/-
(Taniya Ravindra Kolhatkar)
Executive Director
DIN: 09299839

Place: Mumbai
Dated: 27/08/2022

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Your Directors have pleasure in presenting the Management Discussion and Analysis Report for the year ended on 31st March, 2022.

FORWARD-LOOKING STATEMENTS:

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

OPPORTUNITIES AND THREATS:

The fundamental growth drivers of the country's economy as well as our company continue to remain strong despite the pressures of slowdown and inflationary conditions prevalent till recently in the nation and also globally.

The threats to the segments in which the company operates are volatility in Exchange rate, pricing pressure arising due to competition from low cost suppliers, technology up-gradation, and severe competition among competitor and newly emerging competitive nations and stricter environment laws. Further, the Indian economy is now integrated with the world economy to a very large extent and therefore vulnerable to the direct impact of such a slowdown; such an impact could adversely affect the Company's performance as well. Therefore, the company has decided to close down the manufacturing activity, concentrate on the trading, and look for other opportunities in the Export market.

MANAGEMENT TEAM:

The existing management has a strong technical and management knowledge and experience in the chemical business.

Smt. Taniya Ravindra Kolhatkar, Chairperson of the Company is an entrepreneur and is having vast knowledge and expertise in handling various businesses including the business of the Company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has proper and adequate internal control system commensurate with the size of the business operations geared towards achieving efficiency in its various business operations, safeguarding assets, optimum utilization of resources and compliance with statutory regulations. The management is ensuring an effective internal control system to safeguard the assets of the company. Efforts for continued improvement of internal control system are being consistently made in this regard. The company has cleared secured bank liability against assets.

HUMAN RESOURCES VIS-À-VIS INDUSTRIAL RELATIONS:

The Company values and appreciates the dedication and drive with which its employees have contributed towards improved performance during the year under review. The industrial relations with staff and officers are cordial during the year under review. All issues pertaining to staff matters are resolved in harmonious and cordial manner.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws, and other statutes and other incidental factors.

By Order of the Board
Sd/-
(Taniya Ravindra Kolhatkar)
Executive Director
DIN: 09299839

Place: Mumbai
Dated: 27/08/2022

INDEPENDENT AUDITOR'S REPORT

To
The Members of
BOMBAY TALKIES LIMITED
Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **BOMBAY TALKIES LIMITED** (“the Company”), which comprise the Balance Sheet as at March 31, 2022, and the Statement of Profit and Loss, the Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

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 Companies Act, 2013 (“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, 2022, and its **Loss** and the changes in equity for the year ended on that date.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is a private company.

Information Other than the Financial Statements and Auditor’s Report thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board’s Report including Annexures to Board’s Report, Business Responsibility Report, but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility of the Financial Statements

The Company's Board of Directors are 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 and Financial Performance, and the statement of Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for

one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. Requirements of Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, are not applicable.
2. As required by section 143(3) of the Act, we further 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, Statement of Profit and Loss, and Statement of Changes in Equity 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 (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2022, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022, from being appointed as a director in terms of section 164(2) of the Act.
 - f. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long-term contracts including derivative contracts, as such the question of commenting on any material foreseeable losses thereon does not arise.
 - iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.

For **S. N. Chakrabarty & Co.**
Chartered Accountants
Firm Regn.No.: 309080E

Place : Kolkata
Dated : 27/05/2022

Sd/-
Saurindra Nath Chakrabarty
(Proprietor)
Membership No : 016230
UDIN: 22016230AJRYNN3608

Annexure –“A” to Independent Auditor’s Report

Statement referred to in paragraph 1 under the heading “Report and Other Legal Regulatory Requirements” of Auditor’s Report on even date to the Members of **BOMBAY TALKIES LIMITED**.

1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment.

b) The property, plant and equipment have been physically verified by the management during the year, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
c) The title deeds of immovable properties are held in the name of the Company.
2. The Company has inventory of equity shares held in physical form.

As explained to us, the inventories of goods were verified at regular intervals by the Management and no material discrepancies were noticed on physical verification of stocks as compared to book records.
3. The Company has maintained complete disclosure in register in respect to transactions with companies, firms or any such parties, during the year, covered in the register maintained u/s 189 of the Act.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
5. The Company has not accepted any deposits, within the meaning of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under or any other relevant provisions of the Act and the rules framed there under are not applicable.
6. In our opinion, the Company does not require to maintain the cost records as required under section 148(1) of the Act.
7. a) As per records of the Company and according to the information and explanations given to us, the Company is regular in depositing undisputed applicable statutory dues including Provident Fund, ESI, Income-tax, Sales-tax, Service Tax, Custom duty, Excise Duty, VAT, Cess and any other statutory dues with the appropriate authorities and there are no undisputed amount in arrears as on 31st March 2022, for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no cases of non deposit with the appropriate authorities of disputed dues of Income tax, Sales tax, Service tax, Custom duty, Excise duty, VAT or Cess.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of Loans or borrowings to financial institutions, banks. The company has not raised any debentures.
9. According to the information and explanations given to us, the Company has not raised moneys by way of initial public offer, further public offer including debt instruments and term loan during the year.

10. During the course of our examination of the books of account carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of fraud on or by the Company nor we have been informed of such case by the management.
11. The company during the year has paid managerial remuneration to its directors in excess of the limit specified in section 197 of the Companies Act, 2013. The excess remuneration paid/provided during the year to its director, has been approved by the Members of the Company in the Extra-ordinary General Meeting.
12. The Company is not a Nidhi Company and hence reporting under clause (xii) of Paragraph 3 of the Order is not applicable.
13. In our opinion and according to the information and explanations given to us the Company's transactions with its related party are in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, and details of related party transactions have been disclosed in the financial statements etc. as required by the applicable Indian accounting standards.
14. During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of Paragraph 3 of the Order is not applicable to the Company.
15. In our opinion and according to the information and explanations given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence reporting under clause (xv) of Paragraph 3 of the Order is not applicable to the Company.
16. In our opinion and according to information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **S. N. Chakrabarty & Co.**
Chartered Accountants
Firm Regn.No.: 309080E

Place : Kolkata
Dated : 27/05/2022

Sd/-
Saurindra Nath Chakrabarty
(Proprietor)
Membership No : 016230
UDIN: 22016230AJRYNN3608

BOMBAY TALKIES LIMITED**Balance Sheet as at 31 March, 2022**

	Particulars	Note No.	As at 31 March, 2022	As at 31 March, 2021
			Rs	Rs
A	EQUITY AND LIABILITIES			
1	Shareholders' Funds			
	(a) Share Capital	2	5,40,00,000.00	5,40,00,000.00
	(b) Reserves and Surplus	3	6,29,823.46	24,61,690.62
			5,46,29,823.46	5,64,61,690.62
2	Current Liabilities			
	(a) Other Current Liabilities	4	11,14,500.00	7,55,950.00
			11,14,500.00	7,55,950.00
			5,57,44,323.46	5,72,17,640.62
B	ASSETS			
1	Non-Current Assets			
	(a) Fixed Assets			
	(i) Tangible Assets	5	34,23,806.98	33,62,374.98
			34,23,806.98	33,62,374.98
	(b) Non-Current Investment	6	2,22,21,920.50	2,30,81,920.50
			2,22,21,920.50	2,30,81,920.50
2	Current assets			
	(a) Inventories	7	1,07,75,252.50	1,15,46,500.00
	(b) Sundry Debtors	8	20,43,750.00	20,43,750.00
	(c) Cash and Cash Equivalents	9	2,29,600.48	1,83,102.14
	(d) Short-Term Loans and Advances	10	1,70,49,993.00	1,69,99,993.00
			3,00,98,595.98	3,07,73,345.14
			5,57,44,323.46	5,72,17,640.62
	Significant Accounting Policies and Notes on Accounts	1-18	-	-

AS PER OUR REPORT OF EVEN DATE ATTACHED

For and on behalf of the Board

For **S. N. Chakrabarty & Co.**

Chartered Accountants

Firm Regn. No.: 309080E

Sd/-

Saurindra Nath Chakrabarty

Proprietor

Membership No : 016230

Place : Kolkata

Date : 27/05/2022

UDIN : 22016230AJRYNN3608

Sd/-

Taniya Kolhatkar

Director

DIN : 09299839

Sd/-

Dhamesh Kotak

Director

DIN : 06642157

Sd/-

Ms. Mandeep Kaur

Co. Secretary

Membership No. : 27346

BOMBAY TALKIES LIMITED**Statement of Profit and Loss for the year ended 31 March, 2022**

Particulars	Note No.	For the year ended 31st March, 2022	For the year ended 31st March, 2021
		Rs	Rs
Revenue from Operations	11	7,98,687.50	3,00,000.00
Other Income	12	3,60,000.00	2,27,500.00
Total Revenue (A)		11,58,687.50	5,27,500.00
Expenses			
(a) Purchase		-	-
(b) Changes in Inventories of Finished Goods	13	7,71,247.50	3,00,000.00
(c) Depreciation and Amortisation Expense	5	94,313.00	94,313.00
(d) Employee Benefits Expense	14	2,88,830.00	1,31,445.00
(e) Other Expenses	15	18,36,164.16	8,27,656.00
Total Expenses (B)		29,90,554.66	13,53,414.00
Profit / (Loss) before tax (A - B)		(18,31,867.16)	(8,25,914.00)
Tax expense:			
Current Tax Expense for Current Year			
(a) Tax Expense for Current Year		-	-
(b) Tax Expenses for Earlier Year		-	-
Profit / (Loss) for the year		(18,31,867.16)	(8,25,914.00)
Earnings per share (of Rs 10/- each):			
(a) Basic		(0.03)	(0.02)
(b) Diluted		(0.03)	(0.02)
Significant Accounting Policies and Notes on Accounts	1-18		

**AS PER OUR REPORT OF EVEN DATE
ATTACHED**

For S. N. Chakrabarty & Co.
Chartered Accountants
Firm Regn. No.: 309080E

Sd/-
Saurindra Nath Chakrabarty
Proprietor
Membership No : 016230

Place : Kolkata
Date : 27/05/2022
UDIN : 22016230AJRYNNB608

For and on behalf of the Board

Sd/-
Taniya Kolhatka
Director
DIN : 09299839

Sd/-
Dharmesh Kotak
Director
DIN : 06642157

Sd/-
Ms. Mandeep Kaur
Co. Secretary

BOMBAY TALKIES LIMITED

NOTES ON ACCOUNTS AND SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

Note	Particulars
1	Significant Accounting Policies
1.1	Basis of Accounting and Preparation of Financial Statements
	The Financial Statements have been prepared under the Historical Cost Convention and materially comply with the mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of Companies (Account) Rules, 2014, the provision of the Act (to the extent notified). Accounting policies have been consistently applied in the preparation of financial statements.
1.2	Use of Estimates
	The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is recognized in the period in which the results are known / materialized.
1.3	Fixed Assets
	Fixed Assets are stated at cost of acquisition less accumulated depreciation. Cost includes all expenses, direct and indirect, specifically attributable to its acquisition and bringing it to its current location and working condition for its intended use.
1.4	Depreciation and Amortisation
	No Depreciation Provided on Fixed Assets during the year.
1.5	Cash and Cash Equivalents
	Cash comprises cash on hand and demand deposits with banks.
1.6	Revenue Recognition
	Both income and expenditure items are recognized on accrual and prudent basis.
1.7	Earning per Share
	Basic earnings per share is computed by dividing the profit / (Loss) after tax (including the post tax effect of extraordinary items, if any by the weighted average number of equity shares outstanding during the year.
1.8	Expenses:
	All expenses are accounted for on accrual basis.
1.9	Taxes on Income:
	Current tax is determined as the amount of tax payable in respect of taxable income at applicable rate of tax for the year. The Government of India, on 20/09/2019, vide the Taxation Laws (Amendment) Ordinance 2019, inserted a new Section 115BAA in the Income Tax Act, 1961, which provides an option to the Company for paying Income Tax at reduced rates as per the provisions/conditions defined in the said section. The Company is continuing to provide for income tax at old rates, based on the available outstanding MAT credit entitlement and various exemptions and deductions available to the Company under the Income Tax Act, 1961.
1.10	Provisions, Contingent Liabilities & Contingent Assets:
	a) Provisions are recognised in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered probable. Contingent liabilities are shown by way of Notes to the Accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable.
	b) Contingent assets are not recognised in the Accounts.
1.11	Loans and advances
	Proper confirmation has been obtained from third party regarding loans obtained by the organisation.
1.12	Liabilities towards Macro, Small & Medium Enterprises
	As per provisions of Macro, Small and Medium Enterprises Development Act, 2006, there are no such enterprises to whom the Company owe dues which are outstanding for more than 45 days at the Balance Sheet date to the extent such enterprises have been identified on the basis of information available with the company.

BOMBAY TALKIES LIMITED**Notes Forming Part of the Financial Statements for the year ended 31st March, 2022****Note 2 Share Capital**

Particulars	As at 31st March, 2022		As at 31st March, 2021	
	Number of Shares	Rs	Number of Shares	Rs
(a) Authorised Equity Shares of Re. 1/- each with voting rights	5,40,00,000	5,40,00,000	5,40,00,000	5,40,00,000
(b) Issued, Subscribed and Paid - up Equity Shares of Re. 1/- each with voting rights	5,40,00,000	5,40,00,000	5,40,00,000	5,40,00,000
Total :	5,40,00,000	5,40,00,000	5,40,00,000	5,40,00,000

(A) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	Number of shares	Rs	Number of shares	Rs
Opening Balance	5,40,00,000	54,00,00,000	5,40,00,000	54,00,00,000
Change during the year	-	-	-	-
Closing Balance	5,40,00,000	54,00,00,000	5,40,00,000	54,00,00,000

(B) Rights, Preference and Restriction attached to shareholders

Equity Shares : The Company has one class of equity shares having a par value of Rs. 10 per Share. Each Shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholder are eligible to receive the remaining assets of the company after distribution of all preferential amounts in proportion to their shareholding.

(C) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March, 2022		As at 31st March, 2021	
	Number of shares held	%holding in that class of shares	Number of shares held	%holding in that class of shares
Equity Shares with voting rights				
Graceful Properties Limited	33,60,000	6.22	33,60,000	6.22
Jagdishwar Pharmaceuticals Works Limited	28,80,000	5.33	28,80,000	5.33
Laffan Software Limited	31,20,000	5.76	31,20,000	5.76
N.E. Electronics Limited	31,80,000	5.89	31,80,000	5.89
Conrad Telefilms Limited	33,60,000	6.22	33,60,000	6.22
Varishtha Business Private Ltd	29,40,000	5.44	29,40,000	5.44
Online Information Technologies Ltd	30,00,000	5.56	30,00,000	5.56
SRG Custodian & Securities (India) Limited	28,20,000	5.22	28,20,000	5.22

BOMBAY TALKIES LIMITED

Notes Forming Part of the Financial Statements for the year ended 31st March, 2022

Note 3 Reserves and Surplus

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Rs	Rs
Surplus / (Deficit) in Statement of Profit and Loss		
Opening Balance	24,61,691	32,87,605
Add : Profit / (Loss) for the Current Year	(18,31,867)	(8,25,914)
Closing Balance	6,29,823	24,61,691
Total :	6,29,823	24,61,691

Note 4 Other Current Liabilities

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Rs	Rs
Audit Fees Payable	7,500	15,450
Listing Fees Payable	10,62,000	7,08,000
Other Expenses Payable	45,000	32,500
Total :	11,14,500	7,55,950

Note 6 Non - Current Investments

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Rs	Rs
Investments in Shares	2,22,21,921	2,30,81,921
Total :	2,22,21,921	2,30,81,921

Note 7 Inventories

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Rs	Rs
Finished Goods	1,07,75,253	1,15,46,500
Total :	1,07,75,253	1,15,46,500

BOMBAY TALKIES LIMITED**Notes Forming Part of the Financial Statements for the year ended 31st March, 2022****Note 5 Tangible Assets**

S. No.	Particulars	Gross Block			Depreciation			Net Block	
		Balance on 1st April, 2021	Additions/ Disposal	Balance on 31st March, 2022	Balance on 1st April, 2021	For the Year	Balance on 31st March, 2022	Balance on 31st March, 2022	Balance on 31st March, 2021
1	Furniture & Fixture	9,02,874.00	-	9,02,874.00	9,02,874.00	-	9,02,874.00	-	-
2	Computer	1,39,060.00	-	1,39,060.00	1,39,060.00	-	1,39,060.00	-	-
3	Office Equipment	2,89,800.00	-	2,89,800.00	2,89,800.00	-	2,89,800.00	-	-
4	Telephone EFBX	1,00,000.00	-	1,00,000.00	1,00,000.00	-	1,00,000.00	-	-
5	Air Condition	85,750.00	1,40,000.00	2,25,750.00	75,319.20	3,643.00	78,962.20	1,46,787.80	10,430.80
6	Motor Car	66,19,265.00	-	66,19,265.00	32,67,320.82	90,670.00	33,57,990.82	32,61,274.18	33,51,944.18
7	Computer Printer	-	14,396.00	14,396.00	-	-	-	14,396.00	-
8	Mobile Handset	-	1,349.00	1,349.00	-	-	-	1,349.00	-
	Total :	81,36,749.00	1,55,745.00	82,92,494.00	47,74,374.02	94,313.00	48,68,687.02	34,23,806.98	33,62,374.98
	Previous Year	81,36,749.00	-	81,36,749.00	46,80,061.02	94,313.00	47,74,374.02	33,62,374.98	34,56,687.98

BOMBAY TALKIES LIMITED

Notes Forming Part of the Financial Statements for the year ended 31st March, 2022

Note 8 Trade Receivable

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Rs	Rs
Outstanding for a period exceeding six month due date	-	-
Others Debts		
a) Secured Considerd Goods	-	-
b) Unsecured Considered Goods	20,43,750	20,43,750
c) Doubtful	-	-
Total :	20,43,750	20,43,750

Note 9 Cash & Cash Equivalentents

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Rs	Rs
Balances with banks		
In Current Accounts	1,05,745	36,992
Cash on hand	1,23,855	1,46,110
Total :	2,29,600	1,83,102

Note 10 Short Term Loans and Advances

Particulars	As at 31st March, 2022	As at 31st March, 2021
	Rs	Rs
Loans & Advances	1,68,45,999	1,67,95,999
Deposit	1,14,268	1,14,268
Income Tax Paid	89,726	89,726
Total :	1,70,49,993	1,69,99,993

Note 11 Revenue

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
	Rs	Rs
Sale of Shares	7,98,688	3,00,000
Total :	7,98,688	3,00,000

Note 12 Other Income

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
	Rs	Rs
Miscellaneous Income	3,60,000	2,27,500
Total :	3,60,000	2,27,500

Note 13 Changes in Inventory of Finished Goods

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
	Rs	Rs
Opening Stock	1,15,46,500	1,18,46,500
Less: Closing Stock	1,07,75,253	1,15,46,500
Increase / (Decrease) in Stocks	(7,71,248)	(3,00,000)

BOMBAY TALKIES LIMITED**Notes Forming Part of the Financial Statements for the year ended 31st March, 2022****Note 14 Employee Benefits Expenses**

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
	Rs	Rs
Salary	2,78,935	1,20,000
Staff Welfare Expenses	9,895	11,445
Total :	2,88,830	1,31,445

Note 15 Other Expenses

Particulars	For the year ended 31st March, 2022	For the year ended 31st March, 2021
	Rs	Rs
Annual Listing Fees & Penalty Chrgs	6,25,400	3,83,500
Auditors Remuneration	7,500	15,450
Advertisement and Publicity	16,170	-
Bank Charges	9,661	-
Central Depository Services Ltd	10,620	10,620
Demat Charges	2,900	-
Electricity Expenses	700	-
Filing Fees	32,700	9,000
Legal & Professional Charges	1,09,040	2,54,500
License Fees	45,000	-
Loss on Sale of Investments	7,74,000	-
Miscellaneous Expenses	25,720	16,562
National Securities Depository Ltd	9,440	11,795
Office Expenses	38,500	30,500
Postage & Courier	9,570	17,356
Printing & Stationery	15,210	20,140
Registrar Expenses	60,082	46,728
Secretarial Audit	12,500	4,000
Telephone & Internet Expenses	10,461	7,505
Website Expenses	20,990	-
Total :	18,36,164	8,27,656

Note 16 : The figures have been rounded off to the nearest rupee.**Note 17 :** Disclosures of related party transactions (as identified & certified by the management) : As per Accounting Standard-18- ' Related Party Disclosures' issued by the Institute of Chartered Accountants of India - Nil.**Note 18 :** Statutory Audit Fees includes payment to the auditors.**For and on behalf of the Board****For S. N. Chakrabarty & Co.**

Chartered Accountants

Firm Regn. No.: 309080E

Sd/-

Taniya Kolhatkar

Director

DIN : 09299839

Sd/-

Saurindra Nath Chakrabarty

Proprietor

Membership No : 016230

Sd/-

Dhamesh Kotak

Director

DIN : 06642157

Place : Kolkata

Date : 27/05/2022

UDIN : 22016230AJRYNN3608

Sd/-

Ms. Manddeep Kaur

Co. Secretary

Membership No. : 27346

BOMBAY TALKIES LIMITED**Cash Flow Statement for the year ended 31st March, 2022**

Pursuant to clause 32 of the listing agreement

	For the Year ended 31st March, 2022	(Rupees in Lacs) For the Year ended 31st March, 2021
A. <u>Cash Flow From Operating Activities</u>		
Net Profit Before Tax:	(18,319)	(8,259)
Adjustment for -		
Depreciation	0,943	0,943
	<u>(17,376)</u>	<u>(7,316)</u>
Operating Profit before working capital changes:	(17,376)	(7,316)
Adjustment for -		
Loans & Advances	(0,500)	-
Stock of Shares	7,712	3,000
Trade Receivable	-	-
Current Liabilities & Provision	3,586	3,622
	<u>10,798</u>	<u>6,622</u>
Cash generated from Operation:	(6,578)	(0,694)
Adjustment for -		
Tax Paid for earlier Year	-	-
Net Cash from Operating Activities	<u>(6,578)</u>	<u>(0,694)</u>
B. <u>Cash Flow from Investing Activities</u>		
Adjustment for -		
Investments	8,600	0,500
Fixed Assets	(1,557)	-
Net Cash Used in Investing Activities	<u>7,043</u>	<u>0,500</u>
C. <u>Cash Flow from Financing Activities</u>		
Capital Raised due to Private Placement	-	-
Net Cash used in Financing Activities	<u>-</u>	<u>-</u>
Net increase in Cash & Cash Equivalents (A+B+C)	0,465	(0,194)
Cash & Cash Equivalents as at Opening Balance	1,831	2,025
Cash & Cash Equivalents as at Closing Balance	<u>2,296</u>	<u>1,831</u>
For and on behalf of the Board		
Place : Kolkata	Sd/- Taniya Kólhatkar Director DIN : 09299839	Sd/- Dharmesh Kotak Director DIN : 06642157
Date : 27/05/2022		
Auditor's Certificate		
We have examined the above Cash Flow Statement of M/s. Bombay Talkies Ltd for the year ended 31st March, 2022. The Statement have been prepared by the Company in accordance with the requirement of clause 32 of the Listing Agreements with various Stock Exchanges and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report to the Members of the Company.		
For S. N. Chakrabarty & Co.		
Chartered Accountants		
Firm Regn. No.: 309080E		
Sd/-		
Saurindra Nath Chakrabarty		
Proprietor		
Membership No : 016230		
Place : Kolkata		
Date : 27/05/2022		
UDIN : 22016230AJRYNN8608		

BOMBAY TALKIES LIMITED

CIN: L65990MH1984PLC033919

Registered office :

201, Nav Neelam Building, A Wing, 2nd Floor, 108, Worli Sea face Road,
Mumbai 400018

Website : bombaytalkiesltd.com

Email : btl.invstcomp@rediffmail.com Phone: +91-9167368889

Form No. MGT-12

Polling Paper

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies
(Management and Administration) Rules, 2014]*

Name of the Company :	Bombay Talkies Limited
Registered office :	201, Nav Neelam Building, A- Wing, 2 nd Floor, 108, Worli Sea Face Raod, Worli, Mumbai 400018

BALLOT PAPER (38th AGM, 2022)

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Share

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

SL. No.	Resolutions	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of Financial Statements for the financial year ended March 31, 2022:			
2.	Re-Appointment of Smt. Taniya Ravindra Kolhatkar (holding DIN : 09299839) as a Director, liable to retire by rotation, who had offered herself for re-appointment:			

Place:

Date :

(Signature of the shareholder)

BOOK POST

If undelivered return to :

Bombay Talkies Limited

201, Nav Neelam, A- Wing, 2nd Floor

108, Worli Sea Face Road, Mumbai 400 018