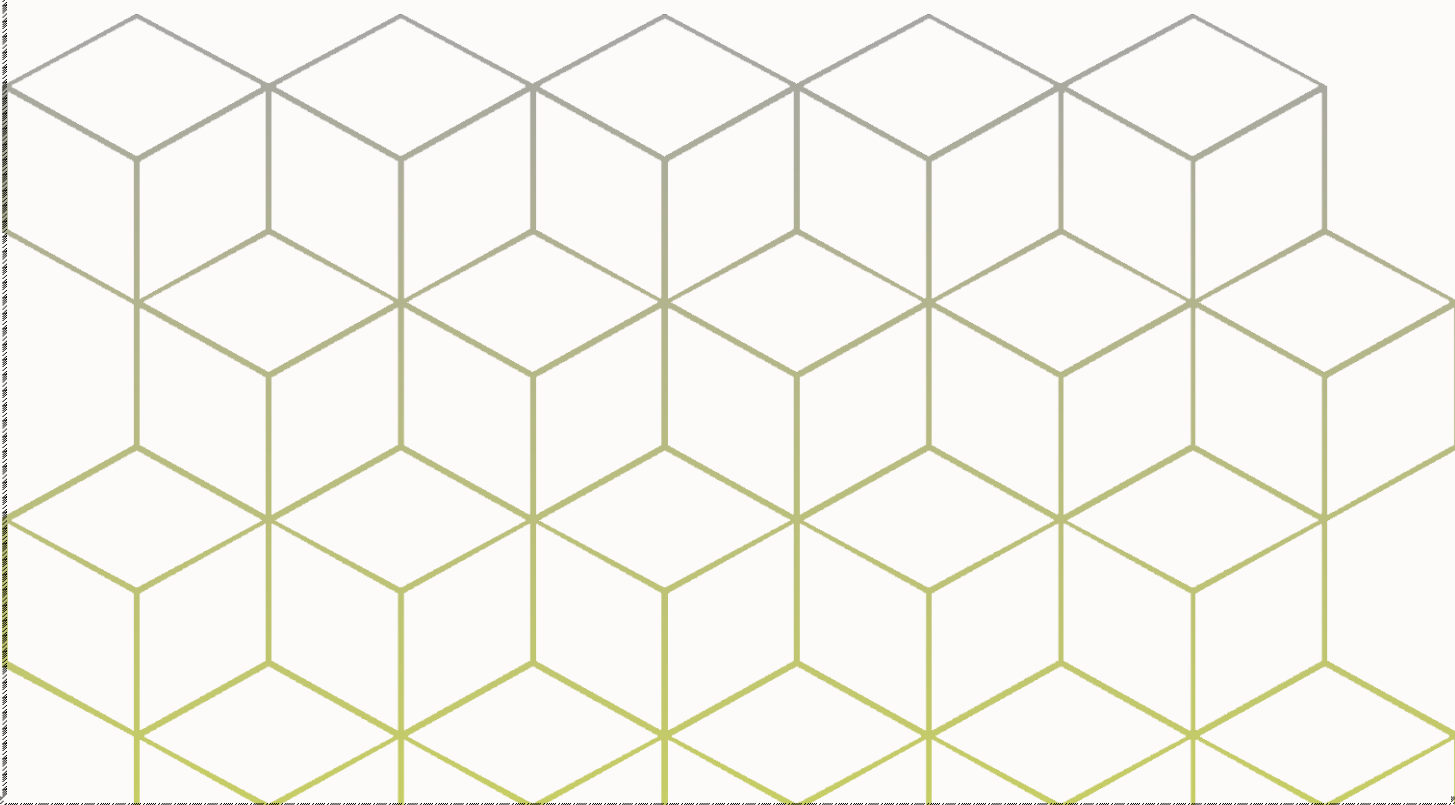


# **BOMBAY POTTERIES & TILES LIMITED**

[CIN: L26933MH1933PLC001977]

## **89TH ANNUAL REPORT 2022-23**



# ANNUAL REPORT 2022-2023

## BOMBAY POTTERIES AND TILES LIMITED

[CIN. L26933MH1933PLC001977]

### **DIRECTORS**

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

### **AUDITORS**

#### **MESSRS RAJESH VAKIL & CO.**

Chartered Accountants

### **REGISTRAR & SHARE TRANSFER AGENT**

#### **ALANKIT ASSIGNMENTS LIMITED**

Alankit Heights,  
3E/7 Jhandewalan Extension  
New Delhi – 110 055

### **BANKERS**

IDBI BANK LTD

### **REGISTERED OFFICE**

11 Happy Home, 244, Waterfield Road,  
Bandra (West), MUMBAI – 400 050.

# **BOMBAY POTTERIES & TILES LIMITED**

[CIN. L26933MH1933PLC001977]

## **NOTICE**

Notice is hereby given that the 89<sup>th</sup> Annual General Meeting of the Company will be held on Saturday, the **30<sup>th</sup> Day of September 2023** at **3.30 p.m.** at the registered office of the company at **11 Happy Home, 244 Waterfield Road, Bandra (W), Mumbai 400 050**, to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2023 including the Audited Balance Sheet as at 31<sup>st</sup> March 2023, Profit & Loss Account and Cash Flow Statement for the financial year ended on that date and the reports of the Directors & Auditors thereon.
2. To appoint a director in place of Mr. Manoj V Wadhwa [ DIN 01127682] who retires by Rotation and being eligible, offers himself for re-appointment.
3. To appoint **M/s. Agarwal Iyer and Associates** as Statutory Auditor for a period of 5 years.

**BY ORDER OF THE BOARD**  
For **Bombay Potteries & Tiles Ltd**

Sd/-

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

PLACE : MUMBAI  
DATED : 01-09-2023

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

Name of the Director : Mr. Manoj V. Wadhwa

DIN : 01127682

Date of Birth : 19.05.1964

Nationality : Indian

Date of Appointment : 31.12.1993

Profile of the Director : Businessman

Directorship of other Companies  
as on 31<sup>st</sup> March 2023 : Director of –

01. Saubhagya Estates Pvt. Ltd.
02. Bright Paints Pvt. Ltd.
03. Anmol Properties Pvt. Ltd.
04. Pravasu Properties & Finlease Pvt. Ltd.
05. Harshvardhan Securities Pvt. Ltd.
06. Varsha Ritu Constructions Pvt. Ltd.
07. Meadows Investments Pvt. Ltd.
08. Nanita Engineers Pvt. Ltd.
09. Resham Construction Pvt. Ltd.
10. Sylvex Cable Co. Pvt. Ltd.

No. of Shares held  
in the Company. : Ordinary ..100

Relationship between  
Directors inter se : Mr. Harshvardhan M. Wadhwa .. Son  
Ms. Minal M. Wadhwa .. Daughter

Qualification : B.Com. LLB

No. of Board Meeting attended : 05

Remuneration : NIL

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

The remote e-voting period begins on **Wednesday, 27<sup>th</sup> September, 2023 at 10:00 A.M.** and ends on **Friday, 29<sup>th</sup> September, 2023 at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., **23.09.2023**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September 2023.

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


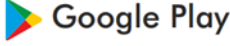


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**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> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

	3. Shareholders/Members can also download NSDL Mobile App “ <b>NSDL Speede</b> ” facility by scanning the QR code mentioned below for seamless voting experience.
Individual Shareholders holding securities in demat mode with CDSL	<p>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>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 <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., <b>NSDL</b> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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'?
    - 1) 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'.
    - 2) 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](http://www.evoting.nsdl.com).
  - b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d. 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**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [spimartevandassociates@gmail.com](mailto:spimartevandassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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](http://www.evoting.nsdl.com) to reset the password.
3. 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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sanjeev Yadav at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories 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 [mwadhwaconstructions@rediffmail.com](mailto:mwadhwaconstructions@rediffmail.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 [mwadhwaconstructions@rediffmail.com](mailto:mwadhwaconstructions@rediffmail.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](mailto: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.

By Order of the Board  
For **Bombay Potteries & Tiles Limited**

Sd/-

Mr. Manoj V. Wadhwa  
Chairman & Managing Director



**BOMBAY POTTERIES & TILES LIMITED**

[CIN. L26933MH1933PLC001977]

**DIRECTORS REPORT**

Your directors have pleasure in presenting their 89<sup>th</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended 31<sup>st</sup> March 2023.

## 1. Financial Results

All figures in INR HUNDREDS, unless otherwise stated

<b>PARTICULARS</b>	<b>YEAR ENDED 31<sup>ST</sup> MARCH 2023</b>	<b>YEAR ENDED 31<sup>ST</sup> MARCH 2022</b>
<b>REVENUE</b>		
Revenue from Operations	-	-
Other Income		
Total Revenue	-	-
<b>EXPENSES</b>		
Change in inventories of Stock-in Trade	-	-
Depreciation and amortization expense	-	-
Employee Benefits Expense	2600.00	3443.06
Other Expenses	5158.73	9453.00
Total Expenses	7758.73	12896.06
Loss Before Tax	(7758.73)	(12896.06)
Current Tax	-	-
Loss for the year	(7758.73)	(12896.06)
Tax Provision Written back	-	-
<b>Net Loss</b>	(7758.73)	(12896.06)
Earnings per equity share : [Face Value of Rs 100/- each]		
Basic	(5.97)	(9.92)
Diluted	(5.97)	[9.92]

**INDIAN ACCOUNTING STANDARDS [ IND AS ]**

Company has drawn up its Accounts under IND AS.

**PERFORMANCE / STATE OF AFFAIRS OF THE COMPANY:**

The Company has not carried on any activity during the year under report. Thus, the operations of the Company have resulted in to loss of Rs. 775873/- which has been carried forward to Balance sheet and added to the accumulated loss of Rs 1,04,58,035/- brought forward and thus accumulated loss of Rs 1,12,33,908/- appear in the Balance Sheet as on 31.03.2023.

**AMOUNT CARRIED TO RESERVE:**

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

**DIVIDENDS:**

In view of the loss, the Directors have not recommended any dividend on Equity Shares for the Financial Year ended 31<sup>st</sup> March 2023. The Directors have also not recommended the dividend on Preference Shares for the Financial Year ended 31<sup>st</sup> March 2023.

**CHANGE IN THE NATURE OF BUSINESS:**

There is no change in the nature of business of the Company during the Financial Year 2022-23.

**SHARE CAPITAL:**

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

**DIRECTORS & KEY MANAGERIAL PERSONNEL:**

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

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

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

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

Directors Remuneration – No Director as well as Managing Director is drawing any remuneration and Meeting fees.

**FIXED DEPOSITS:**

During the year the Company did not accept or renew any Fixed Deposit or unsecured loans from the public within the meaning of Section 73 of the Companies Act, 2013 read with The Companies (Acceptance of deposit by Companies) Rules, 2014 and no Fixed Deposit remain unclaimed with the Company as on 31.03.2023.

**EXTRACT OF ANNUAL RETURN:**

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

**TRAINING OF INDEPENDENT DIRECTORS:**

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

The Board of Directors duly met 05 [FIVE] times in the Financial Year 2022-23 viz. on 31.05.2022, 28.07.2022, 14.11.2022, 25.01.2023 and 31-03-2023

## **COMMITTEES OF THE BOARD**

There are currently three Committees as follows: -

Audit Committee

Nomination & Remuneration Committee

Stakeholders Relationship Committee

### **AUDIT COMMITTEE MEETING**

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

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

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

The Audit Committee met four times on 31.05.2022, 28.07.2022, 14.11.2022 and 25.01.2023 during the Financial Year ended 31<sup>st</sup> March 2023 with full attendances of all the Members.

### **NOMINATION AND REMUNERATION COMMITTEE:**

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

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

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

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

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

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

### **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The Stakeholders Relationship Committee consist of:

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

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

The Share work is being handled by M/S. Alankit Assignments Limited for the year ended 31.03.2023.

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

#### **INDEPENDENT DIRECTORS MEETING**

In terms of Schedule IV of the Companies Act 2013 and Clause 25 of S.E.B.I [Listing Obligations & Disclosure Requirements] Regulations 2015 one separate meeting of the Independent Directors was held on 31.03.2023, wherein the performance of the non-Independent Directors including the Chairman & Managing Director and Board as a whole was reviewed. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board of Directors of the Company.

#### **BOARD EVALUATION:**

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

#### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Your Directors hereby confirm that:

In the preparation of the annual accounts for Financial Year ended 31<sup>st</sup> March 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures.

The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of Financial Year on 31<sup>st</sup> March 2023 and of the Loss of the Company for that period.

The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

The Directors have prepared the annual accounts for the financial year ended 31<sup>st</sup> March, 2023 on 'going concern' basis.

The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and have been operating effectively.

The Directors have devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **DECLARATION BY INDEPENDENT DIRECTORS:**

Both the independent Directors have furnished necessary declarations under Section 149(6) of the Companies Act, 2013 that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act 2013 and Regulation 16 (b) of S.E.B.I [listing Obligations & Disclosure Requirements] Regulations 2015.

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

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

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

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

#### **VIGIL MECHANISM:**

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

#### **SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT:**

Pursuant to the provisions of Section 204 of the Act and The Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014, the Board of Directors of the Company has appointed S. P. Imartey & Associates, Company Secretaries to undertake the secretarial Audit of the Company for the year ended 31<sup>st</sup> March 2023. The Secretarial Audit Report is annexed herewith as "Annexure- II" to this Report.

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

#### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY – INTERNAL AUDIT:**

The Company has an adequate Internal Financial Control Systems/Procedures and Internal Audit Systems commensurate with the size of the Company and nature of its business. The Management periodically review the Internal Financial Control and Internal Audit Systems for further improvement. Pursuant to Section 138 of the Companies Act, 2013 the Company has also appointed Mr. Sanjay Bhachawat, a Chartered Accountant, as an Internal Auditor for the Financial Year 2022-23 who monitors and evaluates the efficacy and adequacy of internal financial control system in the Company, its compliance, operating systems, accounting procedures and policies and internal audit.

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

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

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

The Company has appointed Mr. Vishal Kumar, as Office Administrator. He has drawn the salary of Rs 2,40,000/- during the Financial Year ended 31.03.2023 The Company has not paid any remuneration / meeting fees to any Director of the Company.

**RELATED PARTY TRANSACTIONS:**

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

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

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

**SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES:**

The Company does not have any subsidiary / joint ventures/associate companies during the financial year under review. No Company has become or ceased to be Company's subsidiary, joint venture or associate Company during the Financial Year 2022-23.

**CASH FLOW STATEMENT:**

The cash flow statement for the year 2022 – 2023 is attached to the Balance Sheet.

**ISSUE OF EMPLOYEE STOCK OPTION:**

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

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

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

**RISK MANAGEMENT:**

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

**CORPORATE SOCIAL RESPONSIBILITY [ C S R ]:**

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

**COST AUDIT**

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

#### **CORPORATE GOVERNANCE REPORT:**

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

#### **MANAGEMENT DISCUSSIONS AND ANALYSIS:**

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

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

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

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

#### **LISTING OF SHARES WITH BOMBAY STOCK EXCHANGE**

The Company has paid the Annual Listing Fees to the Bombay Stock Exchange where the Company's shares are listed.

#### **AUDITORS REPORT**

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

#### **STATUTORY AUDITORS**

The period of office of existing Statutory Auditors M/s Rajesh Vakil & Co. Chartered Accountants [Firm Registration No: 108473W] expires on the conclusion of the Annual General Meeting of the Company to be held in the Calendar Year 2023. The Company had approached **M/s. Agarwal Iyer and Associates**, Chartered Accountants [Firm Registration No: **159907W**] and they have given their consent for the said appointment and received a Certificate from the Statutory Auditors confirming that they are eligible to act as Statutory Auditors of the Company under Section 141 of the Companies Act 2013, if appointed. The Board recommends the appointment of M/s. **M/s. Agarwal Iyer and Associates**, Chartered Accountants [Firm Registration No: **159907W**] as Statutory Auditors and the same is placed for approval of Members.

**For and on Behalf of the Board**

Sd/-

PLACE: MUMBAI  
DATE: 01.09.2023

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

**ANNEXURE - I**

TO THE DIRECTOR'S REPORT

EXTRACT OF ANNUAL RETURN

As on the Financial Year ended 31.03.2023

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

**FORM NO. MGT-9**

**I. REGISTRATION AND OTHER DETAILS:**

- i) CIN : L26933MH1933PLC001977
- ii) Registration Date : 18.06.1933
- iii) Name of the Company : BOMBAY POTTERIES & TILES LTD.
- iv) Category/Sub Category of the Company : Company Limited by Shares / Indian Non Government Company.
- v) Address of the Registered Office and Contact Details : 11 Happy Home  
244 Waterfield Road,  
Bandra (West)  
MUMBAI - 400 050.
- vi) Whether Listed Company – Yes/No : YES
- vii) Name, Address and contact details of Registrar and Transfer Agent, if any - : NIL

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :**

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

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

**II. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

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





**BOMBAY POTTERIES & TILES LIMITED**

f) Insurance Companies	-	742	742	0.57	-	742	742	0.57	-
g) Fills	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	765	765	0.77	-	765	765	0.77	-
2. Non-Institutions									
a) Bodies Corp.	-	15413	15413	11.86	-	15413	15413	11.86	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	-	39195	39195	30.15		39195	39195	30.15	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R									
Sub-total (B)(2):-	-	54608	54608	42.01	-	54608	54608	42.01	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	55373	55373	42.59	-	55373	55373	42.59	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	130000	130000	100	-	130000	130000	100	-

**BOMBAY POTTERIES & TILES LIMITED**

## ii) Shareholding of Promoters:

S. No	Shareholder's Name	Shareholding at the beginning of the year 1 <sup>st</sup> April, 2022			Shareholding at the end of the year 31 <sup>st</sup> March, 2023			% change
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	%of Shares Pledged / encumbered to total shares	
1	Anmol Properties Pvt.Ltd.	25062	19.28	0	25062	19.28	0	-
2	Medows Investments Pvt.Ltd.	20000	15.38	0	20000	15.38	0	-
3	Mr Manoj V. Wadhwa	29565	22.74	0	29565	22.74	0	-
	TOTAL	74627	-	-	74627	-	-	-

## III. Change in Promoters Shareholding [Please specify, if there is no change]

Sr No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01/04/2022 to 31/03/2023)	
		No. of Shares at the beginning 01/04/2022	% of total shares of the Company				No. of Shares	% of total shares of the Company
	NO CHANGE							

IV) Shareholding Pattern of Top Ten Shareholders as on 31<sup>st</sup> March, 2023: (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr No.	Name	Shareholding		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01/04/2022 to 31/03/2023)	
		No. of Shares at the beginning 1/4/2022	% of total shares of the Company				No. of Shares	% of total shares of the Company
01	Marve Beach & Resorts Ltd	15000	11.53	-	-	-	15000	11.53
02	Mr. Vijay V. Wadhwa	10000	7.69	-	-	-	10000	7.69
03	Mrs. Vinita V Wadhwa	4681	3.60	-	-	-	4681	3.60
04	Mr. Chandrakumar Dhanuka	600	0.46	-	-	-	600	0.46
05	Mrs. Lakshi Jain	600	0.46	-	-	-	600	0.46
06	United India Insurance Co. Ltd	592	0.45	-	-	-	592	0.45
07	City Holding Ltd	301	0.23	-	-	-	301	0.23
08	Shri Yogesh R. Patel	250	0.19	-	-	-	250	0.19
09	Mrs. Sita Singh	200	0.15	-	-	-	200	0.19
10	Mr. Balakrishna V. Bhide	170	0.13	-	-	-	170	0.13

v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year 01.04.2022		Date wise Increase / Decrease in Promoters	Cumulative Shareholding during the year 31.03.2023	
		No. of shares	% of total shares of the company	Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No. of shares	% of total shares of the company
01	Mr. Manoj V. Wadhwa	29565	22.74		29565	22.74
02	Mr. Rakesh Shivkumar Wadhera	-	-	-	-	-
03	Mr. Deepak Herkishan Mirchandani	-	-	-	-	-
04	Ms. Minal M. Wadhwa	100	0.07	-	100	0.07
05	Mr. Harshvardhan M. Wadhwa	100	0.07	-	100	0.07

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	5890815	-	5890815

## BOMBAY POTTERIES & TILES LIMITED

ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	5890815	-	5890815
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	1436235	-	1436235
* Reduction	-	297300	-	297300
Net Change	-	1138935	-	1138935
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	7029750	-	7029750
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	7029750	-	7029750

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

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

#### B. Remuneration to other directors

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

**BOMBAY POTTERIES & TILES LIMITED**

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

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

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

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

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

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

Sd/-

**HARSHVARDHAN M. WADHWA**

[ DIRECTOR ]

Mumbai : 01/09/2023

[ DIN NO: 07338344 ]

Sd/-

**MANOJ V. WADHWA**

[ CHAIRMAN & MANAGING DIRECTOR ]

[DIN NO: 01127682]



# S. P. Imartey & Associates, Company Secretaries

E-601, Ekta Vivek CHSL., Kandarpada, Near D'Mart, Link Road, Dahisar (West), Mumbai - 400 068.

E-mail :- [spimarteyandassociates@gmail.com](mailto:spimarteyandassociates@gmail.com)

## ANNEXURE - II

**Form No. MR-3**

### **SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2022

[Pursuant to section 204(1) of the Companies Act, 2013 and rule

No.9 of the Companies (Appointment and Remuneration Managerial Personnel)  
Rules, 2014]

To,  
The Members,  
**BOMBAY POTTERIES & TILES LIMITED**  
MUMBAI - 400 050.

Dear Sirs,

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

Based on my verification of the Bombay Potteries & Tiles Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2023 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Bombay Potteries & Tiles Limited ("the Company") as given in Annexure -A, for the financial year ended on 31<sup>st</sup> March, 2023, 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 Depositors Act, 1996 and the Regulations and Bye laws framed thereunder;
  - (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and
    - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;





## S. P. Imartey & Associates, Company Secretaries

E-601, Ekta Vivek CHSL., Kandarpada, Near D'Mart, Link Road, Dahisar (West), Mumbai - 400 068.

E-mail :- [spimarteyandassociates@gmail.com](mailto:spimarteyandassociates@gmail.com)

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- (v) The Reserve Bank of India Act, 1934 relating to Non-Banking Financial Institutions to the extent applicable to the Company as per representations made by the Company.
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:-
- a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as the Company has not issued any securities to the employees of the Company;
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as the Company has not issued any shares during the year;
  - c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Issue & Listing of Debt Securities) Regulations 2008 as the Company has not issued any debt securities.
  - e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, as the Company has not bought-back any securities;
  - 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. The Company has appointed M/s. Purva Sharegistry (India) Private Limited as a Registrar & Share Transfer.
  - g) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder as all shares are in physical form; and
  - h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as the Company has not issued any debt securities.
3. Provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder were not attracted to the Company during the financial year under report, as the Company has not received any Shares from Foreign Shareholders for any action as such. However, the Company is having NRI Shareholders such.
4. I have relied on the representation made by the Company and its Officers for systems and mechanism framed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given in Annexure -B.
5. No Sector specific Laws are applicable to the Company.

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# S. P. Imartey & Associates, Company Secretaries

E-601, Ekta Vivek CHSL., Kandarpada, Near D'Mart, Link Road, Dahisar (West), Mumbai - 400 068.

E-mail :- [spimarteyandassociates@gmail.com](mailto:spimarteyandassociates@gmail.com)

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

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

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

- Pursuant to the provisions of Section 203 of the Companies Act, 2013, the appointment of Company Secretary as the Key Managerial Personnel is yet to be made by the Company.
- The Company has not redeemed the Preference Shares including accumulated dividend thereon.
- Some of the Listing Compliances are yet to be filed by the Company.

I further report that,

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

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

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

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

**For S P Imartey & Associates  
Practising Company Secretaries**

Sd/-

**Place : Mumbai  
Date : 31-08-2023  
UDIN : : F005933E000899595**

**Shriram P. Imartey  
Proprietor  
Mem. No.:- F 5933  
C. P. No.:- 4545**

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



# S. P. Imartey & Associates, Company Secretaries

E-601, Ekta Vivek CHSL., Kandarpada, Near D'Mart, Link Road, Dahisar (West), Mumbai - 400 068.

E-mail :- [spimarteyandassociates@gmail.com](mailto:spimarteyandassociates@gmail.com)

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## **ANNEXURE – A**

### List of documents verified :

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

## **ANNEXURE – B**

1. The Income Tax Act, 1961.
2. The Companies Act 2013 & Listing Agreement with the Bombay Stock Exchange Limited & SEBI Rules and Regulations.

**For S P Imartey & Associates  
Practising Company Secretaries**

**Place : Mumbai  
Date : 31-08-2023  
UDIN : : F005933E000899595**

**Sd/-  
Shriram P. Imartey  
Proprietor  
Mem. No.:- F 5933  
C. P. No.:- 4545**

**RAJESH VAKIL & CO.**

Chartered Accountants

Phone : 66943311

Email ID: [jaina11@live.com](mailto:jaina11@live.com)

11 Pritam, 11<sup>th</sup> Road,  
Khar (West)  
Mumbai - 400 052.

## **INDEPENDENT AUDITOR'S REPORT**

To:

The Members of -  
M/S. BOMBAY POTTRIES & TILES LTD.

### **Report on the Audit of the Financial Statements**

#### **Opinion**

We have audited the accompanying financial statements of M/S. BOMBAY POTTRIES & TILES LTD ("the Company"), which comprise the Balance Sheet as at 31st March 2023 and the Statement of Profit and Loss, Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date, and notes to the financial statements, including a summary of 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 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 March 31, 2023, and its profit, for the year ended on that date.

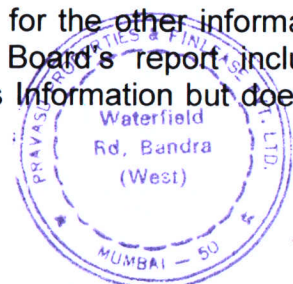
#### **Basis for Opinion**

We conducted our audit of the Financial Statement in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act. 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 (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics.

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

#### **Other Information**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Board's report including Annexures to Board Report, Corporate Governance and Shareholders Information 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 and will 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 the 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.

### **Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of 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 of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act read with relevant Rules issued thereunder. 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.

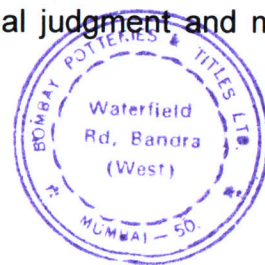
In preparing the financial statements, the Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate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

These Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

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:



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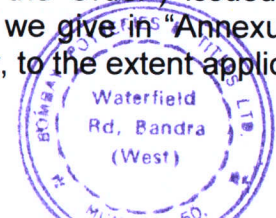
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, 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 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.

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. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



2. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

(c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.

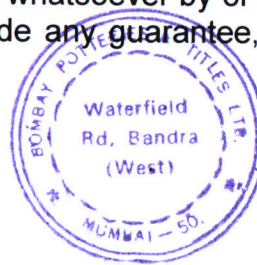
(d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 from being appointed as a director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"

3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
- b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- c. As at the year end, there were no amounts required to be transferred to the Investor Education and Protection Fund by the Company.
- d. The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- e. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



f. Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (iii) and (iv) above, contain any material misstatement.

g. No dividend has been declared during the year.

4. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, and according to the information and explanations given to us, we state that no remuneration has been paid to the directors of the Company.

For RAJESH VAKIL AND CO.,  
Chartered Accountants 108437W

*JN Jhancwale*



JAINA AGARWAL  
[ Partner]  
(Membership No. 42291)  
Place : Mumbai  
Dated : 27.05.2023  
UDIN : 23042291B6ULNS5105



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**ANNEXURE –“A” TO THE INDEPENDENT AUDITORS REPORT**

(Annexure referred to in Paragraph - 1 under 'Report on other Legal and Regulatory requirements' section of our report of even date.)

1.1.The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

1.2. All the fixed assets have been physically verified by the Management at reasonable intervals and no material discrepancies were noticed on such verification.

1.3.The Title Deeds of immovable property are held in the name of the Company as on the date of the Balance Sheet.

1.4. The Company has not revalued its Property, Plant and Equipment during the year. Therefore the provisions of Clause (i)(d) of paragraph 3 of the order are not applicable to the Company.

1.5 No proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988(45 of 1998) and rules made thereunder. Therefore, the provisions of Clause (i)(e) of paragraph 3 of the order are not applicable to the Company.

2.The Company does not have inventory and thus Clause 2 is not applicable in this case.

3. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnership or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 and thus Clause No. 3 is not applicable in this case.

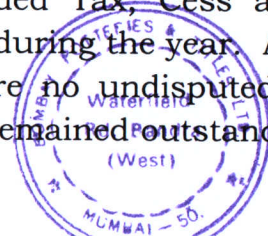
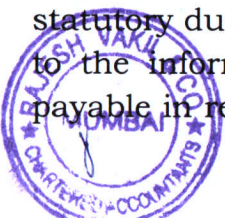
4.The Company has not advanced any loan or made any investment or given any guarantee or security and thus Clause No.4 is not applicable to the Company.

5.In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public. Thus Clause 5 is not applicable to the Company.

6.As explained to us, the Central Government has not prescribed for maintenance of cost records under section 148 (1) of the Companies Act, 2013 for the Company.

7. According to the information and explanation given to us, in respect of statutory dues:

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



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March 31, 2023 for a period of more than six months from the date they became payable.

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

(c) In our opinion and according to the information and explanations given to us there are no transactions not recorded in the books of account or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)

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

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

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

11. During the year no report under sub section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government. As auditor, we did not receive any whistle blower complaint during the year.

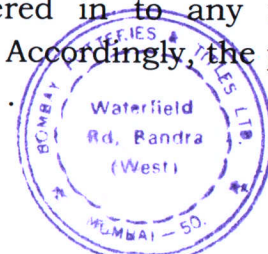
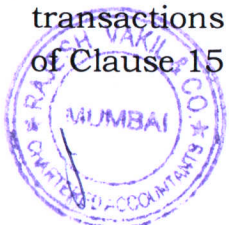
11. The Company has not paid any managerial Remuneration nor provided for any Managerial remuneration. Thus Clause 11 is not applicable to the Company.

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

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

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

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



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

17. There has been no resignation of the previous statutory auditors during the year.

18. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report and that the company is capable of meeting its liabilities existing at the date of the Balance Sheet as and when they fall due within a period of one year from the date of the Balance Sheet.

19. There is no liability of the Company under the provisions of Section 135 of the Companies Act relating to Corporate Social Responsibility.

20. The Company has not made any investments in a subsidiary company and therefore no consolidated financial statements are required to be prepared.

For RAJESH VAKIL & CO.  
Chartered Accountants  
Firm Registration No.; 108437W

*JN Jhansole*

JAINA AGARWAL  
[ Partner ]  
(Membership No. 42291)



Place : Mumbai  
Dated : 27-05-2023



*H/S*

**ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF BOMBAY POTTERIES & TILES LIMITED.**

(Annexure referred to in Paragraph – 2(f) under ‘Report on other Legal and Regulatory requirements’ section of our report of even date.)

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

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

**Management’s Responsibility for Internal Financial Controls**

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

**Auditors’ Responsibility**

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



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Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

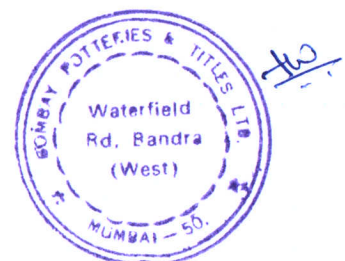
We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

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

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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



## Opinion

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

For RAJESH VAKIL & CO.  
Chartered Accountants  
Firm Registration No.; 108437W

*JN Agarwal*

JAINA AGARWAL  
[ Partner ]  
(Membership No. 42291)



*Ho*

Place : Mumbai  
Dated : 27.05.2023

**BOMBAY POTTERIES & TILES LTD**

BALANCE SHEET

as at 31st MARCH 2023

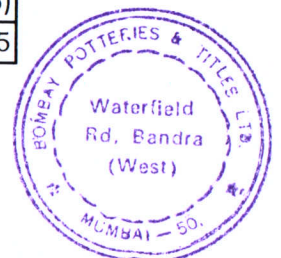
(All amounts in INR HUNDREDS, unless otherwise stated)

	NOTES	AS AT 31ST MARCH 2023	AS AT 31ST MARCH 2022
<b>ASSETS</b>			
Non-current Assets			
Property, Plant & Equipment	2	834.13	834.13
Capital work in progress		0.00	0.00
Other Intangible Assets		0.00	0.00
Financial Assets			
Investments	3	250.03	250.03
Loans		0.00	0.00
Other Financial Assets	4	103201.00	103201.00
Other non current assets	5	9000.00	9000.00
<b>Total Non Current Assets (A)</b>		<b>113285.16</b>	<b>113285.16</b>
<b>CURRENT ASSETS</b>			
<b>Inventories</b>			
		0.00	0.00
<b>Financial Assets</b>			
- Trade receivables		0.00	0.00
- Cash & Cash equivalents	6	643.98	858.36
- Bank balance other than above		0.00	0.00
- Loans		0.00	0.00
- Other current Financial assets		0.00	0.00
<b>Other current assets</b>	7	12.58	12.58
<b>Total Current Assets (B)</b>		<b>656.56</b>	<b>870.94</b>
<b>TOTAL ASSETS ( A+B)</b>		<b>113941.72</b>	<b>114156.10</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share Capital	8	130000.00	130000.00
Other Equity	9		
- Share Premium		0.00	0.00
- Other reserves		0.00	0.00
- Retained earnings		(1,11,821.81)	(1,04,063.05)
<b>Total Equity (A)</b>		<b>18178.19</b>	<b>25936.95</b>



May

H. S. Khanna



(All amounts in INR HUNDREDS, unless otherwise stated)

<b>Liabilities</b>			
<b>Non Current Liabilities</b>			
Other Financial Liabilities	10	19000.00	19000.00
<b>Total Non Current Liabilities(B)</b>		19000.00	19000.00
<b>Current Liabilities</b>			
- Short Term Borrowings	11	70297.50	58908.15
- Trade Payables	12	6466.00	9863.00
- Other Current Liabilities	13	0.00	448.00
<b>Total Current Liabilities ( C )</b>		76763.50	69219.15
<b>Total Liabilities (B+C)</b>		95763.50	88219.15
<b>TOTAL EQUITY AND LIABILITIES (A+B+C)</b>		113941.69	114156.10
<b>Significant Accounting Policies</b>	1		
<b>See accompanying notes to the Financial Statements</b>	15-27		

As per our report of even date attached

for **Rajesh Vakil & Co.**

Chartered Accountants

*H. J. Shanawale*

**(Jaina Agarwal)**

Partner

Membership No: 42291

Place : Mumbai

Date : -27/05/2023

UDIN: 23042291BGULNSS105

For and on behalf of the Board of Directors

**(BOMBAY POTTERIES & TILES LTD)**

*Manoj V. Wadhwa*

**(Manoj V. Wadhwa)**

Chairman & Mg. Director

DIN NO:01127682

Place : Mumbai

Date : -27/05/2023

*Harshvardhan M. Wadhwa*

**(Harshvardhan M. Wadhwa)**

Director

DIN NO: 07338344

Place : Mumbai

Date : -27/05/2023



**BOMBAY POTTERIES & TILES LTD**

STATEMENT OF PROFIT AND LOSS  
for the year ended 31st March 2023

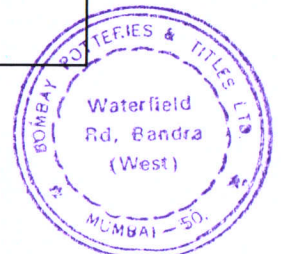
(All amounts in INR HUNDREDS, unless otherwise stated)

	NOTES	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
<b>REVENUE FROM OPERATIONS</b>			
<b>CONTINUING OPERATIONS</b>			
Revenue from operations		0.00	0.00
Other Income		0.00	0.00
Total Income		0.00	0.00
<b>Expenses</b>			
<b>Total Expenses</b>			
Changes in inventories of Stock in Trade		0.00	0.00
Employee Benefits Expense		2600.00	3443.06
Depreciation and Amortisation of expenses		0.00	0.00
Other expenses	14	5158.73	9453.00
		7758.73	12896.06
<b>Profit/(Loss) before exceptional items and tax from continuing operations</b>		(7,758.73)	(12,896.06)
Exceptional Items		0.00	0.00
<b>Profit/Loss before tax from continuing operations</b>		(7,758.73)	(12,896.06)
<b>Tax Expense</b>		0.00	0.00
a. Current Tax		0.00	0.00
b. Deferred Tax		0.00	0.00
<b>Profit/Loss for the year from continuing operations</b>		(7,758.73)	(12,896.06)
<b>DISCONTINUED OPERATIONS</b>			
Profit/(Loss) from discontinued Operations		0.00	0.00
Profit/(Loss) for the year		(7,758.73)	(12,896.06)



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*Handwritten signature*



**BOMBAY POTTERIES & TILES LTD**

## STATEMENT OF PROFIT AND LOSS

for the year ended 31st March 2023

contd..

(All amounts in INR HUNDREDS, unless otherwise stated)

	NOTES	FOR THE YEAR ENDED 31ST MARCH 2023	FOR THE YEAR ENDED 31ST MARCH 2022
<b>OTHER COMPREHENSIVE INCOME</b>			
Other comprehensive income to be reclassified to profit or loss in subsequent periods		0.00	0.00
Other comprehensive income not to be reclassified to profit or loss in subsequent periods		0.00	0.00
Reimbursement of post employment benefit obligations		0.00	0.00
<b>Other comprehensive income for the year, net of tax</b>		0.00	0.00
<b>Total comprehensive income for the year, net of tax</b>		(7,758.73)	(12,896.06)
<b>Earning per equity share ( for continuing operations)</b>			
a) Basic	24	(5.97)	(9.92)
b) Diluted	24	(5.97)	(9.92)
<b>Earning per equity share ( for discontinuing operations)</b>			
a) Basic		-	-
b) Diluted		-	-
<b>Earning per equity share ( for continuing &amp; discontinuing operations)</b>			
a) Basic	24	(5.97)	(9.92)
b) Diluted	24	(5.97)	(9.92)
<b>See accompanying notes to the Financial Statements</b>	15-26		

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

Chartered Accountants

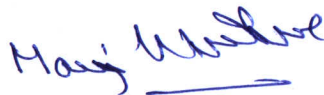

**(Jaina Agarwal)**

Partner

Membership No: 42291



For and on behalf of the Board of Directors

**(BOMBAY POTTERIES & TILES LTD)**

**(Manoj V. Wadhwa)**

Chairman &amp; Mg. Director

DIN NO: 01127682

Place : Mumbai

Date : 27/05/2023


**(Harshvardhan M. Wadhwa)**

Director

DIN NO: 07338344

Place : Mumbai

Date : 27/05/2023

Place : Mumbai

Date : 27/05/2023

UDIN: 230422918GULNSS105

**BOMBAY POTTERIES & TILES LIMITED****CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023**

	Year ended 31st March, 2023 <u>Rupees</u>	Year ended 31st March, 2022 <u>Rupees</u>
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit ( Loss )before tax and extra ordinary items	(7,758.73)	(12,896.06)
<b>Adjustment for :</b>		
Income tax Provision Written Back	-	-
Depreciation	-	-
Sundry deposits written off	-	-
<b>Operating profit before working Capital Changes</b>	<u>(7,758.73)</u>	<u>(12,896.06)</u>
<b>Adjustments for :</b>		
( Increase ) / Decrease in Trade receivables	-	-
( Increase ) / Decrease in Inventories	-	-
(Increase ) / Decrease in Loans & Advances	-	-
(Increase ) / Decrease in Other Current Assets	-	1200.00
(Decrease ) / Increases in Trade Payables	(3,397.00)	3844.40
(Decrease ) / Increases in Other Current Liabilities	(448.00)	(1,017.00)
<b>Cash generated from operations</b>	<u>(11,603.73)</u>	<u>(8,868.66)</u>
Direct taxes paid	-	-
<b>Net cash from Operating Activities (A)</b>	<u>(11,604)</u>	<u>(8,868.66)</u>
<b>B CASH FLOW FROM INVESTING ACTIVITIES:</b>	-	-
Purchase of Investments	-	-
Sale of Investments	-	-
<b>Net Cash from investing activities (B)</b>	<u>-</u>	<u>-</u>
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Proceeds/(Repayment) of short term Borrowing	11389.35	8993.05
<b>Net cash from financing activities (C)</b>	<u>11389.35</u>	<u>8993.05</u>
<b>Net Increase ( Decrease) in Cash and Cash Equivalents(A+B+C)</b>	<u>(214.38)</u>	<u>(124.39)</u>
<b>Cash and Cash Equivalents as at 1st April ,2022 (opening)</b>	761.31	636.92
<b>Cash and Cash Equivalents as at 31st March, 2023(closing)</b>	546.93	761.31

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

**for Rajesh Vakil & Co.**  
Chartered Accountants

JM Sharavade

**Jaina Agarwal**  
Partner

Membership No: 42291



For and On behalf of the Board

*Manoj V. Wadhwa*

**Manoj V. Wadhwa**

Chairman & Managing Director  
DIN NO:01127682

*Harshvardhan M. Wadhwa*

**Harshvardhan M. Wadhwa**

Director

DIN NO: 07338344

Place : Mumbai

Date : 27/05/2023

**BOMBAY POTTERIES & TILES LTD**

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2023

(All amounts in INR HUNDREDS, unless otherwise stated)

A. EQUITY SHARE CAPITAL

<b>EQUITY SHARES OF INR 100 EACH ISSUED, SUBSCRIBED AND FULLY PAID</b>	<b>NO. OF SHARES</b>	<b>AMOUNT IN INR</b>
<b>At 1st April 2021</b>	130000.00	130000.00
<b>issue of share Capital during the year</b>	0.00	0.00
<b>At 31st March 2022</b>	130000.00	130000.00
Total Equity Share Capital	130000.00	130000.00
<b>At 1st April 2022</b>	130000.00	130000.00
<b>issue of share Capital during the year</b>	0.00	0.00
<b>At 31st March 2023</b>	130000.00	130000.00
Total Equity Share Capital	130000.00	130000.00



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**BOMBAY POTTERIES & TILES LTD****B. OTHER EQUITY**

(All amounts in INR HUNDREDS, unless otherwise stated)

	<b>Capital Reserve [Note 9]</b>	<b>Retained Earning [Note 9]</b>	<b>Total Equity</b>
At 1st April 2021	517.30	(91,684.29)	(91,166.99)
Profit /(Loss ) for the year	0.00	(12,896.06)	(12,896.06)
other comprehensive income	0.00	0.00	0.00
<b>Total comprehensive income for the year</b>	<b>0.00</b>	<b>(12,896.06)</b>	<b>(12,896.06)</b>
Issue of Share Capital	0.00	-	-
Adjusted for depreciation pertaing to FY 2021-22 on revalued assets	0.00	-	-
At 31st March 2022	517.30	(1,04,580.35)	(1,04,063.05)
At 1st April 2022	517.30	(1,04,580.35)	(1,04,063.05)
Profit /(Loss ) for the year	0.00	(7,758.73)	(7,758.73)
other comprehensive income	0.00	-	-
<b>Total comprehensive income for the year</b>	<b>0.00</b>	<b>(7,758.73)</b>	<b>(7,758.73)</b>
Issue of Share Capital	0.00	-	-
Adjusted for depreciation pertaing to FY 2022-23 on revalued assets	0.00	-	-
At 31st March 2023	517.30	(1,12,339.08)	(1,11,821.78)

See accompanying notes to the financial statements

**for Rajesh Vakil & Co.**

Chartered Accountants

*JN Shanawale***Jaina Agarwal**

Partner

Membership No: 42291



For and on behalf of the Board of Directors

**(BOMBAY POTTERIES & TILES LTD)***Manoj V. Wadhwa***(Manoj V. Wadhwa)**

Chairman &amp; Mg. Director

DIN NO:01127682

*Harshvardhan M. Wadhwa***(Harshvardhan M. Wadhwa)**

Director

DIN NO: 07338344

Place : Mumbai

Date : 27/05/2023

**UDIN: 23042291BGULNSSIOS**

Place : Mumbai

Date : 27/05/2023

Place : Mumbai

Date : 27/05/2023



**BOMBAY POTTERIES & TILES LTD**

Note 2

Property, Plant and Equipment

(All amounts in INR HUNDREDS, unless otherwise stated)

Description of Assets	Freehold Land	Plant & Equipments	Computers	Total
<b>Year ended 31st March 2022 Gross carrying amount</b>				
Cost as at 1st April 2021	2,888.08	538.82	330.00	3,756.90
Additions	-	-	-	-
Disposals	-	-	-	-
Closing gross carrying amount	2888.08	538.82	330.00	3756.90
Accumulated depreciation as at 1st April 2021	2,053.95	538.82	330.00	2,922.77
Additions	-	-	-	-
Disposals	-	-	-	-
Closing Accumulated depreciation	2053.95	538.82	330.00	2922.77
Net carrying amount as at 31st March 2022	834.13	0.00	0.00	834.13
<b>Year ended 31st March 2023 Gross carrying amount</b>				
Cost as at 1st April 2022	2888.08	538.82	330.00	3756.90
Additions	-	-	-	-
Disposals	-	-	-	-
Closing gross carrying amount	2888.08	538.82	330.00	3756.90
Accumulated depreciation as at 1st April 2022	2053.95	538.82	330.00	2922.77
Additions	-	-	-	-
Disposals	-	-	-	-
Closing Accumulated depreciation	2053.95	538.82	330.00	2922.77
Net carrying amount as at 31st March 2023	834.13	0.00	0.00	834.13



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**BOMBAY POTTERIES & TILES LIMITED**

**NOTE NO. 3**

(All amounts in INR HUNDREDS, unless otherwise stated)

<b>NON-CURRENT INVESTMENTS</b>		<b>As at 31st March,2023</b>	<b>As at 31st March,2022</b>
<b>OTHER THAN TRADE (AT COST)</b>			
<b>INVESTMENTS:</b> (Long-term, Non-trade and Unquoted) In Government Securities:*			
7 years National Savings Certificates		0.01	0.01
3% 1946-86 Conversion Loan of the face value of Rs.18,700		0.01	0.01
4.25% National Defence Bonds, 1972 of the face of Rs.3,000		0.01	0.01
2500 'C' class shares of Rs.10 each, fully paid up, of The National Co-operative Bank Ltd.,		250.00	250.00
<b>TOTAL</b>		<b>250.03</b>	<b>250.03</b>

\* Matured but not realised and are lying with the Sales Tax/Excise Departments.

**NOTE NO. 4**

(All amounts in INR HUNDREDS, unless otherwise stated)

<b>OTHER FINANCIAL ASSETS</b>	<b>As at 31st March,2023</b>	<b>As at 31st March,2022</b>
<b>Unsecured, considered good</b>		
i. Deposits (with Government Authorities)	1,03,201.00	1,03,201.00
	1,03,201.00	1,03,201.00

**NOTE NO. 5**

(All amounts in INR HUNDREDS, unless otherwise stated)

<b>OTHER NON CURRENT ASSETS</b>	<b>As at 31st March,2023</b>	<b>As at 31st March,2022</b>
i. Arrears of Dividend on preference share Capital (Also Refer Note no.19 )	9,000.00	9,000.00
	9000.00	9000.00



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**NOTE NO. 6**

(All amounts in INR HUNDREDS, unless otherwise stated)

<b>CASH AND CASH EQUIVALENTS</b>	<b>As at 31st March,2023</b>	<b>As at 31st March,2022</b>
Cash and Cash Equivalents		
Cash on Hand	182.72	502.72
Balances with banks in current accounts	364.21	258.59
In Fixed Deposit Accounts (Receipts pledged with Bank against Guarantee issued by them)	97.05	97.05
	<b>643.98</b>	<b>858.36</b>

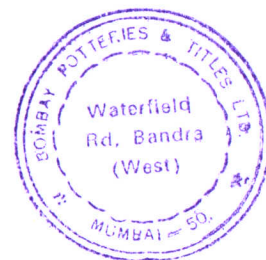
**NOTE NO. 7**

(All amounts in INR HUNDREDS, unless otherwise stated)

<b>OTHER CURRENT ASSETS</b>	<b>As at 31st March,2023</b>	<b>As at 31st March,2022</b>
<b>Unsecured, Considered Good</b>		
<b>Advances recoverable in cash or in kind or for value to be recd</b>	0	0
Interest accrued on Fixed Deposits	12.58	12.58
Other receivables	-	-
	<b>12.58</b>	<b>12.58</b>



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**BOMBAY POTTERIES & TILES LIMITED**

NOTE NO. 8

(All amounts in INR HUNDREDS, unless otherwise stated)

SHARE CAPITAL	As at 31st March,2023		As at 31st March,2022	
	Number	Rs	Number	Rs
<b>Authorized</b>				
Equity Shares of Rs.100/- each	1,90,000	1,90,000.00	1,90,000	1,90,000.00
12% Cumulative Preference Shares of Rs 190 each	10,000	19,000.00	10,000	19,000.00
Unclassified Shares of Rs 100 each	50,000	50,000.00	50,000	50,000.00
	2,50,000	2,59,000.00	2,50,000	2,59,000.00
<b>Issued, Subscribed &amp; Fully Paid</b>				
Equity Shares of Rs.100/- each	1,30,000	1,30,000.00	1,30,000	1,30,000.00
	1,30,000	1,30,000.00	1,30,000	1,30,000.00

**8.1 Out of the above**

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

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

(All amounts in INR HUNDREDS, unless otherwise stated)

Particulars	As at 31st March,2023		As at 31st March,2022	
	Number	Rs	Number	Rs
<b>Fully Paid up Equity</b>				
Shares outstanding as at the beginning of the year	1,30,000	1,30,000.00	1,30,000	1,30,000.00
Shares allotted during the year	-	-	-	-
Shares outstanding as at the end of the year	1,30,000	1,30,000.00	1,30,000	1,30,000.00

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

Name of the Shareholders	Equity Shares			
	As at 31st March,2023		As at 31st March,2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Anmol Properties Private Limited	25062	19	25062	19
Marve Beach Resorts Private Limited	15000	12	15000	12
Medows Investments Private Limited	20000	15	20000	15
Mr. Vijay V.Wadhwa	10000	8	10000	8
Mr. Manoj V.Wadhwa	29565	23	29565	23
Mr. Deepak V.Wadhwa	10000	8	10000	8

**8.4 Rights, preference & restrictions attached to Equity Shares**

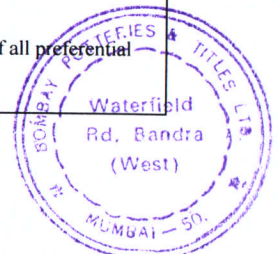
The Company has only one class of Shares referred to as Equity Shares having face value of Rs 100 per Share. Each Shareholder of Equity Share is entitled to one vote per share. The holders of equity shares are entitled to dividends, if any, proposed by the Board of Directors and approved by the Share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

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



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## NOTE NO. 9

(All amounts in INR HUNDREDS, unless otherwise stated)

Particulars	As at 31st March, 2023	As at 31st March, 2022
<b>OTHER EQUITY</b>		
Cpital Reserve Account: (Credited upon re-issue of forefited Shares) Balance as at the beginning of the year	517.30	517.30
Retained Earnings Balance as at the beginning of the year	(1,04,580.38)	(91,684.29)
Net profit ( Loss )during the year	(7,758.73)	(12,896.09)
Balance as at the end of the year	(1,12,339.11)	(1,04,580.38)
	(1,11,821.81)	(1,04,063.08)

## NOTE NO. 11

(All amounts in INR HUNDREDS, unless otherwise stated)

SHORT -TERM BORROWINGS	As at 31st March, 2023	As at 31st March, 2022
<b>Unsecured</b> From A Director	70297.50	58,908.15
	70297.50	58908.15

## NOTE NO. 12

(All amounts in INR HUNDREDS, unless otherwise stated)

TRADE PAYABLES	As at 31st March, 2023	As at 31st March, 2022
Trade Payables	6466.00	9,863.00
	6466.00	9863.00

## NOTE NO. 13

(All amounts in INR HUNDREDS, unless otherwise stated)

OTHER CURRENT LIABILITIES	As at 31st March, 2023	As at 31st March, 2022
TDS payable	0.00	50.00
Salary Payable	0.00	398.00
	0.00	448.00



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**BOMBAY POTTERIES & TILES LIMITED**

NOTE NO. 10

(All amounts in INR HUNDREDS, unless otherwise stated)

OTHER FINANCIAL LIABILITIES	As at 31st March,2023		As at 31st March,2022	
	Number	Rs	Number	Rs
12% Cumulative Preference Shares of Rs 190 each	10000	19,000.00	10000	19,000.00
	10,000	19,000	10,000	19,000

**10.1 Out of the above**

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

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

Particulars	As at 31st March,2023		As at 31st March,2022	
	Number	Rs	Number	Rs
<b>Fully Paid up Preference</b>				
Shares outstanding as at the beginning of the year	10000	19,000.00	10000	19,000.00
Shares allotted during the year	-	-	-	-
Shares outstanding as at the end of the year	10,000	19,000	10,000	19,000

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

Name of the Shareholders	Preference Shares			
	As at 31st March,2023		As at 31st March,2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Unit Trust Of India	1257	7	1257	7

**10.4 Rights, preference & restrictions attached to Preference shares**

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



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**BOMBAY POTTERIES & TILES LIMITED**

**NOTE NO. 14**

(All amounts in INR HUNDREDS, unless otherwise stated)

<b>OTHER EXPENSES</b>	<b>for the year ended 31st March,2023</b>	<b>for the year ended 31st March,2022</b>
Rates & taxes	25.00	25.00
Auditors' Remuneration		
Audit Fees	224.20	224.20
Legal & Professional Charges	767.60	1836.00
Courier Charges	320.00	553.00
Fine and late Fees	275.44	3256.80
Miscellaneous expenses	6.49	18.00
Listing Fees	3540.00	3540.00
<b>TOTAL</b>	<b>5158.73</b>	<b>9453.00</b>



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**NOTES TO ACCOUNTS ( Figures in Rupees )**

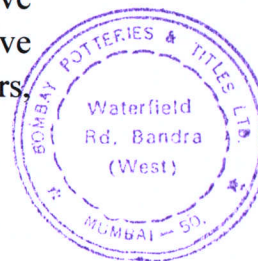
15. Contingent Liabilities not provided in respect of:

- a) In respect of arrears of dividend on 12% 10 years redeemable cumulative preference shares Rs.22,80,000 (Previous Year Rs.22,80,000). The Company may also be liable to pay dividend / interest w.e.f. 15<sup>th</sup> June, 2003 (due date of redemption), amounting to Rs. 45,11,900 up to 31<sup>st</sup> March, 2023 (Rs. 42,83,900 up to 31<sup>st</sup> March, 2022).
- b) The Application for condonation of delay and appeal against the exparte order dated 18<sup>th</sup> January 2006 of the First Labour Court, Mumbai in respect of wages payable to the workmen approximately amounting to Rs. 2,50,00,000 has been dismissed by the Court and thus the Company has filed a writ petition before the Hon'ble High Court, Mumbai. The Hon'ble High Court has granted a conditional stay of execution, implementation and enforcement of the award on the Company depositing a sum to the extent of the 50% of the amount awarded by First Labour Court. And accordingly, Company has deposited Rs 1,03,20,100 with the Prothonotary and Senior Master High Court, Mumbai and shown as deposits under the head Loans and advances given in the Balance Sheet. In the opinion of the Management no amount would be required to be paid as the demand pertains to the workers whose dues were already settled.
- 16 Estimated amount of contract remaining to be executed on Capital Account and not provided for (Net of Advances) Rs. NIL (Previous Year Rs. NIL).
- 17 Balances in investments account where the certificates are lodged with Government authorities, sundry creditors and advances given are subject to confirmations and reconciliation, if any. The Management does not expect any material difference on such reconciliation.
- 18 In the opinion of the board, the current assets, loans and advances are approximately of the value stated, if realized in the ordinary course of business. The provision for all known liabilities and depreciation is adequate and not in excess of the amount reasonably required.
- 19 In lieu of arrears of dividend on 9.5% Cumulative Preference Share Capital amounting to Rs.9, 00,000 up to 15<sup>th</sup> June, 1993, the Company had issued additional capital by way of 12% 10 years Redeemable Cumulative Preference Shares (at the time of statutory redemption of 9.5% Cumulative Preference Capital) and the said amount being that of dividend arrears, would be appropriated out of the profits of subsequent years.



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

#### A. List of Related Parties

Parties where control exists:-

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



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2. Other Related Parties

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

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

ii) Key Management Personnel: -

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

iii) Relative of Key Management Personnel: -

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

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

(Amount in INR Hundred)

Transaction	Associates	Key Management Personnel	Relative of Key Management Personnel	Total
Loan taken	2973.00 (4460.06)	11389.35 P.Y. (8993.06)	- (-)	14362.35 PY. (13453.12)
Repayment of Loan	2973.00 (4460.06)	- (-)	- (-)	2973.00 (4460.06)
<b>Year- end Balance</b>				
Loan Taken	- (-)	70297.51 P.Y.(58908.16)	- (-)	70297.51 P.Y. (58908.16)

Notes:

1. No amount pertaining to Related Parties has been provided for as doubtful debts. Also, no amount has been written off / written back during the year.



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

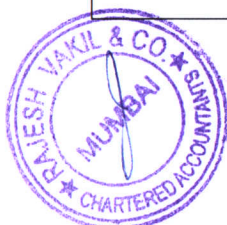
Particular	31/03/2023 (Rs.)	31/03/2022 (Rs.)
Net Profit / (Loss) as per Profit and Loss Account	(7758.73)	(12896.06)
Less : Dividend payable on Cumulative Preference Shares for the year	-	-
Net Profit ( Loss ) considered for EPS Calculation	(7759)	(12896)
Weighted Average no. of Equity Shares	130000	130000
Nominal value of Equity Share	100	100
Basic & Diluted Earnings per Share	(5.97)	(9.92)

computed as under:

(Amount in INR Hundreds unless otherwise stated)

25 Ratios

Ratio	Numerator	Denominator	As on March 31, 2023	As on March 31, 2022	Variation with preceding year	Comments if variation in above 25%
Current Ratio	Current Assets	Current Liabilities	<b>0.0086</b>	<b>0.013</b>		<b>Refer Note A</b>
Debt-Equity Ratio	Total Debts	Shareholder's Equity	<b>0</b>	<b>0</b>	<b>NA</b>	<b>NA</b>
Return on Equity Ratio	Net Profit after tax	Average Shareholder's Equity	<b>(0.60)</b>	<b>(0.50)</b>		<b>Refer Note B</b>
Inventory Turnover Ratio	Cost of Goods sold	Average inventory	<b>0</b>	<b>0</b>	<b>NA</b>	<b>NA</b>
Trade Receivables turnover Ratio	Net credit sales	Average accounts receivables	<b>0</b>	<b>0</b>	<b>NA</b>	<b>NA</b>
Trade Payable Turnover Ratio	Net Credit Purchases	Average accounts payable	<b>0</b>	<b>0</b>	<b>NA</b>	<b>NA</b>
Nat capital turnover ratio	Net Sales	Working capital	<b>0</b>	<b>0</b>	<b>NA</b>	<b>NA</b>
Net profit Ratio	Net Profit	Net Sales	<b>0</b>	<b>0</b>	<b>NA</b>	<b>NA</b>
Return on Capital Employed	Earnings before interest and Taxes	Capital Employed	<b>0</b>	<b>0</b>	<b>NA</b>	<b>NA</b>



*Handwritten signature/initials*

*Handwritten signature*





- A. Current ratio continues to be significantly low due to increase in liabilities for meeting day to day expenses of the Company.
- B. The ratio is negative as the company net worth is decreased from Rs 2593695 as at 31<sup>st</sup> March 2022 to Rs 1817822 as at 31<sup>st</sup> March 2023.

## 26 Segment Reporting

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

- 27 The Accounting policies set out in Note 1 have been applied in preparing the Financial Statements for the year ended 31<sup>st</sup> March 2023.

**On Behalf of the Board of Directors**



*Manoj V. Wadhwa*

[ **MANOJ V. WADHWAI** ]  
Chairman & Managing Director

*H. Wadhwa*

[ **HARSHVARDHAN M. WADHWAI** ]  
DIRECTOR

As per our Report of even date attached

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

*J. Agarwal*

**Jaina Agarwal**

[ Partner ]

MEMBERSHIP NO : 42291

PLACE : MUMBAI,

DATED: 27<sup>th</sup> May, 2023

UDIN: 2304229186ULNSS105



**BOMBAY POTTERIES & TILES LIMITED**

[CIN: L26933MH1933PLC001977]

Registered Office: 11, Happy Home, 244, Waterfield Road, Bandra (W), Mumbai – 400050.

**ATTENDANCE SLIP**

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

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

Full Name of the Share Holder: .....

Full name of Proxy / Representative: .....

Signature of the Shareholder/Proxy/Representative: .....

I hereby record my presence at the **89<sup>th</sup> ANNUAL GENERAL MEETING** of the Company to be held on **Saturday, 30<sup>th</sup> September, 2023 at 3:30 p.m.** at the Registered Office of the Company at 11, Happy Home, 244, Waterfield Road, Bandra (West), Mumbai – 400 050.

Signature of the shareholder / proxy / representative\*

.....

**BOMBAY POTTERIES & TILES LIMITED**

[CIN: L26933MH1933PLC001977]

Registered Office: 11, Happy Home, 244, Waterfield Road, Bandra (W), Mumbai – 400050.

Email Id: [mwadhwaconstructions@rediffmail.com](mailto:mwadhwaconstructions@rediffmail.com)

**PROXY FORM**

[ Pursuant to section 105 (6) of the Companies Act, 2013, 2013 and rule 19 (30 of the Companies (Management and Administration) Rules, 2014]

Name of the Members (s):

Registered Address:

Email ID:

Folio No./DP ID-Client ID No.

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

1.Name : ..... Address : .....

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

Signature : ....., or failing him/ her

2.Name : ..... Address : .....

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

Signature : ....., or failing him/ her

3.Name : ..... Address : .....

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

Signature : .....

As my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 89<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held on Saturday, 30<sup>th</sup> September, 2023 at 3:30 p.m. at the Registered Office of the Company at 11, Happy Home, 244, Waterfield Road, Bandra (West), Mumbai 400 050, and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Resolution Number	Resolution	For	Against
01	Adoption of the Audited Financial Statement for the financial year ended on 31.03.2023, including the Audited Balance Sheet as at 31 <sup>st</sup> March, 2023, Profit and Loss Account and Cash Flow Statement for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.		
02	To appoint a director in place of Mr. Manoj V. Wadhwa, who retires by Rotation at this Annual General Meeting and being eligible, offers himself for re- appointment.		
03	To appoint M/s. Agarwal Iyer and Associates as Statutory Auditor for a period of 5 years.		

Signed this ..... Day of ..... 2023.



.....  
Signature of Shareholder

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

Note:

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

**FORM NO. MGT-12**

**POLLING PAPER**

Serial No.

<b>[Pursuant to section 109(5) of the Companies Act, 2013 and the Rule 21 (1)(c) of the Companies (Management and Administration) Rule 2014.</b>	
Name of the Company	<b>BOMBAY POTTERIES &amp; TILES LTD</b> CIN NO: L26933MH933PLC00977
Registered Office Address	Happy Home, 244 Waterfield Road Bandra (West), Mumbai – 400 050.

SR.NO.	PARTICULAR	DETAILS
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1. Name of the First name 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 / Preference Shares

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

No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1	Adoption of the audited financial statement for the financial year ended on 31.03.2023, including the Audited Balance Sheet as at 31 <sup>st</sup> March 2023, Profit and Loss Account and Cash Flow Statement for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.			
2	To appoint a director in place of Mr. Manoj V. Wadhwa, who retires by Rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.			
3	To appoint M/s. Agarwal Iyer and Associates as Statutory Auditor for a period of 5 years.			

Place: MUMBAI  
Date: 30-09-2023

**(SIGNATURE OF THE SHAREHOLDER(S)/PROXY HOLDER)**

BOOK POST

To:

If undelivered, please return to:

BOMBAY POTTERIES & TILES LIMITED  
11, Happy Home, 244,  
Waterfield Road  
Bandra (W),  
MUMBAI – 400 050.