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BOMBAY SWADESHI STORES LTD.



111th Annual Report 2016-2017

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BOMBAY SWADESHI STORES LIMITED

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*Members are requested to bring their copy of the Annual Report to the Annual General Meeting

BOMBAY SWADESHI STORES LIMITED

111th ANNUAL REPORT 2016-2017

COMPANY DETAILS

Board Of Directors	Mrs. Madhu Chandak	DIRECTOR
	Mrs. Manjri Chandak	DIRECTOR
	Mrs. Jyoti Kabra	DIRECTOR
Statutory Auditors	M/s. M.D. Pandya & Associates Chartered Accountants	
Bankers	HDFC Bank Limited	
Registered Office	Western India House, Sir Pherozeshah Mehta Road, Fort, Mumbai – 400 001. Phone : 022 – 2288 5048 / 49 CIN : U74999MH1905PLC000223	
Investor Grievances E-Mail Id	investor@bombaystore.com	
Corporate Office	Anjaneya Building, Ground Floor, Orchard Avenue Road, Near Hiranandani Foundation School, Powai, Mumbai – 400 076. Phone : 022 – 4049 6500	
Registrar & Transfer Agent	Link Intime India Pvt Ltd., C-101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083. Phone : 022 – 4918 6000 E-mail id : rnt.helpdesk@linkintime.co.in	

NOTICE

NOTICE

NOTICE is hereby given that the One Hundred and Eleventh Annual General Meeting of the Members of Bombay Swadeshi Stores Limited will be held on Saturday, 23rd September, 2017 at 11.00 a.m. at Anjaneya CHS Limited, Orchard Avenue Opp. Hiranandani Foundation School, Powai, Mumbai – 400 076 to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF ACCOUNTS:

- a) To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon;
- b) To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Auditors thereon;

2. RETIRE BY ROTATION:

To appoint a Director in place of Mrs. Madhu Chandak (DIN: 07029901), who retires by rotation and being eligible offers herself for re-appointment.

3. APPOINTMENT OF STATUTORY AUDITORS:

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**

“**RESOLVED THAT** pursuant to Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder (including any statutory modification(s)/ enactment/ re-enactment(s) from the time being in force), M/s. Banshi Jain & Associates, Chartered Accountants (Firm Registration No. 100990W) be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. M. D. Pandya & Associates, Chartered Accountants, (ICAI Registration No.: 107325W), the retiring Statutory Auditors, for a period of five consecutive years to hold office from conclusion of One Hundred and Eleventh Annual General Meeting till the conclusion of One Hundred and Sixteenth Annual General Meeting of the Company, subject to ratification by the members as may be applicable, in subsequent Annual General Meeting(s) on such remuneration as maybe decided by the Board of Directors in consultation with the Auditors.”

By Order of the Board of Directors of
Bombay Swadeshi Stores Limited

Sd/-
Manjri Chandak
Director
DIN: 03503615

Place: Mumbai

Dated: 10th August, 2017

Registered Office:

Western India House

Sir Pherozeshah Mehta Road

Fort, Mumbai – 400 001

CIN: U74999MH1905PLC000223

Email Id: investor@bombaystore.com

Website: www.thebombaystore.com

NOTES:

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

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The instrument appointing the proxy should be deposited with the Company at least 48 hours before the commencement of the Meeting.
4. The Register of Members and Share Transfer Books of the Company will be closed from Monday, 18th September, 2017 to Saturday, 23rd September, 2017. (Both days inclusive)
5. Members who hold shares in dematerialized / electronic form are requested to write their Client ID and DP ID and those holding shares in physical form are requested to write their folio number in the attendance slip and deliver the duly signed attendance slip at the entrance of the meeting hall.
6. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in order of the names will be entitled to vote.
7. Members are requested to intimate all changes pertaining to change of address, bank account details, MICR code, IFSC code, mandates, power of attorney, nominations, change of name, email IDs, contact numbers etc., to their Depository Participant (DP). Changes intimated to the DPs will be automatically updated in the Company's

records. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar & Transfer Agent, Link Intime India Pvt. Ltd., C-101, 1st Floor, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083.

8. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of Contracts or Arrangement in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
9. Queries proposed to be raised at the AGM may be sent at the Registered Office of the Company at least seven days prior to the date of AGM to enable the management to compile relevant documents to reply the same in the meeting.
10. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and Annual report for the financial year 2016-17 of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Company's Registrars and Transfer Agents and/or either of the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report and Notice of 111th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by the permitted mode.
11. Members may note that the Notice of AGM shall be available on the Company's website www.thebombaystore.com
12. Brief profile of Director proposed to be appointed/re-appointed, nature of her expertise in specific functional areas, names of companies in which she holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter-se, etc. as stipulated under Secretarial Standard on General Meeting ("SS-2"), is annexed to the Notice of AGM.
13. Pursuant to Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 111th Annual General Meeting by electronic means. Member whose names appear in the Register of Members/List of Beneficial Owners as on Saturday, 16th September, 2017 are entitled to vote on the resolutions set forth in the Notice. Members who have acquired

shares after the dispatch of the Annual Reports and before the cut-off date may approach the Company for issuance of the user id and password for exercising their right to vote by electronic means. The e-voting will commence on Wednesday, 20th September, 2017 at 9.00 a.m. and shall end on Friday, 22nd September, 2017 at 5.00 pm. The Company has appointed Mr. Himanshu Kamdar (Membership No. 5171), Partner of M/s. Rathi & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the scrutiny of the votes cast through remote e-voting and physical ballots in a fair and transparent manner. Members desirous of voting through electronic mode may go through the procedure on e-voting detailed hereunder:

Procedure for E-Voting

- (i) The voting period begins on Wednesday, 20th September, 2017 at 9.00 a.m. and shall end on Friday, 22nd September, 2017 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 16th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant "Bombay Swadeshi Stores Limited" on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be

displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

14. The Chairperson shall, at the AGM, at the end of discussion on the business matters on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are

present at the AGM but have not cast their votes by availing the remote e-voting facility.

15. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by her in writing, who shall countersign the same and declare the results of the voting forthwith.
16. The results of e-voting, physical assent/dissent and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairperson or by any other person duly authorised in this regard. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.thebombaystore.com and on CDSL's website immediately after the declaration of result by the Chairperson or a person authorized by her.

By Order of the Board of Directors of
Bombay Swadeshi Stores Limited

Sd/-
Manjri Chandak
Director
DIN: 03503615

Place: Mumbai

Dated: 10th August, 2017

Registered Office:

Western India House
 Sir Pherozeshah Mehta Road
 Fort, Mumbai – 400 001

CIN: U74999MH1905PLC000223

Tel No.: 022 40496500

Email Id: investor@bombaystore.com

Website: www.thebombaystore.com

BRIEF PROFILE OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH THE SECRETARIAL STANDARDS (SS - 2):

Name	Mrs. Madhu Chandak (DIN: 07029901)
Age	38 years
Date of Appointment on Board	15 th June, 2015
Qualification	Master Degree in Finance from Cardiff University, United Kingdom.
Shareholding in the Company	33.62 %
Experience	She has around seven years of experience in the field of finance and accounts.
Terms and condition of appointment/re-appointment	Appointed as Non-Executive Director liable to retire by rotation
Details of Remuneration sought to be paid	Nil
Number of meetings attended during the year	Attended three Meetings held on 08/08/2016, 10/11/2016 and 06/02/2017 out of total four meetings held during the year.
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	Mrs. Madhu Chandak is Sister of Mrs. Jyoti Kabara & Mrs. Manjri Chandak – Directors of the Company.
Name of the other Companies in which also holds Directorship	<ul style="list-style-type: none"> – Bombay Store Retail Company Limited – Out of India Retail Private Limited – International Foundation for Research and Education

Membership/
Chairmanship on
the Committees of
other Company

-

By Order of the Board of Directors of
Bombay Swadeshi Stores Limited

Sd/-
Manjri Chandak
Director
DIN: 03503615

Place: Mumbai

Dated: 10th August, 2017

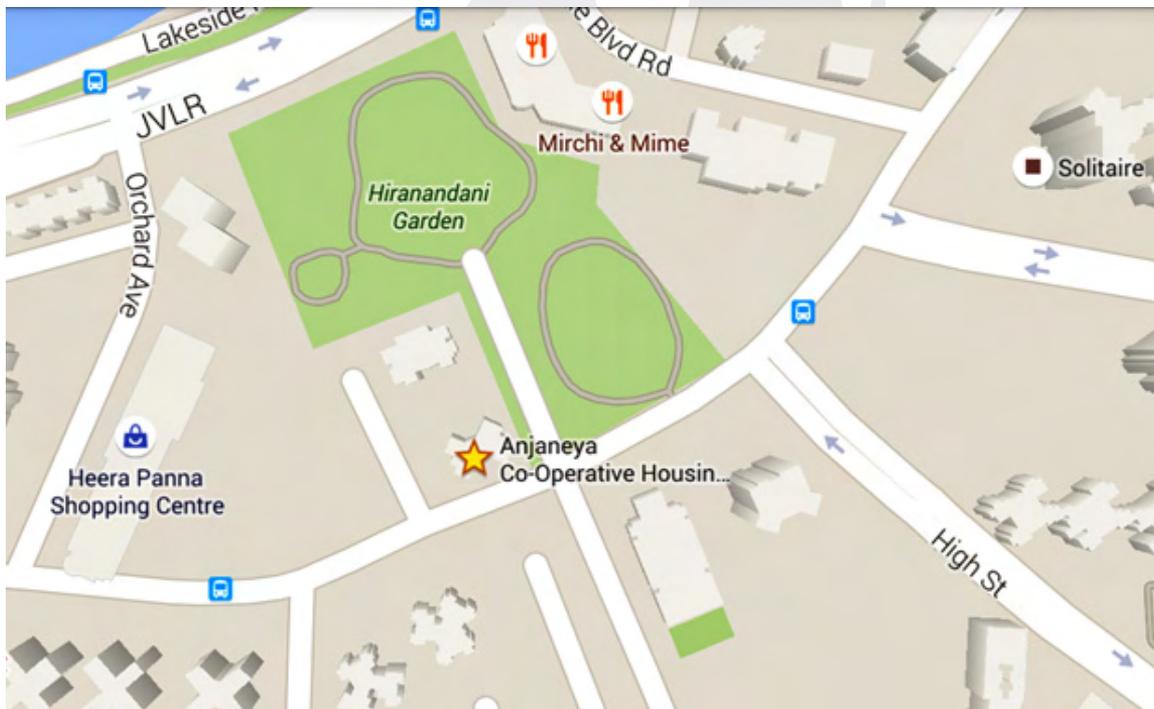
Registered Office:

Western India House, Sir Pherozeshah Mehta Road,
Fort, Mumbai – 400 001
CIN: U74999MH1905PLC000223
Tel No.: 022 40496500
Email Id: investor@bombaystore.com
Website: www.thebombaystore.com

ROUTE MAP TO AGM

Venue:

Anjaneya CHS Ltd, Orchard Avenue, Opp. Hiranandani Foundation School, Powai, Mumbai – 400 076



DIRECTORS' REPORT

To,
 The Members

BOMBAY SWADESHI STORES LIMITED (BSSL)

Your Directors have pleasure in presenting 111th Annual Report of your Company together with the Audited Financial Statements for the Financial year ended 31st March, 2017. ('the year under review', 'the year', or 'FY17')

1. FINANCIAL STATEMENT & RESULTS

a. Financial results

The Company's performance during the year ended 31st March, 2017 as compared to the previous financial year, is summarized below:

(Rs. in Lakhs)

Particulars	FY 2016-17	FY 2015-16
Income from Operation	2811.25	2313.24
Other Income	27.06	38.27
Total Revenue	2838.31	2351.51
Less: Expenses	2842.78	2706.26
Profit/ (Loss) before tax	(4.46)	(354.75)
Less: Tax Expense	-	-
Profit/ (Loss) after Tax	(4.46)	(354.75)
Add/(less): Prior year's tax adjustments	(1.56)	(2.56)
Profit/(loss) for the year	(2.91)	(357.31)

b. Operations

The year under review was quite encouraging for your Company. The company has taken different measures to revamp the whole operations of the company slowly and steadily. Good number of new merchandise were introduced to the stream of product line. The company has shown a growth of 22% while comparing the figures with that of last financial year.

The Income from Operations has increased to Rs. 2811.25 Lakhs as against the previous year's income of Rs. 2313.24 Lakhs.

The Loss has decreased to Rs.4.46 Lakhs as against the previous year's loss of Rs.354.75 Lakhs.

c. Dividend

In view of the loss incurred by the Company, the Board of Directors do not recommend any dividend for the Financial Year ended 31st March, 2017.

d. Transfer To Reserves

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

e. Change in the nature of business, if any

There was no change in the nature of business of the Company during the year under review.

f. Material changes and commitments if any affecting the financial position of the company, occurred after the balance sheet date and as at the date of signing this report:

No material changes and commitments affecting the financial position of the Company occurred after the Balance Sheet date and as at the date of signing this report.

g. Report on Performance of Subsidiaries, Associates and Joint Venture Companies:

The performance and financial position of the subsidiary and associate companies for the year ended 31st March, 2017 is attached and marked as "Annexure I" and forms part of this report.

h. Particulars of Contract or Arrangement with Related Parties

All contracts/arrangements/transactions entered into by the Company during the Financial Year with related parties were in the ordinary course of business and on an arm's length basis.

Pursuant to section 134(3) (h) read with Rule 8(2) of the Companies (Accounts) Rules, 2014, there are no transactions required to be reported under section 188(1) of the Companies Act, 2013. Accordingly, the disclosure of Related Party Transactions as required under section 134(3)(h) of the Companies Act, 2013 in Form AOC 2 is not applicable.

i. Revision of Financial Statement

There was no revision in the financial statements of previous years during the year under review.

j. Particulars of Loans, Guarantees, Investment and Securities

Details of Loans, Guarantees and Investment covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the financial statements of the Company.

k. Fixed Deposits

During the year under review, the Company has neither accepted any fresh deposit nor has renewed any deposits. The Company has repaid all deposits. As on the date of this Report, there has been no default in repayment of any matured deposit.

l. Changes in the Share Capital

During the year under review, there was no change in the Share Capital of the Company.

2. MATTERS RELATED TO DIRECTORS

a. Board of Directors

As per the provisions of Section 152 of the Companies Act, 2013, Mrs. Madhu Chandak (DIN: 07029901) retires by rotation and being eligible offers herself for re-appointment at the ensuing Annual General Meeting. Your Directors recommend her re-appointment.

3. DISCLOSURE RELATED TO BOARD, COMMITTEES AND POLICIES:

a. Board Meetings

The Board of Directors met four times during the financial year ended 31st March, 2017 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder.

Sr. No.	Date of the Meeting (dd/mm/yyyy)
1	31/05/2016
2	08/08/2016
3	10/11/2016
4	06/02/2017

Attendance of each Director at the Board Meetings and the last Annual General Meeting

Name of Directors	No. of Board Meetings		Attendance at last AGM held on 16 th September, 2016
	Held*	Attended	
Mrs. Madhu Chandak	4	3	Yes
Mrs. Manjri Chandak	4	4	Yes
Mrs. Jyoti Kabra	4	3	Yes

b. Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Company was constituted pursuant to the provisions of Section 178 of the Companies Act, 2013. The scope and composition of the Stakeholders Relationship Committee is in conformity with the provisions of the said section.

The Stakeholders Relationship Committee was comprises of:

Composition	Category
Mrs. Manjri Chandak	Chairperson
Mrs. Madhu Chandak	Member

The members of Stakeholder Relationship Committee met six times during the financial year under review. The details of meetings held and attended during the financial year ended 31st March, 2017 are given herein below:

Sr. No	Date of the Meeting (dd/mm/yyyy)
1	09/05/2016
2	22/08/2016
3	29/08/2016
4	06/09/2016
5	21/11/2016
6	13/02/2017

Name of the Member(s)	Meeting(s) details	
	Held	Attended
Mrs. Manjri Chandak	6	6
Mrs. Madhu Chandak	6	6

c. Internal Control Systems

There are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

d. Risk Management Policy

A detailed review of business risks and the Company's plans to mitigate them is assessed and considered by the Board of Directors of the Company. The Board has adopted the Risk Management Policy and Guidelines to mitigate foreseeable risks, avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Risk evaluation is an ongoing and continuous process within the Company and it is regularly updated to the Board of the Company.

e. Directors' Responsibility Statement

As required under Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

1. in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company at the end of the financial year and of the profit and loss of the Company for that period;

3. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
4. the directors had prepared the annual accounts of the Company on a going concern basis; and
5. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

4. AUDITORS & REPORT

The matters related to Auditors and their Reports are as under:

a) Observations of Statutory Auditors on Accounts for the year ended 31st March, 2017

The Auditors' Report for the financial year ended 31st March, 2017 is unmodified and does not contain any qualification, reservation, adverse remark or disclaimer. The observations in their report read with the explanatory notes therein are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

b) Appointment of Statutory Auditor

Messrs M. D. Pandya & Associates, Chartered Accountants, (Firm Registration No: 107325W), the retiring Auditors of the Company complete their term as Statutory Auditors as provided under the Companies Act, 2013 and relevant Rules thereunder at the conclusion of the ensuing Annual General Meeting ("AGM") of the Company.

The Board has placed on record its sincere appreciation for the services rendered by Messrs. M. D. Pandya & Associates, as Statutory Auditors of the Company.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. M. D. Pandya & Associates, Chartered Accountants, (ICAI Registration No.: 107325W) the Statutory Auditors of the Company, holds office upto the conclusion of the ensuing Annual General Meeting.

The Board of Directors recommends to the Members, the appointment of M/s. Banshi Jain & Associates, Chartered Accountants (Firm Registration No. 100990W) as Statutory Auditors for a period of 5 years, commencing from the conclusion of the 111th AGM till the conclusion of the 116th AGM, subject to ratification of their appointment by the Members at every AGM, as may be applicable. M/s. Banshi Jain & Associates, Chartered Accountants, have given a written consent to act as Statutory Auditors of your Company and have also confirmed that the said appointment would be in conformity with the provisions of

sections 139 and 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

Necessary resolution for appointment of the said Auditors is included in the Notice of AGM for seeking approval of members.

5. OTHER DISCLOSURES

Other disclosures as per provisions of Section 134 of the Act read with Companies (Account) Rules, 2014 are furnished as under:

a. Corporate Social Responsibility

Since the Company's net worth as well as its net profits are both below the minimum prescribed limits, the provisions of clause (o) of Section 134(3) of the Companies Act, 2013 read together with Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014 do not apply and hence disclosures on Corporate Social Responsibility are not required to be given.

b. Extract of the Annual Return

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013, extract of the Annual Return for the financial year ended on 31st March, 2017 made under the provisions of Section 92 (3) of the Act is attached as "Annexure -II" which forms part of this report.

c. Conservation of Energy, Technology Absorption and Foreign Exchange Earning and outgo.

Considering the nature of business of the Company, furnishing information with regard to conservation of energy and technology absorption as required under Section 134 of the Companies Act, 2013 and the rules made thereunder is not applicable to the Company during the year under review.

The total foreign exchange used during the year was Rs. NIL (previous year Rs.48,326) and earned during the year was Rs. 72,889,728 (previous year Rs.30,829,042).

6. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. None of the Directors received payment of remuneration or commission from the Holding/Subsidiary Company during the financial year 2016-17.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise and under Employees Stock Option Scheme as per provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

4. There were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Companies Act, 2013 read with Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 as the Company did not create any such scheme during the year; and
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- Your Directors further state that pursuant to the provisions of sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013 no case pertaining to sexual harassment has been reported to Company during the Financial Year 2016 -17.

7. **ACKNOWLEDGEMENTS**

Your Directors wish to place on record their appreciation for the support which the Company has received from its shareholder, vendors, customers and employees.

**For and on behalf of the Board of Directors of
Bombay Swadeshi Stores Limited**

Sd/-	Sd/-
Madhu Chandak	Manjri Chandak
Director	Director
DIN: 07029901	DIN: 03503615

Date: 10th August, 2017
Place: Mumbai

Registered Office: Western India House,
Sir P.M. Road, Fort, Mumbai 400 001
CIN: U74999MH1905PLC000223
Email Id: investor@bombaystore.com
Website: www.thebombaystore.com



ANNEXURE - I
PERFORMANCE OF SUBSIDIARIES & ASSOCIATE COMPANIES
FORM AOC- 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/Associate or joint Venture Companies

Part "A": Subsidiaries

1	Serial No.	(i)
2	Name of the subsidiary	Bombay Store Retail Company Limited
3	The date since when subsidiary was acquired	25/01/2008
4	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Same as of the Holding Company
5	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	N.A
6	Share capital	5,00,000
7	Reserves and Surplus	(126,479,499)
8	Total Assets	20,860,617
9	Total Liabilities	146,840,116
10	Investments	55,496
11	Turnover	34,717,247.00
12	Profit/(loss) before taxation	(16,513,559)
13	Provision for taxation	-
14	Profit/(loss) after taxation	(16,513,559)
15	Proposed Dividend	NIL
16	Extent of shareholding (in percentage)	100%

*Excluding Share Capital, Reserves & Surplus

1. Name of the subsidiaries which are yet to commence operations – **Not Applicable**
2. Name of the subsidiaries which have been liquidated or sold during the year– **Not Applicable**

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to the Associate Companies & Joint Ventures

Name of Associates	Out of India Retail Private Limited
1. Latest audited Balance Sheet Date	31-03-2017
2. Date on which the associate was associated or acquired	29/03/2014
3. Shares of Associate held by the Company on the year end	
Number	10,000
Amount of Investment in Associates	1,00,000
Extend of Holding % (<i>Bombay Swadeshi Stores Ltd holds 26% 'Class A Shares' of Out of India Retail Private Ltd. Its share holding to total paid up capital is 8.42%</i>)	26%
4. Description of how there is significant influence	Voting right in excess of 20%
5. Reason why the associate is not consolidated	In view of Losses which are temporary in nature. carrying amount of investment in Associate is taken at cost
6. Net worth attributable to shareholding as per latest audited Balance Sheet	7,80,81,987/-

7. Profit / Loss for the year	
1. Considered in Consolidation	-
2. Not Considered in Consolidation	80,65,485/-

Names of joint ventures which are yet to commence operations - **NIL**

Names of joint ventures which have been liquidated or sold during the year – **NIL**

**For and on behalf of the Board of Directors of
Bombay Swadeshi Stores Limited**

Sd/-
Madhu Chandak
Director
DIN: 07029901

Sd/-
Manjri Chandak
Director
DIN: 03503615

Date: 10th August, 2017
Place: Mumbai

Registered Office: Western India House,
Sir P.M. Road, Fort, Mumbai 400 001
CIN: U74999MH1905PLC000223
Email Id: investor@bombaystore.com
Website: www.thebombaystore.com



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ANNEXURE - II
FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017
[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration] Rules, 2014

I. REGISTRATION & OTHER DETAILS:

CIN	U74999MH1905PLC000223
Registration Date	11-12-1905
Name of the Company	Bombay Swadeshi Stores Limited
Category/Sub-category of the Company	Company Limited by Shares Non-government Company
Address of the Registered Office & contact details	Western India House, Sir P.M. Road Fort, Mumbai 400 001 Tel: (022) 22885048 E-mail: feedback@bombaystore.com
Whether listed company	No
Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt Limited C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai – 400083, Maharashtra, India Tel No.: +91-22-4918 6270 Fax No.: +91-22-4918 6060 Email: rnt.helpdesk@linkintime.co.in

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)

Sr. No.	Name and Description of main products/services	*NIC Code of the product/ service	% to total turnover of the company
1.	Home Décor, Home Furnishings and Gift Items (Retail Trade)	G2	100.00

*NIC – 2008 codes

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN/GLN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
1	Bombay Store Retail Company Limited	U51909MH2007PLC168960	Subsidiary	100.00	2(87) of Companies Act, 203
2	Out of India Retail Private Limited	U52605MH2013PTC244017	Associate	26.00	2(6) of Companies Act, 2013

Bombay Swadeshi Stores Ltd holds 26% 'Class A Shares' of Out of India Retail Private Ltd

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

A. Category-wise Share Holding

Category of shareholders	No. of shares held at the beginning of the year [As on 1st April, 2016]				No. of shares held at the end of the year [As on 31 st March, 2017]				% (change during the year)
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
1. Indian									
a Individuals/ HUF	4341391	209286	4550677	92.11	4598522	3800	4602322	93.16	1.05
b Central Govt.	-	-	-	-	-	-	-	-	-
c State Govts.	-	-	-	-	-	-	-	-	-
d Bodies Corporate	-	-	-	-	-	-	-	-	-
e Banks/FIs	-	-	-	-	-	-	-	-	-
f Any other (specify)	-	-	-	-	-	-	-	-	-
Sub-Total A(1)	4341391	209286	4550677	92.11	4598522	3800	4602322	93.16	1.05
2. Foreign									
Non-resident individuals	-	-	-	-	-	-	-	-	-
b Other individuals	-	-	-	-	-	-	-	-	-
c Bodies Corporate	-	-	-	-	-	-	-	-	-
d Banks/FIs	-	-	-	-	-	-	-	-	-
e Any other (specify)	-	-	-	-	-	-	-	-	-
Sub-Total A(2)	-	-	-	-	-	-	-	-	-
Total shareholding of promoters A = (A1+A2)	4341391	209286	4550677	92.11	4598522	3800	4602322	93.16	1.05
B. Public shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	460	-	460	0.00	460	-	460	0.00	0.00
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govts.	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
sf) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	0.00	-	-	-	0.00	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
Sub-Total B(1)	460	-	460	0.00	460	-	460	0.00	-

2.	Non-Institutions									
a)	Bodies Corporate									
(i)	Indian	19255	1666	20921	0.42	16879	1666	18545	0.37	(0.05)
(ii)	Overseas	-	-	-	-	-	-	-	-	-
b)	Individuals									
(i)	Individual share-holders holding nominal share capital upto Rs.1 lac	148680	156314	304994	6.17	161969	148086	310055	6.27	0.10
(ii)	Individual share-holders holding nominal share capital in excess of Rs.1 lac	54500	0	54500	1.10	-	-	-	-	(1.10)
c)	Others (specify)									
	Non-resident Indians (Non Repat)	63	-	63	0.00	263	-	263	0.00	0.00
	Non Resident Indians (Repat)	1022	-	1022	0.00	1022	-	1022	0.02	-
	Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
	Foreign Nationals	6	--	6	0.00	6	-	6	0.00	-
	Trusts	1133	-	1133	0.02	1133	-	1133	0.02	-
	Foreign Bodies - DR	-	-	-	-	-	-	-	-	-
	Clearing Member	314	-	314	0.00	304	-	304	0.00	-
	HUF	5910	-	5910	0.11	5890	-	5890	0.11	(0.00)
	Sub-Total (B)(2)	230883	157980	388863	7.88	187466	149752	337218	6.82	(1.05)
	Total public share-holding B= (B1 + B2)	231343	157980	389323	7.88	187926	149752	337678	6.83	(1.05)
C.	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	Grand Total (A + B +C)	4572734	367266	4940000	100	4786448	153552	4940000	100	-

B. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share-holding during the year
		No. of shares	% of total shares of the company	% of shares pledged/ encum-bered to total	No. of shares	% of total shares of the company	% of shares pledged/ encum-bered to total	
1	Madhu Abhay Chandak	1660818	33.62	-	1660818	33.62	-	-
2	Jyoti Varun Kabra	1495186	30.27	-	1495186	30.27	-	-
3	Manjri Aditya Chandak	1394673	28.23	-	1446318	29.28	-	1.05
	Total	4550677	92.12		4602322	93.17		1.05

C. **Change in Promoters' Shareholding (please specify, if there is no change)**

Sr. No.	Particulars	Shareholding at the beginning of the year (01.04.2016)		Date (dd/mm/yyyy)	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Madhu Abhay Chandak	1660818	33.62				1660818	33.62
		-	-					
	At the end of the Year			NA	NA	NA	1660818	33.62
2	Jyoti Varun Kabra	1495186	30.27				1495186	30.27
		-	-	NA	NA	NA		
	At the end of the Year						1495186	30.27
3	Manjri Aditya Chandak	1394673	28.23				1394673	28.23
		-	-	22/04/2016	Increase	676	1395349	28.25
				20/05/2016	Increase	2259	1397608	28.29
				13/05/2016	Increase	4270	1401878	28.38
				17/06/2016	Increase	1045	1402923	28.40
				22/07/2016	Increase	1639	1404562	28.43
				19/08/2016	Increase	20	1404582	28.43
				04/11/2016	Increase	3727	1408309	28.51
				16/12/2016	Increase	34209	1442518	29.20
			17/02/2017	Increase	3800	1446318	29.28	
At the end of the Year						1446318	29.28	

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D. **Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs/ADRs)**

Sr. No.	Particulars	Shareholding at the beginning of the year (01.04.2016)		Date	Net Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Rajiv R Thakkar	54500	1.10				54500	1.10
				During the Financial Year	(32000)	Sold	22500	0.45
	At the end of the year	-	-				22500	1.10
2	Manibhai Chaturbhuj Bhupendrasingh Mulji Bhupendrasingh Mulji	14133	0.28	NA	NA	NA	14133	0.28
							-	-
	At the end of the year	-	-				14133	0.28
3	Luxmi Kant Gupta Usha Gupta	13307	0.26	NA	NA	NA	13307	0.26
							-	-
	At the end of the year	-	-				13307	0.26
4	Gautam Maneklal Mehta Rajann Gautam Mehta	10000	0.20	NA	NA	NA	10000	0.20
							-	-
	At the end of the year	-	-				10000	0.20
5	Sudarshanram Narayan Rao	8,333	0.16	NA	NA	NA	8,333	0.16
							-	-
	At the end of the year	-	-				8,333	0.16
6	Pradip Chinubhai Patel Bina Pradip Patel Saloni Pradip Patel	7666	0.15	NA	NA	NA	7666	0.15
							-	-
	At the end of the year	-	-				7666	0.15
7	MSPL Limited	4573	0.09	NA	NA	NA	4573	0.09
							-	-
	At the end of the year	-	-				4573	0.09
8	Saraswati Mangesh Rege Vasanti Vasant Naik	3680	0.07	NA	NA	NA	3680	0.07
							-	-
	At the end of the year	-	-				3680	0.07
9	Shree Sheth Securities And Services Private Ltd	3410	0.07	NA	NA	NA	3410	0.07
							-	-
	At the end of the year	-	-				3410	0.07
10	Savita Ashok Koli	2900	0.06	NA	NA	NA	2900	0.06
							-	-
	At the end of the year	-	-				2900	0.06

Note: The above information is based on the weekly beneficiary position received from the Depositories.

E. Shareholding of Directors and Key Managerial Personnel

Sr. No.	Particulars	Shareholding at the beginning of the year (01.04.2016)		Date (dd/mm/yyyy)	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
1	Madhu Abhay Chandak	1660818	33.62				1660818	33.62
		-	-					
	At the end of the Year			NA	NA	NA	1660818	33.62
2	Jyoti Varun Kabra	1495186	30.27				1495186	30.27
		-	-	NA	NA	NA		
	At the end of the Year						1495186	30.27
3	Manjri Aditya Chandak	1394673	28.23				1394673	28.23
		-	-	22/04/2016	Increase	676	1395349	28.25
				20/05/2016	Increase	2259	1397608	28.29
				13/05/2016	Increase	4270	1401878	28.38
				17/06/2016	Increase	1045	1402923	28.40
				22/07/2016	Increase	1639	1404562	28.43
				19/08/2016	Increase	20	1404582	28.43
				04/11/2016	Increase	3727	1408309	28.51
				16/12/2016	Increase	34209	1442518	29.20
				17/02/2017	Increase	3800	1446318	29.28
	At the end of the Year						1446318	29.28

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 year				
(i) Principal amount	NIL	42,700,000	11,303,000	54,003,000
(ii) Interest due but not paid			714,056	714,056
(iii) Interest accrued but not due				
Total (i) + (ii) + (iii)		42,700,000	12,017,056	54,717,056
Change in indebtedness during the financial year		17,000,000 (25,000,000)	262,932 (11,830,270)	17,262,932 (36,830,270)
• Addition				
• Reduction				
Net change		(8,000,000)	(11,567,338)	(19,567,338)
Indebtedness at the end of the year		347,00,000	284,000 165,718	34,984,000 165,718
(i) Principal amount				
(ii) Interest due but not paid				
(iii) Interest accrued but not due				

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

The Company does not have any Managing Director, Whole-time director and / or Manager on its board.

B. Remuneration to other Directors:

During the year under review, the Company has not paid any remuneration to other Directors.

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

The Company has no Key Managerial Personnel.

VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment			NIL		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			NIL		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			NIL		
Compounding					

For and on behalf of the Board of Directors of
Bombay Swadeshi Stores Limited

SINCE 1906

Sd/-
 Madhu Chandak
 Director
 DIN: 07029901

Sd/-
 Manjri Chandak
 Director
 DIN: 03503615

Date: 10th August, 2017
Place: Mumbai

Registered Office: Western India House,
 Sir P.M. Road, Fort, Mumbai 400 001
 CIN: U74999MH1905PLC000223
 Email Id: investor@bombaystore.com
 Website: www.thebombaystore.com

INDEPENDENT AUDITOR'S REPORT

To the Members of Bombay Swadeshi Stores Limited.

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of **BOMBAY SWADESHI STORES LIMITED** which comprises of Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment

of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of state of affairs of the Company as at March 31, 2017 and its loss and its cash flows for the year ended on that date.

Emphasis of matter

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2017 issued by the Central Government of India in terms of Section (11) of section 143 of the Act (hereinafter referred to as the "Order") and on basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure B a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
10. As required by section 143(3) of the Act, we report that:
 - a) We have sought all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
 - c) The Balance Sheet, Statement of Profit and Loss Account and Cash Flow statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified

under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e) On the basis of written representations received from the directors, as on 31st March, 2017, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms 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, we refer to our separate Report in "Annexure A".
- g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosures in the financial statements as to the holdings as well as dealings in Specified Bank Notes during the period 8th November, 2016 to 30th December, 2016. Based on the audit procedures and relying on the management representation we report that the disclosures are in accordance with the Books of Account maintained by the Company and as produced before us by the management. Refer note 27 to the financial statements.

For **M D PANDYA & ASSOCIATES**
Chartered Accountants
Reg No. 107325W

Sd/-

A. D. PANDYA

Partner

Membership No.:033930

Mumbai,

Dated : 10th August, 2017

Partners:

M. D. Pandya

B. Com., F.C.A.

A. D. Pandya

B. Com., F.C.A.

Annexure A to the Independent Auditors' Report

Referred to Para 10(f) of the Independent Auditors; Report of even date to the members of the Company on the Standalone Financial Statements for the year ended 31st March, 2017.

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 SWADESHI STORES LIMITED**. ("the Company") as of March 31, 2017 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 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. 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 specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, 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.

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 authorisations 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, 2017, 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 **M D PANDYA & ASSOCIATES**

Chartered Accountants

Reg No. 107325W

Sd/-

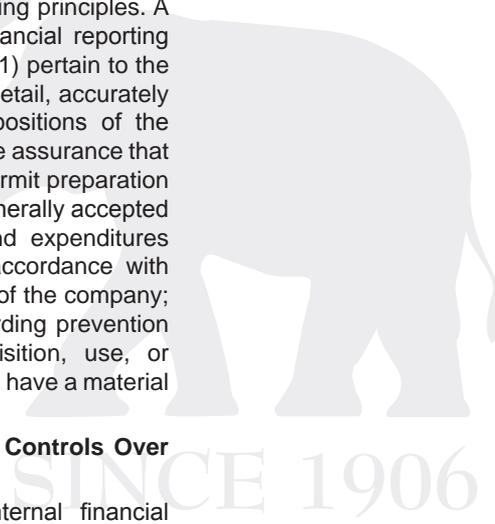
A. D. PANDYA

Partner

Membership No.:033930

Mumbai,

Dated: 10thAugust, 2017



Annexure B to the Independent Auditors' Report

Referred to Para 9 of the Independent Auditors; Report of even date to the members of the Company on the Standalone Financial Statements for the year ended 31st March, 2017.

- i a The Company has generally maintained proper books and records showing full particulars, including quantitative details and situations of fixed assets.
- i b The Company has a regular programme of physical verification of its fixed assets by which all fixed assets are physically verified, periodically. In our opinion, periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its business. According to information and explanations given to us, no material discrepancies were noticed on such verification.
- i c The title deed of immovable property taken on lease by the company is held in the name of the company.
- ii The physical verification of the merchandises (Finished Goods) have been conducted at reasonable intervals by the management during the year. On account of the nature of the trade being retail business dealing in hundreds of small items, in our opinion the frequency of the verification is reasonable. The discrepancies noticed on physical verification of the inventory as compared to book records were not material.
- iii 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. Accordingly, provisions of sub-clause iii (a), (b) & (c) are not applicable.
- iv According to the information and explanation given to us, the company has complied with the provisions section 185 & 186 of the Companies Act, 2013. In respect of grant of loans and making investments.
- v According to the information and explanation given to us, the Company has not accepted any deposits during the year. There are no unclaimed deposits to which the provisions of Section 73 and 76 of the Act or any other relevant provisions of the Companies would apply.
- vi The provisions of clause 4 (vi) of the Companies (Auditors Report) Order 2017 are not applicable to the Company.
- viiia According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues in respect of Provident Fund, , Employee's State Insurance, Income tax, Value Added tax, Wealth tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues with appropriate authorities to the extent applicable and

there no undisputed statutory dues payable for a period more than six months from the date they became payable as at 31st March, 2017.

- viiib According to the information and explanations given to us, there were no dues in respect Provident Fund, , Employee's State Insurance, Income tax, Value Added tax, Wealth tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues which have not been deposited as at 31st March, 2017 on account of any dispute with the relevant authorities.
- viii According to information and explanation given to us, the Company has not taken any loans from the financial institution or banks or government. The Company has not issued any debentures.
- ix According to the information and explanations provided to us and as per the records of the company examined by us, company has not raised funds by way of public issue/ follow-on offer (including debt instruments) and term loans.
- x According to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the year.
- xi The Company has not paid any managerial remuneration during the year.
- xii In our opinion and according to information and explanations given to us, Company is not a Nidhi Company.
- xiii All transactions with the related parties are in compliance with Section 188 and 177 of Companies Act, 2013 where applicable and the details of the same have been disclosed in the Financial Statements as required by the accounting standards and Companies Act, 2013.
- xiv During the year under review the company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures.
- xv During the year under review the company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi The company is not required to be registered under section 45-IA of Reserve Bank of India Act, 1934.

For **M D PANDYA & ASSOCIATES**
Chartered Accountants
Reg No. 107325W

Sd/-
A. D. PANDYA
Partner
Membership No.:033930

Mumbai,
Dated : 10th August, 2017



Balance Sheet as at 31st March 2017

	Notes	2016-17 ₹	2016-17 ₹	2015-16 ₹
EQUITY AND LIABILITIES				
SHAREHOLDERS FUNDS :				
Share Capital	2	98,80,000		98,80,000
Reserves & Surplus	3	7,94,21,148	8,93,01,148	7,97,11,975
				8,95,91,975
NON CURRENT LIABILITIES:				
Long Term Borrowings	4		3,47,00,000	4,27,00,000
CURRENT LIABILITIES				
1) Short Term Borrowings	5	-		1,13,03,000
2) Trade Payables	6	2,52,54,600		26,66,519
3) Other Current Liabilities	7	48,59,013		15,04,118
			3,01,13,613	1,54,73,637
			<u>15,41,14,761</u>	<u>14,77,65,612</u>
ASSETS				
NON CURRENT ASSETS:				
Fixed Assets	8			
Tangible Assets			77,12,332	44,49,497
Intangible Assets			2,05,313	3,62,849
NON CURRENT INVESTMENTS:	9		6,00,000	6,00,000
LONG TERM LOANS AND ADVANCES:	10		6,07,67,233	8,74,22,064
CURRENT ASSETS:				
1) Inventories	11	6,13,87,637		3,56,56,797
2) Trade Receivables	12	8,58,930		18,81,289
3) Cash & Cash Equivalents	13	23,92,377		58,21,191
4) Short Term Loans & Advances	14	2,01,90,939		1,15,71,925
			8,48,29,883	5,49,31,202
			<u>15,41,14,761</u>	<u>14,77,65,612</u>

Notes forming part of Financial Statements

1 -35

As per our Report of even dated
For M. D. PANDYA & ASSOCIATES
Chartered Accountants
Reg No. 107325W

Sd/-
A. D. Pandya
Partner
Membership No:33930

Sd/-
Madhu Chandak
Director
Sd/-
Manjri Chandak
Director

Sd/-
Jyoti Kabra
Director
MUMBAI, 10th August 2017

MUMBAI, 10th August 2017

Statement of Profit and Loss for the year ended 31st March 2017

	Notes	2016-17 ₹	2015-16 ₹
CONTINUING OPERATIONS			
INCOME :			
Revenue from Operation	15	28,11,25,273	23,13,23,674
Other Income	16	27,06,321	38,27,217
Total Revenue		<u>28,38,31,594</u>	<u>23,51,50,891</u>
EXPENSES :			
Purchase Of Stock In Trade	17	18,54,39,711	6,61,25,956
Change in Inventories of Stock in Trade	18	(2,55,32,767)	14,57,07,365
Employee Benefit Expenses	19	3,07,70,989	1,83,92,302
Finance Cost	20	43,37,357	73,68,815
Other Expenses	21	8,77,90,191	2,59,39,317
Depreciation & Amortisation Expenses	8	14,72,626	16,80,693
		<u>28,42,78,107</u>	<u>26,52,14,448</u>
Profit before Exceptional Items		(4,46,513)	(3,00,63,557)
Exceptional Items	22	-	54,11,784
Profit/(Loss) before Tax		<u>(4,46,513)</u>	<u>(3,54,75,341)</u>
Provision for Tax		-	-
Profit/(Loss) after Tax		(4,46,513)	(3,54,75,341)
Less: Prior years tax adjustments		(1,55,686)	2,56,118
Profit/(Loss) for the year		<u>(2,90,827)</u>	<u>(3,57,31,459)</u>
Basic and diluted earning per share (in ₹)		(0.09)	(7.18)
Notes forming part of Financial Statements		1 -35	
As per our Report of even dated			
For M. D. PANDYA & ASSOCIATES			
Chartered Accountants			
Reg No. 107325W			
Sd/- A. D. Pandya Partner Membership No:33930		Sd/- Madhu Chandak Director	Sd/- Manjri Chandak Director
		Sd/- Jyoti Kabra Director	
MUMBAI, 10th August 2017		MUMBAI, 10th August 2017	

Cash Flow Statement for the year ended 31st March 2017

	2016-17		2015-16	
	₹	₹	₹	₹
A CASH FLOW FROM OPERATING ACTIVITIES				(₹ in '000)
Net Profit before tax and Exceptional items		(447)		(30,064)
Add: Adjustments for :				
Depreciation & Amortisation	1,473		1,681	
Interest paid	561		5,649	
Interest received	(176)		(239)	
(Profit) / Loss on sales of Investment	-		(69)	
(Profit) / Loss on sales of fixed assets (net)	-		(85)	
Dividend received	-	1,858	-	6,937
Operating Profit before Working Capital Changes		1,411		(23,127)
Adjustments for :				
Increase / (Decrease) in Trade payables	22,588		(19,374)	
Increase / (Decrease) in Other Current Liabilities	3,355		(730)	
Increase / (Decrease) in Short Term Provisions	-		-	
(Increase) / Decrease in Inventories	(25,731)		1,45,691	
(Increase) / Decrease in Long Term Loans & Advances	26,655		-	
(Increase) / Decrease in Short Term Loans & Advances	(8,238)		(58,754)	
(Increase) / Decrease in Trade & Other receivables	1,022	19,651	6,349	73,181
Cash Generated from Operations		21,062		50,054
Direct taxes paid		(225)		(32)
Cash Flow before exceptional items.		20,837		50,022
Exceptional Items:				
Delisting Expenses	-		(1,824)	
Write down of fixed assets & Goodwill	-	-	(3,588)	(5,412)
Net Cash from Operating Activities	[A]	20,837		44,611
B CASH FLOW FROM INVESTMENT ACTIVITIES				(1,499)
Sales of Assets		(4,578)		192
Sales / (Purchases) of Investments		-		80
Interest received		176		239
Dividend received		-		-
Write down of fixed assets & Goodwill (Exceptional Items)		-		3,588
Net Cash from Investment Activities	[B]	(4,402)		2,599
C CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from borrowings		-		42,700
Repayment of borrowings		(19,303)		(87,165)
Interest paid		(561)		(5,649)
Net Cash Flow from Financial Activities	[C]	(19,864)		(50,114)
Net Cash increase/(Decrease) in cash and Cash equivalents	(A+B+C)	(3,429)		(2,903)
Cash and Cash Equivalents (Opening) :				
Cash on Hand	189		2,603	
Balance with Banks	5,632	5,821	6,121	8,724
Cash and Cash Equivalents (Closing) :				
Cash on Hand	313		189	
Balance with Banks	2,079	2,392	5,632	5,821

Notes :

- The above Cash Flow Statement has been prepared under the Indirect Method as set out in the Accounting Standard - 3 (AS3) 'Cash Flow Statement' issued by the Institute of Chartered Accountant of India.
- Cash and cash equivalent represent cash and bank balance only.
- Previous year's figures have been regrouped or rearranged wherever necessary.

MUMBAI, 10th August 2017

Sd/-
Manjri Chandak
Director

AUDITORS' REPORT ON CASH FLOW STATEMENT

We have examined the attached Cash Flow Statement of Bombay Swadeshi Stores Limited for the year ended 31st March, 2017. The statement has been prepared as per AS-3 on Cash Flow Statement issued by Institute of Chartered Accountants of India under the "Indirect Method" and is in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report dated 10th August 2017 to the members of the Company."

For M D Pandya & Associates
Chartered Accountants
Reg No. 107325W

Sd/-
A D PANDYA
Partner

Membership No:33930

MUMBAI, 10th August 2017

Notes to Financial Statements for the year ended 31st March 2017

1 Company Background

The Company was incorporated in 1905. The Company is in business of retailing of variety of household, gifts, artefacts & other consumable products through its stores.

1.1 Significant Accounting Policies

- A. **Basis of Accounting:** The Financial Statements are prepared under historical cost conventions, on accrual basis of accounting and in accordance with the applicable mandatory Accounting Standards as notified under the relevant provisions of the Companies Act, 2013.
- B. **Use of Estimates:** The preparation of financial statements requires management to make certain estimates and assumptions that affect the amount reported in the financial statements and notes thereto. Differences between actual results and estimates are recognised in the period they materialise.
- C. **Fixed Assets**
- Tangible Fixed Assets are recorded at cost inclusive of Inward Freight, Duties, Taxes and Incidental Expenses related to acquisition of the Assets. Leasehold Premises are carried forward at cost. In case final settlement of bills with contractors is pending, but the asset is complete and ready for use, capitalisation is done on estimation basis subject to necessary adjustments , including those arising out of settlement of arbitration / court cases , in the year of final settlement.
 - Depreciation: Depreciation on Tangible Fixed Assets has been provided on the written down value method at the rates specified in Schedule II of the Companies Act 2013 except in respect of the computers where useful life of 6 years estimated by management which is different than those prescribed in Schedule II. Further no Depreciation has been provided on Leasehold Premises.
 - Impairment: Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount.
 - Intangible Assets: Software has been amortised over a period of 60 months.
- D. **Investments**
- Long term Investments are recorded in the books at cost inclusive of all expenses incidental to acquisition thereof. Long term Investments are stated at cost, provision for decline in value, other than temporary is made to recognize such decline.
 - Current Investments are valued at lower of cost or market value/net asset value.
- E. **Inventories:** Stock in trade - Merchandise is valued at cost or net realizable value whichever is lower. Cost includes direct expenses such as freight, taxes etc. Stock is valued on first-in-first-out basis.
- F. **Cash & Cash Equivalents for purpose of Cash Flow:** Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.
- G. **Sales**
- Export sales in foreign currency are accounted at the exchange rate prevailing on the date of the Bill of Lading.
 - Counter Sales in foreign exchange are converted in to Indian Rupees at the exchange rate ruling on the date of the transactions.
- H. **Mloyal Royalty Programme**
- Customer award credits having a predetermined life are granted to customers when they make purchases. The fair value of the consideration on sale of goods resulting in such award credits is allocated between the goods supplied and the award credit granted. The consideration allocated to the award certificate is measured by fair value from standpoint of the holder and revenue is deferred. The company at the end of each reporting period estimates the number of point redeemed, based on empirical date of redemption/lapses, and revenue is accordingly recognised.

Notes to Financial Statements for the year ended 31st March 2017

I. Gift Voucher

The amount collected on sales of Gift Voucher is recognised as a liability and transferred to revenue (Sales) when redeemed or to revenue (Others) on expiry.

J. Employees Benefits:

i. Defined Contribution Plan

Employees Benefits in the Provident Fund , Family Pension Fund and ESIC which are defined contribution schemes, are charged to the Profit and Loss Account of the year when contribution accrue.

ii. Defined Benefit Plan

Annual Contribution towards Gratuity Liability is funded with the Life Insurance Corporation of India in accordance with their Gratuity scheme and is absorbed in the accounts. The Company does not retain any obligation to pay further amounts if insurer does not pay all future employee benefits so the plan is not treated as defined benefit plan.

No provision is made for encashment of un-availed leave payable on retirement of employees.

K. Taxation:

Current Tax is determined as the amount of tax payable in respect of taxable income for the period computed in accordance with relevant provisions of Income Tax,1961.

Deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future.

L. Contingent Liabilities: Contingent Liabilities are not provided for, till the same are crystallised.

Notes to Financial Statements for the year ended 31st March 2017

	2016-17 ₹	2015-16 ₹
2 SHARE CAPITAL		
2.1 Authorised :		
15,000,000 Equity shares of ₹ 2/- each	3,00,00,000	3,00,00,000
200,000 Preference shares of ₹ 100/- each	2,00,00,000	2,00,00,000
	5,00,00,000	5,00,00,000
2.2 Issued, subscribed and paid-up:		
4,815,000 (Previous year 4,815,000) Equity shares of ₹ 2/- (Previous year ₹ 2/-) each fully paid-up in cash	96,30,000	96,30,000
125,000 (Previous year 125,000) Equity shares of ₹ 2/- (Previous year ₹ 2/-) each fully paid up issued for consideration other than in cash	2,50,000	2,50,000
	98,80,000	98,80,000

2.3 Reconciliation of Shares outstanding at the beginning and end of the year:

Particulars	2016-17		2015-16	
	No of Shares	Amount	No of Shares	Amount
Equity Shares at the beginning of the year	49,40,000	98,80,000	49,40,000	98,80,000
Add: Issued during the year	-	-	-	-
Equity Shares at the end of the year	49,40,000	98,80,000	49,40,000	98,80,000

Notes to Financial Statements for the year ended 31st March 2017

2.4 Details of shareholders holding more than 5% of shares as at

Sr No	Name of Shareholders	2016-17		2015-16	
		No of Shares	% of Paid up capital	No of Shares	% of Paid up capital
1	Mrs. MADHU ABHAY CHANDAK	16,60,818	33.62	16,60,818	33.62
2	Mrs. JYOTI VARUN KABRA	14,95,186	30.27	14,95,186	30.27
3	Mrs. MANJRI CHANDAK	14,46,318	29.28	13,94,673	28.23

3 RESERVES AND SURPLUS

Capital Reserve

Balance as per last Balance Sheet

10,04,364 10,04,364

Share Premium Account

Balance as per last Balance Sheet

8,98,79,206 8,98,79,206

Statement of Profit & Loss

Balance as per last Balance Sheet

(1,11,71,595) 2,45,59,864

Add: Profit/(Loss) for the year

(2,90,827) (3,57,31,459)

(1,14,62,423) (1,11,71,595)

Total 7,94,21,148 7,97,11,975

4 LONG TERM BORROWING

UNSECURED LOANS

Loan from a Director

3,47,00,000 4,27,00,000

Total 3,47,00,000 4,27,00,000

5 SHORT TERM BORROWING

UNSECURED LOANS

Fixed Deposits (due within one year)

- 1,13,03,000

Total - 1,13,03,000

6 TRADE PAYABLES

Other Trade Payables

2,52,54,600 26,66,519

Total 2,52,54,600 26,66,519

6.1 In the absence of any intimation from vendors regarding the status of their registration under the "Micro, small and Medium Enterprises Development Act, 2006", the Company is unable to comply with the disclosures required to be made under the said Act.

7 OTHER CURRENT LIABILITIES

Interest accrued and due

1,65,719 4,91,446

Unclaim Fixed Deposit

2,84,000 -

Other Payables

44,09,295 10,12,673

Total 48,59,013 15,04,118

Notes to Financial Statements for the year ended 31st March 2017

Notes 8 : Fixed Assets

SR. NO.	DESCRIPTION OF ASSETS	GROSS BLOCK			DEPRECIATION				NET BLOCK		
		AS AT	ADDITIONS	DEDUCTIONS	AS AT	AS AT	FOR THE YEAR	DEDUCTIONS/ADJUSTMENT	AS AT	AS AT	AS AT
		01-Apr-16			31-Mar-17	01-Apr-16			31-Mar-17	31-Mar-17	31-Mar-16
	TANGIBLE ASSETS										
1	Leasehold premises	25,00,000			25,00,000	-	-	-	-	25,00,000	25,00,000
2	Furniture & Fixtures	2,33,88,966	23,91,063		2,57,80,029	2,28,58,042	4,11,136		2,32,69,178	25,10,851	5,30,924
3	Computers & Softwares	34,37,672	76,491		35,14,164	28,92,448	2,28,030		31,20,478	3,93,686	5,45,224
4	Office & Other Equipments	16,01,207	3,33,533		19,34,739	15,11,420	1,04,997		16,16,417	3,18,322	89,787
5	Electrical Installations	52,10,825	16,66,029		68,76,854	44,27,262	4,60,119		48,87,381	19,89,473	7,83,563
6	Vehicles				-				-	-	-
	Total	3,61,38,670	44,67,115	-	4,06,05,786	3,16,89,172	12,04,282	-	3,28,93,454	77,12,332	44,49,498
	Previous Year Rs	6,55,56,524	13,41,922	3,07,59,776	3,61,38,670	6,02,60,352	10,55,792	2,96,26,971	3,16,89,172	44,49,497	52,96,172
	INTANGIBLE ASSETS										
7	Software	12,32,798	1,10,808	-	13,43,606	8,69,949	2,68,344		11,38,293	2,05,313	3,62,849
	Total	12,32,798	1,10,808	-	13,43,606	8,69,949	2,68,344	-	11,38,293	2,05,313	3,62,849
	Previous Year Rs	1,15,28,762	1,56,712	1,04,52,677	12,32,798	81,35,965	6,24,902	78,90,918	8,69,949	3,62,849	33,92,797

Note:

- 8.1** Addition during the year includes assets transferred from its subsidiary at a value mutually agreed during the year.
8.2 The company has recognised non cash write down of assets during the year Rs.NIL (Previous year Rs.3,587,874/-) (Refer Note No:25)

9 NON CURRENT INVESTMENTS

Trade - Unquoted

	2016-17	2015-16
	₹	₹
i In Equity instruments : (fully paid -up)		
Nil (Previous year 5,000) Equity shares of Dravya Industrial Chemicals Ltd. of ₹ 10/- each fully paid up	-	75,000
ii Investment in Subsidiary Company:		
50,000 (Previous year 50,000) Equity shares of Bombay Store Retail Company Ltd. of ₹ 10/- each fully paid up	5,00,000	5,00,000
iii Investment in Associates		
10000 (Previous year 10000) equity shares of Out of India Retail Pvt Ltd. of Rs.10/- each fully paid up	1,00,000	1,00,000
	6,00,000	6,75,000

Note:

Holding in Associates is 26% of Voting Rights & 8.42% of Ownership Interest

In view of brought forward Losses which are temporary in nature carrying amount of Investment in Associates is taken at cost.

Less : Diminution in value of Investments

	-	75,000
Total	6,00,000	6,00,000

Notes to Financial Statements for the year ended 31st March 2017

	2016-17	2015-16
	₹	₹
10 LONG TERM LOANS & ADVANCES		
Advance towards Premises (Refer Note 10.1)	-	1,08,77,995
Others (Refer Note 10.2)	-	9,00,000
Advance to subsidiary	6,07,67,233	7,56,44,069
Total	<u>6,07,67,233</u>	<u>8,74,22,064</u>
10.1 The Company had paid in earlier years advance to Grishma Construction & Trading Co Pvt Ltd, inspite of repeated follow up the amount is not forthcoming . Therefore the Company has decided to write off the same in Accounts for the year.		
10.2 Advance given for register & transfer agent however contract did not materialise. Inspite of repeated follow up the amount is not forthcoming. Therefore the Company has decided to write off the same in Accounts for the year.		
11 INVENTORIES		
Stock in Trade - Merchandise		
At cost or net realisable value whichever is lower	6,13,87,637	3,56,56,797
Total	<u>6,13,87,637</u>	<u>3,56,56,797</u>
12 TRADE RECEIVABLES		
(Unsecured, Considered Good)		
Due for more than six months from the due date of payment	-	
Other trade receivables	2	18,81,289
Total	<u>8,58,930</u>	<u>18,81,289</u>
13 CASH AND CASH EQUIVALENTS		
Cash on Hand	3,12,920	1,89,212
Balance with Scheduled Banks in:		
Current Accounts	6,35,404	31,87,428
Other Bank balances : Deposit Accounts	14,44,053	24,44,551
Total	<u>23,92,377</u>	<u>58,21,191</u>
14 SHORT TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	23,35,828	5,66,853
Advance payment of taxes (net)	38,61,185	34,80,657
Security & Other Deposits	1,39,93,927	75,24,415
Total	<u>2,01,90,939</u>	<u>1,15,71,925</u>
15 REVENUE FROM OPERATIONS		
Gross Sales of Merchandise	31,01,65,526	24,95,86,259
Less : Value Added Tax	2,90,40,253	1,82,62,585
Net Sales	<u>28,11,25,273</u>	<u>23,13,23,674</u>

Notes to Financial Statements for the year ended 31st March 2017

	2016-17	2015-16
	₹	₹
16 OTHER INCOME		
Interest	1,75,633	2,39,050
Commission & Discounts received on Travel Agency Business	-	13,40,067
Fees Received	20,00,000	-
Miscellaneous receipts	87,785	14,79,786
Provision for Diminishing Value of Investment	75,000	-
Profit on Sale of Investment	-	68,889
Profit on sale of assets(Net)	-	84,759
Sundry balances written back	3,67,903	6,14,665
Total	<u>27,06,321</u>	<u>38,27,217</u>
17 PURCHASE OF STOCK IN TRADE		
Purchases of Merchandise	18,54,39,711	6,61,25,956
Total	<u>18,54,39,711</u>	<u>6,61,25,956</u>
18 CHANGE IN INVENTORIES OF STOCK IN TRADE		
Opening Stock	3,56,24,252	18,13,31,617
Closing Stock	6,11,57,019	3,56,24,252
(Increase)/Decrease	<u>(2,55,32,767)</u>	<u>14,57,07,365</u>
19 EMPLOYEE BENEFIT EXPENSES		
Salaries, Allowances & Bonus	2,75,14,381	1,60,84,827
Managing Director's Remuneration	-	4,75,000
Contribution to Gratuity Fund	12,48,643	7,12,561
Contribution to Provided Fund & other Funds	16,93,228	7,00,714
Staff Welfare expenses	3,14,737	4,19,200
Total	<u>3,07,70,989</u>	<u>1,83,92,302</u>
20 FINANCE COST		
Interest On Bank Borrowings	-	28,293
Interest On Others	5,60,560	56,20,313
Bank Charges	3,65,556	3,70,980
Credit Card Charges	34,11,241	13,49,229
Total	<u>43,37,357</u>	<u>73,68,815</u>
21 OTHER EXPENSES		
Lease Rent	2,35,20,851	2,57,624
Repairs & Maintenance - Others	56,05,162	14,17,228
Legal & Professional Charges	30,91,780	42,73,615
Sales & Other Commission	1,74,56,557	21,82,873
Travelling & Conveyance	8,25,279	8,15,589
Electricity & Fuel	57,28,739	33,81,598
Insurance	1,03,680	86,896
Advertisements & Sales Promotion	57,56,635	11,63,898

Notes to Financial Statements for the year ended 31st March 2017

	2016-17	2015-16
	₹	₹
Packing Charges	23,40,843	77,484
Rate & Taxes (Includes Current Year Rs.NIL & Previous Year Rs.5867/- paid for earlier years on completion of assessments)	7,63,579	2,43,650
Auditors Remuneration:		
Audit Fees	2,87,500	2,25,000
Tax Audit Fees	57,500	25,000
	3,45,000	2,50,000
Miscellaneous Expenses	1,03,63,539	59,26,754
Investment written off	75,000	-
Advances written-off (Refer to Note No:10.1 & 10.2)	1,18,13,548	58,62,108
Total	8,77,90,191	2,59,39,317

22 EXCEPTIONAL ITEMS

Delisting Expenses	-	18,24,000
Write down of fixed assets & Goodwill (Refer Note No:25)	-	35,87,784
	-	54,11,784

23. Contingent Liabilities: NIL

24. During the year the Company continued with the major revamp of its stores and product lines . With a view of economy of scale in operations & better management the company decided to consolidated operations. Accordingly some of the operations under Bombay Store Retail Company Limited (subsidiary company) were transferred to the Company at an agreed value.The financials for the year reflect these transfers.

25. Exceptional Items :

Write down of its Fixed assets on account of revamping of stores and write down of Goodwill on account of closure of its division Current Year ₹ NIL & Previous Year ₹ 3,587,784/-

26. The accumulated loss of its subsidiary Bombay Store Retail Company Ltd have substantially eroded its net worth . The subsidiary is taking steps to revamp its business operations. Based on future plans and growth projections , the Company doesnot feel necessary to provide for the impairment loss.

27. The details on Specified Bank Notes held & transacted during period of 08/11/2016 to 30/12/2016 is as below:

	SBN	Others Denomination	Total
	Amount	Amount	Amount
Closing Balance as on 8/11/2016	3,97,500	67,091	4,64,591
Permitted Receipts	-	67,76,933	67,76,933
Cash withdraw	-	1,81,000	1,81,000
Permitted Payments	-	7,11,573	7,11,573
Amount Deposited in Banks	3,97,500	58,93,056	62,90,556
Closing balance as on 30/12/2016	-	4,20,395	4,20,395

28. The Company considers its entire operations under single segment 'Retailing'. The Company's operations are only in India.

29. Earning per share has been computed with reference to Loss after tax of (₹ 290,827/-) (Previous year Loss of ₹ 35,731,459/-) and weighted average number of equity shares 4,940,000 shares (Previous year 4,940,000) There is no diluted earning per share as there are no dilutive potential equity shares.

30. The Company has, on prudence not recognised Deferred Tax Assets ₹ 42,124,334/- (Previous year ₹ 10,387,272/-) mainly representing expenses allowable for tax purposes when paid and difference between tax and book written down value of fixed assets, due to uncertainty of future profits in terms of Accounting Standard 22 (AS-22) for Taxes on Income issued by The Institute of Chartered Accountants of India.

Notes to Financial Statements for the year ended 31st March 2017

The breakup of deferred tax assets / liability		Deferred tax asset/ (liability) as at 31-Mar-17 ₹	Deferred tax asset/ (liability) as at 31-Mar-16 ₹	
A.	Deferred Tax Assets			
	Expenses allowable for tax purpose when paid	3,17,644	8,321	
	Difference between tax and Book Written Down Value	95,42,233	1,03,78,951	
	Unabsorbed Business Loss	3,22,64,457	-	
		4,21,24,334	1,03,87,272	
B.	Deferred Tax Liability			
	Difference between Book Written Down Value and tax	-	-	
		-	-	
C.	Net Deferred Tax Assets	4,21,24,334	1,03,87,272	
D.	Deferred Tax Assets / (Liability)	1,30,16,419	32,09,667	
31.	Related Party Disclosures			
A.	Relationship			
I)	Subsidiary Company Bombay Store Retail Company Limited			
II)	Key Management Personnel & Relatives: Mrs.Madhu Chandak-Director Mrs.Manjri Chandak-Director Mrs.Jyoti Kabra-Director			
III)	Other Parties / Enterprises where control / significant influence exists. Out Of India Retail Pvt Ltd Avenue Supermarts Limited Avenue ecommerce Ltd		International Foundation for Reaserch and Education Kabra Extrusion Technik Limited	
Related party relationship is as identified by the Company and relied on by the Auditors.				
B.	Details of Transactions with Related Parties.			
Sr. No.	Nature of Transactions	Related Party Referred in		
		A (I)	A (II)	A (III)
i.	Purchases of goods and material	3,44,28,744 (7,51,48,717)	- (-)	- -
	Purchase of Capital Assets	25,61,317 (-)		
ii.	Expenditure			
	Remuneration	- (-)	- (4,75,000)	- (-)
	Interest paid	- (-)	- (5,55,016)	- (-)
	Rent & Utility	1,85,18,659 (-)	- (-)	15,87,000 (-)
	Printing & Stationary	- (-)	- (-)	- (54,965)

Notes to Financial Statements for the year ended 31st March 2017

	Professional Fees	-	-	-
		(-)	(39,000)	(-)
	Electricity Expenses	7,21,160		98,525
		-	-	-
		(-)	(-)	(-)
iii.	Income			
	Sales	-	-	6,60,148
		(-)	(-)	(-)
	Fees Received	20,00,000	-	-
		(-)	(-)	(-)
	Miscellaneous Receipt	-	-	-
		(-)	(-)	(-)
iv.	Outstanding Balance			
	Loans & Advances receivable	6,07,67,233	-	-
		(7,56,44,069)	(-)	(1,17,77,995)
	Loans & Advances received	-	3,47,00,000	-
		(-)	(4,27,00,000)	(-)
	Trade Receivable	-	-	84,017
		(-)	(-)	(1,020)
	Trade Payable	-	-	9,45,000
		(-)	(-)	(39,775)

Figures in brackets are for previous year.

32. Earning in Foreign Exchange:

- FOB value of exports of goods ₹ NIL (Previous year ₹ NIL).
- Receipts on account of sale of merchandise ₹ 72,889,728/- (Previous year ₹ 30,829,042/-).

33. CIF Value of Imports : Goods ₹ NIL (Previous year ₹ NIL).

34. Expenditure in Foreign Currency:

Other Expenses ₹ NIL/- (Previous year ₹ 48,326/-).

35. Previous year's figures have been regrouped / re-arranged / reclassified wherever necessary.

As per our Report of even dated

For M. D. PANDYA & ASSOCIATES

Chartered Accountants

Reg No. 107325W

Sd/-

A. D. Pandya

Partner

Membership No:33930

Sd/-

Madhu Chandak

Director

Sd/-

Manjri Chandak

Director

Sd/-

Jyoti Kabra

Director

MUMBAI, 10th August 2017

MUMBAI, 10th August 2017



Independent Auditors' Report to the Board of Directors of Bombay Swadeshi Stores Limited

To the Board of Directors of Bombay Swadeshi Stores Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying Consolidated Financial Statements of **BOMBAY SWADESHI STORES LIMITED** (hereinafter referred to as "the Holding Company") its subsidiary and associate company hereinafter referred to as "the Group" which comprises of the Consolidated Balance Sheet as at 31st March, 2017, the consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information based on relevant records (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as the "Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent and the 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, which have been used for the purpose of preparation of the Consolidated Financial Statements by the directors of the Holding Company as aforesaid.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
4. We have conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free from material misstatement.
5. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the Consolidated Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the Consolidated Financial Statements.
6. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Opinion

7. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31st March, 2017, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

8. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid Consolidated Financial Statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
- (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company, none of the directors of the Group companies is disqualified as on 31st March, 2017 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 Holding Company and its subsidiary company and the operating effectiveness of such controls, refer to our separate Report in Annexure A.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There were no pending litigations which would impact the consolidated financial position of the Group.
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative

contracts.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary company and its subsidiary company during the year ended 31st March, 2017.
- iv. The Company has provided requisite disclosures in the financial statements as to the holdings as well as dealings in Specified Bank Notes during the period 8th November, 2016 to 30th December, 2016. Based on the audit procedures and relying on the management representation we report that the disclosures are in accordance with the Books of Account maintained by the Company and as produced before us by the management. Refer note 28 to the financial statements.

For **M D PANDYA & ASSOCIATES**

Chartered Accountants

Reg no 107325W

Sd/-

A. D. PANDYA

Partner

Membership No.:033930

MUMBAI

DATED: 10th August, 2017

Annexure A to the Independent Auditors' Report

Referred to Para 8 (f) of the Independent Auditors' Report of even date to the members of the Company on the Standalone Financial Statements for the year ended 31st March, 2017.

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

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of Bombay Swadeshi Stores Ltd (hereinafter referred to as the Holding Company) and its subsidiary company as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary company are responsible for establishing and maintaining internal financial controls over financial reporting

criteria establish 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. 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 specified under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, 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.

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 Holding Company and its subsidiary have, 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, 2017, 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 M D PANDYA & ASSOCIATES

Chartered Accountants

Reg no 107325W

Sd/-

A. D. PANDYA

Partner

Membership No.:033930

Mumbai,

Dated : 10th August, 2017

Consolidated Balance Sheet as at 31st March 2017

	Notes	2016-17 ₹	2016-17 ₹	2015-16 ₹
EQUITY AND LIABILITIES				
SHAREHOLDERS FUNDS :				
Share Capital	2	98,80,000		98,80,000
Reserves & Surplus	3	(4,70,58,351)		(3,02,53,965)
			(3,71,78,351)	(2,03,73,965)
NON CURRENT LIABILITIES:				
Long Term Borrowing	4		11,27,00,000	12,37,00,000
CURRENT LIABILITIES:				
1) Short Term Borrowings	5	-		1,13,03,000
2) Trade Payables	6	3,15,84,882		4,29,47,508
3) Other Current Liabilities	7	66,01,614		59,44,451
			3,81,86,496	6,01,94,959
			11,37,08,145	16,35,20,994
ASSETS				
NON CURRENT ASSETS:				
FIXED ASSETS				
Tangible Assets	8		97,88,748	1,35,43,737
Intangible Assets			2,35,874	4,14,982
NON CURRENT INVESTMENTS:	9		1,00,000	1,00,000
LONG TERM LOANS AND ADVANCES:	10		-	1,17,77,995
CURRENT ASSETS:				
1) Current Investment	11	55,496		51,623
2) Inventories	12	7,60,84,683		9,98,19,414
3) Trade Receivables	13	8,94,904		22,07,550
4) Cash & Cash Equivalents	14	26,76,006		72,30,847
5) Short Term Loans and Advances	15	2,38,72,435		2,83,74,847
			10,35,83,523	13,76,84,280
			11,37,08,145	16,35,20,994
Notes forming part of Financial Statements	1-36			

As per our Report of even dated
For M. D. PANDYA & ASSOCIATES
Chartered Accountants
Reg No. 107325W

Sd/-
A. D. Pandya
Partner
Membership No:33930

MUMBAI, 10th August 2017

Sd/-
Madhu Chandak
Director
Sd/-
Manjri Chandak
Director

Sd/-
Jyoti Kabra
Director
MUMBAI, 10th August 2017

Consolidated Statement of Profit and Loss for the year ended 31st March 2017

	Notes	2016-17 ₹	2015-16 ₹
INCOME :			
Revenue from Operations	16	28,14,13,776	36,59,55,073
Other Income	17	70,36,454	1,29,27,082
Total Revenue		<u>28,84,50,230</u>	<u>37,88,82,155</u>
EXPENDITURE :			
Purchase Of Stock In Trade	18	15,10,63,486	12,23,06,803
Change in Inventories of Stock in Trade	19	2,36,54,660	18,04,15,117
Employee Benefit Expenses	20	3,07,98,390	3,07,99,987
Finance Cost	21	44,81,293	1,17,79,949
Other Expenses	22	9,22,81,069	7,90,74,917
Depreciation & amortisation expenses	8	31,31,404	60,20,327
		<u>30,54,10,303</u>	<u>43,03,97,100</u>
Profit before Exceptional Items		(1,69,60,072)	(5,15,14,945)
Exceptional Items	23	-	79,37,462
Profit / (Loss) before Tax		(1,69,60,072)	(5,94,52,407)
Provision for Tax		-	-
Profit / (Loss) after Tax		(1,69,60,072)	(5,94,52,407)
Less: Prior years tax adjustments		(1,55,686)	2,56,117
Profit / (Loss) for the year		<u>(1,68,04,386)</u>	<u>(5,97,08,524)</u>
Basic and diluted earning per share (in Rs.)		-3.43	-12.03
Notes forming part of Financial Statements	1-36		

As per our Report of even dated
For M. D. PANDYA & ASSOCIATES
 Chartered Accountants
 Reg No. 107325W

Sd/-
A. D. Pandya
 Partner
 Membership No:33930

MUMBAI, 10th August 2017

Sd/-
Madhu Chandak
 Director
 Sd/-
Manjri Chandak
 Director

Sd/-
Jyoti Kabra
 Director
 MUMBAI, 10th August 2017

Consolidated Cash Flow Statement for the year ended 31st March 2017

	2016-17		2015-16	
	₹	₹	₹	₹
A CASH FLOW FROM OPERATING ACTIVITIES				(₹ in '000)
Net Profit before tax and Exceptional Items		(16,960)		(51,515)
Add: Adjustments for :				
Depreciation	3,130		6,020	
Interest paid	561		8,155	
Interest received	(176)		(239)	
(Profit) / Loss on sales of Investment	-		(69)	
(Profit) / Loss on sales of fixed assets (net)	2,831		(85)	
Dividend received	(4)	6,343	(4)	13,778
Operating Profit before Working Capital Changes		(10,617)		(37,737)
Adjustments for :				
Increase / (Decrease) in Trade payables	(11,363)		(72,261)	
Increase / (Decrease) in Other Current Liabilities	657		(1,106)	
Increase / (Decrease) in Short Term Provisions	-		-	
(Increase) / Decrease in Inventories	23,734		1,80,350	
(Increase) / Decrease in Long Term Loans & Advances	26,655		-	
(Increase) / Decrease in Short Term Loans & Advances	5,486		(57,741)	
(Increase) / Decrease in Trade & Other receivables	1,313	46,481	7,800	57,042
Cash Generated from Operations		35,864		19,305
Direct taxes paid		(828)		126
Deferred payments		-		-
Cash flow before exceptional items		35,036		19,431
Exceptional Items:				
Delisting Expenses	-		(1,824)	
Write down of fixed assets & Goodwill	-		(6,113)	(7,937)
Net Cash from Operating Activities	[A]	35,036		11,494
B CASH FLOW FROM INVESTMENT ACTIVITIES				
Purchase of Assets		(71)		(1,737)
Sales of Assets		(1,958)		192
Sales / (Purchases) of Investments		-		76
Interest received		176		239
Dividend received		4		4
Write down of fixed assets & Goodwill (Exceptional Items)		-		6,113
Net Cash from Investing Activities	[B]	(1,849)		4,887
C CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from borrowings		-		1,23,700
Repayment of borrowings		(37,181)		(1,37,165)
Interest paid		(561)		(8,155)
Net Cash Flow from Financial Activities	[C]	(37,742)		(21,620)
Net Cash increase/(Decrease) in cash and Cash equivalents	(A+B+C)	(4,555)		(5,239)
Cash and Cash Equivalents (Opening) :				
Cash on Hand	451		3,588	
Balance with Banks	6,780	7,231	8,882	12,470
Cash and Cash Equivalents (Closing) :				
Cash on Hand	313		451	
Balance with Banks	2,363	2,676	6,780	7,231

Notes :

- The above Cash Flow Statement has been prepared under the Indirect Method as set out in the Accounting Standard - 3 (AS3) 'Cash Flow Statement' issued by the Institute of Chartered Accountant of India.
- Cash and cash equivalent represent cash and bank balance only.
- Previous year's figures have been regrouped or rearranged wherever necessary.

MUMBAI, 10th August 2017

Sd/-
Manjri Chandak
 Director

AUDITORS' REPORT ON CASH FLOW STATEMENT

We have examined the attached Consolidated Cash Flow Statement of Bombay Swadeshi Stores Limited for the year ended 31st March, 2017. The statement has been prepared as per AS-3 on Cash Flow Statement issued by Institute of Chartered Accountants of India under the "Indirect Method" and is in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report dated 10th August 2017 to the members of the Company."

For M D Pandya & Associates
 Chartered Accountants
 Reg No. 107325W

Sd/-
A D PANDYA

Partner
 Membership No:33930

MUMBAI, 10th August 2017

Notes to Consolidated Financial Statements for the year ended 31st March 2016

1. Company Background

The Company was incorporated in 1905. The Company is in business of retailing of variety of household, gifts, artefacts & other consumable products through its stores.

1.1 Significant Accounting Policies of Consolidated Accounts

A. **Accounting Convention** : The Consolidated Financial Statements are prepared under historical cost conventions and based on accrual method of accounting and applicable accounting standards by consolidating the accounts of parent company with its subsidiary.

B. **Principles of Consolidation** : The financial Statements of the Company and its Subsidiary have been consolidated on a line-by-line basis by adding together the book values of the like items of assets, liabilities, income and expenses, after eliminating intra group balances and the unrealised profits/losses on intra group transactions. The consolidated financial statements are presented to the extent possible in the same format as that adopted by the Company for its separate financial statements.

The difference between the cost of investment in the Subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.

C. **Use of Estimates**: The preparation of financial statements requires management to make certain estimates and assumptions that affect the amount reported in the financial statements and notes thereto. Differences between actual results and estimates are recognised in the period they materialise.

D. Fixed Assets

i. Tangible Fixed Assets are recorded at cost inclusive of Inward Freight, Duties, Taxes and Incidental Expenses related to acquisition of the Assets. Leasehold Premises are carried forward at cost. In case final settlement of bills with contractors is pending, but the asset is complete and ready for use, capitalisation is done on estimation basis subject to necessary adjustments , including those arising out of settlement of arbitration / court cases , in the year of final settlement .

ii. Depreciation: Depreciation on Tangible Fixed Assets has been provided on the written down value method at the rates specified in Schedule II of the Companies Act 2013 except in respect of the computers where useful life of 6 years estimated by management which is different than those prescribed in Schedule II. Further no Depreciation has been provided on Leasehold Premises.

iii. Impairment: Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount.

iv. Intangible Assets: Software has been amortised over a period of 60 months.

E. Investments

i. Long Term Investments are recorded in the books at cost inclusive of all expenses incidental to acquisition thereof. Long Term Investments are stated at cost, provision for decline in value, other than temporary is made to recognize such decline.

ii. Current Investments are valued at lower of cost or market value/net asset value.

F. **Inventories**: Stock in trade - Merchandise is valued at cost or net realisable value whichever is lower. Cost includes direct expenses such as freight, taxes etc. Stock is valued on first-in-first-out basis.

G. **Cash & Cash Equivalents for purpose of Cash Flow**: Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

H. Sales:

i. Export sales in foreign currency are accounted at the exchange rate prevailing on the date of the Bill of Lading.

ii. Counter Sales in foreign exchange are converted in to Indian Rupees at the exchange rate ruling on the date of the transactions.

Notes to Consolidated Financial Statements for the year ended 31st March 2017

I. Mloyal Royalty Programme

Customer award credits having a predetermined life are granted to customers when they make purchases. The fair value of the consideration on sale of goods resulting in such award credits is allocated between the goods supplied and the award credit granted. The consideration allocated to the award certificate is measured by fair value from standpoint of the holder and revenue is deferred. The company at the end of each reporting period estimates the number of point redeemed, based on empirical date of redemption/lapses, and revenue is accordingly recognised.

J. Gift Voucher

The amount collected on sales of Gift Voucher is recognised as a liability and transferred to revenue (Sales) when redeemed or to revenue (Others) on expiry.

K. Employees Benefits:

i. Defined Contribution Plan

Retirement Benefits in the provident fund and Family Pension Fund which are defined contribution schemes, are charged to the Profit and Loss Account of the year when contribution accrue.

ii. Defined Benefit Plan

Annual Contribution towards Gratuity Liability is funded with the Life Insurance Corporation of India in accordance with their Gratuity scheme and is absorbed in the accounts. The Company does not retain any obligation to pay further amounts if insurer does not pay all future employee benefits so the plan is not treated as defined benefit plan.

iii. No provision is made for encashment of unavailed leave payable on retirement of employees.

L. Taxation:

Current Tax is determined as the amount of tax payable in respect of taxable income for the period computed in accordance with relevant provisions of Income Tax Act, 1961. Deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future.

M. **Contingent Liabilities:** Contingent Liabilities are not provided for, till the same are crystallised.

Notes to Consolidated Financial Statements for the year ended 31st March 2017

	2016-17 ₹	2015-16 ₹
2 SHARE CAPITAL		
2.1 Authorised :		
1,50,00,000 Equity shares of ₹ 2/- each	3,00,00,000	3,00,00,000
2,00,000 Preference shares of ₹ 100/- each	<u>2,00,00,000</u>	<u>2,00,00,000</u>
	<u>5,00,00,000</u>	<u>5,00,00,000</u>
2.2 Issued, subscribed and paid-up:		
48,15,000 (Previous year 48,15,000) Equity shares of ₹ 2/- (Previous year ₹ 2/-) each fully paid-up in cash	96,30,000	96,30,000
125,000 (Previous year 125,000) Equity shares of ₹ 2/- (Previous year ₹ 2/-) each fully paid up issued for consideration other than in cash	2,50,000	2,50,000
	<u>98,80,000</u>	<u>98,80,000</u>

2.3 Reconciliation of Shares outstanding at the beginning and end of the year:

Particulars	2016-17		2015-16	
	No of Shares	Amount	No of Shares	Amount
Equity Shares at the beginning of the year	49,40,000	98,80,000	49,40,000	98,80,000.00
Add: Issued during the year	-	-	-	-
Equity Shares at the end of the year	49,40,000	98,80,000	49,40,000	98,80,000.00

Notes to Consolidated Financial Statements for the year ended 31st March 2017

2.4 Details of shareholders holding more than 5% of shares as at

Sr No	Name of Shareholders	2016-17		2015-16	
		No of Shares	% of Paid up capital	No of Shares	% of Paid up capital
1	Mrs. MADHU ABHAY CHANDAK	16,60,818	33.62	16,60,818	33.62
2	Mrs. JYOTI VARUN KABRA	14,95,186	30.27	14,95,186	30.27
3	Mrs. MANJRI CHANDAK	14,46,318	29.28	13,94,673	28.23

3 RESERVES AND SURPLUS

Capital Reserve

Balance as per last Balance Sheet

10,04,364 10,04,364

Share Premium Account

Balance as per last Balance Sheet

8,98,79,206 8,98,79,206

Statement of Profit & Loss

Balance as per last Balance Sheet

(12,11,37,535) (6,14,29,011)

Add: Profit/(Loss) for the year

(1,68,04,386) (5,97,08,524)

(13,79,41,922) (12,11,37,535)

(4,70,58,351) (3,02,53,965)

4 LONG TERM BORROWINGS

UNSECURED LOANS

Fixed Deposits

Loan from Directors

Inter Corporate Deposits from Companies

11,27,00,000 12,37,00,000

- -

Total 11,27,00,000 12,37,00,000

5 SHORT TERM BORROWINGS

UNSECURED LOANS

Fixed Deposits (due within one year)

- 1,13,03,000

Total - 1,13,03,000

6 TRADE PAYABLES

Acceptances

Other Trade Payables

- -

3,15,84,882 4,29,47,508

Total 3,15,84,882 4,29,47,508

6.1 In the absence of any intimation from vendors regarding the status of their registration under the "Micro, small and Medium Enterprises Development Act, 2006", the Company is unable to comply with the disclosures required to be made under the said Act.

7 OTHER CURRENT LIABILITIES

Deposit

Interest accrued and due

Unclaim Fixed Deposit

Other Payables

1,25,000 1,25,000

1,65,719 4,91,446

2,84,000 -

60,26,895 53,28,005

Total 66,01,614 59,44,451

	2016-17	2015-16
	₹	₹
10 LONG TERM LOANS & ADVANCES		
Advance towards Premises (Refer Note 10.1)	-	1,08,77,995
Others (Refer Note 10.2)	-	9,00,000
	<u>-</u>	<u>1,17,77,995</u>
10.1 The Company had paid in earlier years advance to Grishma Construction & Trading Co Pvt Ltd, inspite of repeated follow up the amount is not forthcoming. Therefore the Company has decided to write off the same in Accounts for the year.		
10.2 Advance given for register & transfer agent however contract did not materialise. In spite of repeated follow up the amount is not forthcoming. Therefore the Company has decided to write off the same in Accounts for the year.		
11 CURRENT INVESTMENT		
Current - Trade Unquoted		
730.85 (Previous Year 646.75)units of ₹ 100/- each of ICICI Prudential Liquid Plan - Daily Dividend Option	55,496	51,623
	<u>55,496</u>	<u>51,623</u>
12 INVENTORIES		
Stock in Trade - Merchandise		
At cost or net realisable value whichever is lower	7,60,84,683	9,98,19,414
	<u>7,60,84,683</u>	<u>9,98,19,414</u>
13 TRADE RECEIVABLES		
(Unsecured, Considered Good)		
Due for more than six months from the due date of payment	34,683	-
Others	8,60,221	22,07,549
	<u>8,94,904</u>	<u>22,07,549</u>
14 CASH AND CASH EQUIVALENTS		
Cash on Hand	3,12,920	4,50,690
Balance with Scheduled Banks in:		
Current Accounts	9,08,243	43,25,736
Other Bank balances : Deposit Accounts	14,54,842	24,54,421
Total	<u>26,76,006</u>	<u>72,30,847</u>
15 SHORT TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
Advances recoverable in cash or in kind or for value to be received	23,96,109	38,53,358
Advance payment of taxes	45,86,115	36,02,464
Security & Other Deposits	1,68,90,212	2,09,19,025
Total	<u>2,38,72,435</u>	<u>2,83,74,847</u>

Notes to Consolidated Financial Statements for the year ended 31st March 2017

	2016-17 ₹	2015-16 ₹
16 REVENUE FROM OPERATIONS		
Gross Sales of Merchandise	31,38,28,847	40,54,42,619
Less : Value Added Tax	3,24,15,071	3,94,87,546
Net Sales	<u>28,14,13,776</u>	<u>36,59,55,073</u>
17 OTHER INCOME		
Interest	1,75,633	2,39,050
Dividend from Non Current Investments	-	-
Dividend from Current Investments	3,873	4,111
Commission & Discounts received on Travel Agency Business	-	13,40,067
Fees Received	-	-
Professional Fees Received	60,00,000	60,00,000
Miscellaneous receipts	99,004	24,27,194
Provision for Diminishing Value of Investment	75,000	-
Profit on Sale of Investment	-	68,889
Profit on Sale of Fixed Assets	-	84,759
Sundry balances written back	6,82,944	27,63,011
Total	<u>70,36,454</u>	<u>1,29,27,082</u>
18 PURCHASE OF STOCK IN TRADE		
Purchases of Merchandise	15,10,63,486	12,23,06,803
	<u>15,10,63,486</u>	<u>12,23,06,803</u>
19 CHANGE IN INVENTORIES OF STOCK IN TRADE		
Opening Stock	9,95,08,725	27,99,23,842
Closing Stock	7,58,54,065	9,95,08,725
(Increase)/Decrease	<u>2,36,54,660</u>	<u>18,04,15,117</u>
20 EMPLOYEE BENEFIT EXPENSES		
Salaries, Allowances & Bonus	2,75,41,230	2,77,91,541
Managing Director's Remuneration	-	4,75,000
Contribution to Gratuity Fund	12,48,643	7,27,211
Contribution to Provided Fund & other Funds	16,93,228	12,11,387
Staff Welfare expenses	3,15,289	5,94,848
	<u>3,07,98,390</u>	<u>3,07,99,987</u>
21 FINANCE COST		
Interest On Bank Borrowings	-	28,293
Interest On Others	5,61,316	81,26,541
Bank Charges	5,04,487	6,99,523
Credit Card Charges	34,15,490	29,25,592
	<u>44,81,293</u>	<u>1,17,79,949</u>

Notes to Consolidated Financial Statements for the year ended 31st March 2017

	2016-17 ₹	2015-16 ₹
22 OTHER EXPENSES		
Lease Rent	2,35,67,377	2,55,52,810
Repairs & Maintenance - Others	58,77,995	86,76,778
Legal & Professional Charges	32,46,888	45,63,191
Sales & Other Commission	1,74,56,557	79,16,185
Travelling & Conveyance	8,46,338	9,63,482
Electricity & Fuel	57,38,739	55,37,407
Insurance	1,07,155	1,29,681
Advertisements & Sales Promotion	57,56,635	22,35,772
Rate & Taxes (Includes Current Year Rs.215,442/- & Previous Year Rs.10,18,959/- paid for earlier years on completion of assessments)	10,71,022	18,72,502
Packing Charges	26,20,586	20,43,255
Auditors Remuneration:		
Audit Fees	3,37,500	4,03,280
Tax Audit Fees	82,500	50,000
	<u>4,20,000</u>	<u>4,53,280</u>
Miscellaneous Expenses	1,05,05,207	1,10,55,383
Investment written off	75,000	-
Other Advances Written-off	1,21,59,927	80,75,190
Loss on Sale of fixed assets	13,72,787	-
Loss on Discard of fixed assets	14,58,857	-
	<u>9,22,81,069</u>	<u>7,90,74,917</u>
23 Exceptional Items		
Delisting Expenses	-	18,24,000
Write down of fixed assets & Goodwill (Refer Note No:27)	-	61,13,462
	<u>-</u>	<u>79,37,462</u>

24. Details of Subsidiary Company

The Consolidated Financial Statements comprise the Financial Statement of the Parent Company, Bombay Swadeshi Stores Limited and the following subsidiary.

Name of the Subsidiary	Country of Incorporation	Proportion of Ownership Interest	Date of Investment
Bombay Store Retail Company Limited	India	100%	25/01/2008

25. Contingent Liabilities: **NIL**

26. During the year the Company continued with the major revamp of its stores and product lines. With a view of economy of scale in operations & better management the company decided to consolidated operations. Accordingly some of the operations under Bombay Store Retail Company Limited (subsidiary company) were transferred to the Company at an agreed value. The financials for the year reflect these transfers.

27. Exceptional Items :

Write down of its Fixed assets on account of revamping of stores and write down of Goodwill on account of closure of its division Current Year Rs.1,372,787/- Previous Year Rs. ₹.6,113,462/-

Notes to Consolidated Financial Statements for the year ended 31st March 2017

28. The details on Specified Bank Notes held & transacted during period of 08/11/2016 to 30/12/2016 is as below:

	SBN	Others	Total
	Amount	Denomination	Amount
	Amount	Amount	Amount
Closing Balance as on 8/11/2016	3,97,500	67,091	4,64,591
Permitted Receipts	-	67,76,933	67,76,933
Cash withdraw		1,81,000	1,81,000
Permitted Payments	-	7,11,573	7,11,573
Amount Deposited in Banks	3,97,500	58,93,056	62,90,556
Closing balance as on 30/12/2016	-	4,20,395	4,20,395

29. The Company considers its entire operations under single segment 'Retailing'. The Companies' operations are only in India.
30. Earning per share has been computed with reference to loss after tax of (₹ 16,804,386/-) (Previous year (₹ 59,708,524/-) and weighted average number of equity shares 4,940,000 shares (Previous year 4,940,000) There is no diluted earning per share.
31. The Company has, on prudence not recognised Deferred Tax Assets ₹ 153,832,184/- (Previous year ₹ 103,920,537/-) mainly representing expenses allowable for tax purposes when paid and difference between tax and book written down value of fixed assets, due to uncertainty of future profits in terms of Accounting Standard 22 (AS-22) for Taxes on Income issued by The Institute of Chartered Accountants of India.

The breakup of deferred tax assets / liability

	Deferred tax	Deferred tax
	asset/ (liability)	asset/ (liability)
	as at	as at
	31-Mar-17	31-Mar-16
	(₹)	(₹)
A. Deferred Tax Assets		
Expenses allowable for tax purpose when paid	5,71,143	1,34,933
Difference between tax and Book Written Down Value	3,22,80,455	3,16,26,400
Unabsorbed Business Losses	120,980,586	7,21,59,204
	153,832,184	10,39,20,537
B. Deferred Tax Liability		
Difference between Book and Tax WDV	-	-
Deferred Revenue expenditure to the extent not written off	-	-
	-	-
C. Net Deferred Tax Assets	153,832,184	10,39,20,537
D. Deferred Tax Assets / (Liability)	47,534,145	3,21,11,446

32. Related Party Disclosures

A. Relationship

I) Key Management Personnel & Relatives:

Mrs.Madhu Chandak-Director

Mrs.Manjri Chandak-Director

Mrs.Jyoti Kabra-Director

II) Other Parties / Enterprises where control / significant influence exists.

Out Of India Retail Pvt Ltd

Avenue Supermarts Limited

Avenue Ecommerce Ltd

International Foundation for Reaserch and Education

Kabra Extrusion Technik Limited

Related party relationship is as identified by the Company and relied on by the Auditors.

Notes to Consolidated Financial Statements for the year ended 31st March 2017

B. Details of Transactions with Related Parties.

Sr. No.	Nature of Transactions	Related Party Referred in	
		A (I)	A (II)
i.	Purchases of goods and material	-	-
		(-)	(64,96,770)
ii.	Expenditure	-	-
	Remuneration	(4,75,000)	(-)
	Interest paid	-	-
	Rent & Utility	(5,55,016)	(-)
		-	15,87,000
		(-)	(-)
	Electricity Expenses	-	98,525
		(-)	(-)
	Printing & stationary	-	-
		(-)	(1,05,172)
	General Expenses	-	-
		(-)	(1,11,154)
	Professional Fees	-	-
		(39,000)	(-)
	Commission & Discounts given	-	-
		(-)	(2,14,333)
iii.	Income	-	6,60,148
	Sales	(-)	(-)
	Professional Fees Received	-	60,00,000
		(-)	(60,00,000)
iv.	Outstanding Balance	-	-
	Loans & Advances receivable	(-)	1,17,77,995
	Loans & Advances received	11,27,00,000	-
		(12,37,00,000)	(-)
	Trade Receivable	-	84,017
		(-)	(1,020)
	Trade Payable	-	9,45,000
		(-)	(29,28,193)

Figures in brackets are for previous year.

Notes to Consolidated Financial Statements for the year ended 31st March 2017

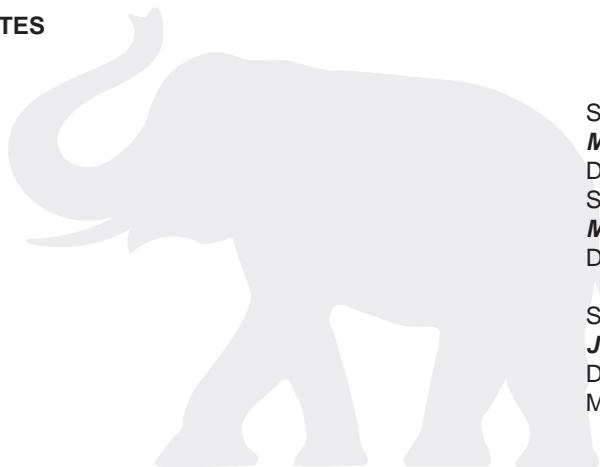
33. Earning in Foreign Exchange

- i. FOB value of exports of goods NIL
 - ii. Receipts on account of sale of merchandise ₹ 72,889,728/- (Previous year ₹ 55,643,196/-)
34. CIF Value of Imports : Goods NIL (Previous year NIL).
35. Expenditure in Foreign Currencies:
Other Expenses ₹ NIL/- (Previous year ₹ 48,326/-).
36. Previous year's figures have been regrouped / re-arranged / reclassified wherever necessary.

As per our Report of even dated
For M. D. PANDYA & ASSOCIATES
Chartered Accountants
Reg No. 107325W

Sd/-
A. D. Pandya
Partner
Membership No:33930

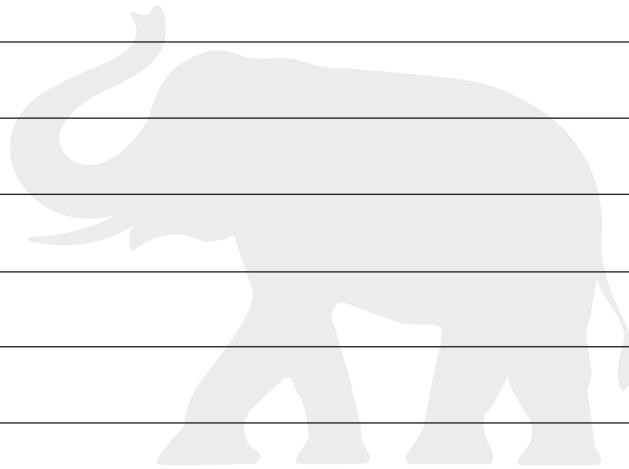
MUMBAI, 10th August 2017



Sd/-
Madhu Chandak
Director
Sd/-
Manjri Chandak
Director

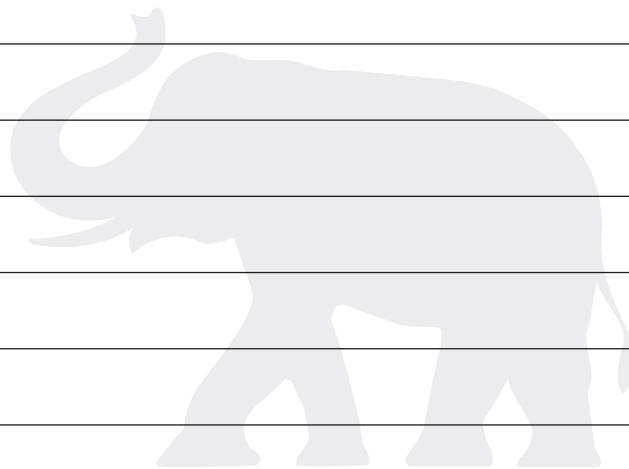
Sd/-
Jyoti Kabra
Director
MUMBAI, 10th August 2017

NOTES



SINCE 1906

NOTES



SINCE 1906

BOMBAY SWADESHI STORES LIMITED

CIN: U74999MH1905PLC000223

Registered Office: Western India House, Sir P. M. Road, Fort, Mumbai 400 001

Phone No. +91 22 22885048/49;

Corporate Office: Anjaneya Building, Ground Floor, Near Hiranandani Foundation School,
Powai, Mumbai – 400 076: Tel: 4049 6500

Email: investor@bombaystore.com; Website: www.thebombaystore.com

ATTENDANCE SLIP

(To be presented at the entrance)

Folio No/Client ID - DP ID: _____

No. of Shares: _____

Name and address of Shareholder: _____

I hereby record my presence at the 111th Annual General Meeting of the Company to be held on Saturday, 23rd September, 2017 at 11.00 a.m. at Anjaneya CHS Limited, Orchard Avenue Opp. Hiranandani Foundation School, Powai, Mumbai – 400 076.

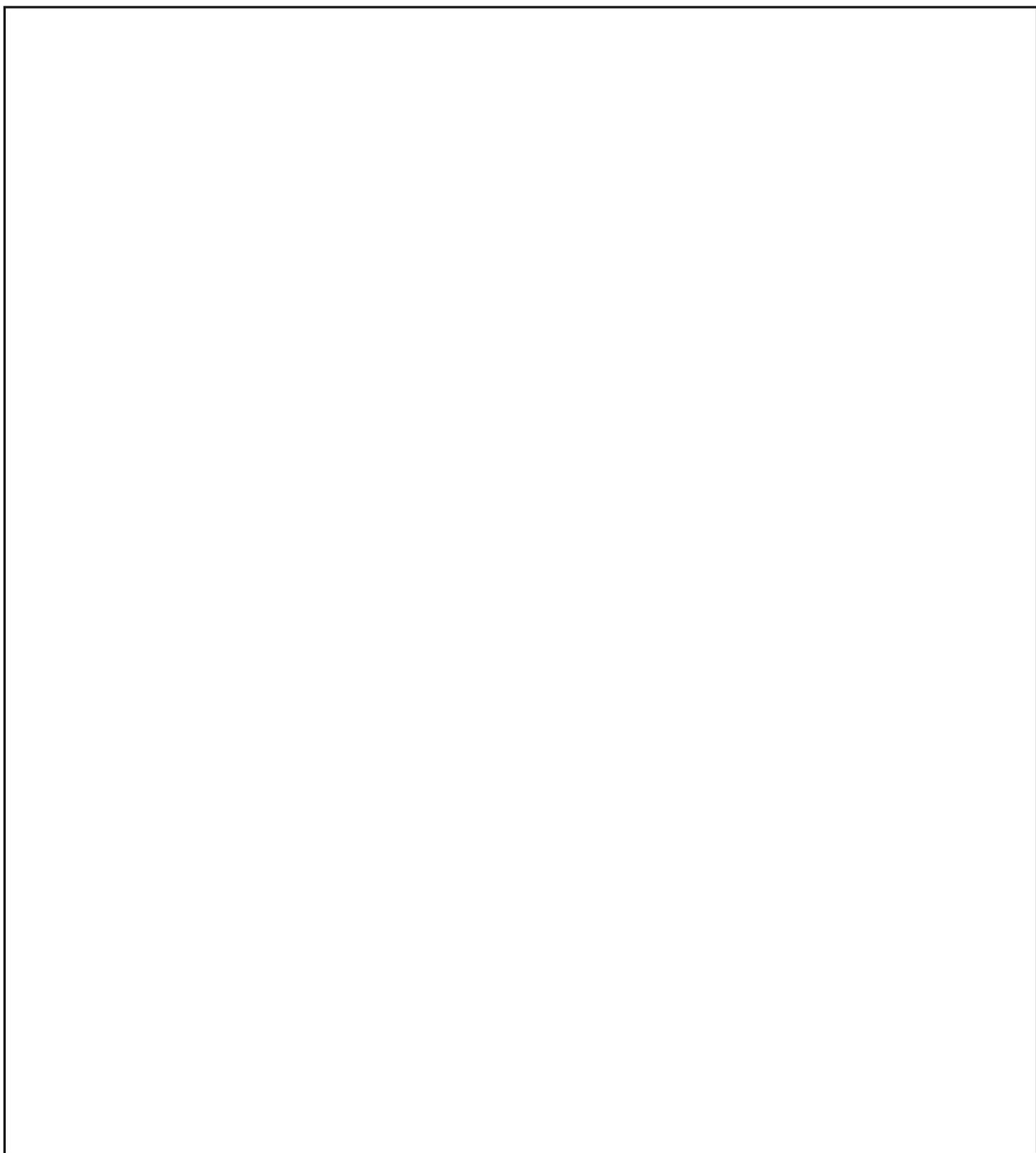
Signature of Shareholder/Proxy

*Applicable to Shareholders holding shares in electronic form;

Note: Please fill the attendance slip and hand it over at the entrance of the Meeting Hall.

ELECTRONIC VOTING PARTICULARS		
EVSN	User ID	Password/PIN

Note: Please read instructions given in the Notice of the 111th Annual General Meeting carefully before voting electronically.



BOMBAY SWADESHI STORES LIMITED

CIN: U74999MH1905PLC000223

Registered Office: Western India House, Sir P. M. Road, Fort, Mumbai 400 001

Phone No. +91 22 22885048/49;

Corporate Office: Anjaneya Building, Ground Floor, Near Hiranandani Foundation School,
Powai, Mumbai – 400 076: Tel: 4049 6500

Email: investor@bombaystore.com; Website: www.thebombaystore.com

PROXY FORM

*[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies
(Management and Administration) Rules, 2014]*

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ DP Id-Client Id::

I/ We being the member(s) of _____ shares of the Bombay Swadeshi Stores Limited hereby appoint:

1. Name: _____
Address: _____
E-mail Id: _____
Signature: _____ or failing him;
2. Name: _____
Address: _____
E-mail Id: _____
Signature: or failing him;
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 111th Annual General Meeting of the Company to be held on Saturday, 23rd September, 2017 at 11.00 a.m. at Anjaneya CHS Limited, Orchard Avenue Opp. Hiranandani Foundation School, Powai, Mumbai – 400 076 and at any adjournment thereof in respect of resolutions, as indicated below:

Item No.	Description	Type of resolution (Ordinary / Special)	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
1.	To receive, consider and adopt the Standalone & Consolidated Audited Accounts of the Company along with the reports Board of Directors and of the Auditors thereon	Ordinary		
2.	Re-appointment of Mrs. Madhu Chandak (DIN: 07029901), who retires by rotation and being eligible, has offered herself for re-appointment	Ordinary		
3.	Appointment of M/s. Banshi Jain & Associates, Chartered Accountants (Firm Registration No. 100990W) as the Statutory Auditors of the Company from the conclusion of 111 th AGM until the conclusion of 116 th AGM and fixing their remuneration	Ordinary		

Signed this day of 2017.

Signature of shareholder(s): _____

Signature of Proxy holder(s): _____

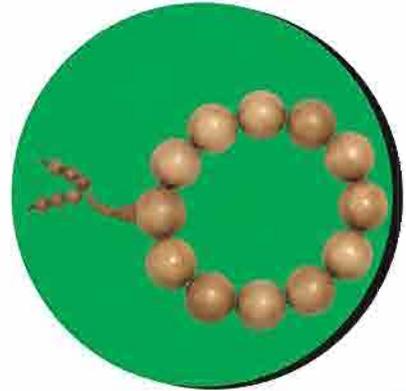
**AFFIX
RE.1/-
REVENUE
STAMP**

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the Meeting.

- A Proxy need not be a member of the Company.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

SINCE 1906

Discover a new India!



MUMBAI | NAVI MUMBAI | PUNE | VADODARA | ALIBAUG | JAIPUR

Regd. Office: Western India House, Sir. P.M.Road, Fort. Mumbai-400001 Tel. . +91 22 2288 5048 / 49

